



# **Shree Securities Limited**

Annual Report  
2013 - 2014

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## BOARD OF DIRECTORS

Shri Basant Kumar Sharma  
Shri Subhash Chandra Dadhich  
Shri Shrawan Kumar Jalan  
Shri Shankar Kumar Chakraborty  
Shri Harshwant Joshi (From 12.02.2014)

Managing Director  
Chairman cum Executive Director  
Non-Executive Director  
Non-Executive Director  
Non-Executive Director

## AUDITORS

M/s. Maroti & Associates (FCA)  
Chartered Accountants  
9/12, Lal Bazar Street, Block-'E',  
3RD Floor, Room No.2, Kolkata - 700 001  
Tel.: +91 33 2231 9392 / 9391;  
Fax: +91 33 2243 8371  
E-mail: [mkmaroti@gmail.com](mailto:mkmaroti@gmail.com)

## BANKERS

Central Bank of India  
6E, R. N. Mukherjee Road  
Kolkata-700001  
HDFC Bank Ltd  
Stephen House Branch,  
4, B. B. D. Bag (E),  
Kolkata-700001

## REGISTERED OFFICE

3, Synagogue Street, 3rd Floor, Room No.: 18G,  
Kolkata - 700 001 (W. B.) India  
Tel.: +91 33 2231 3366 / 3367  
E-mail : [ssl\\_1994@yahoo.co.in](mailto:ssl_1994@yahoo.co.in) ;  
[info@shresecindia.com](mailto:info@shresecindia.com)  
Web-site: [www.shresecindia.com](http://www.shresecindia.com)

## COMPANY SECRETARY

Mr. Rajendra Kumar Mohanty  
E-mail: [info@shresecindia.com](mailto:info@shresecindia.com)  
[ssl\\_1994@yahoo.co.in](mailto:ssl_1994@yahoo.co.in)

## REGISTRARS AND SHARE TRANSFER AGENTS

Niche Technologies Pvt. Ltd.  
D-511, Bagree Market,  
71, B. R. B. Basu Road, 5th Floor, Kolkata - 700 001  
Tel.: +91 33 2235 7270 / 7271; Fax: +91 33 2215 6823  
E-mail: [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com)

## CIN OF THE COMPANY

CIN : L74210WB1980PLC032979

**NOTICE OF MEETING****TO THE SHAREHOLDERS**

NOTICE is hereby given that the 21<sup>ST</sup> Annual General Meeting of the Members of M/s. Shree Securities Ltd will be held at “Community Hall” at 10, Debendra Ghosh Road, Gr. Floor, Kolkata - 700 025, on Wednesday, 24<sup>th</sup> Day of September, 2014 at 12.30 P.M. to transact the following business:

**Ordinary Business:**

1. To receive, consider and adopt the Director’s Report and Audited Profit & Loss account for the year ended 31<sup>st</sup> March, 2014 and the Balance Sheet as at that date and the Auditors’ Report thereon.
2. To appoint Director in place of Mr. Subhash Chandra Dadhich (DIN: 00084557) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT M/s. Maroti & Associates., Chartered Accountants, be and is hereby appointed as 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 on such remuneration as shall be fixed by the Board of Directors.”

**Special Business:**

4. To Re-appointment of Mr. Basant Kumar Sharma (DIN: 00084604), as Managing Director of the Company and 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 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval & consent of the Company be and is hereby accorded to the re-appointment of Mr. Basant Kumar Sharma (DIN: 00084604) as the Managing Director (Key Managerial Personal) of the Company for a period of five years with effect from 12<sup>th</sup> day of February, 2014 upon the terms and conditions including remuneration as set out in the explanatory statement annexed to this Notice (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of

his appointment) with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter, vary and finalize the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Basant Kumar Sharma, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** that the Board or a Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

- 5. To appoint Mrs. Swapna Jain as Whole Time Executive Director & CFO of the Company** who shall be eligible to retire by rotation 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 152, 160 and all other applicable provision of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Qualification of Directors) Rule 2014 and other rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs. Swpna Jain be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provision 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 subject to approval of shareholders & Central Government, consent of the company be & is hereby accorded to the appointment of Mrs. Swapna Jain as Whole Time Director designated as Executive Director & Chief Financial Officer (Key Managerial Personal) of the Company for a period of three years commencing from the conclusion of this AGM up to the 30<sup>th</sup> day of September, 2017 on the terms and conditions of appointment and remuneration as set out in the statement annexed to the Notice convening this meeting, with the liberty to “the Board” (which term shall include Nomination & Remuneration Committee of the Board) to alter and vary the terms & Condition of the said appointment and/or remuneration as it my deems fit and may be acceptable to Mrs. Swapna Jain, subject to the same not exceeding the limits specified in Schedule V to the

Companies Act, 2013 (corresponding to Schedule XIII to the Companies Act, 1956).

**RESOLVED FURTHER THAT** the Board be & hereby authorized to do all acts and take all such stapes as may be necessary and expedient to give effect to this resolution”

6. **To Appointment of Mr. Harshwant Joshi (DIN: 03642328) as an Independent 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** Mr. Harshwant Joshi (DIN: 03642328) who was appointed as Additional Direcotr of the Company by the Board of Directors with effect from 12.02.2014 and who holds office up to the date of the forthcoming Annual General Meeting under section 161 of the Companies Act, 2013 (‘the Act’) and who is eligible for appointment and has consented to act as Director of the company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, 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), Mr. Harshwant Joshi (DIN: 03642328), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for Independent Director as provided under section 149(6) of the Companies Act, 2013 and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years for a term up to 30<sup>th</sup> September, 2017.”

7. **To Appointment of Mr. Shrawan Kumar Jalan (DIN: 02191031) as an Independent 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 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Shrawan Kumar Jalan (DIN:02191031), Non-Executive Director of the Company who is eligible for appointment and has submitted a declaration that he meets the

criteria for Independent Director pursuant to section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing 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 three consecutive years for a term up to 30<sup>th</sup> September, 2017.”

8. **To adopt new Articles of Association of the Company** containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Registered Office:**  
3, Synagogue Street,  
3<sup>rd</sup> Floor, Room No. 18G,  
Kolkata -700 001 (W.B)  
**Dated:** 13<sup>th</sup> Day of August, 2014  
**Place :** Kolkata  
**CIN :** L65929WB1994PLC061930

**By Order of the Board of Directors  
For Shree Securities Limited.**

**Basant Kumar Sharma  
Managing Director  
DIN: 00084604**

**NOTE :-**

1. A Member entitled to attend and vote at this Annual General Meeting is entitled to appoint a proxy to attend and vote, instead of himself/herself. A proxy need not be a Member of the Company. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.

2. The instrument of proxy in order (duly completed & signed) to be effective must reach at the Registered Office of the Company not less than 48 hours before the commencement of meeting.
3. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority authorizing their representative to attend and vote at the Annual General Meeting.
4. A proxy shall not vote except on a poll. A proxy form is appended with the admission slip.
5. 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 the members at the AGM.
6. Member seeking any clarification on account of the company or requested to send their query in writing to the company at registered office addressing to Managing Director or through e-mail at [info@shresecindia.com](mailto:info@shresecindia.com). The query must reach to the company either by mail or e-mail at least seven working days before the date of AGM (excluding the date of AGM).
7. The Register of Members and Share Transfer Books of the Company will remain closed from **18th September, 2014 to 24th September, 2014** (both days inclusive)
8. As a measure of economy, copies of the Annual Report will not be distributed at the Meeting Members are, therefore, requested to bring the copies of Annual Report.
9. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository.
10. Members are requested to send all their communications pertaining to shares & notify change in their address/mandate/bank details to The Registrar & Share Transfer Agent, **M/s. Niche Technologies Pvt. Ltd.** to facilitate better servicing.
11. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to The Registrar & Share Transfer Agent, M/s. Niche Technologies Pvt. Ltd., for their doing the needful.
12. In furtherance of the Green Initiative and Section 101 of the Companies Act, 2013 read with Rule 18(3) (i) of the Companies (Management & Administration) Rules, 2014 and Rule 11 of the Companies (Accounts) Rules, 2014, the Company urges the Members to register their email address with the Company and / or its Registrar and Share Transfer Agent, M/s. Niche Technologies Pvt. Ltd, for receiving the Annual Report and Accounts, Notices etc. in electronic mode. The Form for such registration is being attached with the Annual Report. In future all the Annual Report and Accounts, Notices and other communications etc. will be sent in electronic mode to the members whose email IDs are registered with the



Company/Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same. Positive consent letter is attached to the Notice being sent to the Members for giving consent to receive documents in electronic mode.

13. In future electronic copy of the Notice of General Meetings of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form will be sent to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same.

14. Members are advised that it is mandatory to furnish copy of PAN Card both side signed as self attested in the following cases:

- i) Transferees' PAN Cards for transfer of shares,
- ii) Legal heirs' PAN Cards for transmission of shares,
- iii) Surviving joint holders' PAN Cards for deletion of name of deceased Shareholder and
- iv) Joint holders' PAN Cards for transposition of shares.

15. Members may also note that the Notice of the Annual General Meeting and the Annual Report 2013-2014 will also be available on the Company's website: [www.shreesecindia.com/invr.html](http://www.shreesecindia.com/invr.html) for being downloaded. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days till the date of the meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [info@shreesecindia.com](mailto:info@shreesecindia.com).

**16. Process and manner for members opting for E-voting.**

I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members holding shares either in physical form or in dematerialized form the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

II. Similarly, members opting to vote physically can do the same by remaining present at the meeting and should exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall be only taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid.

III. The instructions for e-voting are as under:

- (i) The e-voting period begins on the **“Thursday” 18.09.2014 from 9.30 A.M. and ends on the “Saturday” 20.09.2014 till 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 (Record Date) of 14.08.2014** 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](http://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, excluding the special characters.
- (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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>• 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.</li> </ul> <p><b>Example:</b></p> <ol style="list-style-type: none"> <li>(1) Mr. V. N. Swami and Folio Number is S/0245, the PAN will be VN000S0245</li> <li>(2) M/s. 4-square Company Ltd. and Folio Number is C-0052 the PAN will be 4S000C0052</li> </ol>
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"> <li>• Please Enter the DOB or Bank Account Number in order to Login.</li> <li>• 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 (Record Date) of <b>14-August-2014</b></li> </ul>
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- (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 **“Shree Securities Ltd.”** 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.com> 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](mailto: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](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
17. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on **the cut-off date (Record Date) of 14.08.2014.**
18. M/s. Pramod Agarwal & Co., A Practicing Company Secretary, C.P. Membership No. 4193 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
19. 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.
20. The Results shall be declared on or after the Annual General Meeting (AGM) of the Company. This Notice as well as the Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website and on the website of CDSL within two (2) days of passing of the resolutions at the Annual

General Meeting (AGM) of the Company on 24th September, 2014 and communicated to the Stock Exchange(s).

**Registered Office:**  
3, Synagogue Street,  
3<sup>rd</sup> Floor, Room No. 18G,  
Kolkata -700 001 (W.B)  
**Dated: 13<sup>th</sup> Day of August, 2014**  
**Place : Kolkata**  
**CIN : L65929WB1994PLC061930**

**By Order of the Board of Directors  
For Shree Securities Limited.**

**Basant Kumar Sharma**  
**Managing Director**  
**DIN: 00084604**

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

PURSUANT TO SECTION 102 OF THE COMPANIES Act, 2013 ('The ACT'), the following explanatory statements sets out all material facts relating to the business mentioned under items No. 4 to 8 of the accompanying notice dated 13<sup>th</sup> August, 2014.

### **To Resolution No. 4.**

The Board of Director (the 'Board') of the company at its Meeting held on 12.02.2014 has subject to the approval of members, re-appointed Mr. Basant Kumar Sharma as Managing Director for a period of 5 (five) years, on expiry of his present term on 10.02.2014, with effect from 12<sup>th</sup> day of February, 2014 up to 11<sup>th</sup> day of February, 2019 at the remuneration of Rs.11,000/- Per month recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. Basant Kumar Sharma as Managing Director in terms of the applicable provisions of the Act. Broad particulars of the terms of re-appointment of and remuneration payable Mr. Basant Kumar Sharma (hereinafter referred to as "MD") are as under:

#### **A. Tenure of Appointment:**

The appointment of the MD is for a period of 5 years with effect from 12<sup>th</sup> day of February, 2014.

#### **B. Remuneration:**

The MD shall be entitled to remuneration as stated hereunder in terms of Schedule V of the Companies Act, 2013:

**(i) Remuneration:**

- (a) Basic salary Rs. 11,000 per month, with authority to the Board or a Committee thereof to fix his basic salary;
- (b) Commission and/or incentive remuneration based on performance criteria to be laid down by the Board; and
- (c) Benefits, perquisites and allowances as may be determined by the Board from time to time over and above the basic salary.

**(ii) Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the MD, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of basic salary, benefits, perquisites, allowances and incentive remuneration as specified above. The aggregate of the remuneration as aforesaid in any financial year shall not exceed the limit prescribed from time to time under Section 197 and under Section 198 and all other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act or any statutory modifications or re-enactment thereof for the time being in force or otherwise as may be permissible by law.

**C. Terms & Conditions**

Apart from the aforesaid remuneration, he will be entitled to reimbursement of all expenses incurred in connection with the business of the Company. The appointee shall not be entitled to any sitting fees for Board / Committee meetings. The above remuneration will be payable as the minimum remuneration even in the case of loss or inadequacy of profits in any financial year during the term of his appointment and will be subjected to the provisions of Schedule V of the Companies Act, 2013 and the remuneration shall not exceeding Rs 11,000/- per month (as above). The appointee shall not be entitled to any sitting fees for Board / Committee meetings.

At present the said perquisites, allowances, leave salary and gratuity are nil but eligible for modifications subject to the approval of remuneration.

The terms and conditions of the said appointment and/or agreement are subject to the provisions of Section 197 and section 198 of the Companies Act, 2013 and may be altered and varied from time to time by the Board as it may in its discretion deem fit within the maximum amount of remuneration payable in accordance with the applicable rules and regulations.

**D. Termination of Service:**

The Service may be terminated by either party giving the other one months' notice subject to the applicability & compliance of relevant provisions of the Companies Act 2013 and Rules & Regulation made in its respect. **Mr. Basant Kumar Sharma** shall perform such duties and exercise such powers as are entrusted to him by the

Board. The above may be treated as an abstract of the terms between the Company and **Mr. Basant Kumar Sharma** under Section 190 of the Companies Act, 2013.

**Disclosure of Interest in the resolution**

Mr. Basant Kumar Sharma is interested in the resolution set out at item no. 4 of the Notice, which pertain to his re-appointment and remuneration payable to him. The relatives of Mr. Basant Kumar Sharma may be deemed to be concerned or interested, in the resolution to the extent of their shareholding interest, if any, in the company. He is holding 100 equity shares of Rs. 10/- each of the company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company/their relative is, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Ordinary Resolution set out at Item No.4 of the Notice for approval by the shareholders.

**To Resolution No. 5.**

The Board of Director (the 'Board') of the company at its Meeting held on 13.08.2014 has subject to the approval of members, propose to appoint Mrs. Swapna Jain, as a Director whose period of office is liable to determination by retirement of directors by rotation and in this respect the Company has received a notice in writing from a member proposing her candidature for the office of Director. It is proposed to seek the members' approval for the appointment of Mrs. Swapna Jain, as a Director of the company in terms of Sections 152, 160 and all other applicable provision of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Qualification of Directors) Rule 2014.

Further, approval of the members is being sought to the terms, conditions and stipulations as under for the appointment of Mrs. Swapna Jain as the "Whole-time Director and Chief Financial Officer ('CFO')" for a period of Three years commencing from 1<sup>st</sup> Day of October, 2014 up to 30<sup>th</sup> September, 2017 at the remuneration recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

**Remuneration:**

- (a) Basic salary Rs. 6,000 per month, with authority to the Board or a Committee thereof to fix his basic salary
- (b) Commission and/or incentive remuneration based on performance criteria to be laid down by the Board; and

(c) Benefits, perquisites and allowances as may be determined by the Board from time to time over and above the basic salary.

The Board of Directors or Committee thereof may, in their discretion, revise/modify any of the terms from time to time, within the limits stipulated.

**Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Mrs. Swapna Jain as Whole Time Director & CFO, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of basic salary, benefits, perquisites, allowances and incentive remuneration as specified above. The aggregate of the remuneration as aforesaid in any financial year shall not exceed the limit prescribed from time to time under Section 197 and under Section 198 and all other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act or any statutory modifications or re-enactment thereof for the time being in force or otherwise as may be permissible by law.

**Terms & Conditions:**

Mrs. Swapna Jain shall, subject to the superintendence, control and direction of the Board of Directors, manage and conduct the business and affairs of the Company relating to Finance and Control. She shall not be paid any sitting fee for attending meetings of the Board or Committee thereof.

The appointment can be terminated by Mrs. Swapna Jain or the Company, by one party giving to the other 1 (one) calendar months' notice in writing or by payment of a sum equivalent to remuneration for the notice period or part thereof in case of shorter notice or on such other terms as may be mutually agreed. The period of office of shall be liable to determination by retirement of directors by rotation. If Mrs. Swapna Jain is re-appointed as a director, immediately on retirement by rotation she shall continue to hold office of Whole-time Director designated as " Chief Financial Officer" and such re-appointment as director shall not be deemed to constitute break in her appointment as a Whole-time Director designated as "Chief Financial Officer". Further, if Mrs. Swapna Jain is not re-appointed as as a director, immediately on retirement by rotation she shall continue to hold office as "Chief Financial Officer" and such non appointment as director shall not be deemed to constitute break in her appointment as " CFO."

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (corresponding to Sections 198, 269, 309 and any other applicable provisions of the Companies Act, 1956), the Board recommends the Ordinary Resolution set out at item no.5 of the accompanying Notice for the



approval of the Members. The appointment of Mrs. Swapna Jain is appropriate and in the best interest of the Company.

The terms and conditions of appointment as referred to in the Resolution and the Register maintained in pursuance of erstwhile Section 301 of the Companies Act, 1956, would be available for inspection by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, up to and including the date of the Annual General Meeting. This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Mrs. Swapna Jain is interested in the resolution set out at item no. 5 of the Notice, which pertain to her appointment and remuneration payable to her. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board commends the Ordinary Resolution set out at Item No.5 of the Notice for approval by the shareholders.

#### **To Resolution No. 6.**

The Board of Directors of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (**'the Act'**) [Corresponding to erstwhile section 260 of the Companies Act, 1956], appointed Mr. Harshwant Joshi as an Additional Director of the Company with effect from February 12, 2014. In terms of the provisions of Section 161(1) of **the Act**, Mr. Harshwant Joshi would hold office up to the date of the ensuing Annual General Meeting.

As per the provisions of Section 149 of the Companies Act 2013 which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation.

The Company has received a notice in writing from a member along with deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Harshwant Joshi for the office of Director and thereafter the matter was placed before the Nomination & Remuneration Committee, which commends & approved his appointment as Independent Director.

In the opinion of the Board, Mr. Harshwant Joshi is independent of the management and fulfills the conditions for appointment as Independent Director as specified in

the Act, the Listing Agreement and the Rules made there under. Mr. Harshwant Joshi is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

Further, The Company has received declarations from Mr. Harshwant Joshi that he meets with the criteria of independence as prescribed both under Section 149(6) of the Act and under Clause 49 of the Listing Agreement and it is proposed to appoint Mr. Harshwant Joshi as Independent Director to hold office for three consecutive years with effect from 24th September, 2014 up to 30th September, 2017.

Keeping in view his vast expertise and knowledge of Law, it will be in the interest of the Company that Mr. Harshwant Joshi is appointed as an Independent Director. Copy of the draft letter for appointment of Mr. Harshwant Joshi as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, up to and including the date of the Annual General Meeting. This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

The Company and Mr. Harshwant Joshi shall abide by the provisions specified in Schedule IV of the Act, and shall be governed and guided by the guidelines of professional conduct, role and functions, duties, manner of appointment, reappointment, resignation or removal, separate meetings and evaluation mechanism as provided therein.

Mr. Harshwant Joshi is interested and concerned in the Resolution mentioned at Item No.6 of the Notice. Save & except the above none of the other Director, key managerial personnel or their respective relative is concerned or interested in the Resolution mentioned at Item No.6 of the Notice.

The Board commends the Ordinary Resolution set out at Item No.6 of the Notice for approval by the shareholders.

**To Resolution No. 7.**

As per the provisions of Section 149 of the Companies Act 2013 which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a

term up to five consecutive years on the Board of a company and is not liable to retire by rotation.

Mr. Shrawan Kumar Jalan has been Directors of the Company since 30<sup>th</sup> December, 2005 and latter on he was considered as Independent Director for the purpose of Clause 49 of the Listing Agreement. He has been associated with company for more than 8 years.

In the opinion of the Board, Mr. Shrawan Kumar Jalan is independent of the management and fulfills the conditions for appointment as Independent Director as specified in the Act, the Listing Agreement and the Rules made there under. Further, it is proposed to appoint Mr. Shrawan Kumar Jalan as Independent Director to hold office for three consecutive years with effect from 24<sup>th</sup> September, 2014 up to 30<sup>th</sup> September, 2017.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and thereafter the matter was placed before the Nomination & Remuneration Committee, which commends & approved his appointment as Independent Director.

Mr. Shrawan Kumar Jalan is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declarations from Mr. Shrawan Kumar Jalan that he meets with the criteria of independence as prescribed both under Section 149(6) of the Act and under Clause 49 of the Listing Agreement.

The terms and conditions of appointment of Mr. Shrawan Kumar Jalan, pursuant to the provisions of Schedule IV of the Act, shall be open for inspection at the Registered Office of the Company by any member during normal business hours on any working day, excluding Saturday, up to and including the date of the Annual General Meeting. This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

The Company and Mr. Shrawan Kumar Jalan shall abide by the provisions specified in Schedule IV of the Act, and shall be governed and guided by the guidelines of professional conduct, role and functions, duties, manner of appointment, reappointment, resignation or removal, separate meetings and evaluation mechanism as provided therein.

Mr. Shrawan Kumar Jalan is interested and concerned in the Resolution mentioned at Item No.7 of the Notice. Save & except the above none of the other Director, key managerial personnel or their respective relative is concerned or interested in the Resolution mentioned at Item No. 7 of the Notice.

The Board commends the Ordinary Resolution set out at Item No.7 of the Notice for approval by the shareholders.

**To Resolution No. 8.**

The existing AoA are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act. The Act is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs (“MCA”) had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal (“Tribunal”) such as variation of rights of holders of different classes of shares (Section 48), reduction of share capital (Section 66), compromises, arrangements and amalgamations (Chapter XV), prevention of oppression and mismanagement (Chapter XVI), revival and rehabilitation of sick companies (Chapter XIX), winding up (Chapter XX) and certain other provisions including, inter alia, relating to Investor Education and Protection Fund (Section 125) and valuation by Registered Valuers (Section 247). However, substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table ‘F’ of the Act which sets out the model articles of association for a company limited by shares. Shareholder’s attention is invited to certain salient provisions in the new draft AoA of the Company viz:

- (a) New provisions regarding application of funds from reserve accounts when amounts in reserve accounts are to be capitalized;;
- (b) the nominee(s) of a deceased sole member are recognized as having title to the deceased’s interest in the shares;

- (c) new provisions relating to appointment of chief executive officer and chief financial officer, in addition to manager and company secretary;
- (d) existing articles have been streamlined and aligned with the Act;
- (e) the statutory provisions of the Act which permit a company to do some acts “if so authorized by its articles” or provisions which require a company to do acts in a prescribed manner “unless the articles otherwise provide” have been specifically included; and
- (f) provisions of the existing AoA which are already part of statute in the Act have not been reproduced in the new draft AoA as they would only lead to duplication their non-inclusion makes the new AoA crisp, concise and clear and aids ease of reading and understanding.

The proposed new draft AoA is being uploaded on the Company’s website for perusal by the shareholders. The Board commends the Special Resolution set out at Item No.8 of the Notice for approval by the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No 8 of the Notice.

**Registered Office:**  
**3, Synagogue Street,**  
**3<sup>rd</sup> Floor, Room No. 18G,**  
**Kolkata -700 001 (W.B)**  
**Dated: 13<sup>th</sup> Day of August, 2014**  
**Place : Kolkata**  
**CIN : L65929WB1994PLC061930**

**By Order of the Board of Directors**  
**For Shree Securities Limited.**

**Basant Kumar Sharma**  
**Managing Director**  
**DIN: 00084604**

**DIRECTORS' REPORT**

To  
The Members,

Your Directors have pleasure in presenting the **21<sup>ST</sup> Annual Report** of the Company together with Audited Accounts for the year ended on **31st March, 2014**.

**1. FINANCIAL RESULTS:**

	<u>CURRENT YEAR</u>	<u>PREVIOUS YEAR</u>
		(Rs. In Lacs)
<b>PROFIT/(LOSS) BEFORE TAXATION</b>	<b>4.48</b>	<b>10.82</b>
<b>PROVISION FOR TAXES</b>		
Current tax	(1.35)	(5.32)
Deferred Tax	(0.03)	0.00
<b>PROFIT/(LOSS) AFTER TAX</b>	<b>3.09</b>	<b>5.50</b>
Provision for Standard Assets (As per RBI Act)	1.23	(0.27)
Brought forward from earlier years	(27.93)	(32.05)
Balance Carried To Balance Sheet	(23.60)	(26.83)

**2. FUTURE PERFORMANCE:**

In the year under review, the Company has incurred Loss of **Rs. 4,47,871/-** Your Directors are identifying prospective areas and will make appropriate investments that will maximize the revenue of the company in the current Financial Year.

**3. DIVIDEND:**

In view of inadequate Profit, Your Directors do not recommend any dividend for the year.

**4. SUBSIDIARY COMPANIES AND CONSOLIDATED FINANCIAL STATEMENTS**

The Board of Directors of the Company has, by resolution, given consent for not attaching the Balance Sheet, Statement of Profit and Loss and other documents of its subsidiaries in the Annual Report of the Company for the financial year ended 31st March, 2014. However, the Consolidated Financial Statements of the subsidiaries (prepared in accordance with Accounting Standard 21 issued by the Institute of Chartered Accountants of India), form part of the Annual Report and are reflected in the Consolidated Accounts of the Company. In addition, the financial data of the subsidiaries have been furnished under section 212 of companies Act, 1956 as a note to the Consolidated Financial Statements and forms part of this Annual Report.

The annual accounts of the subsidiaries and related detailed information will be kept at the Registered Office of the Company, as also at the head offices of the respective

subsidiary companies and will be available to investors seeking information at any time.

**5. AUDITORS:**

The retiring Auditors **MAROTI & ASSOCIATES**, Chartered Accountants, Kolkata hold office till the conclusion of the Annual General Meeting and is eligible for reappointment.

**6. DIRECTORS:**

Mr. Subhash Chandra Dadhich who retires by rotation and being eligible, offers himself for re-appointment.

The company may propose name of requisite numbers of Independent Directors in compliance with the provision of section 149 of The Companies Act,2013 (The Act) . Who in the opinion of the Board, if fulfill the conditions specified in The Act and the Rules made there under for appointment of Independent Directors and are independent of the management.

Mrs. Swapna Jain possesses vast experience and knowledge in Accounts and Finance. The Board therefore decided to appoint her as a Whole Time Executive Director of the company designated as “Chief Financial Officer” (CFO) for a period of three years effective from the date of conclusion of this AGM up to 30.09.2017 on the terms and conditions of appointment and remuneration as set out in the statement annexed to the Notice convening this meeting.

Approval of members is being sought for re-appointment of Shri Basant Kumar Sharma as Managing Director of the company on revised terms of remuneration and other conditions as set out in the explanatory statement annexed to the Notice convening this Meeting.

**7. CORPORATE GOVERNANCE:**

As required under clause 49 of the listing agreement with the Stock Exchange, the Report on Corporate Governance together with Auditors view regarding compliance of the SEBI code of Corporate Governance is annexed herewith.

**8. Listing at BSE Ltd.**

Your Company plans to list the shares at BSE and for which it has already made application before them and which is under process. This will increase your company’s credential. This is a step towards our ambition to build a more diversified profile targeting disparate risk appetites.

**9. PERSONNEL:**

Your Directors place on record the sense of appreciation for the valuable contribution made by the staff members of the company and hope that their continued support will help in achieving the goals of the Company. No employee of the company is in receipt of remuneration in excess of the limit prescribed under section 217(2A) of the Companies Act, 1956.

**10. STATUTORY INFORMATION:**

Particulars required to be furnished by the companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988:

1. CONSERVATION OF ENERGY	:	Nil
2. TECHNOLOGY ABSORPTION & ADOPTION	:	Nil
3. FOREIGN EXCHANGE EARNING & OUTGO	:	Nil

**11. RESPONSIBILITY STATEMENT:**

Pursuant to the requirement of clause c of sub-section 1 and sub section 5 of section 134 of the Companies Act, 2013 ('the Act') and corresponding to the section 217 (2AA) of the Companies Act, 1956 and based on the representations received from the operating management, the Directors hereby confirm that:

- i. In preparation of the annual accounts, the applicable Accounting Standards have been followed.
- ii. The Directors have selected such accounting policies and have 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.
- iii. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. The Directors have prepared the annual accounts on going concern basis.

**12. ACKNOWLEDGEMENTS:**

The Board wishes to place on record their gratitude for the co-operation and assistance received from all those who contributed by some means or other for the performance of the company and expect the same in the future.

For and on behalf of the Board

**Basant Kumar Sharma**  
Managing Director

**Subhash Chandra Dadhich**  
Director

Place : **Kolkata**

Date : **27<sup>th</sup> Day of May, 2014**



## ANNEXURE - TO THE DIRECTORS' REPORT

**CORPORATE GOVERNANCE REPORT**

The detailed Report on Corporate Governance as per the format prescribed by SEBI and incorporated in clause 49 of the Listing Agreement is set out below.

**A) MANDATORY REQUIREMENTS:****1) COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE**

The Company's philosophy on Corporate Governance lays strong emphasis on transparency, accountability and integrity. The Company has implemented mandatory requirements of the code of Governance as mentioned in clause 49 of the Listing Agreement.

**2) BOARD OF DIRECTORS****a) Composition**

The Board comprises of executive and non-executive Directors of whom three are independent directors. The composition of the Board and other details relating to Directors are given below:

Name of the Director	Designation	Category of Directorship	No of other Directorship in other Companies		Membership of Board committees of other Companies
			Public	Private	
Mr. Basant Kumar Sharma	Managing Director	Promoter & Executive	8	1	--
Mr. Subhash Chandra Dadhich	Director	Promoter & Executive	8	1	--
Mr. Shrawan Kumar Jalan	Director	Non-Executive Independent	--	1	--
Mr. Shankar Kumar Chakraborty	Director	Non-Executive Independent	--	1	--
Mr. Harshwant Joshi	Director	Non-Executive Independent	--	--	--

**b) Board Procedure:**

There is a set of rules and regulations for governing the procedure to be followed while conducting the Board and Committee Meetings. The Company adheres to Secretarial Standard 1 as specified by The Institute of Company Secretaries of India, for conducting the Board Meetings. The Company Secretary of the Company circulates the agenda of the meeting along with all the supporting documents to all

the directors entitled to receive the same, to facilitate meaningful and quality discussions at the time of the meeting.

**c) Code of Conduct**

The Board has laid down a Code of Conduct for all directors and senior management of the company. All directors and senior management personnel have affirmed compliance with the code for the year 2013-14. A declaration by Managing Director in this regard has been given in Annual Report. During the financial year ending 31.03.2014 the Board of Directors were held 10 (Ten) meetings on 16.04.2013, 24.05.2013, 12.07.2013, 22.07.2013, 13.08.2013, 08.10.2013, 12.11.2013, 13.01.2014, 12.02.2014 and 17.03.2014.

**d) Attendance of Directors :**

The attendance Record of Directors at Board Meeting and at the last Annual General Meeting during the financial year 2013-14 is as follows:

Name of the Director	Attendance at the last Annual General Meeting held on 29 <sup>th</sup> August, 2013	Attendance at the Board Meetings held during the year  Total Meetings Attended	As on 31.03.2014			
			No of other Directorship held in other companies		Chairmans hip of Board committees of other Companies	Membership of Board committees of other Companies
			Public	private		
Mr. Basant Kumar Sharma	Yes	13	8	1	--	--
Mr. Subhash Chandra Dadhich	Yes	13	8	1	--	--
Mr. Shrawan Kumar Jalan	Yes	13	1	--	1	1
Mr. Shankar Kumar Chakraborty	Yes	13	1	--	--	2
Mr. Harshwant Joshi	No	2	--	--	--	--

**e) Brief of directors seeking appointment / re-appointment:**

Mr. Subhash Chandra Dadhich who retires by rotation and being eligible, offers himself for re-appointment.

The company may propose name of requisite numbers of Independent Directors in compliance with the provision of section 149 of The Companies Act, 2013 (The Act) . Who in the opinion of the Board, if fulfill the conditions specified in The Act and the Rules made there under for appointment of Independent Directors and are independent of the management.

Mrs. Swapna Jain possesses vast experience and knowledge in Accounts and Finance. The Board therefore decided to appoint her as a Whole Time Executive

Director of the company designated as “Chief Financial Officer” (CFO) for a period of three years effective from the date of conclusion of this AGM up to 30.09.2017 on the terms and conditions of appointment and remuneration as set out in the statement annexed to the Notice convening this meeting.

Approval of members is being sought for re-appointment of Shri Basant Kumar Sharma as Managing Director of the company on revised terms of remuneration and other conditions as set out in the explanatory statement annexed to the Notice convening this Meeting.

### **3) AUDIT COMMITTEE**

The Composition procedure, role / function of the Audit Committee comply with the requirements of the Listing Agreement. During the year under review 4 (four) meetings of the Audit Committee were held. The brief terms of reference of the Audit Committee includes the following:

- 1.Overseeing the Company's financial report process and disclosure of its financial information.
- 2.Review of quarterly and annual financial results before submission to the Board.
- 3.Disclosure with Statutory and Internal auditors about the nature and scope of audit and their observations.
- 4.Investigate any matter referred to by the Board.

#### **The Composition of the Audit Committee:**

<b>Members</b>	<b>Designation</b>	<b>Category</b>	<b>Numbers of Meetings Attended</b>
<b>Mr. Shrawan Kumar Jalan</b>	<b>Chairman</b>	<b>Non Executive &amp; Independent</b>	<b>4</b>
<b>Mr. Basant Kumar Sharma</b>	<b>Member</b>	<b>Executive</b>	<b>4</b>
<b>Mr. Shankar Kr. Chakraborty</b>	<b>Member</b>	<b>Non- Executive &amp; Independent</b>	<b>4</b>

### **4) SHAREHOLDERS'/INVESTORS' GRIEVANCES COMMITTEE**

The Shareholders/Investors Grievance Committee is to look into the specific Complaints received from the Shareholders of the Company. During the year under review 4 (four) meeting of the Shareholders/Investors Grievances Committee were held. Investor grievances are resolved by the Shareholders/ Investor Grievance Committee who operates subject to the overall supervision of the Board. The Committee meets on the requirement basis during the financial year to monitor and review the matters relating to investor grievances. During the year under review 4 (four) meeting of the Shareholders/Investors Grievances Committee were held. The company had not received any complaints from its investors during the financial year 2013-14. At present there are no complaints pending to be resolved before SEBI SCORES.

The Composition of the said Committee is as follows:

Members	Designation	Category	Numbers of Meetings Attended
Mr. Shrawan Kumar Jalan	Chairman	Non Executive & Independent	4
Mr. Basant Kumar Sharma	Member	Executive	4
Mr. Shankar Kr. Chakraborty	Member	Non- Executive & Independent	4

#### 5) REMUNERATION AND NOMINATION COMMITTEE :

The remuneration and nomination committee has been constituted by the Board of Directors to review and / or recommend regarding the composition of the Board; identify independency of Directors and the remuneration of the Executive Directors of the Company in accordance with the guidelines lay out by the statute and the listing agreement with the stock exchange. The committee evaluates and approves the appointment and remuneration of senior executives, the Company's remuneration plan, annual salary increase principles and budgets, annual and long term incentive plans of the Company, policies and programs such as succession planning, employment agreements, severance agreements and any other benefits. During the year 2 meetings of the remuneration committee was held.

The Composition of the said Committee is as follows:

Members	Designation	Category	Numbers of Meetings Attended
Mr. Shrawan Kumar Jalan	Chairman	Non Executive & Independent	2
Mr. Shankar Kr. Chakraborty	Member	Non- Executive & Independent	2
Mr. Harshwant Joshi	Member	Non- Executive & Independent	2

Details of remuneration paid to the Managing Director

Name	Salary	Total amount paid as on 31.03.2014	Period of Service Contract
Mr. Basant Kumar Sharma	Rs. 1,22,000/-	Rs.1,22,000/-	5 (Five) years From 10.02.2009

**Compliance Officer:**

Mr. Rajendra Kumar Mohanty, Company Secretary is the Compliance Officer for complying with the requirements of the Listing Agreement with the Stock Exchanges in India and abroad.

#### 7) GENERAL BODY MEETINGS

The previous three Annual General Meetings of the Company held on the dates, at time and venue given below:

Financial Year	Date	Time	Venue
2010 - 2011	09.09.2011	4.30 PM	3, Synagogue Street, 3 <sup>rd</sup> Floor, Kolkata-1
2011 - 2012	27.08.2012	4.30 PM	3, Synagogue Street, 3 <sup>rd</sup> Floor, Kolkata-1
2012 - 2013	27.08.2013	4.30 PM	3, Synagogue Street, 3 <sup>rd</sup> Floor, Kolkata-1

All resolutions moved at the last Annual General Meeting were passed by a show of hands unanimously by all the members present by persons and by proxy at the Meeting. Since there were no special resolution moved at the last Annual General Meeting and none of the businesses are proposed to be transacted at the ensuing Annual General Meeting which requires passing of a special resolution through postal ballot. Hence no resolutions were put through postal ballot.

#### 8) DISCLOSURES

During the financial year ended March 31, 2014 there were no materially significant related party transactions with the Company's Directors or their relatives. The Company has complied with all the statutory requirements comprised in the Listing Agreements / Regulations / Guidelines / Rules of the Stock Exchanges / SEBI / other Statutory Authorities.

#### 9) MEANS OF COMMUNICATIONS

The quarterly / half-yearly and annual financial results of the Company are sent to the Stock Exchanges where the shares of the Company are listed immediately after they have been taken on record by the Board. The same are usually published in Asian Age/Financial Express & Kalantar Newspapers. The Company is also providing information relating to the material events from time to the investors and to the public at large by faxing the information to the Stock Exchanges as and when happened.

#### 10) GENERAL SHAREHOLDER INFORMATION

##### ANNUAL GENERAL MEETING:

The Annual General Meeting of the Company will be held as per the following schedule

Date : **24<sup>th</sup> Day of September, 2014**

Day : **Wednesday**

Time : **12.30 P.M**

Venue : **Community Hall" 10A, Debendra Ghosh Road, Gr. Floor, Bhawanipur, Kolkata - 700 025.**

Date of Book Closure : The Register of Members shall remain closed for transfer for the purpose of Annual General Meeting shall be w.e.f. **18<sup>th</sup> day of September, 2013 to 24<sup>rd</sup> day of August, 2014 (both days inclusive).**

**LISTING OF SECURITIES:**

The Equity Shares of your Company are listed on The Calcutta Stock Exchange Limited and The Jaipur Stock Exchange Limited. Further, an application for direct listing has been made to BSE Ltd. The names and addresses are given below:

<u>Sr. No</u>	<u>Name and Address of the Stock Exchanges</u>	<u>Scrip code</u>
1.	The Calcutta Stock Exchange Ltd.	10029469
2.	The Jaipur Stock Exchange Ltd.	979

**LISTING FEES**

The Company has paid listing fees for the financial year 2013-2014 to all the Stock Exchanges where the securities are listed and the Custodial Fees for the year 2013-14 to National Securities Depository Limited and Central Depository Services (India) Limited.

**DEMAT ISIN NUMBER FOR NSDL AND CDSL**

ISIN number has been issued to Equity Shares by NSDL and CDSL is INE397C01018

**THE REGISTRAR & SHARE TRANSFER AGENTS**

**M/s. Niche Technologies Pvt. Ltd.** having office at D-511, Bagri Market, 71, B. R. B. Basu Road, 5th Floor, Kolkata-700 001. Contact details of Registrar are Tel.: +91 33 2235 7270 / 7271 Fax: +91 33 2215 6823 and E-mail: nichetechpl@nichetechpl.com

**DISTRIBUTION OF SHAREHOLDING AS ON 31<sup>ST</sup> MARCH, 2014:**

<u>Slab</u>	<u>No. of Shareholders</u>		<u>No. of Ordinary Shares</u>	
	<u>Total</u>	<u>% of Shareholders</u>	<u>Total</u>	<u>% of Shareholders</u>
001-500	285	40.1975	29,872	0.0374
501-1000	27	3.8082	23,889	0.0299
1001-5000	114	16.0790	3,08,014	0.3860
5001-10000	58	8.1805	4,47,064	0.5602
10001-50000	111	15.6559	26,31,095	3.2971
50001-100000	23	3.2440	17,29,442	2.1672
100001 and above	91	12.8350	7,46,30,624	93.5221
Total	709	100.0000	7,98,00,000	100.0000

**Category of Shareholders as on 31<sup>st</sup> March, 2014 :**

<u>CATEGORY</u>	<u>NO. OF SHARES</u>	<u>%</u>
Public	4189466	05.250
Domestic Bodies Corporate	51170684	64.124
Clearing Member & Clearing Corpo.		
Promoters & Associates	24439850	30.626
<b>TOTAL</b>	<b>79,80,000</b>	<b>100.000</b>

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Company is a Non deposit taking Non Banking Financial Company (“NBFC -ND”) registered under the category of **Loan Company with Reserve Bank of India**. The key areas of Management Discussion and Analysis are given below.

**INDUSTRY STRUCTURE AND DEVELOPMENTS**

During the fiscal year 2013-14, the Indian economy was under uncertainty of projected growth due to unstable economy & prospective government in the country. We faced significant strains in our growth rate as the same was in the Industry. There was a sharp decline in GDP rate from 5.4% in 2012-13 to 4.7 % in 2013-14. The Indian economy grew at a rate of 4.7% during the financial year 2013-14. Containment of the fiscal and current account deficits in the coming months will provide a cushion to the Indian economy from further volatility. Inflation expectations have moderated and retail inflation stands at 8.31% in March 2014. **(Source: CSO Data)**.

More than Rs. 60 billion has been allocated to rural housing in the Interim Budget for the financial year 2014-15. Interest subsidies for rural housing are also expected to bolster rural housing demand in the financial year 2014-15. **(Source: Interim Budget 2014-15)**.

The Cabinet Committee on Investment (CCI) and the Project Monitoring Group (PMG) have cleared 296 projects at an estimated project cost of Rs. 6.6 trillion. As at end of March 2014 around 284 projects worth Rs. 15.6 trillion are under the consideration of the PMG. The recovery is likely to be supported by increased investment activity due to execution of stalled projects backed by business and consumer optimism. **(Source: RBI Review)**

The Manufacturing Purchasing Managers Index (PMI) has registered an increase on account of higher output and new orders in the last quarter of the financial year 2013-14. The rural demand base is likely to accelerate and external demand is expected to improve further during the financial year 2014-15, given the increase in global trade. Better exports, lower inflation and project clearances will translate into higher investments leading to an improved business environment in the coming years.

Banks and financial institutions broadly encompass the framework of the Indian financial system. The rapid rise of financial institutions was facilitated by simplified sanction procedures, flexibility and low-cost of operations. However, tighter liquidity conditions, stringent prudential norms and regulatory changes led to the survival of only a handful of Non-Banking Financial Companies (NBFCs) to partner in the financial inclusion of the country.

## THE INDIAN NBFC SECTORAL PERFORMANCE REPORT

The NBFC sector in India is integral to the financial framework of the country. Compared to the global standards, the size of the industry is relatively small. However, the industry has witnessed a Compounded Annual Growth Rate (CAGR) of 22% during March 2006 to March 2013, when the country's Gross Domestic Product (GDP) slowed down to 4.5% in financial year 2012-13 from 9.6% in financial year 2006-07. **(Source: RBI Report, January, 2014)**

Retail credit growth for NBFCs slowed considerably in financial year 2013-14 with the sluggish economy and high interest rates adversely affecting the demand for credit. The persistent challenges in the operating environment resulted in higher delinquency levels for the NBFCs.

**(Source: ICRA)**

The NBFCs continue to play a key role in the development of the country by being present in under-banked and unbanked regions and participating in inclusive growth. Since the Company is engaged primarily in the business of financing and accordingly there are no separate reportable segments.

## COMPANY OVERVIEW & OUTLOOK

At Shree Securities Limited ('SSL' or 'the Company'), we strongly believe in building a strong financial community. Our ethos and promise of true financial inclusion in the country makes us one of India's prime NBFCs. We not only provide 'credit' to people but also 'confidence' who do not have access to organized financial services. We believe in providing loans not for consumption, but primarily for income generation.

The economic slowdown had a significant bearing on the functioning and profitability of NBFCs in the medium term. But it has been estimated that in the long run there are vast opportunities for NBFCs. Hence, the Company is expecting to improve its performance and profitability in years to come.

### STRENGTHS:

At SSL we provide financial services through simple processes and simple procedures in sanction and disbursement of credit as well as timely, friendly and flexible terms of repayment aligned to the unique features of its clientele. Easy and fast appraisal and disbursements make the Company the preferred choice for many of its customers  
Customer Insight:



**WEAKNESS :**

The Company does not have strong network & link at remote areas of villages. The Company has significant business presence in the state of West Bengal only. The Company does not have all India based network and establishments to reach out to large segment of people in the country in both semi-urban and rural areas whereas more than 90% of the unorganized sector has no link with banks and 60% of the rural consumers do not have bank accounts.

**CHALLENGES :**

Newer regulatory updates pose a constant challenge for smooth operations of the Company. With constant updates governing the functional aspects of financial institutions, there lie unseen challenges in the coming years. Focus on a particular market segment might affect the Company's portfolio & sustainability.

**OPPORTUNITIES :**

Business opportunities for finance companies are enormous as the new areas and segments are being explored. A larger segment of customers remain un-served by Banks and large sized Finance Companies. Your Company on its part is also well poised to seize new opportunities as they come. A rural middle income boom has led to rise in rural incomes. This has been fuelled by increased support prices and welfare schemes initiated by the government. Per capita Gross Domestic Product has grown faster in India's rural areas than in its urban centers. New opportunities like home equity, personal finance, and a foray into factoring and bill payment for the rural hard-to-reach customer may take the Company to new scales of success.

Rising per capita income and stability in economic growth have played a role in increasing the pace of urbanization in the country. One of the notable factors behind the growth in the housing industry has been easy availability of finance. Availability of low interest rate finance has increased disbursement of loans among several financial players. As on 31st March 2013, finance penetration in urban areas stood at 41.2%, which is expected to increase to 47% by 31st March 2018. In contrast, housing finance penetration in rural areas stands at a mere 8.3% as on 31st March 2013, with expectations to rise to 9.4% by 31st March 2018.

**(Source: CRISIL Report, Retail Finance - Housing, October 2013)**

As per CRISIL estimates, housing finance disbursements are projected to grow at a CAGR of about 15 to 16% to reach Rs. 4,947 billion by Fiscal 2018. Improvements in the macro-economic scenario, demographic changes in population, changing age-mix and increasing nuclearisation of families are some of the factors that are expected to drive the growth of the housing industry in India.

**THREATS**

The major threat being faced by finance companies are regulatory changes, interest rates hiked by RBI, high inflation etc. The Company is also facing stiff competition from banks / financial institutions due to their ability to raise low cost funds which enables them to provide funds at much cheaper rate.

Higher cost of funds might lead to reduced bottom line for the Company. Also, a lesser interest spread, or higher cost of lending might lead to customers turning away to cheaper source of funds. Asset quality deterioration may not only wipe the profits out of the Company but eat into its net worth. The Company must ensure it maintains minimal delinquency levels.

**RISKS & CONCERNS**

As a NBFC, your Company's growth and profitability are dependent on the functioning of Capital Markets. The Company is exposed to several market risks like credit risk, liquidity risk and interest rate risk. The volatility of the capital markets in which your Company operates is also a major cause of concern to the Company.

**INTERNAL CONTROL SYSTEM AND ADEQUACY**

Internal control systems and procedures in the Company are commensurate with the size and the nature of Company's business and are regularly reviewed and updated by incorporating changes in regulatory provisions in order to safeguard the assets and to ensure reliability of financial reporting.

**HUMAN RESOURCES**

The Company continues to give priority to its human assets. The Company provides a fair and equitable work environment to all its employees. The Company is continuously working to create and nurture an atmosphere which is highly motivated and result oriented.

**FINANCIAL PERFORMANCE**

The financial performance of the Company for the year under review is discussed in detail in the Directors Report.

**For and on behalf of board of directors**

Place : **Kolkata**

Date : **27<sup>th</sup> day of May 2014**

**(Basant Kumar Sharma)**  
**Managing Director**

**CEO Certification**

We have reviewed financial statements and the Cash Flow statement for the financial year 2013-14 and that to the best of our knowledge and belief:

- i. These statements do not contain any materially untrue statement or omit any material fact or Contain statements that might be misleading ;
- ii. These statements together present a true and fair view of the Company's affairs and comply with existing accounting standards, applicable laws and regulations.

There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year that are fraudulent, illegal or violative of the Company's code of conduct.

We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

We have indicated to the Auditors and the Audit Committee:

1. Significant changes in the internal control during the year;
2. Significant changes in the accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements; and
3. Instances of significant fraud and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

For and on behalf of board of directors

(Basant Kumar Sharma)  
(Managing Director & Chief Executive Officer)

Place : **Kolkata**

Date : **27th Day of May, 2014.**

**Declaration on Compliance of the Company's Code of Conduct**

To,

Shree Securities Limited

3, Synagogue Street,

3<sup>rd</sup> Floor, Room No. 18G,

Kolkata - 700 001

I, Basant Kumar Sharma, Chief Executive Officer & Managing Director of the Company, hereby declare that the Board of Directors have laid down a Code of Conduct for the Board Members and Senior Management of the Company and the Board Members and Senior Management have affirmed compliance with the said Code of Conduct.

Place: **Kolkata**

Date : **27<sup>th</sup> Day of May, 2014**

**Basant Kumar Sharma**

**Managing Director**

**Auditors Certificate on Corporate Governance Report**

To  
The Members of  
**M/s. Shree Securities Limited**  
3, Synagogue Street, 3<sup>rd</sup> Floor, Room No.: 18G,  
Kolkata - 700 001

We have examined the Compliance of the Conditions of Corporate Governance by **M/s. SHREE SECURITIES LIMITED** for the year ended on **March 31, 2014** as stipulated in clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The Compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring Compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion of the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we confirm that the Company has generally complied with the conditions of Corporate Governance as stipulated in clause 49 of the above-mentioned Listing Agreement.

As required by the Guidance note issued by the institute of Chartered Accountants of India, we have to state that based on the report given by the Registrar of Company to the investor's Grievance Committee, there was no Investors' Grievance matter remaining unattended for more than 30 days as on **31st March, 2014**, against the Company.

We further state that such Compliance is neither an assurance as to the further viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For MAROTI & ASSOCIATES**  
**Chartered Accountants**

**(M.K.MAROTI, FCA)**  
**Proprietor**

**M. No.057073**

**Firm Reg. No : 322770E**

Place : **Kolkata**

Date : **27<sup>th</sup> Day of May, 2014**

## INDEPENDENT AUDITORS' REPORT

To the Members

**SHREE SECURITIES LIMITED**

### **REPORT ON THE FINANCIAL STATEMENTS**

We have audited the accompanying financial statements of **SHREE SECURITIES LIMITED**, which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS**

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **AUDITOR'S RESPONSIBILITY**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## OPINION

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) in the case of the statement of Profit and Loss, of the **PROFIT** for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
  - a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c. the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d. in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
  - e. on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

**For MAROTI & ASSOCIATES**  
**Chartered Accountants**

**M.K.MAROTI, FCA**  
**(Proprietor)**

**(M. No.057073)**

**(Firm Reg. No: 322770E)**

Date : 27th Day of May, 2014

Place : Kolkata

**ANNEXURES TO THE AUDITORS' REPORT**

Referred to in paragraph 1 of our Report of even date on the Accounts for the year ended on **31.03.2014**.

1. a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.  
b) All the fixed assets have been physically verified by the management during the year which, in our opinion, is reasonable having regard to the size of the company and the nature of its business. As informed no material discrepancies were noticed on such verification.  
c) There has been no disposal of fixed assets during the year.
2. The Company had No Inventories during the year hence clause 4(II) (a) (b) and (c) are not applicable to it.
3. a) The Company has not granted unsecured loans to parties covered in the Register maintained under Sec 301 of the Companies Act. Hence clause 4(III) (b) (c) and (d) are not applicable .  
b) The Company has not taken unsecured Loan from Party covered in the Register maintained under Sec 301 of the Act Hence clause 4( III ) ( f ) and ( g ) are not applicable.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business. Further on the basis of our examinations and according to the information and explanations given to us we have neither come across nor have we been informed of any instance of major weakness in the aforesaid internal control systems.
5. a) In our opinion and according to the information and explanations given to us we are of the opinion that the transactions in which Directors are interested as contemplated under Sec 299 of the Companies Act , 1956 and which required to be so entered in the register maintained under SEC 301 of the said Act , have been so entered.  
b) In our opinion and according to the information and explanations given to us the Company has not entered into any transaction made in pursuance of contracts or arrangements entered in the Register maintained under Sec 301 of the Companies Act 1956 exceeding Rs. 5,00,000/- or more in respect of any party . Accordingly Paragraph (V) (b) of the order is not applicable.



6. The Company has not accepted any deposits from the public. In our opinion and according to the information and explanations given to us the directives issued by the Reserve Bank of India and the provisions of sections 58A, 58AA or any other relevant provisions of the Act and the rules framed there under, to the extent applicable have been complied with.
7. In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
8. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Companies Act, 1956 in respect of services carried out by the Company
  - a) According to the records examined by us, the company is regular in depositing with appropriate authorities undisputed Income Tax, Wealth Tax, Service Tax, Investor Education Protection Fund, Cess and other statutory dues applicable to it. As informed to us provisions relating to Provident Fund, Employees State Insurance, Custom Duty, Excise Duty, Sales Tax, are not applicable to it.
  - b) According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax, Wealth Tax, Service Tax, Investor Education Protection Fund, Cess and other statutory dues were outstanding at the year end for a period of more than Six Months from the date they became payable. As informed to us provisions relating to Provident Fund, Employees State Insurance, Custom Duty, Excise Duty, Sales Tax, are not applicable to it.
10. The Company has accumulated losses at the end of the Financial Year which is not less than fifty percent of the net worth of the company. Further it has not incurred any cash losses during the financial year ended on that date and in the immediately preceding financial year.
11. Based on our audit procedures and as per the information and explanations given by the management, the company has not defaulted in repayment of dues to financial institutions or bank. There were no outstanding debentures during the year.
12. According to the information and explanations given to us and based on the documents and records produced to us, the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

13. In our opinion, the company is not a chit fund or a nidhi / mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
14. In respect of dealing / trading in shares in our opinion and according to the information and explanations given to us proper records have been maintained of the transactions and contracts and timely entries have been made therein in. The shares have been held by the Company in its own name.
15. According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions.
16. The Company has not obtained any term loans. Accordingly clause 4(xvi) of the Order is not applicable.
17. According to the information and explanations given to us and on the basis of an overall examination of the balance sheet of the Company, we report that the Company has not utilized any funds raised on short term basis for long term investments.
18. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act. Accordingly, clause 4(xviii) of the order is not applicable.
19. The Company did not have any outstanding debentures during the year. Accordingly, clause 4(xix) of the order is not applicable.
20. The Company has not raised any money by public issues during the year. Accordingly, clause 4(xx) of the order is not applicable.
21. Based upon audit procedures performed for the purposes of reporting the true and fair view of the financial statements and as per the information and explanation given by the management, we report that no fraud on or by the company has been noticed or reported by the management during the year under audit.

**For MAROTI & ASSOCIATES  
Chartered Accountants**

**(M.K.MAROTI)  
Proprietor**

**M. No.057073**

**Firm Reg. No : 322770E**

**Date : 27th Day of May, 2014**

**Place : Kolkata**

**CERTIFICATE**

**To**  
**The Board of Directors**  
**M/s. Shree Securities Limited**  
**3, Synagogue Street, 3<sup>rd</sup> Floor, Room No.: 18G,**  
**Kolkata – 700 001**

Dear Sir,

In compliance with the Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2008 we report that

**A**

1. The Company is engaged in the Business of Non-Banking Financial Institution and it has obtained a certificate of Registration from the Bank
2. On the basis of our examination of current year Balance Sheet and Statement of Profit & Loss we hereby report that Company is entitled to continue to hold such certificate of Registration in terms of its asset / income pattern as on **31<sup>ST</sup> March, 2014**.
3. On the basis of our examination of current years Balance Sheet and the immediately preceding current year balance sheet we report that the Company be classified based on its assets as **INVESTMENT COMPANY**.

**B**

1. The Board of Directors has passed a resolution for Non Acceptance of any Public Deposits
2. The Company has not accepted any deposit from the public during the year ended **31st March, 2014**
3. The Company has complied with the prudential Norm relating to the Income Recognition, Accounting Standards, assets classification and provisioning for bad and doubtful debts as applicable to it in terms of Non-Banking Financial ( Non Deposits Accepting or Holding ) Companies Prudential Norms (Reserve Bank) Directions – 2007
4. The Company is not a systematically important company as defined in paragraph 2(1)(XIX)of the Non-Banking Financial (Non Deposits Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions – 2007

**For MAROTI & ASSOCIATES**  
**Chartered Accountants**

**(M.K.MAROTI)**  
**Proprietor**

**M. No.057073**

**Firm Reg. No : 322770E**

Place : **Kolkata**

Date : **27<sup>th</sup> Day of May, 2014**

**BALANCE SHEET AS AT 31ST MARCH, 2014**

	Note No	31ST MARCH, 2014	31ST MARCH, 2013
		₹	₹
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
( a ) Share Capital	2	798,000,000	798,000,000
( b ) Reserves and Surplus	3	158,909,050	158,476,266
<b>(2) Non Current Liabilities</b>			
( a ) Deferred Tax Liabilities	4	3,012	-
<b>(3) Current Liabilities</b>			
( a ) Short Term Borrowings	5	124,305	500,493
( b ) Other current liabilities	6	103,736	90,319
( c ) Short-term provisions	7	314,086	792,325
<b>TOTAL</b>		<b>957,454,189</b>	<b>957,859,403</b>
<b>II.Assets</b>			
<b>(1) Fixed Assets</b>			
(a) Tangible Assets	8	42,824	132
<b>(2) Non-current assets</b>			
( a ) Non-current investments	9	933,949,705	886,457,000
<b>(3) Current assets</b>			
( a ) Short-term loans and advances	10	20,025,763	69,364,652
( b ) Cash and cash equivalents	11	3,057,357	1,710,384
( c ) Other current assets	12	378,540	327,235
<b>TOTAL</b>		<b>957,454,189</b>	<b>957,859,403</b>

SIGNIFICANT ACCOUNTING POLICIES 1  
 OTHER NOTES ON ACCOUNTS 20

**For and on behalf of the Board**

In terms of our report of even date  
**FOR MAROTI & ASSOCIATES**  
 ( Chartered Accountants )

**B.K.Sharma**  
 Managing Director

**S.C.Dadhich**  
 Director

**R.K.Mohanty**  
 Company Secretary

**( M.K. MAROTI,FCA )**  
**( Proprietor )**

**M.No : 057073**

**Firm Reg No : 322770E**

**Date : 27th Day of May, 2014**

**Place : Kolkata**

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2014**

		<b>PARTICULARS</b>	<b>Note No</b>	<b>31ST MARCH, 2014</b> ₹	<b>31ST MARCH, 2013</b> ₹
I		<b>REVENUE FROM OPERATIONS</b>	13	1,417,830	6,320,660
II		<b>OTHER INCOME</b>	14	1,820	-
		<b>III TOTAL REVENUE ( I + II )</b>		<b>1,419,650</b>	<b>6,320,660</b>
IV		<b>EXPENSES</b>			
		Purchase of Stock in Trade		-	3,765,000
		Employee Benefit Expenses	15	421,000	421,300
		Depreciation and Amortization Expense	16	4,558	543,688
		Other Expenses	17	519,763	507,968
		Financial Cost	18	26,458	493
		<b>TOTAL EXPENSES</b>		<b>971,779</b>	<b>5,238,449</b>
V		Profit Before Tax		<b>447,871</b>	<b>1,082,211</b>
VI		<b>TAX EXPENSES</b>			
	a	Current Tax		(135,421)	(532,440)
	b	Deferred Tax		(3,012)	65
VII		<b>PROFIT / ( LOSS ) FOR THE PERIOD</b>		<b>309,438</b>	<b>549,836</b>
VIII		Earning Per Equity Share			
	a	Basic	19	0.004	0.007
	b	Diluted	19	0.004	0.007

SIGNIFICANT ACCOUNTING POLICIES

1

OTHER NOTES ON ACCOUNTS

20

**For and on behalf of the Board**

In terms of our report of even date

**FOR MAROTI & ASSOCIATES**

( Chartered Accountants )

B.K.Sharma  
Managing DirectorS.C.Dadhich  
DirectorR.K.Mohanty  
Company Secretary**( M.K. MAROTI, FCA )  
( Proprietor )****M.No : 057073****Firm Reg No : 322770E****Date : 27th Day of May, 2014****Place : Kolkata**

**NOTE - 1****Significant Accounting Policies :****01. ACCOUNTING CONVENTIONS**

The Financial Statements are prepared on Historical Cost Convention. Financial Statements are prepared in accordance with relevant presentational requirements of the Companies Act, 1956 and applicable mandatory Accounting Standards as notified by the Comp

**02. FIXED ASSETS**

Fixed assets are stated at cost less accumulated depreciation and impairment if any. Cost comprises the purchase price inclusive of duties, taxes, and incidental expenses up to the date, the asset is ready for its intended use..

**03. DEPRECIATION**

Depreciation on Fixed Assets are provided on Written Down Value Method at the rates prescribed in the Schedule-XIV of the Companies Act, 1956.

Depreciation on fixed assets added / disposed off during the year, is provided on pro-rata basis with reference to the date of addition / disposal.

In a case of impairment, if any, depreciation is provided on the revised carrying amount of the assets over their remaining useful life.

**04. IMPAIRMENT OF FIXED ASSETS**

The carrying amounts of assets are reviewed at each balance sheet date to determine whether there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its receive after impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

**05. EARNING PER SHARE**

Earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders, by the weighted average number of equity shares outstanding during the year

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

**06. INVESTMENTS**

Investments that are readily realizable and intended to be held for not more than a year are classified as Current Investments. All other Investments are classified as Non-Current Investments. Current Investments are stated at lower of cost and market rate on an individual investment basis. Non-Current Investments are considered 'at cost' on individual investment basis, unless there is a decline other than temporary in the value, in which case adequate provision is made against such diminution in the value of investments.

**07 RECOGNITION OF INCOME & EXPENDITURE**

.Income and expenditure are accounted for on accrual basis . Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. Dividend income is recognized when the shareholder's right to receive

**08 CONTINGENCIES :**

These are disclosed by way of notes on the Balance sheet. Provisions is made in the accounts in respect of those contingencies which are likely to materialize into liabilities after the year end, till the finalization of accounts and material effect on the position stated in the Balance Sheet

**09 PROVISIONING FOR STANDARD ASSETS :**

The Reserve Bank of India vide Notification No **DNBS 223/CGM (US) 2011 DATED 17 JANUARY,2011** has issued direction to all NBFCs to make provision of **0.25%** on **STANDARD ASSETS** with immediate effect. Accordingly the Company has made provision @ **0.25%** on Standard Assets in accordance therewith.

**10 PROVISIONING FOR DEFERRED TAXES :**

The Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

Deferred Tax resulting from "timings difference" between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the Balance Sheet date. The Deferred Tax Asset is recognized and carried forward only to the extent that there is a reasonable certainty that the assets will be realized in future.

**11 PRELIMINARY EXPENSES**

Preliminary Expense is amortized over a period of Five years.

**12 TAXES ON INCOME**

Current Tax is determined as the amount of tax payable in respect of taxable income for the year.

Deferred Tax is recognized, subject to consideration of prudence, in respect of deferred tax assets / liabilities on timing difference, being the difference between taxable income and accounting income that originated in one period and are capable of reversal in one or more subsequent periods.

**NOTE FORMING PART OF THE BALANCE SHEET AS AT  
& STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2014**

	31ST MARCH, 2014	31ST MARCH, 2013
	₹	₹
<b>NOTE - 2</b>		
<b>SHARE CAPITAL</b>		
<b>Authorised</b>		
7,98,05,000 (P.Y. 7,98,05,000) Equity Shares of Rs.10/- each	<b>798,050,000</b>	<b>798,050,000</b>
<b>Issued, Subscribed &amp; Paid up</b>		
7,98,00,000 (P.Y. 7,98,00,000) Equity Share of Rs.10/- each	798,000,000	798,000,000
	<b>798,000,000</b>	<b>798,000,000</b>

**A. Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period**

	31ST MARCH , 2014		31ST MARCH , 2013	
	Nos	Amount	Nos	Amount
Shares outstanding at the beginning of the year	79,800,000	798,000,000	79,800,000	798,000,000
Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	79,800,000	798,000,000	79,800,000	798,000,000

**B. TERMS/ RIGHTS ATTACHED TO EQUITY SHARES**

The Company has only one class of equity share having par value of Rs 10 / per share . Each holder of Equity share is entitled to one vote per share.

In the event of liquidation of the company , the holder of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The Distribution will be in proportion to the number of equity share held by the shareholders.

**C. Details of shareholders holding more than 5% shares of the Company**

NAME OF THE SHAREHOLDER	31ST MARCH , 2014		31ST MARCH , 2013	
	Nos	%	Nos	%
(EQUITY SHARES OF RS 10/ EACH FULLY PAID UP)				
MEGSHREE CREDIT PRIVATE LIMITED	17,049,850	21.37	17,049,850	21.37
FABER TREXIM PRIVATE LIMITED	7,037,300	8.82	7,030,000	8.81

As per the records of the Company , including its Register of Members and other declarations received from the shareholders regarding beneficial interest , the above shareholders represents legal ownership of shares

**D. SHARES ISSUED FOR CONSIDERATION OTHER THAN CASH**

Out of the above 74800000 (P.Y. 74800000) Equity Shares have been issued for consideration other than cash



**NOTE FORMING PART OF THE BALANCE SHEET AS AT  
& STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2014**

	<b>31ST MARCH, 2014</b>	<b>31ST MARCH, 2013</b>
	<b>Rs.</b>	<b>Rs.</b>
<b>NOTE - 3</b>		
<b><u>RESERVE &amp; SURPLUS</u></b>		
<b>Amalgamation Reseve</b>		
OP. Balance	161,134,330	161,134,330
<b>A</b>	<b>161,134,330</b>	<b>161,134,330</b>
<b>Special Reserve</b>		
OP. Balance	134,492	24,525
ADD : Created during the year	61,888	109,967
<b>B</b>	<b>196,380</b>	<b>134,492</b>
<b>Profit &amp; Loss Account</b>		
OP. Balance	(2,792,556)	(3,205,440)
Add: Profit for the year	309,438	549,836
Less: Transferred to Special Reserve	(61,888)	(109,967)
Add: Contingency provision for standard Assets	123,346	(26,985)
<b>C</b>	<b>(2,421,660)</b>	<b>(2,792,556)</b>
<b>TOTAL ( A+B+C )</b>	<b>158,909,050</b>	<b>158,476,266</b>
<b>NOTE - 4</b>		
<b><u>NON CURRENT LIABILITIES</u></b>		
<b><u>DEFERRED TAX LIABILITIES</u></b>		
<b><u>TIMING DIFFERENCE</u></b>		
Op. Balance	-	65
Add : Generated	3,012	-
Less: Reversed	-	(65)
Cls . Balance	<b>3,012</b>	-
<b>NOTE - 5</b>		
<b><u>SHORT TERM BORROWINGS</u></b>		
From Bodies Corporate	124,305	500,493
	<b>124,305</b>	<b>500,493</b>
<b>NOTE - 6</b>		
<b><u>OTHER CURRENT LIABILITIES</u></b>		
TDS Payable	2,646	-
Liabilities For Expenses	101,090	90,319
	<b>103,736</b>	<b>90,319</b>
<b>NOTE - 7</b>		
<b><u>SHORT TERM PROVISION</u></b>		
Provision for Taxation For Current Year	135,421	532,440
Provision for Taxation For Earlier Years	128,601	86,475
Contingency Provision for Standard Assets	50,064	173,410
	<b>314,086</b>	<b>792,325</b>

**Note -8**

Description	Gross Block			Depreciation			Net Block		
	As on			As on	Upto	For the	Upto	As on	As on
	01.04.2013	Addition	Deletion	31.03.2014	31.03.2013	year	31.03.2014	31.03.2014	31.03.2013
<b>Computer</b>	51,750	47,250	-	99,000	51,618	4,558	56,176	42,824	132
<b>Total</b>	<b>51,750</b>	<b>47,250.00</b>	<b>-</b>	<b>99,000</b>	<b>51,618</b>	<b>4,558</b>	<b>56,176</b>	<b>42,824</b>	<b>132</b>
Previous Year	51,750	-	-	51,750	51,383	147	51,530	220	-

Details of Investments

<b>NOTE - 9</b>						
<b>NON CURRENT INVESTMENTS</b>						
<b>(Long Term, Non Trade, Valued at Cost)</b>						
	<u>FACE VALUE</u>	<u>2013-14</u>		<u>FACE VALUE</u>	<u>2012-13</u>	
		<u>NO. OF SHARES</u>	<u>AMOUNT</u>		<u>NO. OF SHARES</u>	<u>AMOUNT</u>
<b><u>QUOTED SHARES</u></b>						
MANGALAM INDUSTRIAL FINANCE LTD.	10	1,074,500	32,235,000	10	1,074,500	32,235,000
<b>SUB TOTAL :</b>		<b>1,074,500</b>	<b>32,235,000</b>		<b>1,074,500</b>	<b>32,235,000</b>
<b><u>UNQUOTED SHARES</u></b>						
<b><i>In subsidiaries</i></b>						
AVIT EXIM LTD.	10	70,000	10,500,000	10	70,000	10,500,000
COOLHUT TRADERS LTD.	10	70,000	10,500,000	10	70,000	10,500,000
FABERT MERCHANDISE LTD.	10	70,000	10,500,000	10	70,000	10,500,000
FOOTFLASH TRADING LTD.	10	70,000	10,500,000	10	70,000	10,500,000
GABARIAL ENCLAVE LTD.	10	70,000	10,500,000	10	70,000	10,500,000
GRITTY MARKETING LTD.	10	70,000	10,500,000	10	70,000	10,500,000
JATASHIV DEVELOPERS PVT. LTD.	10	50,000	500,000	10	50,000	500,000
PAWANSHIV NIKETAN LTD.	10	50,000	500,000	10	50,000	500,000
			<b>64,000,000</b>			<b>64,000,000</b>
<b><i>In others</i></b>						
ADVENT DEALCOMM PVT. LTD.	10	-	-	10	26,500	10,600,000
AGARWAL TREXIM PVT.LTD.	10	-	-	10	169,750	67,900,000
ALLIED TREXIM PRIVATE LIMITED	10	-	-	10	36,250	14,500,000
BIVOLTINE MERCANTILES PVT. LTD.	10	-	-	10	120,625	48,250,000
BOSER MERCANTILES PVT. LTD.	10	-	-	10	41,250	16,500,000
CAMPUS IMPEX PRIVATE LIMITED	10	-	-	10	21,000	8,400,000

CREATIVE COMMODEAL PVT.LTD.	10	-	-	10	8,000	3,200,000
DOMINANT SALES & SERVICES PVT. LTD.	10	-	-	10	260,100	104,040,000
FORTUNE TRADE & VYAPAAR PVT LTD.	10	-	-	10	11,750	4,700,000
GAGANBASE SALES PVT. LTD.	10	-	-	10	111,100	44,440,000
GANPATI RIVERSIDE PVT.LTD.	10	-	-	10	186,250	74,500,000
HERITAGE TREXIM PRIVATE LIMITED.	10	-	-	10	23,750	9,500,000
NOVAGOLD ADVISORY SERVICES PVT.LTD.	10	-	-	10	5,250	2,100,000
ONTRACK MERCHANDISE PVT. LTD.	10	-	-	10	10,000	4,000,000
ONWARD DISTRIBUTORS PVT. LTD.	10	-	-	10	30,500	12,200,000
PKD TRADING & INVESTMENT CO. PVT. LTD.	10	-	-	10	196,700	78,680,000
PLENTY NIRYAT PVT. LTD.	10	-	-	10	209,750	83,900,000
RIKZEN CONTRA PVT. LTD.	10	-	-	10	219,500	87,800,000
SILVERLAKE DEALERS PVT. LTD.	10	-	-	10	12,000	4,800,000
TRINCAS AGENCY & CREDIT PVT. LTD.	10	-	-	10	263,030	105,212,000
UNICON MANAGEMENT PRIVATE LIMITED.	10	-	-	10	12,500	5,000,000
RABIRUN VINIMAY PVT LTD	10	6,862,500	274,500,000		-	-
MODSNA TIE-UP PVT LTD	10	10,500,000	105,014,700		-	-
BRG IRON & STEEL CO PVT LTD	10	30,546,667	458,200,005		-	-
<b>SUB TOTAL :</b>		<b>48,429,167</b>	<b>837,714,705</b>		<b>2,495,555</b>	<b>790,222,000</b>
<b>GRAND TOTAL :</b>		<b>49,503,667</b>	<b>933,949,705</b>		<b>3,570,055</b>	<b>886,457,000</b>
<b>MARKET VALUE QUOTED SHARE :</b>						
		<b>36,156,925</b>				<b>32,235,000</b>
<b>BOOK VALUE QUOTED SHARE :</b>						
		<b>32,235,000</b>				<b>32,235,000</b>

<b>NOTE - 10</b>		
<b><u>SHORT TERM LOANS &amp; ADVANCES</u></b>		
( Unsecured , Considered good )		
Loans	20,025,763	19,364,652
Other Advances	-	50,000,000
	<b>20,025,763</b>	<b>69,364,652</b>
<b>NOTE - 11</b>		
<b><u>CASH &amp; CASH EQUIVALENTS</u></b>		
Cash in hand (As certified)	125,314	14,655
Balances with Schedule Bank in Current Account	2,932,043	1,695,729
	<b>3,057,357</b>	<b>1,710,384</b>
<b>NOTE - 12</b>		
<b><u>OTHER CURRENT ASSETS</u></b>		
Tax Deducted At Source	357,640	306,335
Deposits	20,900	20,900
	<b>378,540</b>	<b>327,235</b>
<b>NOTE - 13</b>		
<b><u>REVENUE FROM OPERATIONS</u></b>		
Sale of Equity shares	-	4,875,000
Interest	1,417,830	1,445,660
	<b>1,417,830</b>	<b>6,320,660</b>
<b>NOTE - 14</b>		
<b><u>OTHER INCOME</u></b>		
Interest on Income Tax Refund	1,820	-
	<b>1,820</b>	<b>-</b>
<b>NOTE - 15</b>		
<b><u>EMPLOYEE BENEFIT EXPENSES</u></b>		
Salary & Bonus	299,000	301,300
Directors Remuneration	122,000	120,000
	<b>421,000</b>	<b>421,300</b>
<b>NOTE - 16</b>		
<b><u>DEPRECIATION &amp; AMORTISATION</u></b>		
Depreciation	4,558	88
Preliminary Expenses W/Off	-	543,600
	<b>4,558</b>	<b>543,688</b>

**NOTE-20 OTHER NOTES ON ACCOUNTS**

- 1** Based on the information / documents available with the Company, no creditor is covered under Micro, Small and Medium Enterprise Development Act, 2006. As a result, no interest provision/payments have been made by the Company to such creditors, if any, and no disclosures thereof are made in these accounts.
- 2** Loans, advances and sundry creditors balances are subject to confirmation by the respective parties
- 3** The management has assessed that there is no impairment of Fixed Assets requiring provision in the Accounts. Accordingly, there is no debit to the Statement of Profit & Loss for the impairment of Assets.
- 4** **Deferred Taxation :**  
No Provision has been made for Deferred Tax Assets in respect of unabsorbed long term capital loss in view of uncertainty that the said asset will be realised in the future.
- 5** **Segment Report :**  
The Company is engaged in the business of Non-Banking Financial Services and there are no separate reportable segments as per Accounting Standard 17.
- 6** **Related Party Disclosure :**  
As per accounting standard 18 the information for related parties is given below:  
**Name of the related parties**  
ASSOCIATES  
**SUBSIDIARIES:-**  
1. Avit Exim Limited  
2. Coolhut Traders Limited  
3. Fabert Merchandise Limited  
4. Footflash Trading Limited  
5. Gabarial Enclave Limited  
6. Gritty Marketing Limited  
7. Jatashiv Developers Limited  
8. Pawanshiv Niketan Limited  
**KEY MANAGEMENT PERSONNEL ( KMP )**  
1. Basant Kumar Sharma  
**RELATIVES OF ( K M P )**

**RELATED PARTY TRANSACTION**

Sl. No.	Nature of Transaction	Relation	31/03/2014 ( Rs )	31/03/2013 ( Rs )
	<b>Directors Remuneration</b>			
1	Basant Kumar Sharma	Managing Director	122,000	120,000

- 7 The Company has Complied this information based on the current information in its possession. As at 31.03.2014, No supplier has intimated the Company about its status as a Micro or Small enterprise or its Registration with the appropriate authority under Micro, Small and Medium Enterprise Development Act, 2006. Amount due to Micro Small and Medium Enterprises as on 31.03.2014 RS. NIL ( PY RS NIL )
- 8 No provision has been made on account of leave salary as there are no leave to the credit of employees as at the end of the year.
- 9 No provision has been made on account of gratuity as there are no employees who have completed the required number of years as per the Payment of Gratuity Act, 1972.
- 10 Previous Year figures have been regrouped, rearranged or recasted wherever considered necessary.
- 11 Particulars required to be furnished by the NBFCs as per paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 issued by the RBI are given as per Annexure-B attached hereto.

For and behalf of the Board

In terms of our report of even date  
**For MAROTI & ASSOCIATES**  
**(CHARTERED ACCOUNTANTS)**

**B K Sharma**  
**Managing Director**

**S C Dadhich**  
**Director**

**R K Mohanty**  
**Company Secretary**

**M. K. Maroti**  
**(Proprietor)**

**Place : Kolkata**

**Date : 27th Day of May, 2014**

**M. No. 057073**

**FIRM REG NO : 322770E**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH , 2014**

	31ST MARCH, 2014		31ST MARCH, 2013	
	₹		₹	
<b>1. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit/ (Loss) before Tax (a)		447871		1082211
Add :				
Preliminary Expenses W/O.		-	543600	
Depreciation	4558		88	
Sub Total - (b)		4558		543688
<b>Operating Profit before Working Capital Changes</b>	<b>(a)+(b)</b>	<b>452429</b>		<b>1625899</b>
Adjustments :				
Increase/ (Decrease ) in Current Liabilities	13417		(266)	
(Increase) / Decrease in Loans & advances	49338889		39,205,189	
(Increase)/ Decrease in Current Assets	-		-	
Adjustment for IT provisions & Payments	(541,619)		(129,266)	
Adjustments For TDS	-		-	
Sub Total - (c)		<b>48810687</b>		<b>39,075,657</b>
<b>Net Cash from Operating Activities A</b>		<b>49263116</b>		<b>40701556</b>
<b>2. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of Fixed Assets	(47,250)			
( Increase ) / Decrease in Investment	(47492705)		(40,000,000)	
<b>Net Cash from Investing Activities B</b>		<b>(47539955)</b>		<b>(40,000,000)</b>
<b>3. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Capital raised during the year	-		-	
Profit/(Loss) of Transferor Companies	-		-	
Increase/(Decrease) in Borrowings	(376188)		500,493	
Preliminary Expenses	-		-	
<b>Net Cash from Financing Activities C</b>		<b>(376188)</b>		<b>500,493</b>
Net Increase in Cash/Cash Equivalent	<b>A+B+C</b>	<b>1346973</b>		<b>1202049</b>
<b>Cash/Cash Equivalents (Opening)</b>		<b>1710384</b>		<b>508,335</b>
<b>Cash/Cash Equivalents (Closing)</b>		<b>3057357</b>		<b>1710384</b>

**Note :**

1 The above cash flow statement has been prepared under the indirect Method as set out in the Accounting Standard - 3 on Cash Flow Statements

<b>2 Break up of cash and cash equivalents</b>	<u><b>31-03-2014</b></u>	<u><b>31-03-2013</b></u>
Cash in Hand	125314	14,655
Cash at Bank	2932043	1,695,729
	<u><b>3057357</b></u>	<u><b>1,710,384</b></u>

For and on behalf of the Board

In terms of our report of even date  
For **MAROTI & ASSOCIATES**  
(CHARTERED ACCOUNTANTS)

**B.K.Sharma**      **S.C.Dadhich**      **R.K.Mohanty**  
Managing Director      Director      Company Secretary

( **M.K. MAROTI, FCA** )  
(Proprietor)

Date : 27th Day of May, 2014  
Place : Kolkata

M.No : 057073  
Firm Reg No : 322770E



**ANNEXURE REFERRED TO IN POINT 11 OF NOTE NO-20 TO ACCOUNTS  
ANNEXED AS PER RESERVE BANK OF INDIA PRUDENTIAL NORMS**

SCHEDULE TO THE BALANCE SHEET OF A NON BANKING FINANCIAL COMPANY AS ON 31.03.2014 AS REQUIRED IN TERMS OF PARAGRAPH 13 OF A NON BANKING FINANCIAL ( NON DEPOSIT ACCEPTING OR HOLDING ) COMPANIES PRUDENTIAL NORMS ( RESERVE BANK ) DIRECTIONS, 2007

**PARTICULARS**

**(RS IN LACS )**

**LIABILITIES SIDE**

<b>LOANS AND ADVANCES AVAILED BY THE NBFCs INCLUSIVE OF INTEREST ACCRUED THEREON BUT NOT PAID</b>		<b><u>AMOUNT OUTSTANDING</u></b>	<b><u>AMOUNT OVERDUE</u></b>
a	DEBENTURES		
	• SECURED	NIL	NIL
	• UNSECURED ( OTHER THAN FALLING WITHIN THE MEANING OF PUBLIC DEPOSIT )	NIL	NIL
b	DEFERRED CREDITS	NIL	NIL
c	TERM LOANS	NIL	NIL
d	INTER - CORPORATE LOANS AND BORROWINGS	1.243	1.243
E	COMMERCIAL PAPER	NIL	NIL
f	PUBLIC DEPOSIT	NIL	NIL
g	OTHER LOANS ( SPECIFY NATURE )	NIL	NIL

**ASSET SIDE**

<b>BREAK UP OF LOANS AND ADVANCES INCLUDING BILLS RECEIVABLES OTHER THAN THOSE INCLUDED IN ( 4 ) BELOW</b>		<b><u>AMOUNT OUTSTANDING</u></b>	
	• SECURED	NIL	NIL
	• UNSECURED	200.26	200.26
	<b>BREAK UP OF LEASED ASSETS AND STOCK ON HIRE AND HYPOTHECATION LOANS COUNTING TOWARDS EL / HP ACTIVITIES</b>	NIL	NIL
1	<b>LEASE ASSETS INCLUDING LEASE RENTALS UNDER SUNDRY DEBTORS</b>		
	• FINANCIAL LEASE	NIL	NIL
	• OPERATING LEASE	NIL	NIL
2	<b>STOCK ON HIRE INCLUDING HIRE CHARGES UNDER SUNDRY DEBTORS</b>	NIL	NIL
	• ASSETS ON HIRE	NIL	NIL
	• REPOSSESSED ASSETS	NIL	NIL
3	<b>HYPOTHECATION LOANS COUNTING TOWARDS EL / HP ACTIVITIES</b>	NIL	NIL

	• LOANS WHERE ASSETS HAVE BEEN REPOSSESSED	NIL	NIL
	• LOANS OTHER THAN ABOVE	NIL	NIL

**BREAK UP OF INVESTMENTS**

	• CURRENT INVESTMENTS (STOCK IN TRADE)		
1	QUOTED		
	• SHARES		
	EQUITY	NIL	NIL
	PREFERENCE	NIL	NIL
	• DEBENTURES AND BONDS	NIL	NIL
	• UNITS OF MUTUAL FUNDS	NIL	NIL
	• GOVERNMENT SECURITIES	NIL	NIL
	• OTHERS	NIL	NIL
2	UNQUOTED		
	• SHARES		
	EQUITY	NIL	NIL
	PREFERENCE	NIL	NIL
	• DEBENTURES AND BONDS	NIL	NIL
	• UNITS OF MUTUAL FUNDS	NIL	NIL
	• GOVERNMENT SECURITIES	NIL	NIL
	• OTHERS	NIL	NIL
	• LONG TERM INVESTMENTS		
1	QUOTED		
	• SHARES		
	EQUITY	322.35	322.35
	PREFERENCE	NIL	NIL
	• DEBENTURES AND BONDS	NIL	NIL
	• UNITS OF MUTUAL FUNDS	NIL	NIL
	• GOVERNMENT SECURITIES	NIL	NIL
	• OTHERS	NIL	NIL
2	UNQUOTED		
	• SHARES		
	EQUITY	9017.15	9017.15
	PREFERENCE	NIL	NIL
	• DEBENTURES AND BONDS	NIL	NIL
	• UNITS OF MUTUAL FUNDS	NIL	NIL
	• GOVERNMENT SECURITIES	NIL	NIL
	• OTHERS	NIL	NIL

**BORROWER GROUP WISE CLASSIFICATION OF ALL LEASED ASSETS, STOCK ON HIRE AND LOANS AND ADVANCES**

<u>CATEGORY</u>			<u>AMOUNT NET OF PROVISIONS</u>		
<b>1</b>		<b>RELATED PARTIES</b>	<u>SECURED</u>	<u>UNSECURED</u>	<u>TOTAL</u>
	<b>a</b>	SUBSIDIARIES	NIL	NIL	NIL
	<b>b</b>	COMPANIES IN THE SAME GROUP	NIL	NIL	NIL
	<b>c</b>	OTHER RELATED PARTIES	NIL	NIL	NIL
<b>2</b>		<b>OTHER THAN RELATED PARTIES</b>	NIL	200.26	200.26
		<b>TOTAL</b>	<b>NIL</b>	<b>200.26</b>	<b>200.26</b>

<b>INVESTOR GROUP WISE CLASSIFICATION OF ALL INVESTMENTS ( CURRENT AND LONG TERM ) IN SHARES AND SECURITIES ( BOTH QUOTED AND UNQUOTED )</b>				
<u>CATEGORY</u>			<u>MARKET VALUE /BREAK UP OF FAIR VALUE OR NAV</u>	<u>BOOK VALUE ( NET OF PROVISION )</u>
<b>1</b>		<b>RELATED PARTIES</b>		
	<b>a</b>	SUBSIDIARIES	640.00	640.00
	<b>b</b>	COMPANIES IN THE SAME GROUP	NIL	NIL
	<b>c</b>	OTHER RELATED PARTIES	NIL	NIL
<b>2</b>		<b>OTHER THAN RELATED PARTIES</b>	8738.72	8699.50
		<b>TOTAL</b>	<b>9378.72</b>	<b>9339.50</b>

7.

<b>OTHER INFORMATION</b>			<b>AMOUNT</b>
		<b>PARICULARS</b>	
I)		<b>GROSS NON- PERFORMING ASSETS</b>	
	A	RELATED PARTIES	NIL
	B	OTHER THAN RELATED PARTIES	NIL
II)		<b>NET NON- PERFORMING ASSETS</b>	
	A	RELATED PARTIES	NIL
	B	OTHER THAN RELATED PARTIES	NIL
III)		<b>ASSETS ACQUIRED IN SATISFACTION OF DEBTS</b>	NIL

**STATEMENT UNDER SECTION 212 OF THE COMPANIES ACT**

		AVIT EXIM LTD	COOLHUT TRADERS LTD	FABERT MERCHAN DISE LTD	FOOTFLASH TRADING LTD	GABARIAL ENCLAVE LTD	GRITTY MARKETIN G LTD	JATASHIV DEVELOPERS LTD	PAWANSHI V NIKETAN LTD
1	FINANCIAL YEARS OF THE SUBSIDIARY COMPANY ENDED ON	31.03.2014	31.03.2014	31.03.2014	31.03.2014	31.03.2014	31.03.2014	31.03.2014	31.03.2014
2	SHARES OF THE SUBSIDIARY COMPANY HELD ON THE ABOVE DATE AND EXTENT OF HOLDING ➤ EQUITY SHARES ➤ EXTENTOF HOLDING	70,000 100%	70,000 100%	70,000 100%	70,000 100%	70,000 100%	70,000 100%	50,000 100%	50,000 100%
3	THE NET AGGREGATE AMOUNT OF THE SUBSIDIARIES PROFIT/ (LOSS) SO FAR AS IT IS CONCERNED WITH THE MEMBERS OF THE SHREE SECURITIES LIMITED								
	NOT DEALT WITHIN THE HOLDING COMPANY'S ACCOUNTS								
	FOR THE FINANCIAL YEAR OF THE SUBSIDIARY	(19,959)	(19,303)	(18,325)	(19,289)	(18,411)	(18,700)	(17,362)	(17,103)
	FOR THE PREVIOUS FINANCIAL YEARS OF THE SUBSIDIARY / SINCE IT BECAME THE HOLDING COMPANY'S SUBSIDIARY	(10,361)	(10,793)	(10,689)	(10,635)	(10,272)	(10,380)	(9,021)	(8,538)
	DEALT WITHIN THE HOLDING COMPANY'S ACCOUNTS								
	FOR THE FINANCIAL YEAR OF THE SUBSIDIARY	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	FOR THE PREVIOUS FINANCIAL YEARS OF THE SUBSIDIARY / SINCE IT BECAME THE HOLDING COMPANY'S SUBSIDIARY	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
4	MATERIAL CHANGES, IF ANY BETWEEN THE END OF THE FINANCIAL YEAR OF THE SUBSIDIARY COMPANY AND THAT OF THE HOLDING COMPANY	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
5	ADDITIONAL INFORMATION ON SUBSIDIARY COMPANIES								
	SHARE CAPITAL	7,00,000	7,00,000	7,00,000	7,00,000	7,00,000	7,00,000	5,00,000	5,00,000
	RESERVES & SURPLUS	9,758,048	9,757,972	9,759,234	9,758,004	9,759,605	9,759,668	(35,107)	(34,365)
	TOTAL ASSETS	10,459,548	10,459,472	10,460,734	10,459,504	10,461,105	10,461,168	466,393	467,135
	TOTAL LIABILITES	10,459,548	10,459,472	10,460,734	10,459,504	10,461,105	10,461,168	466,393	467,135
	INVESTMENTS	10,165,000	10,200,000	10,200,000	10,200,000	10,200,000	10,200,000	-	-
	TURNOVER	-	-	-	-	-	-	-	-
	PROFIT BEFORE TAX	(19,959)	(19,303)	(18,325)	(19,289)	(18,411)	(18,700)	(17,362)	(17,103)
	PROFIT AFTER TAX	(19,959)	(19,303)	(18,325)	(19,289)	(18,411)	(18,700)	(17,362)	(17,103)

## INDEPENDENT AUDITORS' REPORT

To the Board of Directors of  
**SHREE SECURITIES LIMITED**

### **REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS**

We have audited the accompanying consolidated financial statements of SHREE SECURITIES LIMITED (the "Company") and its subsidiaries (collectively referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2014, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS**

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the Accounting Principles generally accepted in India including Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **AUDITOR'S RESPONSIBILITY**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Group's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## **OPINION**

In our opinion and to the best of our information and according to the explanations given to us, and based on consideration of the reports of the other auditors on the financial statements/ consolidated financial statements of the subsidiaries as noted below, the consolidated financial statement give a true and fair view in conformity with the accounting principles generally accepted in India

- (a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2014;
- (b) in the case of the Consolidated Statement of Profit and Loss, of the **PROFIT** of the Group for the year ended on that date; and
- (c) in the case of the Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

## **OTHER MATTERS**

We did not audit the financial statements/ consolidated financial statements of the subsidiary whose financial statements/ consolidated financial statements reflect total assets of Rs. 6,36,95,057/- as at 31st March, 2014 and total revenues of Rs Nil for the year ended on that date and cash flows amounting to Rs (1,02,052)/- for the year then ended. These financial statements/ consolidated financial statements have been audited by other auditors whose report has been furnished to us and our opinion in so far as it relates to the amounts included in respect of the subsidiaries, is based solely on the report of the other auditors.

**For MAROTI & ASSOCIATES  
Chartered Accountants**

**M. K .MAROTI  
Proprietor**

**M. No. : 057073**

**Firm Reg. No. : 322770E**

**Date : 27<sup>th</sup> Day of May, 2014**

**Place : Kolkata**

## CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2014

	Note No	31ST MARCH, 2014	31ST MARCH, 2013
		Rs.	Rs.
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
( a ) Share Capital	2	798,000,000	798,000,000
( b ) Reserves and Surplus	3	217,392,109	217,107,777
<b>(2) Non Current Liabilities</b>			
( a ) Deferred Tax Liabilities	4	3,012	-
<b>(3) Current Liabilities</b>			
( a ) Unsecured Loans	5	124,305	500,493
( b ) Other current liabilities	6	115,736	102,319
( c ) Short-term provisions	7	314,086	792,325
<b>TOTAL</b>		<b>1,015,949,248</b>	<b>1,016,502,914</b>
<b>II.Assets</b>			
<b>(1) Non-current assets</b>			
( a ) Fixed Assets	8		
(i) Tangible Assets		42,824	132
(ii) Intangible assets		58,800,000	58,800,000
( b ) Non-current investments	9	931,114,705	883,622,000
<b>(2) Current assets</b>			
( a ) Cash and cash equivalents	10	5,494,616	4,249,695
( b ) Short-term loans and advances	11	20,025,763	69,364,652
( c ) Other current assets	12	471,340	466,435
<b>TOTAL</b>		<b>1,015,949,248</b>	<b>1,016,502,914</b>

SIGNIFICANT ACCOUNTING POLICIES

1

OTHER NOTES ON ACCOUNTS

19

In terms of our report of even date  
**FOR MAROTI & ASSOCIATES**  
 (Chartered Accountants)

**B.K.Sharma**  
 Managing Director

**S.C.Dadhich**  
 Director

**R.K.Mohanty**  
 Company Secretary

**M.K. MAROTI, FCA**  
 (Proprietor)

M. No. : 057073

Firm Reg. No. : 322770E

Place : Kolkata

Date : 27th day of May, 2014

**CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2014**

	PARTICULARS	Note No	31ST MARCH, 2014 Rs.	31ST MARCH, 2013 Rs.
I	<b>REVENUE FROM OPERATIONS</b>	13	1,417,830	6,320,660
II	<b>OTHER INCOME</b>	14	40,220	91,700
	<b>III TOTAL REVENUE ( I + II )</b>		<b>1,458,050</b>	<b>6,412,360</b>
IV	<b>EXPENSES</b>			
	Purchase of Equity Shares		-	3,765,000
	Financial Cost		26,458	493
	Employee Benefit Expenses	15	421,000	421,300
	Depreciation and Amortization Expense	16	50,958	590,088
	Other Expenses	17	660,215	633,957
	<b>TOTAL EXPENSES</b>		<b>1,158,631</b>	<b>5,410,838</b>
V	Profit Before Tax		<b>299,419</b>	<b>1,001,522</b>
VI	<b>TAX EXPENSES</b>			
	a Current Tax		(135,421)	(532,440)
	b Deferred Tax		(3,012)	65
XV	<b>PROFIT / ( LOSS ) FOR THE PERIOD</b>		<b>160,986</b>	<b>469,147</b>
XVI	Earning Per Equity Share			
	a Basic	18	0.002	0.006
	b Diluted	18	0.002	0.006

SIGNIFICANT ACCOUNTING POLICIES

1

OTHER NOTES ON ACCOUNTS

19

In terms of our report of even date  
**FOR MAROTI & ASSOCIATES**  
(Chartered Accountants)

**B.K.Sharma**  
Managing Director

**S.C.Dadhich**  
Director

**R.K.Mohanty**  
Company Secretary

**M.K. MAROTI, FCA**  
(Proprietor)

M. No. : 057073

Firm Reg. No. : 322770E

Place : Kolkata

Date : 27th day of May, 2014



**NOTE - 1**

**Significant Accounting Policies :**

**01. ACCOUNTING CONVENTIONS**

The Financial Statements are prepared on Historical Cost Convention. Financial Statements are prepared in accordance with relevant presentational requirements of the Companies Act, 1956 and applicable mandatory Accounting Standards, as notified by the Companies ( Accounting Standard ) Rules , 2006 and the relevant provisions of the Companies Act , 1956

**02 Principles of Consolidation**

1 The Consolidated financial statements relate to Shree Securities Limited (the 'Company') and its wholly owned subsidiaries. The consolidated financial statements have been prepared on the following basis:

(a) The financial statements of The company and its subsidiaries have been combined on a line-by-line basis by adding together The book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealised profits or losses in accordance with Accounting Standard (AS) 21- "Consolidated Financial Statements".

(b) The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate financial statements.

(c) The excess of cost to the Company of its investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognised in the financial statements as goodwill, which will be amortised over a period of ten years commencing from the financial year after the year in which the company was incorporated.

2 The subsidiaries considered in the consolidated financial statements is:

<b><u>Name of the company</u></b>	<b><u>% voting power held as at 31st March,2014</u></b>	<b><u>% voting power held as at 31st March,2013</u></b>
1.Evit Exim Limited	100	100
2.Coolhut Traders Limited	100	100
3.Fabert Merchandise Limited	100	100
4.Footflash Trading Limited	100	100
5.Gabarial Enclave Limited	100	100
6.Gritty Marketing Limited	100	100
7.Jatashiv Developers Limited	100	100
8.Pawanshiv Niketan Limited	100	100

**07 INVESTMENTS**

Investments are long-term investments, hence valued at cost. Investments other than in Subsidiaries have been accounted as per Accounting Standard (AS) 13 on "Accounting for Investments".

**03 FIXED ASSETS**

Fixed assets are stated at cost less accumulated depreciation and impairment if any. Cost comprises the purchase price inclusive of duties, taxes, and incidental expenses upto the date, the asset is ready for its intended use..

**04 DEPRECIATION**

Depreciation on Fixed Assets are provided on Written Down Value Method at the rates prescribed in the Schedule-XIV of the Companies Act, 1956.

Depreciation on fixed assets added / disposed off during the year, is provided on pro-rata basis with reference to the date of addition / disposal.

In a case of impairment, if any, depreciation is provided on the revised carrying amount of the assets over their remaining useful life.

**05 IMPAIRMENT OF FIXED ASSETS**

The carrying amounts of assets are reviewed at each balance sheet date to determine whether there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount which represents the greater of the net selling price and 'value in use' of the assets. The estimated future cash flows considered for determining the value in use, are discounted to their present value at the weighted average cost of capital.

After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

**06 EARNING PER SHARE**

Earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders, by the weighted average number of equity shares outstanding during the year

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares

**08 RECOGNITION OF INCOME & EXPENDITURE**

Income and expenditure are accounted for on accrual basis . Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. Dividend income is recognized when the shareholder's right to receive payment is established by the balance sheet date.

**09 CONTINGENCIES :**

These are disclosed by way of notes on the Balance sheet . Provisions is made in the accounts in respect of those contingencies which are likely to materialize into liabilities after the year end , till the finalization of accounts and material effect on the position stated in the Balance Sheet.

**10 PROVISIONING FOR STANDARD ASSETS :**

The Reserve Bank Of India vide Notification No **DNBS 223 / CGM ( US ) 2011 DATED 17 JANUARY , 2011** has issued direction to all NBFCs to make provision of **0.25%** on **STANDARD ASSETS** with immediate effect . Accordingly the Company has made provision @ **0.25%** on Standard Assets in accordance therewith .

**11 PROVISIONING FOR DEFERRED TAXES :**

The Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act , 1961 .

Deferred Tax resulting from " timings difference " between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the Balance Sheet date . The Deferred Tax Asset is recognized and carried forward only to the extent that there is a reasonable certainty that the assets will be realized in future .

**12 PRELIMINARY EXPENSES**

Preliminary Expense is amortised over a period of Five years.

**13 TAXES ON INCOME**

Current Tax is determined as the amount of tax payable in respect of taxable income for the year.

Deferred Tax is recognised, subject to consideration of prudence, in respect of deferred tax assets / liabilities on timing difference, being the difference between taxable income and accounting income that originated in one period and are capable of reversal in the coming year.

**NOTE FORMING PART OF THE BALANCE SHEET AS AT  
& CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST  
MARCH, 2014**

	31ST MARCH, 2014	31ST MARCH, 2013
	Rs.	Rs.
<b>NOTE - 2</b>		
<b><u>SHARE CAPITAL</u></b>		
<b><u>Authorised</u></b>		
7,98,05,000 Equity Shares of Rs.10/- each	798,050,000	798,050,000
<b><u>Issued, Subscribed &amp; Paid up</u></b>		
7,98,00,000 Equity Shares of Rs.10/- each	798,000,000	798,000,000
	798,000,000	798,000,000

**A. Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period**

	31ST MARCH , 2014		31ST MARCH, 2013	
	Nos	Amount	Nos	Amount
Shares outstanding at the beginning of the year	79,800,000	798,000,000	79,800,000	798,000,000
Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	79,800,000	798,000,000	79,800,000	798,000,000

**B. TERMS/ RIGHTS ATTACHED TO EQUITY SHARES**

The Company has only one class of equity share having par value of Rs 10/- per share. Each holder of Equity share is entitled to one vote per share.

In the event of liquidation of the company, the holder of equity shares will be entitled to receive remaining assets of the company after distribution of all preferential amounts. The Distribution will be in proportion to the number of equity share held by the shareholders.

**C. Details of shareholders holding more than 5% shares of the Company**

NAME OF THE SHAREHOLDER	31ST MARCH, 2014		31ST MARCH, 2013	
	Nos	%	Nos	%
( EQUITY SHARES OF RS 10/ EACH FULLY PAID UP )				
MEGHSHREE CREDIT PRIVATE LIMITED	17,049,850	21.37	17,049,850	21.37
FABER TREXIM PRIVATE LIMITED	7,030,000	8.81	7,030,000	8.81

As per the records of the Company, including its Register of Members and other declarations received from the shareholders regarding beneficial interest, the above shareholders represents legal ownership of shares.

**D. SHARES ISSUED FOR CONSIDERATION OTHER THAN CASH**

Out of the above 7,48,00,000 (P.Y. 7,48,00,000) equity shares have been issued for consideration other than cash.

**NOTE FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT  
& CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2014**

	31ST MARCH, 2014	31ST MARCH, 2013
	Rs.	Rs.
<b>NOTE - 3</b>		
<b>RESERVES AND SURPLUS</b>		
<b>Amalgamation Reseve</b>		
OP. Balance	161,134,330	161,134,330
Add: Additions During The Year	-	-
<b>A</b>	<b>161,134,330</b>	<b>161,134,330</b>
<b>Special Reserve</b>		
OP. Balance	134,492	24,525
Add: Additions During The Year	61,888	109,967
<b>B</b>	<b>196,380</b>	<b>134,492</b>
<b>Profit &amp; Loss Account</b>		
OP. Balance	(2,961,045)	(3,293,239)
Add: Loss for the year	160,986	469,147
Less: Transferred to Special Reserve	(61,888)	(109,968)
Add: Contingency provision for standard Assets	123,346	(26,985)
<b>C</b>	<b>(2,738,601)</b>	<b>(2,961,045)</b>
<b>Securities Premium</b>		
Opening Balance	58,800,000	58,800,000
Addition during the year	-	-
<b>D</b>	<b>58,800,000</b>	<b>58,800,000</b>
<b>TOTAL ( A+B+C+D )</b>	<b>217,392,109</b>	<b>217,107,777</b>
<b>NOTE - 4</b>		
<b>DEFERRED TAX LIABILITIES</b>		
OP . BALANCE	-	65
ADD : GENERATED	3,012	-
LESS : REVERSAL	-	(65)
<b>CLOSING</b>	<b>3,012</b>	<b>-</b>
<b>NOTE - 5</b>		
<b>UNSECURED LOANS</b>		
From Bodies Corporate	124,305	500,493
	<b>124,305</b>	<b>500,493</b>
<b>NOTE - 6</b>		
<b>OTHER CURRENT LIABILITIES</b>		
Liabilities For Expenses	113,090	102,319
TDS Payable	2,646	-
	<b>115,736</b>	<b>102,319</b>
<b>NOTE - 7</b>		
<b>SHORT TERM PROVISION</b>		
Provision for Taxation For Earlier Year	128,601	86,475
Provision for Taxation For Current Years	135,421	532,440
Contingency Provision for Standard Assets	50,064	173,410
	<b>314,086</b>	<b>792,325</b>

**NOTE FORMING PART OF THE BALANCE SHEET AS AT  
& CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2014**

**NOTE - 8  
FIXED ASSETS**

Description	Gross Block			Depreciation/Amortisation			Net Block	
	As on 01.04.2013	Addition	As on 31.03.2014	Upto 31.03.2013	For the year	Upto 31.03.2014	As on 31.03.2014	As on 31.03.2013
<b><u>Tangible Assets</u></b>								
Computer	51,750	47,250	99,000	51,618	4,558	56,176	42,824	132
<b>Total (a)</b>	<b>51,750</b>	<b>47,250</b>	<b>99,000</b>	<b>51,618</b>	<b>4,558</b>	<b>56,176</b>	<b>42,824</b>	<b>132</b>
<b><u>Intangible Assets</u></b>								
Goodwill	58,800,000	-	58,800,000	-	-	-	58,800,000	58,800,000
<b>Total (b)</b>	<b>58,800,000</b>	<b>-</b>	<b>58,800,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>58,800,000</b>	<b>58,800,000</b>
<b>Total (a+b)</b>	<b>58,851,750</b>	<b>47,250</b>	<b>58,899,000</b>	<b>51,618</b>	<b>4,558</b>	<b>56,176</b>	<b>58,842,824</b>	<b>58,800,132</b>
Previous Year	8,851,750	-	58,851,750	51,530	88	51,618	58,800,132	-

**NOTE FORMING PART OF THE BALANCE SHEET AS AT  
& CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2014**

**NOTE 9****NON CURRENT INVESTMENTS**

Equity Shares (Long term other than Trade, Valued at cost)	2013-14		2012-13	
	Qty.	Rs.	Qty.	Rs.
<b>Quoted Shares</b>				
MANGALAM INDUSTRIAL FINANCE LTD.	2,774,500	83,235,000	2,774,500	83,235,000
<b>Sub-Total</b>	<b>2,774,500</b>	<b>83,235,000</b>	<b>2,774,500</b>	<b>83,235,000</b>
<b>Unquoted Shares</b>				
ADVENT DEALCOMM PVT. LTD.	-	-	26,500	10,600,000
AGARWAL TREXIM PVT.LTD.	-	-	169,750	67,900,000
ALLIED TREXIM PRIVATE LIMITED	-	-	36,250	14,500,000
BIVOLTINE MERCANTILES PVT. LTD.	-	-	120,625	48,250,000
BOSER MERCANTILES PVT. LTD.	-	-	41,250	16,500,000
CAMPUS IMPEX PRIVATE LIMITED	-	-	21,000	8,400,000
CREATIVE COMMDEAL PVT.LTD.	-	-	8,000	3,200,000
DOMINANT SALES & SERVICES PVT. LTD.	-	-	260,100	104,040,000
FORTUNE TRADE & VYAPAAR PVT LTD.	-	-	11,750	4,700,000
GAGANBASE SALES PVT. LTD.	-	-	111,100	44,440,000
GANPATI RIVERSIDE PVT.LTD.	-	-	186,250	74,500,000
HERITAGE TREXIM PRIVATE LIMITED.	-	-	23,750	9,500,000
NOVAGOLD ADVISORY SERVICES PVT.LTD.	-	-	5,250	2,100,000
ONTRACK MERCHANDISE PVT. LTD.	-	-	10,000	4,000,000
ONWARD DISTRIBUTORS PVT. LTD.	-	-	30,500	12,200,000
PKD TRADING & INVESTMENT CO. PVT. LTD.	-	-	196,700	78,680,000
PLENTY NIRYAT PVT. LTD.	-	-	209,750	83,900,000
RIKZEN CONTRA PVT. LTD.	-	-	219,500	87,800,000
SILVERLAKE DEALERS PVT. LTD.	-	-	12,000	4,800,000
TRINCAS AGENCY & CREDIT PVT. LTD.	-	-	263,030	105,212,000
UNICON MANAGEMENT PRIVATE LIMITED.	-	-	12,500	5,000,000
TOPMOST BUILDERS P. LTD.	1,900,000	10,165,000	1900000	10165000
RABIRUN VINIMAY PVT LTD	6,862,500	274,500,000	-	-
MODSNA TIE-UP PVT LTD	10,500,000	105,014,700	-	-
BRG IRON & STEEL CO PVT LTD	30,546,667	458,200,005	-	-
<b>Sub-Total</b>	<b>49,809,167</b>	<b>847,879,705</b>	<b>3,875,555</b>	<b>800,387,000</b>
<b>Grand Total</b>	<b>52,583,667</b>	<b>931,114,705</b>	<b>6,650,055</b>	<b>883,622,000</b>

<b><u>NOTE - 10</u></b>		
<b><u>CASH &amp; CASH EQUIVALENTS</u></b>		
Cash in hand (As certified)	2,472,866	2,458,990
Balances with Schedule Bank in Current Account	3,021,750	1,790,705
	<b>5,494,616</b>	<b>4,249,695</b>
<b><u>NOTE - 11</u></b>		
<b><u>SHORT TERM LOANS &amp; ADVANCES</u></b>		
( Unsecured , Considered good )		
Loans	20,025,763	19,364,652
Other Advances	-	50,000,000
	<b>20,025,763</b>	<b>69,364,652</b>
<b><u>NOTE - 12</u></b>		
<b><u>OTHER CURRENT ASSETS</u></b>		
Preliminary Expenses	92,800	139,200
Tax Deducted At Source	357,640	306,335
Deposits	20,900	20,900
	<b>471,340</b>	<b>466,435</b>
<b><u>NOTE - 13</u></b>		
<b><u>REVENUE FROM OPERATIONS</u></b>		
Sale of Equity Shares	-	4,875,000
Interest on loan	1,417,830	1,445,660
	<b>1,417,830</b>	<b>6,320,660</b>
<b><u>NOTE - 14</u></b>		
<b><u>OTHER INCOME</u></b>		
Miscellaneous Income	38,400	91,700
Interest on I.T. Refund	1,820	-
	<b>40,220</b>	<b>91,700</b>
<b><u>NOTE - 15</u></b>		
<b><u>EMPLOYEE BENEFIT EXPENSES</u></b>		
Salary	299,000	301,300
Directors Remuneration	122,000	120,000
	<b>421,000</b>	<b>421,300</b>
<b><u>NOTE - 16</u></b>		
<b><u>DEPRECIATION &amp; AMORTIASATION</u></b>		
Depreciation	4,558	88
Preliminary Expenses W/Off	46,400	590,000
	<b>50,958</b>	<b>590,088</b>

**NOTE - 17****OTHER EXPENSES**

Advertisement Expenses	15,288	25,770
Audit Fees	44,022	35,597
Bank Charges	382	934
Certification Fees	10,000	10,000
Computer Maintenance	12,000	12,000
Data Processing Charges	20,000	20,000
Demat Expenses	5,434	45
Depository Expenses	112,360	112,360
Filing Fees	16,700	8,300
Internal Audit Fees	3,000	3,000
Professional Expenses	33,090	34,000
Listing Fees	174,495	167,227
Miscellaneous Expenses	25,068	83,451
Postage & Telegram	27,542	28,109
Printing & Stationery	52,623	73,931
Rates & Taxes	70,600	5,750
Transfer Agent Fees	13,685	13,483
General Expenses	23,926	-
	<b>660,215</b>	<b>633,957</b>

**NOTE - 18****EARNING PER SHARE**

Net Profit after tax as per Statement of Profit and Loss (A)	160,986	469,147
weighted Average number of equity shares outstanding (B)	79,800,000	79,800,000
Basic and Diluted Earnings per share (Rs.) [A/B]	0.002	0.006
Face value per equity share (Rs.)	10	10



**NOTE 19 OTHER NOTES ON ACCOUNTS**

1 Based on the information / documents available with the Company, no creditor is covered under Micro, Small and Medium Enterprise Development Act, 2006. As a result, no interest provision/payments have been made by the Company to such creditors, if any, and no disclosures thereof are made in these accounts.

2 Loans & advances and sundry creditors balances are subject to confirmation by the respective parties.

3 The management has assessed that there is no impairment of Fixed Assets requiring provision in the Accounts. Accordingly, there is no debit to the Profit & Loss Account for the impairment of Assets.

4 The Income Tax provision is provided as the tax provision provided in the books of the parent company.

**5 Segment Report :**

The Company is engaged in the business of Non-Banking Financial Services and there are no separate reportable segments as per Accounting Standard 17.

**6 Related Party Disclosure :**

As per accounting standard 18 the information for related parties is given below:

**Name of the related parties**

ASSOCIATES

-

HOLDING

-

Shree Securities Limited.

-

SUBSIDIARIES

-

1.Avit Exim Limited

-

2.Coolhut Traders Limited

-

3.Fabert Merchandise Limited

-

4.Footflash Trading Limited

-

5.Gabarial Enclave Limited

-

6.Gritty Marketing Limited

-

7.Jatashiv Developers Limited

-

8.Pawanshiv Niketan Limited

-

KEY MANAGEMENT

-

PERSONNEL ( K M P )

-

1.Basant Kumar Sharma

-

RELATIVES OF ( K M P )

-

RELATED PARTY TRANSACTION

-

Sl. No.	Nature Of Transaction	Relation	31/03/2014 (Rs)	31/03/2013 (Rs)
	<b>Directors Remuneration</b>			
1	Basant Kumar Sharma	Managing Director	122,000	120,000

- 7 The Company has Complied this information based on the current information in its possession. As at 31.03.2014, No supplier has intimated the Company about its status as a Micro or Small enterprise or its Registration with the appropriate authority under  
Amount due to Micro Small and Medium Enterises as on 31.03.2014 RS NIL (P.Y. RS NIL)
- 8 No provision has been made on account of leave salary as there are no leave to the credit of employees as at the end of the year.
- 9 No provision has been made on account of gratuity as there are no employees who have completed the required number of years as per the Payment of Gratuity Act, 1972.
- 10 Previous Year figures have been regrouped, rearranged or recasted wherever considered necessary.

For and behalf of the Board

In terms of our report of even date  
For MAROTI & ASSOCIATES  
(CHARTERED ACCOUNTANTS)

**Basant Kumar Sharma**  
Managing Director

**S.C. Dadhich**  
Director

**Rajendra Kumar Mohanty**  
Company Secretary

**M. K. Maroti**  
(Proprietor)

Place : Kolkata

Date : 27th day of May, 2014

M. No. : 057073

Firm Reg. No. : 322770E

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH , 2014

	31.03.2014		31.03.2013	
<b>1. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit/ (Loss) before Tax (a)		299,419		1,001,522
Add :				
Preliminary Expenses Written off	46,400		590,000	
Depreciation & Amortisation	4,558		88	
Sub Total - (b)		50,958		590,088
<b>Operating Profit before Working Capital Changes (a+b)</b>		350,377		1,591,610
Adjustments :				
Increase/ (Decrease) in Short Term Borrowings	(376,188)		500,493	
Increase/ (Decrease) in Current Liabilities	13,417		(82,258)	
(Increase)/Decrease in Loans & advances	49,338,889		39,205,189	
Adjustment for IT Payments	(541,619)		-	
Adjustments For TDS	-		(129,266)	
Sub Total - (c)		48,434,499		39,494,158
<b>A. Net Cash from Operating Activities (a+b+c)</b>		48,784,876		41,085,768
<b>2. CASH FLOW FROM INVESTING ACTIVITIES</b>				
(Increase)/Decrease in Fixed Assets	(47,250)		-	
(Increase)/Decrease in Investment	(47,492,705)		(39,965,000)	
<b>B. Net Cash from Investing Activities</b>		(47,539,955)		(39,965,000)
<b>3. CASH FLOW FROM FINANCING ACTIVITIES</b>				
<b>C. Net Cash from Financing Activities</b>		-		-
<b>Net Increase in Cash/Cash Equivalent A+B+C</b>		1,244,921		1,120,768
<b>Cash/Cash Equivalents (Opening)</b>		4,249,695		3,128,927
<b>Cash/Cash Equivalents (Closing)</b>		5,494,616		4,249,695

Note :

- 1 The above cash flow statement has been prepared under the indirect Method as set out in the Accounting Standard - 3 on Cash Flow Statements

	31/03/2014	31/03/2013
2 Cash & Cash Equivalents Comprise		
Cash on Hand	2,472,866	2,458,990
Balnce With Schedule Banks in current Account	3,021,750	1,790,705
	<u>5,494,616</u>	<u>4,249,695</u>

For and on behalf of the Board

In terms of our report of even date  
**FOR MAROTI & ASSOCIATES**  
 (Chartered Accountants)

**B K Sharma**  
Managing Director

**S C Dadhich**  
Director

**RK Mohanty**  
Company Secretary

**M.K. MAROTI**  
 (Proprietor)

M. No. : 057073

Firm Reg. No. : 322770E

Place : Kolkata

Date : 27th day of May, 2014

**FORM NO. SH-13****Nomination Form**

[Pursuant to section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies Share Capital and Debentures) Rules, 2014]

To,

**Shree Securities Limited**

3, Synagogue Street, 3rd Floor, Room No. 18G

Kolkata- 700 001.

I am / We are \_\_\_\_\_ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my / our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of Securities	Folio No.	No. of Securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE/S—

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/Spouse's Name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) e-mail id:
- (h) Relationship with the security holder:

(3) IN CASE NOMINEE IS A MINOR—

- (a) Date of birth:
- (b) Date of attaining majority:
- (c) Name of guardian:
- (d) Address of guardian:

Name:

Address:

Name of Security Holder(s)

Signature

Witness with name and address

- 1 Please read the instructions given below very carefully. If the form is not filed as per instructions, the same will be rejected.
- 2 The nomination can be made by individuals only. Non individuals including society, trust, body corporate, partnership firm, Karta of Hindu Undivided Family, holder of power of attorney cannot nominate.
- 3 If the Shares are held jointly all joint holders shall sign (as per the specimen registered with the Company) the nomination form.
- 4 A nomination must be witnessed by two witnesses. A nomination form not witnessed by two witnesses will be rejected.
- 5 A minor can be nominated and in that case the name and address of the Guardian shall be given by the holder.
- 6 The nominee shall not be a trust, society, body corporate, partnership firm, Karta of Hindu Undivided Family, or a power of attorney holder. A non-resident Indian can be a nominee on repatriable basis.
- 7 Transfer of Shares in favour of a nominee shall be a valid discharge by the Company against the legal heir(s).
- 8 Only one person can be nominated for a given folio.
- 9 Details of all holders in a folio need to be filed; else the nomination will be rejected.
- 10 The nomination will be registered only when it is complete in all respects including the signature of (a) all registered holders (as per specimen lodged with the Company) and (b) the nominee/guardian.
- 11 Whenever the Shares in the given folio are entirely transferred or dematerialised, then this nomination will stand rescinded.
- 12 The intimation regarding nomination / nomination form shall be filled in duplicate with the Registrars & Transfer Agents of the Company who will return one copy thereof to the Shareholders.
- 13 Upon receipt of a duly executed nomination form, the Registrars & Transfer Agent of the Company will register the form and allot a registration number. The registration number and folio no. should be quoted by the nominee in all future correspondence.
- 14 The Company will not entertain any claims other than those of a registered nominee.
- 15 The nomination can be varied or cancelled by executing fresh nomination form.
- 16 For shares held in dematerialised form nomination is required to be filled with the Depository Participant.

<b><u>FOR OFFICE USE ONLY</u></b>	
Nomination Registration Number	
Date of Registration	
Checked By (Name and Signature)	

## E-MAIL ADDRESS REGISTRATION FORM

(In term of Circular Nos. 17/2011 and 18/2011 dated 21.04.2011 and 29.04.2011  
respectively Issued by Ministry of Corporate Affairs, Government of India)

(For shares held in physical form)

Niche Technologies Pvt. Ltd  
D-511, Bagree Market,  
71, B.R.B. Road, 5<sup>th</sup> Floor,  
Kolkata - 700 001

I/We, Member(s) of **Shree Securities Limited**, hereby give my/our consent to receive electronically Annual Report(s) of General Meeting(s) and other document(s) that the Ministry of Corporate Affairs may allow to be sent in electronic mode.

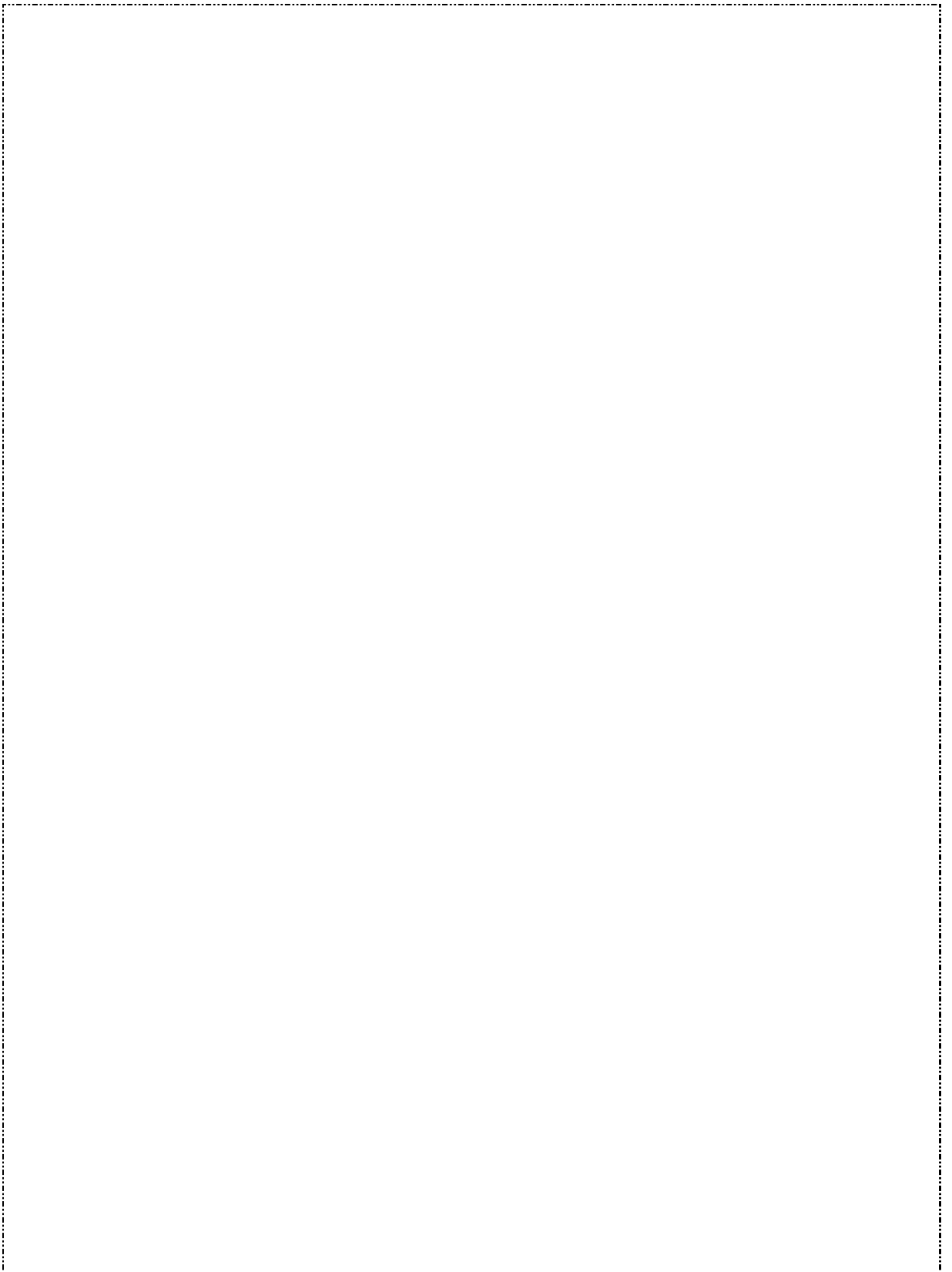
I/We request you to note my/our e-mail address as mention below. If there is any change in the e-mail address, I/We will promptly communicate to you.

Folio No.	
Name of the first/sole Member	
E-mail address (to be registered)	

Place :

Date :

\_\_\_\_\_  
(Signature of first/sole Member)



# Shree Securities Limited

Regd. Off. : 3, Synagouge Street,  
3rd Floor Room No 18G,  
Kolkata – 700 001, (W.B).

Phone: +91 33 2231 3366 / 3367

E-mail: [ssl\\_1994@yahoo.co.in](mailto:ssl_1994@yahoo.co.in) &

Website : [www.shresecindia.com](http://www.shresecindia.com)

CIN: L65929WB1994PLC061930

## ATTENDANCE SLIP

Regd. Folio / DP ID & Client ID		
	Name and Address of the Shareholder	

1. I hereby record my presence at the 21<sup>st</sup> ANNUAL GENERAL MEETING of the Company being held on **24<sup>th</sup> September, 2014** at 12.30 P.M. at the “Community Hall” at 10, Debendra Ghosh Road, Gr. Floor, Bhawanipur, Kolkata-700 025.

2. Signature of the Shareholder/Proxy Present

--

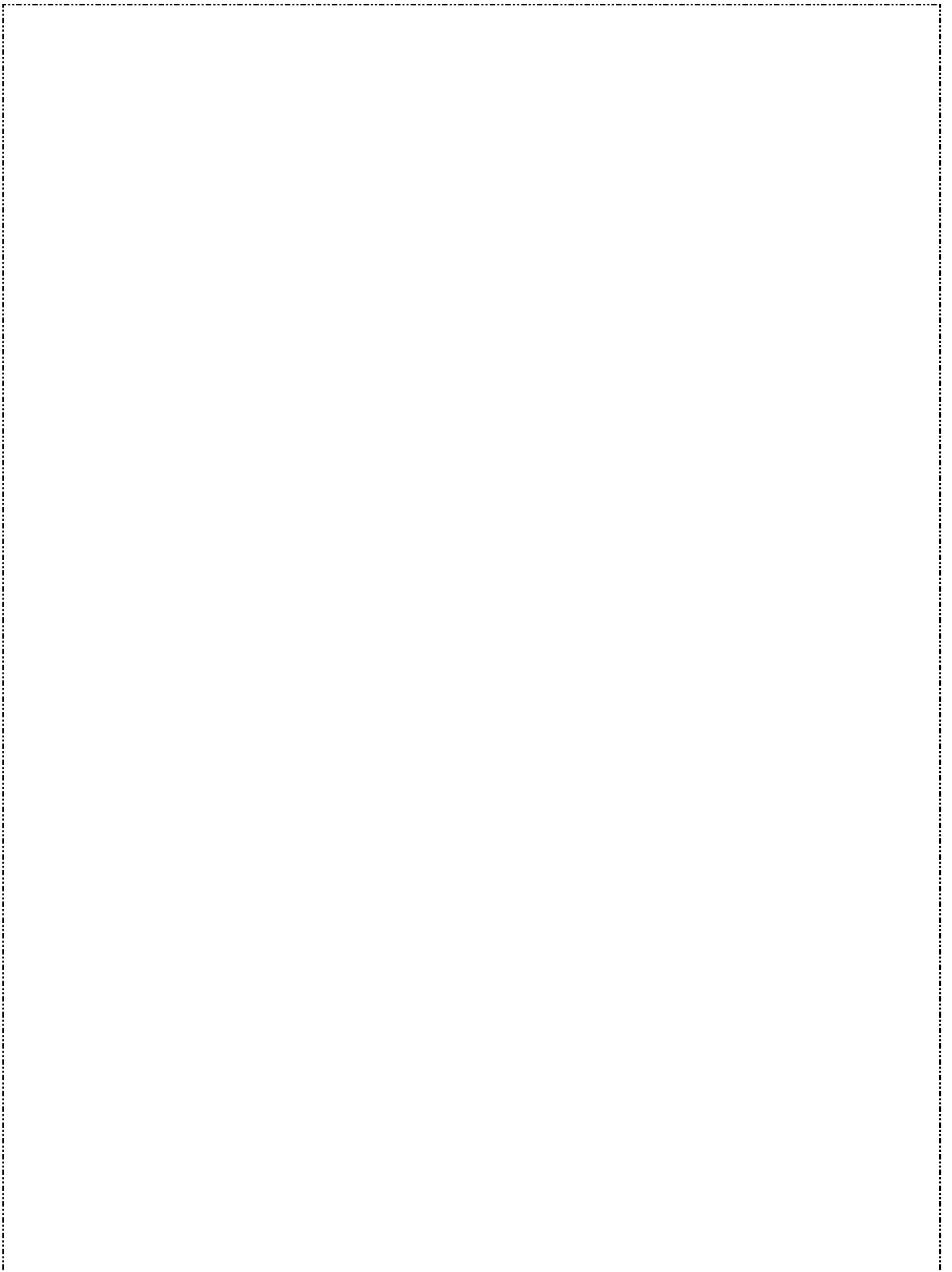
3. Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover the same at the entrance duly signed.
4. Shareholder / Proxy holder desiring to attend the meeting may bring his / her copy of the Annual Report for reference at the meeting.

**Note: - PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.**

## ELECTRONIC VOTING PARTICULARS

(E-Voting Sequence No.)	USER ID.	PASSWORD
140825011	Please refer note no 16 in the Notice of AGM	





## PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies  
(Management and Administration) Rule, 2014]

**CIN** : L65929WB1994PLC061930  
**Name of the Company** : Shree Securities Limited  
**Registered office** : 3, Synagouge Street, 3<sup>rd</sup> Floor, Kolkata - 700001

**Name of the member(s)** : .....

**Registered Address** : .....

**Email ID** : .....

**Folio No./ Client ID** : .....

**DP ID** : .....

I / We, being the member(s) of ..... Shares of the above named company, hereby appoint:

- |     |                 |                                 |
|-----|-----------------|---------------------------------|
| (1) | Name .....      | Address .....                   |
|     | E-mail ID ..... | Signature ..... or failing him; |
| (2) | Name .....      | Address .....                   |
|     | E-mail ID ..... | Signature ..... or failing him; |
| (3) | Name .....      | Address .....                   |
|     | E-mail ID ..... | Signature ..... or failing him; |

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 21<sup>st</sup> Annual General Meeting of the company, to be held on Wednesday, the 24th September, 2014 at 12.30 P.M. at the "Community Hall" at 10, Debendra Ghosh Road, Gr. Floor, Bhawanipore, Kolkata - 700 025 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	RESOLUTIONS	Optional*	
		For	Against
1	Ordinary Resolution to consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors.		
2	Ordinary Resolution for Re-appointment of Mr. Subhash Chandra Dadhich (DIN: 00084557) who retires by rotation.		
3	Ordinary Resolution for appointment of M/s. Maroti & Associates, Chartered Accountants as Auditors and fixing their remuneration.		
4	Ordinary Resolution for Re-appointment of Mr. Basant Kumar Sharma (DIN: 00084604), as Managing Director.		
5	Ordinary Resolution for appointment of Mrs. Swapna Jain as Whole Time Executive Director & CFO.		
6	Ordinary Resolution for appointment of Mr. Harshwant Joshi (DIN: 03642328) as an Independent Director.		
7	Ordinary Resolution for appointment of Mr. Shrawan Kumar Jalan (DIN: 02191031) as an Independent Director.		
8	Special Resolution for adoption of New Article of Association as per new companies Act		

Signed this ..... day of ..... 2014.

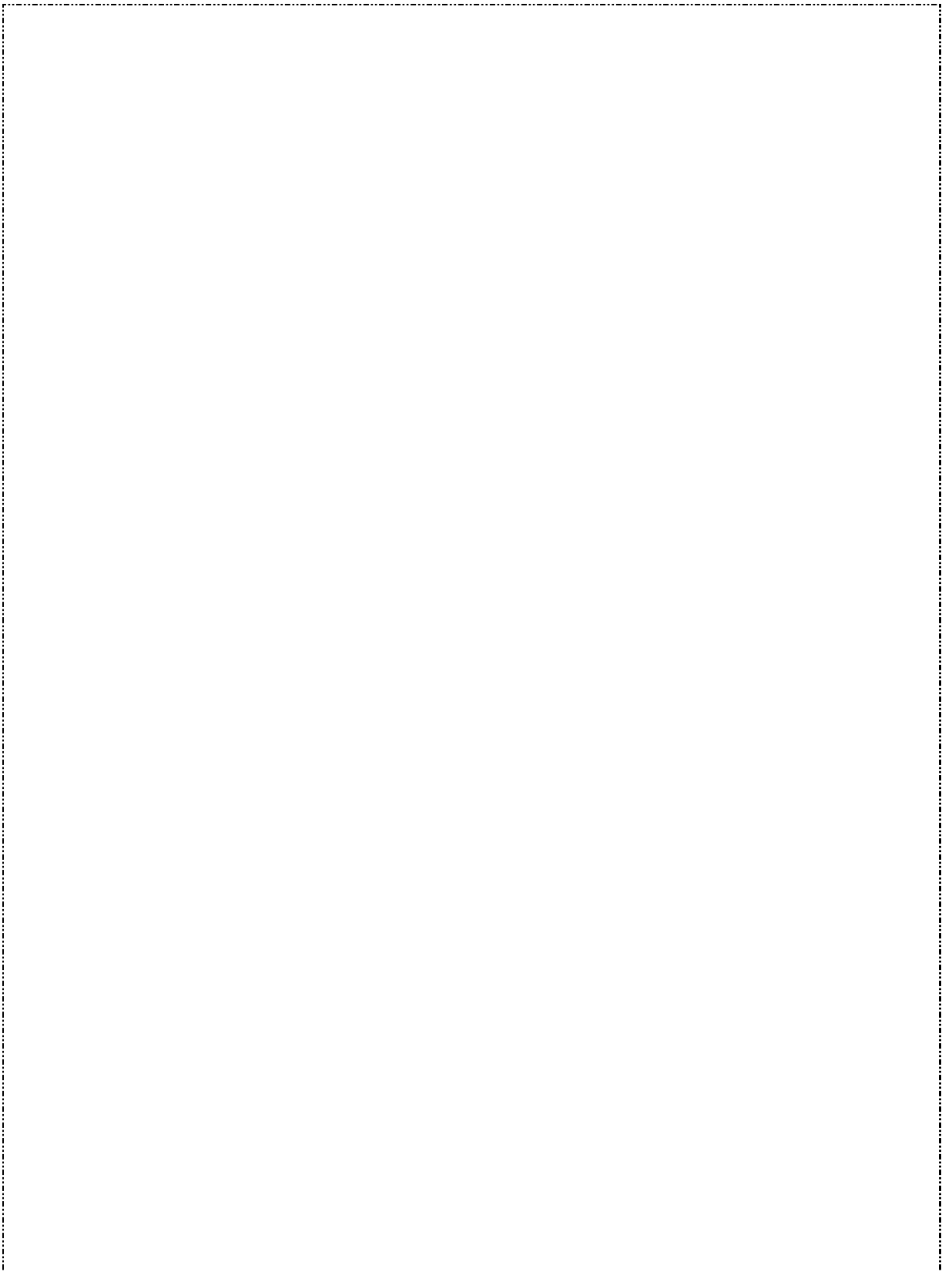
Signature of shareholder : .....

Signature of Proxy holder(s) : .....

**Note:**

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- (2) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.
- (3) It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (4) Please complete all details including details of member(s) in above box before submission.

Affix Revenue Stamp
---------------------------



**Form No. MGT-12  
Polling Paper**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies  
(Management and Administration) Rules, 2014]

**Name of the Company** : Shree Securities Limited  
**Registered Office** : 3, Synagouge Street, 3<sup>rd</sup> Floor, Kolkata - 700001  
**CIN** : L65929WB1994PLC061930

**BALLOT PAPER**

SI.No.	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in Dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

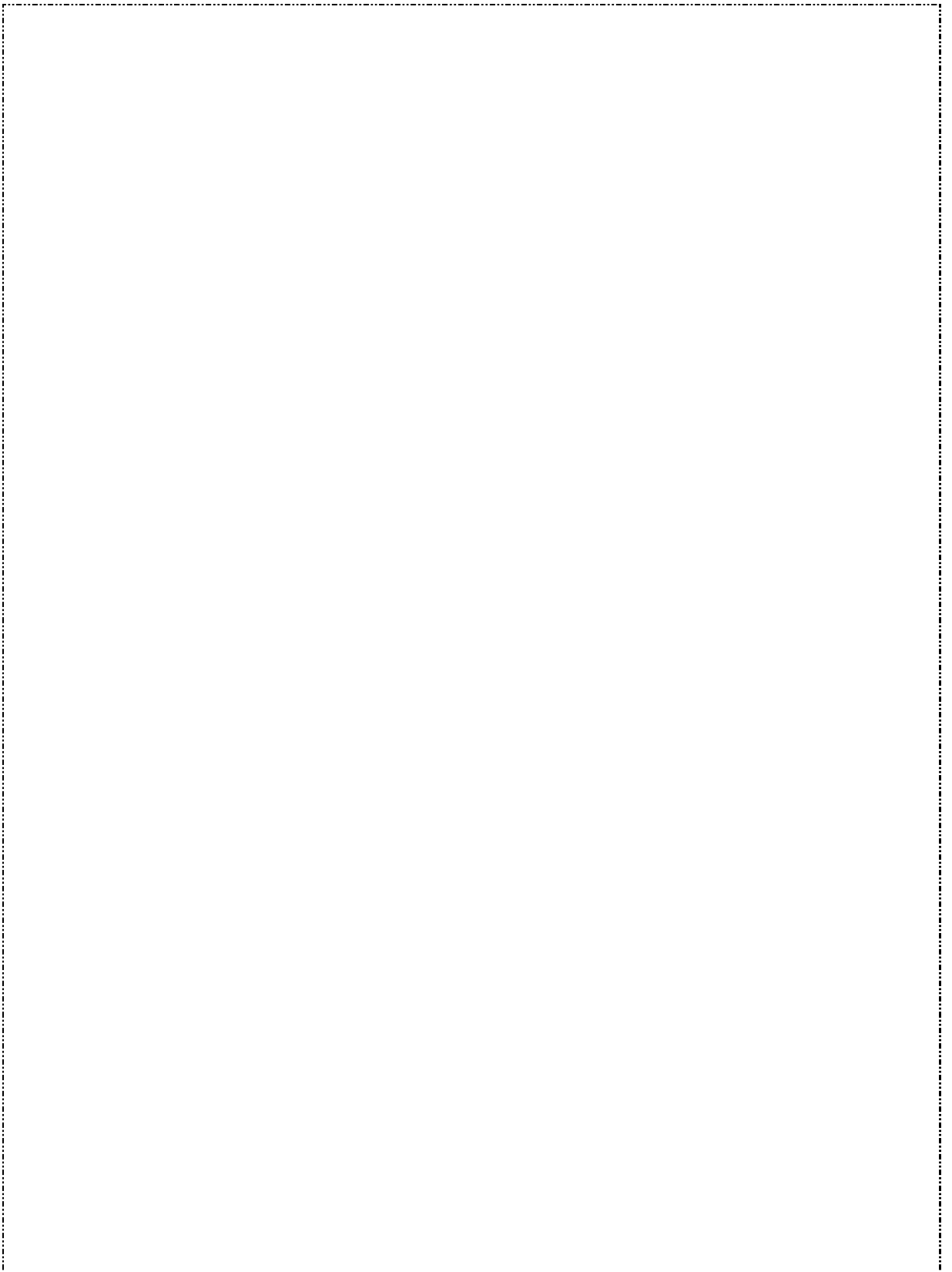
No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	Ordinary Resolution to consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors.			
2.	Ordinary Resolution for Re-appointment of Mr. Subhash Chandra Dadhich (DIN: 00084557) who retires by rotation.			
3.	Ordinary Resolution for appointment of M/s. Maroti & Associates, Chartered Accountants as Auditors and fixing their remuneration.			
4.	Ordinary Resolution for Re-appointment of Mr. Basant Kumar Sharma (DIN: 00084604), as Managing Director.			
5.	Ordinary Resolution for appointment of Mrs. Swapna Jain as Whole Time Executive Director & CFO.			
6.	Ordinary Resolution for appointment of Mr. Harshwant Joshi (DIN: 03642328) as an Independent Director.			
7.	Ordinary Resolution for appointment of Mr. Shrawan Kumar Jalan (DIN: 02191031) as an Independent Director.			
8.	Special Resolution for adoption of New Article of Association as per new companies Act			

**Place:**

**Date:**  
**shareholder\*)**

**(Signature of the**

(\*as per Company records)



**BOOK POST**



If undelivered please return to:  
**Shree Securities Limited**  
Regd. Office : 3, Synagogue Street,  
3rd Floor, Kolkata-700001