

**35<sup>TH</sup> | ANNUAL REPORT  
2014-2015**



**IND TR A D E C O**  
**L I M I T E D**



## CONTENTS

<b>Notice</b>	<b>2</b>
<b>Directors Report</b>	<b>5</b>
<b>Corporate Governance Report</b>	<b>15</b>
<b>Auditors' Report</b>	<b>30</b>
<b>Balance Sheet</b>	<b>33</b>
<b>Profit and Loss Account</b>	<b>34</b>
<b>Cash Flow Statement</b>	<b>35</b>
<b>Notes to Accounts</b>	<b>36</b>

### **BOARD OF DIRECTORS**

Mr. Dipal Rokadia  
Mr. Jignesh Rokadia  
Mr. Arvind Shah  
Dr. (Mrs) Nehal D. Rokadia

### **REGISTERED OFFICE**

303/B, Aditya Heritage, Om Nagar,  
Next to Jeena House, Andheri (E),  
Mumbai – 400 099

### **WAREHOUSE**

Plot No. 1, Phase 1, Genesis Industrial Township,  
Village Kolgaon, Tal Palghar, District Palghar.

### **STAKE HOLDER RELATIONSHIP COMMITTEE**

**E-mail Id:** [indtradeco@gmail.com](mailto:indtradeco@gmail.com)  
**WEBSITE:** [www.indtradeco.com](http://www.indtradeco.com)

### **BANKERS**

Saraswat Co-op Bank Ltd

### **AUDITORS**

**M/s. William Serrao**  
Chartered Accountants

### **REGISTRAR & SHARE TRANSFER AGENT**

Sharex Dynamic (India) Pvt. Ltd.  
Unit No -1, Luthra Industrial Premises  
Andheri Kurla Road, Andheri (East)  
Mumbai - 400 072

**WEBSITE:** [www.sharexindia.com](http://www.sharexindia.com)

**35<sup>TH</sup> Annual General Meeting on Wednesday , the 30<sup>th</sup> September, 2015 at 11.00 A.M at  
303/B, Aditya Heritage, Om Nagar, Next to Jeena House,  
Andheri (E), Mumbai-400 099.**

### **IMPORTANT COMMUNICATION TO MEMBERS**

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of Notice / documents including Annual Report can be made by-mail to their members. To support this green initiative of the government in full measures, members who have not registered their e-mail address so far, are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants and members who hold shares in physical form are requested to send their e-mail addresses to the Registrar and Transfer Agents of the Company's e-mail: [sharexindia@vsnl.com](mailto:sharexindia@vsnl.com).



## NOTICE

**NOTICE** is hereby given that the Thirty Fifth Annual General Meeting of the Members of 'INDTRADECO LIMITED', will be held on Wednesday, 30th September, 2015 at 11:00 am at 303/B, Aditya Heritage, Om Nagar, Next to Jeena House, Andheri (E), Mumbai - 400 099 to transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2015 including the audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Jignesh Rokadia, (DIN : 00769075 ) who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Mr. William Serrao, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.

"RESOLVED THAT Mr. William Serrao , Chartered Accountant (Registration No.014383 , be and is hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be mutually agreed between the Board of Directors of the Company and the Auditors

### **SPECIAL BUSINESS**

4. To consider and, if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any , of the Companies Act, 2013 read with rules, if any, made there under including any statutory modification(s) or re-enactments thereof for the time being in force, the new Articles as contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company;

"RESOLVED FURTHER THAT any Director be and is hereby severally authorized to file necessary e-form(s) with the Registrar of Companies, execute all acts, things, deeds, documents and to take all steps, actions, as it may be necessary to give effect to the above resolution."

### **5. Appointment of Dr. (Mrs.) Nehal Dipal Rokadia as a 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 Dr. (Mrs.) Nehal Dipal Rokadia (DIN 00822473) who was appointed by the Board of Directors as an Additional Director of the Company with effect from April 17, 2015 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company, liable to retire by rotation."

### **MUMBAI**

**Regd Office:**

**303/B, Aditya Heritage, Om Nagar,  
Nex to Jeena House,  
Andheri (E), Mumbai - 400 099.**

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

**DIPAL ROKADIA  
CHAIRMAN**

A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. A person appointed as Proxy may act on behalf of not more than 50 Members and holding not more than 10 percent of the total share capital of the Company carrying voting rights. However, a Member holding more than 10 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 Proxy for any other person or Member.

Proxies, in order to be effective, should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.

- a. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries to the Registered Office of the Company in writing at least seven days before the date of the meeting between 11 am to 1 pm, to enable the Company to make available the required information at the meeting, to the extent possible.
- b. The Ministry of Corporate Affairs (MCA) UNDER "Green Initiative in the Corporate Governance" allowed paperless compliances by the companies. MCA had issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. Members who have not mentioned their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants.
- c. Members who hold shares in physical form are requested to notify immediately any change in their address to the Company's Registrar & Share Transfer Agent at Sharex Dynamic (India) Pvt. Ltd, Unit No.1, Luthra Industrial Premises, Andheri Kurla Road, Andheri (East), Mumbai – 400072 in respect of their physical share folios.
- d. The Register of Members and Share Transfer Books will remain closed from Thursday, 24th September, 2015 to Wednesday, 30th September, 2015 (both days inclusive .)
- e. Members are requested to bring their copy of Annual Report to the Meeting.
- f. Members are requested to bring the Attendance Slip sent herewith duly filled for attending the Meeting.
- g. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar.
- h. Electronic copy of the Annual Report for the year 2014-15 is being sent to all the members whose email Ids are registered with the Company/Depository Participants.
- i. The company has listed its shares on The Bombay Stock Exchange Limited (BSE).
- j. An Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 is attached herewith.
- k. All documents referred to in the notice are open for inspection at the Registered Office of the Company during office hours on all working days except public holidays) between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.

**MUMBAI**  
**Regd Office:**  
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**Nex to Jeena House,**  
**Andheri (E), Mumbai - 400 099.**

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

**DIPAL ROKADIA**  
**CHAIRMAN**

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

##### **ITEM NO. 4**

In view of the new Companies Act, 2013 and rules there under in place of the Companies Act, 1956, it is necessary to adopt new set of Articles of Association giving effect to the provisions and rules framed



therein.

As per the provisions of Section 14 of the Companies Act, 2013, alteration in Articles of Association of the Company is required to be approved by the shareholders of the Company by way of Special Resolution and hence it has been placed for the approval of the shareholders. Copy of the existing and amended Articles of Association of the Company will be available for inspection by members at the Registered Office of the Company during the working hours of the Company till the date of Annual general Meeting.

None of the Directors/their relatives and the key Managerial Persons are, in any way, concerned or interested, in the Special Resolution set out at Item No.4 of the Notice.

The Board recommends the Special Resolution set out in Item no 4 of the Notice for approval by the shareholders.

**ITEM NO. 5.**

The Board appointed Dr. (Mrs.) Nehal Dipal Rokadia, as an Additional Director with effect from April 17, 2015. As per the provisions of Section 161(1) of the Act, she holds office of Additional Director only up to the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as Director. The Company has received from Dr. (Mrs.) Nehal Dipal Rokadia, her consent to act as a Director. The Company has received a notice under Section 160 of the Act proposing her candidature for the office of Director of the Company. A brief profile of Dr. (Mrs.) Nehal Dipal Rokadia is given below:

Name	Nehal Dipal Rokadia
Date of Birth	27/12/1978
Date of Appointment	17/04/2015
Expertise in following functional areas	She is a Doctor by profession and she is having more than 12 years experience in business activities.
Directorships held in other public companies (excluding foreign, private and section 25 companies)	Nil
Memberships/Chairmanships of committees across public companies.	None
Shareholding	1,577,666

The Board recommends the Resolutions at Item No. 5 for approval by the Members.

None of the Directors or Key Managerial Personnel or relatives of directors and KMPs except Mrs. Nehal Dipal Rokadia, Mr. Dipal Praful Rokadia and Mr. Jignesh Praful Rokadia Directors/ KMPs who are interested/ related in her appointment is concerned or interested in the resolution at Item No.5 of the Notice relating to her appointment.

**INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT**

As required under the Listing Agreement, the particulars of Directors who are proposed to be appointed /re-appointed are given below

Name	Jignesh Rokadia
Date of Birth	11/04/1977
Date of Appointment	11/10/2007
Expertise in following functional areas	He is a commerce graduate from Mumbai University having total experience of more than 10 years in business activities
Directorships held in other public companies (excluding foreign, private and section 25 companies)	Nil
Memberships/Chairmanships of committees across public companies.	None
Shareholding	1,285,646

**MUMBAI**  
**Regd Office:**  
**303/B, Aditya Heritage, Om Nagar,**  
**Nex to Jeena House,**  
**Andheri (E), Mumbai - 400 099.**

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

**DIPAL ROKADIA**  
**CHAIRMAN**



## DIRECTORS' REPORT

Dear Shareholders,

We are privileged to place before you the 35th Annual Report of your Company together with the Corporate Governance

### RESULTS FROM OPERATIONS

	(Rs. in Lacs)	
<b>Financial Results</b>	<b>2014-2015</b>	<b>2013-2014</b>
Net Profit /loss before tax	0.84	(0.82)
Provision for taxation including FBT	0.26	-
Provision for deferred tax assets/(liabilities)	-	(0.21)
Taxation of earlier years	-	-
Net Profit /Loss after tax	0.58	(0.62)

### Financials:

The Company's Turnover for the year ended March 31st 2015, is Rs. 30.07 Lakhs as against Rs. 0.15 Lakhs for the previous year.

### Transfer to Reserves,

The Company has transferred Rs.58,554/- to reserves

### DIVIDEND:

In view of the current performance, the Board of Directors of the Company do not recommended any Dividend.

### SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2015 was 261,943,333. During the year under review, the Company has not issued any shares

### Public deposits:

The Company has not accepted any deposits from the public during the financial year.

### Number of Board Meetings

During the year under review the Board of Directors met 7 times i.e. on 13th May 2014,6th June 2014,8th Aug 2014,1st Sep 2014, 5th Sep 2014,14th Nov 2014,13th Feb ,2015,. Are given in the corporate governance which is a part of their annual report.

### Committees of the Board

The board has Audit Committee, Nomination/Remuneration committee, Share Transfer Committee, stake holder relationship committee.

### Composition of Audit Committee:

An Audit Committee of the Board has been constituted in terms of the relevant provisions of the Listing Agreement and Section 177 of the Companies Act, 2013. Constitution and other details of the Audit Committee are given in the Corporate Governance Report which is a part of this Annual Report



**Statement on Declaration from Independent Directors:**

The Company has received declaration from all the Independent Directors of the Company confirming that they meet with the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

**Company's policy on directors' appointment and remuneration including criteria:**

The Company has formulated a "Nomination and Remuneration policy" which is in compliance with the provisions of the Companies Act, 2013 and revised Clause 49 of the Listing Agreement. This policy lays down a framework in respect to appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of Directors etc. This policy is applicable to Directors, Key Managerial Personnel and Senior Management.

**KEY MANAGERIAL PERSONNEL:**

Shri Dipal Rokadia, Chairman & Managing Director of the Company was appointed as the Key Managerial Personnel with effect from 1st April 2014.

Smt. Hiral Rokadia was appointed as the Key Managerial Personnel with effect from 13th February 2015.

**Directors' Responsibility statement:**

Pursuant to Section 134(3)(C) of the Companies Act, 2013, the Directors confirm that:-

- i. In the preparation of the annual financial statements for the year ended 31st March, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- ii. Appropriate accounting policies have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2015 and of the profit of the Company for the year ended on that date;.
- iii. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;.
- iv. The annual financial statements have been prepared on a going concern basis;
- v. Proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- vi. Systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

**DIRECTORS :**

As per the Provisions of the Companies Act, 2013 and in terms of the Articles of Association of the Company, Mr. Jignesh Rokadia , who retires by rotation and eligible for re-appointment offers himself for re-appointment.

Mr. Arvind Shah , Director of the Company, is an Independent Director and is also a member of other committees of the Company

All the directors of the Company have confirmed that they are not disqualified from being appointed as directors .



**Statutory Auditors:**

The Company's Statutory Auditors, Mr. William Serrao, Chartered Accountants, Mumbai retire at the ensuing Annual General Meeting and being eligible for Re appointment, offer themselves for reappointment. A letter has been received from him that his reappointment if made will be in conformity with the provisions of section 139 of the Companies Act, 2013.

**Auditor's Report**

There are no qualifications contained in the Auditors' Report and therefore there are no further explanations to be provided in this report.

**Secretarial Audit**

The company is in the process of finalizing secretarial auditor for the audit of the company.

**Risk Management**

The Company has formed a Risk Management Committee as per revised clause 49 of the listing agreement. The details of the committee and its terms of reference are set out in the Corporate Governance Report forming part of this Annual Report.

**Management Discussion and Analysis**

Pursuant to Clause - 49 of the Listing Agreement with Stock Exchange, the Management Discussion and Analysis (MDA) is required to be annexed to this report. There is no manufacturing activities and the Company continued with trading activities.

**Internal Financial Controls**

The Company has adequate internal financial controls with reference to financial statements.

**Extract of Annual Return**

The extract of the Annual Return as provided under Section 92(3) of the Companies Act, 2013 has been annexed to this Report in prescribed Form MGT – 9.

**Particulars of loans, guarantees or investments under Section 186 of the Companies Act, 2013**

During the financial year 2014-2015, the Company has not given any loans, guarantees or made any investments as per the provisions of section 186 of the Companies Act, 2013.

**Particulars of Contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013**

There were no Material Related Party Transactions as per the provisions of Listing Agreement and Section 188 of the Companies Act, 2013. All the related party transactions are approved by the Board as well as by the Audit Committee. The necessary disclosures regarding the transactions entered into with the related parties are given in the Notes to the Financial Statements.

**Conservation Of Energy, Technology Absorption, Foreign Exchange Earnings And Outgo:**

During the financial year, the electricity expenses incurred by the Company were Rs. 0.07/- as compared to Rs. 0.11/- in the previous year.





**(A) Conservation of Energy-**

The steps taken or impact on conservation of energy

As the Company is engaged in trading of industrial vacuum cleaners, conservation of energy and technology absorption are not applicable to the company.

(I) The steps taken by the Company for utilizing alternate sources of energy.

The Directors are considering various possibilities for utilizing alternate sources of energy.

(ii) The capital investment on energy conservation equipments – Nil.

**(B) Technology absorption**

(I) The efforts made towards technology absorption – Not applicable

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution - Not applicable

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- not applicable

(a) The details of technology imported - Not applicable

(b) The year of import - Not applicable

(c) Whether the technology has been fully absorbed - Not applicable

(d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof Not applicable

and

(iv) The expenditure incurred on Research and Development - Not applicable

**(C) Foreign Exchange earnings and outgo**

There was no inflow and outflow of foreign exchange during the year under review.

**Corporate Social Responsibility:**

The Company does not have a net worth of ₹ 500 crore or turnover of ₹ 1000 crore or net profit of ₹ 5 crore and accordingly the provisions of Section 135 of the Companies Act, 2013 are not applicable to the Company.

**Formal Annual evaluation of Board, its Committees, etc:**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the 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 performance evaluation of the Chairman & Managing Director and the Non-Independent Director was carried out by the Independent Director in their meeting. The Directors have expressed their satisfaction with the evaluation process.

**Subsidiaries and Group Companies:**

The Company does not have any Subsidiary, Joint venture.



### **Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the 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 performance evaluation of the Chairman & Managing Director and the Non-Independent Directors was carried out by the Independent Directors. The Directors have expressed their satisfaction with the evaluation process.

### **Employee Remuneration:**

There were no employees who were in receipt of remuneration exceeding the limits specified in Section 197 (12) of the Companies Act, 2013 read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

### **Particulars of Employees**

The disclosure as required under Section 197(12) of the Companies Act, 2013 read with the relevant rules is not applicable to the Company. During the financial year none of the employees were in receipt of remuneration of Rs. 5 lacs per month or Rs. 60 lacs per annum.

### **CEO / CFO Certificate**

Pursuant to Clause-49 of the Listing Agreement, CEO / CFO Certificate is annexed to this report.

### **Change in nature of business, if any:**

There has been no change in the nature of business of the Company for the year under review.

### **Material Changes and Commitments, if any;**

There have been no material changes and commitments which can affect the financial position of the Company that occurred between the end of the financial year of the Company to which the financial statements of the Company relate and date of this report

### **Vigil Mechanism/ Whistle Blower Policy:**

The Company has a 'Vigil Mechanism / Whistle Blower Policy' as per the relevant provisions of the Listing Agreement and Section 177 of the Companies Act, 2013. The details are given in the Corporate Governance Report which forms a part of this Annual Report.

### **Sexual Harassment policy:**

As required by the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013, the Company has formulated and implemented a policy on prevention of sexual harassment at workplace with a mechanism of lodging complaints. During the year under review, there were no complaints reported to the Board

### **ACKNOWLEDGMENT:**

Your Directors wish to place on record their sincere thanks to all members and employees for their continued support and co-operation.

**MUMBAI**  
Regd Office:  
303/B, Aditya Heritage, Om Nagar,  
Nex to Jeena House,  
Andheri (E), Mumbai - 400 099.

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

**DIPAL ROKADIA**  
**CHAIRMAN**



**Annexure - 1 To The Directors' Report**

**FORM NO MGT 9**

**EXTRACT OF ANNUAL RETURN**

**AS ON FINANCIAL YEAR ENDED 31ST MARCH ,2015**

**(PURSUANT TO SECTION 92(3) OF THE COMPANIES ACT,2013 AND RULE 12 (1)  
OF THE COMPANIES( MANAGEMENT AND ADMINISTRATION) RULES,2014)**

**REGISTRATION AND OTHER DETAILS**

i)	CIN	U63012MH1980PLC022696
ii)	Registration Date	05.06.1980
iii)	Name of the Company	INDTRADECO LIMITED
iv)	Category / Sub -Category of the Company	Company Limited by Shares
v)	Address of the Registered office and contact details	303/B,Aditya Heritage, Om Nagar, Next to Jeena House, Andheri (E), Mumbai -400 099 Tel: - +91 22 28395771
vi)	Whether listed company	Yes
vii)	Address of the Share Transfer Agents of the Company.	M/s. Sharex Dynamic (India) Pvt. Ltd. Unit No-1, Luthra Industrial Premises, Andheri Kurla Road, Andheri (East), Mumbai – 400 072. Tel. No. +91 22 2851 5606 / 2851 5644

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

Trading in Industrial vacuum cleaners contribute 0.03% of the total turnover of the Company.

**III. PARTICULARS OF HOLDING ,SUBSIDIARY, AND GROUP COMPANIES**

The Company does not have any Subsidiary, Joint venture .



#### IV. SHAREHOLDING PATTERN

SHARE HOLDING PATTERN AS ON 31.03.2015:

Sr. No.	Particulars	No. of share holders	Total No. of Shares	Total No. of Shares held in Dematerialized Form	Shareholding as a %
(A)	<b>Shareholding of Promoter and Promoter Group</b>				
(1)	<b>Indian</b>				
	Individual	4	10032446	10032446	3.830
	Bodies Corporate	3	56212174	56212174	21.460
	<b>Sub Total</b>	<b>7</b>	<b>66244620</b>	<b>66244620</b>	<b>25.290</b>
(2)	<b>Foreign</b>	-	-	-	-
	<b>Total shareholding of Promoter and Promoter Group (A)</b>	<b>7</b>	<b>66244620</b>	<b>66244620</b>	<b>25.290</b>
(B)	<b>Public Shareholding</b>				
(1)	<b>Institutions</b>	-	-	-	-
(2)	<b>Non-Institutions</b>				
	Bodies Corporate	145	70388832	69951582	26.872
	<b>Individuals</b>				
	Individual shareholders holding nominal share capital up to Rs. 1 lakh	7462	68497402	60687272	26.150
	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	126	42526947	37761117	16.235
	<b>Any Others (Specify)</b>				
	Clearing Members	2	14027574	14027574	5.355
	Non Resident Indians	10	257958	257958	0.098
	<b>Sub Total</b>	<b>7745</b>	<b>195698713</b>	<b>182685503</b>	<b>74.710</b>
	<b>Total Public shareholding (B)</b>	<b>7745</b>	<b>195698713</b>	<b>182685503</b>	<b>74.710</b>
	<b>Total (A)+(B)</b>	<b>7752</b>	<b>261943333</b>	<b>248930123</b>	<b>100.000</b>
(C)	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>	-	-	-	-
	<b>Total (A)+(B)+(C)</b>	<b>7752</b>	<b>261943333</b>	<b>248930123</b>	<b>100.00</b>



**V. SHAREHOLDING OF PROMOTERS**

SR NO	SHAREHOLDERS NAME	SHARES AT THE BEGINNING OF THE YEAR			SHARES AT THE END OF THE YEAR		
		NO OF SHARES	% OF TOTAL SHARES OF THE COMPANY	% OF SHARES PLEDGED / ENCUMBERED TO TOTAL SHARES	NO OF SHARES	% OF TOTAL SHARES OF THE COMPANY	% OF SHARES PLEDGED/ENCUMBERED TO TOTAL SHARES
1	HIRAL JIGNESH ROKADIA	670804	0.256	0.00	670804	0.26	0.00
2	ROKADIA RESOURCES PVT LTD	23714999	9.053	0.00	23714999	9.053	0.00
3	SUNFLOWER ESTATES PVT LTD	23377732	8.925	0.00	23377732	8.925	0.00
4	KRUNAL INDUSTRIAL ESTATE DEV. PVT. LTD.	9119443	3.482	0.00	9119443	3.482	0.00
5	JIGNESH PRAFUL ROKADIA	1285646	0.490	0.00	128546	0.490	0.00
6	DIPAL PRAFUL ROKADIA	6442447	2.460	0.00	6498330	2.481	0.00
7	NEHAL DIPAL ROKADIA	1577666	0.602	0.00	1577666	0.602	0.00

**VI. CHANGE IN PROMOTERS' SHAREHOLDING**

SR. NO.	NAME OF PROMOTER	NO. OF SHARES HELD AT THE BEGINNING OF THE YEAR		NO. OF SHARES HELD AT THE END OF THE YEAR	
		NO. OF SHARES	% OF SHARES OF THE COMPANY	NO. OF SHARES	% OF SHARES OF THE COMPANY
1	DIPAL PRAFUL ROKADIA	6442447	2.460	6498330	2.481



**VII. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

SR NO	SHAREHOLDERS NAME	SHARES AT THE BEGINNING OF THE YEAR			SHARES AT THE END OF THE YEAR		
		NO OF SHARES	% OF TOTAL SHARES OF THE COMPANY	% OF SHARES PLEDGED / ENCUMBERED TO TOTAL SHARES	NO OF SHARES	% OF TOTAL SHARES OF THE COMPANY	% OF SHARES PLEDGED/ENCUMBERED TO TOTAL SHARES
1	HIRAL JIGNESH ROKADIA	670804	0.256	0.00	670804	0.256	0.00
2	JIGNESH PRAFUL ROKADIA	1285646	0.490	0.00	128546	0.490	0.00
3	DIPAL PRAFUL ROKADIA	6442447	2.460	0.00	6498330	2.481	0.00
4	NEHAL DIPAL ROKADIA	1577666	0.602	0.00	1577666	0.602	0.00

**VIII. INDEBTEDNESS**

SR. NO.	PARTICULARS	UNSECURED LOANS (RS. IN LACS)
1	<b>INDEBTEDNESS AT THE BEGINNING OF THE YEAR</b>	
	1) PRINCIPAL AMOUNT	56.77
	2) INTEREST	0
	3) TOTAL	56.77
	<b>INDEBTEDNESS AT THE END OF THE YEAR</b>	
	1) PRINCIPAL AMOUNT	27.99
	2) INTEREST	0
	3) TOTAL	27.99



**IX. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

No Remuneration is being paid to any Directors or Key Managerial Personnel.

**X. PENALTIES/PUNISHMENT, COMPOUNDING OF OFFENCES.**

Penalty for late compliance of appointment of woman director has been levied by BSE. The company is in the process of paying the same. Woman Director, Mrs. Nehal Dipal Rokadia was appointed on 17th April, 2015.

**ANNEXURE III TO THE DIRECTORS REPORT**

Information under section 134 (3)(m) of the Companies Act 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014 and forming part of the Directors Report, for the year ended 31st March, 2015.

**1. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, ADOPTION AND INNOVATION.**

Regular audit is being conducted to identify areas of energy wastage.

**2 FOREIGN EXCHANGE EARNING AND OUTGO**

There was no inflow and outflow of foreign exchange during the year under review.

**MUMBAI**

Regd Office:  
303/B, Aditya Heritage, Om Nagar,  
Nex to Jeena House,  
Andheri (E), Mumbai - 400 099.

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

**DIPAL ROKADIA**  
**CHAIRMAN**



## **REPORT ON CORPORATE GOVERNANCE**

### **INTRODUCTION**

Corporate Governance is the combination of voluntary practices, compliance with the laws & regulations and the management of the organization. The basic tenets of Corporate Governance are transparency, accountability and fairness. Corporate Governance involves a set of systems, principles and processes which creates the relationship between the Company's Management, its Board, its Shareholders and other Stakeholders. Good Corporate Governance leads to long-term shareholder value and enhances interests of all the stakeholders. The practice of good Corporate Governance has become a necessary pre-requisite for any corporation to effectively function in the globalised market scenario. A detailed report on Corporate Governance, pursuant to Clause 49 of the Listing Agreement, is set out below.

### **COMPANY'S PHILOSOPHY ON THE CODE OF GOVERNANCE**

The Company's philosophy on Corporate Governance is founded upon a rich legacy of fair, ethical and transparent governance practices. The principles of good Corporate Governance imbibed into the business have guided us for more than five & half decades and will continue to set the tone of integrity for the entire Company. The Company adopts high standards of corporate behavior towards everyone they work with and also the community and environment on which they have an impact.

The Company believes in adopting the best practices of Corporate Governance with an aim to maximize the interest of the stakeholders and to achieve long-term sustained value while ensuring accountability in the exercise of Company's financial, legal and contractual obligations. The Company is committed to adopt high standards of efficiency, professionalism, responsibility, honesty and ethical behavior. The Company is committed to do things in the right way which means taking business decisions and acting in a way that is ethical and is in compliance with applicable legislation.

The Company is also focused towards its Vision of inspiring, nurturing and empowering the next generation of professionals, achieving continuous improvements through innovation and state of the art technology, committing to highest standards in health, safety, security and environment. The management and employees of your Company are committed to uphold the core values of transparency, integrity, accountability, independence, responsibility and fairness to meet the aspirations of all its stakeholders. The Company continuously endeavors to improve on these aspects. This is our road towards steady, competitive, profitable & responsible growth and also to create long term value for our shareholders, our people and our business partners. The above principles have been the guiding force for whatever we do and shall continue to be so in the years to come.

The Board of Directors fully supports and endorses Corporate Governance practices as enunciated in Clause 49 of the Listing Agreement as applicable from time to time.

### **Corporate Ethics**

The Company endeavors to adhere to the highest possible standards of business ethics, compliance and commitment to transparency in business dealings.

### **Code of Conduct for Board Members and Senior Management**

The Company has in place a detailed Code of Conduct for Board Members and Senior Management. The Code of Conduct is applicable to all Directors and specified senior management executives. The members of the Board and senior management of the Company have submitted their affirmation on compliance with the code for the effective period. A declaration by the Chairman & Managing Director affirming compliance to the Code of Conduct is appended to this Report.

### **BOARD OF DIRECTORS**

The Company as on 31st March, 2015 consists of three Directors. There are two non Executive Directors and one Executive Director. The one Executive Director is the Chairman & Managing Director. There is





an Independent Non Executive Director. The remaining Non Executive Director is a promoter of the company. Directors are professionals with expertise and experience in general corporate management, finance and other allied fields.

The Board of your Company has 3/4th of the Directors as Non Executive Directors. One of the two Non Executive Directors are Independent Director which is equal to one half of the total size of the Board.

The Company also has a Woman Director appointed on 17th April, 2015.

Accordingly, the Company has a healthy mix of Executive and Non Executive Directors and ensures the desired level of independence, functioning and decision making.

None of the Directors on the Board are members of more than ten Committees or Chairman of more than five Committees across all the companies in which they are Directors.

Name of the Director	Status	No. of Board Meetings attended	No. of Audit Committee Meetings attended	Stake Holder Relationship Committee	Nomination / Remuneration Committee	Attendance in at Last AGM
Mr.Dipal Rokadia	Executive – Promoter Group	7	5	2	3	Yes
Mr. Jignesh Rokadia	Non Executive – Promoter Group	7	5	2	3	Yes
Mr. Arvind Shah	Non Executive - Independent	7	5	2	3	Yes

b) During the Financial Year ended 31st March, 2015, seven board meetings were held on the following dates:

13th May 2014, 6th June 2014, 8th Aug 2014, 1st Sep 2014, 5th Sep 2014, 14th Nov 2014, 13th Feb, 2015,.

c) Mr. Dipal Rokadia, Mr. Jignesh Rokadia and Mr. Arvind Shah attended the last Annual General Meeting.

#### **INFORMATION SUPPLIED TO THE BOARD**

The Board has complete access to all the information available with the Company.

All Board meetings are governed by a structured agenda which is backed by comprehensive background information.

The following information is regularly provided to the Board, as part of the agenda papers well in advance of the Board meetings or is tabled in the course of the Board meeting.

- Detailed Business Review.



- Annual operating plans and budgets and any updates thereof.
- Capital budgets and any updates thereof.
- Quarterly results for the Company and its operating divisions and business segments.
- Minutes of the meetings of the Audit Committee and other Committees of the Board.
- Information on recruitment and remuneration of senior officers just below the level of Board, including the appointment or removal of Chief Financial Officer and Company Secretary.
- Materially important show cause, demand, prosecution notices and penalty notices.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company.
- Details of any joint venture or collaboration agreement.
- Information for development of new products, new technology etc.
- Transactions that involve substantial payment towards goodwill, brand equity or intellectual property and any other acquisition.
- Significant development on Human Resources / Industrial Relations front, like signing of wage agreement, implementation of voluntary retirement scheme etc.
- Sale of material nature, of investments, subsidiaries, assets, which is not in the normal course of business.
- Foreign exchange exposures and steps taken by the Management to limit the risks of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory nature or listing requirements and shareholders' service, such as non-payment of dividend, delay in share transfer etc.
- Details of investment of surplus funds available with the Company.
- Details of commercial dealings by firms / companies in which members of the Board / senior management or their relatives hold shares with the Company.
- Any materially, significant effluent or pollution problem.
- Any issue which involves possible public or product liability claims of a substantial nature.
- Detailed status on the business risks being faced by the Company and their mitigation plan.
- Details of transactions with Related Parties.

The Board is routinely presented with all the information mentioned aforesaid whenever it is applicable and materially significant.

As mandated by the revised Clause 49 of the Listing agreement and Section 149 of the Companies Act, 2013, the Independent Directors on the Board of the Company;

- are persons of integrity and also possess relevant expertise & experience;
- are not the Promoters of the Company or its holding or any of its Associate or Subsidiary Companies;
- are not related to the Promoters or Directors of the Company, its holding, its Subsidiary or Associate Company;



- or any of their relatives do not have any pecuniary relationship or transaction with the Company, its holding, its Subsidiary or Associate Company or their Promoters or Directors amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- or any of their relatives do not hold the position of a Key Managerial Personnel or have been employees of the Company or its holding or its Subsidiary or Associate Company in any of the three financial years immediately preceding the current financial year;
- are not employees or proprietor's or partners, in any of the three financial years immediately preceding the current financial year in which they are proposed to be appointed, in –
  - a firm of auditors or company secretaries in practice or cost auditors of the Company or its holding or its Subsidiary or Associate Company; or
  - any legal or a consulting firm that has or had any transaction with the Company, its holding its Subsidiary or Associate Company amounting to ten per cent or more of the gross turnover of such firm;
- \* either singly or together with their relatives, do not hold two per cent or more of the total voting power of the Company;
- \* are not Chief Executives or Directors, by whatever name called, of any non-profit organization that receives twenty five per cent or more of its receipts from the Company, any of its promoters, Directors or its Subsidiary or Associate Company or that holds two per cent or more of the total voting power of the Company;
- \* are not material suppliers, service providers or customers or lessors or lessees of the Company;
- \* are not less than 21 years of age.

### **SEPARATE MEETING OF INDEPENDENT DIRECTORS**

During the year under review the Independent Directors of the Company have met once on 13th Feb., 2015 without the attendance of Non-Independent Directors and members of the management All the Independent Directors of the Company were present at the meeting.

The Independent Directors in their meeting;

- Reviewed the performance of the Non-Independent Directors, Chairman and also of the Board in totality
- assessed the quality, quantity and timeliness of the flow of information between the Company management and the Board

### **COMMITTEES OF THE BOARD**

For better Corporate Governance, promoting transparency and for enhancing the credibility of the financial disclosures of the Company, the Board has constituted Committees which conform to the requirements of Clause 49 of the Listing Agreement and the provisions of the Companies Act, 2013

Details of the Committees of the Board and other related information are as follows

#### **AUDIT COMMITTEE**

The constitution and the broad terms of reference of the Audit Committee of the Company are in accordance with the provisions of Clause 49 of the Listing Agreement and Section 177 of the Companies Act, 2013.

The powers and role of the Audit Committee are also in consonance with Clause 49 III [C] and [D] of the



Listing Agreement and Section 177 of the Companies Act, 2013.

The Committee comprises of 3 Directors namely Mr. Dipal Rokadia, Mr. Jignesh Rokadia and Mr. Arvind Shah.

The Committee acts as a link between the Management, the Statutory Auditors and the Board of Directors of the Company. The Committee focuses its attention on monitoring the financial reporting system within the Company; it considers the Quarterly & Annual Financial Results of the Company and submits its observations to the Board of Directors before it is adopted by the Board. The Committee also reviews the internal audit report & internal control system, audit methodology and process, major accounting policies & practices, compliance with accounting standards and the legal compliance reporting system.

The Chairman of the Audit Committee was present at the last Annual General Meeting.

During the Financial Year ended 31st March 2015, the committee met on 13th May 2014, 8th August 2014, 1st September 2014, 14th November 2014, and 13th February 2015.

**The attendance at the Committee meetings is as follows:**

<b>Date of Audit Committee Meetings</b>	<b>No. of Committee Members present</b>
13 <sup>th</sup> May 2014	3
8 <sup>th</sup> August 2014	3
1 <sup>st</sup> September 2014	3
14 <sup>th</sup> November 2014	3
13 <sup>th</sup> February 2015	3

Mr. Arvind Shah is the Chairman of the Audit Committee.

#### **NOMINATION AND REMUNERATION COMMITTEE**

The Board of Directors of the Company have changed the nomenclature of the existing "Remuneration Committee" as "Nomination and Remuneration Committee" in order to align it with the provisions of the Companies Act, 2013 and the revised Clause 49 of the Listing Agreement.

The Nomination and Remuneration Committee comprises of three directors.

The Committee meets as and when necessary and reviews & approves the Salaries, Commission, Perks and other employment conditions of the Directors. The terms of reference of the committee are as follows:

- \* To recommend to the Board, the appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- \* To recommend to the Board, the Remuneration payable to the Directors, Key Managerial Personnel and Senior Management personnel.



To formulate a criteria for determining qualifications, positive attributes and independence of a Director and to recommend to the Board, the policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.

- \* Formulate criteria for evaluation of the Independent Directors and the Board.
- \* To carry out evaluation of every Director's performance.
- \* Ensure that level and composition of remuneration is reasonable and sufficient, the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- \* To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- \* Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- \* To ensure that as per the prevailing HR policy of the Company there is an appropriate induction program for newly appointed Key Managerial Personnel and new Senior Management personnel.
- \* To provide the Key Managerial Personnel and Senior Management personnel with reward based fixed and incentive pay which is directly linked to their efforts, performance, dedication, achievement and operations of the Company.
- \* To recommend to the Board, the appointment, removal and the remuneration payable to a relative of a Director.
- \* To assist the Board in fulfilling its responsibilities.
- \* To perform such other functions as may be necessary or appropriate for the performance of its duties.

The "Nomination and Remuneration Committee" met three times during the year i.e. on 13.05.2014, 14.11.2014 and 13.02.2015.

\*The composition of the "Nomination and Remuneration Committee" and the attendance of its members at the aforesaid meeting held during the year under review are given below.

Dates of Remuneration Committee Meetings	Number of Committee members present
13 <sup>th</sup> May 2014	3
14 <sup>th</sup> November 2014	3
13 <sup>th</sup> February 2015	3

### **Nomination and Remuneration policy**

The Company has formulated a "Nomination and Remuneration policy" which is in compliance with the provisions of the Companies Act, 2013 and revised Clause 49 of the Listing Agreement. This policy is applicable to Directors, Key Managerial Personnel and Senior Management.

The policy lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management personnel of the Company. The Key objectives would be:

- a) To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- b) To recommend to the Board the Remuneration payable to the Directors, Key Managerial Personnel and Senior Management personnel.



- c) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.

### **REMUNERATION OF DIRECTORS**

The Managing / Executive Directors do not draw any remuneration from the company.

### **BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the 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 performance evaluation of the Chairman & Managing Director and the Non-Independent Directors was carried out by the Independent Directors. The Directors have expressed their satisfaction with the evaluation process.

### **STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Board of Directors of the Company have renamed the existing 'Shareholders / Investors Grievance Committee's Stakeholders Relationship Committee' in order to align it with the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the listing agreement. The Committee has been constituted to strengthen the investor relations and to inter-alia, resolve the grievances of security holders pertaining to transfer of shares, non receipt of declared dividends, non receipt of Annual Report, issues concerning de-materialization etc.

The 'Stakeholders Relationship Committee' of the Company comprises of three Directors, & Compliance Officer of the Company. Contact details are mentioned below.

### **INDTRADECO LIMITED**

303/B, Aditya Heritage, Om Nagar,  
Next to Jeena House,  
Andheri (E), Mumbai-400 099.  
Phone : 022-28395771  
Email: indtradeco@gmail.com

The following table shows the nature of complaints received from the shareholders during the year 2014-15

<b>Nature of complaints</b>	<b>No. of complaints received during the year 2014 – 2015</b>	<b>No of complaints Resolved</b>
Non Receipt of Annual Report and Dividend	2	2

There were no complaints pending as on 31st March, 2015.

The 'Stakeholders Relationship Committee' met two times during the year i.e. on 13.05.2014 and 13.02.2015

<b>Dates of Remuneration Committee Meetings</b>	<b>Number of Committee members present</b>
13 <sup>th</sup> May 2014	3
13 <sup>th</sup> February 2015	3

### **RISK MANAGEMENT COMMITTEE**

Business Risk Evaluation and Management is an ongoing process within the organization. The Company has formed a Risk Management Committee as per revised Clause 49 of the listing agreement. The



Company has a robust risk management framework to identify, monitor and minimize risks and also identify business opportunities. The Risk Management Committee of the Company comprises of three members i.e. Mr. Dipal Rokadia, Mr. Jignesh Rokadia and Mr. Arvind Shah.

The roles and responsibility of the Risk Management Committee will be as follows:

- a) The Committee shall meet at least twice in a year.
- b) To identify and evaluate the impact of risk reported by various departments.
- c) To review the effectiveness of the corrective measures submitted by the concerned departments.
- d) To provide guidance to the concerned departments, in case, a better course of action is there to tackle /reduce / mitigate the risk(s).
- e) To tabulate the high risks, for the consideration of the Board of Directors and to present the same to the Board along with the course of action, if any.
- f) To generally monitor, review and whenever necessary, update the risk management plan / policy and process to ensure that there is timely and effective reporting of risks.
- g) To inform the Board from time to time.
- h) Any other functions as may be necessary or required.

### **GENERAL BODY MEETINGS**

The last three Annual General Meetings were held as under:

<b>AGM</b>	<b>FINANCIAL YEAR</b>	<b>Date</b>	<b>Time</b>	<b>VENUE</b>
32nd AGM	31.03.2012	28 <sup>th</sup> September, 2012	9.00 A M	HARCHANDRAI HOUSE, 6 <sup>TH</sup> FLOOR, 81, M.K.ROAD, MARINE LINES (E), MUMBAI-400002.
33rd AGM	31.03.2013	30 <sup>th</sup> September, 2013	11 A M	303/BADITYA HERITAGE, OM NAGAR, NEXT TO JEENA HOUSE, ANDHERI (E),MUMBAI-400099
34th AGM	31.03.2014	30 <sup>th</sup> September, 2014	10.00 A.M	303/BADITYA HERITAGE, OM NAGAR, NEXT TO JEENA HOUSE, ANDHERI (E), MUMBAI-400099.

All the matters as set out in the respective notices were passed by the shareholders. The summary of the special resolution and other important resolutions passed at the last three Annual General Meeting and status of implementation thereof is reproduced below.

#### **32ND 3GM**

No Special Resolution was passed.

#### **33RD AGM**

No Special Resolution was passed.

#### **34TH AGM**

<b>SR. NO</b>	<b>SUBJECT MATTER OF RESOLUTION</b>	<b>TYPE OF RESOLUTION</b>	<b>STATUS OF IMPLEMENTATION</b>
1	Resolution passed under 180(1)(c) for borrowing money upto 50 crores	Special resolution	IMPLEMENTED
2	Resolution passed under 61 for Sub division of face value of shares.	Special Resolution	IMPLEMENTED
3	Resolution passed under 13 for Change of Name of the company	Special Resolution	IMPLEMENTED



## **DISCLOSURES**

- a) There were no material related party transactions as per the provisions of Listing Agreement and Section 188 of the Companies Act, 2013. There were also no transactions of material value with related parties which were in potential conflict with the interest of the Company. All the related party transactions entered into by the Company are in the ordinary course of business and on arm's length basis. All the related party transactions are approved by the Board as well as by the Audit Committee. The necessary disclosures regarding the transactions entered into with the related parties are given in the Notes to the Financial Statements.
- b) There was one late compliance by the company for which BSE has levied penalty.
- c) The Company has a 'Vigil Mechanism / Whistle Blower Policy' in place as required under Clause 49 of the Listing Agreement and as per the provisions of section 177 of the Companies Act, 2013. The Directors and employees of the Company are free to report genuine concerns about unethical behavior, misconduct or unlawful act, factual or suspected fraud or violation of the code of conduct or the ethics policy. The policy provides mechanism for an individual to report violations without fear of victimization. It is affirmed that no personnel has been denied access to the Chairman of the Audit Committee.
- d) The Company does not have any material subsidiary company whose net worth exceeds 20% of the consolidated net worth of the holding company in the immediately preceding accounting year or has generated 20% of the consolidated income of the Company during the previous financial year. Accordingly, a policy on material subsidiaries has not been formulated.
- e) The Company has complied with the mandatory requirements of the Clause 49 of the Listing Agreement pertaining to the Corporate Governance.
- f) The Company has also fulfilled the following non-mandatory requirements as prescribed in Clause 49 of the Listing Agreement:
  - I. Audit Qualification:

It is always the Company's endeavor to present unqualified financial statements. There are no audit Qualifications in the Company's financial statement for the year under review.
  - II. Reporting of Internal Auditor:

The Internal Auditors are invitees at the Audit Committee meetings of the Company. Internal audit report of the Internal Auditor is placed quarterly before the Audit Committee. The Internal Auditor may, if necessary, report directly to the Audit Committee.

## **COMPLIANCES REGARDING INSIDER TRADING**

The Company has in place a "Code of conduct for prevention of Insider Trading" in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 1992 which has been amended and substituted by SEBI with a new set of Regulations, which has come into effect from 15th May, 2015.

In compliance with the Regulation 8 (1) of the newly introduced SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated a "Code of practices and procedures for fair disclosures of unpublished price sensitive information".

## **MEANS OF COMMUNICATION**

- (a) The Board of Directors of the Company approves and takes on record the quarterly, half yearly and annual financial results in the format prescribed under Clause 41 of the Listing Agreement.
- (b) The Company has its own website "www.indtradeco.com".





**GENERAL SHAREHOLDER INFORMATION**

a)	Registered Office	303/B, Aditya Heritage, Om Nagar, Next to Jeena House, Andheri (E), Mumbai-400 099.
b)	Annual General Meeting	
	Date and time	Wednesday , 30 <sup>th</sup> September 2015 at 11.00 a.m.
	Venue	303/B, Aditya Heritage, Om Nagar, Sahar, Andheri (E), Mumbai-400 099.
c)	Financial calendar 2015-16 (tentative)	
	Financial Reporting	
	Quarter ending on June 2015	end of July 2015
	Half year ending on September 2015	end of October 2015
	Quarter ending on December 2015	end of January 2016
	Year ending on March 2016	end of April 2016
	Annual General Meeting (2015-16)	August / September 2016
d)	Date of Book Closure	Wednesday, 21 <sup>st</sup> September 2016 to Friday, 30 <sup>th</sup> September 2016 (both days inclusive).
e)	Listing on Stock Exchange	Equity shares of the Company are listed on Bombay Stock Exchange (Stock Code 504336)

\* Date Of Book Closure: 24th September 2015 to 30th September 2015 [Both days inclusive].

**Dividend Payment Date:**

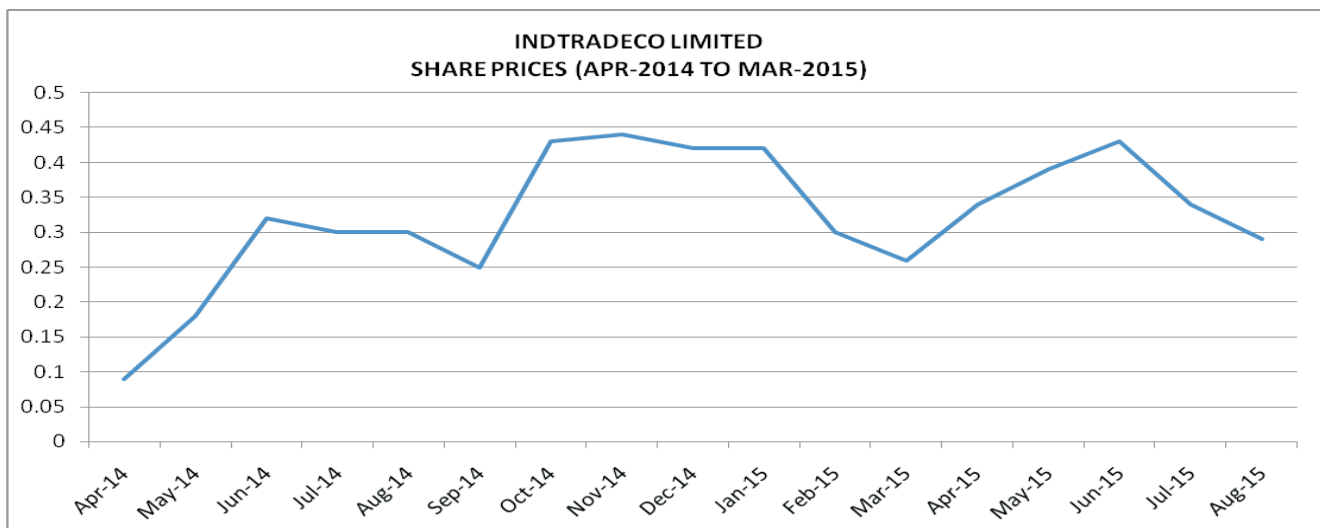
Not Applicable



**Market Price Data:**

The Monthly High / Low market price of equity shares of INDTRADECO LIMITED during the Financial Year 2014 - 2015:

Month	Open	High	Low	Close	No. of	No. of	Total Turnover	Deliverable Quantity	% Deli. Qty to Traded Qty	* Spread		Month	Ckise
					Shares	Trades				H-L	C-O		
Apr-14	0.13	0.10	0.10	0.09	371,553	82	36,515	370,852	99.81	0.06	-0.04	Apr-14	0.09
May-14	0.08	0.20	0.10	0.18	369,630	109	46,058	357,759	96.79	0.11	0.1	May-14	0.18
Jun-14	0.19	0.30	0.20	0.32	5,594,080	284	1,004,510	5,593,680	99.99	0.17	0.13	Jun-14	0.32
Jul-14	0.33	0.40	0.30	0.30	916,405	240	308,409	916,405	100	0.07	-0.03	Jul-14	0.30
Aug-14	0.29	0.30	0.30	0.30	934,448	422	253,010	862,945	92.35	0.06	0.01	Aug-14	0.30
Sep-14	0.30	0.30	0.30	0.25	1,273,785	565	347,592	1,199,675	94.18	0.08	-0.05	Sep-14	0.25
Oct-14	0.23	0.50	0.20	0.43	1,328,288	554	518,454	1,184,816	89.2	0.22	0.2	Oct-14	0.43
Nov-14	0.39	0.50	0.30	0.44	1,446,543	445	622,047	1,419,456	98.13	0.14	0.05	Nov-14	0.44
Dec-14	0.49	0.50	0.30	0.42	740,260	409	325,495	689,083	93.09	0.21	-0.07	Dec-14	0.42
Jan-15	0.44	0.50	0.30	0.42	397,837	265	140,833	390,493	98.15	0.22	-0.02	Jan-15	0.42
Feb-15	0.44	0.50	0.30	0.3	12,613	50	,591	12,136	96.22	0.17	-0.14	Feb-15	0.30
Mar-15	0.29	0.30	0.20	0.26	963,485	115	248,962	963,385	99.99	0.07	-0.03	Mar-15	0.26
Apr-15	0.25	0.30	0.30	0.34	153,319	58	39,648	153,319	100	0.09	0.09	Apr-15	0.34
May-15	0.34	0.40	0.30	0.39	5,031	19	1,738	5,031	100	0.05	0.05	May-15	0.39
Jun-15	0.38	0.50	0.40	0.43	86,717	45	40,083	86,717	100	0.13	0.05	Jun-15	0.43
Jul-15	0.41	0.40	0.30	0.34	37,214	28	14,349	37,214	100	0.1	-0.07	Jul-15	0.34
Aug-15	0.35	0.40	0.30	0.29	513,310	65	154,132	513,210	99.98	0.07	-0.06	Aug-15	0.29



**Registrar & Transfer Agent:**

In terms of SEBI Circular No.D&CC/FITTC/CIR-15/2002 dated December 27, 2002 read with Circular No.D&CC/FITTC/CIR-18/2003 dated February 12, 2003, on appointment of common agency for share registry work, the Company has appointed the below mentioned agency as Registrars and Share Transfer Agent (RTA) for both physical and demat segment of Equity Shares of the Company.



## REGISTRAR & SHARE TRANSFER AGENT

M/S. Sharex Dynamic (India) Pvt. Ltd.  
Unit No-1, Luthra Industrial Premises  
Andheri Kurla Road, Andheri (East)  
Mumbai- 400 072  
Tel: +91 22 28515606 / +91 22 28515644 Fax: +91 22 28512885  
Email : sharexindia@vsnl.com

### Share Transfer System:

Share Transfer Requests are received at the registered office of the Company as well as directly at RTA's office. RTA does the verification and processing of documents. In order to comply with the requirement of SEBI circular No. CIR/MIRSD/8/2012 dated July 5, 2012 to effect transfer of shares within 15 days, the Share Transfer Committee has been authorised to process, approve and effect transfer of shares on behalf of the Company at fortnightly intervals. The share certificates duly endorsed for transfer are returned to shareholders within stipulated time of 15 days.

### Shareholding Pattern as on 31st March, 2015

Category	No. Of shares held	% of shareholding
Promoters & Associates	66244620	25.290
Mutual Funds & UTI	0	0
Banks / Financial Institutions	0	0
Private Bodies Corporate	70388832	26.872
NRI /OCBs	257958	0.098
Others	125051923	47.74
Total	261943333	100.00

### Dematerialisation of Shares

As on March 31, 2015, the bifurcation of shares held in Physical and Demat form is as under:

Particulars	No. of Shares	Percentage
<u>Demat Segment</u>		
CDSL	96,249,761	36.757%
NSDL	152,680,362	58.28%
Physical	13,013,210	4.97%
Total	26,19,43,333	100.00%



Members can hold shares in electronic form and trade the same in Depository System. However, they may hold the same in physical form also.

**Nominations:**

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in the case of death of all the registered shareholders.

Nomination facility in respect of shares held on electronic form is also available with the Depository Participant (DP) as per the bye-laws and business rules applicable to NSDL & CDSL.

**Outstanding GDRs / ADRs / Warrants or any Convertible Instruments, conversion date and likely impact on equity shares:**

The Company does not have any GDRs / ADRs / Warrants or any Convertible Instruments as on date.

Outstanding GDRs / ADRs / Warrants or any Convertible Instruments, conversion date and likely impact on equity

shares: The Company does not have any GDRs / ADRs / Warrants or any Convertible Instruments as on date.

**WAREHOUSE**

Plot No. 1, Phase 1, Genesis Industrial Township, Village Kolgaon, Tal Palghar, District Palghar

Compliance Officer: Mrs. Hiral Rokadia is the Compliance Officer

Address for Correspondence:

**INDTRADECO LIMITED**

30C/B, Aditya Heritage, Om Nagar, Next to Jeena House,

Andheri (E), Mumbai-400 099.

**RECONCILIATION OF SHARE CAPITAL AUDIT REPORT**

As required by the Securities & Exchange Board of India (SEBI), quarterly audit of the Company's share capital is being carried out by a Practicing Company Secretary with a view to reconcile the total share capital admitted with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and held in physical form, with the issued and listed capital. The report in regard to the same is submitted to BSE Limited and is also placed before the Board of Directors.

**MANAGEMENT DISCUSSIONS & ANALYSIS**

Pursuant to Clause 49 of the listing agreement with stock exchange the M DA is required to be annexed to this report. There is

no manufacturing activities and the company continues with trading activities,

**CEO / CFO CERTIFICATION**

As required under Clause 49 of the Listing Agreement, a Certificate duly signed by CEO/CFO is annexed to this report.

**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

The Company has obtained a certificate from Auditors of the Company regarding compliance with the provisions relating to the corporate governance laid down in Clause 49 of the listing agreement with the Stock Exchanges. This certificate is annexed to the report.



## **DECLARATION**

I, DIPAL ROKADIA , Chairman & Managing Director of INDTRADECO LIMITED hereby affirm and declare, to the best of my knowledge and belief, and on behalf of the Board of Directors of the Company and senior management personnel, that: The Board of Directors has laid down a code of conduct for all Board members and senior management of the Company. The code of conduct has been complied with.

### **MUMBAI**

**Regd Office:**

**303/B, Aditya Heritage, Om Nagar,  
Nex to Jeena House,  
Andheri (E), Mumbai - 400 099.**

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

**DIPAL ROKADIA  
CHAIRMAN**

## **Auditors' Certificate regarding compliance of conditions of Corporate Governance under Clause 49 of the Listing Agreement**

To the Members of INDTRADECO LIMITED

We have examined the compliance of conditions of Corporate Governance by INDTRADECO Limited ('the Company'), for the year ended 31st March, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges in India.

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

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

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

For and on behalf of  
**WILLIAM SERRAO**

Place : Mumbai 2015  
Date : 24TH June , 2015.

Chartered Accountants,  
MEMBERSHIP NO :014383



**CEO / CFO CERTIFICATION**

The Board of Directors  
INDTRADECO Limited,  
Mumbai

**Re: Financial Statements for the year 2014 - 2015 – Certification by CEO & CFO**

(a) We have reviewed Financial Statements and the Cash Flow Statement for the financial year ended March 31, 2015 and to the best of our knowledge and belief:

- i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) They are, to the best of our knowledge and belief, no transactions entered into by the Company during the period, which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee that:
- i. there have been no significant changes in internal control over financial reporting during the year;
  - ii. there have been no significant changes in accounting policies during the year; and
  - iii. there have been no instances of significant fraud, of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Mumbai

Date: 24TH JUNE , 2015

CHIEF EXECUTIVE OFFICER



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

To the Members of  
INDTRADECO LIMITED

We have audited the accompanying financial statements of INDTRADECO LIMITED

1. ("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 (Standalone) \* 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

#### **Auditor's 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 there under. 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

#### **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 profit/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.
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.
  - 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 an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise .

#### **William Serrao**

Proprietor  
(Membership No. 014383)  
Mumbai,

Annexure referred to in paragraph 7 Our Report of even date to the members of INDTRADECO LIMITED on the accounts of the company for the year ended 31st March, 2015

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; as informed to us no material discrepancies were noticed on such verification;
- ii. The nature of business of the Company does require it to have any inventory. Hence, the requirement of clause (ii) of paragraph 3 of the said Order is not applicable to the Company
- iii. In respect of its inventories:
- iv. a) The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.





- v. b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- vi. c) The Company has maintained proper records of inventories. As per the information and explanation given to us, no material discrepancies were noticed on physical verification.
- vii. viii. The company has not granted any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under section 189 of the Act.
- ix. 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 the purchase of fixed assets and for the sale of services. 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.
- x. The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013
- xi. As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act
- xii. (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is 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. The question of reporting delay in transferring such sums does not arise
- As at 31st March, 2015, the Company has been registered for less than 5 years; hence, clause 4(x) of the Order is not applicable to it
- xiii. 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
- xiv. 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
- xv. In our opinion, and according to the information and explanations given to us, the company has not raised any term loans during the year
- xvi. 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, we have neither come across any instance of fraud on or by the Company noticed or reported during the course of our audit nor have we been informed of any such instance by the Management

For **William Serrao**  
Chartered Accountants  
(Firm Registration No. 014383)  
Mumbai,



**IND TRA DECO LIMITED**  
**BALANCE SHEET AS AT 31ST MARCH, 2015**

Particulars	Note No.	As at 31st March, 2015	As at 31st March, 2014
		Rs. In lakhs	Rs. In lakhs
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
(a) Share capital	1	261,943,333	261,943,333
(b) Reserves and surplus	2	(25,103,133)	4,375,508
<b>Non Current liabilities</b>			
Deferred tax liabilities (net)	3	383,841	383,841
<b>Current liabilities</b>			
(a) Short term borrowings	4	2,799,213	5,677,200
(b) Trade Payables	5	34,831	276,209
(c) Other Current liabilities	6	3,740,433	2,529,201
(d) Short term provisions	7	126,917	100,733
		<b>243,925,435</b>	<b>275,286,025</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Fixed assets			
(i) Tangible assets	8	2,080,773	32,030,967
(b) Long term loans and advances	9	215,820,717	215,820,717
<b>Current assets</b>			
(a) Current Investments	10	1,619,948	104,948
(b) Inventories	11	8,204,414	10,271,277
(c) Trade receivables	12	-	-
(d) Cash and cash equivalents	13	1,061,433	529,180
(e) Short-term loans and advances	14	14,564,182	15,954,968
(f) Other Current Assets	15	573,968	573,968
		<b>243,925,435</b>	<b>275,286,025</b>
	1 to 28	1 to 28	

The notes referred above form an integral part of the Statement of Profit and Loss.

As per our report attached

**For and on behalf of**  
**William Serrao**  
**Chartered Accountants**

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

**Dipal P.Rokadia**  
**Chairman & MD**

**Jignesh P.Rokadia**  
**Director**

**Proprietor**  
**Membership No.014383**  
Place : Mumbai,  
Date : 24th June 2015



**IND TRA DECO LIMITED**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015**

Particulars	Note No.	As at 31st March, 2015	As at 31st March, 2014
		Rs. In lakhs	Rs. In lakhs
<b>INCOME</b>			
Revenue from operations		3,007,650	14,579
Other income	16	993,853	999,919
<b>Total Revenue</b>		4,001,503	1,014,498
<b>Expenses</b>			
Purchase of Stock-In-Trade	17		
Changes in inventories	18	2,066,863	8,000
Employee Benefit expenses	19	236,000	228,293
Finance Cost	20		
Depreciation and Amortization expenses	8	413,000	350,287
Other Expenses	21	1,200,902	510,397
<b>Total Expenses</b>		3,916,765	1,096,977
<b>Profit before exceptional and extraordinary items and tax</b>			
Exceptional items			
<b>Profit before extraordinary items and tax</b>		84,738	(82,479)
Extraordinary items			
<b>Profit before tax</b>			
Tax Expenses			
Current Tax		26,184	-
Deferred Tax - Assets		-	(20,780)
<b>Profit/(Loss) for the Period from continuing operations</b>	<b>(A)</b>	<b>58,554</b>	<b>(61,700)</b>
Profit/(Loss) for the Period from discontinuing operations		-	-
Tax expenses of discontinuing operation		-	-
<b>Profit/(Loss) for the Period from discontinuing operations (after tax)</b>	<b>(B)</b>	<b>-</b>	<b>-</b>
<b>Profit/(Loss) for the Period</b>	<b>(A+B)</b>	<b>58,554</b>	<b>(61,700)</b>
<b>Earnings Per Equity share</b>	22		
Basic		0.00	(0.00)
Diluted		0.00	(0.00)
<b>SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS</b>	1 to 28		

The notes referred above form an integral part of the Statement of Profit and Loss.

As per our report attached

**For and on behalf of**

**William Serrao**

**Chartered Accountants**

**Proprietor**

**Membership No.014383**

Place : Mumbai,

Date : 24th June 2015

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

**Dipal P.Rokadia**  
**Chairman & MD**

**Jignesh P.Rokadia**  
**Director**



**Cash Flow Statement for the year ended March 31, 2015**

<b>Particulars</b>	<b>Year ended March 31, 2015</b>	<b>Year ended March 31, 2014</b>
<b>A. Cash Flow from Operating Activities</b>		
Net Profit/(Loss) after Tax as per Profit and Loss Account	58,554	(61,700)
Adjustment for :		
Depreciation	413,000	350,287
Loss on sale of fixed assets		-
Profit on sale of shares		
Dividend income		(1,917)
Interest income		-
Deferred Tax - Assets		(20,780)
<b>Operating Profit before Working Capital changes</b>	<b>471,554</b>	<b>265,890</b>
Adjustment for :		
Trade and other Receivables		
Inventories	2,066,863	8,000
Trade Payables	(241,378)	202,025
Other current liabilities	1,211,232	(4,736,586)
<b>Cash generated from Operations</b>	<b>3,508,271</b>	<b>(4,260,670)</b>
Taxes Paid / Payable	26,184	(11,500)
Prior Period Expenses	-	-
<b>Net Cash from Operating Activities</b>	<b>[A] 3,534,455</b>	<b>(4,272,170)</b>
<b>B. Cash Flow from Investing Activities</b>		
Purchase of Fixed Assets / Misc.Expenditure	-	
Sale of Fixed Assets	-	
Purchase of current investment	(1,515,000)	
Sale of current investment	-	
Interest received	-	
Dividend received		11,917
<b>Net Cash used in Investing Activities</b>	<b>[B] (1,515,000)</b>	<b>11,917</b>
<b>C. Cash Flow from Financing Activities</b>		
Change in Long Term Borrowings	-	
Change in Short Term Borrowings	(1,487,201)	4,514,111
Issue of Preferential allotment of shares	-	
<b>Net Cash from Financing Activities</b>	<b>[C] (1,487,201)</b>	<b>4,514,111</b>
<b>Net increase / (decrease) in cash and cash equivalents</b>	<b>532,254</b>	<b>253,858</b>
<b>Cash and cash equivalents as at beginning of period</b>	<b>529,180</b>	<b>320,322</b>
<b>Cash and cash equivalents as at end of period</b>	<b>1,061,434</b>	<b>947,307</b>

As per our Report attached hereto

**For and on behalf of**  
**William Serrao**  
**Chartered Accountants**

**For and on behalf of the Board**

**Proprietor**  
**M.No. 014383**  
Mumbai,

**Dipal P.Rokadia**  
**Chairman & MD.**

**Jignesh P.Rokadia**  
**Director**



**IND TRA DECO LIMITED**

**SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS**

**1 - SHARE CAPITAL**

Particulars	As at March 31, 2015 (Rs.)	As at March 31, 2014 (Rs.)
<b>Authorised shares</b> 35,00,00,000 (35,00,00,000) equity Shares of Re.1/- each	350,000,000	350,000,000
<b>Issued, subscribed and fully paid-up shares</b> 26,19,43,333 (26,19,43,333) Equity shares of Re.1/- each fully paid up.	261,943,333	261,943,333
	<b>261,943,333</b>	<b>261,943,333</b>

**a. Information on shareholders**

Name of Shareholder	Relationship	As at March 31, 2015		As at March 31, 2014	
		No of Equity shares held	%	No of Equity shares held	%
Aryaman Broking Ltd.		23,800,000	9.09	23,800,000	9.09
Galaxy Broking Ltd.		13,995,553	5.34	13,995,553	5.34
Rokadia Resources Pvt.Ltd.	Associate	23,714,999	9.05	23,714,999	9.05
Sunflower Estates Pvt.Ltd.	Associate	23,377,732	8.93	23,377,732	8.93
Rosa Construction Pvt.Ltd.	Associate	15,241,666	5.82	15,241,666	5.82
Krunal Industrial Estate Developers Pvt.Ltd.	Associate	13,119,443	5.01	13,119,443	5.01

**b. Reconciliation of the shares outstanding**

	As at March 31, 2015	As at March 31, 2014
Shares outstanding at the beginning of the year	261,943,333	261,943,333
Shares Issued during the year	-	-
Shares bought back during the year	-	-
Shares outstanding at the end of the year	261,943,333	261,943,333

**c. Terms /rights attached to equity shares**

**2 - RESERVE & SURPLUS**

Particulars	As at March 31, 2015 (Rs.)	As at March 31, 2014 (Rs.)
<b>Profit &amp; Loss A/c</b>		
Opening balance	4,437,508	4,437,208
(+) Net Profit/(Net Loss) for the current year	58,554	(61,700)
Closing Balance	<b>4,434,062</b>	<b>4,375,508</b>
LESS : Fixed Asset W/off	(29,537,195)	-
Net Profit	<b>(25,103,133)</b>	<b>4,375,508</b>

Note No.2.1 :

Misc.expenditure are regrouped and adjusted as per revised schedule VI of the Companies Act,1956.



**IND TRA DECO LIMITED**

**SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS**

**3 - DEFERRED TAX LIABILITIES (NET)**

Particulars	As at March 31, 2015 (Rs.)	As at March 31, 2014 (Rs.)
<b><u>Deferred tax liabilities</u></b>		
On account of difference in depreciation as per books and income tax	383,841	383,841
<b>Total of Net Deferred Tax Liability</b>	<b>383,841</b>	<b>383,841</b>

**Note No.3.1 : Accounting Policy of Deferred Tax**

The deferred tax for timing differences between the book profits and tax profits for the year is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the Balance Sheet date. Deferred tax assets arising from timing differences are recognised to the extent there is virtual certainty that these would be realised in future and are reviewed for the appropriateness of their respective carrying values at each Balance Sheet date.

**4 - SHORT TERM BORROWINGS**

Particulars	As at March 31, 2015 (Rs.)	As at March 31, 2014 (Rs.)
<b><u>Unsecured Loans</u></b>		
Repayable on demand (from other parties)	2,799,213	5,677,200
	<b>2,799,213</b>	<b>5,677,200</b>

**5 - TRADE PAYABLES**

Particulars	As at March 31, 2015 (Rs.)	As at March 31, 2014 (Rs.)
Sundry Creditors For Goods (Refer to Note No.6.1 given below)	-	20,194
Sundry Creditors For Expenses (Refer to Note No.6.1 given below)	34,831	2,56,015
	<b>34,831</b>	<b>2,76,209</b>

**Note No.5.1 :**

The Company has not received information from vendors regarding their status under the Micro, small and Medium Enterprises Development Act, 2006 and hence disclosures relating to amounts unpaid as at the year end together with interest paid/payable under this Act, have not been given. The same has been relied upon by the Auditors.



**6 - OTHER CURRENT LIABILITIES**

<b>Particulars</b>	<b>As at March 31, 2015 (Rs.)</b>	<b>As at March 31, 2014 (Rs.)</b>
Advance against sales	3,647,116	2,447,116
Statutory liabilities	61,901	43,369
Staff Salary	15,800	23,100
Others	15,616	15,616
	<b>3,740,433</b>	<b>2,529,201</b>

**7 - SHORT TERM PROVISIONS**

<b>Particulars</b>	<b>As at March 31, 2015 (Rs.)</b>	<b>As at March 31, 2014 (Rs.)</b>
Provision For Taxation	102,417	76,233
Provision For Fringe Benefit Tax	24,500	24,500
	<b>126,917</b>	<b>100,733</b>



IND TRA DECO LIMITED  
SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS  
8- Fixed assets

PARTICULARS	Gross Block				Accumulated Depreciation				Net Block	
	As at 31.03.2014	Additio ns during the Year	Deduction during the year	As at 31.03.2015	As at 31.03.2014	For the period	Adjustme nts during the period	As at 31.03.2015	As at 31.03.2015	As at 31.03.2014
<b>Tangible Assets</b>										
Building	11,389,554	-	5,410,890.00	5,978,664	5,409,186		-	5,409,186	569,478	5,980,368
Plant & Machinery	28,339,891	-	24,010,236.00	4,329,655	2,499,660	413,000	-	2,912,660	1,416,995	25,840,231
Furniture & Fixtures	281,870	-	5,968.00	275,902	261,808		-	261,808	14,093	20,062
Office Equipments	1,604,144	-	109,411.00	1,494,733	1,414,527		-	1,414,527	80,207	189,617
Computers	47,008	-	690	46,318	46,319		-	46,319	-	689
<b>Total</b>	<b>41,662,467</b>	<b>-</b>	<b>29,537,195</b>	<b>12,125,272</b>	<b>9,631,500</b>	<b>413,000</b>	<b>-</b>	<b>10,044,500</b>	<b>2,080,773</b>	<b>32,030,967</b>
<b>Previous Year</b>	<b>41,621,967</b>		<b>-</b>	<b>41,621,967</b>	<b>9,281,213</b>	<b>350,287</b>	<b>-</b>	<b>9,631,500</b>	<b>32,030,967</b>	<b>32,381,254</b>

**Note No.8.1 : Accounting Policy of Fixed Assets & Depreciation / Amortisation**

- Fixed assets are stated at cost less accumulated depreciation.
- Depreciation is provided on Written Down Value Method at the rates and in the manner specified in Schedule XIV of the Companies Act, 1956 except in case of Plant & Machinery on which depreciation is not provided, since the same is not used during the year.

**9 - LONG TERM LOANS & ADVANCES**

Particulars	As at March 31, 2015 (Rs.)	As at March 31, 2014 (Rs.)
(Unsecured, considered good, unless specified otherwise)		
<u>Loans &amp; Advances to :</u>		
Related parties	75,930,000	75,930,000
Others	139,890,717	139,890,717
	<b>215,820,717</b>	<b>215,820,717</b>

**Note No.9.1 : Loans & Advances to Related Parties**

I) Varsha Industrial Township Organisers Pvt.Ltd.	25,305,000	25,305,000
II) Jignesh Industrial Land Developers Pvt.Ltd.	25,305,000	25,305,000
III) Krunal Industrial Estate Developers Pvt.Ltd.	25,320,000	25,320,000
	<b>75,930,000</b>	<b>75,930,000</b>





IND TRA DECO LIMITED  
SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS

**10 - Current Investments**

Particulars	Face Value (Rs.)	As at March 31, 2015 (Rs.)	As at March 31, 2014 (Rs.)
<b>Trade Investments</b>			
<b>Equity Instruments (quoted)</b>			
Cummins India Ltd.	2	-	-
BHEL	2	29,407	29,407
JSW Energy	10	20,541	20,541
		<b>49,948</b>	<b>49,948</b>
<b>Mutual Funds (quoted)</b>			
HDFC Equity Fund	10	70,000	55,000
HDFC MIP	10	1,500,000	-
		1,570,000	55,000
		<b>1,619,948</b>	<b>104,948</b>

**11 - INVENTORIES**

Particulars	As at March 31, 2015 (Rs.)	As at March 31, 2014 (Rs.)
Finished Goods (Refer Note No.11.1 given below)	4,171,250	4,430,442
Industrial & Commerical Plot (Ref.Note No.11.1 given below)	3,776,243	5,556,914
Stores & Spares (Refer Note No.11.1 given below)	256,921	283,921
	<b>8,204,414</b>	<b>10,271,277</b>

**Note No.11.1 : Accounting Policy of Inventories Valuation**

Inventories are valued at the lower of cost and net realisable value whichever is lower.

**12 - TRADE RECEIVABLES**

Particulars	As at March 31, 2015 (Rs.)	As at March 31, 2014 (Rs.)
(Unsecured, considered good, unless specified otherwise)		
<u>More than Six Months</u>		
Consiered good	-	-
	-	-



**13 - Cash and Cash Equivalents**

Particulars	As at March 31, 2015 (Rs.)	As at March 31, 2014 (Rs.)
Cash on hand	1,072,553	57,188
Balance with banks in current accounts	(11,120)	471,992
	<b>1,061,433</b>	<b>529,180</b>

**14 - Short Term Loans and Advances**

Particulars	As at March 31, 2015 (Rs.)	As at March 31, 2014 (Rs.)
<u>(Unsecured, considered good, unless specified otherwise)</u>		
Deposits	3,000	3,000
Loans and advances to related parties	13,930,000	15,400,000
Loans and advances to others	617,612	537,276
Advance tax & TDS	13,570	14,692
	<b>14,564,182</b>	<b>15,954,968</b>

<b>Note No.14.1 : Loans &amp; Advances to Related Parties</b>		
I) Ind Tra Deco Funcity Ltd.	6,550,000	6,550,000
II) Varsha Industrial Township Org.Pvt.Ltd.	7,360,000	7,350,000
III) Jignesh Industrial Land Developers Pvt. Ltd.	-	1,500,000
IV) Krunal Ind. Estate Develop. Private Limited	20,000	
	<b>13,930,000</b>	<b>15,400,000</b>

**15 - Other Current Assets**

Particulars	As at March 31, 2015 (Rs.)	As at March 31, 2014 (Rs.)
Misc.Expenditure	573,968	573,968
	<b>573,968</b>	<b>573,968</b>



**IND TRA DECO LIMITED**

**SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS**

**16 - Other Income**

<b>Particulars</b>	<b>As at March 31, 2015 (Rs.)</b>	<b>As at March 31, 2014 (Rs.)</b>
Service charges	9,57,791	998,002
Dividend	-	1,917
Short term capital gain	36,062	-
	<b>993,853</b>	<b>999,919</b>

**17 - PURCHASE OF STOCK IN TRADE**

<b>Particulars</b>	<b>As at March 31, 2015 (Rs.)</b>	<b>As at March 31, 2014 (Rs.)</b>
<u>Traded items</u>		
Traded goods	-	-
Industrial & commercial Plots	-	-
	<b>-</b>	<b>-</b>

**18 - CHANGES IN INVENTORIES**

<b>Particulars</b>	<b>As at March 31, 2015 (Rs.)</b>	<b>As at March 31, 2014 (Rs.)</b>
Opening Stock	10,271,277	10,279,277
Closing Stock	8,204,414	10,271,277
	<b>2,066,863</b>	<b>8,000</b>

**19 - Employee benefits expenses**

<b>Particulars</b>	<b>As at March 31, 2015 (Rs.)</b>	<b>As at March 31, 2014 (Rs.)</b>
Salaries & wages	236,000	213,493
Conveyance	-	14,800
	<b>236,000</b>	<b>22829</b>

**20 - FINANCE COST**

<b>Particulars</b>	<b>As at March 31, 2015 (Rs.)</b>	<b>As at March 31, 2014 (Rs.)</b>
Interest on short term borrowings	-	-
	<b>-</b>	<b>-</b>



**21 - Other expenses**

<b>Particulars</b>	<b>As at March 31, 2015 (Rs.)</b>	<b>As at March 31, 2014 (Rs.)</b>
Annual custodian fees	56,180	254,149
Audit fees	10,000	20,000
Advertisement	93,885	139,591
Bank charges	8,062	3,984
Conveyance	2,268	-
Computer Expenses	-	-
Demate charges	-	-
Discount	-	-
Electricity charges	6,961	11,713
Excess/Short Provisions	-	4,050
Interest on TDS	77	1,961
Interest On Delay Payment	11,655	-
Interest on Income Tax	-	3,110
Land Revenue Tax	-	11,664
Loss on sale of Investment	-	-
Loss on sale of Motor car	-	-
Listing Fees	67,416	-
Misc.expenses	-	2,197
Office expenses	-	-
Office expenses	-	-
Postage & Courier	-	-
Printing & stationery	-	-
Project Expenses	800,000	-
Professional fees	15,427	23,500
Repairs & maintenance	2,800	2,100
Rent	8,436	12,450
Sales promotion expenses	-	-
Share Trnasfer Charges	81,207	-
Short term capital loss on sale of shares	-	-
Telephone expenses	31,528	19,928
Motar Car Expenses	5,000	-
	<b>1,200,902</b>	<b>510,397</b>

**Note No.21.1 : Payment to Statutory Auditors**

<b>Particulars</b>	<b>As at March 31, 2015 (Rs.)</b>	<b>As at March 31, 2014 (Rs.)</b>
<u>As Auditors :</u>		
Audit Fees	10,000	10,000
VAT Audit Fees	-	5,000
Certification and other services	-	5,000
	<b>10,000</b>	<b>20,000</b>



**Note No.21.2 : Expenses 1% of Total Revenue or Rs.1,00,000/- whichever is higher**

<b>Particulars</b>	<b>As at March 31, 2015 (Rs.)</b>	<b>As at March 31, 2014 (Rs.)</b>
Annual custodian fees	56,180	254,149
	<b>56,180</b>	<b>254,149</b>



**INDTRADECO LIMITED**

(CIN - U63012MH1980PLC022696)

**Registered Office:** 303-B, Aditya Heritage, Om Nagar, Sahar Road, Andheri (E), Mumbai - 400 099.

**Tele:** 022-28395771 / 28395850 **Email:** indtradeco@gmail.com **web:** www.indtradeco.com

**ATTENDANCE SLIP**

<b>35TH ANNUAL GENERAL MEETING</b>	
Registered Folio No./	
DP ID and Client ID	
Name and address of the Shareholder (s)	
Joint Holder (1)	
Joint Holder (2)	

I hereby record my presence at the 35th Annual General Meeting of the Company held at 303-B, Aditya Heritage, Om Nagar, Sahar Road, Andheri (E), Mumbai - 400 099, on Wednesday 30th September, 2015 at 11.00 A.M.

Member's Signature

(Proxy's name (in Block Letters))

(Proxy's Signature)

**Notes:**

1. Please write / mention the Folio No. / DP ID – Client ID / Name and sign this attendance slip before handing it over at the attendance verification desk, at the entrance of the meeting.
2. Electronic copy of the Annual Report for the FY 2014-15 and the notice of the 35th AGM along with the Attendance Slip and Proxy Form is being sent to all the members whose email addresses are registered with the Company / Depository Participant / RTA. Members receiving electronic copy and attending AGM can print copy this Attendance slip.
3. Physical copy of the Annual Report for the FY 2014-15 and the Notice of the 35th AGM alongwith Attendance Slip and Proxy Form is being sent in the permitted mode (s) to all the members whose email address is not registered with Company / Depository Participant / RTA.



**INDTRADECO LIMITED**

(CIN - U63012MH1980PLC022696)

**Registered Office :** 303-B, Aditya Heritage, Om Nagar, Sahar Road, Andheri (E), Mumbai - 400 099  
**Tele:** 022-28395771 / 28395850 **Email:** indtradeco@gmail.com **web:** www.indtradeco.com

**PROXY FORM (MGT -11)**

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

Name of the member(s) : \_\_\_\_\_

Registered Address: \_\_\_\_\_

Email ID : \_\_\_\_\_ Folio No / DP ID - Client ID: \_\_\_\_\_

I/ We, being member(s) of \_\_\_\_\_ shares of the Indtradeco Limited, hereby appoint

1. Name : \_\_\_\_\_ Address: \_\_\_\_\_

E-mail Id \_\_\_\_\_ Signature \_\_\_\_\_ or failing him / her

2. Name : \_\_\_\_\_ Address: \_\_\_\_\_

E-mail Id \_\_\_\_\_ Signature \_\_\_\_\_ or failing him / her

3. Name : \_\_\_\_\_ Address: \_\_\_\_\_

E-mail ID \_\_\_\_\_ Signature \_\_\_\_\_

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **35th Annual General Meeting** of the Company to be held on Wednesday, the 30th September, 2015 at 11.00A.M. at 303-B, Aditya Heritage, Om Nagar, Sahar Road, Andheri (E), Mumbai - 400 099 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Option**

RESOLUTION	For	Against
1. Consider and adopt the Financial Statement, Report of the Board of Directors and Auditors		
2. Re Appointment of Mr. Jignesh Rokadia, Director, who retires by rotation		
3. Appointment of Mr. William Serrao Chartered Accountant as Statutory Auditors of the Company		
4. Adoption of new Articles of Association		
5. Appointment of Dr. (Mrs.) Nehal D. Rokadia as a Woman Director of the Company		

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

Signature of Shareholder: \_\_\_\_\_

Signature of Proxy holder (s): \_\_\_\_\_

Revenue  
Stamp

**Notes:**

1. The form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. For Explanatory Statement and Notes, please refer to the Notice of the 35th Annual General Meeting.
3. It is option to put "X" in the appropriate column against the resolution indicated in the Box. If you leave "For" or "Against" column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he / she thinks appropriate.
4. Please complete all the details including details of member(s) before submission.

To,



IND TRADECO  
L I M I T E D


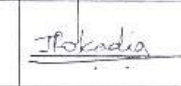
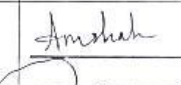
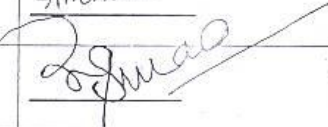
If undelivered, please return to :  
Indtradeco Limited  
303-B, Aditya Heritage, Om Nagar,  
Sahar Road, Andheri (E),  
Mumbai - 400 099





FORM -A

(Pursuant Clause 31(a) of the Listing Agreement)

S.No	Particulars	Details
1.	Name of the Company	INDTRADECO LIMITED Scrip No.5043/5
2.	Annual Financial Statements for the year ended	31 <sup>st</sup> March, 2015
3.	Type of Audit Observation	Unqualified
4.	Frequency of observation	Not Applicable
5.	To be signed by:	
	Dijpal Rokadia Chairman & Mg. Director	
	Jignesh Rokadia Director	
	Arvind Shah Audit Committee Chairman	
	William Serrao Auditor of the Company	





**INDTRADECO**  
**L I M I T E D**

Admn. Off : Jas Ville, 3rd Floor, Opp. Liberty Cinema, New Marine Lines, Mumbai - 400 020.  
 Regd. Off : Gandhi Building, 1st Floor, 2nd Fataswadi, Dadyseth Agiyari Lane, Chira Bazaar, Mumbai - 400 002.  
 Tel. : 4083 3555, 2203 7187 / 91, Mob.: 98212 98171 • Fax : 0091 22 2207 7845 • E-mail : itdtd@vsnl.com