

# Corporate Information

## **BOARD OF DIRECTORS**

Mr. Balbir Singh Syan  
Mr. Rakesh Gupta  
Ms. Reena Gupta  
Mr. Shatrughan Sahu

Director (DIN 00027438)  
Director (DIN 05166099)  
Director (DIN 06966728)  
Director (DIN 00343726)

## **CHIEF EXECUTIVE OFFICER**

Mr. Manoj Kumar  
Chief Executive Officer (CEO)

## **CHIEF FINANCIAL OFFICER**

Mr. Karan Bhatia  
Chief Financial Officer (CFO)

## **AUDITORS**

M/s N. K. & Co.  
Chartered Accountants  
(Firm Registration No. 009564N)

## **BANKERS**

Axis Bank  
New Delhi

Corporation Bank  
New Delhi

## **REGISTRAR & SHARE TRANSFER AGENTS**

MAS Services Limited  
Registrar & Share Transfer Agents  
T - 34, 2nd Floor, Okhla Industrial Area,  
Phase - II, New Delhi - 110 020

## **REGISTERED OFFICE**

9929, K. L. Gupta Complex,  
New Rohtak Road, Sarai Rohilla,  
New Delhi-110 005

## **CIN NO. OF THE COMPANY**

L52110DL1985PLC021076

## SHASHANK TRADERS LIMITED

CIN: L52110DL1985PLC021076

9929, K. L. Gupta Complex, New Rohtak Road, Sarai Rohilla, New Delhi-110 005

Email :info@shashankinfo.in, Website : www.shashankinfo.in

### Notice

**NOTICE IS HEREBY GIVEN THAT THE THIRTIETH ANNUAL GENERAL MEETING OF THE MEMBERS OF SHASHANK TRADERS LIMITED WILL BE HELD ON WEDNESDAY, THE 30<sup>TH</sup> DAY OF SEPTEMBER, 2015, AT 9929, K. L. GUPTA COMPLEX, NEW ROHTAK ROAD, SARAI ROHILLA, NEW DELHI-110 005 AT 11:00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:**

#### **Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements of the company including the Balance Sheet of the Company as at 31<sup>st</sup> March, 2015 and the Statement of Profit and Loss of the Company for the financial year ended 31<sup>st</sup> March, 2015 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rakesh Gupta (DIN 05166099), Director of the Company, who is liable to retire by rotation and being eligible, offers himself for re-appointment pursuant to the provisions of Section 152 of the Companies Act, 2013.
3. To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to Section 139 and other applicable provisions of Companies Act, 2013 and the Rules made thereunder, the appointment of M/s N. K. & Co., Chartered Accountants, New Delhi (Registration No. 009564N), who were appointed as Statutory Auditors of the Company at 29th Annual General Meeting held on 30th September, 2014, to hold office for a term of three years, i.e. , from the conclusion of 29th Annual General Meeting until the conclusion of 32nd Annual General Meeting of the Company, be and is hereby ratified and confirmed from the conclusion of 30th AGM of the Company till the conclusion of 31st AGM of the Company on such remuneration as may be agreed upon between the Board of Directors and the Statutory Auditors.”

#### **Special Business:**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re – enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mrs. Reena Gupta (DIN 06966728), who was appointed as an Additional Director of the Company in terms of Section 161(1) of the Companies Act, 2013 with effect from 31st March 2015 and whose terms of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the date of this Annual General Meeting.”

5. 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 Section 149, 150, 152 and any applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re – enactment thereof for the time being in force), read with Schedule IV to the Companies Act, 2013, Mr. Shatrughan Sahu (DIN 00343726), who was appointed as an Additional Director of the Company in terms of Section 161(1) of the Companies Act, 2013 with effect from 24<sup>th</sup> July, 2015 and whose terms of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her

candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the date of this Annual General Meeting.”

**For and on Behalf of the Company**

**Date: 03<sup>rd</sup> September, 2015**  
**Place: New Delhi**

**Balbir Singh Syan**  
**Chairman**  
**DIN: 00027438**

**Notes:**

1. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 (the Act), relating to the Special Business to be transacted at the meeting is annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.  
  
A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act proxy for any other person or member.
3. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send at the Registered Office of the Company, a duly certified copy of the Board Resolution, authorising their representative to attend and vote on their behalf at this General Meeting.
4. Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to keep the information ready at the meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 24<sup>th</sup> September, 2015 to Wednesday, 30<sup>th</sup> September, 2015 (both days inclusive) for the purpose of the AGM.
6. Members / Proxies should fill-in the attendance slip for attending the Meeting and bring their attendance slip along with their copy of the Annual Report to the Meeting.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.
8. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.
9. The members are requested to intimate changes, if any, in their registered address to the Registrar & Share Transfer Agents for shares held in physical form & to their respective Depository participants for shares held in electronic form.
10. All documents referred to in the accompanying Notice are opened for inspection at the Registered Office of the Company on all working days, except Sunday between 2 P.M. to 4 P.M. upto the date of the Annual General Meeting.
11. Members are requested :
  - i) To quote their folio Nos. in all correspondence.
  - ii) To note that no gifts will be distributed at the meeting.
  - iii) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

12. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc from the Company electronically.
13. In terms of Section 72 of the Companies Act, 2013, a Member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Member(s) desirous of availing this facility may submit nomination in the prescribed Form SH – 13 to the Company/RTA in case shares are held in Physical form, and to their respective depository participant, if held in electronic form.
14. Members holding shares in demat form are requested to submit their Permanent Account Number (PAN) to their respective Depository Participant and those holding shares in physical form are requested to submit their PAN details to the company / RTA in order to comply with the SEBI guidelines.
15. Pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the e-voting facility to the members to exercise their right to vote by electronic means. The Company has fixed 23<sup>rd</sup> September, 2015 as a cut – off date to record the entitlement of the shareholders to cast their vote electronically at the 30<sup>th</sup> Annual General Meeting (AGM) by electronic means under the Companies Act, 2013 and rules made thereunder. Consequently, the same cut off date, i.e., 23<sup>rd</sup> September, 2015 would record entitlement of the shareholders, who do not cast their vote electronically, to cast their vote at the 30<sup>th</sup> AGM on 30th September, 2015.

The e-voting period will commence at 09.00 A.M. on 27<sup>th</sup> September, 2015 and will end at 05.00 P.M. on 29<sup>th</sup> September, 2015. The Company has appointed Mr. Ashish Kumar Friends (Membership No. FCS –5129 & CP No. 4056), Company Secretary in Practice to act as Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given as Annexure to the Notice.

The Company has engaged the services of MAS Services Limited and NSDL as the Authorised Agencies to provide e-voting facilities.

**For and on Behalf of the Company**

**Date: 03<sup>rd</sup> September, 2015**  
**Place: New Delhi**

**Balbir Singh Syan**  
**Chairman**  
**DIN: 00027438**

## **ANNEXURE TO THE NOTICE**

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

#### **Item No. 4**

Pursuant to the provisions of Section 149 of the Companies Act, 2013, which came into effect from 01st April, 2014 and Rules framed thereunder, every listed public company is required to have atleast one Woman Director.

Mrs. Reena Gupta was appointed as an Additional Director on the Board of Directors w.e.f. 31/03/2015 and her term of office expires at the ensuing Annual General Meeting. The Board has recommended the appointment of Ms. Reena Gupta as a Woman Director of the Company. The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member alongwith deposit of requisite amount proposing her candidature for the office of Director.

Ms. Reena Gupta has also given her consent to act as a Director of the Company and has confirmed that she is not disqualified to act as a Director. In the opinion of the Board, Ms. Reena Gupta fulfils the conditions specified in the Act and the Rules framed there under for her appointment as a Woman Director of the Company.

Mrs. Reena Gupta has given a declaration to the Board that she meets the criteria of Independence as provided under Section 149(6) of the Act. In the opinion of the Board, Mrs Reena Gupta fulfils the conditions specified in the Act and the Rules framed there under for the appointment as Independent Director and she is Independent of the management. Copies of the draft letter for appointment of Mrs. Reena Gupta would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mrs. Reena Gupta as an Independent Director is now being placed before the members for their approval

A brief profile of Ms. Reena Gupta is given below:

Mrs. Reena Gupta, is a Bachelor of Arts from prestigious University and she has also obtained diploma in textiles. She has extensive experience of almost 03 years in the field of textiles and various aspects of management, viz., the field of marketing, finance, accounts, taxation and general administration.

At present, Mrs. Reena Gupta is not a Director in any other Company.

Ms. Reena Gupta does not hold by herself or for any other person on a beneficiary basis, any shares in the Company as per declaration given by her.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Reena Gupta as an Independent Woman Director of the Company.

Except Ms. Reena Gupta, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution set out in Item No. 4. The Board of Directors recommends the resolution for approval by the members.

#### Item No. 5

Pursuant to the provisions of Section 149, 150 & 152 of the Companies Act, 2013, which came into effect from 01st April, 2014 and Rules framed thereunder, every listed public company is required to have Independent Directors on its Board.

Mr. Shatrughan Sahu was appointed as an Additional Director on the Board of Directors w.e.f. 24/07/2015 and his term of office expires at the ensuing Annual General Meeting. The Board has recommended the appointment of Mr. Shatrughan Sahu as an Independent Director a term of five years from the date of his appointment. The Company has received a notice in writing under Section 160 of the Companies Act, 2013 alongwith deposit of requisite amount proposing his candidature for the office of Director.

Mr. Shatrughan Sahu has also given his consent to act as a Director of the Company and has confirmed that he is not disqualified to act as a Director. In the opinion of the Board, Mr. Shatrughan Sahu fulfils the conditions specified in the Act and the Rules framed there under for his appointment as an Independent Director.

Mr. Shatrughan Sahu has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act. In the opinion of the Board, Mr. Shatrughan Sahu fulfils the conditions specified in the Act and the Rules framed there under for the appointment as Independent Director and he is Independent of the management. Copies of the draft letter for appointment of Mr. Shatrughan Sahu would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Shatrughan Sahu as an Independent Director is now being placed before the members for their approval.

A brief profile of Mr. Shatrughan Sahu is given below:

Mr. Shatrughan Sahu, aged 39 years, is a Bachelor of Commerce from prestigious Delhi University. He has extensive experience of almost 15 Years in various aspects of management, viz., the field of marketing, finance, accounts, taxation, corporate secretarial matters and general administration. He has always demonstrated a certain dynamism and foresight seen in the most pragmatic of professional.

At present, Mr. Shatrughan Sahu is a Director in the following public limited companies:

| Sl. No. | Directorships in other Public Companies | Committee Membership/Chairmanship |     |
|---------|-----------------------------------------|-----------------------------------|-----|
| 1       | Heritage Corporate Services Limited     | Nil                               | Nil |
| 2       | Kameshwari Buildwell Limited            | Nil                               | Nil |

Mr. Shatrughan Sahu does not hold by himself or for any other person on a beneficiary basis, any shares in the Company as per declaration given by him.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Shatrughan Sahu as an Independent Director of the Company.

Except Mr. Shatrughan Sahu, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution set out in Item No. 5. The Board of Directors recommends the resolution for approval by the members.

**For and on Behalf of the Company**

**Date: 03<sup>rd</sup> September, 2015**  
**Place: New Delhi**

**Balbir Singh Syan**  
**Chairman**  
**DIN: 00027438**

### **VOTING THROUGH ELECTRONIC MEANS**

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the AGM of the Company along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com>.

**The e-voting period commences on September 27, 2015 (09:00 A.M.) and ends on September 29, 2015 (5:00 P.M.).** During this period shareholders of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

**The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on, Wednesday, September 23, 2015.**

The procedure to login to e-Voting website is given below:

Instructions for e-Voting-

1. The Notice of the 30<sup>th</sup> Annual General Meeting (AGM) of the Company inter-alia indicating the process and manner of e-Voting is being sent to all the Members.
2. NSDL shall be sending the User ID and Password to those Members whose shareholding is in the dematerialized format and whose e-Mail addresses are registered with the Company/Depository Participants. For Members who have not registered their e-Mail address, can use the details as provided in this document.
3. Open email and open PDF file viz; "Shashank Traders e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password /PIN for e-voting. Please note that the password is an initial password.
4. Launch internet browser by typing the following URL:<https://www.evoting.nsdl.com>
5. Click on Shareholder – Login
6. Put User ID and Password as provided in this document and click Login. If you are already registered with NSDL for e-Voting then you can use your existing User ID and Password for the Login.
7. If you are logging in for the first time, the Password change menu will appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

8. Once the home page of e-voting opens. Click on e-voting: Active Voting Cycles.
9. Select "EVEN (Electronic Voting Event Number)" of Shashank Traders Limited.
10. Once you enter the Cat Vote page will open. Now you are ready for e-voting.
11. Cast your Vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
12. Upon confirmation, the message "Vote cast successfully" will be displayed.
13. Once you have voted on the resolution, you will not be allowed to modify your vote.
14. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter etc. together with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at [csakf1975@gmail.com](mailto:csakf1975@gmail.com) with a copy marked to [info@shashankinfo.in](mailto:info@shashankinfo.in) and [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that login to e-Voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through "Forget Password" option available on the site to reset the same.

#### General Instructions:

1. In case of any queries, you may refer the Frequently Asked Question (FAQs) for Shareholders and e-voting user manual for Shareholders available to the Downloads section of <https://www.evoting.nsdl.com>
2. You can also update your mobile number and e-mail id in the profile details of the folio which may be used for sending future communication(s).
3. The e-voting period commences on Sunday, September 27, 2015 (09:00 A.M. IST) and ends on Tuesday, September 29, 2015 (05:00 P.M. IST). 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 Wednesday, September 23, 2015 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
4. 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 September 23, 2015.
5. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding either in physical form or in dematerialized form, as on the cut-off date of Wednesday, September 23, 2015 and not casting their vote electronically, may only cast their vote at the 30<sup>th</sup> Annual General Meeting.
6. Mr. Ashish Kumar Friends, Practicing Company Secretary (Membership No. FCS - 5129& CP No. 4056) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
7. The Scrutinizer shall immediately after the conclusion voting at the AGM, first count the voting cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and to submit the same to the Chairman of the AGM not later than three working days from the conclusion of the AGM.
8. The Results shall be declared forthwith after the submission of Consolidated Scrutinizer's Report either by Chairman of the Company or by any person authorized by him in writing and the resolutions shall be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions
9. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company [www.shashankinfo.in](http://www.shashankinfo.in) and on the website of NSDL immediately after the declaration of the results by the Chairman.

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## Director's Report

**Dear Members,**

Your Directors are delighted to present the 30<sup>th</sup> Annual Report of your Company together with the Audited Annual Accounts for the financial year ended 31<sup>st</sup> March, 2015.

### 1. Financial Results

The Financial Performance of your Company for the year ended March 31, 2015 is summarized below

(Amount in Rs. 000's)

| Particulars                                       | Financial Year ended         |                              |
|---------------------------------------------------|------------------------------|------------------------------|
|                                                   | 31 <sup>st</sup> March, 2015 | 31 <sup>st</sup> March, 2014 |
| Total Income                                      | 1975                         | 93                           |
| Total Expenditure                                 | 1882                         | 64                           |
| Profit before tax                                 | 93                           | 29                           |
| Provision for tax                                 | 18                           | 09                           |
| Deferred Tax Liabilities (Assets)                 | -                            | -                            |
| Profit after Tax                                  | 75                           | 20                           |
| Bonus shares issued to the Shareholders           | 20958                        | -                            |
| Profit/(Loss) b/f of previous year                | 21865                        | 21845                        |
| Balance of Profit/(Loss) carried to Balance Sheet | 982                          | 21865                        |
| Paid-up Share Capital                             | 30938                        | 9980                         |
| Reserves and Surplus                              | 1325                         | 22208                        |

### 2. Dividend

In view of insufficiency of profits, your Directors regret their inability to recommended dividend on equity shares for the year under review.

### 3. Reserves

In view of insufficiency of profits, no amount is proposed to be transferred to Reserves for the year under review.

### 4. Brief description of the Company's working during the year

During the year under review total revenue of the Company was Rs. 19,74,895/- as against Rs. Rs. 93,481/- in the previous year. The company earned a net profit (before tax ) of Rs. 75,050/- against a net profit (before tax )of Rs. 20,187/- during the previous year. Your Directors are putting in their best efforts to improve the profitability of the Company.

### 5. Change in the nature of business, if any

During the year, there is no change in the nature of business activity of the company.

### 6. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report



During the period between the end of the financial year of the company and the date of the report, there are no material changes and commitments which affect the financial position of the company.

**7. Details of significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and company's operations in future :**

During the year, there is no significant and material orders passed by the Regulators or Courts or Tribunals which impact the going concern status and company's operations in future.

**8. Details in respect of adequacy of internal financial controls with reference to the Financial Statements**

The Board has adopted policies and procedure for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its asset, the prevention and detection of fraud and error, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosure.

**9. Details of Subsidiary/Joint Ventures/Associate Companies**

The Company has no Subsidiary. During the year, no company has become or ceased as subsidiary/Joint-venture/Associate of the company.

**10. Performance and financial position of each of the subsidiaries, associates and joint venture companies included in the consolidated financial statement**

During the year, no consolidated financial statements have been prepared by the company as the Company has no subsidiary company.

**11. Deposits**

Your Company has not accepted any deposits from public within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014, during the year under review. The details relating to deposits, covered under Chapter V of the Act is as under-

|     |       |                                                                                                                                                                          |        |
|-----|-------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|
| (a) |       | accepted during the year                                                                                                                                                 | Rs Nil |
| (b) |       | remained unpaid or unclaimed as at the end of the year                                                                                                                   | Rs Nil |
| (c) |       | whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved | No     |
|     | (i)   | at the beginning of the year                                                                                                                                             | Rs Nil |
|     | (ii)  | maximum during the year                                                                                                                                                  | Rs Nil |
|     | (iii) | at the end of the year                                                                                                                                                   | Rs Nil |

**12. Auditors**

In accordance with the provisions of Section 139(1) of the Companies Act, 2013, the members had at the last Annual General Meeting held on 30th September, 2014 appointed M/s. N. K. & Co, Chartered Accountants, New Delhi, the Statutory Auditors of the Company (Registration No. 009564N), for three consecutive financial years, i.e. from the conclusion of the 29th AGM till the conclusion of the 32nd AGM of the shareholders of the Company. Section 139(1) further provides that the appointment of statutory auditors shall be placed before the members at every AGM for ratification.

They have confirmed that their appointment, if ratified, shall be in accordance with the provisions of Section 139(1) of the Act read with Companies (Audit and Auditors) Rules, 2014 and that they are not disqualified for their reappointment as Statutory Auditors of the Company. They have furnished a certificate of their eligibility and consent under Section 139(1) and 141 of the Companies Act, 2013 and the rules framed there under. They have also confirmed that they hold a valid peer review certificate as prescribed under Clause 41(1)(h) of the Listing Agreement.

Accordingly, a resolution seeking members' ratification for the continued appointment of M/s.N. K. & Co., Chartered Accountants, New Delhi, the Statutory Auditors of the Company is included at Item No. 3 of the Notice convening the AGM.

The Board recommends the aforesaid resolution for approval of members.

### 13. Auditors' Report:

The Auditor report does not contain any qualification, reservation or adverse remark.

### 14. Share Capital :

|          |                                                                                                                              |                                                                                                                                                                                                                     |
|----------|------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>A</b> | <b>Issue of equity shares with differential rights:</b>                                                                      | During the year, company has not issued any equity shares with differential rights.                                                                                                                                 |
| <b>B</b> | <b>Issue of sweat equity shares</b>                                                                                          | During the year, company has not issue any Sweat equity shares.                                                                                                                                                     |
| <b>C</b> | <b>Issue of employee stock options</b>                                                                                       | During the year, company has not issued employee stock options.                                                                                                                                                     |
| <b>D</b> | <b>Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees</b> | Rs Nil                                                                                                                                                                                                              |
| <b>E</b> | <b>Bonus Shares</b>                                                                                                          | During the year under review, the Company had issued 20,95,800 equity shares as bonus issue thereby increasing the paid up capital of the company to Rs. 3,09,38,000/- i.e. 30,93,800 equity shares of Rs. 10 each. |

### 15. Extract of the annual return (MGT-9):

The extract of the annual return in Form No. MGT-9 is annexed herewith (**Annexure 1.**).

### 16. Conservation of energy, technology absorption and foreign exchange earnings and outgo :

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

#### A) Conservation of energy:

The requirements of disclosures with regard to Conservation of Energy in terms of Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are not applicable to the Company since it doesn't own any manufacturing facility.

However, the company has undertaken various energy efficient practices which has strengthened the Company's commitment towards becoming an environment friendly organization. The Company makes all efforts towards conservation of energy, protection of environment and ensuring safety. As far as possible, company is utilizing alternate sources of energy.

**(B) Technology absorption:**

The business of the company is not technology driven. No technology has been imported. There is nothing to be disclosed on account of technology absorption.

**(C) Foreign exchange earnings and Outgo during the year:**

|                                                    | <b>Rs</b> |
|----------------------------------------------------|-----------|
| Foreign Exchange Earned in terms of actual inflows | Nil       |
| Foreign Exchange outgo in terms of actual outflows | Nil       |

**17. Corporate Social Responsibility (CSR) :**

In terms of section 135(1) of the Companies Act, 2013, the provisions of Corporate Social Responsibility are not applicable to the Company.

**18. DIRECTORS AND KEY MANAGERIAL PERSONNEL****A) Changes in Directors and Key Managerial Personnel****Appointment**

During the year under review, Ms. Priyanka Surinder Kapoor & Mr. Deepender Singh Negi, were appointed as Additional Directors on 22/10/2014. Further, Mrs. Reena Gupta was appointed as a Woman Director of the Company on 31.03.2015.

Mr. Shatrughan Sahu was appointed as Additional Director w.e.f. 24<sup>th</sup> July, 2015.

In the Board Meeting held on 31/03/2015, Mr. Manoj Kumar was appointed as Chief Executive Officer and Mr. Karan Bhatia was appointed as the Chief Financial Officer and Key Managerial Personnel of the Company.

**Cessation**

Mr. Ramamurthy, Mr. Pankaj Patodi & Mr. R. P. Sharma, Directors of the Company resigned from the Board with effect from 31.03.2015.

Further, Ms. Priyanka Surinder Kapoor & Mr. Deependra Singh Negi resigned from the Board w.e.f. 31/03/2015.

The Board places on records its deep appreciation for the valuable contribution made by them during their association with the Company.

**Retirement by Rotation**

In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. Rakesh Gupta, Director of the Company, retires by rotation at the forthcoming AGM, and being eligible, offers himself for re-appointment.

Considering the background and experience of Mr. Rakesh Gupta, the Board is of the opinion that his reappointment will immensely benefit your Company. The Board recommends his reappointment.

Brief resume of the Mr. Rakesh Gupta, Director of the Company who is proposed to be re-appointed is mentioned hereinbelow:

Mr. Rakesh Gupta is a Non-Executive Director of the Company. He joined the Board of Directors of the Company on 09.01.2012. He has been handling taxation and finance related matters with many years of work experience. He possesses vast experience in the field of taxation, accounting, banking, finance and corporate law matters.

He is not a Director in any other public limited company.

Mr. Rakesh Gupta, has no interest, directly or indirectly, in the capital of the Company and is not related to any of the Directors or the Promoters of the Company.

#### **B. Declaration by Independent Directors**

Your Company has received necessary declaration from each Independent Director of the Company under Section 149(6) of the Companies Act, 2013 read with Clause 49(II)(B) of Listing Agreement confirming that they met with the criteria of independence as prescribed under the aforesaid Section and Clause.

#### **C. Formal Annual Evaluation**

In compliance with the Companies Act, 2013 and Clause 49 of the Listing Agreement, during the year, the Board adopted a formal mechanism for evaluating its performance as well as that of its Committees and Individual Directors including the Chairman of the Board.

The evaluation of Independent Directors was carried out by the entire Board and that of the Chairman and Non – Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

#### **19. Number of meetings of the Board of Directors**

During the year under review, Seven Board Meetings were held on 12<sup>th</sup> May, 2014, 29<sup>th</sup> May, 2014, 04<sup>th</sup> August, 2014, 03<sup>rd</sup> September, 2014, 05<sup>th</sup> November, 2014, 14<sup>th</sup> February, 2015 and 31<sup>st</sup> March, 2015.

#### **20. Committees of the Board**

During the year under, in accordance with the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board reconstituted some of its Committees. The Committees are as follows:

\* Audit Committee

\* Nomination and Remuneration Committee

#### **21. Board Evaluation**

The Companies Act, 2013 provides that a formal annual evaluation needs to be made by the Board of its own performance and that of its Committees and individual directors. Schedule IV of the Companies Act, 2013, states that the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The board of directors has carried out an annual evaluation of its own performance, Board Committees and individual directors pursuant to the provisions of the Companies Act, 2013.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the Committee members on the basis of the criteria such as the composition of committees, effectiveness of Committee meetings, etc.

The Board and the Nomination and Remuneration Committee (“NRC”) reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of Independent Directors, performance of non-Independent Directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

**22. Policy On Directors' Appointment And Remuneration**

Your Company has a policy to have an appropriate mix of executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management.

The policy of the Company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a Director, and other matters provided under sub-Section (3) of Section 178 of the Companies Act, 2013, adopted by the Board, is attached as **Annexure – 2** to the Board Report. Further the remuneration paid to the Directors is as per the terms laid out in the nomination and remuneration policy of the Company.

**23. Risk management policy and Internal Control:**

The Company has adopted a Risk Management Policy duly approved by the Board in its meeting held on 14.02.2015 and also has in place a mechanism to identify access, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

**24. Whistle Blower Policy and Vigil Mechanism**

Your Company has established a "Whistle Blower Policy" and Vigil Mechanism for directors and employees to report to the appropriate authorities concerns about the unethical behavior actual or suspected, fraud or violation of the Company's code of conduct policy and provides safeguards against victimization of employees who avail the mechanism and also provide for direct access to the Chairman of the Audit Committee. The said policy has been uploaded on the website of the company. The same can be accessed at the [www.shashankinfo.in](http://www.shashankinfo.in).

**25. Particulars of loans, guarantees or investments under section 186**

Particulars and details of loan given, investments made or guarantees given and securities provided, if any, are given in the Notes to the Financial Statements.

**26. Contracts and arrangements with related parties**

During the year under review, no contracts/arrangements/transactions, has been entered by the company with related parties.

However, as a matter of Company's policy, all contracts/arrangements/transactions, if any, which will be entered by the company with related parties would be in the ordinary course of business and on an arm's length basis and details and prescribed particulars of all such transactions (if any), will be contained in the Notes to the Financial Statements

**27. Secretarial Audit Report**

In terms of Section 204(1) of the Companies Act, 2013 and the rules made thereunder, M/s A. K. Friends & Co. was appointed as the Secretarial Auditor to undertake the Secretarial Audit of the Company for the F.Y. 2014-15. The report of the Secretarial Audit in Form No. MR -3 is annexed to and forms part of this Report as per **Annexure - 3**

There are no qualifications, reservations, adverse remarks or disclaimers given by the Secretarial Auditor in the Report.

## 28. Corporate Governance

Your Company comply with the various provisions of the Listing Agreement diligently. However, since the paid up capital of the Company is much beyond less than the limits prescribed under Clause 49 of the Listing Agreement, the provisions of Clause 49 of the Listing Agreement related to Corporate Governance are not applicable to the Company.

## 29. Directors' Responsibility Statement

Pursuant to the provisions contained in Section 134(3)(c) & 134(5) of the Companies Act, 2013, the Board to the best of its knowledge and belief confirm that:

- (a) in the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2015, the applicable accounting standards read with requirements set out under schedule III to the Act, have been followed and no material departures have been made from the same;
- (b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors have prepared the annual accounts on a going concern basis;
- (e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and operating efficiently; and
- (f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## 30. Particulars Of Employees

There are no employees employed throughout the financial year who were in receipt of remuneration of Rs. 60 Lacs or more or employed for part of the year who were in receipt of remuneration of Rs. 5 lacs or more a month under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Remuneration) Rules, 2014.

Disclosure u/s 197(12) and Rule 5(1) of the Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed herewith as **Annexure – 4**.

## 31. Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 read with Rules thereunder.

Pursuant to the provisions of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 read with Rules thereunder, the Company has not received any complaint of sexual harassment during the year under review.

## 32. Human Resources

Your Company treats its "human resources" as one of its most important assets. We focus on all aspects of the employee lifecycle. This provides holistic experience for the employees as well. During their tenure at the Company, employees are motivated through various skill development programs. We create effective dialogue through our communication channels to ensure effective dialogue through our communication channels to ensure that feedback reach the relevant team, including leadership.

Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

**33. Segment-wise performance**

The Company is into single reportable segment only.

**34. Acknowledgements**

Your Directors are grateful to the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India, the Stock Exchanges and other regulatory authorities for their valuable guidance and support and wish to express their sincere appreciation for their continues co-operation and assistance. We look forward for their continued support in future.

Your directors would like to express their sincere appreciation for the assistance and cooperation received from banks, customers, vendors, Government, members and employees during the year under review.

Finally, the Directors thank you for your continued trust and support.

**For and On Behalf of the Board**

**Balbir Singh Syan  
Chairman  
DIN 00027438**

**Place : New Delhi  
Date : 03<sup>rd</sup> September, 2015**







|                                                                                  |   |        |        |       |           |        |           |       |       |
|----------------------------------------------------------------------------------|---|--------|--------|-------|-----------|--------|-----------|-------|-------|
| a) Bodies Corp.                                                                  |   |        |        |       |           |        |           |       |       |
| i) Indian                                                                        |   | 10000  | 10000  | 1.00  | 1,147,000 | -      | 1,147,000 | 37.07 | 36.07 |
| ii) Overseas                                                                     | - | -      | -      | -     | -         | -      | -         | -     | -     |
| b) Individuals                                                                   |   |        |        |       |           |        |           |       |       |
| i) Individual shareholders holding nominal share capital up to Rs. 1 lakh        | - | 242000 | 242000 | 24.25 | 300       | 750200 | 750500    | 24.56 | 0.31  |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | - | -      | -      | -     | 371700    | -      | 371700    | 12.01 | 12.01 |
| c) Others (specify)                                                              | - | -      | -      | -     | -         | -      | -         | -     | -     |
| <b>Sub-total (B)(2):-</b>                                                        | - | 252000 | 252000 | 25.25 | 1519000   | 750200 | 2269200   | 73.35 | 48.1  |
| Total Public Shareholding (B)=(B)(1)+ (B)(2)                                     | - | 252000 | 252000 | 25.25 | 1519000   | 750200 | 2269200   | 73.35 | 48.1  |
| <b>C. Shares held by Custodian for GDRs &amp; ADRs</b>                           | - | -      | -      | -     | -         | -      | -         | -     | -     |
| <b>Grand Total (A+B+C)</b>                                                       | - | 998000 | 998000 | 100   | 2343600   | 750200 | 3093800   | 100   | -     |

**II) Shareholding of Promoter-**

| Sl. No. | Shareholder's Name                                    | Shareholding at the beginning of the year [As on 1st-April-2014] |                                  |                                                  | Shareholding at the end of the year [As on 31st-March-2015] |                                  |                                                  | % change in shareholding during the year |
|---------|-------------------------------------------------------|------------------------------------------------------------------|----------------------------------|--------------------------------------------------|-------------------------------------------------------------|----------------------------------|--------------------------------------------------|------------------------------------------|
|         |                                                       | No. of Shares                                                    | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares                                               | % of total Shares of the company | % of Shares Pledged / encumbered to total shares |                                          |
| 1       | K.K. Modi Investment and Financial Services Pvt. Ltd. | 746000                                                           | 74.75                            | -                                                | 824600                                                      | 26.65                            | -                                                | (53.3)                                   |
|         | <b>Total</b>                                          | <b>746000</b>                                                    | <b>74.75</b>                     | <b>-</b>                                         | <b>824600</b>                                               | <b>26.65</b>                     | <b>-</b>                                         | <b>(53.3)</b>                            |

**iii) Change in Promoters' Shareholding (please specify, if there is no change): Not Applicable**

| Sl. No. | Particulars                                                                            | Shareholding at the beginning of the year [As on 1st-April-2014] |                                  | Cumulative Shareholding during the year (1st-April-2014 to 31 <sup>st</sup> -March, 2015) |                                  |
|---------|----------------------------------------------------------------------------------------|------------------------------------------------------------------|----------------------------------|-------------------------------------------------------------------------------------------|----------------------------------|
|         |                                                                                        | No. of shares                                                    | % of total shares of the company | No. of shares                                                                             | % of total shares of the company |
|         | K.K. Modi Investment and Financial Services Pvt. Ltd.                                  |                                                                  |                                  |                                                                                           |                                  |
|         | At the beginning of the year                                                           | 746000                                                           | 74.75                            | -                                                                                         | -                                |
|         | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the | 78600                                                            | 2.54                             | -                                                                                         | -                                |

|  |                                                                                                                               |        |       |        |       |
|--|-------------------------------------------------------------------------------------------------------------------------------|--------|-------|--------|-------|
|  | reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):<br>Purchase of Shares as on 31.03.2015 |        |       |        |       |
|  | At the end of the year                                                                                                        | 824600 | 26.65 | 824600 | 26.65 |

**iv) Shareholding Pattern of top ten Shareholders:  
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

| Sl. No.                         | For Each of the Top 10 Shareholders                                                                                                                                                                        | Shareholding at the beginning of the year [As on 1st-April-2014] |                                  | Cumulative Shareholding during the Year (1st-April-2014 to 31 <sup>st</sup> -March, 2015) |                                  |
|---------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------|----------------------------------|-------------------------------------------------------------------------------------------|----------------------------------|
|                                 |                                                                                                                                                                                                            | No. of shares                                                    | % of total shares of the company | No. of shares                                                                             | % of total shares of the company |
| <b>1.M/s. Satya Devi</b>        |                                                                                                                                                                                                            |                                                                  |                                  |                                                                                           |                                  |
|                                 | At the beginning of the year                                                                                                                                                                               | 2000                                                             | 0.20                             |                                                                                           |                                  |
|                                 | Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)<br>Purchase of shares as on 31.05.2015  | 4200                                                             | 0.42                             | Nil                                                                                       | Nil                              |
|                                 | At the end of the year                                                                                                                                                                                     | 6200                                                             | 0.62                             | 6200                                                                                      | 0.62                             |
| <b>2. Mr. Sanjay Chaturvedi</b> |                                                                                                                                                                                                            |                                                                  |                                  |                                                                                           |                                  |
|                                 | At the beginning of the year                                                                                                                                                                               | 2000                                                             | 0.20                             |                                                                                           |                                  |
|                                 | Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)<br>Purchase of Shares as on 31.03.2015  | 4200                                                             | 0.42                             |                                                                                           |                                  |
|                                 | At the end of the year                                                                                                                                                                                     | 6200                                                             | 0.62                             | 6200                                                                                      | 0.62                             |
| <b>3.Mr. Ram Dhari Gupta</b>    |                                                                                                                                                                                                            |                                                                  |                                  |                                                                                           |                                  |
|                                 | At the beginning of the year                                                                                                                                                                               | 2000                                                             | 0.20                             |                                                                                           |                                  |
|                                 | Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):<br>Purchase of Shares as on 31.03.2015 | 4200                                                             | 0.42                             |                                                                                           |                                  |
|                                 | At the end of the year                                                                                                                                                                                     | 6200                                                             | 0.62                             | 6200                                                                                      | 0.62                             |
| <b>4.Mr. Rajesh Kumar Gupta</b> |                                                                                                                                                                                                            |                                                                  |                                  |                                                                                           |                                  |
|                                 | At the beginning of the year                                                                                                                                                                               | 2000                                                             | 0.20                             |                                                                                           |                                  |
|                                 | Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)<br>Purchase of Shares as on 31.03.2015  | 4200                                                             | 0.42                             |                                                                                           |                                  |
|                                 | At the end of the year                                                                                                                                                                                     | 6200                                                             | 0.62                             | 6200                                                                                      | 0.62                             |
| <b>5.Mr. Rajesh Kumar</b>       |                                                                                                                                                                                                            |                                                                  |                                  |                                                                                           |                                  |
|                                 | At the beginning of the year                                                                                                                                                                               | 2000                                                             | 0.20                             |                                                                                           |                                  |
|                                 | Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)<br>Purchase of Shares as on 31.03.2015  | 4200                                                             | 0.42                             |                                                                                           |                                  |
|                                 | At the end of the year                                                                                                                                                                                     | 6200                                                             | 0.62                             | 6200                                                                                      | 0.62                             |
| <b>6.Mr. Rajeev Goyal</b>       |                                                                                                                                                                                                            |                                                                  |                                  |                                                                                           |                                  |

|                                               |                                                                                                                                                                                                           |         |        |         |        |
|-----------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------|--------|---------|--------|
|                                               | At the beginning of the year                                                                                                                                                                              | 2280    | 0.23   |         |        |
|                                               | Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)<br>Purchase of Shares as on 31.03.2015 | 4788    | 0.48   | Nil     | Nil    |
|                                               | At the end of the year                                                                                                                                                                                    | 7068    | 0.71   | 7068    | 0.71   |
| <b>7.Mr. Peeyush Aggarwal</b>                 |                                                                                                                                                                                                           |         |        |         |        |
|                                               | At the beginning of the year                                                                                                                                                                              | 2500    | 0.25   |         |        |
|                                               | Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)<br>Purchase of Shares as on 31.03.2015 | 5250    | 0.53   | Nil     | Nil    |
|                                               | At the end of the year                                                                                                                                                                                    | 7750    | 0.78   | 7750    | 0.78   |
| <b>8.Mr. Neter Prakash</b>                    |                                                                                                                                                                                                           |         |        |         |        |
|                                               | At the beginning of the year                                                                                                                                                                              | 2000    | 0.20   |         |        |
|                                               | Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)<br>Purchase of Shares as on 31.03.2015 | 4200    | 0.42   | Nil     | Nil    |
|                                               | At the end of the year                                                                                                                                                                                    | 6200    | 0.62   | 6200    | 0.62   |
| <b>9.Mr. Inder Mohan Malhotra</b>             |                                                                                                                                                                                                           |         |        |         |        |
|                                               | At the beginning of the year                                                                                                                                                                              | 2000    | 0.20   |         |        |
|                                               | Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)<br>Purchase of Shares as on 31.03.2015 | 4200    | 0.42   |         |        |
|                                               | At the end of the year                                                                                                                                                                                    | 6200    | 0.62   | 6200    | 0.62   |
| <b>10.M/s. Azure Products Private Limited</b> |                                                                                                                                                                                                           |         |        |         |        |
|                                               | At the beginning of the year                                                                                                                                                                              | 10000   | 1.00   | 10000   | 1.00   |
|                                               | Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)<br>Sale of Shares as on 31.03.2015     | (10000) | (1.00) | (10000) | (1.00) |
|                                               | At the end of the year                                                                                                                                                                                    | Nil     | Nil    | Nil     | Nil    |
| <b>11.M/s. Varprada Distributors</b>          |                                                                                                                                                                                                           |         |        |         |        |
|                                               | At the beginning of the year                                                                                                                                                                              | 10000   | 1.00   |         |        |
|                                               | Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)                                        | Nil     | Nil    | Nil     | Nil    |
|                                               | At the end of the year                                                                                                                                                                                    | 10000   | 1.00   |         |        |

## v) Shareholding of Directors and Key Managerial Personnel: Not Applicable\*

| Sl.No. | Shareholding of each Directors and each Key Managerial Personnel* | Shareholding at the beginning of the year [As on 1st-April-2014] |                                  | Cumulative Shareholding during the Year (1st-April-2014 to 31 <sup>st</sup> -March, 2015) |                                  |
|--------|-------------------------------------------------------------------|------------------------------------------------------------------|----------------------------------|-------------------------------------------------------------------------------------------|----------------------------------|
|        |                                                                   | No. of shares                                                    | % of total shares of the company | No. of shares                                                                             | % of total shares of the company |
|        | At the beginning of the year                                      | Nil                                                              | Nil                              | Nil                                                                                       | Nil                              |

|  |                                                                                                                                                                               |     |     |     |     |
|--|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|-----|-----|
|  | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.): | Nil | Nil | Nil | Nil |
|  | At the end of the year                                                                                                                                                        | Nil | Nil | Nil | Nil |

No Directors/KMP of the Company hold Shares in the Company as on 31.03.2015.

V) **INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

|                                                     | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|-----------------------------------------------------|----------------------------------|-----------------|----------|--------------------|
| Indebtedness at the beginning of the financial year |                                  |                 |          |                    |
| i) Principal Amount                                 | Nil                              | Nil             | Nil      | Nil                |
| ii) Interest due but not paid                       | Nil                              | Nil             | Nil      | Nil                |
| iii) Interest accrued but not due                   | Nil                              | Nil             | Nil      | Nil                |
| Total (i+ii+iii)                                    | Nil                              | Nil             | Nil      | Nil                |
| Change in Indebtedness during the financial year    |                                  |                 |          |                    |
| * Addition                                          | Nil                              | Nil             | Nil      | Nil                |
| * Reduction                                         | Nil                              | Nil             | Nil      | Nil                |
| Net Change                                          | Nil                              | Nil             | Nil      | Nil                |
| Indebtedness at the end of the financial year       |                                  |                 |          |                    |
| i) Principal Amount                                 | Nil                              | Nil             | Nil      | Nil                |
| ii) Interest due but not paid                       | Nil                              | Nil             | Nil      | Nil                |
| iii) Interest accrued but not due                   | Nil                              | Nil             | Nil      | Nil                |
| Total (i+ii+iii)                                    | Nil                              | Nil             | Nil      | Nil                |

#### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

##### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

| Sl.No. | Particulars of Remuneration                                                         | Name of MD/WTD/ Manager | Total Amount |
|--------|-------------------------------------------------------------------------------------|-------------------------|--------------|
| 1      | Gross salary                                                                        | Nil                     | Nil          |
|        | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | Nil                     | Nil          |
|        | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                             | Nil                     | Nil          |
|        | (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961             | Nil                     | Nil          |
| 2      | Stock Option                                                                        | Nil                     | Nil          |
| 3      | Sweat Equity                                                                        | Nil                     | Nil          |
| 4      | Commission<br>- as % of profit<br>- others, specify...                              | Nil                     | Nil          |
| 5      | Others, please specify                                                              | Nil                     | Nil          |
|        | Total (A)                                                                           | Nil                     | Nil          |
|        | Ceiling as per the Act                                                              | Nil                     | Nil          |

**B. Remuneration to other directors**

| Sl.No.. | Particulars of Remuneration                | Name of Directors |                       |                     | Total Amount |
|---------|--------------------------------------------|-------------------|-----------------------|---------------------|--------------|
|         |                                            | Ms. Reena Gupta   | Mr. Balbir Singh Syan | Mr. Shatrughan Sahu |              |
| 1       | Independent Directors                      | Nil               | Nil                   | Nil                 | Nil          |
|         | Fee for attending board committee meetings | Nil               | Nil                   | Nil                 | Nil          |
|         | Commission                                 | Nil               | Nil                   | Nil                 | Nil          |
|         | Others, please specify                     | Nil               | Nil                   | Nil                 | Nil          |
|         | Total (1)                                  | Nil               | Nil                   | Nil                 | Nil          |
| 2       | Other Non-Executive Directors              | Mr. Rakesh Gupta  |                       | Nil                 | Nil          |
|         | Fee for attending board committee meetings | Nil               | Nil                   | Nil                 | Nil          |
|         | Commission                                 | Nil               | Nil                   | Nil                 | Nil          |
|         | Others, please specify                     | Nil               | Nil                   | Nil                 | Nil          |
|         | Total (2)                                  | Nil               | Nil                   | Nil                 | Nil          |
|         | Total (B)=(1+2)                            | Nil               | Nil                   | Nil                 | Nil          |
|         | Total Managerial Remuneration              | Nil               | Nil                   | Nil                 | Nil          |
|         | Overall Ceiling as per the Act             | Nil               | Nil                   | Nil                 | Nil          |

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

| Sl.No. | Particulars of Remuneration                                                         | Key Managerial Personnel |     |     |       |
|--------|-------------------------------------------------------------------------------------|--------------------------|-----|-----|-------|
|        |                                                                                     | CEO                      | CS  | CFO | Total |
| 1      | Gross salary                                                                        | Nil                      | Nil | Nil | Nil   |
|        | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | Nil                      | Nil | Nil | Nil   |
|        | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                             | Nil                      | Nil | Nil | Nil   |
|        | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961              | Nil                      | Nil | Nil | Nil   |
| 2      | Stock Option                                                                        | Nil                      | Nil | Nil | Nil   |
| 3      | Sweat Equity                                                                        | Nil                      | Nil | Nil | Nil   |
| 4      | Commission                                                                          | Nil                      | Nil | Nil | Nil   |
|        | - as % of profit                                                                    | Nil                      | Nil | Nil | Nil   |
|        | others, specify...                                                                  | Nil                      | Nil | Nil | Nil   |
| 5      | Others, please specify                                                              | Nil                      | Nil | Nil | Nil   |
|        | Total                                                                               | Nil                      | Nil | Nil | Nil   |

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

| Type              | Section of the Companies Act | Brief Description | Details of Penalty / Punishment/ Compounding fees imposed | Authority [RD / NCLT/ COURT] | Appeal made, if any (give Details) |
|-------------------|------------------------------|-------------------|-----------------------------------------------------------|------------------------------|------------------------------------|
| <b>A. COMPANY</b> |                              |                   |                                                           |                              |                                    |
| Penalty           |                              |                   |                                                           |                              |                                    |

|                                     |             |
|-------------------------------------|-------------|
| <b>Punishment</b>                   | <b>NONE</b> |
| <b>Compounding</b>                  |             |
| <b>B. DIRECTORS</b>                 |             |
| <b>Penalty</b>                      | <b>NONE</b> |
| <b>Punishment</b>                   |             |
| <b>Compounding</b>                  |             |
| <b>C. OTHER OFFICERS IN DEFAULT</b> |             |
| <b>Penalty</b>                      | <b>NONE</b> |
| <b>Punishment</b>                   |             |
| <b>Compounding</b>                  |             |

## **NOMINATION & REMUNERATION POLICY**

### **1. Introduction**

Pursuant to Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board of Directors of had constituted the Nomination and Remuneration Committee. The Company considers human resources as its invaluable assets. This policy on nomination and remuneration of Directors, Key Managerial Personnel (KMPs) and other employees has been formulated in terms of the provisions of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 the listing agreement, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

### **2. Objective and purpose of the policy**

The objectives and purpose of this policy are:

- 2.1 To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a Director (Executive / Non-Executive) and recommend to the Board policies relating to the remuneration of the Directors, Key Managerial Personnel and other employees. This includes, reviewing and approving corporate goals and objectives relevant to the compensation of the Chief Executive Officer ("CEO"), evaluating the CEO's performance in light of those goals and objectives, and either as a committee or together with the other independent directors (as directed by the board), determine and approve the CEO's compensation level based on this evaluation; and making recommendations to the board with respect to non-CEO executive officer compensation, and incentive-compensation and equity-based plans that are subject to board approval;
- 2.2 The policy also addresses the following items: Committee member qualifications; Committee member appointment and removal; Committee structure and operations; and Committee reporting to the Board.
- 2.3 To formulate the criteria for evaluation of performance of all the Directors on the Board;
- 2.4 To devise a policy on Board diversity; and
- 2.5 To lay out remuneration principles for employees linked to their effort, performance and achievement relating to the Company's goals.

### **Definitions**

- 'Board' means Board of Directors of the Company.
- 'Directors' means Directors of the Company.
- 'Committee' means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, in accordance with the Act and applicable listing agreements and/or regulations.
- 'Company' means Shashank Traders Limited.
- 'Independent Director' means a Director referred to in Section 149(6) of the Companies Act, 2013 and rules.
- 'Key Managerial Personnel (KMP)' means-
  - (i) the Managing Director or the Chief Executive Officer or the manager and in their absence, a Whole-time Director;



- (ii) the Company Secretary; and
- (iii) the Chief Financial Officer

Senior Management means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the Executive Directors, including the functional heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 and Listing Agreement as may be amended from time to time shall have the meaning respectively assigned to them therein.

### **General**

This Policy is divided in three parts: -

Part – A covers the matters to be dealt with and recommended by the Committee to the Board;

Part – B covers the appointment and nomination; and

Part – C covers remuneration and perquisites etc.

This policy shall be included in the Report of the Board of Directors.

### **Part – A**

#### **Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee**

The following matters shall be dealt by the Committee:-

##### **(a) Size and composition of the Board:**

Periodically reviewing the size and composition of the Board to ensure that it is structured to make appropriate decisions, with a variety of perspectives and skills, in the best interests of the Company as a whole and ensure compliance of various provision of applicable laws and listing agreement;

##### **(b) Directors:**

Formulate the criteria determining qualifications, positive attributes and independence of a Director and recommending candidates to the Board, when circumstances warrant the appointment of a new Director, having regard to the range of skills, experience and expertise, on the Board and who will best complement the Board;

##### **(c) Succession plans:**

Establishing and reviewing Board and senior executive succession plans in order to ensure and maintain an appropriate balance of skills, experience and expertise on the Board and Senior Management;

##### **(d) Evaluation of performance:**

Make recommendations to the Board on appropriate performance criteria for the Directors.

Formulate the criteria and framework for evaluation of performance of every Director on the Board of the Company.

Identify ongoing training and education programs for the Board to ensure that Non-Executive Directors are provided with adequate information regarding the options of the business, the industry and their legal responsibilities and duties.

##### **(e) Remuneration framework and policies:**

The Committee is responsible for reviewing and making recommendations to the Board on:

- (i) the remuneration of the Managing Director, Whole-time Directors and KMPs
- (ii) the total level of remuneration of Non-Executive Directors and for individual remuneration for Non-Executive Directors and the Chairman, including any additional fees payable for membership of

Board committees;

- (iii) the remuneration policies for all employees including KMPs, senior management and other employees including base pay, incentive payments, equity awards, retirement rights and service contracts having regard to the need to
- (iv) attract and motivate talent to pursue the Company's long term growth;
- (v) demonstrate a clear relationship between executive compensation and performance; and
- (vi) be reasonable and fair, having regard to best governance practices and legal requirements.
- (vii) The Company's superannuation arrangements and compliance with relevant laws and regulations in relation to superannuation arrangements; and
- (viii) the Company's remuneration reporting in the financial statements.

## **PART – B**

### **Policy for appointment and removal of Director, KMPs and Senior Management**

#### **I. Appointment criteria and qualifications**

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or senior management level and recommend to the Board his / her appointment.
2. A person to be appointed as Director, KMP or senior management level should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
3. A person, to be appointed as Director, should possess impeccable reputation for integrity, deep expertise and insights in sectors / areas relevant to the Company, ability to contribute to the Company's growth, complementary skills in relation to the other Board members.
4. The Company shall not appoint or continue the employment of any person as Managing Director / Executive Director who has attained the age of seventy years and shall not appoint Independent Director who is below age of 21 years. Provided that the term of the person holding this position may be extended at the discretion of the committee beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond Seventy years as the case may be.
5. A whole-time KMP of the Company shall not hold office in more than one company except in its subsidiary company at the same time. However, a whole-time KMP can be appointed as a Director in any company, with the permission of the Board of Directors of the Company.

#### **II. Term / Tenure**

##### **1. Managing Director / Whole-time Director**

The Company shall appoint or re-appoint any person as its Managing Director and CEO or Whole-time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

##### **2. Independent Director**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity,

either directly or indirectly.

At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time (Executive) Director of a listed company.

### III. Retirement

The Whole-time Directors, KMP and senior management personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Whole-time Directors, KMP and senior management personnel in the same position / remuneration or otherwise, even after attaining the retirement age, for the benefit of the Company with the approval of shareholders by passing a special resolution at the general meeting of the Company.

## PART – C

### Policy relating to the remuneration for Directors, KMPs and other employees

#### A. General

1. The remuneration / compensation / commission etc. to Directors will be determined by the Committee and recommended to the Board for approval.
2. The remuneration and commission to be paid to the Managing Director shall be in accordance with the provisions of Chapter xiii of the Companies Act, 2013 read with schedule v, and the rules made thereunder.
3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managing Director.
4. Where any insurance is taken by the Company on behalf of its Managing Director, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

#### B. Remuneration to KMPs and other employees

The policy on remuneration for KMPs and other employees is as below:-

##### 1. Fixed pay

The remuneration and reward structure for employees comprises two broad components - annual remuneration and long-term rewards. The Committee would determine the remuneration of the Directors and formulate guidelines for remuneration payable to the employees.

These guidelines are as under:

##### a) Annual remuneration

Annual remuneration refers to the annual compensation payable to the employees of the Company. This comprises two parts - a fixed component, and a performance-linked variable component based on the extent of achievement of the individual's objectives and performance of the business unit. Employee is required to determine his/her key result areas for that particular defined role. The performance-linked variable pay will be directly linked to the performance on individual components of the performance and the overall performance of the business. An employee's variable pay would, therefore, be directly dependent on key performance measures that represent the best interests of shareholders.

The objective is to set the total remuneration at levels to attract, motivate, and retain high-caliber, and high potential personnel in a competitive global market. The total remuneration level is to be reset annually based on a comparison with the relevant peer group globally, established through independent compensation surveys, from time to time.

**b) Long-term rewards**

Long-term rewards may be granted to eligible key employees based on their contribution to the performance of the Company, relative position in the organization, and length of service under the supervision and approval of the Committee.

The grant, vesting and other scheme details would be formulated from time to time.

These long-term reward schemes are implemented to attract and retain key talent in the industry.

**2. Minimum remuneration to Managing Director/ Chief Executive officer**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

**C. Remuneration to Non-Executive / Independent Directors**

**1. Remuneration**

The remuneration payable to each Non-Executive Director is based on the remuneration structure as determined by the Board, and is revised from time to time, depending on individual contribution, the Company's performance, and the provisions of the Companies Act, 2013 and the rules made there under.

The remuneration to the Non-executive Directors (including Independent Directors) may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

**2. Stock options**

The Independent Directors shall not be entitled to any stock option of the Company.

**Policy review**

This policy is framed based on the provisions of the Companies Act, 2013 and rules there under and the requirements of the clause 49 of the Equity Listing Agreement with the Stock Exchanges.

In case of any subsequent changes in the provisions of the Companies Act, 2013 or any other regulations which makes any of the provisions in the policy inconsistent with the Act or regulations, then the provisions of the Act or regulations would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with law.

This policy shall be reviewed by the Nomination and Remuneration Committee as and when any changes are to be incorporated in the policy due to change in regulations or as may be felt appropriate by the Committee. Any changes or modification on the policy as recommended by the Committee would be given for approval of the Board of Directors.

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2015

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To

The Members

**M/s Shashank Traders Limited**

702- A, Arunachal Building, 19,  
Barakhamba Road, Connaught Place  
Delhi -110001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Shashank Traders Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

We report that:

- a) Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion. We have not verified the correctness and appropriateness of the financial records and Books of the Company.
- c) Where ever required, we have obtained the Management representation about the compliances of laws, rules and regulations and happening of events etc. The compliance of the provisions of the Corporate and other applicable laws, rules, regulations, standards is the responsibility of management.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31 March, 2015 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

**(Secretarial Audit Report for F.Y 2014-2015 for M/s Shashank Traders Limited)**

- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): —

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28 October 2014;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.
- (vi) Indian Stamp Act, 1899;
  - (vii) Indian Contract Act, 1872;
  - (viii) Income Tax Act, 1961 and indirect tax laws;
  - (ix) Applicable Labour Laws; and
  - (x) Other applicable Laws;

Having regard to the compliance system prevailing in the Company and on the basis of presentation and Reports made by Compliance Auditors and Internal Auditors of the Company, we further report that the Company has adequate system to ensure the compliance of the other applicable laws specifically to the Company.

**(Secretarial Audit Report for F.Y 2014-2015 for M/s Shashank Traders Limited)**

We have also examined compliance with the applicable clauses of the following:

- Secretarial Standards issued by The Institute of Company Secretaries of India (have not notified hence not applicable to the Company during the audit period).
- Listing Agreements with Stock Exchanges in India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

We further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act; Further, few documents / records and/or returns are required to be updated / filed as per the various provisions of the Companies Act and other applicable Act, rules and regulations.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All decisions at Board Meetings and Committee Meetings are carried out by majority as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For Kundan Agrawal & Associates  
Company Secretaries**

**Place: Delhi  
Date: 30/05/2015**

**Kundan Agrawal  
Company Secretary  
Membership No. F7631  
C.P. No. 8325**

## Annexure - 4

**DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- i. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2014-15, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

| S. No. | Name of Director/KMP and Designation                      | Remuneration of Director/KMP for Financial Year 2014-15 (Rs. In Lacs) | % Increase in Remuneration in the Financial Year 2014-15 | Ratio of remuneration of each Director/ to median remuneration of employees | Comparison of the Remuneration of the KMP against the performance of the Company                                                    |
|--------|-----------------------------------------------------------|-----------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------|
| 1.     | Mr. Balbir Singh Syan<br>Non Executive Director           | NIL                                                                   | Not Applicable                                           | Not Applicable                                                              | Net Profit for the financial year 2014-15 is Rs.0.75 Lacs as compare to Net Profit of Rs. 0.20 Lacs for the financial year 2013-14. |
| 2.     | Mr. Rakesh Gupta<br>Non Executive Director                | NIL                                                                   | Not Applicable                                           | Not Applicable                                                              |                                                                                                                                     |
| 3.     | Mr. Sahtrughan Sahu<br>Non Executive Independent Director | Not Applicable                                                        | Not Applicable                                           | Not Applicable                                                              |                                                                                                                                     |
| 4.     | Mrs. Reena Gupta<br>Woman Director                        | Not Applicable                                                        | Not Applicable                                           | Not Applicable                                                              |                                                                                                                                     |
| 5.     | Mr. Manoj Kumar<br>CEO                                    | NIL                                                                   | NIL                                                      | Not Applicable                                                              | Net Profit for the financial year 2014-15 is Rs.0.75 Lacs as compare to Net Profit of Rs. 0.20 Lacs for the financial year 2013-14. |
| 6.     | Mr. Karan Bhatia<br>CFO                                   | NIL                                                                   | NIL                                                      | Not Applicable                                                              | Net Profit for the financial year 2014-15 is Rs.0.75 Lacs as compare to Net Profit of Rs. 0.20 Lacs for the financial year 2013-14. |

No sitting fee was paid to any of the Directors for attending Board Meeting/Committee Meetings.

- ii. In the financial year, there was no increase in the median remuneration of employees;
- iii. There was 1 permanent employee on rolls of Company as on March 31, 2015;
- iv. Relationship between average increase in remuneration and company performance – During the F.Y. 2014-15, there was no increase in remuneration. The company earned a net profit of Rs. 0.75 Lacs only for the financial year 2014-15, Further, there was no increase in median remuneration.
- v.



- a) Variations in the market capitalization of the Company : Since there is no trading in equity shares of the Company on any of the Exchanges where the Company is listed, it is not possible to figure out the market capitalization of the Company as on March 31, 2015 and on March 31, 2014.
  - b) Price Earnings ratio of Company Since there is no trading in equity shares of the Company on any of the Exchanges where the Company is listed, it is not possible to figure out the Price Earning Ratio of the Company as on March 31, 2015 and on March 31, 2014
  - c) The closing price of the Company's equity shares - Since there is no trading in equity shares of the Company on any of the Exchanges where the Company is listed, it is not possible to figure out the closing price of the Company's equity shares on March 31, 2015.
- 
- vi. The Key Parameters for any variable component of remuneration availed by the Directors – Please refer to the salient features of Remuneration Policy annexed and forming part of this Report.
  - vii. Average percentage in increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2014-15 was NIL
  - viii. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – Not Applicable; and
  - ix. It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
  - x. None of the employees of the Company are related to any Director of the Company.

## N. K. & Co.

CHARTERED ACCOUNTANTS  
207, IInd Floor, 1191-92/6, Naiwala, Karol Bagh, New Delhi-110005  
Tel.: (O) 28750143, 41548149 Mobile : 9313702192, 8130073152  
Email : [nareshfca@yahoo.co.in](mailto:nareshfca@yahoo.co.in)



Date.....

### **INDEPENDENT AUDITOR'S REPORT**

**The Members,  
SHASHANK TRADERS LIMITED  
NEW DELHI**

#### **Report on the Financial Statements**

We have audited the accompanying financial statements of **SHASHANK TRADERS LIMITED** New Delhi ("the Company"), which comprise the Balance Sheet as at March 31, 2015 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**

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position and financial performance and Cash Flow Statement of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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 have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. 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 financial control relevant to the Company's preparation of the financial statements that give true and fair view 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 Company's Directors, 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 on the financial statements.

#### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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, 2015;

- 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, 2015 ("the Order") Issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:-
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes 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 Company does not have any branch offices which are audited under Section 143(8) of the Act by branch auditors.
  - d) the Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account.
  - e) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - f) There are no observations or comments on the financial transactions or matters which may have any adverse effect on the functioning of the Company.
  - g) On the basis of written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
  - h) With respect to the other matters included in the Auditor's Report and to the best of our information and according to the explanations given to us :
    - i) As per information furnished to us, the Company does not have any pending litigations which would impact its financial position.
    - ii) As per information furnished to us, the Company does not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
  - iii). There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.

**For M/s. N. K. & Co.  
Chartered Accountants  
Firm Regn. No. 009564N**

**Place: New Delhi  
Dated : 30<sup>th</sup> May, 2015**

**(Naresh Kumar)  
Partner  
M. No. 088305**

**ANNEXURE TO THE AUDITORS' REPORT**

**M/s. SHASHANK TRADERS LIMITED**

Annexure to the Auditors Report of the **SHASHANK TRADERS LIMITED**  
(In respect of matters specified in paragraphs 3 & 4 of Companies (Auditor's Report) Order, 2015)

On the basis of such checks as we considered appropriate and in terms of the information and explanations given to us, we further state as under:

1. (a) The company has no fixed assets.  
(b) As the company does not have any fixed assets, the clause relating to physical verification of fixed assets at reasonable intervals by the management is not applicable.  
(c) As the company does not have any fixed assets, the clause relating to disposing off a substantial part of the fixed assets is not applicable.
2. (a) As explained by management, the inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.  
(b) In our opinion, the procedure of physical verification of inventories followed by the management is reasonable and adequate in relation to the size of the company and nature of its business.  
(c) The valuation of closing inventory is as per inventories taken and certified by the management.
3. (a) The company has not granted any loans, secured or unsecured, to the companies, firms or other parties covered in the register U/s. 189 of the Companies Act, 2013.  
(b) As the company has not granted any loans, the question of repayment does not arise.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control system commensurate with the size of the company and the nature of its business, for purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal controls.
5. The Company has not accepted any deposits from the public. Therefore, the directive issued by the Reserve Bank of India and the provision of section 73 to 76 or any other relevant provisions of the Companies Act, 2013, and the rules framed there under does not arise.
6. Maintenance of cost records has not been prescribed by the Central Government U/s. 148(1) of the Companies Act, 2013.
7. (a) As per information and record produced before us, the company is regular in depositing undisputed statutory dues within in the prescribed time to the appropriate authorities.  
(b) According to the information and explanation given to us, no undisputed amounts payable on account of income tax, wealth tax, service tax, sales tax, custom duty, excise duty and education cess as at 31.03.2015 for a period of more than six months from the date they become payable.  
(c) In our Opinion, there is no amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the companies Act, 1956 (1of 1956) and rules made there under has been transferred to such fund within time
8. The accumulated losses if any, of the company as at the end of the financial year are less than 50% of its net worth.
9. The company has not defaulted in repayment of dues to any financial institution or bank.
10. As per information furnished to us, the company has not given any guarantee for loans taken by others from bank or financial institution.
11. The company has not raised any term loan during the period.
12. According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

**For M/s. N. K. & Co.**  
**Chartered Accountants**  
**Firm Regn. No. 009564N**

**Place: New Delhi**  
**Dated : 30<sup>th</sup> May, 2015**

**(Naresh Kumar)**  
**Partner**  
**M. No. 088305**

**SHASHANK TRADERS LIMITED**

CIN: L52110DL1985PLC021076

Balance Sheet as at 31st March 2015

(Amount in Rs.)

| Particulars                                                      | Note No. | As at 31-03-2015 |                   | As at 31-03-2014 |                   |
|------------------------------------------------------------------|----------|------------------|-------------------|------------------|-------------------|
| <b>EQUITY AND LIABILITIES</b>                                    |          |                  |                   |                  |                   |
| <b>Shareholders' funds</b>                                       |          |                  |                   |                  |                   |
| Share capital                                                    | 2        | 30,938,000       |                   | 9,980,000        |                   |
| Reserves and surplus                                             | 3        | 1,325,270        | 32,263,270        | 22,208,220       | 32,188,220        |
| <b>Current liabilities</b>                                       |          |                  |                   |                  |                   |
| Other current liabilities                                        | 4        |                  | 429,572           |                  | 71,287            |
| <b>TOTAL</b>                                                     |          |                  | <b>32,692,842</b> |                  | <b>32,259,507</b> |
| <b>ASSETS</b>                                                    |          |                  |                   |                  |                   |
| <b>Non-current assets</b>                                        |          |                  |                   |                  |                   |
| Non-current investments                                          | 5        | 30,580,000       |                   | 31,827,262       |                   |
| Long term loans and advances                                     | 6        | -                | 30,580,000        | -                | 31,827,262        |
| <b>Current assets</b>                                            |          |                  |                   |                  |                   |
| Cash and cash equivalents                                        | 7        | 1,656,533        |                   | 267,575          |                   |
| Trade receivable                                                 | 8        | 327,750          |                   | 62,550           |                   |
| Other current assets                                             | 9        | 128,559          | 2,112,842         | 102,120          | 432,245           |
| Accompanying notes 1 to 16 form part of the financial statements |          |                  |                   |                  |                   |
| <b>TOTAL</b>                                                     |          |                  | <b>32,692,842</b> |                  | <b>32,259,507</b> |

As per our report of even date

For N. K. &amp; Co.

CHARTERED ACCOUNTANTS

FRN NO. : 009564N

For and on behalf of the Board of Directors

(NARESH KUMAR)

PARTNER

Membership No. 088305

Place : New Delhi

Dated : 30-05-2015

Balbir Singh Syan

Director

DIN No. 00027438

Reena Gupta

Director

DIN No. 06966728

Karan Bhatia  
CFO

**SHASHANK TRADERS LIMITED**

CIN: L52110DL1985PLC021076

Statement of Profit and loss for the year ended 31st March 2015

(Amount in Rs.)

| Particulars                                                         | Note | For the year ended<br>31st March 2015 | For the year ended<br>31st March 2014 |
|---------------------------------------------------------------------|------|---------------------------------------|---------------------------------------|
| <b>INCOME:</b>                                                      |      |                                       |                                       |
| Revenue from operations                                             | 10   | 1,974,895                             | 93,481                                |
| <b>Total Revenue</b>                                                |      | 1,974,895                             | 93,481                                |
| <b>EXPENSES:</b>                                                    |      |                                       |                                       |
| Employee benefit expenses                                           | 11   | 520,000                               | -                                     |
| Purchase of Products                                                | 12   | 1,023,728                             | -                                     |
| Other expenses                                                      | 13   | 338,118                               | 64,267                                |
| <b>Total expenses</b>                                               |      | 1,881,845                             | 64,267                                |
| <b>Profit before tax</b>                                            |      | 93,050                                | 29,214                                |
| Tax expense:<br>Current tax                                         |      | 18,000                                | 9,027                                 |
| <b>Profit for the period</b>                                        |      | 75,050                                | 20,187                                |
| Earnings per equity share of Rs 10 each:                            |      |                                       |                                       |
| (1) Basic                                                           |      | 0.02                                  | 0.02                                  |
| (2) Diluted                                                         |      | 0.02                                  | 0.02                                  |
| Accompanying notes 1 to 16 form<br>part of the financial statements |      |                                       |                                       |

As per our report of even date

For N. K. &amp; Co.

CHARTERED ACCOUNTANTS

FRN NO. : 009564N

For and on behalf of the Board of Directors

(NARESH KUMAR)

PARTNER

Membership No. 088305

Place : New Delhi

Dated : 30-05-2015

Balbir Singh Syan

Director

DIN No. 00027438

Reena Gupta

Director

DIN No. 06966728

Karan Bhatia  
CFO

**SHASHANK TRADERS LIMITED**

Cash Flow Statement for the year ended March 31, 2015

| Particulars                                                                 |                               |                  | (Amount in Rs.)              |
|-----------------------------------------------------------------------------|-------------------------------|------------------|------------------------------|
|                                                                             | For the year ended 31.03.2015 |                  | For the year ended 31.3.2014 |
| <b>A. Cash flow from operating activities</b>                               |                               |                  |                              |
| Net profit / (loss) before taxation, and extraordinary items                |                               | 93,050           | 29,214                       |
| Adjustments for:                                                            |                               |                  |                              |
| Dividend/Interest and other income                                          |                               | (58,322)         | (93,481)                     |
| Profit on sale of long term investment                                      |                               | (304,755)        | -                            |
| <b>Operating profit before working capital changes</b>                      |                               | <b>(270,027)</b> | <b>(64,267)</b>              |
| <b>Movements in working capital:</b>                                        |                               |                  |                              |
| Decrease / (Increase) loans and advances                                    | (265,200)                     |                  | 7,437,450                    |
| Increase / (Decrease) in current liabilities                                | 358,285                       | 93,085           | 5,878                        |
| <b>Cash generated from operations</b>                                       |                               | <b>(176,942)</b> | <b>7,379,061</b>             |
| Direct Tax paid                                                             | (37,874)                      | (37,874)         | (2,398)                      |
| <b>Net cash flow from operating activities</b>                              |                               | <b>(214,816)</b> | <b>7,376,663</b>             |
| <b>B. Cash Flows from investing activities</b>                              |                               |                  |                              |
| Proceeds from purchase of investments                                       | (22,080,000)                  |                  | (7,437,450)                  |
| Proceeds from sale of investments                                           | 23,632,017                    |                  | -                            |
| Interest/Divident received                                                  | 51,757                        | 1,603,774        | 32,756                       |
| <b>Net cash flow from investing activities</b>                              |                               | <b>1,603,774</b> | <b>(7,404,694)</b>           |
| <b>C. Cash Flows from financing activities</b>                              |                               |                  |                              |
|                                                                             |                               |                  |                              |
| <b>Net increase / (decrease) in cash and cash equivalents (A + B + C)</b>   |                               | <b>1,388,958</b> | <b>(28,031)</b>              |
| <b>Cash and cash equivalents at the beginning of the year of transferee</b> |                               | <b>267,575</b>   | <b>295,606</b>               |
| <b>Cash and cash equivalents at the end of the year</b>                     |                               | <b>1,656,533</b> | <b>267,575</b>               |
| <b>Components of cash and cash equivalents:</b>                             |                               |                  |                              |
| Cash and cheques on hand                                                    |                               | 65,218           | 10,515                       |
| With banks - in current account                                             |                               | 1,590,980        | 257,060                      |
| Stamp on hand                                                               |                               | 335              | -                            |
|                                                                             |                               | <b>1,656,533</b> | <b>267,575</b>               |

As per our report of even date

For N. K. &amp; Co.

CHARTERED ACCOUNTANTS

FRN NO. : 009564N

(NARESH KUMAR)

PARTNER

Membership No. 088305

Place : New Delhi

Dated : 30-05-2015

Balbir Singh Syan

Director

DIN: 00027438

Reena Gupta

Director

DIN: 06966728

Karan Bhatia  
CFO

**SHASHANK TRADERS LIMITED**

## Note 1 – Significant Accounting Policies

i) **Basis of Accounting**

The financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India, the Accounting Standards notified under Companies Act, 1956 ('the Act') (which continues to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13 September, 2013 of Ministry of Corporate Affairs) and relevant provisions of Act. The financial statements have been prepared on accrual basis under the historical cost convention.

ii) **Use of estimates**

The preparation of financial statements require the Management of Company to make estimates and assumptions that affect the reported balance of assets and liabilities, revenue and expenses. The management believes that the estimates used in preparation of financial statements are prudent and reasonable. Future results may differ from these estimates and actual results are recognised in the periods in which the results are known/materialise or estimates are revised.

iii) **Income-tax**

Provision for income-tax is based on the assessable profits computed in accordance with the provisions of the Income-tax Act, 1961.

Deferred tax is recognised, subject to the consideration of prudence, on timing differences, being the differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

iv) **Revenue recognition**

Revenue (income) is recognized when no significant uncertainty as to its determination or realization exists.

v) **Investments**

Long term investments are valued at cost unless there is a decline in value other than temporary. Current investments are stated at lower of cost or fair value.

**2. Share capital**

(Amount in Rs.)

| Particulars                                                                   | As at 31st March 2015 |            | As at 31 March 2014 |            |
|-------------------------------------------------------------------------------|-----------------------|------------|---------------------|------------|
|                                                                               | Number                | Amount     | Number              | Amount     |
| <b>Authorised Capital</b>                                                     |                       |            |                     |            |
| Equity Shares of Rs. 10/- each                                                | 3,500,000             | 35,000,000 | 3,000,000           | 30,000,000 |
|                                                                               | 3,500,000             | 35,000,000 | 3,000,000           | 30,000,000 |
| <b>Issued, Subscribed &amp; Paid up Capital</b>                               |                       |            |                     |            |
| Equity Shares of Rs.10/- each<br>(Inclusive of 20,95,800 equity bonus shares) | 3,093,800             | 30,938,000 | 998,000             | 9,980,000  |
| <b>Total</b>                                                                  | 3,093,800             | 30,938,000 | 998,000             | 9,980,000  |



**(i) Reconciliation of equity shares outstanding at the beginning and at the end of reporting period**

| Particulars                                     | As at 31st March, 2015 |            | As at 31st March, 2014 |           |
|-------------------------------------------------|------------------------|------------|------------------------|-----------|
|                                                 | No. of Equity Shares   | Amount     | No. of Equity Shares   | Amount    |
| Shares outstanding at the beginning of the year | 998,000                | 9,980,000  | 998,000                | 9,980,000 |
| Bonus share allotted during the year            | 2,095,800              | 20,958,000 | -                      | -         |
| Shares outstanding at the end of the year       | 3,093,800              | 30,938,000 | 998,000                | 9,980,000 |

**(ii) Disclosure pursuant to Note no. 6(A)(g) and 6(A)(f) of Part I of Schedule III to the Companies Act, 2013**

| Name of Shareholder                     | As at 31 March 2015 |              | As at 31 March 2014 |              |
|-----------------------------------------|---------------------|--------------|---------------------|--------------|
|                                         | No. of Shares held  | % of Holding | No. of Shares held  | % of Holding |
| K. K. Modi Investment & Fin Ser Pvt Ltd | 824,600             | 26.65        | 746,000             | 74.75        |
| Pataliputra International Limited       | 372,000             | 12.02        | -                   | -            |
| K V Cements Private Limited             | 372,000             | 12.02        | -                   | -            |
| Dhiru Builders and Promoters Pvt. Ltd.  | 372,000             | 12.02        | -                   | -            |
| Peeyush Kumar Aggarwal                  | 371,700             | 12.01        | -                   | -            |

**3. Reserves and surplus**

| Particulars                                    | (Amount in Rs.)     |                     |
|------------------------------------------------|---------------------|---------------------|
|                                                | As at 31 March 2015 | As at 31 March 2014 |
| <b>Capital Reserve</b>                         |                     |                     |
| Opening Balance                                | 343,250             | 343,250             |
| (+) Current Year Transfer                      | -                   | -                   |
| Closing Balance                                | <b>343,250</b>      | <b>343,250</b>      |
| <b>Surplus</b>                                 |                     |                     |
| Opening balance                                | 21,864,970          | 21,844,783          |
| (+) Net Profit/(Net Loss) For the current year | 75,050              | 20,187              |
| (-) Bonus shares issued to the Shareholders    | 20,958,000          | -                   |
| Closing Balance                                | <b>982,020</b>      | <b>21,864,970</b>   |
| <b>Total</b>                                   | <b>1,325,270</b>    | <b>22,208,220</b>   |

**4. Other current liabilities**

| Particulars       | (Amount in Rs.)     |                     |
|-------------------|---------------------|---------------------|
|                   | As at 31 March 2015 | As at 31 March 2014 |
| Audit fee payable | 8,427               | 8,427               |
| Expenses payable  | 421,145             | 62,860              |
| <b>Total</b>      | <b>429,572</b>      | <b>71,287</b>       |

**5. Non-current investments**

| Particulars                          | (Amount in Rs.)     |                     |
|--------------------------------------|---------------------|---------------------|
|                                      | As at 31 March 2015 | As at 31 March 2014 |
| <b>Investments- Other</b>            |                     |                     |
| Investment in Equity instruments     | 22,080,000          | 1,462,262           |
| Investment in Preference instruments | 8,500,000           | 30,265,000          |
| Investments in Mutual fund           | -                   | 100,000             |
| <b>Total</b>                         | <b>30,580,000</b>   | <b>31,827,262</b>   |

| Particulars                              | As at 31 March 2015 | As at 31 March 2014 |
|------------------------------------------|---------------------|---------------------|
| Aggregate amount of quoted investments   | -                   | 1,562,262           |
| Aggregate amount of unquoted investments | 30,580,000          | 30,265,000          |
| <b>Total</b>                             | <b>30,580,000</b>   | <b>31,827,262</b>   |
| Market value of quoted investments       | -                   | 1,504,422           |

**Details of Other Non-Current Investments:**

| Sr. No. | Name of the Body Corporate                                      | Face value per share | No. of Share / Unit |                     | (Amount in Rs.)     |                     |
|---------|-----------------------------------------------------------------|----------------------|---------------------|---------------------|---------------------|---------------------|
|         |                                                                 |                      | As at 31 March 2015 | As at 31 March 2014 | As at 31 March 2015 | As at 31 March 2014 |
| (a)     | <b>Investment in Equity Instruments - Quoted, fully paid up</b> |                      |                     |                     |                     |                     |
|         | Aar Shyam India Investment Co. Ltd.                             | 10                   | -                   | 285,000             | -                   | 855,000             |
|         | Modi Naturals Ltd.                                              | 10                   | -                   | 4,200               | -                   | 42,000              |
|         | N. K. Textiles Industries Ltd.                                  | 10                   | -                   | 23,500              | -                   | 141,705             |
|         | Premium Merchants Ltd.                                          | 10                   | -                   | 130,000             | -                   | 423,557             |
|         | <b>Sub total (a)</b>                                            |                      |                     |                     | -                   | 1,462,262           |

|            |                                                                    |    |         |           |                   |                   |
|------------|--------------------------------------------------------------------|----|---------|-----------|-------------------|-------------------|
|            | <b>Investement in Equity Instruments - Unquoted, fully paid up</b> |    |         |           |                   |                   |
|            | eShoppers India Ltd                                                | 10 | 18,400  | -         | 11,040,000        | -                 |
|            | Ultrafast Cargo Couriers Pvt Ltd                                   | 10 | 92,000  | -         | 11,040,000        | -                 |
|            | <b>Sub total (b)</b>                                               |    |         |           | 22,080,000        | -                 |
| <b>(c)</b> | <b>Investement in Preference Instruments - fully paid up</b>       |    |         |           |                   |                   |
|            | Premium Merchants Ltd.                                             | 10 | -       | 100,000   | -                 | 1,000,000         |
|            | K.K.Modi Investment and financial Services Pvt. Ltd.               | 10 | 850,000 | 850,000   | 8,500,000         | 8,500,000         |
|            | Premium Tradelinks Pvt. Ltd.                                       | 10 | -       | 1,326,500 | -                 | 13,265,000        |
|            | Integrated Technology Solutions Pvt. Ltd.                          | 10 | -       | 750,000   | -                 | 7,500,000         |
|            | <b>Sub total (c)</b>                                               |    |         |           | 8,500,000         | 30,265,000        |
| <b>(d)</b> | <b>Investments in mutual fund</b>                                  |    |         |           |                   |                   |
|            | IDFC -EF Plan A- Growth                                            | 10 | -       | 10,000    | -                 | 100,000           |
|            | <b>Sub total (d)</b>                                               |    |         |           | -                 | 100,000           |
|            | <b>Total (a + b + c + d)</b>                                       |    |         |           | <b>30,580,000</b> | <b>31,827,262</b> |

**6. Long term loans and advances****(Amount in Rs.)**

| <b>Particulars</b>                      | <b>As at 31 March 2015</b> | <b>As at 31 March 2014</b> |
|-----------------------------------------|----------------------------|----------------------------|
| <b>Advance share application money:</b> | -                          | -                          |
| Bhasin Fabs Apperals                    | 57,296                     | 57,296                     |
| Less: Provision for doubtful advance    | 57,296                     | 57,296                     |
|                                         | -                          | -                          |

**7. Cash and cash equivalents**

| Particulars                | (Amount in Rs.)        |                        |
|----------------------------|------------------------|------------------------|
|                            | As at 31 March<br>2015 | As at 31 March<br>2014 |
| Cash on hand               | 65,218                 | 10,515                 |
| Balances with banks        |                        |                        |
| In current accounts        | 271,815                | 24,060                 |
| In fixed deposit with bank | 1,286,000              | 233,000                |
| Cheque on hand             | 33,165                 | -                      |
| Stamp on hand              | 335                    | -                      |
|                            | 1,656,533              | 267,575                |

**8. Trade Receivables**

| Particulars       | (Amount in Rs.)        |                        |
|-------------------|------------------------|------------------------|
|                   | As at 31 March<br>2015 | As at 31 March<br>2014 |
| Amount receivable | 327,750                | 62,550                 |
|                   | 327,750                | 62,550                 |

**9. Other current assets**

| Particulars                               | (Amount in Rs.)        |                        |
|-------------------------------------------|------------------------|------------------------|
|                                           | As at 31 March<br>2015 | As at 31 March<br>2014 |
| Income tax recoverable (net of provision) | 107,192                | 87,319                 |
| Interest due on fixed deposits            | 21,367                 | 14,801                 |
|                                           | 128,559                | 102,120                |

**10. Revenue from operations**

| Particulars                            | (Amount in Rs.)                       |                                       |
|----------------------------------------|---------------------------------------|---------------------------------------|
|                                        | For the year ended<br>31st March 2015 | For the year ended<br>31st March 2014 |
| Interest income                        | 58,322                                | 23,981                                |
| Financial Consultancy fees             | 31,500                                | 69,500                                |
| Profit on sale of long term investment | 304,755                               | -                                     |
| Sale of goods                          | 1,580,318                             | -                                     |
| <b>Total</b>                           | 1,974,895                             | 93,481                                |

**11. Employee benefit expenses**

(Amount in Rs.)

| Particulars  | For the year ended<br>31st March 2015 | For the year ended<br>31st March 2014 |
|--------------|---------------------------------------|---------------------------------------|
| Salary       | 520,000                               | -                                     |
| <b>Total</b> | <b>520,000</b>                        | <b>-</b>                              |

**12. Purchase of Products**

| Particulars       | For the year ended<br>31st March 2015 | For the year ended<br>31st March 2014 |
|-------------------|---------------------------------------|---------------------------------------|
| Purchase of goods | 1,023,728                             | -                                     |
| <b>Total</b>      | <b>1,023,728</b>                      | <b>-</b>                              |

**13. Other expenses**

(Amount in Rs.)

| Particulars                | For the year ended<br>31st March 2015 | For the year ended<br>31st March 2014 |
|----------------------------|---------------------------------------|---------------------------------------|
| Advertisement              | 30,626                                | 28,304                                |
| Auditor's Remuneration     | 9,427                                 | 9,427                                 |
| Sec. Audit Fees            | 5,000                                 | -                                     |
| Depository charges         | 5,618                                 | -                                     |
| Bank Charges               | 1,526                                 | 958                                   |
| Demat charges              | 1,814                                 | -                                     |
| Filing Fees & Subscription | 74,472                                | 2,000                                 |
| Miscellaneous Expenses     | 9,389                                 | -                                     |
| Registration charges       | 56,180                                | -                                     |
| Listing Fees               | 51,124                                | 5,618                                 |
| Professional Fees          | 51,895                                | 16,700                                |
| Postage & Telegram         | 11,772                                | 1,260                                 |
| Printing & Stationery      | 3,675                                 | -                                     |
| Telephone Expenses         | 16,000                                | -                                     |
| Conveyance charges         | 9,600                                 | -                                     |
| <b>Total</b>               | <b>338,118</b>                        | <b>64,267</b>                         |

**14. Related party disclosure under Accounting Standard 18:**

(A) Names of related parties and nature of related party relationships:

List of Related Parties

(i) Holding Company

K. K. Modi Investment &amp; Financial Services Pvt. Ltd.\*

\* ceased to be Holding Company w.e.f. 31/05/2014

(ii) Associates

Aar Shyam india Investment Company Limited.\*\*

\*\*\* ceased to be associate w.e.f. 31/05/2014

(iii) Fellow Subsidiaries

Aar Shyam india Investment Company Limited.\*\*\*  
 Amber Chemicals Private Limited\*\*\*  
 H.M.A. Udyog Pvt. Ltd\*\*\*  
 Integrated Technology Solutions (P) Ltd\*\*\*  
 International Research Park Lab Ltd\*\*\*  
 KKM Management Centre Private Limited\*\*\*  
 Modicare Limited\*\*\*  
 N.K. Textile Industries Ltd.\*\*\*  
 MWC Market Services Private Limited\*\*\*  
 Neon Solutions Pvt. Ltd.\*\*\*  
 Neena Commercial Private Limited\*\*\*  
 Premium Bidi Company Limited\*\*\*  
 Premium Merchants Limited\*\*\*  
 Sapphire Insurance Agencies Ltd.\*\*\*  
 USG Financial Services Private Limited\*\*\*  
 Vandana Dealers Private Limited\*\*\*

\*\*\* ceased to be fellow subsidiary w.e.f. 31/05/2014

(iv) Key Management Personnel:

- Mr. Karan Bhatia, Director
- Mr. Balbir Singh Syan, Director
- Ms. Reena Gupta, Director
- Mr. Rakesh Gupta, Director
- Mr. Manoj Kumar, Director

(v) Enterprises over which key management personnel and their relatives are able to exercise significant influence: NONE

(B) Disclosure of transactions between the Company and related parties and status of outstanding balances as at the year end:

|                                                  | Holding Company |         | Fellow subsidiaries |         | Total   |          |
|--------------------------------------------------|-----------------|---------|---------------------|---------|---------|----------|
|                                                  | 2014-15         | 2013-14 | 2014-15             | 2013-14 | 2014-15 | 2013-14  |
| Advance received back against purchase of shares | --              | --      | --                  | 7500000 | --      | 7500000  |
| Investment made                                  | --              | --      | --                  | 7500000 | --      | 7500000  |
| <b>Balance Outstanding at the year end</b>       |                 |         |                     |         |         |          |
| Share Capital                                    | --              | 7560000 | --                  | --      | --      | 7560000  |
| Investments                                      | --              | 8500000 | --                  | 9920262 | --      | 18420262 |

|                                               |         |         |
|-----------------------------------------------|---------|---------|
| 15. Earnings per share (EPS)                  | 2014-15 | 2013-14 |
| Net Profit/(Loss) as per Profit Loss Account  | 75050   | 20187   |
| No. of Equity Shares                          | 3093800 | 998000  |
| Earnings per share (Rs.)<br>(Basic & Diluted) | 0.02    | 0.02    |

16. The previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

**For and on behalf of the Board of Directors**

**Balbir Singh Syan**  
Director  
DIN No. 00027438

**Reena Gupta**  
Director  
DIN No. 06966728

**Place: New Delhi**  
**Date: 30-05-2015**

**Karan Bhatia**  
CFO

**SHASHANK TRADERS LIMITED**  
**CIN: L52110DL1985PLC021076**  
**9929, K. L. Gupta Complex, New Rohtak Road, Sarai Rohilla, New Delhi-110 005**  
**Email :info@shashankinfo.in, Website : www.shashankinfo.in**

**E-COMMUNICATION REGISTRATION FORM**

Dear Shareholders,

You are aware that majority of the provisions of Companies Act, 2013 have been made effective from 1st April, 2014. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules issued there under, Companies can serve Annual Reports, Notices and other communications through electronic mode to those shareholders who have registered their email address either with the Company/RTA or with the Depository.

It is a welcome move that would benefit the society at large, as this will reduce paper consumption to a great extent and allow shareholders to contribute towards a greener environment. This provides a golden opportunity to every shareholder of Shashank Traders Limited to contribute to the cause of 'Green Initiative' by giving their consent to receive various communications from the Company through electronic mode.

We therefore invite all our shareholders to contribute to the cause by filling up the form given below to receive communication from the Company in electronic mode. You can also download the appended registration form from the website of the Company **www.shashankinfo.in**

[Please note that as a Member of the Company, you will be entitled to receive all such communication in physical form, upon request.]

**Best Regards,**

**Balabir Singh Syan**  
**Director**

**E-COMMUNICATION REGISTRATION FORM**

Folio No. /DP ID & Client ID:.....

Name of the 1 Registered Holder:.....

Name of the Joint Holder[s]: (1).....(2).....

Registered Address:.....

.....

E-mail ID (to be registered):..... Mob./Tel. No. :.....

I/We shareholder(s) of Shashank Traders Limited hereby agree to receive communications from the Company in electronic mode. Please register my above E-mail ID in your records for sending communications in electronic form.

Date: ..... Signature: .....

Note: Shareholder(s) are requested to keep the Company informed as and when there is any change in the e-mail address.



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**ATTENDANCE SLIP**

(To be handed over at the entrance of the meeting venue)

Name of the Member(s) / Proxy\*:

.....  
(\*Strike off whichever is not applicable)

Registered address:.....

E-mail Id: ..... Folio No. /DP ID & Client ID:.....

I/We, being the member (s) of ..... shares of the above named company, hereby record my/our presence at the 30<sup>th</sup> Annual General Meeting of the Company, to be held on Wednesday, the 30th day of September, 2015 at 11.00 a.m. at 9929, K. L. Gupta Complex, New Rohtak Road, Sarai Rohilla, New Delhi-110 005 and at any adjournment thereof.

Signature of the Member/Proxy\*: .....  
(\*strike out whichever is not applicable)

**NOTES:**

- 1) Members/Proxies are requested to bring the duly signed attendance slip to the meeting and hand it over at the entrance.
- 2) Corporate members intending to send their authorized representatives to attend the meeting are requested to send, to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- 3) For the convenience of Members, persons other than Members/Proxies will not be admitted

**SHASHANK TRADERS LIMITED**  
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**Name of the Member (s):** .....

**Registered address:** .....

**E-mail Id:** ..... **Folio No. /DP ID & Client ID:** .....

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

1) **Name:** ..... **E-mail Id:** .....

**Address:** .....

..... **Signature:** .....**or failing him/her**

2) **Name:** ..... **E-mail Id:** .....

**Address:** .....

..... **Signature:** .....**or failing him/her**

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30<sup>th</sup> Annual General Meeting of the Company, to be held on Wednesday, the 30th day of September, 2015 at 11.00 a.m. at 9929, K. L. Gupta Complex, New Rohtak Road, Sarai Rohilla, New Delhi-110 005 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

| Res. No. | Description                                                   | For | Against |
|----------|---------------------------------------------------------------|-----|---------|
| 1.       | Adoption of Financial Statements, Board and Auditors' Report. |     |         |
| 2.       | Re-appointment Mr. Rakesh Gupta                               |     |         |
| 3.       | Re-appointment of Statuary Auditor                            |     |         |
| 4.       | Appointment of Mr. Shatrughan Sahu as a Director              |     |         |
|          |                                                               |     |         |

Signed this-----day of ..... 2015. Signature of Shareholder:.....

**Affix  
Revenue  
Stamp**

**NOTES:**

- 1) Please put a 'X' in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- 2) Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in the aggregate not more than ten percent (10%) of the total Share Capital of the Company carrying voting rights. A member holding more than ten percent (10%) of the total Share Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.
- 3) This form of Proxy in order to be effective should be duly completed, stamped, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.