25<sup>th</sup> Annual Report 2013 – 2014



# **S. T. SERVICES LIMITED**



# **CORPORATE INFORMATION**

Managing Director	: Goutam Kumar Mondal
Directors	: Nikhil Patodia Shiv Kumar Jaria Sushanta Mondal
Bankers	: Indian Bank HDFC Bank
Auditors	<ul> <li>M/s. S. Jaykishan, Chartered Accountants, 1A, Grant Lane, 2nd Floor, Room No. 206, Kolkata - 700012.</li> <li>Phone No. : 033-2236-4650</li> <li>Fax No. : 033-2236-6589</li> <li>M. No. : 9831087264</li> <li>Email Id : ritesagarwal@gmail.com</li> </ul>
Registered Office	: 92B, Chittaranjan Avenue, 2 <sup>nd</sup> Floor, Kolkata – 700 012 Phone No. : 033-2236 6439 Email Id : <u>stservices@stservices.org.in</u> Web Site : <u>www.stservices.org.in</u>
Electronic Registrar	: S. K. Infosolutions Pvt. Ltd. 34/1A, Sudhir Chatterjee St. Kolkata – 700 006 Phone – 033-2219 6797 Fax – 033-2219 4815 Email :- <u>contact@skcinfo.com</u> <u>skcdilip@gmail.com</u> Website : <u>www.skcinfo.com</u>

### NOTICE

**Notice** is hereby given that the 25<sup>th</sup> Annual General Meeting of **M/s S T Services Limited** (CIN No. L74140WB1989PLC047210) will be held on Tuesday, the 30<sup>th</sup> September 2014 at 11.30 A.M. at the registered office of the Company at 92B, Chittaranjan Avenue, 2<sup>nd</sup> Floor, Kolkata-700012, West Bengal, to transact the following business:

#### **ORDINARY BUSINESS**

#### 1. Adoption of Audited Accounts:

To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31<sup>st</sup> march, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.

#### 2. <u>Re-Appointment of Auditors:</u>

To appoint M/s S. Jaykishan, Chartered Accountants, (ICAI Registration No. 309005E) as Statutory Auditor of the Company, to hold office from the conclusion the this Annual General Meeting, until the conclusion of the 30<sup>th</sup> Annual General Meeting, subject to ratification at every Annual General Meeting and to fix their remuneration for the financial year ending 31<sup>st</sup> March 2015.

#### SPECIAL BUSINESS

3. 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, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV to the Companies Act, 2013, **Mr. Sushanta Mondal (holding DIN- 00013059)**, director of the company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company w.e.f. 1st April, 2014 to hold office for five consecutive years for a term upto 31<sup>st</sup> march, 2019 not liable to retire by rotation.

4. 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, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV to the Companies Act, 2013, **Mr. Shiv Kumar Jaria (holding DIN- 01082212)**, director of the company, who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and who has



submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company w.e.f. 1st April, 2014 to hold office for five consecutive years for a term upto 31<sup>st</sup> march, 2019 not liable to retire by rotation.

5. 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, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV to the Companies Act, 2013, **Mr. Nikhil Patodia (holding DIN- 01082242)**, director of the company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company w.e.f. 1st April, 2014 to hold office for five consecutive years for a term upto 31<sup>st</sup> march, 2019 not liable to retire by rotation.

6. Appointment of Mr. Goutam Kumar Mondal as Managing Director

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

"RESOLVED THAT pursuant to the provisions of Section 196,197 and other applicable provisions, if any, of the Companies act, 2013("Act") and the Rules made there under, read with Schedule V to the Act, as amended from time to time, the Company hereby approves the appointment and terms of remuneration of Mr. Goutam Mondal (Din No. 00556652) as Managing Director for a period of five years with effect from 30<sup>th</sup> May 2014 upon the terms and conditions(including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) set out in the Explanatory statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) into alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board of Director and Mr. Mondal.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

Registered Office 92B, Chittaranjan Avenue 2nd Floor, Kolkata-700012 Dated : 30-05-2014 By order of the Board For S T Services Limited

SD/-(Goutam Kumar Mondal) Chairman

#### NOTES:

- 1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on a poll instead of himself and such proxy need not be a member of the Company. Proxy in order to be effective must be at the registered office of the company duly completed and signed, not less than forty eight hours before the commencement of the meeting.
- 2. The Register of Member and the Share Transfer Books of the Company will remain closed from 20-09-2014 to 30-09-2014 (both days inclusive).
- 3. Members are entitled to bring their attendance slip along with their copy of the Annual Report to the Meeting.
- 4. Members holding shares in dematerialized form are requested to intimate immediately any change in their address or bank, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers etc. to their Depository Participant(DP). Changes intimated to the DP will then be automatically reflected in the company's records which will help the company and its Registrars and Transfer Agents (RTA), to provide efficient and better services.
- 5. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate risk associated with physical shares.

# Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 ("Act")

#### Item No. 3

Mr. Sushanta Mondal is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in June 2003. He is the chairman of the audit Committee and member of the Share Holder and Investors Grievance Committee.

He is B.Com graduate with sound knowledge of Income Tax and Accounts.

Mr. Sushanta Mondal, a non-executive director, whose period of office was liable to determination by retirement by rotation under the erstwhile applicable provisions of the Companies Act 1956, is proposed to be appointed as an Independent Director for five consecutive years not liable to retire by rotation.

In the opinion of the Board, he fulfills the conditions specified in the Companies Act 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the Management. Accordingly this resolution is proposed in relation to appointment of Mr. Nikhil Patodia as an Independent Director, for the approval by the shareholders of the Company.





Except Mr. Sushanta Mondal, being an appointee, none of the Directors and KMP of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item no. 3. This explanatory statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

#### Item No. 4

Mr. Shiv Kumar Jaria is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in October 2006. He is the member of the audit Committee and Share Holder / Investors Grievance Committee. He is B.Com graduate with good knowledge of Accounts. Mr. Shiv Kumar Jaria, a non-executive director, whose period of office was liable to determination by retirement by rotation under the erstwhile applicable provisions of the Companies Act 1956, is proposed to be appointed as an Independent Director for five consecutive years not liable to retire by rotation. In the opinion of the Board, he fulfills the conditions specified in the Companies Act 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of Mr. Shiv Kumar Jaria as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Shiv Kumar Jaria, being an appointee, none of the Directors and KMP of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item no. 4. This explanatory statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

#### Item No. 5

Mr. Nikhil Patodia is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in April 2007. He is the member of the audit Committee and Shareholder/ Investors Grievance Committee. He is B.Com (H) graduate with sound knowledge of Income Tax, Companies Law, Listing Compliances and Accounts. Mr. Nikhil Patodia, a non-executive director, whose period of office was liable to determination by retirement by rotation under the erstwhile applicable provisions of the Companies Act 1956, is proposed to be appointed as an Independent Director for five consecutive years not liable to retire by rotation.

Except Mr. Nikhil Patodia, being an appointee, none of the Directors and KMP of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item no. 5. This explanatory statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.



#### Item No. 6

Appointment of Mr. Goutam Kumar Mondal as Managing Director

Mr. Goutam Kumar Mondal is appointed as the Managing Director by your Board with effect from 30<sup>th</sup> May 2014. The Board at its meeting held on 30<sup>th</sup> May 2014 approved the terms of his appointment and remuneration, subject to the approval of the members.

The main terms and conditions of appointment of Mr. Goutam Kumar Mondal (hereinafter referred to as "MD") are given below :

- a) The appointment of the MD is for a period of 5 years w.e.f 30<sup>th</sup> May 2014.
- b) The MD shall devote his whole time and attention to the business of the company and carry out such duties as may be entrusted to him by Board.
- c) To abide by all rules and regulations framed by the Company from time to time.
- d) The MD shall be entitled to remuneration of Rs. 10000/- per month.
- e) In the event of loss or inadequacy of profits during the tenure of service of MD, above remuneration will be paid as minimum remuneration subject to provisions of the Act.

Registered Office 92B, Chittaranjan Avenue 2nd Floor, Kolkata-700012 Dated : 30-05-2014 By order of the Board For S T Services Limited

SD/-(Goutam Kumar Mondal) Chairman



# **DIRECTORS' REPORT**

To The Members

The Directors of S T Services Limited have the pleasure in presenting before you the 25<sup>th</sup> Annual Report together with Audited Statement of Accounts of the Company for the year ended 31st March, 2014.

#### FINANCIAL HIGHLIGHTS

The highlights of the year's operation with a comparison to last year are, as follows :—

		n Rupees)
Particulars	<u>2013-2014</u>	<u>2012-2013</u>
Sales & Other Income	1577557	1878185
Profit before Depreciation & Taxation	188739	114240
Less: Depreciation	86117	28656
Profit before Taxation	102622	85584
Provision for Taxation	(32970)	(18491)
Provision for Deferred Tax	1472	(7744)
Profit after Taxation	71124	59349
Less : Contingent Provisions against Standard Assets	(3282)	30916
Less: Provision for tax for earlier year	—	10038
Add: Balance of Profit transferred from Last year	1438219	1369992
Profit available for appropriation	1506062	1450219
Transfer to Special Reserve	(13000)	(12000)
Surplus Carried Forward to Balance Sheet	1493062	1438219

#### DIVIDEND

With a view to consolidate the financial position of the Company, your Directors recommend to retain the profits as reserve.

#### **OPERATIONS**

The Company has been able to earn a reasonable profit from its operations. Steps are being taken for further improvement.

#### LISTING OF SHARES OF THE COMPANY

The shares of the Company are listed in Kolkata, Ahmedabad and Jaipur Stock Exchanges. The Annual listing Fees have been paid to the above mentioned

Stock Exchanges regularly. The Company has applied for listing on Bombay Stock Exchange and the company is hoping to get the shares listed on BSE within 6 months from now.

#### DIRECTORS

Mr. Goutam Kumar Mondal (DIN No. 00556652) has been appointment as Managing Director of the Company w.e.f. 30<sup>th</sup> May, 2014 for a period of 5(five) years.

In accordance with the provisions of the Companies Act, 2013 and the Company's Articles of Association, Mr. Shiv Kumar Jaria (DIN : 01082212) a Director of the Company retires by rotation and being eligible offers himself for re-appointment.

#### STATUTORY INFORMATION

- 1. Conservation of Energy, Technology absorption, Foreign Exchange Earning and outgo
  - The Company has no activities relating to conservation of energy or technology absorption hence this part of Section 217(i)(e) of the Companies Act, 1956 are not applicable to the Company.

Nil

- ii) Foreign Exchange Earnings Rs.
- iii) Foreign Exchange Outgo Rs. 171274 (Travelling Expenses)

#### 2 Particular's of Employees

The Company has not paid any remuneration attracting the provisions of Companies (Particulars of Employees) Rules, 1975 read with Section 217 (2A) of the Companies Act, 1956. Hence, no information is required to be appended to this report in this regard.

#### 3 Public Deposits

The Company has not invited/accepted any public deposits within the meaning of Section 58A of the Companies Act, 1956 from the public during the year, as such no amount of Principal or interest was outstanding on the date of the Balance Sheet.

#### AUDITORS

M/s S. Jaykishan, Chartered Accountants, having Firm Registration No. 309005E, who are Statutory Auditors of the Company hold office till the conclusion of the ensuing Annual General Meeting(AGM) and are eligible for re-appointment. Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules framed there under, it is proposed to appoint M/s S. Jaykishan, as Statutory Auditors of the Company from the conclusion of the





ensuing AGM till the conclusion of the Thirtieth AGM to be held in the year 2019, subject to ratification by the members for their appointment at every AGM.

The Company has received a certificate from M/s S. Jaykishan to the effect that their re-appointment, if made, would be in accordance with the provisions of section 141 of the Companies Act, 2013 and that they are not disqualified from being eligible for reappointed as auditors.

The Notes to the Accounts referred to in the Auditors Report are self explanatory and therefore, do not call for any further explanations.

#### SECRETARIAL AUDIT REPORT

The Companies Act, 2013 has mandated every listed public company to have secretarial audit conducted by practicing Company Secretary, Necessary proposal has been included in the agenda of the Notice for approval of the members.

#### **CORPORATE GOVERNANCE**

The report on Corporate Governance as prescribed by the Listing Agreement is annexed and forms a part of the Annual Report. The Auditors Certificate on compliance of the provisions of Corporate Governance as mentioned in the Listing Agreement is also attached.

#### **CEO/CFO CERTIFICATION**

The Chief Financial Officer of the Company has submitted a certificate to the Board as required under clause 49 of the Listing Agreement for the year ended 31.03.2014.

#### DIRECTORS' RESPONSIBILITY STATEMENT

In pursuance of the provisions of section 217(2AA) of the Companies Act, 1956, your Directors make the following statement :---

- 1. That in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed and there were no material departures from prescribed accounting standards;
- 2. That the Board have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period.
- 3. That they have taken proper and sufficient care for the maintenance of adequate accounting records, in accordance with the provisions of the Companies Act,1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- 4. That they have prepared the Annual Accounts on going concern basis.



#### **COMPANY SECRETARY**

The Company is in process of appointing Company Secretary for the Company and the same is expected to take effect within a months time.

#### INTERNAL CONTROL SYSTEMS

The Company has in place adequate internal control systems and procedures commensurate with the size and nature of the business. These systems and procedures provide reasonable assurance of maintenance of proper accounting records, reliability of financial information, protection of resources and safeguarding of assets against unauthorized use.

#### **RBI GUIDELINES FOR NON BANKING FINANCIAL COMPANIES**

The company has observed all the prudential norms prescribed by the Reserve Bank of India. The Schedule as required in terms of Paragraph 9BB of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 2008 is annexed herewith.

#### **E-VOTING**

With regard to the manner and other requirements of extending the e-voting facility to shareholders and that the ministry of Company Affairs has made the aforesaid Rules, non-mandatory till December 31,2014, we are not extending the e-voting facility at our ensuing Annual General Meeting scheduled on Tuesday 30<sup>th</sup> September, 2014.

#### ACKNOWLEDGEMENT

Your Directors place on record their appreciation of the assistance and support extended by the Company's Clients, Bankers, other Governments Agencies and Investors. The Board also expresses their gratitude to Employees, Financial Advisors and the Shareholders of the Company for their continuing support and co-operation in various activities of the Company.

On behalf of the Board

### Registered office:

92B, Chittaranjan Avenue, 2<sup>nd</sup> Floor, Kolkata – 700 012 SD/-Goutam Kr. Mondal Chairman

Dated : The 30<sup>th</sup> Day of May, 2014.

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# CERTIFICATION BY DIRECTOR AND CHIEF FINANCIAL OFFICER TO THE BOARD

We, Goutam Kumar Mondal, Managing Director and Sushanta Mondal, Financial Officer of S T Services Limited, certify that :

- 1. We have received the financial statements for the year and that to the best of our knowledge and belief;
  - a. these statements do not contain any materially untrue statement or omit any material facts or contain statements that might be misleading;
  - b. these statements give a true and fair view of the state of affairs of the company and of the results of operations and cash flows. The financial statements have been prepared in conformity, in all respects, with the existing generally accepted accounting principles including Accounting Standards, applicable laws and regulations.
- 2. There are, to the best of our knowledge and belief, no transaction entered into by the company during the years which are fraudulent, illegal or violative of the company's code of conduct.
- 3. We indicate to the auditors and to the audit committee :
  - a) Significant changes in internal control over financial reporting during the year;
  - b) Significant changes in accounting policies during the year;
  - c) Instances of significant fraud of which we have become aware of and which involve management or other employees who have significant role in the company's internal control system over financial reporting. However, during the year there were no such changes or instances.

SD/-	SD/-	SD/-
Goutam Kr. Mondal	Nikhil Patodia	Sushanta Mondal
Managing Director	Director	Financial Officer

Date : 30-05-2014. Place : Kolkata



#### MANAGEMENT DISCUSSION AND ANALYSIS

#### Industry Structure and Development-Overview

With virtually all finance company business lines coming under greater competitive pressure, defining strategic initiatives and backing each with the necessary resources has become imperative for success. On the consumer side of the business, the ability to compete in various product offerings often is dictated by operational efficiencies and economies of scale. In this respect NBFC'S face problems of high cost of funds because they lack the nationwide branch network and have a comparatively lower Tier-I and Tier –II capital base.

#### **Opportunities, threats, risks, and concerns**

The economy is expected to continue with GDP growth rate in the Current year. The increased thrust on the infrastructure sector, including power, roads, telecom etc. will continue to provide excellent investment opportunities in the future. Moreover, the growth of the service sector presents new opportunities for the financial services industry in India.

Your Company faces stiff competition from Nationalized, Foreign and private Banks due to its ability to grant loan at a considerably low rate of interest.

The company has its own specific risk that is particularly to its business and its environment within which it works including fluctuation of Interest rates, economic cycle etc. Your company manages this risk by maintaining prudent and commercial business practices and a comprehensive Risk Management Policy.

#### **Future Outlook**

Your Company intends to invest in businesses related to infrastructure, telecommunication, software etc. in the coming years since it sees growth in these areas. It will definitely try to establish itself and remain as a strong player in the finance industry. With the Capital market expected to be in a better mood than the previous few year and with our efforts we can look forward to a prosperous year for the company.

#### Internal Control systems and their adequacy

The Company has in place adequate internal control systems and procedures commensurate with the size and nature of its business. These procedures are designed to ensure :

• That all assets and resources are used efficiently and are adequately protected;



- That all internal policies and statutory guidelines are complied within letter & spirit;
- The accuracy and timing of financial reports and management information.

#### **Financial operational performance**

The financial statements have been prepared in compliance with the requirements of the Companies Act, 1956 and Generally Accepted Accounting Principles (GAAP) in India.

#### <u>Material Development in Human Resources / industrial relations /</u> <u>number of people employed</u>

The Company believes that people are the key ingredient to the success of an organization. Looking after people makes good business sense because. If people are motivated, service excellence will follow. The Company recognizes the importance and contribution of its Human resources towards its growth and development and is committed to the development of its people.

#### **Cautionary statement**

Statement in the Management's Discussion and Analysis describing the Company's projections estimates, expectations or predictions may be forward looking predictions within the meaning of applicable securities laws and regulations. These forward-looking statements are based on certain assumptions and expectations of future events over which the Company exercise no control. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. Actual results may differ materially from such estimates, projections, etc. whether expressed or implied.





### **REPORT ON CORPORATE GOVERNANCE**

#### 1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Effective Governance at S T Services Limited is directed at the enhancement of shareholders' value while protecting the interests of the other stakeholders.

#### 2. BOARD OF DIRECTORS- COMPOSITION :

The Board of Directors consists of four Non-Executive independent Directors.

The Board of Directors meets at least once in a quarter, with a maximum gap of four months between any two meetings, to review the Companies performance and financial results and more often, if considered necessary, to transact any other business.

The details of composition of the Board of Directors are as follow :

Name	Status	No. of Directorship In other Companies excluding Directorships held in Private Limited Companies	No. of Committee Membership in other companies	Date of Appointment
Mr. Goutam Kumar Mondal	Managing Director	_	_	18/08/1998
Mr. Sushanta Mondal	Non-Executive Independent Director	—	—	09/06/2003
Mr. Shiv Kr. Jaria	—Do—	—	—	24/10/2006
Mr. Nikhil Patodia	—Do—	—	—	30/04/2007

During the year under review, Seven Board Meetings were held, the dates are as follows :

30<sup>th</sup> April 2013, 30<sup>th</sup> July 2013, 31<sup>st</sup> August,2013, 31<sup>th</sup> October 2013, 30<sup>th</sup> December 2013, 31<sup>st</sup> January 2014, 31<sup>st</sup> March 2014.

Last Annual General Meeting was held on 28<sup>th</sup> September 2013.

Following are the details of attendance of Directors at the Board Meetings and at the Annual General Meeting held during the year :

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Directors	No. of Board Meeting held during the tenure of the Directors	No. of Board Meeting attended	Last AGM Attendance
Mr. Goutam Kr. Mondal	7	7	Present
Mr. Sushanta Mondal	7	7	Present
Mr. Shiv Kr. Jaria	7	7	Present
Mr. Nikhil Patodia	7	7	Present

No sitting fees were paid for attending Board Meetings/Committee Meetings.

#### 3. AUDIT COMMITTEE:

The Audit Committee consists of 2/3<sup>rd</sup> of the independent directors. The terms of reference of this Committee are wide enough covering the matters specified for Audit Committee under the Listing Agreements with the Stock Exchanges and the provision of Section 292A of the Companies Act-1956.

The composition, names of directors, and the Broad Terms of Reference to the Audit Committee are as follows:

Name	Position Held	No. of Audit Committee Meetings	Attended Held
Mr. Goutam Mondal	Chairman	4	4
Mr. Sushanta Mondal	Member	4	4
Mr. Shiv Kr. Jaria	Member	4	4

#### Broad Terms of Reference to Audit Committee :

The term of reference of the Audit Committee include the powers as stipulated in clause 49 II (c) of the Listing agreement and the role as laid down in clause 49 II (D) of the Listing Agreement.

#### 4. SHAREHOLDERS & INVESTOR GRIEVANCE COMMITTEE :

#### Composition

The role of the committee is to look into the redressing of share holders and investors complaints like transfer of shares, non-receipt of Balance Sheet, Non-receipt of share Certificates etc. The Committee works under the chairmanship of Sushanta Mondal with other member being Mr. Shiv Kumar Jaria & Mr. Nikhil Patodia

Name and Designation of the Compliance Officer: Mr. Sushanta Mondal, Director.

The Meeting of the Shareholders Grievance Committee was held on 31<sup>st</sup> August, 2013 and 31<sup>st</sup> March, 2014.

#### Status of shareholder's Complaints :

The status of investor's complaints after Committee formation is as follows:

1 Total Number of Complaints Received : Nil

- S T SERVICES LIMITED
- 2 No. of Complaints pending as on 31/03/2014 : Nil
- 3 No. of pending share transfer as on 31/3/2014 : Nil

#### 5. ANNUAL GENERAL MEETINGS :

Particulars	FY 2011 – 2012	FY 2012 – 2013	FY 2013 – 2014
Date and Time	20.09.2012	28.09.2013	30.09.2014
	At 11:30 A.M	At 11:30 A.M.	At 11:30 A.M.
Venue	92B, C.R. Avenue,	92B, C.R. Avenue,	92B,C.R. Avenue,
	2 <sup>nd</sup> Floor	2 <sup>nd</sup> Floor	2 <sup>nd</sup> Floor
	Kolkata- 700 012	Kolkata- 700 012	Kolkata- 700 012

No special resolution requiring Postal Ballot was placed at these meetings or to be proposed in any ensuing annual general meeting.

#### 6. DISCLOSURES :

**A.** There was no materially significant related party transaction i.e. transaction of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of company at large.

#### B. Disclosures on compliance of law :

The Company has not made any non compliance within the provision of SEBI Act or any statutory authorities on any matter related to the Capital Market during the last three years.

**C.** The Company has complied with all the mandatory requirements as per Clause 49 of the Listing Agreement with the Stock Exchanges.

#### 7. MEANS OF COMMUNICATION :

- a) The Annual, Half-yearly and Quarterly Results are submitted to the Stock Exchanges in accordance with the Listing Agreement and are published in leading English and also in a Bengali Newspaper.
- b) The Financial results & Press releases are posted on the Company's website. <u>www.stservices.org.in</u>
- c) No presentations were made to institutional investors or to analysis.
- d) The Report of the Directors, Forming part of the Report & Accounts includes all aspect of the Management Discussion & Analysis Report.

#### 8. GENERAL SHAREHOLDERS INFORMATION:

**Registered Office**: 92B, Chittaranjan Avenue,2<sup>nd</sup> Floor, Kolkata – 700 012, Phone No. : 033-2236 6439,

Email : stservices@stservices.org.in

Website : www.stservices.org.in

**Annual General Meeting** : Date & Time: 30/09/2014, at 11:30 a.m. Venue : Registered Office

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#### Financial Calendar (Tentative) :

Financial reporting for :

End of July, 2014
End of October, 2014
End of January, 2015
End of May, 2015

Date of Book Closure : 20/9/2014 to 30/09/2014 (both days inclusive) Listing at Stock Exchanges :

- Calcutta Stock Exchange, Kolkata (Stock Code: 10029463)
- Ahmedabad Stock Exchange, Ahmedabad (Stock Code: 57357)
  Jaipur Stock Exchange, Jaipur (Stock Code: 967)

Market price data: high, low, during each month in last financial year(CSE) :

Details of share High/Low market price during 2013-2014, is given below :---

Month	High	Low
April 2013 to March 2014	97.50	97.50

#### **Registrar and Share Transfer Agent**

Share transfers, dematerialisation of shares, dividend payment and all other investor related activities are being attended to and processed at the office of Registrar and Transfer Agent at the following address :

#### M/s S.K. Infosolutions Pvt. Ltd.

34/1A, Sudl	hir C	Chatterjee Street,
Kolkata: 70	0 00	06
Phone No.	:	033-2219 6776
Fax No.	:	300-2219 4815
E-mail id	:	contac@skeinfo.com, skcdilip@gmail.com
Web Site	:	www.skcinfo.com

#### PATTERN OF SHAREHOLDING AS AT 31<sup>ST</sup> MARCH, 2014.

Category of Share Holding as on 31 <sup>st</sup> March, 2014 :	Category	No. of Shares held	% of Share holding
	Promoters	5,20,550	10.41
	<ul> <li>Mutual Funds</li> </ul>	Nil	Nil
	<ul> <li>Banks/Financial Institution/</li> </ul>		
	Insurance Companies	Nil	Nil
	<ul> <li>Foreign Institutional Investors</li> </ul>	Nil	Nil
	<ul> <li>Other Companies</li> </ul>	17,27,375	34.55
	<ul> <li>NRI's/OCBs</li> </ul>	Nil	Nil
	<ul> <li>Individuals &amp; Others</li> </ul>	27,52,175	55.04
	Total	50,00,100	100.00
	17		

ISIN No.

CIN No

Outstanding GDRs/ ADRs/Warrants or any Convertible instruments, conversion date and impact on equity. : INE907D01012

: L74140WB1989PLC047210

: The Company has not issued any GDRs/ADRs/Warrants or any Convertible instruments.

# Distribution of Shareholdings as on 31<sup>St</sup> March 2014

Range In No of Shares	No. of Holders	Percentage	Total Shares	Percentage
0 to 500 501 to 1000	324 16	64.41 3.18	159206 12300	3.18 0.25
1001 to 2000	10	2	12300	0.25
2001 to 3000	7	1.39	18200	0.36
3001 to 4000	6	1.19	21700	0.43
4001 to 5000	10	1.99	48550	0.97
5001 to 10000	39	7.75	297804	5.96
10001 to 50000	65	12.92	1650729	33.01
50001 to 100000	16	3.18	1081260	21.62
100001 to Above	10	1.99	1694551	33.90
Grand Total	503	100.00	5000100	100.00

#### 6. ADDRESS FOR CORRESPONDENCE :

92B, CHITTARANJAN AVENUE,2nd Floor, Kolkata- 700 012. Telephone No. 033-2236 6439,

#### DECLARATION

I, Goutam Kumar Mondal, Managing Director of S T Services Ltd., hereby declare that all the members of the Board of Directors and the Senior Management Personnel have affirmed compliance with the Code of Conduct, for the year ended 31<sup>st</sup> March 2014.

For S T Services Limited

Kolkata Date: 30/05/2014

Sd/-(Goutam Kr. Mondal) Managing Director

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# **AUDITORS' REPORT**

TO THE MEMBERS <u>S T Services Limited</u>

#### 1. Report on the Financial Statements

We have audited the accompanying financial statements of S T Services Limited, which comprise the Balance Sheet as at 31<sup>st</sup> March, 2014, and the Statement of Profit and Loss Account and Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

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

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated September 13,2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act,2013 and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control 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.

#### 3. Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the 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

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accounting policies used and the reasonableness of the accounting estimates made by the 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 reasonable basis for our audit opinion.

#### 4. 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 Companies Act, 1956 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 31<sup>st</sup> March, 2014, and
- (b) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date.
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended 31<sup>st</sup> March, 2014.

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

- As required by the Companies (Auditor's Report) Order, 2003("the Order") issued by the Central Government of India in terms of subsection (4A) of section 227 of the Companies Act, 1956 we Annex hereto a statement on the matters specified in paragraphs 4 and 5 of the said Order.
- II. Further to our comments in the annexure referred to in paragraph 5(1) above as required by Section 227(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 purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet and 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 and Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Act read with the General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013.





- e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2014 and taken on record by the Board of Directors, we report that none of the directors are disqualified as on 31<sup>st</sup> March, 2014 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
- 6. As required by the Non-Banking Financial Companies Auditors' Report (Reserve Bank) Directions,2008 we further report as follows:
  - a) That the Company has applied for registration as provided in section 45IA of the Reserve Bank of India Act, 1934.
  - b) It has received a Certificate of registration from the Reserve Bank of India bearing No. 05.00084.
  - c) The Board of Directors has passed a resolution for the non acceptance of any Public Deposit.
  - d) The Company has not accepted any Public Deposit during the year.
  - e) The Company has complied with the provisions of NBFC Prudential Norms (R.B.I.) Directions, 2008 relating to Income Recognition, Accounting Standards, Asset Classification, and Provisioning of Bad and Doubtful Debts as applicable to it.

**For S. Jaykishan** Chartered Accountants

SD/-Ritesh Agarwal Partner (M. No. 062410) Firm Registration No. 309005E

Place of Signature: Kolkata Date: 30<sup>th</sup> May, 2014.

### Annexure to the Auditors Report

Referred to in paragraph 5(I) of our report of even date,

#### 1. In respect of Fixed Assets :

- a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) All the assets have been physically verified by the management during the year. No material discrepancies were noticed on such verification.
- c) During the year, the company has not disposed off any substantial part of fixed assets.
- 2. Stock in Trade is in the form of Shares, Debentures, etc. and as per AS-2 of the Institute of Chartered Accountants of India; they are not Inventories and hence, are not covered by Clause 2 of CARO, 2003.
- a) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the Register maintained under Section 301 of the Companies Act, 1956.
  - b) According to the information and explanations given to us, the Company has not taken any loans, secured or unsecured from companies, firms or other parties covered in the Register maintained under Section 301 of the Companies Act, 1956.
- 4. In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business with regard to purchases of inventory and fixed assets and with regard to the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal controls. Further, during the course of our audit we have neither come across and nor have been informed of any instance of continuing failure to correct major weaknesses in the aforesaid internal control procedures.
- 5. a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 have been so entered.
  - b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the registers maintained under Section 301 have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- 6. The Company has not accepted any deposits under the provisions of Sections 58A and 58AA of the Act and the rules framed there under.





- 7. According to the information and explanations given to us, the Company does not have a formal internal audit system during the year. However management is in the process of appointing internal audit as informed to us.
- The Central Government of India has not prescribed the maintenance of cost records by the Company under Section 209(1) (d) of the Act for any of its products.
- 9. a) According to the records of the company, the company is regular in depositing undisputed statutory dues including provident fund, investor education protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, custom duty, excise-duty, cess and other statutory dues with appropriate authorities. Based on the audit procedures applied by us and according to the information and explanations provided by the management, there are no arrears on statutory dues which has remained outstanding as at 31<sup>st</sup> March, 2014 for a period of more than six months from the date they became payable.
  - b) According to the records of the company, there are no dues of sale tax, income-tax, customs duty, wealth-tax, service tax, excise duty, cess which have not been deposited on account of any dispute.
- 10. The Company does not have any accumulated losses as at the end of the year and the Company has not incurred cash losses in the immediately preceding financial year.
- 11. The company has no dues to a financial institution, bank or debenture holders and so the question of doubtful in repayment of dues does not arise.
- 12. Based on our examination of documents and records, we are of the opinion that the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- 13. In our opinion, considering the nature of activities carried on by the Company during the year, the provisions of any special statute applicable to chit fund / nidhi / mutual benefit fund/societies are not applicable to it.
- 14. Based on our examination of the records and evaluation of the related internal controls, we are of the opinion that proper records have been maintained of the transaction and contracts in respect of shares and securities, and timely entries have been made in those records. We also report that the company has held the shares, securities, debentures and other investments in its own name or are held along with valid transfer deeds.
- 15. The company has not given any guarantee for loans taken by others from bank or financial institutions.

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- 16. The company has not obtained any terms loans. Accordingly, Clause 4(xvi) of the order is not applicable.
- 17. On the basis of review of utilization of funds on overall basis, related information as made available to us and as represented to us by the management, funds raised on short term basis have not been used for long term investment during the year.
- 18. The company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Companies Act, 1956.
- 19. The company has not issued any debentures during the year and therefore the question of creating security in respect thereof does not arise.
- 20. The company has not made any public issue of any securities during the year and therefore the question of disclosing the end use of money does not arise.
- 21. During the course of our examination of the books of account carried out in accordance with the generally accepted auditing practices in India, we have neither come across any instance of fraud on or by the Company, either noticed or reported during the year, nor have we been informed of such case by the management.

Chartered Accountants

SD/-Ritesh Agarwal Partner (M. No. 062410) Firm Registration No. 309005E

Place of Signature: Kolkata Date: 30<sup>th</sup> May, 2014.



#### AUDITOR'S CERTIFICATE

#### To The Members of S T Services Limited

We have examined the compliance of conditions of Corporate Governance by **S T Services Limited**, for the period ended 31<sup>st</sup> March, 2014 as stipulated in clause 49 of the Listing Agreement of the said company with stock exchanges of India.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the company for ensuring the compliance of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the Clause 49 of the Listing Agreement.

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

For S. Jaykishan Chartered Accountants

SD/-(Ritesh Agarwal) Partner (M. No: 062410) Firm Registration No. 309005E Place of Signature: Kolkata Date: 30<sup>th</sup> May, 2014.

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# Balance Sheet as at 31st March, 2014

			Note No.	As at 31st March 2014 Rs.	As at 31st March 2013 Rs.
Α.	EQUIT	Y AND LIABILITIES			
	1. <u>SH/</u>	ARE HOLDERS' FUND			
	(a)	Share Capital	2	50,001,000	49,647,750
	(b)	Reserves and Surplus	3	1,914,587	1,846,744
		Total Shareholder' Fund		51,915,587	51,494,494
		N-CURRENT LIABILITIES erred tax Liabilities	4	4 500	6.060
	Deli		4	4,588	6,060
		Total Non Current Liabilities		4,588	6,060
		RENT LIABILITIES	5	100 454	111 000
	(a) (b)	Other Current Liabilities Short-Term Provisions	56	106,454 86,412	111,892 74,926
	(~)	Total Current Liabilities	·	192,866	186,817
		TOTAL EQUITY AND LIABILITIE	s	52,113,041	51,687,372
в.				02,110,011	01,001,012
2.	1 NO	N CURRENT ASSETS			
	(a)	Fixed Assets(Tangible assets)	7	357,419	172,829
	(b)	Other Non Current Assets	8	9,930	9,930
		Total Fixed Assets		367,349	182,759
	2. <u>CUI</u>	RRENT ASSETS			
	(a)		9	22,400,000	22,900,000
	· · /	Inventories	10 11	58,470	58,470
	(C) (d)	Cash and Cash Equivalents Short-term Loans and Advances	12	959,526 28,327,696	1,509,982 27,036,160
	(-)	Total Current Assets		51,745,692	51,504,612
		TOTAL ASSETS		52,113,041	51,687,372
The	e Acco	mpanying notes forming part			. ,
		ancial statements	1		
In t	erms o	f our attached report of even date	For and on	behalf of the	Board
		kishan			
Cha	artered	Accountants	0.57		00/
			SD/- Goutam Kr. Mone	dal Nikh	SD/- nil Patodia
			M Director		Director
	/-	aarwal)			
SD.	tooh A	garwai)		<b>CD</b> /	
(Ri	tesh Ag rtner			SD/-	
(Ri Par Me	rtner mbersh	ip No. : 62410	Sus	hanta Mondal	
( <b>Ri</b> Pai Me Firr	rtner mbersh	stration No. 309005E	Sus		

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# Statement of Profit and Loss Account for the year ended 31-03-2014

Particulars	Note No.	For the year ended 31st March 2014 Rs.	For the year ended 31st March 2013 Rs.
REVENUE			
a) Revenue from Operation	13	1566167	1871715
b) Other Income	14	11390	6470
Total Revenue		1577557	1878185
EXPENSES			
a) Changes in Inventories of Stock-in-Trade	e 15	_	_
b) Employee Benefits Expenses	16	657382	802432
c) Depreciation and Amortisation Expenses	7	86117	28656
d) Others Expenses	17	731436	961513
Total Expenses		1474935	1792601
Profit Before Tax		102622	85584
Less : Tax expense			
(a) Current Tax		32970	18491
(b) Deferred Tax		(1472)	7744
		31498	26235
Profit After Tax		71124	59349
Earnings per share (F.V. of Rs.10/- each)	22		
(a) Basic		0.01	0.01
(b) Diluted		0.01	0.01
The Accompanying notes forming part of the financial statements	1		
In terms of our attached report of even date			
For S.Jaykishan			
Chartered Accountants		n behalf of the	
	SD/- Goutam Kr. Mon M Director		SD/- hil Patodia Director
SD/-			
(Ritesh Agarwal) Partner		SD/-	
Membership No. : 62410	Sus	5D/- hanta Mondal	I
Firm Registration No. 309005E		Director	
Place : Kolkata Dated : 30th May 2014			

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Dated : 30th May, 2014



# Cash Flow Statement for the year ended 31st March, 2014

Particulars	For the ye 31st Mar		For the year ended 31st March, 2013		
	Rs.	Rs.	Rs.	Rs.	
A. Cash flow from operating activities Net Profit / (Loss) before extraordinary items and tax		102622		85584	
Adjustments for: Depreciation and amortisation Interest income Dividend income	86,117 (1576867) (690)	(1491440)	28,656 (1877500) (685)	(1849529)	
Operating profit / (loss) before working capital changes Changes in working capital :		(1388818)		(1763945)	
Adjustments for (increase) / decrease in operating assets Inventories			_		
Trade receivables Adjustments for increase / (decrease) in operating liabilit Other current liabilities	ies:		— 19578		
Cash generated from Operations Net Income Tax (Paid)/Refunds		(5437) (1394255) 7073		19578 (1744367) (86231)	
Net cash flow from / (used in) operating activities (A)		(1387182)		(1830598)	
B. Cash flow from investing activities Proceeds from sale of investments Dividend Received Purchase of Fixed Assets Calls in Arrears	500000 690 (270707) 353250	583233	2050000 685 (123763)	1926922	
Net income tax (paid) / refunds		583233		1926922	
Net cash flow from / (used in) investing activities (B)		583233		1926922	
C. Cash flow from financing activities Loan & Advances (Paid)/ Recdeived Interest Received	(1312675) 1566167	253492	(1483487) 1871715	388228	
Net cash flow from / (used in) financing activities (C) Net increase / (decrease) in Cash and cash equivalents (A+B+C Cash and cash equivalents at the beginning of the year Cash and cash equivalents at the end of the year	C)	253492 (550457) 1509983 959526		388228 484552 1025431 1509983	
* Comprises: (a) Cash in hand (b) Cheques, drafts on hand (c) Balances with banks		922317 —		1163785 —	
(i) In current accounts		37209 959526		346197 1509983	
See accompanying notes forming part of the financial stateme	ents				
As per our Report of even date	On behalf o	of the Boa	rd of Dire	ectors	
For S.Jaykishan Chartered Accountants	SD/-		61	D/-	
(Ritesh Agarwal) Partner	outam Kr. Mo M Director		Nikhil F Dire	Patodia	
Membership No. : 62410 Firm Registration No. 309005E Place : Kolkata Dated : 30-05-2014	Sı	SD/- ushanta N Directo			
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#### **1. SIGNIFICANT ACCOUNTING POLICIES**

#### (1) BASIS OF ACCOUNTING

The financial statements have been prepared under the historical cost convention on the accrual basis of accounting in accordance with accounting principles generally accepted in India (Indian GAAP) to comply with the Accounting Standards prescribed by Companies (Accounting Standards) Rules, 2006 issued by the Central Government (which continues to the applicable in terms of General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013) and the provisions of the Companies Act, 1956, (the 'Act') to the extent applicable.

#### (2) FIXED ASSETS

These are stated at cost of acquisition or construction and subsequent improvements thereto including taxes, duties, freight and other specific expenses related to acquisition and installation less accumulated depreciation.

#### (3) DEPRECIATION

This has been provided in the accounts at written down value method at the rates as specified in the Schedule XIV of the Companies Act, 1956.

#### (4) INVESTMENTS

Quoted Shares and Securities are stated at cost of acquisition. Provision for diminution in the value of long term Investments is made, only if such decline is other than temporary. Unquoted Shares are stated at "cost price".

#### (5) INVENTORIES

Quoted Shares and Securities are stated at lower of "Cost" or "Market Price". Unquoted Shares are stated at "cost price".

#### (6) **REVENUE RECOGNITION**

Sales are accounted as and when contract notes/bills raised upon the parties. Items of Income and Expenditures are recognized on accrual basis.

#### (7) TAXES ON INCOME

Provision for current income tax is made on the assessable income at the tax rate applicable to the relevant assessment year.

Deferred Tax is recognized, subject to consideration of prudence in respect of deferred tax assets, on timing difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent period.

As per our Report of even date

#### For S.Jaykishan Chartered Accountants

On behalf of the	Board of Directors
SD/-	SD/-
Goutam Kr. Mondal	Nikhil Patodia
M Director	Director

SD/-(Ritesh Agarwal) Partner Membership No. : 62410 Firm Registration No. 309005E Place : Kolkata Dated : 30-05-2014

SD/-Sushanta Mondal Director

# Notes forming part of the financial statements as on 31-03-2014

	No Of Shares	AS AT 31ST MARCH 2014 (Rs.)	No Of Shares	AS AT 31ST MARCH 2013 (Rs.)
Note - 2				
Share Capital				
Authorised, Issued, Subscribed & Paid-Up Share capital				
Authorised Capital Equity shares of Rs.10/- each with voting rights	5500000	55000000	5500000	55000000
Total Authorised Capital	5500000	55000000	5500000	55000000
Issued Capital Equity shares of Rs.10/- each with voting rights Subscribed and fully paid up	5000100	50001000	5000100	50001000
Equity shares of Rs.10/- each with voting rights	5000100	50001000	5000100	50001000
Less Calls in arrears (from others)	5000100	50001000	5000100	50001000 353250
Total Issued & Subscribed Capital	5000100	50001000	5000100	49647750
Particulars		Opening Balance	Fresh issue	Closing Balance
Equity shares with voting rights				
Year ended 31st March, 2014 — Number of shares — Amount (Rs.)		5000100 50001000	_	5000100 50001000
Year ended 31st March, 2013 — Number of shares — Amount (Rs.)		5000100 50001000	_	5000100 50001000

The Company has only class of Equity shares having a par value of Rs.10/= per share. Each holder of the equity shares is entitled to one vote per shares. In the event of liquidation of the Company, the holders of equity shares are entitled to receive remaining assets of the Company after distribution of all preferential amounts. The distribution will be in promotion to the number of equity shares held by the shareholders.

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# Notes forming part of the financial statements as on 31-03-2014 (Contd.)

Name of Equity Shareholder	more than s As at 31st March, 2014	As at 31st March, 2013
	Number of shares held	Number of shares held
Equity shares with voting rights		
Equisec Holdings Pvt. Ltd.	287050	287050
Note - 3		
Reserves and Surplus		
a) General Reserve	13525	13525
b) Special Reserve		
Opening balance	395000	383000
Add: Transferred from Profit and Loss	13000	12000
Closing balance	408000	395000
c) Surplus / (Deficit) in Statement of Profit and Los	s	
Opening balance	1438219	1369992
Add : Profit / (Loss) for the year	71124	59349
Add : Contingent Provisions against		
Standard Assets 0.25 % of Loans & Adv.	(3282)	30916
Less: Earlier Year Tax Provision		(10038)
Less: Transferred to Special Reserve	(13000)	(12000)
Closing balance	1493062	1438219
Total Reserve & Surplus	1914587	1846744
Note - 4		
Deferred Tax Liabilities (net)		
Fax effect of items constituting Deferred Tax Liability		
On difference between book balance and tax		
palance of fixed assets.	4,588	6,060
	4,588	6,060
Note - 5		
Other Current Liabilities		
Other Current Liabilities Other Payables	0000	00000
Other Current Liabilities Other Payables (i) Statutory Liabilities	6880 99574	
Other Current Liabilities Other Payables	6880 99574 106454	26220 85672 111892



#### Notes forming part of the financial statements as on 31-03-2014 (Contd.)

Note - 6	AS AT 31ST MARCH 2014 (Rs.)	AS AT 31ST MARCH 2013 (Rs.)
Short term Provision		
Provision for Taxation	51461	43257
Contingent Provision against Standard Assets	34951	31669
	86412	74926

# Note - 7

**Fixed Assets** 

	GROSS BLOCK		DEPRECIATION			NET BLOCK		
Tangible Assets	As on 01.04.13	Addition During the year	As on 31.03.14	As on 01.04.13	For the year	As on 31.03.14	WDV as on 31.03.14	WDV as on 31.03.13
Air Conditioner	66225	_	66225	60031	862	60893	5332	6194
Furniture & Fixture	140853	_	140853	104679	6547	111226	29627	36174
Computer	498531	9,511	508042	387350	48235	435585	72457	111180
Mobile Phone	29383	—	29383	10102	2682	12784	16599	19281
Motor Car	_	261,196	261196	_	27791	27791	233405	_
Total	734992	270707	1005699	562163	86117	648280	357419	172829
Previous year	611229	123,763	734992	533507	28656	562163	172829	77722

### Note - 8

Other Non- Current Assets		
Security Deposits	9930	9930
(Unsecured, considered good)		
	9930	9930



# Notes forming part of the financial statements as on 31-03-2014 (Contd.)

		AS AT 31ST MARCH 2014 (Rs.)	AS AT 31ST MARCH 2013 (Rs.)
Note - 9			
Current investments (At. Cost)			
Investment in Equity Shares			
Unquoted (F.V. Value Rs.10/-)			
26750(26750) Bliss Tie Up Pvt.Ltd.		1337500	1337500
12500(15000) Exquisite Appertments P	vt. Ltd.	2500000	3000000
67000(67000) Haryana Steel Supply Co	. Pvt. Ltd.	3350000	3350000
10000(10000) Jaya House Holds Projec	cts Pvt. Ltd.	2000000	2000000
125000(125000) Karma Solutions Pvt.L	_td.	1250000	1250000
17500(17500) Shri Lakhvi Vincom Pvt.	Ltd.	3500000	3500000
2500(2500) S K Promoter Pvt. Ltd.		2500000	2500000
225000(225000)Gallon Holding Pvt. Ltd	l.	362500	362500
	Α	16800000	17,300,000
Preference Shares-Unquoted			
28000 Non-Cumulative Redeemable			
Preference Shares of Ginni Global Ltd.		5600000	5600000
	В	5600000	5600000
	A + B	22400000	22900000
Note - 10			
<u>Inventories</u>			
Quoted Equity Shares (F.V. Value Rs. (At lower of cost and net realisable va			
10000(10000) Uday Jewellery Industrie	es Ltd.	10000	10000
200000(200000) Krishna Lifestyle & Ind	d Ltd (Rs1/-)	46000	46000
1900(1900) Shreevani Sugar & Industri	ies Ltd.	2470	2470
		58470	58470
Market Value of quoted Investments		Nil	Nil

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# Notes forming part of the financial statements as on 31-03-2014 (Contd.)

	AS AT 31ST MARCH 2014 (Rs.)	AS AT 31ST MARCH 2013 (Rs.)
Note - 11		
Cash and Cash Equivalents		
Cash in Hand (As per Books & Certified by the management)	922317	1163785
Balance with Schedule Banks :	07000	040407
In Current Accounts	37209 959526	346197 1509982
Note - 12		
<u>Short term Loans and Advances</u> (Recoverable in cash or kind or for value to be received)		
a) Loans (Unsecured, considered good) (Including interest Receivable)		
Bodies Corporates	13980234	12667559
<ul> <li>b) Other loans and advances (Advances)</li> <li>Unsecured (Advance to Bodies Corporates)</li> </ul>	13850000	13850000
c) Balances with Government Authorities (Unsecured, considered good)		
TDS Receivable	497462	518601
	28327696	27036160
Note - 13		
Revenue from Operation		
Interest from Loan		
(TDS Rs.156617 <b>/-</b> , Pr. Yr. Rs.187173/-)	1566167	1871715
	1566167	1871715
Note - 14		
Other Income		
Interest from Income Tax Refund	10700	5785
Dividend Income	690	685
	11390	6470



	AS AT 31ST MARCH 2014 (Rs.)	AS AT 31ST MARCH 2013 (Rs.)
Note - 15		
Changes in Inventories of Stock-in-Trade		
Opening Inventory of Stock-in-Trade	58,470	58,470
Less Closing Inventory of Stock-in-Trade	58,470	58,470
(Increase) / Decrease of Stock-in-Trade		
Note - 16		
Employee Benefits Expenses		
Salaries	603,160	740,760
Staff Welfare Expenses	54,222	61,672
Stall Welfale Expenses	657,382	802,432
Note - 17 <u>Other Expenses</u>		
-	144107	00050
Professional & Legal Expenses Services Charges	144187 52004	92950 51430
Printing & Stationery	33761	73789
Repairs & Renewals	10848	59046
Bank Charges	1531	1232
Listing Fees	40014	38778
Filing Fees	2000	2000
Rent, Rate & Taxes	16470	16470
Books & Periodicals	13577	39205
Advertisement	17307	13585
Business Promotion	15318	67425
Car Hire Charges	8174	74202
Computer Consumable	11999	65986
Electric Charges	8370	6800
Telephone Expenses	12385	12821
Postage & Courier	15275	33948
Travelling & Conveyances	186311	195775
Office Expenses	17462	36576
Market Research Fees	16854	16854
Notor Car Running Expenses	45791	_
Audit Fees	11236	11236
Registrar Charges	50562	51405
	731436	961513

#### II. NOTES ON ACCOUNTS

17. The Company has complied with the guidelines issued by the Reserve Bank of India in respect of Prudential Norms for income recognition, accounting standards, capital adequacy and concentration of credit and investments.

#### 18. FOREIGN CURRENCY TRANSACTION

Earning in Foreign Currency	— Rs. Nil
Expenditure in Foreign Currency	— Rs. 1,71,274/-
	(Travelling Expenses)

# 19. CONTINGENT LIABILITIES, PRIOR PERIOD ITEMS AND CHANGES IN ACCOUNTING POLICIES

Contingent Liabilities	— Nil
Changes in Accounting Policies	— Nil
There were no prior period items/adjustments during the year.	

#### 20. EARNINGS PER SHARE

Earnings per share are calculated by dividing the profit attributable to the Equity Shareholders by the weighted average number of Equity Shares outstanding during the year. The numbers used in calculating basic and diluted earnings are stated below :

Particulars	(Amoun) 31/03/2014	,		
Profit for the year after Taxation (Rs.)	62586	59349		
Weighted average number of shares outstanding during the year (Nos.)	5000100	4953000		
Earnings per Share (Basic & Diluted)(Rs.) (on nominal value of Rs.10/- per share)	0.01	0.01		
21. AUDITOR'S REMUNERATION				
i) Audit Fees	11236	11236		
ii) Tax Audit Fees	—			
Total	11236	11236		

#### 22. RELATED PARTY DISCLOSURES

Related party disclosures as required by Accounting Standard 18 issued by ICAI on "Related Party Disclosures" are given below :

Nature Of Relationship	Name of the Party
Subsidiary Company	NIL
Associate/Promoter Company	Equisec Holdings Private Ltd.
	Suyash Shares Private Ltd.

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Key Management Personnel

Mr. Goutam Kumar Mondal. Mr. Sushanta Mondal. Mr. Shiv Kumar Jaria. Mr. Nikhil Patodia.

There was no transaction with related parties' during the year.

23. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

As per our Report of even date For S.Jaykishan Chartered Accountants

On behalf of the Board of Directors SD/- SD/-Goutam Kr. Mondal Nikhil Patodia M Director Director

SD/-(Ritesh Agarwal) Partner Membership No. : 62410 Firm Registration No. 309005E Place : Kolkata Dated : 30-05-2014

SD/-Sushanta Mondal Director

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(F	FORM NO MGT-11 PROXY FORM Pursuant to Section 105(6) of the Companies Act, 2013 and the Companies (Management and Administration) F	
	me of the member(s)	
	gistered Address	
	nail ID	
	lio/ DP-ID-Client ID No.	
1/we	being the member(s) of shares of the above named company, hereb Name Address	by appoint:
(1)	Email IDor failing	him / her
(2)	Name Address	
( )	Email IDor failing	him / her.
(3)	Name Address	
	Email ID Signature	
	olution No. : inary Business	
1.	Adoption of Directors' Report, Audited Financial Statements for the March, 2014 and Auditors' Report thereon.	e year ended
2.	Re-appointment of Shri Shiv Kumar Jaria as an Independent Direct rotation.	tor who retires
3.	Appointment of Auditors and fixing their remuneration.	
4. 5.	Appointment of Mr. Goutam Mondal as a Managing Director of the C Appointment of Mr. Nikhil Patodia as an Independent Director for the 2019.	
6.	Appointment of Mr. Sushanta Mondal as an Independent Director for 03/2019.	the term up-to
Not	e : Notwithstanding the above, the Proxies can vote on such other its tablet at the meeting by the members present.	ems which mag
	ned this day of 2014	Affix
-		Revenue
-	nature of Shareholder	Stamp Revenue



92B Chittaranjan Avenue, 2<sup>nd</sup> Floor, Kolkata – 700 012 CIN : L74140WB1989PLC047210, Email: <u>stservices@stservices.org.in</u>, Web Site : <u>www.stservices.org.in</u>

# ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint shareholders may obtain additional attendance slip on request. (Folio Nos. DP ID\*, Client ID\* & Name of the Shareholder / Joint holders / Proxy in Block Letters to be furnished below).

Shareholder / Proxy holder	DP ID*	Client ID*	Folio No.	No. of Shares held

I hereby record my presence at the 25 th Annual General Meeting of the Company, to be held on Tuesday, 30<sup>th</sup> day of September, 2014, at 11.30 a.m. at 92B, Chittaranjan Avenue, 2<sup>nd</sup> Floor, Kolkata- 700 012.

Signature of The Shareholder or Proxy

#### Notes :

- 1) Shareholders / Proxy holders are requested to bring the Attendance Slip with them when they come to the Meeting and hand it over at the gate after affixing their signature on it.
- Shareholders are requested to advice, indicating their Folio Nos. DP ID\*, Client ID\*, the change in their address, if any, to the change in their address, if any, to the Register & Share Transfer Agents, at S K Infosolutions Pvt. Ltd., 34/1A, Sudhir Chatterjee St., Kolkata – 700 006,

\*Applicable for investors holding shares in Electronic (Demat) Form.

