

# **SAUMYA CAPITAL LIMITED**

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# **BOARD OF DIRECTORS**

Shiv Shankar Bhootra	Chairman & Executive Director
Shamsher Singh	Non Executive director
Ashokkumar Mathur	Non Executive Director
Himmat Singh Shekhawat*	Non Executive Director
Ms. Deepika Uttamchandani**	Non Executive Director

\* Resigned as on 31/05/2015

\*\* Appointed as on 31/03/2015

## **AUDITORS**

VISHVES A. SHAH & CO.  
Chartered Accountants

22, Narayan Park -1, Bopal, Ahmedabad – 380058  
Ph. +91 98254 71182, +91 93777 71182  
E-Mail: [vishvesca@gmail.com](mailto:vishvesca@gmail.com)

## **REGISTERED OFFICE:**

5, FIRST FLOOR, AKAR COMPLEX, DARPAN FIVE  
ROADS, NAVRANGPURA, AHMEDABAD-380009  
Email: [arcadiamercantile@gmail.com](mailto:arcadiamercantile@gmail.com)

**SAUMYA CAPITAL LIMITED**

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**NOTICE**

NOTICE is hereby given that Annual General Meeting of Company will be held on Wednesday, 30<sup>th</sup>September, 2015at 11.00 a.m. at the registered office of the Company situated at 5, First Floor, Akar Complex,Darpan Five Roads, Navrangpura,Ahmedabad-380009to transact the following business.

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2015, the Profit and Loss Account of the Company for the year ended on that date and the reports of the Directors and auditors thereon.
2. To appoint a Director in place of Mr.Shiv Shankar Bhootra, who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment of auditors of the company and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof:

**“RESOLVED THAT**, pursuant to section 139, 142 and other applicable provisions of the Companies Act, 2013 and rules there made under, pursuant to recommendation of the Board of Directors and pursuant to resolution passed by members at AGM held on 30<sup>th</sup> September, 2014, the appointment of VishvesA.Shah, Chartered Accountants,(Firm registration No. 121356W) as the auditors of the company to hold office till conclusion of the AGM to be held in calendar year 2019 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending 31<sup>st</sup>March, 2016 as may be determined by the audit committee in consultation with auditors, and such remuneration may be paid on a progressive billing basis as may be agreed between the auditors and the Board of Directors.”

**SPECIAL BUSINESS**

4. Appointment of Mr. AshokkumarMathur as an Independent Director.

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

**RESOLVED THAT** pursuant to Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made there under, Mr. AshokkumarMathur (DIN : 00752964), who was appointed as an Additional Director of the Company by the Board of Directors with effect from May 31, 2015 and who holds office till the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. AshokkumarMathuras a candidate for the office of a director of the Company, be and is hereby appointed as an Independent Director of the Company for a period up to 30<sup>th</sup>May, 2020, not liable to retire by rotation.”

5. Appointment of Ms. Deepika Uttamchandani as an Independent Director:

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

**“RESOLVED THAT** pursuant to Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made there under, Ms. Deepika Uttamchandani (DIN : 07173189), who was appointed as an Additional Women Director of the Company by the Board of Directors with effect from March 31, 2015 and who holds office till the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Ms. Deepika Uttamchandani as a candidate for the office of a director of the Company, be and is hereby appointed as an Independent Director of the Company for a period upto March 30, 2020, not liable to retire by rotation.”

6. **APPOINTMENT OF MR. SHIV SHANKAR BHOOTRA AS MANAGING DIRECTOR.**

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

**“RESOLVED THAT** pursuant to Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), consent of the Company be and is hereby accorded for appointment of Mr. Shiv Shankar Bhootra as Managing Director of the Company, for a period of 3 years w.e.f. 1st October, 2015, on the following terms :

1. Salary : Rs. 7,500/- basic salary per month w.e.f. 1st October, 2015 upto maximum basic salary of Rs. 20,000/- per month.

2. Other benefit and perquisites: NIL.

**“RESOLVED FURTHER THAT** pursuant to provisions of Section 197, Schedule V and other applicable provisions of the Companies Act, 2013 including any statutory modification or re-enactment thereof, the remuneration as mentioned above be paid as minimum remuneration to Mr. Shiv Shankar Bhootra notwithstanding that in any financial year of the Company during his tenure as Managing Director, the Company has made no profits or profits are inadequate.”

**RESOLVED FURTHER THAT** the Board of Directors of the company and / or any committee thereof be and is hereby authorized to alter or vary any or all of the terms, conditions and / or to increase the remuneration of Mr. Shiv Shankar Bhootra as approved subject to a maximum monthly basic salary of Rs. 20,000/- and perquisites including the monetary value thereof within the limits specified in Schedule V to the Companies Act, 2013, without any further reference to the Company in general meeting.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the board of directors of the company and / or any committee be and is

hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable in the said regard."

**7. To approve and adopt the new set of Articles of the Company:**

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

**"RESOLVED THAT** the Articles of Association of the Company a copy of which is placed before the meeting, duly initialed by the Chairman, be and are hereby approved and adopted as the Articles of Association of the company in substitution to and exclusion of the existing Articles of Association of the company."

**"RESOLVED FURTHER THAT** any of the Directors of the company be and is hereby authorized to sign and submit necessary forms and documents as may be necessary for giving effect for acceptance of new Articles of Association in place of existing with the Ministry of Corporate Affairs, Office of Registrar of Companies, Ahmedabad."

**DATE : 04.09.2015**  
**PLACE: Ahmedabad**

**FOR AND ON BEHALF OF THE BOARD**

**Sd/-**  
**SHIV SHANKAR BHOOTRA**  
**(DIRECTOR)**  
**DIN: 02925617**

**NOTES :**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER. Proxy in order to be valid must be received by the company not less than forty eight hours before the time of holding the Meeting.
2. Pursuant to the provisions of Section 91 of the Companies Act, 2013 (corresponding to 154 of the Companies Act, 1956), the Register of Members and Share Transfer Books of the Company will remain closed from 26<sup>th</sup> September 2015 to 30<sup>th</sup> September 2015, both days inclusive.
3. All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection by the Members at the Registered office of the Company during office hours on all working days between 11.00 a.m. and 5.00 p.m. on all days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the annual general meeting.
4. Members desiring any information as regards the operations of the Company are requested to write to the Company at least 5 days in advance so as to enable the management to keep the information ready at the meeting
5. **Voting through electronic means** :In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to

exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting. The Company has signed an agreement with CDSL for facilitating such e-Voting by the Members. Kindly note that each Member can opt for only one mode for voting i.e. either by Physical Ballot or by E-voting. However, in case members cast their vote both via physical ballot and e-voting, then voting through postal ballot shall prevail and voting done by e-voting shall be treated as invalid.

The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com).

- The e-voting facility will be available on and from 27th September, 2015 at 9.00 a.m., and ends on 29th September, 2015 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 24.09.2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Company has appointed Mr. A. Santoki & Associates, Company Secretary, (Membership No. 4189) (Address : 203, Abhishek Complex, B/h Navgujarat Collage, RBI lane, Income Tax, Ahmedabad -380014) as the Scrutinizer to scrutinize the e-voting process (including the physical ballots received from members who don't have access to the e-voting process) in a fair and transparent manner.
- The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

**The procedure and instructions for members for voting through electronic means are as under:**

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

- (i) The voting period begins on 27<sup>th</sup> September, 2015 at 9.00 a.m. and ends on 29<sup>th</sup> September, 2015 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **24.09.2015** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

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

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <SAUMYA CAPITAL LIMITED> on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxi) The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (xxii) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.arcadiamercantile.com](http://www.arcadiamercantile.com) and on the website of CSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.



6. Members who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiatives of Ministry of Corporate Affairs are being sent Notice of Annual General Meeting by e-mail and others are sent by post. Members have option to vote either through e-voting or through Physical Ballot Form which will be provided at the venue of the AGM. Members who have received Annual Report by e-mail and who wish to seek duplicate Annual Report from M/s. Saumya Capital Limited, 5, FIRST FLOOR, AKAR COMPLEX, DARPAN FIVE ROADS, NAVRANGPURA, AHMEDABAD 380009; Email:[arcadiamercantile@gmail.com](mailto:arcadiamercantile@gmail.com);

Kindly note that the Members can opt only one mode of voting, i.e. either by Physical Ballot which shall be provided at the venue of the AGM or e-Voting. If you are opting for e-Voting, then do not vote by Physical Ballot also and vice versa. However, in case shareholders cast their vote by physical ballot and e-Voting, then voting done through e- voting shall prevail and voting done through physical ballot will be treated as invalid.

**INFORMATION AS REQUIRED UNDER CLAUSE 49(IV)(G) OF THE LISTING AGREEMENT IN RESPECT OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING**

<b>Name of Director</b>	<b>Mr. Shiv Shankar Bhootra</b>	<b>Mr. Ashokkumar Mathur</b>	<b>Ms. Deepika Uttamchandani</b>
Date of Birth	17/07/1965	12/04/1954	06/10/1986
Date of appointment	18/11/2011	31/05/2015	31/03/2015
Qualification	Bcom	B Com	Bcom
Expertise in specific functional area	He is having experience of 16 Years in dealing in Security business	He is having 7 years of experience in trading activity	Having considerable experience in the field of Finance and Accounts
Directorship held in other companies (excluding private & foreign companies)	NIL	NiL	NIL
Membership/ Chairmanship of committees in other public company	NIL	NIL	NIL
Shareholding in the company	NIL	NIL	NIL

None of the Directors are related to each other.

## **ANNEXURE TO THE NOTICE**

### **Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013.**

#### **Item No. 4: APPOINTMENT of Mr. ASHOKKUMAR MATHUR AS AN INDEPENDENT DIRECTOR:**

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, **MR. ASHOKUMAR MATHUR** as an Additional Director of the Company with effect from May, 31 2015. In terms of the provisions of Section 161(1) of the Act, Mrs. POONAM SHAH would hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of **MR. ASHOKUMAR MATHUR** for the office of Director of the Company.

**MR. ASHOKUMAR MATHUR** is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Section 149 of the Act inter alia stipulates the criteria of independence. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from **MR. ASHOKUMAR MATHUR** that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. **MR. ASHOKUMAR MATHUR** possesses appropriate skills, experience and knowledge. In the opinion of the Board, **MR. ASHOKUMAR MATHUR** fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. **MR. ASHOKUMAR MATHUR** is independent of the management.

**MR. ASHOKUMAR MATHUR**, 61 Years, Bachelor of Commerce (B.Com.), is having good experience of trading of shares and securities. He is proposed to be appointed as an Independent Director of the Company for a period upto May 30, 2020, not liable to retire by rotation. He was first appointed on the Board on 31<sup>st</sup> May, 2015 by the Board of Directors as Additional Director. At present, he is not holding any shares of the company. He has no relationship with any Director, Manager of Key Managerial Personnel of the company. He does not hold Membership or Chairmanship of any committees of the Board of other companies.

Copy of the draft letter for appointment of **MR. ASHOKUMAR MATHUR** as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company. This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

**MR. ASHOKUMAR MATHUR** is interested in the resolution set out at Item No. 4 of the Notice with regard to his appointment. Relatives of **MR. ASHOKUMAR MATHUR** may be deemed to be interested in the resolution set out at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in anyway, concerned or interested, financially or

otherwise, in these resolutions. The Board recommend the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

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

**Item No. 5 APPOINTMENT OF Ms. DEEPIKA UTTAMCHANDANI AS AN INDEPENDENT DIRECTOR:**

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Ms. Deepika Uttamchandani as an Additional Director of the Company with effect from March, 31 2015. In terms of the provisions of Section 161(1) of the Act, Ms. Deepika Uttamchandani would hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Deepika Uttamchandani for the office of Director of the Company.

Ms. Deepika Uttamchandani is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Section 149 of the Act inter alia stipulates the criteria of independence. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Ms. Deepika Uttamchandani that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Ms. Deepika Uttamchandani possesses appropriate skills, experience and knowledge. In the opinion of the Board, Ms. Deepika Uttamchandani fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Mrs. POONAM SHAH is independent of the management.

Ms. Deepika Uttamchandani, 29 Years, Bachelor of Commerce (B.Com.), is having experience of 2 years in development of Housing and Commercial Properties and also in finance and accounts. She is proposed to be appointed as an Independent Women Director of the Company for a period upto March 30, 2020, not liable to retire by rotation. She was first appointed on the Board on 31<sup>st</sup> March, 2015 by the Board of Directors as Additional Women Director. At present, she is not holding any shares of the company. She has no relationship with any Director, Manager of Key Managerial Personnel of the company. She is not a Director in nor holds Membership or Chairmanship of any committees of the Board of other companies.

Copy of the draft letter for appointment of Ms. Deepika Uttamchandani as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company. This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Ms. Deepika Uttamchandani is interested in the resolution set out at Item No. 3 of the Notice with regard to his appointment. Relatives of Ms. Deepika Uttamchandani may be deemed to be interested in the resolution set out at Item No. 3 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in anyway, concerned or interested, financially or otherwise, in these resolutions. The Board recommend the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

**Item No. 6 TO APPROVE AND ADOPT THE NEW SET OF ARTICLES OF THE COMPANY:**

The present set of Articles of Association of the company was adopted by our company as per the requirements of provisions of Companies Act, 1956. As per the requirements of Companies Act, 2013, Articles of Association is required to be altered and as such Management decided to adopt new set of Articles of Association in substitution of the present Articles of Association as per the requirements of Companies Act, 2013.

As the Section-14 of the Companies Act, 2013 requires that the members of the Company should pass Special Resolution for the alteration of the Articles of Association of the Company. The Resolution is intended for this purpose.

The Board of Directors recommends to pass the resolution as Special Resolution. None of the Directors, key managerial personnel of the company or their relatives is in any way concerned or interested in the resolution.

A copy of the new set of Articles of Association of the Company is available for inspection by the members of the company at its Corporate Office between 11.00 AM and 5.00 PM on any working day (except Sunday & Bank Holidays) of the company.

**DATE : 04.09.2015**  
**PLACE: Ahmedabad**

**FOR AND ON BEHALF OF THE BOARD**

**Sd/-**

**SHIV SHANKAR BHOOTRA**  
**(DIRECTOR)**  
**DIN: 02925617**

## **DIRECTOR'S REPORT**

To  
The Members  
**SAUMYA CAPITAL LIMITED**

Your Directors have pleasure in presenting their Annual Report of the Company together with the Audited Accounts for the financial year ended on 31st March, 2015 for your perusal, consideration and adoption.

### **State of Affairs of the Company:**

<b><u>Particulars</u></b>	<b><u>Current Year 2014-15</u></b>	<b><u>Previous year 2013-14</u></b>
<b><u>Sales</u></b>	1242085	2373000
<b><u>other Income</u></b>	808853	NIL
<b><u>Less: Expenditure</u></b>	2243997	2470990
<b><u>Profit Before Exceptional, Extraordinary Items &amp; Taxation</u></b>	(193059)	(97990)
<b><u>Exceptional Items</u></b>	NIL	NIL
<b><u>Extra Ordinary Items</u></b>	NIL	NIL
<b><u>Profit/(Loss) before Taxation</u></b>	(193059)	(97990)
<b><u>Less : Current Tax</u></b>	NIL	NIL
<b><u>Less : Deferred Tax Charge/ (Credit)</u></b>	NIL	NIL
<b><u>Profit/(Loss) after Tax</u></b>	(193059)	(97990)
<b><u>Profit for the periodAmount carried to Reserve</u></b>	NIL	NIL

### **COMPANY'S PERFORMANCE:**

During the year under review, state of affairs of the company as compared to the previous year. Your company earned a total income of Rs.20,50,938/- (Previous Year Rs.23,73,000/-) and a net profit after tax of Rs.(1,93,059/-) as compared to net profit after tax of (97,990/-) of previous year.

### **DIVIDEND:**

Your directors do not recommend any dividend for the current year.

### **DIRECTOR:**

Mr. Shiv Shankar Bhootra retires by rotation and being eligible has offered himself for re-appointment.

Mr. Ashokkumar Mathur, was appointed as additional director and that he is proposed to be appointed as an independent director for five consecutive years for a term upto May 30, 2020 as per provisions of Section 149 and other applicable provisions of the companies act, 2013.

During the period the Board of Directors had appointed Ms. Deepika Uttamchandani as an Additional Women Director (Independent) of the Company w.e.f. 31<sup>st</sup> March , 2015. The Company has received a notice from a member proposing appointment of Ms. Deepika Uttamchandani as an Independent Director. The Board recommends passing of the resolution appointing Deepika Uttamchandani as an Independent Director of the Company for a period up to March 30, 2020, not liable to retire by rotation

During the year, the non executive director has no pecuniary relation or transaction with the company.

### **FINANCIAL YEAR:**

There is no revision in financial statements or board report u/s 131 of the Companies Act 2013 made by the company.

### **PARTICULARS OF THE EMPLOYEES:**

In terms of provisions of Section 197 read with Rule, 5 (2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, none of the employees are receiving remuneration as mentioned in the said section.

The information required pursuant to Section 197 read with Rule, 5 (1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is Nil.

### **STATUTORY AUDITORS:**

At the Annual General Meeting held on September 30, 2014, M/s Vishves A. Shah & Co., Chartered Accountants, were appointed as statutory auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2019. In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of M/s Vishves A. Shah & Co., Chartered Accountants, as statutory auditors of the Company, is placed for ratification by the shareholders. In this regard, the Company has received a certificate from the auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

### **AUDITORS' REPORT:**

The observations of the Auditors in their Report and Notes Attached to the Accounts to the Accounts are Self-Explanatory and do not require any Further Clarifications.

### **CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Particulars with respect to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as required under Section 134 (3)(m) of the Companies Act, 2013, read with the Rule, 8 (3) of the Companies (Accounts) Rules, 2014, are given in the "Annexure-I" attached hereto and forms part of this Report.

### **EXTRACT OF ANNUAL GENERAL MEETING:**

As provided under Section 92(3) of the Act, the extract of annual return is given in "Annexure II" in the prescribed Form MGT-9, which forms part of this report.

### **SECRETARIAL AUDIT:**

Pursuant to provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, your Company engaged the services of M/s. A. Santoki & Associates, Company Secretary in Practice, Ahmedabad to conduct the Secretarial Audit of the Company for the financial year ended March 31, 2015. The Secretarial Audit Report (in Form MR-3) is attached as "Annexure-III" to this Report.

Explanation on qualification adverse remark made in Secretarial Audit Report:

Qualification/ Adverse Remark	Explanation
NIL	NIL



## **BOARD MEETINGS HELD DURING THE YEAR:**

During the year nine meetings of the Board of Directors were held. The details of the meetings are furnished in the Corporate Governance Report which is part of this Report.

## **DIRECTORS' RESPONSIBILITY STATEMENT:**

- To the best of our knowledge and belief and according to the information and explanations obtained by us, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:
- In the preparation of the annual financial statements for the year ended March 31, 2015, the applicable Accounting Standards had been followed along with proper explanation relating to material departures.
- For the financial year ended March 31, 2015, such accounting policies as mentioned in the Notes to the financial statements have been applied consistently and judgments and estimates that are reasonable and prudent have been made so as to give a true and fair view of the state of affairs of the Company and of the Profit and Loss of the Company for the year ended March 31, 2015.
- That 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.
- The annual financial statements have been prepared on a going concern basis.
- That proper internal financial controls were followed by the Company and that such internal financial controls are adequate and were operating effectively.
- That proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

## **CODE OF CONDUCT:**

The Board has laid down a Code of Conduct for all Board Members and Senior Management of the Company. Board Members and Senior Management Personnel have affirmed Compliance with the Code for the period 2014-15. A separate declaration to this effect is made out in the Corporate Governance Report.

The Company has adopted code of practices and procedures for fair disclosures of unpublished price sensitive information and code of conduct as required under Regulation (8)(1) and Regulation (9)(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

**LISTING:**

The shares of the Company are listed on Bombay Stock Exchange Limited (BSE).

**CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION & ANALYSIS:**

A separate section on Corporate Governance and a Certificate from Auditors of the company regarding compliance of conditions of Corporate Governance as stipulated under clause 49 of the Listing Agreement together with the Management Discussion and Analysis of the financial position of the company forms part of the Annual Report.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

During the year ended 31st March, 2015, company has not given any Loans, Guarantees and/or made any Investments covered under the provisions of Section 186 of the Companies Act, 2013.

**RELATED PARTY TRANSACTIONS:**

During the year ended 31st March, 2015, company has not entered into any Contracts and/or arrangements with related parties covered under section 188 of the Companies Act, 2013.

**MATERIAL CHANGES AND COMMITMENTS:**

There are no any material changes and commitments made between the financial years that affect the financial position of the company.

**REMUNERATION POLICY:**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

**RISK MANAGEMENT POLICY:**

The Board of the Company has formed a risk management committee to frame, implement and monitor the risk management plan for the Company. The committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The audit committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. The development and implementation of risk management policy has been covered in the management discussion and analysis, which forms part of this report.

### **POLICY ON PREVENTION OF SEXUAL HARASSMENT:**

The Company has formulated and implemented a policy for Prevention of Sexual Harassment of Women at workplace. During the year under review, the Company has not received any complaints under the policy.

### **CORPORATE SOCIAL RESPONSIBILITY:**

Company was not required to formulate policy on Corporate Social Responsibility as your company is not falling with the provisions of Section 135 of Companies Act, 2013.

### **DECLARATION BY INDEPENDENT DIRECTORS:**

The company has received necessary declaration from each independent director under section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in section 149(6) of the Companies Act, 2013 and clause 49 of the Listing Agreement.

### **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 Audit, Nomination & Remuneration, Risk Management and Stakeholder Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

### **VIGIL MECHANISM/ WHISTLE BLOWER POLICY:**

Pursuant to Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Clause 49 of the Listing Agreement, the Board of Directors had approved the Policy on Vigil Mechanism/ Whistle Blower and the same was hosted on the website of the Company. This Policy inter-alia provides a direct access to the Chairman of the Audit Committee.

Your Company hereby affirms that no Director/ employee has been denied access to the Chairman of the Audit Committee and that no complaints were received during the year.

### **DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATES:**

Company has not any subsidiary company/Joint Ventures/Associates.

### **FIXED DEPOSITS:**

During the year under review, your Company did not accept any deposits within the meaning of provisions of Chapter V – Acceptance of Deposits by Companies of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY:**

There are no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company.

**ACKNOWLEDGEMENT:**

The directors thank the Company's employees, customers, vendors, investors and academic institutions for their continuous support. The directors also thank the government of various countries, government of India, the governments of various states in India and concerned government departments / agencies for their co-operation.

The directors appreciate and value the contributions made by every member of the Saumya Capital Limited.

**DATE : 30.05.2015**  
**PLACE: Ahmedabad**

**FOR AND ON BEHALF OF THE BOARD**

**Sd/-**  
**SHIV SHANKAR BHOOTRA**  
**(DIN :02925617)**  
**(CHAIRMAN)**

## **Annexure I**

**Conservation of energy, technology absorption and Foreign exchange earnings and outgo** [Section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014]

**(A) CONSERVATION OF ENERGY:**

- (i) The steps taken or impact on conservation of energy : It mainly includes selection and installation of energy efficient equipments and energy saving devices.
- (ii) The steps taken by the company for utilizing alternate sources of energy :None
- (iii) The capital investment on energy conservation equipments : Nil

**(B) TECHNOLOGY ABSORPTION:**

- (i) The efforts made towards technology absorption : None
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution : N.A.
- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-
  - (a) The details of technology imported : None
  - (b) The year of import : N.A.
  - (c) Whether the technology been fully absorbed : N.A.
  - (d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof : N.A.
- (iv) The expenditure incurred on Research and Development : Nil

**(C) FOREIGN EXCHANGE EARNINGS & OUTGO:**

Foreign Exchange Earnings : Rs. Nil  
Foreign Exchange Outgoes : Rs. Nil

**DATE : 30.05.2015**  
**PLACE: Ahmedabad**

**FOR AND ON BEHALF OF THE BOARD**

Sd/-  
**SHIV SHANKAR BHOOTRA**  
**(DIN :02925617)**  
**(CHAIRMAN)**

**Annexure II**  
**Extract of the Annual Return**

**Form MGT-9**

CIN:-	L65910GJ1997PLC033191
Name of the Company	SAUMYA CAPITAL LIMITED
Registration Date	17/10/1997
Category of the Company	Company Limited by Shares
Sub-Category of the Company	India Non-Government Company
Register office Address :	5, First Floor, Akar Complex, Darpan Five Roads, Navrangpura, Ahmedabad-380009
Contact Detail :	09828384183
Listed :	Yes
Stock Exchange :	Bombay Stock Exchange
Registrar and Transfer Agent :	Cameo Corporate Services Ltd Subramanian Building #1, Club House Road Chennai 600 002 - India. Ph : 91-44 - 2846 0390 (5 lines) E-mail : <a href="mailto:cameo@cameoindia.com">cameo@cameoindia.com</a>

Principal Business Activities of the Company:

Short description of the principal product.

Sr #	Name and Description of main product/services	NIC Code of the Product/Service	% to total turnover of the Company
1.	Trading of various types of share, stocks, scrips and other financial instruments.	661	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

S. No	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	NONE	N.A.	NONE	N.A.	N.A.

## Shareholding Pattern

### *i. Category wise Share Holding*

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	250967	NIL	250967	3.97	250967	NIL	250967	3.97	N.A.
b) Central Govt	NIL	NIL	N.A.	N.A.	NIL	NIL	N.A.	N.A.	N.A.
c) State Govt(s)	NIL	NIL	N.A.	N.A.	NIL	NIL	N.A.	N.A.	N.A.
d) Bodies Corp.	NIL	NIL	N.A.	N.A.	NIL	NIL	N.A.	N.A.	N.A.
e) Banks / FI	NIL	NIL	N.A.	N.A.	NIL	NIL	N.A.	N.A.	N.A.
f) Any other	NIL	NIL	N.A.	N.A.	NIL	NIL	N.A.	N.A.	N.A.
<b>Total shareholding of Promoter (A)</b>	<b>250967</b>	<b>NIL</b>	<b>250967</b>	<b>3.97</b>	<b>250967</b>	<b>NIL</b>	<b>250967</b>	<b>3.97</b>	<b>N.A.</b>
<b>B. Public Shareholding</b>									
1. Institutions	NIL	NIL	N.A.	N.A.	NIL	NIL	N.A.	N.A.	N.A.
a) Mutual Funds	NIL	NIL	N.A.	N.A.	NIL	NIL	N.A.	N.A.	N.A.
b) Banks / FI	NIL	NIL	N.A.	N.A.	NIL	NIL	N.A.	N.A.	N.A.
c) Central Govt	NIL	NIL	N.A.	N.A.	NIL	NIL	N.A.	N.A.	N.A.
d) State Govt(s)	NIL	NIL	N.A.	N.A.	NIL	NIL	N.A.	N.A.	N.A.
e) Venture Capital Funds	NIL	NIL	N.A.	N.A.	NIL	NIL	N.A.	N.A.	N.A.
f) Insurance Companies	NIL	NIL	N.A.	N.A.	NIL	NIL	N.A.	N.A.	N.A.
g) FIIs	NIL	NIL	N.A.	N.A.	NIL	NIL	N.A.	N.A.	N.A.
h) Foreign Venture Capital Funds	NIL	NIL	N.A.	N.A.	NIL	NIL	N.A.	N.A.	N.A.
i) Others (specify)	NIL	NIL	N.A.	N.A.	NIL	NIL	N.A.	N.A.	N.A.
<b>Sub-total (B)(1):-</b>	<b>NIL</b>	<b>NIL</b>	<b>N.A.</b>	<b>N.A.</b>	<b>NIL</b>	<b>NIL</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>

<b>2. Non-Institutions</b>									
a) Bodies Corp.	874632	4600	879232	13.89	672167	4600	676767	10.69	(3.2)
i) Indian	NIL	NIL	N.A.	N.A.	NIL	NIL	N.A.	N.A.	N.A.
ii) Overseas	NIL	NIL	N.A.	N.A.	NIL	NIL	N.A.	N.A.	N.A.
b) Individuals	NIL	NIL	N.A.	N.A.	NIL	NIL	N.A.	N.A.	N.A.
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	630989	1023900	1654889	26.15	689059	1017000	1706059	26.96	0.81
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2060705	1424500	3485205	55.08	2076238	1420400	3496638	55.26	0.18
c) Others (specify)	NIL	NIL	N.A.	N.A.	NIL	NIL	N.A.	N.A.	N.A.
Non Resident Indians	NIL	NIL	N.A.	N.A.	NIL	NIL	N.A.	N.A.	N.A.
Overseas Corporate Bodies	NIL	NIL	N.A.	N.A.	NIL	NIL	N.A.	N.A.	N.A.
Foreign Nationals	NIL	NIL	N.A.	N.A.	NIL	NIL	N.A.	N.A.	N.A.
Clearing Members	1507	NIL	1507	0.02	NIL	NIL	N.A.	N.A.	(0.02)
Trusts	NIL	NIL	N.A.	N.A.	NIL	NIL	N.A.	N.A.	N.A.
Foreign Bodies - D R	NIL	NIL	N.A.	N.A.	NIL	NIL	N.A.	N.A.	N.A.
HUF	52300	3900	56200	0.89	197569	NIL	197569	3.12	2.23
<b>Sub-total (B)(2):-</b>	<b>3620133</b>	<b>2456900</b>	<b>6077033</b>	<b>96.03</b>	<b>3635033</b>	<b>2442000</b>	<b>6077033</b>	<b>96.03</b>	N.A.
Total Public Shareholding (B)=(B)(1)+(B)(2)	3620133	2456900	6077033	96.03	3635033	2442000	6077033	96.03	N.A.
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	NIL	NIL	N.A.	N.A.	NIL	NIL	N.A.	N.A.	N.A.
<b>Grand Total (A+B+C)</b>	<b>3871100</b>	<b>2456900</b>	<b>6328000</b>	<b>100</b>	<b>3886000</b>	<b>2442000</b>	<b>6328000</b>	<b>100</b>	<b>NIL</b>



### Shareholding of Promoters

S N	Shareholder's Name	Shareholding at the beginning of the year [ 31-03-2014]			Share holding at the end of the year [31-03-2015]			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbere d to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbere d to total shares	
1	Raju B.Desai	2,50,967	3.97	Nil	2,50,967	3.97	Nil	Nil

#### **I. Change in Promoters' Shareholding** (please specify if there is no change)

S N		Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the compa ny	No. of shares	% of total shares of the compa ny
	At the beginning of the year	2,50,967	3.97	Nil	N.A.
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Nil	N.A.	Nil	N.A.
	At the end of the year	2,50,967	3.97	2,50,967	3.97

**IV. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)**

Sr. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Anand Credit Limited				
	At the beginning of the year	294000	4.65	294000	4.65
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	N.A	NIL	N.A
	At the end of the year	294000	4.65	294000	4.65
2	Gadhecha Bharat Ugarchand				
	At the beginning of the year	70000	1.11	70000	1.11
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	N.A	NIL	N.A
	At the end of the year				
3	TrushitaB.Gadhecha				
	At the beginning of the year	70000	1.11	70000	1.11
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	N.A	NIL	N.A
	At the end of the year	70000	1.11	70000	1.11
4	ViralkumarPiyushkumar Patel				
	At the beginning of the year	104936	1.66	104936	1.66
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	N.A	NIL	N.A
	At the end of the year	104936	1.66	104936	1.66
5	East West TradelinkPvt. Ltd.				
	At the beginning of the year	68142	1.08	68142	1.08
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer /	NIL	N.A	NIL	N.A

	bonus/ sweat equity etc):				
	At the end of the year	68142	1.08	68142	1.08
6	ARIHANT CAP MARKET LIMITED				
	At the beginning of the year	87375	1.38	87375	1.38
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	N.A	NIL	N.A
	At the end of the year	87375	1.38	87375	1.38
7	NiravkumarSureshkumar Shah				
	At the beginning of the year	74200	1.17	74200	1.17
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	N.A	NIL	N.A
	At the end of the year	74200	1.17	74200	1.17
8	RiteshbhaiSureshkumar Shah				
	At the beginning of the year	87500	1.38	87500	1.38
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	N.A	NIL	N.A
	At the end of the year	87500	1.38	87500	1.38
9	ArunaTaparia				
	At the beginning of the year	82502	1.30	82502	1.30
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	N.A	NIL	N.A
	At the end of the year	82502	1.30	82502	1.30
10	Care Wealth Advisors Private Limited				
	At the beginning of the year	99000	1.56	99000	1.56
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	N.A	NIL	N.A
	At the end of the year	99000	1.56	99000	1.56
11	RiteshSureshkumar Shah				
	At the beginning of the year	236300	3.73	236300	3.73
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /	NIL	N.A	NIL	N.A

	decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year	236300	3.73	236300	3.73
12	Hitesh HarakhchandVora				
	At the beginning of the year	NIL	NA	NIL	NA
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	175000	2.77	175000	2.77
	At the end of the year	175000	2.77	175000	2.77
13	Sunder Sugnomal Bhatia				
	At the beginning of the year	NIL	NA	NIL	NA
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	138157	2.18	138157	2.18
	At the end of the year	138157	2.18	138157	2.18
14	MukeshSinghvi				
	At the beginning of the year	96726	1.53	96726	1.53
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NA	NIL	NA
	At the end of the year	96726	1.53	96726	1.53
15	AlpeshJ.Shah				
	At the beginning of the year	NIL	NA	NIL	NA
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	81630	1.29	81630	1.29
	At the end of the year	81630	1.29	81630	1.29

**V. Shareholding of Directors and Key Managerial Personal:**

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the company
For Each of the Directors and KMP					
1	<b>Shiv Shankar Bhootra</b>				
	At the beginning of the year	<b>Nil</b>	<b>N.A.</b>	<b>Nil</b>	<b>N.A.</b>
	Date wise Increase /Decrease in Promoters shareholding during the year specifying the reasons for increase / decrease	<b>Nil</b>	<b>N.A.</b>	<b>Nil</b>	<b>N.A.</b>
	At the End of the year	<b>Nil</b>	<b>N.A.</b>	<b>Nil</b>	<b>N.A.</b>
2	<b>Shamsher Singh</b>				
	At the beginning of the year	<b>Nil</b>	<b>N.A.</b>	<b>Nil</b>	<b>N.A.</b>
	Date wise Increase /Decrease in Promoters shareholding during the year specifying the reasons for increase / decrease	<b>Nil</b>	<b>N.A.</b>	<b>Nil</b>	<b>N.A.</b>
3	<b>Ashok Kumar Mathur</b>				
	At the beginning of the year	<b>Nil</b>	<b>N.A.</b>	<b>Nil</b>	<b>N.A.</b>
	Date wise Increase /Decrease in Promoters shareholding during the year specifying the reasons for increase / decrease	<b>Nil</b>	<b>N.A.</b>	<b>Nil</b>	<b>N.A.</b>

**Indebtedness:**

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

	Secured Loans excluding deposits	Unsecured Loan	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal Amount	NIL	16,02,238	NIL	NIL
ii. Interest due but not paid	NIL	NIL	NIL	NIL
iii. Interest accrued but not due	NIL	NIL	NIL	NIL

<b>Total (i+ii+iii)</b>	NIL	16,02,238	NIL	NIL
Change in Indebtedness during the financial year				
• Addition	NIL	3,49,770	NIL	NIL
• Reduction	NIL	NIL	NIL	NIL
<b>Net Change</b>	NIL	3,49,770	NIL	NIL
Indebtedness at the end of the financial year				
i. Principal Amount	NIL	19,52,008	NIL	NIL
ii. Interest due but not paid	NIL	NIL	NIL	NIL
iii. Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	NIL	19,52,008	NIL	NIL

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

SN	Particulars of Remuneration	Name of MD/WTD/ Manager/Executive Director	Total Amount
		Mr. Shiv Shankar Bhootra	
1	Gross salary	NIL	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	N.A	N.A.
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	N.A	N.A.
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission - as % of profit - others, specify...	NIL	NIL
5	Others, please specify	NONE	N.A.
	Total (A)	NIL	NIL
	Ceiling as per the Act	NONE	N.A.

**B. Remuneration to other directors:**

SN	Particulars of Remuneration	Name of Directors		Total Amount
1	Independent Directors	Shamsher Singh	Himmat Singh Shekhawat	
	Fee for attending board committee meetings	NIL	NIL	NIL
	Commission	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL
2	Other Non-Executive Directors	....	....	....
	Fee for attending board committee meetings	....	....	....
	Commission	....	....	....
	Others, please specify	....	....	....
	Total (2)	....	....	....
	Total (B)=(1+2)	NIL	NIL	NIL
	Total Managerial Remuneration	NIL	NIL	NIL
	Overall Ceiling as per the Act	NIL	NIL	NIL

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

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A.	N.A.	N.A.	N.A.
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	N.A.	N.A.	N.A.	N.A.
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	N.A.	N.A.	N.A.	N.A.
2	Stock Option	N.A.	N.A.	N.A.	N.A.
3	Sweat Equity	N.A.	N.A.	N.A.	N.A.
4	Commission	N.A.	N.A.	N.A.	N.A.
	- as % of profit	N.A.	N.A.	N.A.	N.A.
	others, specify...	N.A.	N.A.	N.A.	N.A.
5	Others, please specify	N.A.	N.A.	N.A.	N.A.
	Total	N.A.	N.A.	N.A.	N.A.

**Penalties/ Punishment/ Compounding of Offences:None**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give details)
<b>A. Company</b>					
Penalty			Nil		
Punishment					
Compounding					
<b>B. Directors</b>					
Penalty			Nil		
Punishment					
Compounding					
<b>C. Other Officers in Default</b>					
Penalty			Nil		
Punishment					
Compounding					

**DATE : 30.05.2015**  
**PLACE: Ahmedabad**

**FOR AND ON BEHALF OF THE BOARD**

**Sd/-**  
**SHIV SHANKAR BHOTRA (DIN :02925617)**  
**(CHAIRMAN)**



**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31.03.2015

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

**SECRETARIAL AUDIT REPORT OF M/S SAUMYA CAPITAL LIMITED**

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

To,  
The Members,  
M/s. Saumya Capital Limited  
5, First Floor, Akar Complex,  
Darpan Five Roads, Navrangpura  
Ahmedabad-380009

I/We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Saumya Capital Limited, CIN :L65910GJ1997PLC033191** ("the Company"). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

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

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

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

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

- (i) Secretarial Standard on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI). **(Not Applicable to the company during the Audit Period)**
- (ii) The Listing Agreements entered into by the Company with the Stock Exchange(s) namely the Bombay Stock Exchange of India Limited (BSE).

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

- (A) Non Compliance of Clauses of The Companies Act, 2013 (the Act) and the rules made there under;
- (1) Pursuant to provisions of section 149 of the Act, listed companies shall appoint at least one woman director into the Board, and the same shall be complied within one year from 1st April 2014, However company has made appointment of woman Director as on 31<sup>st</sup> March, 2015.

**(B) Non Compliance of Clauses of Listing Agreement with Stock Exchanges;**

Company, during the year under review, has done the filing as required to be done as per various clauses of Listing Agreement, with the BSE Limited.

**I/We further report that**

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
3. I/We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**Date: 30.05.2015**  
**Place : Ahmedabad**

**For A. SANTOKI & ASSOCIATES**  
**Company Secretaries**

**Sd/-**  
**(AJIT SANTOKI)**  
**C.P.NO.: 2539**

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **1. Financial Review**

Company earned net profit of Rs. **(1,93,059/-)** during the year as compared to net profit for previous year was Rs. **(97,990/-)**. Company has achieved Turnover of Rs. **12,42,085/-** as compared to the turnover of **23,73,000/-** for the previous year.

### **2. Future Outlook**

Based on the buoyancy of the Indian Economy, the overall scenario and steps taken by the management, the future outlook of your company looks bright.

### **3. Risk and Concern**

There are no risks and concerns other than the fluctuation in the global economy.

### **4. Internal Control Systems**

The Company has a risk focused, Internal Control System to analyze and report to the management on the day-to-day operations of the Company. Efforts are being made to continuously strengthen it further. The internal control system ensures protection of assets and proper recording of all transactions.

The Internal Audit Programme is finalized in consultation with the internal Auditors and the audit committee of the Board. The reports of the internal auditors, observations and recommendations, significant risk area assessments and adequacy of internal controls are periodically discussed and reviewed in Audit Committee's observations.

### **5. Environmental Issues**

As the company is not in the field of manufacture, the matter relating to produce any harmful gases and the liquid effluents are not applicable.

### **6. Cautionary Statement**

Statement in this report on Management Discussion and Analysis may be forward looking statements within the meaning of applicable security laws or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could however, differ materially, from those expressed or implied. Important factors that could make a difference to the company's operations include global and domestic demand supply conditions, finished goods prices, raw material cost and availability and changes in government regulation and tax structure, economic development within India and the countries with which the company has business contacts and other factors such as litigation and industrial relations.

The Company assumes no responsibility in respect of forward - looking statements, which may be amended or modified in future on the basis of subsequent developments, information or events.

**DATE : 30.05.2015**

**PLACE: Ahmedabad**

**FOR AND ON BEHALF OF THE BOARD**

**Sd/-**

**SHIV SHANKAR BHOTRA (DIN :02925617)  
(CHAIRMAN)**

## **SAUMYA CAPITAL LIMITED**

### **REPORT ON CORPORATE GOVERNANCE**

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

The Company believes in functioning in a transparent manner with the basic philosophy being to enhance the shareholder value, keeping in mind the needs and interest of other shareholder. The following information is placed before the shareholders.

#### **BOARD OF DIRECTORS**

Company has three members on the Board of the Company constituting Non - executive directors. Composition of board of directors is as under:

- (1) Mr. Shiv Shankar Bhootra- Chairperson & Executive Director
- (2) Mr. Shamsher Singh - Non-Executive Independent Director
- (3) Mr. Himmat Singh Shekhawat- Non Executive Independent Director
- (4) Mrs Deepika Uttamchandani

#### **a) Numbers of Board Meeting held and the dates on which held:**

During the year the Company has held 6 Board Meetings as against the minimum requirement of 4 meeting. The meetings were held on:

28.05.2014, 18.07.2014, 17.10.2014, 14.02.2015, 27.02.2015 and 31.03.2015

#### **b) Director's presence in the Board Meeting held during the year:**

The details in regard to the attendance of Directors at Board Meetings/Shareholders Meetings held during the year as also the number of Directorship/s held by them in other Companies and the position of membership of Committee/s are given below:

Name of Director	Category of Director	No. of Board Meetings attended	Attendance at the last AGM	Directorships in other Indian Public Companies* as at 31st March 2015	Other Mandatory Committee** membership as at 31st March 2015	
					Chairman	Member
Mr. Shiv Shankar Bhootra	Chairman, Executive Director	6	Yes	NIL	NIL	NIL
Mr. Shamsher Singh	Non Executive Independent Director	6	Yes	NIL	NIL	NIL
Mr. Himmat Singh Shekhawat	Non Executive Independent Director	6	Yes	NIL	NIL	NIL
Ms Deepika Uttamchandani*	Non Executive Independent Director	NIL	NA	NIL	NIL	NIL
Mr Ashok kumar Mathur**	Non Executive Independent Director	NIL	NA	NIL	NIL	NIL

\*Ms Deepika Uttamchandani was appointed as Additional Director of the company w.e.f. 31.05.2015

\*\*Mr Ashok kumar Mathur was appointed as Additional Director w.e.f. 31.05.2015

## **Limit on number of Directorship**

As per Section 165 of the Companies Act, 2013 none of the director is holding directorship in more than 10 Public Limited Companies. As per Clause 49 of Listing Agreement, none of the Independent Director is serving as an Independent director in more than 7 (seven) listed companies. None of the director is appointed in 10 Committees or is acting as Chairman in more than 5 Committees across all companies in which he is director.

## **Separate meeting of Independent Directors**

The Company had facilitated independent directors to hold the separate meeting of independent directors on 31st March, 2015, without the attendance of non-independent directors and members of management.

### **c) Management & Function of the Board**

The day-to-day management of the Company is conducted by the Chairman in consultation with other Directors and subject to the supervision and control of the Board of Directors. The required information as enumerated in Annexure I to Clause 49 of the Listing Agreement is made available to the Board of Directors for discussions and consideration at Board Meetings.

### **d) Committees of the Board**

Currently the Board has Four committees viz Audit Committee, Shareholders' / Investors' Grievance Committee, Nomination/Remuneration Committee and Risk Management Committee.

## **AUDIT COMMITTEE**

### **a) Brief description of terms of reference:**

Terms of Reference of the Audit Committee are as per Section 177 of the Companies Act, 2013 and the guidelines set out in the listing agreements with the Stock Exchanges that inter-alia, include overseeing financial reporting processes, reviewing periodic financial results, financial statements and adequacy of internal control systems with the Management and adequacy of internal audit functions, discussions with the auditors about the scope of audit including the observations of the auditors and discussion with internal auditor on any significant findings.

### **b) Composition:**

The Audit Committee has been constituted in conformity with the requirements of Section - 177 of the Companies Act, 2013 and Clause - 49 of the Listing Agreement with Stock Exchanges.

At present the Audit Committee comprises of three Directors as under :

(1) Mr. Himmat Singh Shekhawat	Chairman
(2) Mr. Shamsher Singh	Member
(3) Mr. Shiv Shankar Bhootra	Member

Name	Position held	Attendance at Audit Committee meeting held on			
		28/05/2014	18/07/2014	17/10/2014	14/02/2015
Mr. Himmat Singh Shekhawat	Chairman	Yes	Yes	Yes	Yes
Mr. Shamsheer Singh	Member	Yes	Yes	Yes	Yes
Mr. Shiv Shankar Bhootra	Member	Yes	Yes	Yes	Yes

Minutes of meetings of the Audit Committee are circulated to members of the Committee and the Board is kept apprised.

Members of the Audit Committee have requisite financial and management expertise. The Statutory Auditors, Internal Auditor and the Chief Financial Officer are invited to attend and participate at meetings of the Committee.

### **NOMINATION/REMUNERATION COMMITTEE**

The remuneration committee consists of the following three Non -Executive, Independent Directors:

- |                                |          |
|--------------------------------|----------|
| (1) Mr. Shamsheer Singh        | Chairman |
| (2) Mr. Himmat Singh Shekhawat | Member   |
| (3) Ms. Deepika Uttamchandani  | Member   |

At present, no remuneration is paid to any Directors of the company. As there was no business to discuss, meeting of the Remuneration committee was not held during the year

Note:- As the Remuneration Committee Should comprise of Non-executive Directors The Company has appointed Ms. Deepika Uttamchandani as a Non-executive Director on 31<sup>st</sup> March 2015

### **Share Transfer and Shareholders / Investor Grievance Committee and Stakeholders Relationship Committee**

The Board of Directors have constituted a "Share Transfer and Shareholders / Investor Grievance Committee and stakeholders relationship committee" in line with the Listing Agreement, which is responsible for all matters concerning the share transfers, transmissions, issue of duplicate share certificates and attending to the grievance of the shareholders.

Shareholder's Committee consists of following Directors :

- |                                |          |
|--------------------------------|----------|
| (1) Mr. Shiv Shankar Bhootra   | Chairman |
| (2) Mr. Shamsheer Singh        | Member   |
| (3) Mr. Himmat Singh Shekhawat | Member   |

During the year under review, Shareholders committee met for following Dates.

The meetings were held on 30<sup>th</sup> June, 2014, 22<sup>nd</sup> September, 2014, 25<sup>th</sup> December, 2014 and 20<sup>th</sup> March, 2015.

The Company addresses all complaints, suggestions and grievances expeditiously and replies have been sent / issues resolved usually within 15 days except in case of dispute over facts or other legal constraints. During the year complaints were received from SEBI or shareholders were resolved satisfactory. No requests for share transfers are pending except those that are disputed or sub-judice.

### **Evaluation**

Committee has adopted a formal system of evaluating Board performance as a whole and the contribution of each individual director. An evaluation of Board performance is conducted annually to identify areas of improvement and as a form of good Board management practice. Each member of the Committee shall abstain from voting any resolutions in respect of the assessment of his performance or re-nomination as Director. The results of the evaluation exercise were considered by Committee which then makes recommendations to the Board aimed at helping the Board to discharge its duties more effectively.

### **Risk management committee**

As per revised Clause 49(VI) of the Listing Agreement entered by the Company with the Stock Exchanges, the Company is required to constitute a Committee viz., 'Risk Management Committee'.

Risk Management Committee consists of following Directors

Mr. Shiv Shankar Bhootra            Executive Director  
Mr. Shamsher Singh            Independent & Non-Executive Director  
Mr. HimmatSinghShekhawat Independent & Non-Executive Director

The Risk Management Committee shall be responsible for framing, implementing & monitoring the risk management plan of the Company.

### **Performance Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration, Stakeholder and Risk Management Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.



## **GENERAL BODY MEETING:**

<b>DATE</b>	<b>TYPE</b>	<b>TIME</b>	<b>VENUE</b>
30/09/2014	AGM	11.00 A.M.	577, New Cloth Market, Outside Raipur gate, Ahmedabad-380002
30/09/2013	AGM	11.00.A.M	577, New Cloth Market, Outside Raipur gate, Ahmedabad-380002
30/09/2012	AGM	11.00. A.M.	3,Malhar House,besideNikumh Complex, B/h National Handloom, Corporation office, C.G.Road, Ahmedabad-380006

During the year review, Company has not passed any resolution through Postal Ballot.

## **DISCLOSURE**

As per the disclosures given by the Directors of the Company there were no materially related party transactions attracting Section 188 of the Companies Act, 2013.

All the guidelines issued by the SEBI and Stock Exchange or other statutory authority on the matter related to capital markets are generally complied.

The Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India, to the extent applicable, in the preparation of the financial statement.

## **DETAILS OF COMPLIANCE WITH MANDATORY REQUIREMENT**

Clause 49 of the Listing Agreement mandates to obtain a certificate from either the Auditors or practicing company secretaries regarding compliance of conditions of Corporate Governance as stipulated in the clause and annex the certificate with the Director's Report, which is sent annually to all the Shareholders. The Company has obtained a certificate from its Auditors to this effect and the same is given as annexure to this report.

## **UNCLAIMED DIVIDENDS**

The Company will be required to transfer dividends which have remained unpaid/unclaimed for the period of 7 years to the Investor Education & Protection Fund established by the Government. However there is no such unclaimed/unpaid dividend for which Company has to transfer the same to the Investor Education & Protection Fund in this financial year.

## **CODE OF CONDUCT FOR SENIOR MANAGEMENT**

The Company has adopted a Code of Conduct for Directors and Senior Management. It is the responsibility of all employees and Directors to familiarize themselves with the Code and comply with the same. The Code includes provisions where the

employees of the Company can voice their concerns on violation and potential violation of this Code in a responsible and effective manner. All Board members and senior management personnel have confirmed compliance with the code. A declaration signed by the Chairman is attached and forms part of the Annual Report of the company.

### **CEO CERTIFICATION**

Chief Executive Officer (CEO) certification on financial statements pursuant to the provisions of Clause 49 of the listing agreement is annexed and forms part of the Annual Report of the company.

### **MEANS OF COMMUNICATION**

The means of communication between the Shareholders and Company are transparent and investor friendly. The quarterly results of the Company are published on website of the Company as required by the listing agreement.

### **GENERAL SHAREHOLDERS INFORMATION**

Annual General Meeting: (Date, Time and Venue)	Date: 30/09/2015 Time: 11.00 A.M. Venue: 5, First Floor, AkarComplex,Darpan Five Roads, Navrangpura, Ahmedabad-380009
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Financial Calendar:	1 <sup>st</sup> April 2014 to 31 <sup>st</sup> March 2015
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Date of Book Closure:	26 <sup>th</sup> September, 2015 to30 <sup>th</sup> September, 2015
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Dividend Payment Date:	No dividend declared.
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Compliance Officer :	SHIV SHANKAR BHOOTRA
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#### Tentative Financial Calendar

Publication of Quarterly Results ending 30 <sup>th</sup> June, 2015	Last week of July 2015
Publication of Quarterly Results ending 30 <sup>th</sup> Sep. 2015	Last week of Oct. 2015
Publication of Quarterly Results ending 31 <sup>st</sup> Dec. 2015	Last week of Jan. 2016
Publication of Quarterly Results ending 31 <sup>st</sup> March 2016	Last week of April 2016

### **LISTING ON STOCK EXCHANGE**

BombayStock Exchange Limited.

### **ADR/GDR**

The Company has not issued any ADR/GDR.

## **STOCK MARKET DATA**

Shares of the Company are generally not traded in the Stock Market. Presently Share of the company are listed on Bombay Stock Exchange where no trading take place.

## **SHARE TRANSFER SYSTEM**

Shareholder's correspondence should be addressed to the Company's Registrar and Share Transfer Agent at:

Cameo Corporate Services Ltd  
Subramanian Building,  
#1, Club House Road  
Chennai 600 002.  
Ph : 91-44 - 2846 0390 (5 lines)  
E-mail : [cameo@cameoindia.com](mailto:cameo@cameoindia.com)

**Distribution of Shareholding as on March 31, 2015.**

<b>No. of Equity shares held</b>	<b>No of share holders</b>	<b>% of shareholders</b>	<b>No of shares held</b>	<b>% of holding</b>
1-1000	446	20.19	394320	0.62
1001-5000	923	41.78	3004520	4.75
5001-10000	299	13.54	2504310	3.96
10001-20000	200	9.05	3023430	4.78
20001-30000	86	3.89	2194340	3.47
30001-40000	44	1.99	1585090	2.50
40001-50000	38	1.72	1780050	2.81
50001-100000	49	2.22	3520880	5.56
100001and above	124	5.61	45273060	71.54
<b>TOTAL</b>	<b>2209</b>	<b>100.00</b>	<b>63280000</b>	<b>100</b>

**Categories of Shareholders as on March 31, 2015**

	<b>Category</b>	<b>No. of Shares</b>	<b>% of Shares</b>
A	Promoter's Holding		
1	Indian Promoters	250967	3.97
2	Foreign Promoters	NIL	NIL
	<b>Sub total</b>	<b>250967</b>	<b>3.97</b>
B	Non-Promoters		
3	Institutional Investors	NIL	NIL
	A Mutual Funds and UTI	NIL	NIL
	B Banks, Financial Inst., Insurance Com. (Central State Gov. Inst. /Non- Gov Inst.)	NIL	NIL
	C FIIS	NIL	NIL
	<b>Sub total</b>	<b>NIL</b>	<b>NIL</b>
4	Others		
	A Private corporate Bodies	676767	10.69
	B Indian Public	5202697	82.22
	C NRIs / Clearing Member/OCBs/Trust/HUF	197569	3.12
	<b>Sub total</b>	<b>6328000</b>	<b>100</b>
	<b>GRAND TOTAL</b>	<b>6328000</b>	<b>100.000</b>

**Address for correspondence:**

**Saumya Capital Limited**  
5, FIRST FLOOR, AKAR COMPLEX,  
DARPAN FIVE ROADS, NAVRANGPURA  
AHMEDABAD-380009

## DECLARATION

The Board has laid down a code of conduct for all Board Members and Senior Management of the Company. The Board members and Senior Management have affirmed compliance with the code of conduct.

**DATE : 30.05.2015**

**FOR AND ON BEHALF OF THE BOARD**

**PLACE: Ahmedabad**

**Sd/-**

**SHIV SHANKAR BHOOTRA (DIN :02925617)  
(CHAIRMAN)**

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## CEO CERTIFICATION

I, Mr. Shiv Shankar Bhootra, Director, certify to the Board that:

(a) We have reviewed financial statements and the cash flow statement for the year ended on 31.03.2015 and that to the best of our knowledge and belief:

(i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.

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

(d) We have indicated to the auditors and the Audit committee

(i) Significant changes in internal control during the year;

(ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(iii) instances of significant fraud of which they 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.

(e) We further declare that the all Board Members and Senior Management have affirmed the compliance with the code conduct for the year 2014-15.

**DATE : 30.05.2015**

**FOR AND ON BEHALF OF THE BOARD**

**PLACE: Ahmedabad**

**Sd/-**

**SHIV SHANKAR BHOOTRA (DIN : 02925617)  
(CHAIRMAN)**

VISHVES A. SHAH & CO.  
Chartered Accountants  
316, Abhishek Plaza, B/h. Navgujarat College,  
Income Tax, Ashram Road Ahmedabad – 14.  
Ph. +91 98254 71182, +91 93777 71182  
E-Mail: vishvesca@gmail.com

## **Independent Auditor's Report**

To,  
The Members of,  
**SAUMYA CAPITAL LIMITED**

### **Report on Standalone Financial Statement**

We have audited the accompanying Standalone financial statements of “SAUMYA CAPITAL LIMITED” which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the year then ended, Cash flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

### **Managements' Responsibility for Standalone Financial Statements:**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## **Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made 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.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

## **Opinion**

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

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) in the case of the Statement of Profit and Loss, of the profit/ loss for the year ended on that date; and
- c) in case of Cash Flow Statement for the year ended 31<sup>st</sup> March 2015.

## **Emphasis of Matter:**

There is no such matter came across to put emphasis on during the course of our Audit.

## **Report on Other Legal and Regulatory Requirements.**

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
  - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c) The Balance Sheet, the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the Balance Sheet, the Statement of Profit and Loss comply with the Accounting Standards referred to in section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) In our Opinion and Explanation provided to us, to the best of our knowledge and belief there is not any financial transaction that affect adversely on the functioning of the company.
  - f) 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 sub-section (2) of section 164 of the Companies Act, 2013.
  - g) To the best of our knowledge and belief and explanation provided to us Financial Control System in place are adequate and it is operating effectively.
  - h) With respect to other matters to be included in auditor's report in accordance with Rule 11 of Companies ( Audit and Auditors) Rule, 2014; in our opinion and to the best of our information and according to the explanation provided to us:



- a. It may be noted that at present, no Rules relating to the amount of cess for rehabilitation or revival or protection of assets of sick industrial companies, payable by a company under section 269 of the Act have been notified by the central Government. Thus, it would not be possible for the auditor to comment on the regularity or otherwise about the cess till the time relevant rules or regulations are issued.
- b. The company does not have any pending litigations which would impact on financial position

Date : 30<sup>th</sup> May, 2015

Place : Ahmedabad

**For, Vishves A. Shah & Co.**

Chartered Accountants

Firm No.121356w

Sd/-

(Vishves A. Shah)

Proprietor

M. No. 109944

## SAUMYA CAPITAL LIMITED

### Annexure referred to in paragraph 1 of our report even date.

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

- (i) In Respect of the Fixed Assets:
  - a) Proper records showing full particulars including quantitative details and situation of Fixed Assets of the company are being updated.
  - b) The management physically verifies the fixed assets of the Company. No material discrepancies were noticed on verification.
  - c) No substantial parts of the fixed assets have been disposed off during the year. As per the new rules of Companies Act, 2013 remaining balance of Office Equipment is transferred to Reserves.
  
- (ii) In respect of its Inventories:
  - a) There is No Inventories during the year.
  
- (iii) In respect of Loan:
  - a) The company has taken any loans from Companies, Firms or other parties or directors and relative of the Director; Register maintained under section 189 of the Act.
  - b) In our opinion, the terms and conditions, on which loans have been taken from companies, firms or other parties listed in the register maintained under section 189 of the Companies Act 2013 and from the companies under the same management, are not, prima facie, prejudicial to the interest of the company.
  
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regards to purchases of inventory, fixed assets and with regards to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
  
- (v) In respect of Contracts or arrangements referred to in Section 189 of the Companies Act, 2013:

According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered in into the register maintained under section 189 of the Companies Act, 2013 have been so entered.

In our opinion and according to the information and explanation given to us, There is no any transaction more than Rs. 500000/- or more of purchase of goods and materials and sale of goods, materials and services, made in pursuance of contracts or arrangements entered in the registers maintained under section 301 and aggregating during the year in respect of each party, so this provision is not applicable.

- (vi) In our opinion and according to the information and explanations given to us, since the company has not accepted any deposits from the public the compliance with the provisions of sections 73 or any other relevant provisions of the Act and the rules frame there under with regard to the deposits accepted from the public are not applicable to the company. No order has been passed by the applicable authorities.
- (vii) In respect of Statutory Dues:
  - a) According to the information and explanation given to us, the company is generally regular in depositing with the appropriate authorities, undisputed statutory dues including Provident Fund, ESIC, Income Tax, Sales Tax, Excise Duty, Cess and any other material statutory dues applicable to it.
  - b) According to the information and explanations given to us, no disputed amounts payable in respect of income tax, wealth tax, sales tax, custom duty, excise duty and cess were outstanding, as at 31<sup>st</sup> March, 2015 for a period of more than six months from the date they become payable.
- (viii) The company have accumulated losses ff Rs. 6,78,39,344/- during the year company has incurred losses of Rs. 1,93,059/-
- (ix) According to the information and explanations given to us, the company has not granted loans and advances on the basis of securities by way of pledge of shares, debentures and other securities. Therefore the provisions of clause 4(xii) of the Companies (Auditors Report) order, 2015 are not applicable to the company
- (x) In our opinion, the company is not a Chit Fund or a NIDHI Mutual Benefit Fund/Society. Therefore the provisions of clause 4(xiii) of the Companies (Auditors Report) order, 2015 are not applicable to the company.
- (xi) In our opinion the company is dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of the clause 4 (xiv) of CARO 2015 are applicable to the company as regards dealing in or trading in shares, securities and other investments. No records available for verification purpose.
- (xii) As informed to us, the company has not given guarantees for loans taken by others from banks or financial institutions.

- (xiii) In our opinion, on the basis of information & explanations given to us, the term loans were not applied for the purpose for which they were raised.
- (xiv) In our opinion, on the basis of information and explanations given to us funds raised on Short term basis have not been used for Long-term investment.
- (xv) The company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 189 of the Act.
- (xvi) The company has not issued any debentures during the period covered by our audit report.
- (xvii) The company has not made any public issue of shares during the period covered by our audit report.
- (xviii) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the year.

Date : 30<sup>th</sup> May, 2015  
Place : Ahmedabad

**For, Vishves A. Shah & Co.**  
Chartered Accountants  
Firm No.121356w  
Sd/-

(Vishves A. Shah)  
Proprietor  
M. No. 109944

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2015.

**1. SIGNIFICANT ACCOUNTING POLICIES**

**(i) BASIS FOR PREPARATION OF FINANCIAL STATEMENTS.**

The financial statements have been prepared under the historical cost convention, in accordance with Accounting Standards issued by the Institute of Chartered Accountants of India and the provisions of the Companies Act, 2013, as adopted consistently by the company. All income and expenditure having a material bearing on the financial statements are recognized on accrual basis.

**(ii) REVENUE RECOGNITION.**

The Company follows the mercantile system of accounting and recognizes income and expenditure on accrual basis except in case of significant uncertainties.

**(iii) FIXED ASSETS AND DEPRECIATION.**

Fixed Assets are value at cost less depreciation. The depreciation has been calculated as prescribed in Companies Act, 2013 on single shift and if the Asset is purchased during the year depreciation is provided on the days of utilisation in that year.

**2. NOTES FORMING PART OF ACCOUNTS**

- (i) Balance of cash on hand at the end is accepted as certified by the management of the company
- (ii) The figures of the previous year are taken as it is from the report of the previous auditor.
- (iii) Balance of Sundry Debtors, Creditors, unsecured loans, Loans & advances are subject to confirmation of the parties.

For and on behalf of the board of directors

As per our attached report of even date

**For, SAUMYA CAPITAL LIMITED**

**For, Vishves .A. Shah & Co,**  
Chartered Accountants  
Firm No.121356w

Sd/-

Director

Sd/-

Place : Ahmedabad  
Date : 30<sup>th</sup> May, 2015

(Vishves A Shah)  
(Proprietor)  
M No:-109944

**SAUMYA CAPITAL LIMITED**  
Balance Sheet as at March 31, 2015

(Amount in INR)

Particulars	Note No.	As at March 31, 2015		As at March 31, 2014	
<b>I Equity &amp; Liabilities</b>					
<b>1. Shareholders' funds</b>					
(a) Share Capital	2	63,280,000		63,280,000	
(b) Reserves and Surplus	3	(67,839,344)		(67,357,702)	
(c) Money received against share warrants		-		-	
			<b>(4,559,344)</b>		<b>(4,077,702)</b>
<b>2. Share application money pending allotment</b>					
			-		-
<b>3. Non - Current Liabilities</b>					
(a) Long -Term Borrowings	4	1,952,008		1,602,238	
(b) Deferred Tax Liabilities (Net)		24,618		24,618	
(c) Other Long - Term Liabilities	5	3,076,821		3,076,821	
(d) Long - Term Provisions		-		-	
			<b>5,053,447</b>		<b>4,703,677</b>
<b>4. Current Liabilities</b>					
(a) Short - Term Borrowings		-		-	
(b) Trade Payables	6	836,591		836,591	
(c) Other Current Liabilities	7	345,000		-	
(d) Short - Term Provisions	8	78,500		-	
			<b>1,260,091</b>		<b>836,591</b>
<b>TOTAL</b>			<b>1,754,194</b>		<b>1,462,566</b>
<b>II Assets</b>					
<b>1. Non - Current Assets</b>					
<b>(a) Fixed Assets</b>					
(i) Tangible Assets	9	659,443		1,161,221	
(ii) Intangible Assets		-		-	
(iii) Capital Work-in-Progress		-		-	
(b) Non - Current Investments	10	-		-	
(c) Deferred tax assets (net)		-		-	
(d) Long - Term Loans and Advances	11	-		-	
(e) Other Non - Current Assets		-		-	
			<b>659,443</b>		<b>1,161,221</b>
<b>2. Current Assets</b>					
(a) Current Investments		-		-	
(b) Inventories		-		-	
(c) Trade Receivables	12	827,968		100,000	
(d) Cash and Cash equivalents	13	116,680		132,127	
(e) Short - Term Loans and Advances	14	69,218		69,218	
(f) Other Current Assets	15	80,885		-	
			<b>1,094,751</b>		<b>301,345</b>
<b>TOTAL</b>			<b>1,754,194</b>		<b>1,462,566</b>
<b>Significant Accounting Policies</b>					
	1				

As per our separate report of even date

See accompanying notes to the financial statements

**For, Vishves A. Shah & Co.**

Chartered Accountants

Firm No:-121356W

Sd/-

(Vishves A. Shah)

Proprietor

M. No. 109944

Place : AHMEDABAD

Date : 30-05-15

**For & on behalf of the Board**

**SAUMYA CAPITAL LIMITED**

Sd/-

Director

Sd/-

Director

**SAUMYA CAPITAL LIMITED**  
Statement of Profit and Loss for the year ended March 31, 2015

(Amount in INR)

Particulars		Note No.	For the year ended March 31, 2015		For the year ended March 31, 2014	
I	Revenue from Operations	16	1,242,085		2,373,000	
II	Other Income	17	808,853		-	
III	<b>Total Revenue (I + II)</b>			<b>2,050,938</b>		<b>2,373,000</b>
IV	<b>Expenses</b>					
	Cost of Materials Consumed					
	Purchases of Stock in Trade	18	1,068,120		1,627,034	
	Changes					
	s	19	-		-	
	Employee Benefit Expenses	20	345,000		588,000	
	Finance Costs	21	1,448		118,502	
	Depreciation and Amortization Expense	22	213,195		134,966	
	Other Expenses	23	616,234		2,488	
	<b>Total Expense</b>			<b>2,243,997</b>		<b>2,470,990</b>
V	<b>Profit before Exceptional and Extraordinary Items and Tax (III-IV)</b>			<b>(193,059)</b>		<b>(97,990)</b>
VI	Exceptional Items			-		-
VII	<b>Profit before Extraordinary Items and Tax (V-VI)</b>			<b>(193,059)</b>		<b>(97,990)</b>
VIII	Extraordinary Items	24		-		-
IX	<b>Profit Before Tax (VII-VIII)</b>			<b>(193,059)</b>		<b>(97,990)</b>
X	<b>Tax Expense:</b>					
	(a) Current Tax		-		-	
	(b) Deferred Tax		-		-	
	(c) Tax of Earlier Year		-		-	
	(d) MAT Credit Entitlement		-		-	
				-		-
XI	<b>Profit for the Period from Continuing Operations (IX - X)</b>			<b>(193,059)</b>		<b>(97,990)</b>
XII	Profit/(Loss) for the Period from Discontinuing Operations			-		-
XIII	Tax Expense of Discontinuing Operations			-		-
XIV	<b>Profit/(Loss) from Discontinuing Operations (After Tax) (XII-XIII)</b>			-		-
XV	<b>Profit for the Period (XI + XIV)</b>			<b>(193,059)</b>		<b>(97,990)</b>
XVI	<b>Earnings Per Equity Share</b> <b>(Face Value Rs. 10/- Per Share):</b>	25				
	Basic (Rs.)			(0.03)		(0.02)
	<b>Significant Accounting Policies</b>	1				

As per our separate report of even date

See accompanying notes to the financial statements

For, Vishves A. Shah & Co.

Chartered Accountants

Firm No:-121356W

Sd/-

(Vishves A. Shah)

Proprietor

M. No. 109944

Place :: AHMEDABAD

Date : 30/05/2015

For & on behalf of the Board  
SAUMYA CAPITAL LIMITED

Sd/-

Director

Sd/-

Director

**SAUMYA CAPITAL LIMITED**  
Notes to financial statements as at March 31, 2015

**Note 2 - Share Capital** (Amount in INR)

(a)	Particulars	As at March 31, 2015	As at March 31, 2014
	<b>Authorised :</b>		
	70,00,000 Equity Shares (Previous Year 70,00,000 Equity Shares) of Rs. 10/- each	7,00,00,000	7,00,00,000
	<b>TOTAL</b>	<u><u>7,00,00,000</u></u>	<u><u>7,00,00,000</u></u>
	<b>Issued, Subscribed and Paid-up :</b>		
	63,28,000 Equity Shares (Previous Year 63,28,000 Equity Shares) of Rs. 10/- each	63,280,000	63,280,000
	<b>TOTAL</b>	<u><u>63,280,000</u></u>	<u><u>63,280,000</u></u>

**(b) Detailed note on the terms of the rights, preferences and restrictions relating to each class of shares including restrictions on the distribution of dividends and repayment of capital.**

- i) The Company has only one class of Equity Shares having a par value of Rs. 10/- per share. Each holder of Equity Share is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. During the year ended 31st March 2015, the Company has not declared any dividend.
- ii) In the event of liquidation of the Company, the holders of Equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity shares held by the shareholders.

**(c) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period**

Particulars	As at March 31, 2015	As at March 31, 2014
<b>No. of shares at the beginning of the year</b>	6,328,000	6,328,000
<b>Add: Issue of Shares during the year</b>		
Subscriber to the Memorandum	-	-
Private Placement	-	-
<b>No. of shares at the end of the year</b>	<u><u>6,328,000</u></u>	<u><u>6,328,000</u></u>

**(d) Aggregate details for five immediately previous reporting periods for each class of shares**

Particulars	As at March 31, 2015	As at March 31, 2014
- No. of shares allotted as fully paid up pursuant to contracts without payment being received in cash	-	-
- No. of shares allotted as fully paid by way of Bonus Shares	-	-
- No. of shares bought back	-	-

**(e) Details of shareholders holding more than 5% shares in the company**

No. of Shares held by	As at March 31, 2015		As at March 31, 2014	
	Nos.	%	Nos.	%
	-	0.00%	-	0.00%

**(f) Detailed note on shares reserved to be issued under options and contracts / commitment for the sale of shares / divestments including the terms and conditions.**

The company does not have any such contract / commitment as on reporting date.

**(g) Detailed terms of any securities convertible into shares, e.g. in the case of convertible warrants, debentures, bonds etc.**

The company does not have any securities convertible into shares as on reporting date.



**SAUMYA CAPITAL LIMITED**  
Notes to financial statements as at March 31, 2015

**Note 3 - Reserves & Surplus**

			(Amount in INR)
	As at March 31, 2015	As at March 31, 2014	
<b>(i) Capital Reserve</b>			
As per last Balance Sheet			
Add: Additions during the year		-	
Less: Utilised / transferred during the year			
	-	-	
<b>(ii) General Reserve</b>			
As per last Balance Sheet	-	-	
Add: Transferred from Profit and Loss Account	-	-	
Less: Transferred to Profit and Loss Account	-	-	
	-	-	
<b>(iv) Securities Premium Account</b>			
As per last Balance Sheet	-		
Add : Premium on Shares issued during the year		-	
Less : Utilised during the year			
Closing Balance	-	-	
<b>(iv) Surplus in the Profit &amp; Loss Account</b>			
As per last Balance Sheet	(67,357,702)	(67,259,712)	
Add: Profit / (Loss) for the year	(193,059)	(97,990)	
Amount available for appropriations	(67,550,761)	(67,357,702)	
<b>Appropriations:</b>			
Add: Transferred from reserves	-	-	
Less: Transferred to General reserve	288,583	-	
Proposed dividend	-	-	
TDS Reversal	-	-	
Corporate Dividend Tax	-	-	
	(288,583)	-	
<b>TOTAL</b>	<b>(67,839,344)</b>	<b>(67,357,702)</b>	

**Note 4 - Long Term Borrowings**

			(Amount in INR)
	As at March 31, 2015	As at March 31, 2014	
<b>(a) From Banks</b>			
Secured	905,738	905,738	
Unsecured	-	-	
	905,738	905,738	
<b>(b) Loans and advances from Related Parties</b>			
Loan From Director	349,770		
	349,770		
<b>(b) Loans and advances from others</b>			
Secured	-	-	
Unsecured	696,500	696,500	
	<b>696,500</b>	<b>696,500</b>	
	<b>1,952,008</b>	<b>1,602,238</b>	

**Note 5 - Other Long Term Liabilities**

			(Amount in INR)
	As at March 31, 2015	As at March 31, 2014	
<b>(i) Trade Payable</b>			
	-	-	
<b>(ii) Others</b>			
Inter Corporate Deposit	3076821.00	3076821.00	
	3,076,821	3,076,821	
<b>Total</b>	<b>3,076,821</b>	<b>3,076,821</b>	

**SAUMYA CAPITAL LIMITED**  
Notes to financial statements as at March 31, 2015

**Note 6 - Trade Payables**

(Amount in INR)		
Particulars	As at March 31, 2015	As at March 31, 2014
Current payables (including acceptances) outstanding for less than 12 months	836,591	836,591
	<u>836,591</u>	<u>836,591</u>

**Note 7 - Other Current Liabilities**

(Amount in INR)		
Particulars	As at March 31, 2015	As at March 31, 2014
Unpaid Exp.		
Accounting Fees		
Audit fees		
ROC Consultancy		
Unpaid Salary	345000.00	0.00
Other : Unsecured	345,000	-
	<u>-</u>	<u>-</u>
<b>TOTAL</b>	<u><b>345,000</b></u>	<u><b>-</b></u>

**Note 8 - Short-Term Provisions**

(Amount in INR)		
Particulars	As at March 31, 2015	As at March 31, 2014
Provision for Audit fees	37,500	-
Provision for Internal Audit Fees	21,000	-
Provision for Accounting Fees	20,000	-
	<u>78,500</u>	<u>-</u>
<b>TOTAL</b>	<u><b>78,500</b></u>	<u><b>-</b></u>

**Note 10 - Non Current Investments**

(Amount in INR)		
Particulars	As at March 31, 2015	As at March 31, 2014
Investments	-	-
	<u>-</u>	<u>-</u>
<b>TOTAL</b>	<u><b>-</b></u>	<u><b>-</b></u>

**Note -11 - Long Term Loan & Advances**

(Amount in INR)		
Particulars	As at March 31, 2015	As at March 31, 2014
(a) Capital Advances	-	-
(b) Security Deposits		
Unsecured Considered good	-	-
<b>TOTAL</b>	<u>-</u>	<u>-</u>
(c) Loans & Advances to Related Parties		
(d) Other Loans & Advances (Specify Nature)		
Secured, Considered good		
Unsecured Considered good	-	-
MAT Credit	-	-
Loan & Advances Other	-	-
<b>TOTAL</b>	<u>-</u>	<u>-</u>

**Note 12 - Trade Receivables**

(Amount in INR)		
Particulars	As at March 31, 2015	As at March 31, 2014
(a) (i) Due for a period exceeding six months		
- Unsecured, considered good	-	-
- Doubtful	-	-
Less: Provision for Doubtful Debts	-	-
	<u>-</u>	<u>-</u>
(ii) Others		
- Unsecured, considered good	827,968	100,000
- Doubtful	-	-
Less: Provision for Doubtful Debts	-	-
	<u>827,968</u>	<u>100,000</u>
<b>TOTAL</b>	<u><b>827,968</b></u>	<u><b>100,000</b></u>

**SAUMYA CAPITAL LIMITED**

Notes to financial statements as at March 31, 2015

(b) Detailed note on debts due by the following persons :

(Amount in INR)		
Particulars	As at March 31, 2015	As at March 31, 2014
(i) Directors and other officers	-	-
(ii) Firms in which any director is a partner	-	-
(iii) Private companies in which director is a member/director	-	-
<b>TOTAL</b>	<u>-</u>	<u>-</u>

**Note 13 - Cash & Cash equivalents**

(Amount in INR)		
Particulars	As at March 31, 2015	As at March 31, 2014
<b>Cash &amp; Cash Equivalents</b>		
(i) Balances with Banks :		
- Current Accounts	-	-
Panjab National Bank	30,720	5,132
- Deposit Accounts	-	-
More than 12 months maturity		
(ii) Cash-in-hand	85,960	126,996
(iii) Cheques & Drafts in-hand	-	-
	<u>116,680</u>	<u>132,127</u>
<b>TOTAL</b>	<u><u>116,680</u></u>	<u><u>132,127</u></u>

**Note 14 - Short Term Loans & Advances**

(Amount in INR)		
Particulars	As at March 31, 2015	As at March 31, 2014
<b>(a) (i) Security deposits</b>		
Secured, considered good	-	-
Unsecured, considered good	-	-
Doubtful	-	-
	<u>-</u>	<u>-</u>
<b>(ii) Inter-corporate deposits</b>		
Secured, considered good	-	-
Unsecured, considered good	-	-
Doubtful	-	-
	<u>-</u>	<u>-</u>
<b>(iii) Share Application Money Given</b>		
<b>(iv) Advance income tax and TDS - Unsecured, considered good</b>		
TDS	-	-
TDS 2008-09	-	-
TDS 2009-10	-	-
TDS 2010-11	-	-
TDS 2011-12	-	-
TDS 2012-13	69,218	69,218
<b>(v) Others</b>		
Secured, considered good	-	-
Unsecured, considered good	-	-
Matrix International		
Doubtful	-	-
	<u>-</u>	<u>-</u>
<b>TOTAL</b>	<u><u>69,218</u></u>	<u><u>69,218</u></u>

**Note 15: Other Current Assets**

(Amount in INR)		
Particulars	As at March 31, 2015	As at March 31, 2014
TDS Receivable	80,885	-
	<u>80,885</u>	<u>-</u>

SAUMYA CAPITAL LIMITED

Notes to financial statements for the year ended March 31, 2015

Note 16 - Revenue from Operations

			(Amount in INR)	
Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014		
Sales	1,242,085	2,373,000		
TOTAL	<u>1,242,085</u>	<u>2,373,000</u>	1,242,085	2,373,000
			<u>1,242,085</u>	<u>2,373,000</u>

Note 17 - Other Income

			(Amount in INR)	
Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014		
Interest Received	808853	0		
TOTAL	<u>808,853</u>	<u>-</u>	808,853	-
			<u>808,853</u>	<u>-</u>

Note 18 - Purchases

			(Amount in INR)	
Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014		
Purchase	1,068,120	1,627,034		
TOTAL	<u>1,068,120</u>	<u>1,627,034</u>	1,068,120	1,627,034
			<u>1,068,120</u>	<u>1,627,034</u>

Note 19 - Changes in inventories of finished goods, work in progress and stock in trade

			(Amount in INR)	
Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014		
<u>Inventories at the end of the year:</u>				
Finished goods	-	-		
Work-in-progress	-	-		
Stock-in-trade	-	-		
	-	-		
<u>Inventories at the beginning of the year:</u>				
Finished goods	-	-		
Work-in-progress	-	-		
Stock-in-trade	-	-		
	-	-		
	<u>-</u>	<u>-</u>	-	-
	<u>-</u>	<u>-</u>	-	-

Note 20- Employee Benefit Expenses

			(Amount in INR)	
Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014		
Salary	345,000	588,000		
TOTAL	<u>345,000</u>	<u>588,000</u>	345,000	588,000
			<u>345,000</u>	<u>588,000</u>

Note 21 - Financial Costs

			(Amount in INR)	
Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014		
Interest Expenses	0	118502		
Bank Charges	1,448	-		
TOTAL	<u>1,448</u>	<u>118,502</u>	1,448	118,502
			<u>1,448</u>	<u>118,502</u>

Note 22 - Depreciation & Amortised Cost

			(Amount in INR)	
Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014		
Depreciation	213,195	134,966		
TOTAL	<u>213,195</u>	<u>134,966</u>	213,195	134,966
			<u>213,195</u>	<u>134,966</u>

**SAUMYA CAPITAL LIMITED**

**Notes to financial statements for the year ended March 31, 2015**

**Note 23 - Other Expenses**

(Amount in INR)		
Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
Audit Fees	37,500	-
Accounting Fees	20,000	-
Internal Audit Fees	21,000	-
NSDL Charges	18,708	-
CDSL Charges	24,316	-
Car Loan Interest	305,220	-
BSE Charges	112,360	-
Share Transfer Agent Exp.	56,805	-
Car Insurance	20,325	-
Printing & Stationery	-	2,488
	616,234	2,488
<b>TOTAL</b>	<b>616,234</b>	<b>2,488</b>

**Note 24 - Extra Ordinary Items**

(Amount in INR)		
Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
<b>TOTAL</b>	<b>-</b>	<b>-</b>

**Note 25 - Earnings Per Equity Share**

(Amount in INR)		
Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
(a) Net profit after tax attributable to equity shareholders for Basic EPS	(193,059)	(97,990)
Add/Less: Adjustment relating to potential equity shares	-	-
	(193,059)	(97,990)
Net profit after tax attributable to equity shareholders for Diluted EPS	(193,059)	(97,990)
(b) Weighted average no. of equity shares outstanding during the year		
For Basic EPS	6,328,000	6,328,000
(c) Face Value per Equity Share (Rs.)	10.00	10.00
Basic EPS	(0.03)	(0.02)

**Note 26-Previous year figures**

The figures of the previous year have been re-arranged, re-grouped and re-classified wherever necessary.

No S t

No

A. T	Gr				Accu an				Net	
	Bal as at 1 Ap	Ad	as at 31 Mar	Bal as at 1 Ap	Dep amo exp year	Ot ad Di	Bal as at 31 Mar	an Bal as at 31 Mar	d Bal as at 31 Mar	
	(					p	Ru			
Computer	214443		214443	214443	0		214443	0	0	
Furniture	117013		117013	117013	0		117013	0	0	
Office Equipments	125669		125669	124973	696		125669	0	696	
Vehicle	1374205		1374205	213680	501,		714762	659443	1160525	
<b>T</b>	<b>1831330</b>	<b>0</b>	<b>1831330</b>	<b>670109</b>	<b>506778</b>	<b>0</b>	<b>1171887</b>	<b>659443</b>	<b>1161221</b>	

NOTE: AS PER COMPANIES ACT,2013 TOTAL DEP DURING THE YEAR IS 5,01,778 OUT OF THAT 2,88,583 TRANSFER TO RETAINED EARNING ACCOUNT(RESERVE & SURPLUS).

**SAUMYA CAPITAL LIMITED**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015**

	Year ended 31st March, 2015 Rs.		Year ended 31st March, 2014 Rs.	
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit before Tax for the year		(193,059)		(97,990)
<b>Adjustments for :</b>				
Misc. Expenses w/off				
Depreciation	213,195		134,966	
Non Cash Item Loss	-		-	
TDS Reversal			-	
Interest Received				
Interest Paid		213,195	-	134,966
<b>Operating Profit before Working Capital change</b>		20,136		36,976
<b>Adjustments for :</b>				
Decrease/(Increase) in Receivables	(727,968)		(100,000)	
Decrease/(Increase) in Loans & Advances	-		-	
Decrease/(Increase) in Other Current Assets	(80,885)		-	
Increase/(Decrease) in Payables	-		551,000	
Increase/(Decrease) in Current Liabilities	345,000		(451,000)	
Increase/(Decrease) in Long Term Liabilities	-		(20,289,179)	
Increase/(Decrease) in Provisions	78,500	(385,353)		(20,289,179)
<b>Cash Generated From Operations</b>		(365,217)		(20,252,203)
Income Tax paid		-		-
<b>NET CASH FROM OPERATING ACTIVITIES Total (A)</b>		(365,217)		(20,252,203)
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of Fixed Assets	-		-	
Non Current Investment Sold	-		-	
Interest Received			-	
<b>NET CASH USED IN INVESTING ACTIVITIES Total (B)</b>		-		-
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>				
Issue of Equity Capital			-	
Share Application Money	-		-	
Share Premium	-		-	
Long Term Borrowing	349,770		(142,522)	
Long Term Loans & Advances	-		20,289,179	
<b>NET CASH FROM FINANCING ACTIVITIES Total (C)</b>		349,770		20,146,657
Net Increase/(Decrease) in Cash and Cash Equivalents Total (A+B+C)		(15,447)		(105,546)
Cash and Cash Equivalents -- Opening Balance		132,127		237,673
Cash and Cash Equivalents -- Closing Balance		116,680		132,127
		-		-

Note: Previous year's figures have been regrouped/rearranged wherever considered necessary.

As per our separate report of even date

See accompanying notes to the financial statements

**For, Vishves A. Shah & Co.**

Chartered Accountants

Firm No:-121356W

Sd/-

(Vishves A. Shah)

Proprietor

M. No. 109944

Place : AHMEDABAD

Date : 30/05/2015

**For & on behalf of the Board**

**SAUMYA CAPITAL LIMITED**

Sd/-

Director

Sd/-

Director

# SAUMYA CAPITAL LIMITED

REGISTERED OFFICE: 5, FIRST FLOOR, AKAR COMPLEX, DARPAN FIVE ROADS,  
NAVRANGPURA, Ahmedabad-380009  
CIN: L65910GJ1997PLC033191

## ATTENDANCE SLIP

**To be handed over at the entrance of the Meeting Hall**

I hereby record my presence at the Annual General Meeting of Saumya Capital Limited held on **Wednesday, 30<sup>th</sup> day of September, 2015 at 11:00 a.m.** at **5, FIRST FLOOR, AKAR COMPLEX, DARPAN FIVE ROADS, NAVRANGPURA, Ahmedabad-380009**

DP ID	Client ID	Folio No.	No. of Shares held

\_\_\_\_\_  
**Full Name of Shareholder (In Block Letters)**

\_\_\_\_\_  
**Signature**

\_\_\_\_\_  
**Full Name of Proxy (In Block Letters)**

\_\_\_\_\_  
**Signature**



# SAUMYA CAPITAL LIMITED

## PROXY FORM

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

CIN: L65910GJ1997PLC033191

NAME OF THE COMPANY: SAUMYA CAPITAL LIMITED

REGISTERED OFFICE: 5, FIRST FLOOR, AKAR COMPLEX, DARPAN FIVE ROADS, NAVRANGPURA, Ahmedabad-380009.

Name of the Member(s)

Registered Address:

Email id

Folio No/Client Id & DP Id:

I/We, being the Member(s), holding ..... shares of Saumya capital Limited, hereby appoint ,

1. Name : .....  
Address : .....  
Email Id : .....  
Signature : .....; or failing him
2. Name : .....  
Address : .....  
Email Id : .....  
Signature : .....; or failing him

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Wednesday, 30th day of September, 2015 at 11:00 A.M. at 5, FIRST FLOOR, AKAR COMPLEX, DARPAN FIVE ROADS, NAVRANGPURA, Ahmedabad-380009 and at any adjournment thereof in respect of such resolutions as are indicated below :

1. To consider and adopt Audited Financial Statement, Report of the Board of Directors and Auditors.
2. Reappointment of Mr. Shiv Shankar Bhootra who retires by rotation.
3. Appointment of Auditors and fixing their remuneration.
4. Appointment of Mr. Ashok Kumar Mathur as an Independent Director for a term of five years.
5. Appointment of Ms. Deepika Uttamchandani as an Independent Director for a term of five years.
6. Appoint shiv Shankar Bhootra as Managing Director of the company.
7. To approve and adopt new set of articles of the company

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

.....  
Signature of the Shareholder  
Holder(s)

.....  
Signature of Proxy

Affix Revenue Stamp of Rs. 1/-
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Notes : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 Hours before the commencement of the meeting.