

**29<sup>th</sup> Annual Report  
2014-2015**

**SHREE GLOBAL  
TRADEFIN LIMITED**

# SHREE GLOBAL TRADEFIN LIMITED

## SHREE GLOBAL TRADEFIN LIMITED

CIN: L27100MH1986PLC041252

### Corporate Information

#### BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

Mr. Rajesh Gupta  
Chairman/Managing Director

#### INDEPENDENT DIRECTORS

Mr. N.K. Mohan

Mrs. Uniza Shaikh

Mr. Ravindra Anant Deshpande

#### Chief Financial Officer

Mr. Jaikishan Sarda

#### Company Secretary

Mr. Jitendra K. Sharma

#### AUDITORS

##### Statutory Auditor

M/s Ashok S. Jain & Co.  
301, Cotton Exchange Building,  
3<sup>rd</sup> Floor, Kalbadevi Road,  
Mumbai-400 002,  
Tel: 22400543/22413472

##### Secretarial Auditor

M/s K.C. Nevatia & Associates  
J-2, Jolly Highrise Apartments,  
10th Floor, 241-A, Pali Mala Road,  
Bandra (West),  
Mumbai – 400050, Maharashtra

#### REGISTERED OFFICE

35, Ashok Chambers,  
Broach Street, Devji Ratansey Marg,  
Masjid Bunder, Mumbai-400 009  
Maharashtra

#### REGISTRAR & SHARE TRANSFER AGENT BIGSHARE SERVICES PRIVATE LIMITED

E-2/3, Ansa Industrial Estate,  
Sakivihar Road, Saki Naka,  
Andheri (E), Mumbai – 400 072.  
Phone : 4043 0200  
Fax : 022 - 2847 5207  
E-mail : investor@bigshareonline.com

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### NOTICE

**NOTICE** is hereby given that the 29<sup>th</sup> Annual General Meeting of **Shree Global Tradefin Limited** will be held on **Tuesday, 29<sup>th</sup> September, 2015 at 10.30 a.m.** at Orchid, 1<sup>st</sup> Floor, Centre 1, Cuffe Parade, Mumbai-400005, Maharashtra, to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31<sup>st</sup> March, 2015 and the report of the Board of Directors and Auditors' report thereon.
2. To appoint Director in place of Shri Rajesh Gupta (DIN: 00028379), who retires by rotation and being eligible offers himself for reappointment.
3. To ratify appointment of M/s Ashok S. Jain & Co., Chartered Accountants (Firm Registration No. 111791W) as Statutory Auditors for the financial year 2015-16 including their remuneration.

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

**"RESOLVED THAT** pursuant to the provisions of Section 139 and such other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time and pursuant to the resolution passed by the Members at the previous Annual General Meeting (AGM) held on August 02, 2014 in respect of appointment of the auditors, of M/s Ashok S. Jain & Co., Chartered Accountants (Firm Registration No. 111791W) till the conclusion of the AGM to be held in the year 2017, the Company hereby ratifies and confirms the appointment of M/s Ashok S. Jain & Co., as Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the AGM of the Company to be held in the year 2016 to examine and audit the accounts of the Company on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

#### SPECIAL BUSINESS:

4. To appoint Shri Ravindra Anant Deshpande (DIN: 01003990) as a Non-Executive Director and in this regard, to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:  
**"RESOLVED THAT** Mr. Ravindra Anant Deshpande (DIN: 01003990), who was appointed as an Additional Director with effect from 8<sup>th</sup> June, 2015 on the Board of the Company in terms of Section 152, 161 and other applicable provisions, if any of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been

received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as a Non Executive Director of the company whose period of office shall be liable to determination by retirement of directors by rotation."

**By Order of the Board,**

**Jitendra K. Sharma**  
**Company Secretary**

**Date : 8<sup>th</sup> June, 2015**

**Place : Mumbai**

#### NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the business under Item Nos. 3 and 4 of the Notice, is annexed hereto.
2. **A Member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of himself/herself and such proxy need not be a Member of the Company.**
3. **The instrument appointing proxy, in order to be effective, must be received by the Company at the Registered Office not later than 48 hours before the commencement of the Meeting. Members / Proxies are requested to sign the attendance slip annexed to the proxy form and hand it over at the gate of the venue of the Meeting.**
4. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and the Rules framed thereunder, a person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such proxy shall not act as a proxy for any other person or shareholder.
5. Corporate Members are requested to send a board resolution duly certified, authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
6. The proxy form should be in writing and be signed by the appointer or his/her attorney duly authorized in writing or, if the appointer is a body corporate, the proxy form should be under its seal or be signed by an officer or attorney duly authorized by it.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

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8. The Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, 22 September, 2015 to Tuesday, 29 September, 2015 (both days inclusive)** in terms of the provision of Section 91 of the Companies Act, 2013.
9. In line with the Green Initiative of the Ministry of Corporate Affairs, hard copy of the Annual Report containing the Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement etc. will be sent to those shareholders who have not registered their e-mail addresses. Shareholders who have registered their e-mail addresses will be sent the soft copies by e-mail. However, a shareholder continues to retain the right to request the Company for a hard copy of the Report.
10. Relevant documents referred to in the accompanying Notice and the Explanatory Statement, the Statutory Registers, the Audited Financial Statements, the Directors' Report and the Auditor's Report, will remain open for inspection at the Registered Office of the Company on all working days between 09:00 a.m to 5:00 p.m. excluding Saturdays, Sundays and public holidays upto the date of the AGM. The Audited Financial Statements, the Directors' Report and the Auditor's Report will be placed on the Company's website on [www.sgtl.in](http://www.sgtl.in)
11. Members desiring any information as regards to Accounts are requested to write 7 days in advance to the Company before the date of the meeting to enable the Management to keep full information ready.
12. Members are requested to notify any changes in their address to the Company's Registrar & Transfer Agent, M/s. Bigshare Services Pvt. Ltd., E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai - 400 072.
13. Members are requested to quote their Folio No. or DP ID / Client ID, in case shares are in physical / dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.
14. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 15.
15. **Voting through electronic means:**
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide its Members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and

the items of business as detailed in this Notice may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL):

**The instructions for shareholders voting electronically are as under:**

- i) The voting period begins on 26<sup>th</sup> September, 2015 at 9.00 a.m. and ends on 28<sup>th</sup> September, 2015 at 5.00 p.m. During this period, Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22<sup>nd</sup> September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- iii) Click on "Shareholders" tab.
- iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the sequence number in the PAN Field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the Member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>
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- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for "SHREE GLOBAL TRADEFIN LIMITED" on which you choose to vote.
- xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xviii) Note for Non-Individual Shareholders and Custodians :

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- II. Please note that the Members who have exercised their right to vote by electronic means shall not be eligible to vote by way of poll at the Meeting. If a Member casts vote by both the modes, then votes cast through e-voting shall prevail and voting at the Meeting will be treated invalid. The voting rights of the Members shall be in proportion to their shares of the paid-up Equity Share Capital of the Company as on the Cut-off date of 22<sup>nd</sup> September, 2015.
- III. The poll process shall be conducted and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the relevant Rules. In such an event, votes cast under Poll taken together with the votes cast through e-voting shall be counted for the purpose of passing of resolution(s).
- IV. The Company has appointed K.C. Nevatia, Practising Company Secretary (Membership No. FCS 3963/CP No. 2348), as the Scrutinizer, to scrutinize the poll / e-voting process, in a fair and transparent manner.
- V. The Scrutinizer, after scrutinising the votes cast at the meeting and through poll / e-voting, will, not later than three days of conclusion of the Meeting, make

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a scrutinizer's report and submit the same to the Chairman.

- VI. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 29<sup>th</sup> September, 2015. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.sgtl.com](http://www.sgtl.com) and on the website of [www.evotingindia.com](http://www.evotingindia.com) immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") where the shares of the Company are listed.

**By Order of the Board,**

**Date : 8<sup>th</sup> June, 2015**

**Jitendra K. Sharma**

**Place : Mumbai**

**Company Secretary**

## **Annexure to the Notice**

### **Explanatory Statement**

(Pursuant to Section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013, (hereinafter referred to as "the Act") the following Explanatory Statement set out all material facts relating to the business mentioned under Item No. 3 and 4 of the accompanying Notice dated 8<sup>th</sup> June, 2015.

#### **Item No. 3:**

Pursuant to Section 139 of the Companies Act, 2013 and rules made thereunder, the Board of directors on the recommendation of the Audit Committee appointed M/s Ashok S. Jain & Co. Chartered Accountants (Firm Registration No. 111791W), as the Statutory Auditors of the company for the period of three financial years commencing from 1<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2017. The appointment was subsequently approved at the Annual General Meeting of the Company held on 2<sup>nd</sup> August, 2014.

In view of above, the Board based on the recommendation of the Audit Committee, recommends the ratification of the appointment of M/s Ashok S. Jain & Co. Chartered Accountants (Firm Registration No. 111791W) as the statutory auditors. The members are thus requested to ratify the appointment of aforesaid statutory Auditors for the next financial year 2015-2016 at the ensuing Annual General Meeting.

The Board recommends your approval for Resolution No. 3 in respect of the above.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 3 of the Notice

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

The Board of Directors of the Company at its meeting held on 08<sup>th</sup> June, 2015 had appointed Mr. Ravindra Anant Deshpande (DIN:01003990) as Additional Director of the Company. As per the provisions of section 161 of the Companies Act, 2013 Mr. Ravindra Anant Deshpande can hold office only up to the date of the ensuing Annual General Meeting. With respect to the same, the Company has received a notice in writing along with requisite deposit of Rs 1,00,000/- pursuant to the provisions of Section 160 of the Companies Act, 2013, proposing his candidature for appointment as a Director of the Company.

#### **A brief Profile of Mr. Ravindra Anant Deshpande (DIN:01003990):**

Mr. Ravindra Anant Deshpande has completed his engineering from Visvesvaraya National Institute of Technology, Nagpur in the year 1975. After completing his education, he commenced his career as Junior Engineer with CIDCO Ltd. He is having vast experience of more than 35 years in construction industry. He has expertise in the area of project planning, project execution, liaisoning with Government and other authorities for project approval, drafting of tender documents, project implementation and co-ordination with respect to several commercial and residential construction projects. He has also worked with some of the major companies such as Godrej Properties Limited, Unitech Ltd., V.M.Jog Constructions Ltd. at senior level. Apart from this, he is also having exposure in the areas of legal and management activities related to construction industry.

Considering the overall experience and expertise of Mr. Ravindra Anant Deshpande, his appointment on Board as Non Executive Director will be in the best interest of the Company.

The Board recommends your approval for Resolution No. 4 in respect of the above.

Except Mr. Ravindra Anant Deshpande being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

**By Order of the Board,**

**Date : 8<sup>th</sup> June, 2015**

**Jitendra K. Sharma**

**Place : Mumbai**

**Company Secretary**

**DIRECTORS’ REPORT**

To,

The Members,

The Directors submit 29<sup>th</sup> Annual Report of Shree Global TradeFin Limited (the “Company” or “SGTL”) along with the Audited Financial Statements for the financial year ended March 31, 2015.

**FINANCIAL HIGHLIGHTS:**

(₹ in Lacs)

	Current Year	Previous Year
	2014-15	2013-14
<b>Sales ( Net )</b>	<b>29358.61</b>	-
<b>Other Income</b>	<b>21.25</b>	254.13
<b>Total Income :</b>	<b>29379.86</b>	254.13
Profit before Interest, Depreciation & Tax	<b>80.95</b>	85.75
Less : Finance Cost	<b>35.27</b>	-
Depreciation	<b>0.16</b>	0.36
Profit/(Loss) before tax	<b>45.52</b>	85.39
Less : Tax Provision	<b>4.80</b>	10.00
<b>Net Profit/ (Loss) after Tax</b>	<b>40.72</b>	75.39

**OPERATIONS & OVERALL PERFORMANCE**

The Company has achieved a net profit of ₹ 40.72 Lacs for the year under review as against ₹ 75.39 Lacs in the last year. The total income of the Company is ₹ 29379.86 Lacs as against ₹ 254.13 Lacs during the last year.

**MANAGEMENT DISCUSSION AND ANALYSIS**

The core business of the Company is trading in Iron and Steel products and Investment in Securities. In terms of Clause 49 of Listing Agreement, the Management discussions and analysis is given hereunder:-

- a) **Industry structure and development:** Company is engaged in trading activity primarily having vast potential & now being getting attention of the organised sector.
- b) **Opportunities and threats:** Sustained economic growth in the country may affect the business of the Company and sector overall. However, the Company is taking proper steps to mitigate the business risk.
- c) **Segment-wise performance:** The Company is operating on only one broad segment and hence separate segmental reporting is not applicable. The Company has no activity outside India.
- d) **Outlook:** The outlook for 2015-2016 has to be viewed in the context of overall economic scenario etc.
- e) **Risk and concerns:** The Company is exposed to general market risk and is initiating adequate step to mitigate it.
- f) **Internal control system:** The Company maintains adequate internal control systems, which provides adequate safeguards and proper monitoring of the transactions.
- g) **Discussion on financial performance with respect to operating performance:** The operating performance of the Company has been discussed in Directors Report under the head ‘Financial Highlights and Operations and Overall Performance’ in the current year.

- h) **Human resources and industrial relations:** During the year under review the Employee/Industrial relations remained cordial.
- i) **Cautionary Statement:** The Management Discussions and Analysis describe Company’s projections, expectations or predictions and are forward looking statements’ within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company’s operations include economic conditions affecting demand and supply and price conditions in domestic and international market, changes in Government regulations, tax regimes, economic developments and other related and incidental factors.

**INVESTOR SERVICES**

The Company and its Registrar, M/s. Bigshare Services Private Limited who is looking after the physical as well as Demat work and also shareholders correspondences in terms of SEBI’s directions, endeavoured their best to service the Investors satisfactorily.

**DIVIDEND**

The directors have not recommended any dividend for the year ended 31st March, 2015 to conserve the resources in long run.

**TRANSFER TO RESERVES**

The Company did not propose to transfer any amount to any reserves.

**SUBSIDIARY & CONSOLIDATED FINANCIAL STATEMENTS**

The Company is not required to consolidate it’s Financial Statements for the year ended 31<sup>st</sup> March, 2015 as Company do not have any subsidiary.

**CHANGE IN THE NATURE OF BUSINESS**

During the year under review, there are no changes in the nature of the business of the company.

**MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

There have been no material changes and commitments 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 this report.

**INTERNAL FINANCIAL CONTROL SYSTEM**

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

**DIRECTORS’ RESPONSIBILITY STATEMENT**

Pursuant to Section 134(3)(c) of the Companies Act, 2013, the Directors, based on the representations received, confirm that –

- 1. In the preparation of the annual accounts for the Financial Year 2014-15, the applicable Accounting Standards have been followed and that there are no material departures from the same;



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2. They have, in the selection of the Accounting Policies, consulted the Statutory Auditors and have applied them consistently and made judgements 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 of the Company for that period;
3. They have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. They have prepared the annual accounts on a going concern basis.
5. They have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively.
6. They have devised proper systems to ensure compliances with the provision of all applicable laws and that such systems are adequate and operating effectively.

### NUMBER OF BOARD MEETINGS

The Board of Directors met 10 (Ten) times in the year 2014-15. The details of the Board meetings held are as under:

Quarter	No. of Board meetings	Date of Board Meetings
1 <sup>st</sup> April, 2014 to 30 <sup>th</sup> June, 2014	3	28.04.2014, 10.05.2014, 27.05.2014
1 <sup>st</sup> July, 2014 to 30 <sup>th</sup> September, 2014	3	03.07.2014, 09.08.2014, 27.09.2014
1 <sup>st</sup> October, 2014 to 31 <sup>st</sup> December, 2014	2	08.11.2014, 27.12.2014
1 <sup>st</sup> January, 2015 to 31 <sup>st</sup> March, 2015	2	11.02.2015, 04.03.2015

### DIRECTORS AND KEY MANAGERIAL PERSONNEL APPOINTMENT

#### 1. Mr. Rajesh Gupta (DIN 00028379)

Mr. Rajesh Gupta who was holding the position of the Chairman and WTD of the company since 1<sup>st</sup> May, 2014, was appointed as Chairman and Managing director w.e.f 14<sup>th</sup> January, 2015, for a period of three years.

#### 2. Mr. Shashi Nair (DIN 00056445)

Mr. Shashi Nair stepped down as the Executive Manager of the company due to his preoccupation with other assignments and he was redesignated as the Non executive independent director of the company with effect from 1<sup>st</sup> April, 2014.

### INDEPENDENT DIRECTORS

In accordance with the provisions of section 149 of the Companies Act, 2013 & revised clause 49 of the listing agreement, the Board of Directors appointed **Mr. N. K. Mohan (DIN 02542406)**, **Mr. Ravindra Anant Deshpande (DIN 01003990)** & **Mrs. Uniza Shaikh (DIN 06975961)** as the Independent directors of the company for the fixed term

of five years starting from 14<sup>th</sup> January, 2015. Subsequently the shareholders approved their appointment by giving their consent through postal ballot, the result of which was declared on 14<sup>th</sup> January, 2015. The profile of Independent directors forms part of the Corporate Governance Report.

### KEY MANAGERIAL PERSONNEL

#### 1. Mr. Jaikishan Sarda

Pursuant to section 203 of the Companies Act, 2013 the Board appointed **Mr. Jaikishan Sarda** as the Chief Financial officer of the company w.e.f 9<sup>th</sup> August, 2014. He has a vast experience of more than 41 years in the field of finance and accounts. He has been associated with the Company since 1990, looking after the entire accounts and financial functions of the company.

#### 2. Mr. Jitendra K. Sharma

The Board appointed **Mr. Jitendra K. Sharma** as the company secretary of the company w.e.f 1<sup>st</sup> January, 2015, to fill in the vacancy caused by the resignation of Mrs. R.Rajalakshmi.

### CESSATION/RESIGNATION

1. **Mr. Shashi Nair (DIN 00056445)** resigned as a director of the company w.e.f 14<sup>th</sup> October, 2014. The Board places on record its sincere appreciation for his valuable guidance & contribution to the company.

2. **Mr. Y. S. Vasudevan (DIN 02278644)** resigned as a director of the company w.e.f 30<sup>th</sup> November, 2014. The Board places on record its sincere appreciation for his valuable guidance & contribution to the company.

3. **Mrs. R.Rajalakshmi** resigned as the company secretary of the company w.e.f 30<sup>th</sup> November, 2014. The Board places on record its sincere appreciation for her valuable guidance & contribution to the company.

### RETIREMENT BY ROTATION

In accordance with the provisions of Section 152(6) of the Companies Act, 2013, **Mr. Rajesh Gupta (DIN 00028379)** will retire by rotation at the ensuing Annual General Meeting of the company and being eligible, offers himself for re-appointment. The Board recommends his re-appointment.

### DECLARATION BY INDEPENDENT DIRECTORS

The Independent Directors have submitted the Declaration of Independence, as required pursuant to section 149(7) of the Companies Act, 2013 and revised clause 49 of the listing agreement, stating that they meet the criteria of independence as provided in section 149(6) of the Companies Act, 2013.

### PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The Company does not have any employee, whose particulars are required to be given pursuant to the provisions of Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Disclosures pertaining to remuneration and other details 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 are annexed hereto marked as Annexure "B" and forms part of this report.



**DEPOSITS**

The Company has not accepted any Deposits covered under Chapter V of Companies Act, 2013, from the members or the general Public during the year under review and as such no amount on account of principal or interest on the deposits was outstanding as on the date of the Balance sheet.

**SHARE CAPITAL**

**1. Offer for Sale**

During the year under review, the Board passed the resolution at the meeting held on 10.05.2014 to consider and approve Offer for Sale (OFS). The Company received the letters from the promoter group on 29.04.2014 with respect to Offer for Sale (OFS). Mrs. Abha M. Gupta, Mrs. Chitralakha R. Gupta and Mrs. Renu R. Gupta belonging to the Promoter and Promoter group entity of the Company made an Offer for Sale (OFS) of their collective share holding aggregating to 1,37,81,523 (6.59%) equity shares ('Shares') of the face value of ₹5/- each, through the Stock Exchange mechanism in accordance with SEBI circular no. CIR/MRD/DP/18/2012 dated July 18, 2012 and further amendments vide circular no. CIR/MRD/DP/04/2013 dated January 25, 2013 and SEBI Circular no. CIR/MRD/DP/17/2013 dated May 30, 2013 and also in compliance with SEBI letter No. CFD/DIL/SK/SGS/OW/8870/2014 dated March 24, 2014. ₹ 30/- (Rupees Thirty Only) per equity shares was the Floor Price of the Company.

**2. Preferential allotment**

During the year under review, the company allotted 1,90,00,000 [One Crore Ninety Lacs] Convertible Warrants to M/s. Pragya Realty Developers Private Limited (Non Promoter) on preferential basis at a Subscription Price of ₹ 9/- per warrant, thereby entitling the holder of the warrants to exercise an option to subscribe to 1,90,00,000 Equity Shares of the Company (having a face value of ₹ 5/- each) at an exercise price of ₹ 27/- per share (Effective price being ₹ 36/- per equity share i.e. at a premium of ₹ 31/- per equity share). These convertible warrants as on March 31<sup>st</sup>, 2015 represent the 1,90,00,000 equity shares of ₹ 5/- each which have been duly converted into equity shares pursuant to exercise of option by the M/s. Pragya Realty Developers Private Limited.

**ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION**

With the coming into force of the Companies Act, 2013 several articles of the Articles of Association of the Company required alteration / deletions. The Companies Act, 2013 also states that the Articles of Association of the company shall be in the specified format applicable to the respective company. Given this position, it was necessary to wholly replace the existing Articles of Association by a new set of Articles. Thus the Company has adopted and approved the new set of articles incorporating the provisions of Companies Act, 2013, in place of existing Articles of Association of the company through postal ballot and result of the same was declared on 14<sup>th</sup> January, 2015.

**PERFORMANCE EVALUATION POLICY**

The Nomination and Remuneration Committee has laid down the criteria for performance evaluation of the individual Directors and the Board. The framework of performance evaluation of the Independent Directors captures the following points:

- A. Key attributes of the Independent Directors that justify his/ her extension/continuation on the Board of the Company;
- B. Participation of the Directors in the Board proceedings and his/ her effectiveness;

The evaluation was carried out by means of the replies given/ observations made by all the Directors on the set of questions developed by them which brought out the key attributes of the Directors, quality of interactions among them and its effectiveness.

The Performance Evaluation Policy as approved by the Board is uploaded on the company's website at the web link: <http://www.sgtl.in/policies.html>

**PARTICULARS OF LOANS, INVESTMENTS AND GUARANTEE AND SECURITIES PROVIDED**

During the year under review, the company has made following investments in accordance with the provisions of section 186 of Companies Act, 2013

Sr. No	Particulars	Face Value	No. of shares/ securities
1	Purchase of equity shares of Supreme Holding & Hospitality (I) Limited	10	1,23,379
2	Purchase of equity shares of Indrajit Properties Private Limited	10	2640

Further the Company has made 75% Investment in Genelec Developers LLP by contributing Rs 3,75,000/-.

The company, by passing special resolution fixed a limit of Rs 2500 crores for making investments, giving loans to any person or other body corporate, giving any guarantee or providing any security in connection with any loan to any person or other body corporate and acquiring by way of subscription, purchase or otherwise the securities of any other body corporate.

**CONTRACTS AND ARRANGEMENTS WITH RELATED PARTY**

All the Transactions entered with Related Parties for the year under review are strictly done on arm's length basis and in the ordinary course of business. The Company presents full details of transactions of all related party before the Audit Committee, specifying the nature, value and terms & conditions of the transactions. Transactions with related parties are conducted in a transparent manner with the interest of the Company and Stakeholders as utmost priority.

The company has not entered into any materially significant related party transactions.

Particulars of Related Party Transactions made pursuant to Section 188 of the Companies Act, 2013 are provided

## SHREE GLOBAL TRADEFIN LIMITED

in Note 24 to the Financial Statement. The Company, by passing a Special Resolution through Postal Ballot on 14<sup>th</sup> January, 2015, has received consent from the members of the Company to enter into the contracts, agreements with related parties as defined under the Act.

The Related Party Transactions policy as approved by the Board is uploaded on the company's website at the web link: <http://www.sgtl.in/policies.html>

### CORPORATE GOVERNANCE

Pursuant to the revised Clause 49 of the Listing Agreement, your Company has taken adequate steps to ensure that all mandatory provisions of Corporate Governance as prescribed under the Listing Agreement of the Stock Exchange with which the Company is listed are complied with. The report on Corporate Governance as stipulated under the Listing Agreement forms an integral part of this Report. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of corporate governance is attached to the report on Corporate Governance.-**As Per Annexure 'D'**.

### POLICIES AND COMMITTEES

#### AUDIT COMMITTEE

The Audit Committee of the company was reconstituted on 27<sup>th</sup> September, 2014 in terms of Companies Act, 2013 and revised clause 49 of the Listing Agreement. The Committee comprises of Mr. Ravindra Anant Deshpande as the Chairman, and Mr. N.K.Mohan and Mrs. Uniza Shaikh as the Members.

All the recommendations made by the Audit Committee are accepted and implemented by the Board of Directors.

More details on the committee are given in the Corporate Governance Report.

#### NOMINATION AND REMUNERATION COMMITTEE

The Remuneration Committee of the company was reconstituted and renamed as "Nomination and Remuneration Committee" on 27<sup>th</sup> September, 2014 in terms of Companies Act, 2013 and revised clause 49 of the Listing Agreement. The Committee comprises of Mr. N.K.Mohan as the Chairman, and Mrs. Uniza Shaikh and Mr. Ravindra Anant Deshpande as the members.

More details on the committee are given in the Corporate Governance Report.

#### STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee of the company was constituted on 27<sup>th</sup> September, 2014 in terms of Companies Act, 2013 and revised clause 49 of the Listing Agreement. The Committee comprises of Mr. N.K.Mohan as the Chairman, and Mrs. Uniza Shaikh and Mr. Ravindra Anant Deshpande as the members.

More details on the committee are given in the Corporate Governance Report.

#### RISK MANAGEMENT COMMITTEE

The Risk Management Committee of the company was constituted on 8<sup>th</sup> November, 2014 in terms of revised clause 49 of the listing agreement. The Committee comprises of Mr. Rajesh Gupta as the Chairman, and Mr. N.K.Mohan, Mrs.

Uniza Shaikh and Mr. Ravindra Anant Deshpande as the members.

More details on the committee are given in the Corporate Governance Report.

### CSR POLICY (CORPORATE SOCIAL RESPONSIBILITY POLICY)

Corporate Social Responsibility Policy is not applicable to the Company. Hence no CSR Committee is formed.

### REMUNERATION POLICY

The Nomination and Remuneration Committee has formulated and implemented "Remuneration policy" in compliance with section 178 of the companies act, 2013 read with applicable rules thereto and revised clause 49 of the Listing Agreement. The policy provides guidelines to the Nomination & Remuneration Committee relating to the Appointment, Removal & Remuneration of Directors and KMP. It also provides criteria for determining qualifications, positive attributes and independence of a director.

The Remuneration policy as approved by the Board is uploaded on the company's website at the web link: <http://www.sgtl.in/policies.html>

### RISK MANAGEMENT POLICY

The Risk Management policy is formulated and implemented by the company in compliance with the provisions of the new Companies Act, 2013 and revised Listing Agreement. The policy helps to identify the various elements of risks faced by the company, which in the opinion of the Board threatens the existence of the Company.

The Risk Management Policy as approved by the Board is uploaded on the company's website at the web link: <http://www.sgtl.in/policies.html>

### WHISTLE BLOWER POLICY & VIGIL MECHANISM

Pursuant to Section 177 (9) of the Companies Act, 2013 and revised clause 49 of the Listing Agreement, the Company has formulated Whistle Blower Policy & established Vigil Mechanism for the directors and employees of the Company to report, serious and genuine unethical behaviour, actual or suspected fraud and violation of the Company's code of conduct or ethics policy. It also provides adequate safeguards against victimization of persons, who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. None of the employees of the Company has been denied access to the Audit Committee.

**Mr. Rajesh Gupta**, Chairman and Managing Director of the company, has been designated as Vigilance and Ethics Officer for various matters related to Vigil Mechanism.

The Whistle Blower Policy & Policy on Vigil Mechanism as approved by the Board is uploaded on the company's website at the web link: <http://www.sgtl.in/policies.html>

### SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT

The Board has appointed **Mr. K. C Nevatia** of K. C. Nevatia & Associates, a firm of Company Secretaries in Practice, to carry out Secretarial Audit under the provisions of section 204 of the Companies Act, 2013 for the financial year 2014-15. The

Report of the Secretarial Auditor is annexed to this report as “Annexure C”.

The report states that the provisions of section 152(6)(a) and 152(6)(c) were not complied.

As regards non compliance with the provisions of section 152(6)(a) and 152(6)(c) of Companies Act, 2013 as specified in the Secretarial Audit report, the Board would like to state that the company is in process to comply with the provisions of section 152(6)(a) and 152(6)(c) of Companies Act, 2013.

### AUDITORS

Pursuant to Section 139 of the Companies Act, 2013, Rules made thereunder and subject to approval of the members of the company at the Annual General Meeting, the Board of Directors on the recommendation of the Audit Committee appointed M/s Ashok S. Jain & Co. Chartered Accountants (Firm Registration No. 111791W), as the Statutory Auditors of the company for the period of three financial years commencing from 1<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2017. The Board based on the recommendation of the Audit Committee, recommends the ratification of the appointment of M/s Ashok S. Jain & Co. Chartered Accountants (Firm Registration No. 111791W), as the statutory auditors. The members are thus requested to ratify the appointment of aforesaid statutory Auditors for the next financial year 2015-2016 at the ensuing Annual General Meeting.

### AUDITORS REPORT

There are no qualifications, reservations, or adverse remarks made by the statutory auditors in their report.

### DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

Your Directors state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

### ANNUAL RETURN

The Extract of the Annual Return (Form MGT-9) for the Financial Year 2014-15 is enclosed with this report pursuant to section 92 (3) of the Companies Act, 2013 as a “Annexure A”.

### PAYMENT OF ANNUAL LISTING FEES

Shares of the company are presently listed at BSE Ltd (Bombay Stock Exchange Limited), P.J.Towers, Dalal Street, Mumbai and the Company has paid listing fee upto March 31<sup>st</sup>, 2016 in respect of above to the stock exchange.

### SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations

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

Information in accordance with provisions of section 134(3)(m) of the Companies Act, 2013, read with Rule 8 of Companies (Account) Rules, 2014 is not required since the Company is not a manufacturing Company.

### ACKNOWLEDGEMENT:

Your Directors place on record their sincere appreciation and gratitude for the assistance and generous support extended by all Government authorities, Financial Institutions, Banks, Customers and Vendors during the year under review. Your Directors wish to express their immense appreciation for the devotion, commitment and contribution shown by the employees of the company while discharging their duties.

**For and on behalf of the Board**

**Dated: 27/05/2015**

**Place: Mumbai**

**Rajesh Gupta**

**Chairman**

# SHREE GLOBAL TRADEFIN LIMITED

Annexure A  
Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31/03/2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the  
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

1.	<b>CIN</b>	L27100MH1986PLC041252
2.	<b>Registration Date</b>	15/10/1986
3.	<b>Name of the Company</b>	SHREE GLOBAL TRADEFIN LIMITED
4.	<b>Address of the Registered office and contact details.</b>	35, Ashok Chambers, Broach Street, Devji Ratansey Marg, Masjid Bunder , Mumbai - 400 009 Tel: 022 23480526
5.	<b>Category/Sub Category of the Company</b>	Company Limited by Shares/Indian Non Government Company
6.	<b>Whether Listed Company (Yes/No)</b>	Yes (Listed on BSE)
7.	<b>Name, Address and Contact details of Registrar and Transfer Agent, if any</b>	Bigshare Services Private Limited E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E), Mumbai-400 072. Phone: 022-40430200, Fax: 022-28475207, Email Id : investor@bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Trading in Sponge Iron & Steel	24102	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

Sr No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate of the Company	% of Shares held	Applicable Section
1.	Emetalsteel.Com Pvt.Ltd	U70102MH1994PTC081326	Associate	43.96%	2(6)
2.	Halan Properties Pvt. Ltd	U65900MH1997PTC109168	Associate	24.50%	2(6)
3.	Indrajit Properties Pvt. Ltd.	U40100MH2011PTC215074	Associate	42.94%	2(6)
4.	Trump Investments Ltd.	U67120MH1993PLC073593	Associate	39.94%	2(6)
5.	Usha Building Materials Pvt. Ltd.	U45200MH2008PTC188235	Associate	50.00%	2(6)
6.	Vidarbha Power Pvt. Ltd.	U40100MH1995PTC094903	Associate	23.96%	2(6)
7.	Gopani Iron And Power (India) Pvt. Ltd	U74300MH1988PTC046932	Associate	25.00%	2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding:

Category of Shareholders	No of Shares held at the beginning of the year				No. of Shares held at the end of the Year				% Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
<b>1. Indian</b>									
a.Individual/HUF	13781523	0	13781523	6.60	870666	0	870666	0.38	-6.22
b.Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c.State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d.Bodies Corp.	154091800	0	154091800	76.76	154091800	0	154091800	67.62	-9.14
e.Bank/FI	0	0	0	0.00	0	0	0	0.00	0.00
f.Any Other	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub Total-A(1)</b>	<b>167873323</b>	<b>0</b>	<b>167873323</b>	<b>80.36</b>	<b>154962466</b>	<b>0</b>	<b>154962466</b>	<b>68.00</b>	<b>-12.36</b>
<b>2. Foreign</b>									
a.NRI Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b.Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c.Body Corporates	0	0	0	0.00	0	0	0	0.00	0.00
d.Bank/FI	0	0	0	0.00	0	0	0	0.00	0.00
e.Any Other	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub Total-A(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Shareholders of Promoters (1+2)</b>	<b>167873323</b>	<b>0</b>	<b>167873323</b>	<b>80.36</b>	<b>154962466</b>	<b>0</b>	<b>154962466</b>	<b>68.00</b>	<b>-12.36</b>
<b>B. Public Shareholding</b>									
<b>1.Institution</b>									
a.Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b.Bank/FI	0	0	0	0.00	0	0	0	0.00	0.00
c.Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d.State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
e.Venture Capital	0	0	0	0.00	0	0	0	0.00	0.00
f.Insurance Co.	0	0	0	0.00	0	0	0	0.00	0.00
g.FIIs	0	0	0	0.00	0	0	0	0.00	0.00
h.Foreign portfolio Corporate	0	0	0	0.00	0	0	0	0.00	0.00
i.Foreign Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0.00
j.Others	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub Total-B(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>2. Non-Institution</b>									
a.Body Corp	15736439	0	15736439	7.53	37655997	0	37655997	16.52	8.99
b.Individual									
i.Individual Shareholders holding nominal share capital upto Rs 1 lakh	392649	376703	769352	0.37	491416	286373	777789	0.34	-0.03
ii. Individual Shareholders holding nominal share capital in excess of Rs 1 lakh	24493935	21900	24515835	11.74	34489856	0	34489856	15.13	3.39

## SHREE GLOBAL TRADEFIN LIMITED

Category of Shareholders	No of Shares held at the beginning of the Year				No of Shares held at the beginning of the Year				% Change during the Year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
c. Others									
i.NRI (Rep)	4255	0	4255	0.00	12951	0	12951	0.01	0.00
ii.NRI (Non Rep)	0	0	0	0.00	0	0	0	0.00	0.00
iii.Foreign National	0	0	0	0.00	0	0	0	0.00	0.00
iv.OCB	0	0	0	0.00	0	0	0	0.00	0.00
v.Trust	0	0	0	0.00	0	0	0	0.00	0.00
vi.In Transit	1889	0	1889	0.00	2034	0	2034	0.00	0.00
vii.Unclaimed Suspense Account	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub Total-B(2)</b>	40629167	398603	41027770	19.64	72652254	286373	72938627	32.00	12.36
<b>Net Total(1+2)</b>	40629167	398603	41027770	19.64	72652254	286373	72938627	32.00	12.36
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
Promoter & Promoter Group	0	0	0	0.00	0	0	0	0.00	0.00
Public	0	0	0	0.00	0	0	0	0.00	0.00
<b>Grand Total (A+B+C)</b>	208502490	398603	208901093	100.00	227614720	286373	227901093	100.00	0.00

### ii) Share Holding of Promoters:

Sr No	Shareholder's Name	Shareholding at the beginning of the Year			Shareholding at the end of the Year			% 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	Teamwork Properties Developments LLP	77311000	37.01	2.39	77311000	33.92	2.19	-3.09
2	Blossom Trade & Interchange LLP	76780800	36.75	2.39	76780800	33.69	2.19	-3.06
3	Renu R Gupta	4917800	2.35	0.00	0	0.00	0.00	-2.35
4	Chitralkha R Gupta	4916867	2.35	0.00	0	0.00	0.00	-2.35
5	Abha M Gupta	3946856	1.89	0.00	870666	0.38	0.00	-1.51

### iii) Change in Promoters' Shareholding (please specify, if there is no change):

Sr No.		Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	Renu R Gupta	4917800	2.35	0	0.00
2	Chitralkha R Gupta	4916867	2.35	0	0.00
3	Abha M Gupta	3946856	1.89	870666	0.38



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

Sr No.	Top Ten Shareholders	Shareholding at the beginning of the Year		Shareholding at the end of the Year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	Aristo Realty Developers Ltd	9045200	4.33	9045200	3.97
2	Ravi Agarwal - HUF	4957500	2.37	4957500	2.18
3	Renu R Gupta	4917800	2.35	0	0.00
4	Kiran B Agarwal	4917000	2.35	4917000	2.16
5	Ravi Agarwal	4910000	2.35	4910000	2.15
6	Pooja Agarwal	4880000	2.34	4880000	2.14
7	Babulal Agarwal – HUF	4670948	2.24	4689448	2.06
8	Pragya Realty Developers Pvt Ltd.	4381093	2.10	23381093	10.26
9	Prawas Leasing And Finance Pvt Ltd.	1602393	0.77	1602393	0.70
10	Halan Properties Pvt Ltd.	315577	0.15	316707	0.14
11	Shine Star Build Cap Pvt Ltd.	0	0.00	1230000	0.54
12	Pace Stock Broking Services Pvt Ltd.	0	0.00	910000	0.40

(v) Shareholding of Directors and Key Managerial Personnel:

Sr No.	For each of the Directors and KMP	Shareholding at the beginning of the Year		Shareholding at the end of the Year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	Name of the Director/KMP				
	NA	NA	NA	NA	NA

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>	Nil	Nil	Nil	Nil
1. Principal Amount				
2. Interest due but not paid				
3. Interest accrued but not due				
<b>Total of (1+2+3)</b>				
<b>Change in Indebtedness during the financial year</b>	Nil	Nil	Nil	Nil
+Addition				
-Reduction				
Net Change				
<b>Indebtedness at the end of the financial year</b>	Nil	Nil	Nil	Nil
1. Principal Amount				
2. Interest due but not paid				
3. Interest accrued but not due				
<b>Total of (1+2+3)</b>	Nil	Nil	Nil	Nil

# SHREE GLOBAL TRADEFIN LIMITED

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total
		Rajesh Gupta* Managing Director	
1.	Gross Salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act	19,20,000	19,20,000
	(b) Value of perquisites u/s 17 (2) of Income Tax Act	4,80,000	4,80,000
	(c) Profits in lieu of salary u/s 17 (3) of Income tax Act	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - As % of profit - Others, specify	-	-
5.	Others, please specify Provident Fund & other Funds	1,44,000	1,44,000
	Performance Bonus	-	-
	<b>Total (A)</b>	25,44,000	25,44,000
	Ceiling as per the Act		60,00,000

\* Mr. Rajesh Gupta was appointed Whole Time Director w.e.f. 1st May, 2014.

### B. Remuneration to other directors:

#### 1. Independent Directors:

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount in Rs
		R.A. Deshpande	N.K.Mohan	Uniza Shaikh	
<b>1. Independent Directors</b>					
	Fee for attending Board Committee meetings	-	-	-	-
	Commission	-	-	-	-
	others	-	-	-	-
	<b>Total(1)</b>	-	-	-	-

#### 2. Other non Executive Directors: NA

Other Non Executive Directors						Total (Amount in Rs)
Fee for attending Board Committee meetings	-	-	-	-	-	-
Commission	-	-	-	-	-	-
Others	-	-	-	-	-	-
<b>Total (2)</b>	-	-	-	-	-	-
<b>Total B=(1+2)</b>						
Ceiling as per the Act	1 % of the net profits of the Company.					

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sr. No	Particulars of Remuneration	Name of Key Managerial Personnel		Total
		CFO Jaikishan Sarda*	Company Secretary Jitendra K. Sharma**	
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act	7,43,935	40,798	7,84,733
	(b) Value of perquisites u/s 17 (2) of Income Tax Act	-	-	-
	(c) Profits in lieu of salary u/s 17 (3) of Income tax Act	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - As % of profit - Others, specify	-	-	-
5	Others, please specify Provident Fund & other Funds	65,568	3,718	69,286
	Performance Bonus			
	Total C	8,09,503	44,516	8,54,019

\* Mr. Jaikishan Sarda was appointed as CFO of the Company w.e.f. 09/08/2014. The Salary drawn by him mentioned above is the Annual Salary.

\*\* Mr. Jitendra K. Sharma was appointed as CS of the Company w.e.f. 01/01/2015. The Salary drawn by him mentioned above is the Annual Salary.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES (Under the Companies Act):

No penalty, punishment or compounding of offences under the provision of the Act, to the Company, its directors and its other officers in default.

ANNEXURE - B

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:

Sr. No	Name of Director/ KMP and Designation	Remuneration of Director/KMP for Financial year 2014-15 (in ₹)	% 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. Rajesh Gupta Chairman & Managing Director	25,44,000	*	10.77	Profit before tax Decreased by 46.70%
2.	Mr. Ravindra Anant Deshpande Non Executive Director	Nil	Nil	Nil	Not Applicable
3.	Shashi Nair Non Executive Director	Nil	#	#	
4.	Y. Vasudevan Non Executive Director	Nil	##	##	
3.	Mr. N.K. Mohan Non Executive Independent Director	Nil	Nil	Nil	
5.	Mrs. Uniza Shaikh Non Executive Independent Director	Nil	@	@ @	

## SHREE GLOBAL TRADEFIN LIMITED

6.	Mr. Jaikishan Sarda Chief Financial Officer	8,09,503	^	Not Applicable	Profit before tax Decreased by 46.70%
7.	Mr. Jitendra K. Sharma Company Secretary and Compliance Officer	44,516	\$	Not Applicable	
8.	Mrs R. Rajalakshmi Company Secretary and Compliance Officer	Nil	•	Not Applicable	

\*Details not given as Mr. Rajesh Gupta was a not a Director in the financial year 2013-14. Further he was appointed as a Whole Time Director w.e.f 01<sup>st</sup> May, 2014 only for part of the financial year 2014-15.

#Details not given as Mr. Shashi Nair was a Director only for part of the financial year 2014-15 i.e. upto 14<sup>th</sup> October, 2014.

##Details not given as Mr. Y. Vasudevan was a Director only for part of the financial year 2014-15 i.e. upto 30<sup>th</sup> November, 2014.

@Details not given as Mrs. Uniza Shaikh was not a Director in the financial year 2013-14.

@@Details not given as Mrs. Uniza Shaikh was a Director only for part of the financial year 2014- 15 i.e. w.e.f. 27<sup>th</sup> September, 2014.

^Details not given as Mr. Jaikishan Sarda was not a Chief Financial Officer (CFO) in the financial year 2013-14. He was a CFO only for part of the financial year 2014-15 i.e. w.e.f 9<sup>th</sup> August, 2014.

\$Details not given as Mr. Jitendra K. Sharma was a not a Company Secretary and Compliance officer in the financial year 2013-14. He was a Company Secretary and Compliance Officer only for part of the financial year 2014-15 i.e. w.e.f 1<sup>st</sup> January, 2015.

•Details not given as Mrs. R. Rajalakshmi was a Company Secretary and Compliance Officer only for part of the financial year 2014-15 i.e. upto 30<sup>th</sup> November, 2014.

- ii. The median remuneration of employees of the Company during the financial year was ₹ 2,96,089/-
- iii. In the financial year, there was a decrease of 19.76% in the median remuneration of employees.
- iv. There were 12 permanent employees on the rolls of Company as on 31<sup>st</sup> March, 2015.
- v. Relationship between average increase/Decrease in remuneration and company performance:-  
The Profit before Tax for the financial year ended 31<sup>st</sup> March, 2015 decreased by 46.70% whereas the decrease in median remuneration was 19.76%. The average decrease in median remuneration was in line with the basic inflation given to the employees.
- vi. Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company:  
The total remuneration of Key Managerial Personnel increased by 3137 times from 1.05 Lacs in 2013-14 to ₹ 33.99 Lacs in 2014-15 however the Profit After Tax decreased by 46% to ₹40.72 Lacs in 2014-15 (₹75.39 Lacs in 2013-14).
- vii. a) Variations in the market capitalisation of the Company : The market capitalisation as on 31<sup>st</sup> March, 2015 was ₹ 4,44,40,71,314 (₹ 6,98,77,41,561 as on 31<sup>st</sup> March, 2014)  
b) Price Earnings ratio of the Company was (975) times as at 31<sup>st</sup> March, 2015 and was (836.25) times as at 31<sup>st</sup> March, 2014.  
c) Percent increase over/ decrease in the market quotations of the shares of the company as compared to the rate at which the company came out with the last Public issue i.e. Offer for Sale in the year-2014-2015. An Amount of Rs 1,000 invested in the said Offer for Sale would be worth Rs 561 as on 31<sup>st</sup> March, 2015 indicating a Compounded Annual Growth Rate of (53.41%)
- viii. Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2014-15 was 7.36 % whereas no increase in the managerial remuneration for the same financial year.
- ix. 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**
- x. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

**Annexure C**  
**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

For the Company's Financial Year from 1<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel)]

To,  
The Members,  
**Shree Global Tradefin Limited**

Mumbai

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Shree Global Tradefin Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct / statutory compliances and expressing our opinion thereon.

Based on our verification of **Shree Global Tradefin Limited'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 **March 31, 2015**, 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 **March 31, 2015** according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. 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;
4. 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;
5. Employees Provident Fund and Miscellaneous Provisions Act, 1952
6. Employers Liability Act, 1938
7. Equal Remuneration Act, 1976
8. Indian Contract Act, 1872
9. Income Tax Act, 1961 to the extent of Tax Deducted at Source under various Sections and T.D.S. Returns filed.
10. Indirect Tax Laws relating to collections, deductions, wherever applicable, payments made and returns filed.
11. Indian Stamp Act, 1999
12. Maternity Benefits Act, 1961

13. Minimum Wages Act, 1948
14. Negotiable Instruments Act, 1881
15. Payment of Bonus Act, 1965
16. Payment of Gratuity Act, 1972
17. Payment of Wages Act, 1936 and other applicable labour laws

***The Company had total 4 Directors during the financial year under review, out of which 1 director is chairman & Managing Director and 3 directors are independent directors. In the circumstances the provisions of section 152(6)(a) and 152(6)(c) were not complied with.***

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to extent applicable.

We further report that the Board of Directors of the Company is duly constituted with proper balance of 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.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were 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.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that 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.

We further report that during the audit period, there were no instances of:

- (i) Public / Rights / debentures / sweat equity except Preferential issue of shares.
- (ii) Redemption / buy-back of securities.
- (iii) Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013 except according general approval by the members in respect of section 180(1)(a) and section 180(1)(c) through postal ballot approving the maximum limit under both the said sub sections.
- (iv) Merger / amalgamation / reconstruction etc.
- (v) Foreign technical collaborations.

**For K. C. Nevatia & Associates**  
**Company Secretaries**

**K. C. Nevatia**  
**Proprietor**  
**FCS No.: 3963**  
**C P No.: 2348**

**Place : Mumbai**  
**Date : 27.05.2015**

# SHREE GLOBAL TRADEFIN LIMITED

**K. C. NEVATIA & ASSOCIATES  
COMPANY SECRETARIES**

Telephone: 2605 8114  
J-2, Jolly Highrise  
Apartments,  
10<sup>th</sup> Floor,  
241-A, Pali Mala Road,  
Bandra (West),  
Mumbai – 400 050.

To,  
The Members

## **Shree Global Tradefin Limited**

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express as opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process 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.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For K. C. Nevatia & Associates  
Company Secretaries**

**K. C. Nevatia  
Proprietor  
FCS No.: 3963  
C P No.: 2348**

**Place : Mumbai  
Date : 27.05.2015**



Annexure D

**CORPORATE GOVERNANCE**

**Auditors' Certificate regarding compliance of conditions of Corporate Governance**

To the Members of **Shree Global Tradefin Limited**

We have examined the compliance of the conditions of Corporate Governance by Shree Global Tradefin Limited, for the year ended 31<sup>st</sup> March, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance (As stipulated in Clause 49 of the Listing Agreement), issued by the Institute of Chartered Accountants of India and was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

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

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

**For and on behalf of  
Ashok S. Jain & Co.  
Chartered Accountants  
Firm Reg No. 111791W**

**Ashok S. Jain  
Partner  
M.No. 044964**

**Dated : 27.05.2015  
Place : Mumbai**

**REPORT ON CORPORATE GOVERNANCE**

**I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

The Company's philosophy on Corporate Governance envisages the attainment of the highest levels of transparency, accountability and equity, in all facets of its operation, and all its interactions with the stakeholders including shareholders, employees, customers, government and suppliers.

**II. BOARD OF DIRECTORS**

**a. Composition of the Board**

The Company has an appropriate combination of Executive and Non-Executive Directors including Independent Directors to maintain independence of the Board. The Directors have expertise in the fields of industry, operations, finance, legal and management. The Board provides strategic guidance and independent views to the Company's management while discharging its fiduciary responsibilities.

**Structure of Board, Directorship in Other companies and Membership of Committees**

Structure of Board of Directors during the financial year 2014-15, attendance at Board meetings

and Annual General Meeting (AGM) held during the said year along with requisite information in respect of Directors as per the requirements of Clause 49 of the Listing Agreement is provided in the following table:

Sr. No.	Name and Designation (DIN)	Category	Attendance in FY 2014-15		Number of Directorships in other Companies		Committee Membership and Chairmanship in other Companies \$		Shareholding in the Company
			Board Meetings (10 Meetings held)	AGM	Private	Public	Chairman-ship	Member-ship	
1.	**Mr. Vasudevan Yelleshwaram (02278644)	Non Executive and Independent	7	Yes	-	-	-	-	-
2.	Mr. N.K Mohan (02542406)	Non Executive and Independent	10	Yes	-	-	-	-	-
3.	Mr. R.A.Deshpande (01003990)	Non Executive and Independent	10	Yes	2	-	-	-	-
4.	***Mr. Shashi Nair (00068445)	Non Executive and Independent	5	No	-	-	-	-	-
5.	* Mr. Rajesh Gupta Chairman & Managing Director (00028379)	Promoter and Executive	10	Yes	-	1	-	3	-
6.	# Mrs.Uniza Shaikh (06975961)	Non Executive and Independent	4	No	-	-	-	-	-

**Note:**

\* Mr. Rajesh Gupta was appointed as Chairman and Managing director w.e.f 14/01/2015

\*\* Mr. Vasudevan Yelleshwaram resigned as director w.ef. 30/11/2014

\*\*\* Mr. Shashi Nair resigned as Director w.e.f 14/10/2014

# Mrs. Uniza Shaikh was appointed as Additional & Independent Woman Director w.e.f 27/09/2014

\$ Includes only Audit Committee and Shareholders' / Investors' Grievance Committee in all public limited Companies (whether listed or not) and excludes private limited Companies, foreign Companies and Section 8 Companies.

**b. Board Meetings**

The Board meets at regular intervals to discuss and decide on Company / Business policies and strategies apart from other regular business matters. Board Meetings are usually held at the Registered Office of the Company at Mumbai. During the financial year ended on 31st March, 2015, 10 Board Meetings were held on 28<sup>th</sup> April, 2014, 10<sup>th</sup> May, 2014, 27<sup>th</sup> May, 2014, 3<sup>rd</sup> July, 2014, 9<sup>th</sup> August, 2014, 27<sup>th</sup> September, 2014, 8<sup>th</sup> November, 2014, 27<sup>th</sup> December, 2014, 11<sup>th</sup> February, 2015 and 4<sup>th</sup> March, 2015. Maximum time gap between two consecutive meetings had not exceeded 120 days.

The agenda and notes are circulated to the Directors in advance. All material information is included in the agenda for facilitating meaningful discussions at the meeting. In case of urgent necessity, resolutions are passed by circulation in accordance with the provisions of Companies Act, 2013. Business Unit heads and senior management personnel make presentations to the Board. The Board is updated on the discussions held at the Committee meetings and the recommendations

# SHREE GLOBAL TRADEFIN LIMITED

made by various Committees.

The agenda of the meetings of the Board includes quarterly / annual capital budgets and updates therein, quarterly / annual standalone financial results of the Company, minutes of meetings of the Board and Board Committees, Show cause / demand/ prosecution notices and penalty notices which are materially important, fatal or serious accidents, disclosures received from Directors, related party transactions, performance of the Company and action taken, report on decisions taken in Board meetings. Decisions taken at the Board / Committee meetings are communicated to the concerned departments. The minutes are approved by the Board / Committee at its next Meeting.

## Independent Directors

The Independent Directors of the Company fully meet the requirements laid down under Clause 49 II (B) of the Listing Agreement.

## Tenure of Independent Directors

The tenure of the Independent Directors is fixed in accordance with the requirements laid down in the Companies Act, 2013 and clarifications / circulars issued by the Ministry of Corporate Affairs, in this regard, from time to time.

## Performance evaluation of Independent Directors

The Nomination and Remuneration Committee has laid down the criteria for performance evaluation of Independent Directors. The framework of performance evaluation of the Independent Directors will capture the following points:

- a) Key attributes of the IDs that justify his / her extension / continuation on the Board of the Company;
- b) Participation of the Directors in the Board proceedings and his / her effectiveness;

The assessment to determine the key attributes of the Directors should cover the following:

### i) Relevant experience and skills

#### Impact:

- Ability and willingness to speak up
- Ability to carry others
- Ability to disagree, stand his/her ground

#### Integrity:

- Focus on shareholder value creation
- High governance standards

### ii) Assessment of Committee's Effectiveness Knowledge of business:

- Competition and competitive structure
- Markets and customers
- Suppliers and dealers
- SWOT Analysis

## Separate meetings of the Independent Directors

The Independent Directors held a Meeting on 4<sup>th</sup> March, 2015, without the attendance of Non-Independent Directors and members of Management. All the Independent Directors were present at such meeting. At the Meeting, they –

- i) Reviewed the performance of non-independent directors and the Board as a whole.
- ii) Reviewed the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;

- iii) Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Independent Directors holds an unanimous opinion that the non independent Directors, including the Managing Director bring to the Board, abundant knowledge in their respective field and are experts in their areas. Besides, they are insightful, convincing, astute, with a keen sense of observation, mature and have a deep knowledge of the Company.

The Board as a whole is an integrated, balanced and cohesive unit where diverse views are expressed and dialogued when required, with each Director bringing professional domain knowledge to the table. All Directors are participative, interactive and communicative.

The Chairperson has abundant knowledge, experience, skills and understanding of the Board's functioning, possesses a mind for detail, is meticulous to the core and conducts the Meetings with poise and maturity.

The information flow between the Company's Management and the Board is complete, timely with good quality and sufficient quantity.

## Familiarization programme for Independent Directors

Whenever any person joins the Board of the Company as an Independent Director, an induction programme is arranged for him / her wherein he / she is familiarized with the Company, their roles, rights and responsibilities in the Company, the code of conduct to be adhered, nature of the industry in which the Company operates, business model of the Company, meeting with the senior management team members, etc.

The details of such familiarization programmes will be disclosed on the Company's website at [www.sgtl.in](http://www.sgtl.in).

## III. COMMITTEES OF THE BOARD

The Board Committees play a vital role in strengthening the Corporate Governance practices and focus effectively on the issues and ensure expedient resolution of the diverse matters. The Committees also make specific recommendations to the Board on various matters when required. All observations, recommendations and decisions of the Committees are placed before the Board for information or for approval. The Board of Directors has, from time to time, constituted the following Committees, namely:

### a. Audit Committee

#### i. Terms of Reference

The role and terms of reference of the Audit Committee covers the areas mentioned in the revised Clause 49 of the Listing Agreement with the Stock Exchange and Section 177 of the Companies Act, 2013, as amended from time to time, besides other matters as may be referred by the Board of Directors. These, inter alia, include the Review of Company's financial reporting process and disclosure of it's financial information to ensure that the financial statement is correct, sufficient and credible, review of the adequacy of internal control systems and advising the necessary steps to be taken to correct the weaknesses, review of the quarterly and annual financial statements before submission to the Board for approval, review of financial and risk management policies and practices etc..

**ii. Composition**

As on 31<sup>st</sup> March, 2015 the audit committee comprises of 3 Non-executive Directors. In view of the changes in revised clause 49 of listing agreement, the audit committee was reconstituted as under:

Name of the Director	Position
Mr. R. A. Deshpande	Chairman
Mr. N.K.Mohan	Member
Mrs. Uniza Shaikh	Member

The Company Secretary acts as the secretary to the Committee.

**iii. Meetings and Attendance**

Four Audit Committee meetings were held during the financial year 2014-15 on 27<sup>th</sup> May, 2014, 9<sup>th</sup> August, 2014, 8<sup>th</sup> November, 2014 and 11<sup>th</sup> February, 2015.

Details of meetings attended by the members are given below:

Sr. No	Committee Members	Position	Meetings held	Meetings Attended	Remark
1.	Mr. R. A. Deshpande	Chairman	4	4	-
2.	Mr. N.K.Mohan	Member	4	4	-
3.	Mrs. Uniza Shaikh	Member	4	2	Become member w.e.f 27.09.2014
4.	Mr.Vasudevan Yelleshwaram	Member	4	2	Ceased to be member w.e.f 30.11.2014

**b. Nomination and Remuneration Committee**

The Remuneration Committee constituted earlier now renamed as Nomination and Remuneration committee and it comprises of 3 Non-executive Directors namely Mr. N.K.Mohan, Mrs. Uniza Shaikh and Mr. R. A. Deshpande. During the financial year 2014-2015, two meetings of Nomination and Remuneration Committee were held during the year 2014-2015 i.e. on 28<sup>th</sup> April, 2014 and 8<sup>th</sup> November, 2014.

The remuneration of Director in all the cases is decided by the Board as per the Remuneration policy of the company subject to necessary approval of shareholders, Nomination and Remuneration Committee other applicable approvals, if any. Save and except Mr. Rajesh Gupta, Managing Director, no other director has drawn remuneration during the financial year 2014-15.

Mr. Rajesh Gupta was appointed as a Chairman and Managing Director for a term of three years w.e.f. 14<sup>th</sup> January, 2015 and is responsible for day to day affairs of the Company. During the year Mr. Rajesh Gupta has been paid minimum remuneration of ₹ 25.44 Lacs by way of Salary, Perquisites & Contribution to Provident Fund, in accordance with the provisions of the Companies Act, 2013.

**Remuneration of Directors**

Details of remuneration paid to Directors of the Company for the financial year ended on 31<sup>st</sup> March, 2015 are as follows:

Sr. No	Name	Sitting Fees	Salary	Perquisites and Benefits	Shares in profit/ Incentive	Total
1.	Mr. Vasudevan Yelleshwaram	-	-	-	-	-
2.	Mr. N.K.Mohan	-	-	-	-	-
3.	Mr. R.A.Deshpande	-	-	-	-	-
4.	Mr. Shashi Nair	-	-	-	-	-
5.	Mr. Rajesh Gupta	-	20,64,000	4,80,000	-	25,44,000*
6.	Mrs.Uniza Shaikh	-	-	-	-	-

\* 1) Salary & perquisites include all elements of remuneration i.e. salary, reimbursement and other allowances and benefits including employer's provident fund contribution and perquisite value.

**c. Stakeholders Relationship Committee**

The Stakeholders Relationship Committee constituted on 27<sup>th</sup> September, 2014 in terms of revised Clause 49 of Listing Agreement and is entrusted with the responsibility of redressing the shareholders'/ investors' complaints with respect to transfer of shares, Dematerialization and Rematerialisation of Shares, issue of Duplicate Share Certificates, Replacement if any, non-receipt of Annual Report, non-receipt of dividend etc.

**Composition**

This Committee comprises of three Directors, namely, Mr. N.K.Mohan, Mr. Rajesh Gupta and Mr. R.A. Deshpande of the Company. Chairman is elected by the Members present in the Meeting. Board has now appointed Mr. N.K.Mohan as its Chairman. During the year under report, Company has not received any complaints from the shareholders.

**d. Risk Management Committee**

The revised Clause 49 mandates constitution of the Risk Management Committee. The Committee is required to lay down the procedures to inform to the Board about the risk assessment and minimization procedures and the Board shall be responsible for framing, implementing and monitoring the risk management plan of the Company.

The objectives and scope of the Risk Management Committee broadly comprises of:

- Oversight of risk management performed by the executive management;
- Reviewing the Risk Management Policy and framework in line with local legal requirements and SEBI guidelines;
- Reviewing risks and evaluate treatment including initiating mitigation actions and ownership as per a pre-defined cycle;
- Defining framework for identification, assessment, monitoring, mitigation and reporting of risks.

Within its overall scope as aforesaid, the Committee shall review risks trends, exposure, potential impact analysis and mitigation plan.

The composition of the Risk Management Committee as at March 31, 2015 is as under:

Name of the Director	Position
Mr. Rajesh Gupta	Chairman
Mr. R.A.Deshpande	Member
Mr. N.K.Mohan	Member
Mrs. Uniza Shaikh	Member

# SHREE GLOBAL TRADEFIN LIMITED

## e. Committee of the Board of Directors

The Committee of the Board comprises of Mr. Rajesh Gupta (Chairman), Mr. R. A. Deshpande, Mr. N.K. Mohan and Mrs. Uniza Shaikh as members. This Committee covers a detailed review and exercises the following powers and when the powers are so exercised, the same shall be presented to the full Board:

- Invest the funds of the company;
- Borrow monies;
- Grant loans or give guarantee or provide security in respect of loans;
- Business and strategy review;
- Long-term financial projections and cash flows;
- Capital and Revenue Budgets and capital expenditure programmes;
- Acquisitions, divestments and business restructuring proposals;
- Senior management succession planning;
- Any other item as may be referred by the Board to the committee.

## IV. SUBSIDIARY COMPANIES

The Company does not have any subsidiary company.

## V. GENERAL BODY MEETINGS

### a. Annual General Meeting

The Annual General Meetings of the Company during the preceding three years were held at Orchid', 1<sup>st</sup> Floor, Centre 1, Cuffe Parade, Mumbai 400005, Maharashtra on the following dates and times, wherein the following special resolutions were passed:

AGM	Year	Date, Day & Time	Brief Description of Special Resolution
26 <sup>th</sup>	2011	29 <sup>th</sup> September, 2012 Saturday, 11.00 AM	No Special Resolution was passed in the Annual general meeting
27 <sup>th</sup>	2012	23 <sup>rd</sup> July, 2013 Tuesday, 10.30 AM	No Special Resolution was passed in the Annual general meeting
28 <sup>th</sup>	2013	2 <sup>nd</sup> August, 2014 Saturday, 10.30 AM	1. Appointment of Rajesh Gupta as the Whole time director of the company for a period of three years with effect from 1 <sup>st</sup> May, 2014. 2. Authorizing Board of directors to create, offer, issue and allot 1,90,00,000 Convertible warrants of face value of Rs 5/- each on preferential allotment basis.

### b. Extra Ordinary General Meeting (EGM)

No Extra Ordinary General Meeting (EGM) was held during the financial year 2014-2015.

### c. Postal Ballot

During the financial year 2014-2015, the Company has passed Five Special resolutions through Postal ballot for approving the following business:

1	Adoption of new Articles of Association of the Company incorporating provisions of Companies Act, 2013
2	Authority to Board of Directors to borrow monies u/s 180(1)(c) of the Companies Act, 2013
3	Authority for Creation of Charge / Mortgage on property of the Company u/s 180(1)(a) of the Companies Act, 2013.
4	Giving of Loans/ Guarantees, providing of Securities and making of Investments in Securities u/s 186 of the Companies Act, 2013.
5	Authority to enter into Related party Transactions u/s 188 of the Companies Act, 2013

### Summary of the Postal Ballot Forms including vote cast through E-voting is given below:-

Resolution Number	Votes in favour of the Resolution			Votes against the Resolution		
	Valid Ballots	Votes	%	Valid Ballots	Votes	%
1	47	192914459	100	0	0	0
2	47	192914459	100	0	0	0
3	47	192914459	100	0	0	0
4	47	192914459	100	0	0	0
5	47	192914459	100	0	0	0

At the ensuing Annual General Meeting, there is no resolution proposed to be passed through postal ballot.

## VI. DISCLOSURES

- a. Disclosures on materially significant related party transactions i.e. transactions of the company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc. that may have potential conflicts with the interest of the company at large :

There were no such transactions during the year. The details of transactions with related parties are disclosed in the accounts.

The policy on dealing with related party transaction to be placed on our company website at [www.sgtl.in](http://www.sgtl.in).

- b. Whistle Blower Policy and affirmation that no personnel has been denied access to the Audit Committee :  
No personnel have been denied access to the audit committee.
- c. Details of Non-Compliance by the Company, penalties strictures imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority on any matter related to Capital Markets during the last three years :

### None

- d. Details of Compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause:

The Company has complied with all the mandatory requirements. As regards the Non-Mandatory requirements they are complied with to the extent possible.

## VII. MEANS OF COMMUNICATION

Information like quarterly / half yearly / annual financial results and press releases on significant developments

in the Company that have been made available from time to time, to the press and presentations made to investors or to the analysts are hosted on the Company's website [www.sgtl.in](http://www.sgtl.in) and have also been submitted to the Stock Exchanges to enable them to put them on their websites and communicate to their members. The quarterly / half-yearly / annual financial results are published in Afternoon (English) and Mumbai Lakshadweep (Marathi) newspapers. The Company is electronically filing all reports / information including Quarterly Results, Shareholding Pattern and Corporate Governance Report etc on the BSE website i.e [www.listing.bseindia.com](http://www.listing.bseindia.com).

**VIII. GENERAL SHAREHOLDERS' INFORMATION**

**a. Annual General Meeting**

**Date** Tuesday, 29<sup>th</sup> September, 2015.  
**Time** 10.30 a.m.  
**Venue** Orchid', 1<sup>st</sup> Floor, Centre 1, Cuffe Parade, Mumbai 400005

**b. Financial calendar 2015-16 (tentative)**

Results for quarter ending 30.06.2015 Second Week of August 2015  
 Results for quarter/half year ending 30.09.2015 Second week of November 2015  
 Results for quarter ending 31.12.2015 Second week of February 2016  
 Results for year ending 31.03.2016 Fourth week of May 2016

**c. Book Closure Date**

Monday, 22<sup>nd</sup> September, 2015 to Monday, 29<sup>th</sup> September, 2015 (both days inclusive)

**d. Dividend and its Payment :**

Not Declared

**e. Listing of Shares on Stock Exchange and Stock Code**

Sl. No.	Name of the Stock Exchange	Stock code	ISIN NO.
1.	Bombay Stock Exchange Limited, Mumbai	512463	INE080I01017

Annual listing fee for the year 2015-16 has been paid to BSE.

**f. Stock Market Data – BSE**

The Monthly Movement of Equity Share Price on Bombay Stock Exchange			
2014-2015	Share Price (In ₹)		BSE Sensex
	High	Low	
Months			
April	51.05	30.80	22,417.80
May	50.90	37.55	24,217.34
June	42.70	21.50	25,413.78
July	29.90	22.50	25,894.97
August	26.65	22.35	26,638.11
September	26.50	20.60	26,630.51
October	26.00	19.30	27,865.83

November	23.90	19.90	28,693.99
December	24.00	16.95	27,499.42
January	20.50	16.20	29,182.95
February	18.40	14.60	29,361.50
March	20.90	15.15	27,957.49

**g. Share Transfer System**

Share Transfer request are registered within a period of 15 days from the day of receipt.

Share transfer request in physical form with Demat request have been discontinued from February 2004 in terms of SEBI directive.

**h. Reconciliation of Share Capital Audit**

The Reconciliation of Share Capital Audit is conducted by a Chartered Accountant in practice to reconcile the total admitted capital with National Securities Depository Limited and Central Depository Services (India) Limited ("Depositories") and the total issued and listed capital. The audit confirms that the total issued/paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with Depositories) and that the requests for dematerialization of shares are processed by the Registrar & Share Transfer agent within stipulated period of 21 days and uploaded with the concerned depositories.

**i. Distribution of Shareholding**

The shareholding distribution of equity shares as on 31<sup>st</sup> March, 2015 is given hereunder:

Nominal value of share of ₹5/- each.

No. of Share-holders	% of Total	Share-holding	No. of shares held	% of total
3604	92.79	1-500	412440	0.18
114	2.94	501-1000	85706	0.04
68	1.75	1001-2000	99022	0.04
18	0.46	2001-3000	43755	0.02
10	0.26	3001-4000	35915	0.02
8	0.21	4001-5000	34307	0.02
6	0.15	5001-10000	40546	0.02
56	1.44	10001 and above	227149402	99.67
<b>3884</b>	<b>100</b>	<b>Total</b>	<b>227901093</b>	<b>100</b>

**j. Categories of Shareholders (as on 31<sup>st</sup> March, 2015)**

The categories of shareholders are shown hereunder:

Category	No. of Shares	% of Holding
Promoters	154962466	68.00
Banks/Financial Institutions	0	0.00
MFs & UTI	0	0.00
FII / NRI / OCB's	12951	0.01
Bodies Corporate	37655997	16.52
Individual	35267645	15.47
Clearing Members	2034	0.00
<b>Total</b>	<b>227901093</b>	<b>100.00</b>



# SHREE GLOBAL TRADEFIN LIMITED

## k. Dematerialisation of Shares

Over 99.87 % of the shares have been dematerialized upto 31<sup>st</sup> March, 2015. Trading in Equity Shares of the Company is permitted only in dematerialized form w.e.f. 08.05.2000 as per notification issued by the Securities and Exchange Board of India.

Liquidity: Company's Shares are traded on the Bombay Stock Exchange.

## l. Compliances under Listing Agreement

Company is regularly complying with the provisions of the Listing Agreement. Information, certificates and returns as required under Listing Agreement are sent to the stock exchanges within the prescribed time.

## m. CEO and CFO Certification

The Managing Director and the CFO of the Company have given the certification on financial reporting and internal controls to the Board in terms of Clause 49 (V). Managing Director and the CFO certified the quarterly financial results while placing the financial results before the Board in terms of Clause 41 of the Listing Agreement.

## n. Information on Deviation from Accounting Standards, if any

There has been no deviation from the Accounting Standards in preparation of annual accounts for the financial year 2014-15

## o. Investor Correspondence

### (I) Investor Correspondence: Bigshare Services Private Ltd

For transfer/dematerialisation of shares, E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, interest and redemption of debentures, Andheri (East), Mumbai – 400072. and any other query relating to the shares and debentures of the Company. Tel No. – 022 – 4043 0200 Fax No. – 022 – 2847 5207 E-mail: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

### (II) Any query on Annual Report: Secretarial Department:

35, Ashok Chambers, Broach Street, Devji Ratansey Marg, Masjid Bunder, Mumbai – 400 009 Tel. No. 022 – 2348 0526 E mail : [investor@sgtl.in](mailto:investor@sgtl.in)

## p. Outstanding GDRs/ ADRs/ Warrants or any convertible instruments, Conversion date and likely impact on the Equity:

Not Applicable

## q. Green Initiative

Pursuant to section 101 and 136 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Companies (Accounts) Rules, 2014, the Company can send Notice of Annual General Meeting, financial statements and other Communication in electronic forms. The Company is sending the Annual Report including the Notice of Annual General Meeting, audited financial statements, Directors Report, Auditors Report along with their annexure etc. for the financial year 2014-15 in the electronic mode to the shareholders who have registered their e-mail ids with the Company and/or their respective Depository Participants (DP's).

Shareholders who have not registered their e-mail addresses so far are requested to register their e-mail addresses. Those holding shares in demat form can register their e-mail addresses with their concerned DP's. Shareholders who hold shares in physical form are requested to register their e-mail addresses with the Company, by sending a letter, duly signed by the first/sole holder quoting details of Folio Numbers.

## IX. CODE OF CONDUCT

The existing code of conduct for the Directors and Senior Management of the Company was revised by the Board in its meeting held on 27<sup>th</sup> September, 2014. This Code has been laid down with a view to promote good corporate governance and exemplary personal conduct and is applicable to all the Directors and Senior Managerial Personnel of the Company. This Code is also available on the website of the Company [www.sgtl.in](http://www.sgtl.in).

Declaration of compliance of the Code of Conduct in terms of sub-clause (ii) of clause 49(I)(D) of listing agreement is given hereunder: "The Board of Directors of Shree Global Tradefin Limited has pursuant to sub clause (i) of Clause 49 (I) D of the Listing Agreement laid down Code of Conduct for all Board members and senior managerial personnel of the Company which has also been posted on the website of the Company, viz. [www.sgtl.in](http://www.sgtl.in). In terms of sub-clause (ii) of the said clause and as per 'affirmation of compliance' letters received from the Directors and the members of senior managerial personnel of the Company, I hereby declare that Directors and the members of senior management of the Company have complied with the Code of Conduct during the financial year 2014-15."

## X. AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

The auditor's certificate on compliance of revised clause 49 of the Listing Agreement relating to Corporate Governance is published as an Annexure to this Report.

For and on behalf of the Board

Place: Mumbai  
Date: 27<sup>th</sup> May, 2015

Rajesh Gupta  
Chairman



**CEO / CFO CERTIFICATE UNDER CLAUSE 49 (IX)**

To,  
The Board of Directors  
**Shree Global Tradefin Limited**  
Mumbai.

We hereby certify that we have reviewed the Financial Statements and the Cash Flow Statement for the financial year ended 31<sup>st</sup> March, 2015 and that to the best of our knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the aforesaid period which are fraudulent, illegal or violative of the Company's Code of Conduct.
4. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal control systems, if any, of which we are aware, and that we have taken the required steps to rectify these deficiencies.
5. We have indicated to the Auditors and the Audit Committee that:
  - (a) There have been no significant changes in internal control over financial reporting during the year.
  - (b) There have been no significant changes in accounting policies during the year.
  - (c) There have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Rajesh Gupta**  
**Chairman & Managing Director**

**Jaikishan Sarda**  
**Chief Financial Officer**

**Date: 27<sup>th</sup> May, 2015**

# SHREE GLOBAL TRADEFIN LIMITED

## INDEPENDENT AUDITORS' REPORT

### To the Members of SHREE GLOBAL TRADEFIN LIMITED Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of SHREE GLOBAL TRADEFIN LIMITED ('the Company'), which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss and the Cash flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting 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 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 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 adequate internal financial controls, 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 standalone 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 the 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 a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the 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 standalone financial statements.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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, of the state of affairs of the Company as at 31st March 2015 and its profit and its 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 Act, we give in the Annexure a statement on the matters specified in the paragraph 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 it appears from our examination of those books;
  - (c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
  - (d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - (e) on the basis of the written representations received from the directors as on 31st March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and
  - (f) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. the Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 18 to the financial statements;
    - ii. the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts; and
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For Ashok S. Jain & Co.  
Chartered Accountants  
Firm Registration No. 111791W**

**Ashok S. Jain  
Proprietor  
Membership No. 044964**

**Place: Mumbai  
Date: 27.05.2015**

**Annexure to the Independent Auditors' Report**

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31st March 2015, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (ii) (a) The Company is into trading activity and does not have opening and closing inventory. Hence, physical verification was not required at the year end. Hence the reporting under sub para (b) and (c) are not applicable.
- (iii) As per the information and explanations given to us and based on the entries in the secretarial registers maintained by the Company, in our opinion, the Company has not granted loans to bodies corporate covered in the register maintained under section 189 of the Act. Hence, reporting under sub para (a) and (b) are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to sale of goods. We have not observed any major weakness in the internal control system during the course of the audit.
- (v) Based on the explanation given to us by the management and the Company Secretary, the Company has not accepted any deposits as prescribed in the Act and hence, is not required to comply with Section 73 to 76 of the Act.
- (vi) In the opinion of the management, the Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, in respect of trading activity and hence such records have not been maintained by the Company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31st March 2015 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no material dues of wealth tax, duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute except as listed hereunder:

Name of the statute	Nature of dues	Amount (in Rs)	Period to which the amount relates	Forum where dispute is pending
MVAT Act, 2002	Tax, Penalty & Interest	2,74,92,735	FY - 2005-06#	Appeal Filed with Deputy Comm. Of Sales Tax Appeal
		2,61,13,429	FY - 2005-06#	
		12,84,78,191	FY - 2008-09#	
		58,75,358	FY - 2009-10#	
		1,36,06,831	FY - 2008-09#	
		2,80,27,644	FY - 2007-08	
Income Tax Act, 1961	Tax, Penalty & Interest *	2,92,06,541	FY - 2007-08	Appeal Filed with CIT Appeal
		10,53,26,852	FY - 2006-07	
		72,03,66,459	FY - 2007-08	
		1,44,50,69,328	FY - 2008-09	
		1,20,04,94,687	FY - 2009-10	

# The stay orders have been received against the amount disputed and not deposited.

\* The Company has filed appeals before the appropriate authorities after the Balance Sheet date.

- (c) According to the information and explanations given to us the amounts which were required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under has been transferred to such fund within time.
- (viii) The Company have accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (ix) The Company did not have any outstanding dues to financial institutions, banks or debenture holders during the year.
- (x) In our opinion and according to the information and the explanations given to us and based on secretarial registers certified by the Secretarial auditor, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xi) The Company has not obtained any term loans during the year and hence this clause is not applicable.
- (xii) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

**For Ashok S. Jain & Co.  
Chartered Accountants  
Firm Registration No. 111791W**

**Ashok S. Jain  
Proprietor  
Membership No. 044964**

**Place: Mumbai  
Date: 27.05.2015**

# SHREE GLOBAL TRADEFIN LIMITED

## BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2015

(in ₹)

	Particulars	Note. No.	As at 31st March, 2015	As at 31st March, 2014
<b>I.</b>	<b>EQUITY AND LIABILITIES</b>			
	<b>Shareholder's Funds</b>			
(a)	Share Capital	2	1,139,505,465	1,044,505,465
(b)	Reserves and Surplus	3	3,253,956,127	2,662,232,940
	<b>Non-Current Liabilities</b>			
(a)	Long-term Provisions	4	3,213,912	-
	<b>Current Liabilities</b>			
(a)	Trade Payables	5	238,642,267	-
(b)	Other Current Liabilities	6	247,109,530	5,463,516,403
(c)	Short-term Provisions	7	233,523	-
	<b>Total</b>		<b>4,882,660,824</b>	<b>9,170,254,808</b>
<b>II.</b>	<b>ASSETS</b>			
	<b>Non-Current Assets</b>			
(a)	Fixed Assets			
	Tangible Assets	8	39,564	55,505
(b)	Non-current Investments	9	3,100,951,337	6,700,816,506
(c)	Long-term Loans and Advances	10	1,544,527,002	96,115,126
	<b>Current Assets</b>			
(a)	Current Investments	9	92,250,000	-
(b)	Trade Receivables	11	64,829,746	75,999,863
(c)	Cash and cash Equivalents	12	647,585	910,947
(d)	Short-term Loans and Advances	10	79,415,590	2,296,356,861
	<b>Total</b>		<b>4,882,660,824</b>	<b>9,170,254,808</b>
	<b>Summary of significant Accounting Policies</b>	1		

The accompany notes are an integral part of the Financial Statements.  
As per our Report of even date attached

**For ASHOK S. JAIN & CO.**  
Chartered Accountants  
Firm Registration No. 111791W

**For and on behalf of the Board**

**Rajesh Gupta**  
Managing Director  
DIN : 00028379

**Mohan Krishnamoorthy**  
Director  
DIN : 02542406

**Ashok S. Jain**  
Proprietor  
Membership No. 044964

**Jaikishan Sarda**  
Chief Financial Officer

**Jitendra K. Sharma**  
Company Secretary

Place : Mumbai  
Dated : 27.05.2015

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31<sup>ST</sup> MARCH, 2015**

(in ₹)

Sr. No	Particulars	Note. No.	For the year ended 31.03.2015	For the year ended 31.03.2014
	<b>Income:</b>			
I	Revenue from Operations		2,935,860,878	-
II	Other Income	13	2,124,760	25,413,386
III	<b>Total Revenue (I + II)</b>		<b>2,937,985,638</b>	<b>25,413,386</b>
IV	<b>Expenses:</b>			
	Purchase of Traded Goods		2,909,326,142	-
	Employee Benefit Expense	14	11,099,217	7,691,282
	Finance Costs	15	3,526,831	-
	Depreciation Expenses	16	15,941	35,883
	Other Expenses	17	9,465,666	9,146,917
	<b>Total Expenses (IV)</b>		<b>2,933,433,796</b>	<b>16,874,082</b>
V	Profit / (Loss) before tax	(III-IV)	4,551,841	8,539,304
VI	<b>Tax expense:</b>			
	Current tax		480,000	1,000,000
VII	Profit / (Loss) for the year after tax	(V-VI)	4,071,841	7,539,304
VIII	Earning per equity share [Nominal Value of Share Rs 5/- (P.Y. ₹ 5/-) each]	25		
	(1) Basic		0.02	0.04
	(2) Diluted		0.02	0.04
	<b>Summary of significant Accounting Policies</b>	1		

The accompany notes are an integral part of the Financial Statements.

As per our Report of even date attached

**For ASHOK S. JAIN & CO.**  
Chartered Accountants  
Firm Registration No. 111791W

Ashok S. Jain  
Proprietor  
Membership No. 044964

Place : Mumbai  
Dated : 27.05.2015

**For and on behalf of the Board**

Rajesh Gupta  
Managing Director  
DIN : 00028379

Mohan Krishnamoorthy  
Director  
DIN : 02542406

Jaikishan Sarada  
Chief Financial Officer

Jitendra K. Sharma  
Company Secretary

# SHREE GLOBAL TRADEFIN LIMITED

## CASH FLOW STATEMENT FOR THE YEAR 2014-15

		(in ₹)	
	Particulars	For the year ended 31.03.2015	For the year ended 31.03.2014
<b>A</b>	<b>Cash Flow From Operation Activities:</b>		
	Net Profit before tax and extraordinary items	4,551,841	8,539,304
	Adjustments for :		
	Profit/(loss) on Sale of Investment	3,018,775	(20,592,260)
	Sundry Debit Balances W/off	150,010	-
	Dividend Received	(2,123,750)	(3,478,250)
	Depreciation	15,941	35,883
	<b>Operating Profit before working capital changes</b>	<b>5,612,817</b>	<b>(15,495,323)</b>
	Adjustments for changes in working Capital :		
	(Increase) / Decrease in Short-term Loans & Advances	2,222,122,594	1,015,944,833
	(Increase) / Decrease in Trade Receivables	11,170,117	(11,170,117)
	(Increase) / Decrease in long-term Loans & Advances	(1,392,974,768)	-
	Increase / (Decrease) in Other Current Liabilities	(5,216,406,873)	(1,112,283,752)
	Increase / (Decrease) in Trade Payables	238,642,267	-
	Increase / (Decrease) in Short-term Provisions	233,523	-
	Increase / (Decrease) in Long-term Provisions	3,213,912	-
	Cash generated from operation	(4,128,386,411)	(123,004,359)
	<b>Taxes</b>		
	Income Tax Paid	(5,811,333)	(1,000,000)
	<b>Net Cash From Operating Activities - A</b>	<b>(4,134,197,744)</b>	<b>(124,004,359)</b>
<b>B</b>	<b>Cash Flow from Investing Activities :</b>		
	Capital Advane	(55,437,108)	-
	Dividend Received	2,123,750	3,478,250
	Sale of Investment	3,868,332,940	107,432,169
	Purchase of Investment/LLP	(363,736,546)	-
	<b>Cash Flow from Investing Activities- B</b>	<b>3,451,283,036</b>	<b>110,910,418</b>
<b>C</b>	<b>Cash Flow from Financing Activities :</b>		
	Proceeds from Issue of Equity Shares	684,000,000	-
	Share Issue Expenses	(1,348,654)	-
	<b>Cash Flow from Financing Activities - C</b>	<b>682,651,346</b>	<b>-</b>
	<b>Net increase / decrease in cash and cash equivalents (A+B+C)</b>	<b>(263,363)</b>	<b>(13,093,940)</b>
	Opening Balance of cash and cash equivalents	910,948	14,004,887
	Closing Balance of cash and cash equivalents (Refer Note No. 12)	647,585	910,948

As per our Report of even date attached

**For ASHOK S. JAIN & CO.**  
Chartered Accountants  
Firm Registration No. 111791W

Ashok S. Jain  
Proprietor  
Membership No. 044964

Place : Mumbai  
Dated : 27.05.2015

For and on behalf of the Board

Rajesh Gupta  
Managing Director  
DIN : 00028379

Mohan Krishnamoorthy  
Director  
DIN : 02542406

Jaikishan Sarda  
Chief Financial Officer

Jitendra K. Sharma  
Company Secretary



Notes to Financial Statement as at and for the year ended 31<sup>st</sup> March, 2015

1. Significant Accounting Policies:

1.1) Basis of preparation:

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

1.2) Use of Estimates :

The preparation of financial statements require judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities including contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Differences, if any, between actual results and estimates are recognized in the period in which the results are known / materialized.

1.3) Recognition of Revenue & Accrual of Expenses ;

- a) Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. All revenues are accounted for on accrual basis except as otherwise stated.
- b) Expenses are accounted on the accrual basis and provisions are made for all known losses and liabilities.

1.4) Fixed Assets :

**Tangible Fixed assets**

- a) Fixed Assets are stated at cost of acquisition, less accumulated depreciation.
- b) Depreciation on all the assets has been provided on Straight Line Method ("SLM") as per Schedule II of the Companies Act, 2013. Assets individually costing Rs 5,000 or less are depreciated fully in the year of purchase.

1.5) Investments

Long-term investments are valued at cost of acquisition. Cost of acquisition includes brokerage, legal, professional and other charges incidental/related to the acquisition. Provision for diminution in the value of Non-Current investments is made only if such a decline is other than temporary.

Current Investments are carried at the lower of cost and quoted/fair value of each class of investments.

1.6) Inventories

Inventories are valued at cost or net realizable value whichever is lower. Cost is determined on weighted average basis. Cost comprises expenditure incurred in the normal course of business in bringing such inventories to their location and condition and includes appropriate overheads.

1.7) Cash & Cash Equivalents

Cash and cash equivalents for the purposes of Cash Flow Statement comprise cash at bank and in hand and short term investments with an original maturity of three months or less.

1.8) Employee Benefits/Retirement Benefits

The Company's contribution to Provident Fund is considered as defined contribution plans and Short term employee benefit expenses are charged as an expense to the Statement of Profit and Loss. The Company has unfunded defined benefit plans of gratuity for eligible employees, the liabilities for which are determined on the basis of actuarial valuations, conducted by an independent actuary at the end of the financial year in accordance with Accounting Standard 15 (Revised 2005) – 'Employee Benefits'. Actuarial gains/ losses comprise experience adjustments and the effects of change in actuarial assumptions, and are recognised in the Statement of Profit and Loss as income or expenses

1.9) Leases

Lease rental for assets taken on operating lease are charged to the Statement of Profit and Loss in accordance with Accounting Standard 19 on Leases.

1.10) Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or (loss) after tax for the period to attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

The net profit / (loss) after tax and the weighted average number of shares outstanding during the year are adjusted for all effects of dilutive potential equity shares for calculating the diluted earnings per share.

1.11) Accounting of Taxes on Income :

Current tax is determined on the basis of the amount of tax payable for the year under Income Tax Act 1961.

Tax Credit for Minimum Alternate Tax (MAT) is recognized when there is virtual certainty of its realisation against future tax liability.

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

1.12) Provisions, Contingent Liabilities & Contingent Assets

Provisions are recognized in respect of present obligations arising out of past events where there are reliable estimates of the probable outflow of resources. Contingent liabilities are the possible obligation of the past events, the existence of which will be confirmed only by the occurrence or non-occurrence of a future event. These are not provided for but are disclosed by way of Notes on Accounts. Contingent Assets are not provided for or disclosed.

# SHREE GLOBAL TRADEFIN LIMITED

## Notes to Financial Statement as at and for the year ended 31<sup>st</sup> March, 2015

### Note 2 : Share Capital

(in ₹)

Sr. No	Particulars	As at 31st March, 2015	As at 31st March, 2014
1	<b>Authorised Share Capital</b> 1,50,00,00,000 Equity Shares of ₹ 5/- each (Previous Year 1,50,00,00,000 Equity Shares of ₹ 5/- each)	7,500,000,000	7,500,000,000
		<b>7,500,000,000</b>	<b>7,500,000,000</b>
2	<b>Issued, Subscribed &amp; Paid up Share Capital</b> 22,79,01,093 Equity Shares of ₹ 5/- each fully paid up (Previous Year 20,89,01,093 Equity shares of ₹ 5/- each fully paid up)	1,139,505,465	1,044,505,465
	<b>Total</b>	<b>1,139,505,465</b>	<b>1,044,505,465</b>

#### Foot Notes:

#### i. Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

##### Equity Shares :

Particulars	As at March 31, 2015		As at March 31, 2014	
	No. of Shares	₹	No. of Shares	₹
Shares outstanding at the beginning of the year	208,901,093	1,044,505,465	208,901,093	1,044,505,465
Shares issued during the year	19,000,000	95,000,000	-	-
Shares outstanding at the end of the year	227,901,093	1,139,505,465	208,901,093	1,044,505,465

#### ii. Terms/rights attached to equity shares

The company has only one class of equity shares having a par value of ₹ 5/- per share. Each holder of equity shares is entitled to one vote per share.

#### iii. Shareholding more than 5% shares

Name of Shareholder	As at March 31, 2015		As at March 31, 2014	
	No. of Shares held	% of total holding	No. of Shares held	% of total holding
Equity shares of ₹ 5/- each fully paid up				
Teamwork Properties Developments LLP (Formerly Teamwork Properties Development Ltd)	77,311,000	33.92%	77,311,000	37.01%
Blossom Trade & Interchange LLP (Formerly Blossom trade & Interchange Ltd.)	76,780,800	33.69%	76,780,800	36.75%
Pragya Realty Developers Pvt. Ltd.	23,381,093	10.26%	4,381,093	2.10%

### Note 3 : Reserve & Surplus

(in ₹)

Sr. No	Particulars	As at 31st March, 2015	As at 31st March, 2014
1	<b>Capital Reserve :</b> As per the last Financial Statements	764,226,318	764,226,318
		<b>764,226,318</b>	<b>764,226,318</b>
2	<b>General Reserve :</b> As per the last Financial Statements	51,318,434	51,318,434
		<b>51,318,434</b>	<b>51,318,434</b>
3	<b>Securities Premium Reserve :</b> As per the last Financial Statements Add : During the year Less : Share Issue Expenses	1,966,726,461 589,000,000 (1,348,654)	1,966,726,461 - -
		<b>2,554,377,807</b>	<b>1,966,726,461</b>
4	<b>Surplus / (Deficit) in the Statement of Profit &amp; Loss</b> As per the last Financial Statements Add: Profit for the Year	(120,038,273) 4,071,841	(127,577,577) 7,539,304
		<b>(115,966,432)</b>	<b>(120,038,273)</b>
	<b>Total</b>	<b>3,253,956,127</b>	<b>2,662,232,940</b>

### Note 4 : Long-term Provisions

(in ₹)

Sr. No	Particulars	As at 31st March, 2015	As at 31st March, 2014
1	Provision for employee benefits (Refer Note No. 22)	3,213,912	-
	<b>Total</b>	<b>3,213,912</b>	<b>-</b>

### Note 5 : Trade Payables

(in ₹)

Sr. No	Particulars	As at 31st March, 2015	As at 31st March, 2014
1	Trade Payables (Refer Note No. 19)	238,642,267	-
	<b>Total</b>	<b>238,642,267</b>	<b>-</b>

### Note 6 : Other Current Liabilities

(in ₹)

Sr. No	Particulars	As at 31st March, 2015	As at 31st March, 2014
1	Advances Received	168,500,000	5,463,228,972
2	Advance from Customer	74,903,140	-
3	Statutory Dues	3,506,342	111,438
4	Other Payables	200,048	175,993
	<b>Total</b>	<b>247,109,530</b>	<b>5,463,516,403</b>

### Note 7 : Short-term Provisions

(in ₹)

Sr. No	Particulars	As at 31st March, 2015	As at 31st March, 2014
1	Provision for employee benefits	173,000	-
2	Provision for Expenses	60,523	-
	<b>Total</b>	<b>233,523</b>	<b>-</b>

Notes to Financial Statement as at and for the year ended 31<sup>st</sup> March, 2015

Note 8 : Fixed Asset

(in ₹)

Sr. No	Particulars	Gross Block				Depreciaton				Net Block	
		As at 01.04.2014	Addition during the year	Deduction during the year	As at 31.03.2015	As at 01.04.2014	For the year	Deduction during the year	As at 31.03.2015	As at 31.03.2015	As at 31.03.2014
1	<b>Tangible Assets</b>										
	Computer	388,250	-	-	388,250	339,374	15,941	-	355,315	32,935	48,876
	Furnitures & Fixtures	190,400	-	-	190,400	190,400	-	-	190,400	-	-
	Office Equipment	165,668	-	-	165,668	159,039	-	-	159,039	6,629	6,629
	Motor Cars	687,672	-	-	687,672	687,672	-	-	687,672	-	-
	<b>TOTAL</b>	<b>1,431,990</b>	-	-	<b>1,431,990</b>	<b>1,376,485</b>	<b>15,941</b>	-	<b>1,392,426</b>	<b>39,564</b>	<b>55,505</b>
	(Previous Year)	1,431,990	-	-	1,431,990	1,340,602	35,883	-	1,376,485	55,505	91,388

Note 9 : Investments

(in ₹)

Name of the Company	Face Value	As at 31st March, 2015			As at 31st March, 2014		
		No. of Shares	Non Current	Current	No. of Shares	Non Current	Current
<b>A) Equity Shares (Quoted)</b>							
<u>Investment in others</u>							
ACI Infocom Limited	1	96,000	-	-	96,000	-	-
Lloyds Finance Limited	10	10,000	-	-	10,000	-	-
Lloyds Metals & Energy Limited	2	21,945,190	371,387,198	-	21,945,190	371,387,198	-
Modern India Limited	10	-	-	-	950,000	48,891,506	-
Ushdev International Limited*	10	785,000	62,800,000	-	785,000	62,800,000	-
Uttam Galva Steels Limited*	10	749,760	18,685,062	-	749,760	18,685,062	-
Uttam Value Steel Limited** (Formerly Lloyds Steel Industries Ltd.)	10	202,600,287	2,584,204,091	-	202,600,287	2,584,204,091	-
Supreme Holding & Hospitality (I) Limited		123,379	2,503,436	-	-	-	-
Total " A "			<u>3,039,579,787</u>			<u>3,085,967,856</u>	-
<b>B) Equity Shares (Unquoted)</b>							
<u>Investment in Associate</u>							
EmetalSteel.Com Private Limited	10	21,980	-	-	21,980	-	-
Halan Properties Private Limited	5	490,000	29,400,000	-	490,000	29,400,000	-
Indrajit Properties Private Limited	10	21,472	176,300	-	18,832	149,900	-
Gopani Iron & Power (I) Pvt. Ltd.	10	6,075,000	-	60,750,000	6,075,000	60,750,000	-
Trump Investments Limited	10	199,494	-	-	199,494	-	-
Usha Building Materials Private Limited	10	250,000	2,500,000	-	250,000	2,500,000	-
Uttam Exports Private Limited	100	-	-	-	144,950	72,475,000	-
Vidarbha Power Private Limited	10	11,980	119,800	-	11,980	119,800	-
			<u>32,196,100</u>	<u>60,750,000</u>		<u>165,394,700</u>	-
<u>Investment in others</u>							
Dilshad Trading Co. Private Limited	100	-	-	-	50,000	50,000,000	-
Lloyds Luxuries Limited	10	379,960	3,799,600	-	379,960	3,799,600	-
Five Star Realty Private Limited	10	-	-	-	1,500,000	15,000,000	-
Meta Copper & Alloys Limited	10	3,150,000	-	31,500,000	3,150,000	31,500,000	-
Pragya Realty Developers Private Limited	10	-	-	-	9,900	99,000	-

# SHREE GLOBAL TRADEFIN LIMITED

## Notes to Financial Statement as at and for the year ended 31<sup>st</sup> March, 2015

Senator Realty Private Limited	100	-	-	-	100,000	10,000,000	-
Shrilekha Trading Private Limited	10	-	-	-	500,000	50,000,000	-
The City Co Op Bank Limited	25	10	250	-	10	250	-
The Kapol Co Op Bank Limited	10	60	600	-	60	600	-
Uttam Galva Ferons Limited	10	-	-	-	14,700,000	147,000,000	-
			3,800,450	31,500,000		307,399,450	-
Total " B "			35,996,550	92,250,000		472,794,150	-
<b>C) Investment in Preference Shares</b>							
Archisha Investments Private Limited	10	-	-	-	9,967,650	1,556,089,500	-
Bakura Properties Private Limited	10	-	-	-	910,400	103,550,000	-
Evergreen Trade Place Private Limited	10	-	-	-	843,500	84,350,000	-
Growwell Mercantile Limited	10	-	-	-	3,176,000	635,200,000	-
Heli Properties Private Limited	10	-	-	-	780,000	24,000,000	-
Kredence Multi Trading Limited	10	-	-	-	250,000	200,000,000	-
Mount Trading & Investments Private Limited	10	-	-	-	10,750,000	107,500,000	-
Opasa Steels Private Limited	10	-	-	-	897,500	17,950,000	-
Palak Agency Private Limited	10	-	-	-	250,175	50,035,000	-
Paritosa Properties Private Limited	10	-	-	-	850,000	44,500,000	-
Uttam Exports Private Limited	10	-	-	-	8,550	30,780,000	-
Vaikunth Town Ships Private Limited	10	-	-	-	262,000	13,100,000	-
Yatin Steels India Private Limited	10	500,000	25,000,000	-	500,000	25,000,000	-
Total " C "			25,000,000	-		28,92,054,500	-
<b>D) Investment in Debentures &amp; Bonds</b>							
Indrajit Power Private Limited	100,000	-	-	-	2,500	250,000,000	-
Total "D"			-	-		250,000,000	-
<b>E) Investment in LLP</b>							
Genelec Developers LLP (Refer note No. 29)		-	375,000	-	-	-	-
Total "E"		-	375,000	-		-	-
<b>GRAND TOTAL " A "+" B " + " C " + " D " + " E "</b>			<b>3,100,951,337</b>	<b>92,250,000</b>		<b>6,700,816,506</b>	-

Notes : 1) Aggregate Market Value of non Current Quoted Investments is ₹ 1,32,64,85,560/- (Previous Year ₹ 1,82,56,13,560/-)

2) Aggregate Value of non Current Unquoted Investments is ₹ 6,13,71,550/- (Previous Year ₹ 3,61,48,48,650/-)

3) Aggregate Value of Current Unquoted Investments is ₹ 9,22,50,000/- (Previous Year ₹ NIL)

### Note 10 : Loans and Advances

(in ₹)

Sr. No	Particulars	As at 31st March, 2015		As at 31st March, 2014	
		Long Term	Short Term	Long Term	Short Term
1	<u>Loans &amp; Advances</u>				
	(Unsecured , considered Good unless otherwise mention)				
	Advances Recoverable in cash or in kind or for value to be received	1,392,974,768	71,894,444	-	2,293,967,048
	Capital Advance	151,552,234	-	96,115,126	-
	Balance with Revenue Department	-	2,000,000	-	2,000,000
	Advance Income Tax/Refund Due (Net)	-	5,446,146	-	114,813
	Other Receivable	-	75,000	-	275,000
	<b>Total</b>	<b>1,544,527,002</b>	<b>79,415,590</b>	<b>96,115,126</b>	<b>2,296,356,861</b>

Notes to Financial Statement as at and for the year ended 31<sup>st</sup> March, 2015

Note 11 : Trade Receivables

(in ₹)

Sr. No	Particulars	As at 31st March, 2015	As at 31st March, 2014
	(Unsecured, Considered good, unless otherwise stated)		
1	Outstanding for more than six month	64,829,746	64,829,746
2	Others	-	11,170,117
	<b>Total</b>	<b>64,829,746</b>	<b>75,999,863</b>

Note 12 : Cash and cash Equivalent

(in ₹)

Sr. No	Particulars	As at 31st March, 2015	As at 31st March, 2014
1	Cash-in-Hand		
	Cash Balance	73,723	91,372
2	Bank Balance		
	With Schedule Bank	573,862	819,575
	<b>Total</b>	<b>647,585</b>	<b>910,947</b>

Note 13 : Other Income

(in ₹)

Sr. No	Particulars	For the year ended 31.03.2015	For the year ended 31.03.2014
1	Dividend	2,123,750	3,478,250
2	Profit on sale of shares (Net)	-	20,592,260
3	Interest on Income Tax Refund	-	121,445
4	Other Receipts	1,010	1,221,431
	<b>Total</b>	<b>2,124,760</b>	<b>25,413,386</b>

Note 14 : Employee Benefit Expense

(in ₹)

Sr. No	Particulars	For the year ended 31.03.2015	For the year ended 31.03.2014
1	Salaries, Bonus & Other Allowances	7,082,302	6,915,182
2	Contribution to Provident Funds and Others	640,977	597,322
3	Gratuity (Refer Note No. 22)	3,213,912	
4	Staff welfare Expenses	162,026	178,778
	<b>Total</b>	<b>11,099,217</b>	<b>7,691,282</b>

Note 15 : Financial Cost

(in ₹)

Sr. No	Particulars	For the year ended 31.03.2015	For the year ended 31.03.2014
1	Interest	3,526,831	-
	<b>Total</b>	<b>3,526,831</b>	<b>-</b>

Note 16 : Depreciation Expenses

(in ₹)

Sr. No	Particulars	For the year ended 31.03.2015	For the year ended 31.03.2014
1	Depreciation (Refer Note No. 8)	15,941	35,883
	<b>Total</b>	<b>15,941</b>	<b>35,883</b>

Note 17 : Other Expenses

(in ₹)

Sr. No	Particulars	For the year ended 31.03.2015	For the year ended 31.03.2014
1	Advertisement & Publicity	43,210	31,669
2	<u>Auditor's Remuneration</u>		
	Audit Fees	100,000	75,000
	Tax Audit Fees	37,500	-
	Certification & Other Fees	62,500	-
3	Bank Charges	18,101	5,262
4	Brokerage & Commission	143,512	-
5	Compensation Paid	-	699,999
6	Conveyance Charges	377,093	394,503
7	Sales Tax	560	537,234
8	Demat Charges	64,202	3,443
9	Electricity Charges	34,457	31,127
10	Fees & Subscription	405,569	494,402
11	Legal & Professional Charges	4,339,852	6,318,743
12	General Expenses	104,729	48,584
13	Loss on Sale of Shares (Net)	3,018,775	-
14	Postage Charges	107,605	18,270
15	Printing & Stationary	85,719	80,701
16	Rent (Refer Note No. 28)	211,820	224,275
17	Repairs & Maintenance	97,589	121,559
18	Sundry Debit Balance W/off	150,010	-
19	Telephone Expenses	62,862	62,146
	<b>Total</b>	<b>9,465,666</b>	<b>9,146,917</b>

18) Contingent Liabilities:

(₹ in Lacs)

Particulars	Current Year	Previous Year
Sales Tax	2588.01	2015.66
Income Tax	34712.57	-

Tax Liability is under dispute.

19) Dues to Small-Scale Industrial Undertakings :

As of March 31<sup>st</sup> 2015, the Company has no outstanding dues to small-scale industrial undertakings.

20) In the opinion of the Board, Loans & Advances, Trade Receivables and Current Assets have a realizable value in the ordinary course of business not less than the amount at which they are stated in the Financial Statement.

21) The Company has not capitalized any borrowing costs during the year.

22) As per Accounting Standard 15 "Employee benefits", the disclosures as defined in the Accounting Standard are given below :

a) Defined contribution plans

Contribution to Defined Contribution Plans, recognised as expense for the year is as under: (₹ in Lacs)

Sr. No.	Particulars	Current Year	Previous Year
1.	Contribution to Employees Provident Fund	5.83	5.43

# SHREE GLOBAL TRADEFIN LIMITED

## Notes to Financial Statement as at and for the year ended 31<sup>st</sup> March, 2015

### b) Defined Benefit Plan (Unfunded)

- General Description of Plan : Defined Gratuity Benefit obligation (Unfunded)
- Method of Valuation of Gratuity : Projected Unit Credit Method.
- Reconciliation of opening and closing balance of defined benefit obligation

(₹ in Lacs)

Particulars	2014-2015
Obligation as at the beginning of the year*	28.86
Current Services Cost	1.67
Interest Cost	2.53
Actuarial (Gain)/Loss	(0.92)
Benefits paid	-
Obligation as at the end of the year	32.14

- Expenses recognized during the year:

(₹ in Lacs)

Particulars	2014-2015
Current Services Cost	1.67
Interest Cost	2.53
Actuarial (Gain)/Loss	(0.92)
Total Expenses recognized during the year*	3.28

\* During the Financial Year 2014-15 the total expenses recognized during the year is ₹ 32.14 Lacs, out of which ₹ 28.86 Lacs are of previous year. As this is the first time of recognitions of defined benefit obligation, previous years expenses are accounted in the current year.

#### v) Actuarial Assumptions:

Rate of Interest	: 7.75% per annum
Salary Growth	: 5.00% per annum
Withdrawal Rate	: 1%
Mortality Rate	: Indian Assured Lives (2006-08) ultimate Mortality Rates.
Retirement Age	: 60 years

### 23) Segment Reporting:

The Company is engaged in the business of Trading and there are no separate reportable segments as per Accounting Standard (AS-17) "Segment Reporting". The Company's operations are within India.

### 24) Related Party Disclosures :

As per Accounting Standard 18, the disclosures of transactions with the related parties are given below :

#### a) Name of Party and Nature of relationship:

Nature of Relationship	Name of Party
Associate Concern	Gopani Iron & Power (I) Pvt. Ltd. (GIPPL)
	Halan Properties Pvt. Ltd.(HPPL)
	Vidarbha Power Ltd. (VPL)
	Usha Building Materials Pvt. Ltd. (UBMPL)
	EmetalSteel.Com Ltd. (ECL)
	Trump Investment Ltd. (TIL)
	Paritosa Properties Pvt. Ltd. (PPL) (ceased w.e.f. 10.03.2015)
	Uttam Exports Pvt. Ltd. (UEPL) (ceased w.e.f. 10.03.2015)
	Indrajit Properties Pvt. Ltd. (IPPL)
Substantial Interest	Teamwork Properties Developments LLP (TPDL) (Formerly Teamwork Properties Development Ltd.)
	Blossom Trade & Interchange LLP (BTIL) (Formerly Blossom trade & Interchange Ltd.)
Key Management Personnel	Mr. Rajesh R. Gupta (Managing Director) (w.e.f. 01.05.2014) Mr. Jaikishan Sarda (Chief Financial Officer) (w.e.f. 09.08.2014) Mr. Jitendra K. Sharma (Company Secretary) (w.e.f. 01.01.2015)

#### b) Details of Transaction with the parties stated above:

Sr. No.	Nature of Party / Nature of Transaction	Current Year (₹ In Lacs)	Previous Year (₹ In Lacs)
1.	Advances given to HPPL	-	436.75
2.	Advances repaid by HPPL	-	2,314.63
3.	Advances given to ECL	7.90	-
4.	Advances given to TIL	0.34	62.50
5.	Advances repaid by TIL	-	7.00
6.	Advances given to IPPL	2.13	14,615.61
7.	Advances repaid by IPPL	2200.00	1,078.98
8.	Salary Paid to Mr. Rajesh R. Gupta	25.44	-
9.	Salary Paid to Mr. Jaikishan Sarda	8.10	-
10.	Salary Paid to Mr. Jitendra K. Sharma	0.45	-

Notes to Financial Statement as at and for the year ended 31<sup>st</sup> March, 2015

c) Details of Closing balances:

Sr. No.	Name of Party	Current Year (₹ In Lacs)	Previous Year (₹ In Lacs)
<b>A. Loans and Advances given</b>			
1.	Halan Properties Pvt. Ltd	-	-
2.	EmetalSteel.Com Ltd.	18.33 Dr.	10.43 Dr.
3.	Trump Investment Ltd.	7718.42 Dr.	7,718.08 Dr.
4.	Indrajit Properties Pvt. Ltd.	-	2,197.87 Dr.

25) Earnings per Share :

Particulars	Units	2014-2015	2013-2014
a) Profit after tax	In Rupees	40,71,841	75,39,304
b) The weighted average number of Equity Share	Numbers	21,95,19,971	20,89,01,093
c) The nominal value per Equity Share	In Rupees	5	5
d) Basic & Diluted Earnings Per Share	In Rupees	0.02	0.04

26) During the Financial Year, the Company has substantial Unabsorbed Depreciation & Carried forwarded losses. However, there is no reasonable certainty that these assets can be realized. Hence the Deferred Tax Assets have not been created. The policy is being followed by the Company from past years.

27) In the opinion of the management during financial year no diminution in value of Quoted investment is recognized in the financial statement as the fall in the value of the investment is of temporary nature.

28) Lease rentals recognized during the year is ₹ 2.12 lakhs (Previous Year ₹ 2.24 lakhs).

Future minimum rentals payable under cancellable operating leases are as follows:

Particulars	Amount (₹ In Lacs)
Not later than one year	1.73
Later than one year	-

29) Details of investments in the Genelec Developers LLP:

Sl. No.	Name of the Partners	Share in Profit	Capital Investment (₹ In Lacs)
1	Shree Global Tradefin Limited	75.00%	3.75
2	Duli Trade & Commodities Private Limited	23.00%	1.15
3	Blossom Trade & Interchange LLP	1.00%	0.05
4	Teamwork Properties Developments LLP	1.00%	0.05
<b>Total</b>		<b>100.00%</b>	<b>5.00</b>

30) Previous year's figures have been re-grouped and rearranged wherever necessary.

For ASHOK S. JAIN & CO.  
Chartered Accountants  
Firm Registration No. 111791W

Ashok S. Jain  
Proprietor  
Membership No. 044964

Place : Mumbai  
Dated : 27.05.2015

For and on behalf of the Board

Rajesh Gupta  
Managing Director  
DIN : 00028379

Mohan Krishnamoorthy  
Director  
DIN : 02542406

Jaikishan Sarda  
Chief Financial Officer

Jitendra K. Sharma  
Company Secretary





**SHREE GLOBAL TRADEFIN LIMITED**

Regd. Off:- 35, Ashok Chambers, Broach Street, Devji Ratensey Marg, Masjid Bunder, Mumbai – 400 009.  
Tel. No. – 022 - 23480526 Website : www.sgtl.in

CIN : L27100MH1986PLC041252

Dear Shareholder,

**Sub: Registration of E-mail ID for servicing of documents by the Company under the Companies Act, 2013 – A Green Initiative by Ministry of Corporate Affairs, Govt. of India**

Ministry of Corporate Affairs (“MCA”) vide its circular no. 17/2011 and 18/2011 dated 21<sup>st</sup> April, 2011 and 29<sup>th</sup> April, 2011 respectively has notified a “Green Initiative in the Corporate Governance”, by allowing paperless compliances by Companies. In terms of the said circulars, the Companies are permitted to send Annual Reports and various notices/ documents to the shareholders through electronic mode to the registered e-mail addresses of shareholders.

The “Green Initiative” proved a welcome step for benefits of society at large for creating sustainable greener environment and your Company continues to fully support the above initiative.

As a step forward to implement the above initiative, we propose to send documents such as notices of general meeting(s), annual reports and other shareholder communications to you by electronic mode. Hence, we appeal all the shareholders, who have yet to register their e-mail id, to register / update the same at the earliest in any of the following manner:

- By registering with your Depository Participant (“DP”) in case the Company’s shares are held in demat form.
- By sending an e-mail to Bigshare Services Private Limited, Registrar and Share Transfer Agent (“RTA”) at E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai – 400072.
- By returning the duly filled in form to the RTA, in case the Company’s shares are held in physical form.

Please note that these documents shall be available on Company’s website [www.sgtl.in](http://www.sgtl.in) and shall also be kept open for inspection by the Members at the registered office of the Company during office hours.

The Shareholders will also be entitled to receive Annual Reports/other communications, free of cost, upon receipt of a requisition from you, any time, as a member of the Company.

We are sure, that as a responsible citizen, you will whole heartedly support and co-operate with the Company in implementing this initiative of the MCA.

Best Regards,  
**For Shree Global Tradefin Limited**

**Jitendra Sharma**  
**Company Secretary**

----- Tear Here ----- ✂ -----

**E-COMMUNICATION REGISTRATION FORM**

Date:

To,  
**Bigshare Services Private Ltd.**  
E-2/3, Ansa Industrial Estate, Sakivihar Road,  
Saki Naka, Andheri(East), Mumbai – 400072.

**UNIT – SHREE GLOBAL TRADEFIN LIMITED**

Dear Sir,  
**Sub : Registration of E-mail ID for serving of Notices/Annual Reports through electronic mode by Company**

We hereby register our E-mail ID for the purpose of receiving the notices, Annual Reports and other documents/information in electronic mode to be sent by the Company.

<b>Folio No. / DP ID / Client ID</b>	:
<b>E-mail ID</b>	:
<b>Name of the First / Sole Shareholder</b>	:
<b>Signature</b>	:

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



**SHREE GLOBAL TRADEFIN LIMITED**

Regd. Off:- 35, Ashok Chambers, Broach Street, Devji Ratensey Marg, Masjid Bunder, Mumbai – 400 009.

Tel. No. – 022 - 23480526 Website : www.sgtl.in

CIN : L27100MH1986PLC041252

**Form No. MGT-11**

**Proxy Form**

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

CIN : L27100MH1986PLC041252

Name of the Company : **SHREE GLOBAL TRADEFIN LIMITED**  
Registered Office : 35, Ashok Chambers, Broach Street, Devji Ratensey Marg, Masjid Bunder, Mumbai – 400 009.

Name of the member(s):

Registered Address:

E-mail Id:

Folio No./Client Id:

DP ID:

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

1. Name:

Address:

E-mail Id:

Signature: ....., or failing him

2. Name:

Address:

E-mail Id:

Signature: ....., or failing him

3. Name:

Address:

E-mail Id:

Signature: .....

# SHREE GLOBAL TRADEFIN LIMITED

As my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29<sup>th</sup> Annual General Meeting of the Company, to be held on the **Tuesday, 29<sup>th</sup> day of September, 2015, at 10:30 a.m.** at 'Orchid' 1st Floor, Cnetre 1, Cuffe Parade, Mumbai 400 005, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\* I wish my above Proxy to vote in the manner as indicated in the box below:

Sr. No	RESOLUTIONS	For	Against
1.	Adoption of Audited Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March 2015 together with the Report of the Board of Directors and Auditors thereon.		
2.	Appointment of a Director in place of Mr. Rajesh R. Gupta who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Ratification of the appointment of M/s Ashok S. Jain & Co., Chartered Accountants as Statutory Auditors for the financial year 2015-16 including their remuneration.		
4.	Re-appointment of Mr. Ravindra Deshpande as a Director of the company who was appointed as an Additional Director.		

Signed this..... day of ..... 2015

Signature of Shareholder(s)

Signature of Proxy holder(s)

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

## Notes:

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
2. **A Proxy need not be a member of the Company.**
3. **A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 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 a proxy for any other person or shareholder.**
- \*\*4. **This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. 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.**
5. **Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.**
6. **In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.**

**SHREE GLOBAL TRADEFIN LIMITED**

Regd. Off:- 35, Ashok Chambers, Broach Street, Devji Ratensey Marg, Masjid Bunder, Mumbai – 400 009.

Tel. No. – 022 - 23480526 Website : www.sgtl.in

CIN : L27100MH1986PLC041252

**29<sup>TH</sup> ANNUAL GENERAL MEETING**

**ON TUESDAY, SEPTEMBER 29, 2015 AT 10:30 A.M**

DP ID – Client ID / Folio No. :	
Name & Address of sole Member :	
Name of Joint Holder(s), if any :	
Name of Proxy Authorised Representative :	
Number of Equity Shares held :	

I, certify that I am a registered Member/ Proxy for the registered Member of the Company.

I hereby record my presence at Orchid, 1<sup>st</sup> Floor, Center 1, Cuffe Parade, Mumbai 400005 on Tuesday, 29<sup>th</sup> September, 2015 at 10.30 a.m.

Note: 1. Only Member/Proxy/Authorised Representative can attend the Meeting.

2. Member/Proxy/Authorised Representative should bring his/her copy of the Annual Report for reference at the Meeting

\_\_\_\_\_  
Member/Proxy's Signature

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**ELECTRONIC VOTING PARTICULARS**

<b>EVSN (Electronic Voting Sequence Number)</b>	<b>User ID</b>	<b>PAN/Sequence Number</b>

**NOTE:** Please read the complete instruction given under the Note (The instructions for shareholders voting electronically) to the Notice of the Annual General Meeting. The Voting time starts from 9.00 a.m (IST) on 26<sup>th</sup> September, 2015 and ends at 5.00 p.m. (IST) on 28<sup>th</sup> September, 2015. The Voting module shall be disabled by CDSL for voting thereafter.







## BOOK – POST

If undelivered please return to :

### **BIGSHARE SERVICES PRIVATE LIMITED**

**(Unit : Shree Global Tradefin Limited)**

E-2/3, Ansa Industrial Estate, Sakivihar Road,

Saki Naka, Andheri (East),

Mumbai – 400 072.

Phone : 022-4043 0200 / 299

Fax : 2847 5207