

**SHYAMKAMAL  
INVESTMENTS LIMITED**

**33RD ANNUAL REPORT  
2014 - 15**

# SHYAMKAMAL INVESTMENTS LIMITED

## 33rd Annual General Meeting

### BOARD OF DIRECTORS:

Mr. Kailashchandra Kedia	- Chairman
Mr. Sanjay Talati	- Executive Director
Mr. RamKripal Verma	- Independent Non - Executive Director
Mr. Deepak Modi	- Independent Non - Executive Director

### REGISTERED OFFICE

501, Raj Kailash Bldg, Plot No. 5/B, V P Road,  
Andheri (West), Mumbai – 400 058  
Website [www.shyamkamal.com](http://www.shyamkamal.com)  
email: [shyamkamalinv@gmail.com](mailto:shyamkamalinv@gmail.com).

### AUDITORS

M/s ABN & Co.  
Chartered Accountants  
612, Vakratunda Corporate Park,  
Vishweshwar Nagar, Near Udipi Vihar,  
Off. Aarey Road, Goregaon (East),  
Mumbai - 400 063  
Tel: 022- 66719058/66719417  
E-mail: [sckabra@hotmail.com](mailto:sckabra@hotmail.com)

### REGISTRAR & SHARE TRANSFER

System Support Services  
209, Shivai Industrial Estate,  
89, Andheri-Kurla Road,  
(Next to Logitech Park, Above McDonalds),  
Sakinaka, Andheri (E), MUMBAI - 400072.  
Tel : 91-22-28500835 (5 lines)  
Fax : 91-22-28501438  
Website : [www.sysss.com](http://www.sysss.com)  
E-mail : [zoebsss@hotmail.com](mailto:zoebsss@hotmail.com)

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**NOTICE**

Notice is hereby given that the 33rd Annual General Meeting of the Members of SHYAMKAMAL INVESTMENTS LIMITED will be held at 501, Raj Kailash Building, Plot No 5/B, V P Road, Andheri (West), Mumbai – 400058, on Thursday, 24th September, 2015 at 04:00 P.M. to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Standalone Audited Financial Statement of the Company for the year ended March 31, 2015 together with the Reports of the Board of Directors and Auditor's thereon.
2. To appoint a Director in place of Mr. Sanjay Talati (DIN: 01292825), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of auditors of the Company and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof:

“**RESOLVED THAT**, pursuant to the provisions of Sections 139 and 142 of the Companies Act, 2013 and the Rules made there under, and pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the 32nd AGM held on 22nd September 2014, the appointment of M/s. ABN & Co., Chartered Accountants (Firm Registration no. 04447C) as the statutory auditors of the Company to hold office till the conclusion of the 37th AGM of the Company to be held in the year 2019 be and is hereby ratified and that the Board of Directors be and are hereby authorized to fix such remuneration payable to them for the financial year ended 31st March 2016 as may be determined by the audit committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis to be agreed upon between the auditors and the Board of Directors.”

**SPECIAL BUSINESS**

4. **APPOINTMENT OF MR. RAMKRIPAL VERMA [DIN:00956770] AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, *if any*, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Ramkripal Verma [DIN: 00956770], who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to July 13, 2019, his office not liable to retire by rotation.”

5. **APPOINTMENT OF MR. DEEPAK MODI [DIN:01662826] AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

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 186 of the Companies Act, 2013 and other applicable provisions, if any of the Companies Act, 2013 and Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of Articles of Association of the Company and subject to further approval of statutory and other authorities as may be necessary and subject to such terms, conditions, stipulations, alterations and modifications, if any, as may be prescribed and specified by such authorities while granting such approvals and which may

be agreed by the Board of Directors of the Company (hereinafter referred to as the 'Board' which expression shall include a Committee of directors duly authorized in this behalf), the consent of the Company be and is hereby accorded to the Board of Directors of the Company to make investments provide security and give guarantees which may exceed 60% of the aggregate of the paid-up share capital and free reserves and/or 100% of the aggregate of free reserves of the Company as per the limits prescribed under Section 186 subject to the maximum aggregate amount not exceeding Rs.50.00 crores (Rupees Fifty Crores Only).”

“**RESOLVED FURTHER that** the proposed investments shall be made from the internal resources of the Company.”

“**RESOLVED FURTHER that** any of the Directors of the Company, be and is hereby authorized to do all such acts, deeds and things as may deemed expedient and necessary to give effect to this resolution for and on behalf of the Company.”

For and on behalf of the Board of Directors

Place: Mumbai  
Date: 13/08/2015

KAILASHCHANDRA KEDIA  
DIRECTOR  
[DIN: 01292825]

**Registered Office:**  
501, 5th Floor,  
Raj Kailash Building,  
Plot No. 5/B, V. P. Road,  
Andheri (West),  
Mumbai- 400058.

## SHYAMKAMAL INVESTMENTS LIMITED

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1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The proxy form should be lodged with the Company at its Registered Office at least 48 hours before the commencement of the Meeting.

**A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days of notice in writing is given to the Company.
3. The Register of Members and Share Transfer Books of the Company will remain closed from **Monday, September 21, 2015 to Thursday, September 24, 2015** (both days inclusive) for the purpose of Annual General Meeting.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution in advance authorizing their representative to attend and vote on their behalf at the Meeting.
5. 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.
6. Members who hold shares in electronic form are requested to write their Client ID and DP ID number and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting to facilitate identification of membership at the AGM.
7. For convenience of members, an attendance slip is annexed to the proxy form. Members are requested to affix their signature at the space provided and hand over the attendance slips at the place of meeting. The proxy of a member should mark on the attendance slip as 'proxy'.
8. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 for items of Special Businesses is annexed herewith.
9. All documents referred to in the Notice will be available for inspection at the Company's registered office during 11.00 a.m. to 1.00 p.m. on working days up to the date of the AGM with advance notice of 04 working days.
10. Copies of Annual Report 2014-15 are being sent by electronic mode only to all the members whose email address are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. In the case of members holding shares in physical mode whose email IDs are registered with the Company/ Registrars M/s. System Support Services, and have given consent for receiving communication electronically, copies of the Annual Report 2014-2015 are being sent by electronic mode only. For members who have not registered their email addresses, physical copies of the Annual Report 2015 are being sent by the permitted mode.
11. IF THE MEMBERS HAVE ANY QUERIES ON THE AUDITED ACCOUNTS, DIRECTORS' REPORT & AUDITOR'S REPORT, THE SAME SHOULD BE FORWARDED TO THE COMPANY IN WRITING AT ITS REGISTERED OFFICE AT LEAST 10 DAYS BEFORE THE MEETING SO THAT THE SAME CAN BE REPLIED AT THE TIME OF ANNUAL GENERAL MEETING TO THE MEMBERS' SATISFACTION.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by members at the AGM.
13. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
14. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, number of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated

under Clause 49 of the Listing Agreement with the Stock exchanges, are provided in the Explanatory Statement forming part of the notice.

15. Members are requested to bring their copies of the reports to Annual General Meeting.
16. Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with share certificates to the Company.
17. Members are requested to notify the change in their address, if any, immediately, so that all communications can be sent to the latest address. In case of members holding shares in physical form, all intimations regarding change of address and change of bank account details are to be sent to M/s. System Support Services, Unit: Shyamkamal Investments Limited, at 209, Shivai Industrial Estate, 89, Andheri-Kurla Road, (Next to Logitech Park, Above McDonalds), Sakinaka, Andheri (E), Mumbai, – 400 072. Members, who hold shares in electronic form, are requested to notify any change in their particulars like change in address, bank particulars etc. to their Depository Participants immediately.
18. The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Income Tax Permanent Account Number (“PAN”) for all participants transacting in the securities market, irrespective of the amount of such transaction. In continuation of the said circular, it is hereby clarified that for securities market transactions and off-market/private transactions involving transfer of shares in listed companies in physical form, it shall be mandatory for the transferee(s) to furnish a copy of the PAN card to the Company / RTA for registration of such transfer of shares.
19. Members may also note that the Notice of the 33rd Annual General Meeting and the Annual Report 2015 will also be available on the Company’s website [www.shyamkamal.com](http://www.shyamkamal.com) for their download. The physical copies of the aforesaid documents will also be available at the Company’s Registered Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company’s Registrars M/s. System Support Services at 209, Shivai Industrial Estate, 89, Andheri-Kurla Road, (Next to Logitech Park, Above McDonalds), Sakinaka, Andheri (E), Mumbai, – 400 072. [sysss72@yahoo.com](mailto:syss72@yahoo.com).
20. In order to exercise strict control over the transfer documents, members are requested to send the transfer documents/ correspondence, if any, directly to:

**M/s. System Support Services  
Unit: Shyamkamal Investments Limited.  
209, Shivai Industrial Estate, 89, Andheri-Kurla Road,  
(Next to Logitech Park, Above McDonalds),  
Sakinaka, Andheri (E), Mumbai – 400 072.**

**Instructions for Voting through electronics means:**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 33rd Annual General Meeting (AGM) by electronic means (“e-Voting”) 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 Members may cast their votes through E-voting from a place other than the venue of the AGM (“Remote E-voting”).

Voting through physical ballot paper shall be made available at the AGM and the Members attending the AGM who have not cast their vote by Remote E-voting shall be able to cast their vote by physical ballot paper at the Meeting.

The Members who have cast their vote by Remote E-voting may also attend the Meeting but shall not be entitled to cast their vote again.

The Remote E-voting facility will commence from 9.00 a.m. on 21st September, 2015 and will end at 5.00 p.m. on 23rd September, 2015. Remote E-voting will not be allowed beyond the aforesaid date and time and the Remote E-voting module shall be disabled by CDSL upon expiry of aforesaid period.

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Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member / beneficial owner as on the cut-off date i.e. 17th September, 2015.

The Members whose names appear in the Register of Members / list of beneficial owners as on the cut-off date i.e. 17th September, 2015, only shall be entitled to vote on the Resolutions set out in this Notice.

The Board of Directors at their meeting held on August 13, 2015 has appointed Mr. Deep Shukla, Practicing Company Secretary (Membership No. FCS 5652) as the Scrutinizer to scrutinize the E-voting process and voting done through physical ballot paper at the AGM in a fair and transparent manner.

The Scrutinizer shall, after scrutinizing the votes cast at the AGM and through Remote E-voting, not later than 3 (three) days from the conclusion of the AGM make a consolidated Scrutinizer's report and submit the same to the Chairman.

The results declared along with the Scrutinizer's Report shall be placed on the website of the Company [www.shyamkamal.com](http://www.shyamkamal.com) and on the website of CDSL and shall also be communicated to BSE Limited.

Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM i.e. 24th September, 2015.

The instructions for e-voting are as under:

- i. The voting period begins on Monday, September 21, 2015 (09:00 a.m. IST) and ends on Wednesday, September 23, 2015 (5:00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) Thursday, September 17, 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, select the "Shyamkamal Investments Limited" from the drop down menu and click on "SUBMIT"
- v. Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. 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.
- viii. If you are a first time user, follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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 8 digits of the sequence number in the PAN field.</li><li>• In case the folio 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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <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 <b>the number of shares held by you as on the cut off date</b> in the <b>Dividend Bank details field</b>.</li></ul>



- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. 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 also to be 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.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant SHYAMKAMAL INVESTMENTS LIMITED on which you choose to vote.
- xiii. 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.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. 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.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii. 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.
- xix. Note for Institutional Shareholders & Custodians:
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. 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)
- xxi. The voting rights of the members shall be in proportion to their of paid-up equity share capital of the Company as on relevant date September 17, 2015.

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

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

The Board of Directors of your Company wishes to inform the Members that your Board has recommended for seeking approval of the Members of the Company to make investments, provide security and give guarantees upto a limit of Rs.50.00 crores in any identified Body Corporate as may be benchmarked by the Board of Directors in the best interest of the shareholders of the Company.

Your approval for the said special resolution is sought as the said limit exceeds the prescribed limit of 60% of the aggregate of the paid-up share capital and free reserves and/or 100% of the aggregate of free reserves of the Company as provided under Section 186 of the Companies Act, 2013.



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The Board of Directors of the Company accordingly recommends the said special resolution for approval of members.

None of the Directors is concerned or interested in the said resolution.

The Board recommends the resolution set forth in Item no.4 for approval of the Members.

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

Place: Mumbai  
Date: 13/08/2015

**KAILASHCHANDRA KEDIA**  
**DIRECTOR**  
**[DIN: 01292825]**

**Registered Office:**

501, 5th Floor,  
Raj Kailash Building,  
Plot No. 5/B, V. P. Road,  
Andheri (West),  
Mumbai- 400058.

**Details of Directors seeking appointment / re-appointment at the Annual General Meeting: (In pursuance clause 49 of the Listing Agreement)**

Name of Director	Age	Nature of Expertise	Qualifications	Other Directorship	Membership in the Committees of other Public Companies	Shareholding
Mr. Sanjay Talati	55	Financial Markets and Trading in Securities	Bachelor of Commerce	NIL	NIL	NIL

## DIRECTORS' REPORT

To,  
The Members of  
**SHYAMKAMAL INVESTMENTS LIMITED**

Your Directors present the 33<sup>rd</sup> Annual Report together with the Audited financial Statement for the financial year ended March 31, 2015.

### 1. FINANCIAL RESULTS:

The Financial Results for the year ended March 31, 2014 are summarized below:

(₹ in Lacs)

Particulars	F.Y. 2014-15	F. Y. 2013-14
Gross Income	149.81	521.25
Profit Before Interest and Depreciation	(35.08)	(303.41)
Finance Charges	0.70	0.17
Provision for Depreciation	0.02	0.05
Net Profit Before Tax	(35.08)	(303.19)
Provision for Tax	0.13	0.01
Net Profit After Tax	(35.22)	(303.18)
Balance of Profit brought forward	(275.34)	27.77
Balance available for appropriation	(310.56)	(275.34)
Proposed Dividend on Equity Shares	NIL	NIL
Tax on proposed Dividend	NIL	NIL
Transfer to General Reserve	NIL	NIL
Surplus carried to Balance Sheet	(310.56)	(275.34)

### 2. REVIEW OF OPERATIONS

Your company is engaged in the securities trading and investment activities and during the year under review, the Company has posted total Income of Rs. 1,45,60,894/- as against total Income of Rs. 3,70,63,798/- in the corresponding previous year. Net Loss for the year under review was Rs. 35,22,064/- as against Net Loss of Rs. 3,03,18,278/- in the corresponding previous year.

### 3. FUTURE PROSPECT

Your Company is into the business of Securities Trading and Investments Activities and also a RBI registered active NBFC. The management has been regularly discussing about the future plans and projects to be undertaken by the company. Due to the slowdown in economy and poor macro economic conditions the management has been taking a cautious approach towards the same. However keeping in mind the future positivity and expansion plans the management has decided to undertake investment in securities on a larger scale and also to restart the NBFC business on a smaller level.

### 4. DIVIDEND AND RESERVES

The Company has incurred losses during the financial year under review and hence your Directors think fit not to recommend any dividend for the year under review.

### 5. SHARE CAPITAL

The Paid-up Equity Share Capital of the Company as on 31st March, 2015 is Rs. 8,29,00,000, comprising of 82,90,000 Equity shares of Rs. 10/- each. During the year under review, the Company has not issued any equity shares.

### 6. DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the financial year under review, pursuant to the provisions of Section 149 of the Companies Act, 2013, Mr. Ramkripal Verma and Mr. Deepak Modi were appointed as Independent Director of the Company w.e.f. 14th July, 2014 for term up to 5 (five) years in 32nd Annual General Meeting.

Further, Board of Directors of the Company appointed Mr. Sanjay Talati as an Additional Directors of the Company w.e.f. 14th July, 2014, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and also appointed him as a Whole-time Director of the Company for a period of 5 (five) year. The Shareholders of the Company has approved the terms and conditions at their Annual General Meeting.

Mr. Anup Kailashchandra Kedia and Mr. Vishnu Kailashchandra Kedia resigned from Directorship of the company w.e.f. 14th July, 2014.

Further, Mr. Sanjay Talati (DIN: 06927261), Whole-time Director, retires by rotation at the forthcoming Annual General Meeting and being eligible, offer himself for reappointment.

During the year under review, Mr. Sanjay Talati, Whole-time Director of the Company, has been appointed as Chief Financial Officer of the Company with effect from 31st March, 2015.

### 7. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3) (c) & 134(5) of the Companies Act, 2013, the Board of Directors of the Company hereby confirms that:

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors have prepared the annual accounts on a going concern basis; and
- (e) the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### 8. PARTICULARS OF MANAGERIAL REMUNERATION

The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, is enclosed as Annexure I and forms part of this Report.

As per the provisions specified in Chapter XIII of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 none of the employees of the Company are in receipt of remuneration exceeding Rs. 60,00,000/- per annum, if employed for whole of the year or Rs. 5,00,000/- per month, if employed for part of the year.

### 9. EXTRACT OF ANNUAL RETURN:

The details forming part of the Extract of the Annual Return in Form MGT-9, as required under Section 92 of the Companies Act, 2013 is included in this Report as Annexure II and forms part of this Report.

### 10. RELATED PARTY TRANSACTIONS

As no related party transaction was entered into by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons pursuant the provisions of Section 188(1) of the Companies Act, 2013 during the financial year 2014-15 the particulars as required in form AOC-2 have not been furnished.

**11. NUMBER OF BOARD MEETINGS**

A calendar of meetings is prepared and circulated in advance to the Directors. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the Listing Agreement.

During the year 6 (Six) Board Meetings were held during the year ended March, 2015, the dates of which are 29th May 2014, 14th July 2014, 13th August 2014, 12th November 2014, 13th February 2015, 31st March 2015.

Name of the Directors	No. of Board Meetings attended
Mr. Kailashchandra Kedia	6
*Mr. Anup Kailashchandra Kedia	2
**Mr. Vishnu Kailashchandra Kedia	2
Mr. Ramkripal Verma	5
Mr. Deepak Modi	5
Mr. Sanjay Talati	5

\* Mr. Anup Kailashchandra Kedia resigned from Directorship of the company w.e.f. 14th July, 2014.

\*\* Mr. Vishnu Kailashchandra Kedia resigned from Directorship of the company w.e.f. 14th July, 2014.

**12. CONSTITUTION OF AUDIT COMMITTEE:**

During the financial year under review the audit committee of the Company was reconstituted in order to comply with Section 177 of the Companies Act, 2013 and clause 49 of Listing Agreement. The Audit Committee comprises of experts specializing in accounting / financial management.

During the Financial Year 2014-15, Three (3) meetings of the Audit Committee were held on, August 13 2014, November 12 2014 and February 13 2015. The time gap between any two meetings was not more than 4 months and the Company has complied with all the requirements as mentioned under the Listing Agreement and the Companies Act, 2013.

Details of the composition of the Committee and attendance during the year are as under:

Name of the Director	Category	No. of Meetings Attended
Mr. Deepak Modi	Chairman & Independent Director	3
Mr. Ramkripal Verma	Member & Independent Director	3
Mr. Sanjay Talati	Member & Director & CFO	3

The terms of reference of the Audit Committee were enlarged by the Board in order to cover the matters specified under revised Clause 49 of the Listing Agreement and Section 177 of the Companies Act, 2013. This Committee has powers and roles comprising of Financial Reporting and disclosure, recommendation of appointment/removal of Auditors, reviewing of company's results, evaluation of Independent Directors performances, etc.

**13. NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration committee of the Company shall perform such role and duties as mentioned in Section 178 of the Companies Act, 2013 and revised listing agreement. The Nomination and Remuneration committee has been assigned to approve and settle the remuneration package with optimum blending of monetary and non-monetary outlay.

During the Financial Year 2014-15, Four (4) meetings of the Committee were held on, July 14, 2014, August 13 2014, November 12 2014 and on March 31st 2015.

Details of composition of the Committee and attendance during the year are as under:

Name of the Members of Committee	Category	No. of Meetings Attended
Mr. Deepak Modi	Chairman & Independent Director	4
Mr. Ramkripal Verma	Member & Independent Director	4
Mr. Sanjay Talati	Member & Director & CFO	4

## SHYAMKAMAL INVESTMENTS LIMITED

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### 14. NOMINATION AND REMUNERATION POLICY

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors. This policy also lays down criteria for selection and appointment of Board Members. The Board of Directors is authorized to decide Remuneration to Executive Directors. The Remuneration structure comprises of Salary and Perquisites. Salary is paid to Executive Directors within the Salary grade approved by the Members.

S.N.	Name of Directors	Designation	Remuneration (In Rs.)
1	Mr. Sanjay Talati	Executive Director & CFO	NIL
2	Mr. Kailashchandra Kedia	Executive Director	NIL

### 15. STAKEHOLDER RELATIONSHIP COMMITTEE:

Four (4) meetings of the Committee were held during the year 2014-15 on, August 13 2014, November 12, 2014, February 13, 2015 and March 31st 2015. The details of composition of the Committee and attendance during the year are as under:

Name of the Members of Committee	Category	No. of Meetings Attended
Mr. Deepak Modi	Chairman & Independent Director	4
Mr. Ramkripal Verma	Member & Independent Director	4
Mr. Sajay Talati	Member & Director & CFO	4

The terms of reference were enlarged by the Board to be in line with Section 178 of the Companies Act, 2013 and revised clause 49 of the Listing Agreement. The Committee reviews Shareholder's / Investor's complaints like non-receipt of Annual Report, physical transfer/ transmission/transposition, split/ consolidation of share certificates, issue of duplicate share certificates etc. This Committee is also empowered to consider and resolve the grievance of other stakeholders of the Company including security holders.

The total numbers of complaints received during the year were Nil and there was no pending complaint as on 31st March, 2015. The Company did not receive any transfer requests and hence no request was pending for approval as on March 31, 2015.

### 16. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Committees. The Directors expressed satisfaction with the evaluation process.

### 17. INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosure to the Board that they fulfill all the requirements as to qualify for their appointment as Independent Director, under the provisions of section 149 of the Companies Act, 2013 as well as Listing Agreement.

### 18. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

The Company does not have any subsidiary company and has not entered into joint venture with any other company.

### 19. STATUTORY AUDITORS' AND AUDITORS' REPORT

At the 32nd Annual General Meeting held on September 22, 2014, M/s. ABN & Co., Chartered Accountant (Firm Reg No: 004447C) were appointed as Statutory Auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in Calendar year 2019. In the terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the Auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of M/s. ABN & Co., Chartered Accountant, as Statutory Auditors of the Company, is placed for Ratification by the Shareholders. In regard to the Company has received a Certificate from the Auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies act, 2013.

### 20. APPOINTMENT OF COMPANY SECRETARY

The Company is in process of appointing Company Secretary in whole time employment pursuant to Section 203 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

#### **21. SECRETARIAL AUDIT**

In terms of Section 204 of the Act and Rules made there under, M/s. Deep Shukla, Practicing Company Secretary, have been appointed Secretarial Auditors of the Company. The Secretarial Audit Report is enclosed as Annexure IV to this report.

#### **22. EXPLANATION(S)/ COMMENT(S) PURSUANT TO SECTION 134(3)(f)(i)& (ii), IF ANY, OF THE COMPANIES ACT, 2013:**

Re: Pursuant to Section 134(3)(f)(i)

There are no adverse remarks/Qualifications made in Statutory Report issued by Statutory Auditor of the Company.

Re: Pursuant to Section 134(3)(f)(ii) (Secretarial Audit Observations) :

- a) The Company is in process of appointment of Company Secretary,
- b) During the year under review Ms. Priti Malpani was proposed to be appointed as woman Director. However due to some technical snag the Director Identification Number could not be obtained. However the Company is taking all relevant effective steps to comply with the applicable provisions of the Act.;
- c) The Company is in process of appointment of Internal Auditor of the Company,
- d) The Company is in process of appointment of Non Executive Director in order to comply with Clause 49 of Listing Agreement and Section 178 of Companies Act, 2013 i.e to form proper composition of Nomination and Remuneration Committee.

#### **23. INTERNAL AUDIT & CONTROLS**

The Company has in place adequate internal financial controls with reference to the financial statement. The Audit Committee of the Board periodically reviews the internal control systems with the management, Internal Auditors and Statutory Auditors. Significant internal audit findings are discussed and follow-ups are taken thereon.

#### **24. EMPLOYEES' STOCK OPTION PLAN**

The Company has not provided stock options to any employee.

#### **25. VIGIL MECHANISM**

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at [www.shyamkamal.com](http://www.shyamkamal.com). The employees of the Company are made aware of the said policy at the time of joining the Company.

#### **26. RISK MANAGEMENT POLICY**

The Company has laid down the procedure to inform the Board about the risk assessment and minimization procedures. These procedures are reviewed by the Board annually to ensure that there is timely identification and assessment of risks, measures to mitigate them, and mechanisms for their proper and timely monitoring and reporting.

#### **27. DEPOSITS**

The Company has not accepted nor renewed any fixed deposits during the FY 2014-15 and as on 31st March, 2015, there were no outstanding deposits.

#### **28. LOANS & GUARANTEES**

During the year under review, the Company has not provided any loan, guarantee, security or made any investment covered under the provisions of Section 186 of the Companies Act, 2013 to any person or other body corporate.

#### **29. INSURANCE**

The properties/assets of the Company are adequately insured.

**30. CORPORATE GOVERNANCE CERTIFICATE**

A Report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement is not applicable to your company as Company's Paid up equity capital is below Rs. 10 Crores and Networth is below Rs. 25 Crores.

**31. MANAGEMENT DISCUSSION AND ANALYSIS**

The Management Discussion and Analysis Report, which gives a detailed state of affairs of the Company's operations form a part of this Annual Report.

**32. CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE**

The Business activities carried out by the Company do not fall under the list of industries specified for which Section 134(3)(m) of the Companies Act, 2013 read with Rule 3 of the Companies (Accounts) Rules, 2014 is applicable and hence disclosures required therein are not applicable to the Company.

During the year, the total foreign exchange used was Rs. NIL and the total foreign exchange earned was Rs. NIL

**33. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND**

The Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

**34. GENERAL**

During the year ended 31st March, 2015, there were no cases filed /reported pursuant to the Sexual Harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company confirms that it has paid the Annual Listing Fees for the year 2015-2016 to BSE where the Company's Shares are listed.

During the year under review, no significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and Company's operations.

**35. HUMAN RESOURCES**

Your Company treats its "Human Resources" as one of its most important assets.

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

**36. ACKNOWLEDGEMENT**

The Directors would like to thank all shareholders, customers, bankers, suppliers and everybody else with whose help, cooperation and hard work the Company is able to achieve the results. The Directors would also like to place on record their appreciation of the dedicated efforts put in by the employees of the Company.

For and on behalf of the Board of Directors

Place: MUMBAI  
Date: August 13, 2015

KAILASHCHANDRA KEDIA  
CHAIRMAN  
[DIN: 01292825]



## Annexure - I

Information required under Section 197 of the Companies Act, 2013

read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- i. The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15 and
- ii. The percentage increase in remuneration of each Director, Managing Director & Chief Executive Officer, Chief Financial Officer and Company Secretary of the Company in the financial year 2014-15

Name & Designation	Remuneration of each Director & KMP for Financial Year 2014-15 (Rs.)	% increase/ decrease in remuneration the Financial Year 2014-15	Ratio of remuneration in of each Directors to median remuneration of employees
<b>A. Directors</b>			
Mr. Kailashchandra Kedia	NIL	N.A.	N.A.
**Mr. Anup Kailashchandra Kedia	NIL	N.A.	N.A.
**Mr. Vishnu Kailashchandra Kedia	NIL	N.A.	N.A.
Mr. Deepak Modi	NIL	N.A.	N.A.
Mr. Ramkripal Verma	NIL	N.A.	N.A.
<b>B. Key Managerial Personnel</b>			
***Mr. Sanjay Talati	NIL	N.A.	N.A.
	NIL	N.A.	N.A.

MD & CEO - Managing Director & Chief Executive Officer; VC - Vice Chairman, NI-NED - Non Independent, Non-Executive Director; I-NED - Independent, Non-Executive Director, CFO - Chief Financial Officer; SVP - Senior Vice President; CS - Company Secretary.

Notes:

1. \* The remuneration is inclusive of taxable value of perquisite on stock options exercised during the year.
2. \*\* Mr. Anup Kailashchandra Kedia and Mr. Vishnu Kailashchandra Kedia ceased to be Directors w.e.f. 14th July, 2015. Accordingly, the remuneration shown above is for part of the financial year 2014-15.
3. \*\*\* Details are not given as Sanjay Talati, was appointed as Whole-time Directors and CFO in the Financial Year 2014-15 and thus the comparative figures for FY 2013-14 are not available.
4. The above remuneration includes sitting fees paid to all the Non-Executive Directors of the Company. The sitting fees was increased during the Financial Year 2014-15 from Rs.NIL for attending each Board/Committee Meeting to Rs.NIL for attending each Board Meeting and Rs. NIL for attending each Committee Meeting.
5. Median remuneration of all the employees of the Company for the financial year 2014-15 is Rs. NIL.

- iii. The percentage increase in the median remuneration of employees in the financial year 2014-2015.

	Financial Year 2014 - 15 (Rs.)	Financial Year 2013 - 14 (Rs.)	Increase (%)
Median remuneration of all employees	NIL	NIL	N.A.

Note: The calculation of % increase in the median remuneration has been done based on comparable employees.

**iv. The number of permanent employees on the rolls of Company.**

There were no permanent employees on the rolls of Company as on March 31, 2015.

**v. The explanation on the relationship between average increase in remuneration and Company performance.**

Profit before Tax increased by NIL% and Profit after Tax increased by NIL % in financial year 2014-15. The market projections indicated a hike ranging from NIL %. Hence the Company decided to award average increase of NIL % in the median remuneration of the employees. The Employees received hikes considering the criticality of the roles they play, their individual performance in the Financial Year 2013-14 and skills set they possess. The average increase in median remuneration was in line with the performance of the Company.

**vi. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company.**

The total remuneration of Key Managerial Personnel (KMPs) increased from Rs. NIL in the Financial Year 2013-14 to Rs. NIL in the Financial Year 2014-15, an increase of NIL %, whereas Profit before Tax increased by NIL % and Profit After Tax increased by NIL % in financial year 2014-2015. The increase in the total remuneration of KMPs was based on the overall performance of the Company and the individual performance of the concerned employee during the previous Financial Year.

**vii. Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase or decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer**

- a. The market capitalization as on March 31, 2015 was Rs. 2.07 crore (Rs. 2.07 crore as on March 31, 2014).
- b. Price Earning ratio of the equity shares of the Company was NIL as at March 31, 2015 and NIL as at March 31, 2014.

**viii. Percentage increase or 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 offer: The Company had come out with initial public offer (IPO) in 1982 (Year) at a price of Rs. 10 per share. The closing price of the Company's Equity share on the BSE as on March 31, 2015 was Rs. 2.50**

**ix. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.**

Average percentile increase in the salaries of employee other than the Managerial Personnel in the Financial Year 2014-15 was NIL % and the increase in the salary of the Managerial Personnel was NIL %.

**x. The comparison of the each remuneration of Key Managerial Personnel against the performance of the Company during the Financial Year 2014-15 is as under:**

Name	Remuneration of each KMP for FY 2014-15	% increase/ decrease in remuneration in FY 2014-15	Comparison of remuneration of the KMPs against the performance of the Company
Sanjay Talati	NIL	NIL	% Profit Before Tax increased by NIL % and Profit After Tax increased by NIL % in financial year 2014-15

1. *The above remuneration is inclusive of taxable value of perquisites on stock options exercised during the year.*
2. *The increase in the total remuneration of the KMPs is based on the overall performance of the Company and the individual performance of the concerned employee during the previous Financial Year.*

**xi. The key parameters for any variable component of remuneration availed by the Directors.**

Not applicable as no variable component forms part of remuneration of Directors.

**xii. 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.**

There are no employees of the Company who receive remuneration in excess of the highest paid Director of the Company.

**xiii. Affirmation that the remuneration is as per the Remuneration Policy of the Company**

Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, KMPs, Senior Management and other employees of the Company is as per the Remuneration Policy of the Company.

## FORM NO. MGT 9

## EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management &amp; Administration) Rules, 2014.

## (I). REGISTRATION &amp; OTHER DETAILS:

i	CIN	L65990MH1982PLC028554
ii	Registration Date	23/10/1982
iii	Name of the Company	SHYAMKAMAL INVESTMENTS LTD.
iv	Category/Sub-category of the Company	PUBLIC COMPANY/ LIMITED BY SHARES
v	Address of the Registered office	501, 5TH FLOOR, RAJ KAILASH BUILDING, PLOT NO. 5/B, V. P. ROAD, ANDHERI (WEST), MUMBAI
vi	Contact details Whether listed company	Yes
vii	Name , Address & contact details of the Registrar and TransferAgent, if any	<b>System Support Services Registrar &amp; Share Transfer Agent</b> 209, Shivai Industrial Estate, 89, Andheri-Kurla Road, (Next to Logitech Park, Above McDonalds), Sakinaka, Andheri (E), Mumbai - 400072.

## (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 & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Securities Trading and Investment	74	100

## (III). PARTICULARS OF HOLDING , SUBSIDIARY &amp; ASSOCIATE COMPANIES

SL No	Name & Address of the Company	CIN/GLN	HOLDING SUBSIDIARY/	%OF SHARES /ASSOCIATE	APPLICABLE SECTION HELD
Nil					

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

## (i). Category-wise Share Holding

Category of Shareholder	No. of Shares held at the beginning of the year : 01/04/2014				No. of Shares held at the end of the year : 31/03/2015				% Change during 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	0	35010	35010	0.42	55010	0	55010	0.66	+ 0.24
b) Central Govt	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) State Govt(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) Bodies Corp	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Any Other	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Total shareholding of Promoter (A)</b>	<b>0</b>	<b>35010</b>	<b>35010</b>	<b>0.42</b>	<b>55010</b>	<b>0</b>	<b>55010</b>	<b>0.66</b>	<b>+ 0.24</b>
<b>B. Public Shareholding</b>									
1. Institutions	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
a) Mutual Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) Central Govt	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

Category of Shareholder	No. of Shares held at the beginning of the year : 01/04/2014				No. of Shares held at the end of the year : 31/03/2015				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
d) State Govt(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Insurance Companies	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
g) FIs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
h) Foreign Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
i) Others (specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Sub-total (B) (1):-</b>	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>2. Non-Institutions</b>									
a) Bodies Corp.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
i) Indian	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
ii) Overseas	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	0	184990	184990	2.23	0	184990	184990	2.23	0
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	8070000	8070000	97.35	8050000	0	8050000	97.10	- 0.25
c) Others (specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Non Resident Indians	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Overseas Corporate Bodies	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Foreign Nationals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Clearing Members	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Trusts	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Foreign Bodies - D R	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Sub-total (B) (2):-</b>	<b>0</b>	<b>8254990</b>	<b>8254990</b>	<b>99.58</b>	<b>8050000</b>	<b>184990</b>	<b>8234990</b>	<b>99.34</b>	<b>- 0.24</b>
Total Public Shareholding (B)=(B)(1)+ (B)(2)	0	8254990	8254990	99.58	8050000	184990	8234990	99.34	- 0.24
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>Grand Total (A+B+C)</b>	<b>0</b>	<b>8290000</b>	<b>8290000</b>	<b>100</b>	<b>8105010</b>	<b>184990</b>	<b>8290000</b>	<b>100</b>	<b>0</b>

**(IV). Shareholding of Promoters**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			change in Share holding during the year
		No. of Shares Company	% of total Shares of the red to	% of Shares Pledged/ encumbe total shares	No. of Shares Company	% of total Shares of the red to	% of Shares Pledged/ encumbe during total shares	
1	Renu S Kedia	10,000	0.12	0	10,000	0.12	0	NIL
2	Shyamsunder Kedia	10,000	0.12	0	10,000	0.12	0	NIL
3	Subhkarar Ramkumar Kedia	5,010	0.06	0	25,010	0.30	0	0.24
4	Subhkarar Kedia HUF	10,000	0.12	0	10,000	0.12	0	NIL
	<b>TOTAL :</b>	<b>35,010</b>	<b>0.42</b>	<b>0</b>	<b>55,010</b>	<b>0.66</b>	<b>0</b>	<b>+0.24</b>

## SHYAMKAMAL INVESTMENTS LIMITED

### (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 S Kedia				
	At the beginning of the year	10,000	0.12	10,000	0.12
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer/bonus/sweat equity etc.):				
	At the end of the year	10,000	0.12	10,000	0.12
2.	Shyamsunder Kedia				
	At the beginning of the year	10,000	0.12	10,000	0.12
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):				
	At the end of the year	10,000	0.12	10,000	0.12
3.	Subhkaran Ramkumar Kedia				
	At the beginning of the year	5,010	0.06	5,010	0.06
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus / sweat equity etc.):	20,000 (Transfer of Shares)	0.24	25,010	0.30
	At the end of the year	25,010	0.30	25,010	0.30
4.	Subhkaran Kedia HUF				
	At the beginning of the year	10,000	0.12	10,000	0.12
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):				
	At the end of the year	10,000	0.12	10,000	0.12

### iv. Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For Each of the Top 10 Shareholder	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.	Mr. Nilesh Chhotalal Botadra				
	At the beginning of the year	400000	4.83	400000	4.83
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer/bonus/sweat equity etc.):				
	At the end of the year	400000	4.83	400000	4.83
2.	Ms. Bhavan Nilesh Batodra				
	At the beginning of the year	400000	4.83	400000	4.83
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):				
	At the end of the year	400000	4.83	400000	4.83

Sr. No.	For Each of the Top 10 Shareholder	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
3.	Mr. Anmol Ranjeet Deshmukh				
	At the beginning of the year	350000	4.22	350000	4.22
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus / sweat equity etc.):				
	At the end of the year	<b>350000</b>	<b>4.22</b>	<b>350000</b>	<b>4.22</b>
4.	Mr. Shivkumar Dhanuka				
	At the beginning of the year	250000	3.02	250000	3.02
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):				
	At the end of the year	250000	3.02	250000	3.02
5.	Mr. Ashok Jiwrajka				
	At the beginning of the year	250000	3.02	250000	3.02
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):				
	At the end of the year	250000	3.02	250000	3.02
6.	Mr. Surendra B Jiwrajka				
	At the beginning of the year	250000	3.02	250000	3.02
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer/bonus/sweat equity etc.):				
	At the end of the year	250000	3.02	250000	3.02
7.	Mr. Dilip B. Jiwrajka				
	At the beginning of the year	250000	3.02	250000	3.02
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):				
	At the end of the year	250000	3.02	250000	3.02
8.	Mr. Anand Ramakant Chokhani				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer/bonus/sweat equity etc.):				
	At the end of the year	250000	3.02	250000	3.02



## SHYAMKAMAL INVESTMENTS LIMITED

Sr. No.	For Each of the Top 10 Shareholder	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
9.	Mr. Ravindra Kumar Shroff				
	At the beginning of the year	250000	3.02	250000	3.02
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus / sweat equity etc.):				
	At the end of the year	<b>250000</b>	<b>3.02</b>	<b>250000</b>	<b>3.02</b>
10.	Mr. Ankit Rajendra Choudhary				
	At the beginning of the year	250000	3.02	250000	3.02
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):				
	At the end of the year	<b>250000</b>	<b>3.02</b>	<b>250000</b>	<b>3.02</b>

### v. Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Shareholding of each Directors & each Key Managerial Personnel	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.	Mr. Kailashchandra Subhkaran Kedia				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus / sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
2.	Mr. Anup Kailashchandra Kedia				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
3.	Mr. Vishnu Kailashchandra Kedia				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
4.	Mr. Ramkripal Prashant Verma				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer/bonus/sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

Sr. No.	Shareholding of each Directors & each Key Managerial Personnel	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
5.	Mr. Deepak Prahladrai Modi				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL
6.	Mr. Sanjay Rameshchandra Talati				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer/bonus/sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL

**(V). INDEBTEDNESS**

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

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

**(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	Total Amount
		<b>Sanjay Talati</b>	
1.	Gross Salary (a)Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil
	(b)Value of perquisites u/s 17(2)Income-tax Act, 1961		
	(c)Profits in lieu of salary under section 17(3) Income- tax Act, 1961		
2.	Stock Option	Nil	Nil
3.	Sweat Equity	Nil	Nil
4.	Commission - as % of profit - others, specify...	Nil	Nil
5.	Others, please specify	Nil	Nil
6.	Total(A)	Nil	Nil
	Ceiling as per the Act		

Note: None of the Director is drawing a Salary.

## SHYAMKAMAL INVESTMENTS LIMITED

### B. Remuneration to other directors

Sr. No.	Particulars of Remuneration	Name of Director			Total Amount
		Ramkripal Verma	Deepak Modi	Kailashchandra Kadia	
1	Independent Directors	Nil	Nil	Nil	Nil
	Fee for attending board committee meetings	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil	Nil
2	Other Non-Executive Directors	Nil	Nil	Nil	Nil
	Fee for attending board committee meetings	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil	Nil
	Total (B)=(1+2)	Nil	Nil	Nil	Nil
	Total Managerial Remuneration	Nil	Nil	Nil	Nil
	Overall Ceiling as per the Act	Nil	Nil	Nil	Nil

### C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross Salary (a) Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961	Nil	1,40,000	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2.	Stock Option	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil
4.	Commission - as % of profit - others, specify...	Nil	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil	Nil
6.	Total(A)	Nil	Nil	Nil	Nil

### (VII). PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the companies Act	Brief description	Details of penalty/ Punishment/Compounding fees imposed	Authority [RD /NCLT/Court]	Appeal made. if any (give details).
<b>A. Company</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>B. Directors</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>B. Other Officers In Default</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

**SECRETARIAL AUDIT REPORT** For the financial year ended March 31, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To  
The Members  
SHYAMKAMAL INVESTMENTS LIMITED  
Regd. Office: 501, 5th Floor, Raj Kailash Building,  
Plot No. 5/B, V. P. Road, Andheri (West),  
Mumbai-400058

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SHYAMKAMAL INVESTMENTS LIMITED** (hereinafter called the Company). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

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

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not Applicable to the Company during the Audit Period);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): —
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not Applicable to the Company during the Audit Period);
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not Applicable to the Company during the Audit Period);
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable to the Company during the Audit Period);
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not Applicable to the Company during the Audit Period); and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not Applicable to the Company during the Audit Period);

(vi) Other laws applicable specifically to the Company, namely:

- Reserve Bank of India Guidelines applicable for Non-Banking Financial Companies-Non-Deposit Accepting;

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

- (a) Secretarial Standards issued by The Institute of Company Secretaries of India (Not applicable to the Company during the audit period)
- (b) The Listing Agreements entered into by the Company with the Stock Exchanges viz BSE Ltd (BSE).

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, subject to following observations:

- Certain relevant forms were pending for filing on MCA portal and compliance for appointment of Woman Director, Company Secretary and Internal Auditor was pending to be done for the aforesaid Audit period.
- The Composition of Nomination and Remuneration committee was re-constituted at the end of the financial year;

**I further report that:**

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors, except appointment of Woman Director. 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.
- All the resolutions were passed unanimously and minutes were prepared accordingly.

**I 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.

**I further report that** during the audit period there were no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, guidelines and standards.

For: **M/s. DEEP SHUKLA & ASSOCIATES**  
**COMPANY SECRETARIES**

**DEEP SHUKLA**  
**{PROPRIETOR}**  
**FCS: 5652**  
**CP NO.5364**

Place: Mumbai  
Date:13/08/2015

To`

**The Members**

**SHYAMKAMAL INVESTMENTS LIMITED**

I further state that my said report of the even date has to be read along with this letter.

1. Maintenance of Secretarial/ Statutory Records is the responsibility of the Management of the Company. My responsibility is to express an opinion on these records based on the audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required I have obtained the Management representation about the compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standard is the responsibility of management. My examination is 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: M/s. DEEP SHUKLA & ASSOCIATES  
COMPANY SECRETARIES

Place: Mumbai  
Date:13/08/2015

DEEP SHUKLA  
{PROPRIETOR}  
FCS: 5652  
CP NO.5364

**MANAGEMENT DISCUSSION AND ANALYSIS**

**A) INDUSTRY STRUCTURE AND DEVELOPMENT:**

The company is engaged in Financial Service Activity and has got license for carrying out Non Banking Financial Services activities from Reserve Bank of India w.r.t. non acceptance of deposits from the public.

**B) PERFORMANCE:**

During the fiscal year ended 2015, the Income from Operations of the Company stood at Rs. 1,45,60,894/- as compared to previous fiscal of Rs. 3,70,63,798/-

In current fiscal year, the Company incurred Net Loss for the year under review was Rs. 35,22,064/- as against Net Loss of Rs. 3,03,18,278/- in the corresponding previous fiscal year.

**C) INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:**

An appropriate and adequate system of internal controls exist in your company to ensure that all assets are safeguarded and protected against loss or from misuse or disposition, and that the transactions are authorized, recorded and reported suitably. Internal control systems are ensuring effectiveness of operations, accuracy and promptness of financial reporting and observance with laws & regulations.

The internal control is supplemented on an ongoing basis, by an extensive program of internal audit being implemented throughout the year, by the in house internal audit and also by independent Chartered Accountants firm. The internal audit reports along with management comments thereon are review by the Audit Committee of the Board comprising of independent and non-executive Directors, on a regular basis. Implementations of the suggestions are also monitored by the Audit Committee. The internal control is designed to ensure that the financial and other records of the company are reliable for preparing financial statements and other data, and for maintaining accountability of assets.

**D) HUMAN RESOURCES POLICIES:**

The Company considers human resources as its greatest asset and strength in the process of development and progress. The relation between the employees and the Company remained cordial throughout the year. Your Company`s corporate culture and the vision and values help unite the workforce and provide standards for how your Company conducts the business.

**E) CAUTIONARY STATEMENT:**

The statements in report of the Board of Directors and the Management Discussion & Analysis Report describing the Company`s outlook, estimates or predictions may be forward looking statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied since the Company`s operations are influenced by many external and internal factors beyond the control of the Company. The Company takes no responsibility for keeping the members updated on changes in these factors except as may be statutorily required from time to time.



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## INDEPENDENT AUDITOR'S REPORT

### To the Members of SHYAMKAMAL INVESTMENTS LIMITED

#### Report on the Financial Statements

1. We have audited the accompanying financial statements of SHYAMKAMAL INVESTMENTS LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information

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

2. The management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, 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 Companies (Accounts) Rules, 2014. This responsibility 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; design, implementation and maintenance of adequate internal financial controls, that are 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

#### Auditors' Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements, that give 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 accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of Directors, as well as evaluating the overall presentation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

#### Opinion

6. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and Fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2015, its loss and its cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

7. 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 paragraphs 3 and 4 of the Order, to the extent applicable.
8. As required by section 143(3) of the Act, we further 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 purpose of our audit;
  - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d) in our opinion, the aforesaid financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014 ;
  - e) on the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164(2) of the Act , and
  - f) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014::
    - i. The Company does not have any pending litigations which would impact its financial position
    - ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise
    - iii. There has not been any occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund, so the question of delay in transferring such sums does not arise

For ABN & Co  
Chartered Accountants  
Firm Registration No.004447C

Place: Mumbai  
Date: 28th May, 2015

**S C Kabra**  
Partner  
Membership No. 035604

**ANNEXURE TO THE AUDITORS' REPORT OF SHYAMKAMAL INVESTMENTS LIMITED****(Referred to in paragraph 7 Our Report of even date)**

On the basis of such checks, as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

- i. (a). The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets ;  
(b) As explained to us, fixed assets have been physically verified by the management at regular intervals during the year. As informed to us, no material discrepancies were noticed on such verification;
- ii. (a) As explained to us the Stock of shares & Securities in company's custody have been Physically verified or verified with Demat Account by the management at the end of financial year or after the year end. In our opinion, the frequency of verification is reasonable.  
(b) In our opinion & according to information & explanation given to us, the procedure of physical verification followed by management are reasonable & adequate in relation to the size of company & nature of its business.  
(c) In our opinion & according to information & explanation given to us, the company is maintaining proper records of shares & securities & no material discrepancies have been noticed on physical verification thereof, as compared to books records.
- iii. The company has not granted any loans, secured or unsecured to/from the companies, firms or other parties covered in the register maintained under section 189 of the Act.
- iv. In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and the nature of its business for purchase & sales of securities, for the purchase of fixed assets and for the sale of services, if any. Further, on the basis of our examination of the books and records of the Company and according to the information and explanations given to us, no major weakness has not been noticed or reported in the internal control system.
- v. The Company has not accepted any deposits from the public, which are covered under Section 73 to 76 of the Companies Act, 2013.
- vi. As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act.
- vii. (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is generally regular in depositing the undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and other material statutory dues, as applicable, with the appropriate authorities in India ;  
(b) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues of Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty and Excise Duty which have not been deposited on account of any disputes  
(c) There has not been an occasion in case of the Company during the year under report, to transfer any sums to the Investor Education and Protection Fund, so the question of reporting delay in transferring such sums does not arise.
- viii. The accumulated losses of the Company at the end of year are less than 50% of its net worth. The Company has incurred cash losses in the current financial year and also in the immediately preceding financial year.
- ix. According to the records of the company examined by us and as per the information and explanations given to us, the company has not availed of any loans from any financial institution or banks and has not issued debentures, so the question of default in repayment of dues does not arise.

## SHYAMKAMAL INVESTMENTS LIMITED

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- x. In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loan taken by others from a bank or financial institution during the year.
- xi. In our opinion, and according to the information and explanations given to us, the company has not raised any term loans during the year.
- Xii. During the course of our examination of the books and records of the company, carried in accordance with the auditing standards generally accepted in India, no fraud on or by the Company has been noticed or reported during the year in the course of our audit .

For ABN & Co  
Chartered Accountants  
Firm Registration No.004447c

Place: Mumbai  
Date: 28th May, 2015

S C Kabra  
Partner  
Membership No. 035604

**BALANCE SHEET AS ON 31ST MARCH, 2015**

(Amount in Rs.)

Particulars	Notes	As on 31/03/2015	As on 31/03/2014
<b>EQUITY AND LIABILITIES</b>			
<b>1. Shareholders Fund</b>			
(a) Share Capital	1	82,900,000	82,900,000
(b) Reserve & Surplus	2	-31,055,502	-27,534,159
<b>2. Current Liabilities</b>			
(a) Trade Payables	3	28,090	22,334.00
(b) Other Long Term Liabilities	4	7,657	1,419.00
		<b>51,880,245</b>	<b>55,389,666</b>
<b>2. ASSETS</b>			
<b>(1) (Non-current Assets)</b>			
(a) Fixed Assets			
(i) Tangible Assets	5	4,687	6,309
(b) Non-current Investments	6	3,581,908	125,940
(c) Deferred Tax Assets (Net)	7	1,709	2,872
(d) Long Term loans & Advances	8	26,410,100	26,436,192
<b>(2) Current Assets</b>			
(a) Inventories	9	21,685,452	28,223,236
(b) Trade Receivables	10	31,646	23,414
(c) Cash and Cash Equivalent	11	164,743	459,344
(d) Other Current Assets	12	0	112,360
<b>Total</b>		<b>51,880,245</b>	<b>55,389,666</b>

The accompanying notes are an integral part of the financial statements

As per our Report of Even Date

For **ABN & CO.**  
Firm Regn. No. : 004447C  
CHARTERED ACCOUNTANTS

For **SHYAMKAMAL INVESTMENTS LIMITED**

S. C. KABRA  
PARTNER  
Mem. No. 035604

DIRECTOR  
(DIN - 01292825)

DIRECTOR  
(DIN - 06927261)

Place : MUMBAI  
Date : 28/05/2015

**SHYAMKAMAL INVESTMENTS LIMITED**

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

(Amount in Rs.)

Particulars	Notes	As on 31/03/2015	As on 31/03/2014
<b>REVENUE</b>			
I. Revenue from Operations	13	14,560,894	37,063,798
II. Other Income	14	420,522	15,060,769
III. Total Revenue (I + II)		<b>14,981,416</b>	<b>52,124,567</b>
<b>EXPENSES</b>			
IV. Expenses:			
Purchase of Stock-in-Trade	15	11,411,328	108,325,690
Change in inventories of finished goods	16	6,537,784	-28,213,984
Financial costs	17	70,021	16,951
Depreciation & Amortisation	18	2,343	5,155
Other Expenses	19	468,239	2,310,236
Total Expenses		<b>18,489,715</b>	<b>82,444,048</b>
V. Profit before exceptional and extraordinary items and tax	(III - IV)	3,508,299	30,319,481
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax	(V - VI)	3,508,299	30,319,481
VIII. Extraordinary Items		-	-
IX. Profit Before Tax	(VII - VIII)	3,508,299	30,319,481
X. Tax Expense:			
(1) Current Tax			
- Income Tax			
(2) Earlier Year Tax			
- Short/(Excess) Provision of Tax		12,602	1,203
(3) Deferred Tax		1,163	-
(4) MAT Credit entitlement			
XI. Profit(Loss) from the perid from continuing operations	(IX-X)	3,522,064	30,318,278
XII. Earning per equity share:			
(1) Basic		0.42	11.47
(2) Diluted		0.42	11.47

As per our Report of Even Date

For **ABN & CO.**

Firm Regn. No. : 004447C

CHARTERED ACCOUNTANTS

S. C. KABRA

PARTNER

Mem. No. 035604

Place : MUMBAI

Date : 28/05/2015

For **SHYAMKAMAL INVESTMENTS LIMITED**

DIRECTOR  
(DIN - 01292825)

DIRECTOR  
(DIN - 06927261)

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

(Amount in Rs.)

Particulars	For the Year Ended 31/03/2015	For the Year Ended 31/03/2014
<b>A. Cash Flow From Operating Activities</b>		
<b>Net Profit Before Tax</b>		
Net Profit Before Tax	3,508,299	30,319,481
Adjustment For:		
Depreciation & Amortisation	1,622	5,155
Interest Income	11,030	619,305
Dividend Income	1,315	790
Rent Income	0	1,022,500
Short Term Capital Gain on sale of office premises		(13,418,174)
<b>Operating profit before working capital changes</b>	<b>3,519,022</b>	<b>45,375,095</b>
Movement in Working Capital :		
(Increase)/decrease in Inventory	6,537,784	28,213,984
(Increase)/decrease in Sundry Debtors	8,232	
(Increase)/decrease in Other Current Assets	112,360	(112,360)
Increase/(decrease) in Other Current Liabilities	11,922	(1,108,134)
Cash Flow Before Taxation	3,134,812	(74,809,573)
Income Tax Refund Received	6,510	
Direct taxes paid & Tax Refund	20,502	(2,118,482)
<b>Net Cash Flow from Operating Activities(A)</b>	<b>3,155,314</b>	<b>76,921,545</b>
<b>B. Cash Flow From Investing Activities</b>		
Short Term Loan Granted, now recovered		5,278,861
Long Term Loan & Advances Granted		24,000,000
Sale of office premises		13,500,000
Interest Received	11,030	619,305
Dividend Received	1,315	790
Deposits Recovered	5,590	0
Rent Income		1,022,500
Investment in shares	3,455,968	
<b>Net cash Generated/(Expended) in Investing Activities (B)</b>	<b>(3,438,033)</b>	<b>(3,578,544)</b>
<b>C. Cash Flow From Financing Activities</b>		
Proceeds from Long Term Borrowings		80500000
<b>Net increase/(decrease) in cash &amp; cash equivalents(A+B+C)</b>	<b>282,719</b>	<b>89</b>
Cash and Cash equivalents (Opening Balance)	459,344	459,433
<b>Cash and Cash equivalents (Closing Balance)</b>	<b>176,625</b>	<b>459,344</b>
As per our report of even date	164,743	
	11,882	

As per our Report of Even Date

For **ABN & CO.**

Firm Regn. No. : 004447C

CHARTERED ACCOUNTANTS

S. C. KABRA

PARTNER

Mem. No. 035604

Place : MUMBAI

Date : 28/05/2015

DIRECTOR  
(DIN - 01292825)DIRECTOR  
(DIN - 06927261)For **SHYAMKAMAL INVESTMENTS LIMITED**

## SIGNIFICANT ACCOUNTING POLICIES

### Notes forming part of the Financial Statements:

**a) Accounting Concepts:**

The Company follows mercantile systems of accounting and recognizes income and expenses on accrual basis that are of significant nature.

These financial statements have been prepared to comply with the Generally/Accepted Accounting Principles in India(Indian GAAP), including the Accounting Standards notified under the relevant provisions of Companies Act,2013.

**(b) Fixed Assets and Depreciation:**

**Fixed Assets:**

Fixed assets are stated at cost net of tax duty credits availed, accumulated depreciation and impairment losses where applicable. Cost comprises purchase price and all direct/indirect cost incurred to bring the asses to its working condition for its intended use.

**Depreciation:**

Depreciation on fixed assets is provided under WDV method on the basis of useful life as prescribed in Schedule II to the Companies Act,2013 .

**(c) Investment:**

Non Current Investment are stated at Cost Less Provision for diminution in value other than temporary.

**(d) Inventories:**

Inventories of Shares & Securities are carried at lower of Cost or net realizable value.

**(d) Cash Flow Statement:**

Cash Flows are reported using the indirect method, whereby the net profit before tax is adjusted for the effects of transaction of non-cash nature and any deferrals or accruals of the past or future cash receipts or payments. The cash flows from regular revenue generating, investing & financial activities of the company are segregated.

**(e) Revenue Recognition:**

Dividend from investment in shares are not recognized in the statement of Profit & Loss until the right to receive payment is established. The right to receive dividend should be construed as right to receive by the balance sheet date and not till the date accounts are finalized. Interest accrues , in most circumstances, on the time basis determined by the amount outstanding and rate applicable. Purchase & Sale of shares is recognized in the books on the basis of contract note cum bill received from the broker at value after adjusting the brokerage charged by the broker.

**(f) Use of estimates**

The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates and differences between actual results and estimates are recognized in the period in which the results are known/materialize

**(g) Earnings Per Share**

The Company reports basic and diluted earnings per share in accordance with AS-20 "Earning Per Share" Basic earnings per share are computed by dividing the net profit or loss for the period by the weighted average number of equity share outstanding during the period. Diluted earnings per share is computed by diving the net profit or loss by the weighted average number of Equity Share outstanding during the period as adjusted for the effects of all dilutive potential equity shares.

**(e) Provision, Contingent Liabilities and Contingent Assets:**



Provision involving substantial degree of estimation in measurement is recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statement.

**(f) Taxation:**

Income-tax expenses comprises of Current Tax, and Deferred Tax charge or credit. Provision of Current Tax is made on the assessable income at the tax rate applicable to the relevant assessment year.

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

MAT is recognized as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the MAT credit become eligible to be recognized as an assets in accordance with the recommendation contained in the Guidance Note issued by the ICAI the said assets is created by the way of a credit to the statement of Profit & Loss and is shown as MAT credit entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income tax during the specified period.

**SHYAMKAMAL INVESTMENT LIMITED**  
**Notes to Accounts for year ended March 31, 2015**

**Note : 1. SHARE CAPITAL**

(Amount in Rs.)

Particulars	31/03/2015		31/03/2014	
	No of Shares	Amount	No of Shares	Amount
1,10,00,000 Equity Shares of Rs. 10/- each (Previous year 1,10,00,000 Equity Shares of Rs 10/- each)	11,000,000	110,000,000	11,000,000	110,000,000
(b) Issued, subscribed and fully paid-up shares: 82,90,000 Equity Shares of Rs. 10/- each fully paid up (Previous year 82,90,000 Equity Shares of Rs 10/- each)	8,290,000	82,900,000	8,290,000	82,900,000
<b>Total Issued, subscribed and fully paid-up shares</b>	<b>8,290,000</b>	<b>82,900,000</b>	<b>8,290,000</b>	<b>82,900,000</b>

**Reconciliation of Shares Outstanding at the beginning and at the end of the year**

Equity Shares	31/03/2015		31/03/2014	
	No of Shares	Amount	No of Shares	Amount
Equity Shares				
At the beginning of the year	8,290,000	82,900,000	240,000	2,400,000
Add during the year	-	-	8,050,000	80,500,000
			-	-
Outstanding at the end of the year	8,290,000	82,900,000	8,290,000	82,900,000

## SHYAMKAMAL INVESTMENTS LIMITED

### (b) Shares held by each shareholder holding more than 5% of equity share capital:

Name of Shareholders	As on 31/03/2015		As on 31/03/2014	
	Number of Shares	% Shareholding	Number of Shares	% Shareholding
<b>TOTAL [ 5% &amp; above ]</b>	-	-	-	-

### (c) Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ` 10 per share. Each holder of equity shares is entitled to one vote per share. A member shall not have any right to vote whilst any call or other sum shall be due and payable to the Company in respect of any of the shares of such member. All equity shares of the Company rank pari passu in all respects including the right to dividend. The dividend is recommended by the Board of Directors and declared by the members at the ensuing Annual general Meeting. The Board of Directors have a right to deduct from the dividend payable to any member any sum due from him to the Company.

In the event of winding-up, subject to the rights of holders of shares issued upon special terms and conditions, the holders of equity shares shall be entitled to receive remaining assets, if any, in proportion to the number of shares held at the time of commencement of winding-up.

### Note : 2 Reserve & Surplus

(Amount in Rs.)

Particulars	As at 31/03/2015	As at 31/03/2014
1 Profit and loss Account As Per Last Balance sheet	27,534,159	2,777,609
Less: Difference of Depreciation of earlier years as per Companies Act, 2013	721	0
Add: Profit for the year	3,522,064	(30,318,278)
Add: Income Tax Refund		6,510
Amount available for Appropriation	31,055,502	27,534,159
Less: Appropriations	-	-
Balance in Profit & Loss	31,055,502	27,534,159
<b>Total</b>	<b>31,055,502</b>	<b>27,534,159</b>

### Note : 3 Trade Payables

(Amount in Rs.)

Particulars	As at 31/03/2015	As at 31/03/2014
1 Sundry Creditors ( Net of Advances)	28,090	22,334
<b>Total</b>	<b>28,090</b>	<b>22,334</b>

The Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amount unpaid as at the year end together with interest paid/payable as required under the said Act could not be furnished.

### Note : 4 Other Current Liabilities

(Amount in Rs.)

Particulars	As at 31/03/2015	As at 31/03/2014
1 Statutory Remittances TDS Payable	7,657	1,491
<b>Total</b>	<b>7,657</b>	<b>1,491</b>

**Note : 5 Fixed Assets**

(Amount in Rs.)

Sr. No.	Particulars	Gross Block (At Cost)				Depreciation			Net Block		
		Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Value at the end	WDV as on 31.03.2015	WDV as on 31.3.2014
I	Tangible Assets										
1	Air Conditioners	35,150	-	-	35,150	28,841	1,622		30,463	4,687	6,309
	<b>SUB TOTAL (A)</b>	<b>35,150</b>	<b>-</b>	<b>-</b>	<b>35,150</b>	<b>28,841</b>	<b>1,622</b>	<b>-</b>	<b>30,463</b>	<b>4,687</b>	<b>6,309</b>
	<b>(Current Year)</b>	<b>35,150</b>	<b>-</b>	<b>-</b>	<b>35,150</b>	<b>28,841</b>	<b>1,622</b>	<b>-</b>	<b>30,463</b>	<b>4,687</b>	<b>6,309</b>
	<b>(Previous Year)</b>	<b>565,569</b>			<b>565,569</b>	<b>466,488</b>	<b>5,791</b>		<b>472,279</b>	<b>93,290</b>	<b>99,081</b>

## SHYAMKAMAL INVESTMENTS LIMITED

### Note : 6 Non Current Investment (Fully Paid, at Cost)

(Amount in Rs.)

Sr. No	Particulars	As at 31.03.2015	As at 31.03.2014
A	Quated Investments		
	Non Trade Investment		
	Equity Securities		
1	RPG Life Science Ltd	51,540	51,540
2	Gemoil	3,455,968	-
B	UnQuated Investments		
	Non Trade Investment		
	Equity Securities		
1	Modern Industries Ltd	1,300	1,300
2	Nova Electronics Ltd	23,100	23,100
3	Shree Vishakha Textiles Pvt. Ltd	50,000	50,000
	<b>Total</b>	<b>3,581,908</b>	<b>125,940</b>

### Note : 7 Deffered Tax Assets

(Amount in Rs.)

Sr. No	Particulars	As at 31.03.2015	As at 31.03.2014
1	Deferred Tax Liability		
	Related to Depreciation	1,709	2,872
	Total	1,709	2,872

### Note : 8 Long Term Loans and Advances

(Amount in Rs.)

Sr. No	Particulars	As at 31.03.2015	As at 31.03.2014
1	Other Security Deposits		
	Unsecured, Considered Good	-	5,590
2	Other Loans & Advances		
	Unsecured, Considered Good		
	Loans & Advances to Bodies Corporate	24,000,000	24,000,000
	Advance Income Tax & TDS(Net of Provisions	2,410,100	2,430,602
	Rs 1,00,218/ Previous year Rs 5,76,911/-)		
	<b>Total</b>	<b>26,410,100</b>	<b>26,436,192</b>

### Note : 9 Inventories

(Amount in Rs.)

Sr. No	Particulars	As at 31.03.2015	As at 31.03.2014
1	Stock of Share	21,685,452	28,223,236
	(Value at Cost or MV whichever is less)		
	<b>Total</b>	<b>21,685,452</b>	<b>28,223,236</b>

**Note : 10 Trade Receivables** (Amount in Rs.)

Sr. No	Particulars	As at 31.03.2015	As at 31.03.2014
	Unsecured and Considered Good Outstanding for a period exceeding 6 month Other	31,646	23,414
	<b>Total</b>	<b>31,646</b>	<b>23,414</b>

**Note : 11 Cash & Cash Equivalent** (Amount in Rs.)

Sr. No	Particulars	As at 31.03.2015	As at 31.03.2014
1	Bank Balance Current Account with Scheduled Banks Sub Total (A)	146,452	404,864
2	Cash-in-Hand Cash Balance Sub Total (B)	18,290	54,480
	<b>Total [ A + B ]</b>	<b>164,743</b>	<b>459,344</b>

**Note : 12 Other Current Assets** (Amount in Rs.)

Sr. No	Particulars	As at 31.03.2015	As at 31.03.2014
1	Prepaid Expenses	-	112,360
	<b>Total</b>	<b>-</b>	<b>112,360</b>

**Note : 13 Income from Operations** (Amount in Rs.)

Sr. No	Particulars	As at 31.03.2015	As at 31.03.2014
1	Sale of Shares(Including conversion of Stock in Trade to Investments)	14,560,894	37,063,798
	<b>Total</b>	<b>14,560,894</b>	<b>37,063,798</b>

**Note : 14 Other Income** (Amount in Rs.)

Sr. No	Particulars	As at 31.03.2015	As at 31.03.2014
1	Dividend Income	1,315	790
2	Interest Received	11,030	619,305
3	Rent Income	0	1,022,500
4	Gain on conversion of Stock in Trade into Investment	408,177	13,418,174
	<b>Total</b>	<b>420,522</b>	<b>15,060,769</b>

**Note : 15 Purchase of Stock** (Amount in Rs.)

Sr. No	Particulars	As at 31.03.2015	As at 31.03.2014
1	Purchase of Share	11,411,328	108,325,690
	<b>Total</b>	<b>11,411,328</b>	<b>108,325,690</b>

## SHYAMKAMAL INVESTMENTS LIMITED

### Note : 16 Change in Inventories

(Amount in Rs.)

Sr. No	Particulars	As at 31.03.2015	As at 31.03.2014
1	Inventories at the beginning of the year Finished goods	28,223,236	9,252
	Inventories at the end of the year Finished Goods	21,685,452	28,223,236
	<b>Total</b>	<b>6,537,784</b>	<b>(28,213,984)</b>

### Note : 17 Financial Cost

(Amount in Rs.)

Sr. No	Particulars	As at 31.03.2015	As at 31.03.2014
1	Interest Expense	67,999	14,906
2	Bank Charges	2,022	2,045
	<b>Total</b>	<b>70,021</b>	<b>16,951</b>

### Note : 18 Depreciation & Amortisation

(Amount in Rs.)

Sr. No	Particulars	As at 31.03.2015	As at 31.03.2014
1	Depreciation on Tangible assests	2,343	5,155
	<b>Total</b>	<b>2,343</b>	<b>5,155</b>

### Note : 19 Other Expenses

(Amount in Rs.)

Sr. No	Particulars	As at 31.03.2015	As at 31.03.2014
1	Advertisement Expenses	87,450	23,975
2	Audit Fees	28,090	10,112
3	Electricity Expenses	36,190	0
4	Legal Fees	98,202	96,623
5	Membership Fees	0	16,854
6	Office Maintances Expenses	0	59,088
7	Office Transfer Expenses	0	901,016
8	Printing & Stationery Expenses	13,388	7,350
9	ROC Fees	31,200	0
10	Share Issue Exp.	0	826,242
11	Share registration Charges	23,314	38,483
12	Share Trading Expenses	32,505	201,279
13	Stock Exchange Fees	115,281	124,720
14	Web Hosting Expenses	2,620	4,494
	<b>Total</b>	<b>468,239</b>	<b>2,310,236</b>

### Note : 20 Earning Per Share (EPS)

#### a. Net Profit/Loss attributable to Equity Shareholders (Basic)

Net Loss attributable to Equity Shareholders (Basic)	-3,522,064	-30,318,278
--	------------	-------------

#### b. Details of no. of Shres used for Basic Earning Per Share

Number of Equity Shares at the start of the period	8,290,000	240,000
No. of Shares issued during the year	0	8,050,000
Weighted Number of Equity Shares for Basic EPS	8,290,000	2,643,973

c. **Net Profit/Loss attributable to Equity Shareholders (Diluted)**d. **Details of No. of Shares used for Diluted Earning Per Share**

Face Value per share	10	10
----------------------	----	----

**Note : 21 Payments to Auditors**

(Amount in Rs.)

Sr. No	Particulars	As at 31.03.2015	As at 31.03.2014
1	Statutory Audit Fees	28,090	6,742
2	Tax Consultancy	0	3,371
	<b>Total</b>	<b>28,090</b>	<b>10,113</b>

**Note 22.**

Company has no outstanding liability to Micro, Small and Medium Enterprises as per the requirement of Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006.

**Note 23.**

The Company has no employees drawing remuneration of more than Rs. 2400000/- p.a. If Employed throughout the year or Rs. 200000/- p.m. if employed for part of the year.

**Note 24.**

Quantitative Details in respect of items traced by the company:

Shares & Securities	Opening Stock Value	Closing Stock Value
Current Year	28,223,236	21,685,452
Previous Year	9,252	28,223,236
Shares & Securities	Purchases/ Addition Value	Sales Value
Current Year	11,411,328	14,560,894
Previous Year	108,325,690	37,063,798

**Note 25 Related Party Disclosure:**

No Transaction was carried out with related parties.

**Note 26**

The Company has advanced Interest free loan of Rs. 2,40,00,000/- to M/s Sparkling Mercantile Co. Pvt Ltd.

**Note 27**

No Provision for tax has been made on account of loss incurred by the company and No deferred Tax Assets is created for taxable loss incurred on account of no visual certainty with respect to the reversal of the same in near future years.

**Note 28**

Previous year's figure have been regrouped/rearranged, wherever necessary to conform to the current year grouping.

The accompanying notes are an integral part of the financial statements

As per our Report of Even Date

For **ABN & CO.**

Firm Regn. No. : 004447C

CHARTERED ACCOUNTANTS

S. C. KABRA

PARTNER

Mem. No. 035604

For **SHYAMKAMAL INVESTMENTS LIMITED**

DIRECTOR  
(DIN - 01292825)

DIRECTOR  
(DIN - 06927261)

Place : MUMBAI

Date : 28/05/2015

**33rd Annual General Meeting**  
**SHYAMKAMAL INVESTMENTS LIMITED**

[CIN: L65990MH1982PLC028554]

**Registered office:** 501, 5th Floor, Raj Kailash Building, Plot No 5/B,  
V.P.Road, Andheri (West), Mumbai – 400 058  
Website www.shyamkamal.com; email:shyamkamalinv@gmail.com

**ATTENDANCE SLIP**

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Date	Venue	Time
September 24, 2015	501 Raj Kailash Building, Plot No 5/B, V P Road, Andheri (West), Mumbai – 400 058	04.00 P.M.

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Regd. Folio No. \_\_\_\_\_ \* DP ID No. \_\_\_\_\_ \* Client ID No. \_\_\_\_\_

Name of the Member Mr. / Mrs. \_\_\_\_\_ Signature \_\_\_\_\_

Name of the Proxyholder Mr. / Mrs. \_\_\_\_\_ Signature \_\_\_\_\_

*\* Applicable for investors holding shares in electronic form.*

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the 33rd Annual General Meeting of the Company held **on Thursday, 24th September, 2015 at 04.00 P.M.** at 501, Raj Kailash Building, Plot No 5/B, V P Road, Andheri (West), Mumbai – 400 058.

\_\_\_\_\_  
**Signature of Member / Proxy**

*Note: Electronic copy of the Annual Report for 2015 and Notice of the 33rd Annual General Meeting with the Attendance slip and Proxy form is being sent to all the members whose email id is registered with the Company/ Depository Participant unless any meeting has been requested for a hard copy of the same. Shareholders receiving electronic copy and attending the 33rd Annual General Meeting can print copy of this Attendance Slip.*

*Physical copy of the Annual Report for 2015 and Notice of the 33rd Annual General Meeting along with the Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email Id is not registered or has requested for hard copy.*

**33rd Annual General Meeting**  
**SHYAMKAMAL INVESTMENTS LIMITED**

[CIN: L65990MH1982PLC028554]

**Registered office:** 501, 5th Floor, Raj Kailash Building, Plot No 5/B,  
V.P.Road, Andheri (West), Mumbai – 400 058  
Website www.shyamkamal.com; email:shyamkamalinv@gmail.com

**Form No. MGT-11**  
**FORM OF PROXY**

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

Name of the member (s) :	Email Id :
Regd. Address :	Folio No. :
:	* DP Id :
No. of Shares held :	* Client Id :

*\* Applicable for investors holding shares in electronic form.*



I/We, being a member(s) of \_\_\_\_\_ shares of Shyamkamal Investments Limited hereby appoint:

1. Mr./Mrs. \_\_\_\_\_ Email \_\_\_\_\_  
 Address : \_\_\_\_\_  
 \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him
2. Mr./Mrs. \_\_\_\_\_ Email \_\_\_\_\_  
 Address : \_\_\_\_\_  
 \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him
3. Mr./Mrs. \_\_\_\_\_ Email \_\_\_\_\_  
 Address : \_\_\_\_\_  
 \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company to be held **on Thursday, September 24, 2015 at 04.00 P.M.** at 501, Raj Kailash Building, Plot No 5/B, V P Road, Andheri (West), Mumbai – 400 058 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	No. of Shares held	For	Against
	<b>ORDINARY BUSINESS</b>			
1.	To receive, consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2015 together with the Reports of the Board of Directors and Auditor's thereon			
2.	Re-appointment of Mr. Sanjay Talati, who retires by rotation and being eligible offers himself for reappointment			
3.	Ratification of appointment of M/s. ABN & Co., Chartered Accountants, Mumbai as Auditorss Rajendra Shah & Associates, Chartered Accountants as Auditors			
	<b>SPECIAL BUSINESS</b>			
4.	To make investments as per the limits prescribed under Section 186 subject to the maximum aggregate amount not exceeding Rs. 50.00 crores (Rupees Fifty Crores Only)."			

*\*\* This is optional. Please put a tick mark (x) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all of the Resolutions, the proxy will be entitled to vote in the manner he/ she thinks appropriate. If a member wishes to abstain from voting on particular resolution, he/ she should write "Abstain" across the boxes against the Resolution.*

Signature of the Member(s)

\_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

Affix One  
 rupee  
 Revenue  
 Stamp

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015

Notes:

- The Proxy to be effective should be deposited at the registered office of the company not less than Forty Eight (48) Hours before commencement of the meeting.
- A proxy need not be a member of the company.
- In the case of the Joint holders, the vote of the senior who tenders vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of the Members.
- The form of proxy confers authority to demand or join in demanding a poll.
- The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
- In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.

## BOOK-POST

If undelivered, please return to :

**SHYAMKAMAL INVESTMENTS LIMITED**

501, 5th Floor, Raj Kailash Building, Plot No 5/B,  
V.P.Road, Andheri (West), Mumbai – 400 058