

A background image showing two men in business suits shaking hands. The man on the left is wearing a dark suit, and the man on the right is wearing a brown suit. The background is a bright, slightly blurred outdoor setting.

ANNUAL REPORT

2014-2015

SUJALA TRADING & HOLDINGS LTD

CIN-L51109WB1981PLC034381

Regd. Off. : 1A, GRANT LANE, 2ND FLOOR, ROOM NO-202, KOLKATA-700 012
Ph.: (91-033) 2236-4330, E-mail: sujala_trading@yahoo.com /enquiry @sujalagroup.com
Website-www.sujalagroup.com

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OVERVIEW

The Company was incorporated as **Sujala Trading & Holdings Ltd** on 18th December, 1981 under the Companies Act, 1956 in the State of West Bengal. **Sujala Trading & Holdings Ltd** obtained Certificate of Commencement of Business pursuant to Section 149(3) of the Companies Act, 1956 from the Registrar of Companies, West Bengal.

The Company was originally incorporated with an object to carry on the business of investment in Shares & Securities etc. and registered with RBI as Non-Banking Financial Company ('NBFC') and also offers most sorts of banking services, such as loans and credit facilities, private funding, trading in stocks and shares, and other obligations. The company is financial intermediaries engaged primarily in the business of delivering credit and trading in stocks and shares. It plays an important role in channelizing the scarce financial resources to capital formation. We supplement the role of banking sector in meeting the increasing financial needs of the corporate sector, delivering credit to the unorganized sector and to small local borrowers. We provide a wide range of services such as, loans and investments and a wide variety of services provided by us. Company is a financial institution carrying on as its main business of the acquisition of securities and providing finance whether by making loans or advances.



Dear Shareholders,

It is my pleasure to Chair Sujala Trading & Holdings Ltd. in its 34th year and be a part of the association's historic journey. What began as a small company in the year 1981 is now a phenomenal Organisation that has been nurtured by its Founders, Promoters and Directors.

The year 2014-15, therefore, was dedicated to celebrating 34th years of Sujala Trading & Holdings Ltd. We did this by rolling out events across India where we thanked all our stakeholders and partners who have contributed to the success of Sujala. We thank our clients and member for believing on us and providing us with valuable suggestions that will be incorporated into our planning for 2015-16.

As we close, we assure you that we remain firmly committed to delivering enhanced value to all our stakeholders. All of us at Sujala are very excited about the road ahead. We feel confident that we will achieve outstanding results through focus and efficient execution. Our passionate and committed team of Sujala join us in thanking you and we look forward to an exciting year ahead with new milestones and greater achievements.

Best Regards,



Subhadeeep Mukherjee

Mr. Subhadeeep Mukherjee
CHAIRMAN



CORPORATE INFORMATION

BOARD OF DIRECTORS:

| | |
|-------------------------|------------------------------|
| Mr. Subhadeep Mukherjee | Chairman (Managing Director) |
| Ms. Anjana Gupta | Director |
| Mr. Gourav Goel | Director |
| Mr. Dhiraj Ram | Director |

AUDITORS:

M/s Maroti & Associates, Chartered Accountants
9/12, Lal Bazar Street, Mercantile Building
3rd Floor, E-Block, Room No- 02
Kolkata-700001

KEY MANAGERIAL PERSONS

| | |
|---------------------|-------------------------|
| Rohit Goel | Company Secretary |
| Ashok Kumar Agrawal | Chief Financial Officer |

REGISTRAR & TRANSFER AGENTS:

ABS Consultant Pvt Ltd,
4, B. B. D. Bag (East),
99, Stephen House, 6th Floor
Kolkata-70001

REGISTERED OFFICE:

1A, Grant Lane, 2nd Floor, Room No-202,
Kolkata-700 012 (West Bengal)

LISTED ON: Bombay Stock Exchange, Calcutta Stock Exchange

TEL/FAX: +91 033 22364330, WEBSITE: www.sujalagroup.com



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CIN-L51109WB1981PLC034381 Website-www.sujalagroup.com

NOTICE

NOTICE is hereby given that the 34th Annual General Meeting of the Members of M/S SUJALA TRADING & HOLDINGS LTD will be held on Tuesday, the 29th day of September, 2015 at 1A, Grant Lane, 1st Floor, Kolkata-700 012 at 11.00 A.M to conduct the following business:

ORDINARY BUSINESS:

1. To receive, considered and adopt the Financial Statement of the Company for the Year ended 31st March, 2015, including audited Balance Sheet as at 31st March, 2015, the Profit & Loss Account for the year ended 31st March 2015, the Cash flow Statement for the Year ended 31st March, 2015 and the Reports of the Board of Directors and Auditors' thereon.
2. To appoint Mr. Dhiraj Ram (DIN- 06752534) as Director, who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint Auditors M/s Maroti & Associates, Chartered Accountants (Firm Regn No.322770E) as the Statutory auditor of the Company to hold office from the conclusion of this 34th AGM until the conclusion of the 36th AGM of the Company and to fix their remuneration and pass following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provision of section 139 of the Companies Act, 2013 and rules made thereunder and pursuant to the recommendations of the audit Committee and Board of Directors of the Company M/s. Maroti & Associates, Chartered Accountant (Firm Reg. No 322770E), be and is hereby re-appointed as auditor of the Company, to hold office from the Conclusion of this 34th AGM to the Conclusion of the 36th AGM (subject to ratification of the appointment by the members at every AGM held after this AGM) and that Board of Directors be and hereby authorized to fix such remuneration as may be recommended by the audit Committee in consultation with the auditors".

Regd office:
1A, Grant Lane, 2nd Floor
Room No. 202, Kolkata-700 012

By order of the Board
For Sujala Trading & Holdings Ltd
FOR SUJALA TRADING & HOLDINGS LTD.

Rohit Goel
Company Secretary
Rohit Goel

Company Secretary
(M. No.31832)

Place : Kolkata
Date: May 29, 2015

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote, instead of him/her. A proxy need not be a member of the Company. In order to be effective, the instrument appointing proxy must reach the Registered Officer of the Company not less than forty-eight hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the Paid up Capital of the Company carrying voting rights. A member holding more than ten percent of the Paid up Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

Members are requested to notify to the Registrar of the Company, M/s. ABS CONSULTANT PVT LTD, Stephen House, 6th Floor, Room No. 99, 4, B.B.D. Bag (East), Kolkata – 700 001, any change in their address.

2. The Register of Members and Equity Share Transfer Registers will remain closed from **23rd September, 2015 to 29th September, 2015 (both days inclusive).**

3. **Voting through electronic means**

I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and clause 35B of the Listing Agreement, Members are provided with the facilities to cast their votes on all resolutions set forth in the Notice of the AGM using electronic voting system provided by Central Depository Services (India) Ltd. (CDSL).

The notice of the 34th Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the Members. The e-Voting particulars are provided at the bottom of the Attendance Slip for the 34th Annual General Meeting (AGM):

The e-voting period begins on 26.09.2015 from 9.00 A.M. and ends on 28.09.2015 till 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/entitlement date of 22.09.2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Members also have the option to vote through Ballot Form. However, the duly completed Ballot Form should reach the Scrutinizer at 9/12, Lal Bazar Street, 3rd Floor, Room No.2, Kolkata – 700 001, not later than 28.09.2015 (5.00 P.M.) (i.e. closing date of E-Voting) Ballot form received after this date will be treated as invalid. If member casts votes by both modes, then voting done through E-voting shall prevail and Ballot Form shall be treated as invalid.

The Instructions for E-Voting are as under:

- a. Log on to the e-voting website: www.evotingindia.com during the voting period.
- b. Click on "Shareholders" tab
- c. Now, select Electronic Voting Sequence No. as mentioned in the Attendance Slip alongwith "SUJALA TRADING & HOLDINGS LTD" from the drop down menu and click on "SUBMIT".
- d. Now Enter your User ID (as mentioned in the Attendance Slip) :
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e. Next enter the Image Verification as displayed and Click on Login.
- f. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- g. However, if you are a first time user, please use the e-Voting particular provided in the Attendance Slip and fill up the same in the appropriate boxes:
- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. Members holding shares in physical form will then reach directly 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.
- j. 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.
- k. For Members holding shares in physical form, the **details in Attendance Slip** can be used only for e-voting on the resolutions contained in this Notice.
- l. Click on the relevant EVSN "SUJALA TRADING & HOLDINGS LTD" for which you choose to vote.
- m. 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.
- n. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- o. 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.
- p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- r. If Demat account holder has forgotten the **changed password** then enter the User ID and image verification code click on Forgot Password & enter the details as prompted by the system.
- s. **For Non – Individual Shareholders and Custodians:**
 - t. ● Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://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 e-mailed to 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 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.

II. 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

III. Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means.

IV. If a person became the member of the company after the dispatch of notice, then such member may contact the company for Login ID and other e-voting related details.

V. The voting rights of shareholders shall be in proportion of their shares of the paid up equity share capital of the Company as on the **cut-off/entitlement date of 22.09.2015**.

VI. Mr. Rahul Jain, Practicing Chartered Accountant, (Membership No.304099) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

VII. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of AGM unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The Results shall be declared after the 34th Annual General Meeting (AGM) of the Company. This Notice as well as the Results declared along with the Scrutinizer's Report shall be communicated to **CDSL, Bombay Stock Exchange Limited and The Calcutta Stock Exchange Association Limited** on or after 29th September 2015.

ANNEXURE TO THIS NOTICE

Details of Directors Seeking Newly Re-Appointment/Appointment at the Forthcoming Annual General Meeting (In Pursuance of clause 49 of Listing Agreement)

Mr.Dhiraj Ram

Mr. Dhiraj Ram born on 09.11.1980. He takes care of administration of the Company. He holds Nil Shares in the Company. The Directorship and Membership of Board Committees of Mr.Dhiraj Ram as on Dates are as follows:

| SL.No | Name of the Company | Nature of office |
|-------|---|--------------------|
| 1. | Sujala Trading & Holdings Ltd Nomination & Remuneration Committee | Director Member |
| 2. | Vedanta Power Projects Pvt Ltd | Director |
| 3. | Asthbhuja Sales Pvt Ltd | Director |
| 4. | Kohinoor Dealcomm Pvt Ltd | Director |

Mr.Dhiraj Ram, Director is not related to any other director of the Company as per Section 2(77) of the Companies Act, 2013

Regd office:
1A, Grant Lane,
2nd Floor,
Room No-202,
Kolkata-700 012

By order of the Board
For Sujala Trading & Holdings Ltd
For SUJALA TRADING & HOLDINGS LTD.

Company Secretary
Rohit Goel
Company Secretary
(M. No.31832)

Place : Kolkata
Date: May 29,2015



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DIRECTORS' REPORT TO THE MEMBERS

Your Directors have pleasure in presenting their 34th Annual Report together with the Audited Accounts of the Company for the Year ended March 31, 2015.

1. FINANCIAL RESULTS:(Rs.)

| Particulars | Standalone | | Consolidated | |
|---|-------------------|-------------------|-------------------|-------------------|
| | March 31, 2015 | March 31, 2014 | March 31, 2015 | March 31, 2014 |
| Total Income | 22403033 | 88811466 | 22403433 | 88929966 |
| Total Expenses | 19266288 | 84582400 | 19379240 | 84775056 |
| Profit before Depreciation, Finance Cost & Taxation | 3136745 | 4229066 | 3024193 | 4154910 |
| Less: Depreciation | - | 19467 | - | 19467 |
| Less : Finance Cost | 1946370 | 3444538 | 1946370 | 3444538 |
| Profit before Tax | 1190375 | 765061 | 1077823 | 690905 |
| Less: Current Tax | 369200 | 239232 | 369200 | 239232 |
| Less: Deferred Tax | (8718) | (5218) | (8718) | (5218) |
| Profit / Loss for the year | 829893 | 531047 | 717342 | 456891 |
| Add: Balance brought forward from previous year | (18,47,717) | (1798788) | (2570475) | (2447390) |
| Less: Transfer to Special Reserve | 165979 | 106209 | 165979 | 106209 |
| Income Tax for earlier year | - | (2233) | - | (2233) |
| Contingent provision for Standard Assets | - | 476000 | - | 476000 |
| Transitional Provision for Depreciation | 35557 | - | 35557 | - |
| Balance carried to Balance sheet | (1219359) | (1847717) | (2054669) | (2570475) |



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1. FINANCIAL RESULTS:(Rs.)

| Particulars | Standalone | | Consolidated | |
|---|-------------------|-------------------|-------------------|-------------------|
| | March 31, 2015 | March 31, 2014 | March 31, 2015 | March 31, 2014 |
| Total Income | 22403033 | 88811466 | 22403433 | 88929966 |
| Total Expenses | 19266288 | 84582400 | 19379240 | 84775056 |
| Profit before Depreciation, Finance Cost & Taxation | 3136745 | 4229066 | 3024193 | 4154910 |
| Less: Depreciation | - | 19467 | - | 19467 |
| Less : Finance Cost | 1946370 | 3444538 | 1946370 | 3444538 |
| Profit before Tax | 1190375 | 765061 | 1077823 | 690905 |
| Less: Current Tax | 369200 | 239232 | 369200 | 239232 |
| Less: Deferred Tax | (8718) | (5218) | (8718) | (5218) |
| Profit / Loss for the year | 829893 | 531047 | 717342 | 456891 |
| Add: Balance brought forward from previous year | (18,47,717) | (1798788) | (2570475) | (2447390) |
| Less: Transfer to Special Reserve | 165979 | 106209 | 165979 | 106209 |
| Income Tax for earlier year | - | (2233) | - | (2233) |
| Contingent provision for Standard Assets | - | 476000 | - | 476000 |
| Transitional Provision for Depreciation | 35557 | - | 35557 | - |
| Balance carried to Balance sheet | (1219359) | (1847717) | (2054669) | (2570475) |



The company proposes to transfer an amount of Rs.1,65,979 /- to the Special Reserves. An amount of Rs. 6,28,357/-Lakhs is proposed to be retained in the statement of Profit & Loss.

OPERATIONAL REVIEW:

Gross revenues decreased to Rs. 2,24,03,033.00 against Rs. 8,87,63,181.00 in the previous year. Profit before depreciation and taxation was Rs. 17,52,175.00 against Rs. 7,84,528.00 in the previous year. After providing for depreciation and taxation respectively, the net profit of the Company for the year under review was placed at Rs. 8,29,893.00 as against Rs.5,31,047.00 in the previous year.

DIVIDEND:

No dividend is being recommended by the Directors for the current financial year in view of cash requirement for establishing the company in its formative years and growth plan.

SHARE CAPITAL:

The paid up equity capital as on March 31, 2015 was Rs.572.175 Lakhs. The company has not issued shares with differential voting rights nor granted stock options nor sweat equity during the year.

FINANCE:

Cash and cash equivalents as at March 31, 2015 was Rs. 13.13176 lakhs. The company continues to focus on judicious management of its working capital, receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

STATUTORY INFORMATION:

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are not applicable to the company.

The company has not carried out any R&D activities.

1. CONSERVATION OF ENERGY: Nil
2. TECHNOLOGY ABSORPTION & ADOPTION: Nil
3. FOREIGN EXCHANGE EARNING & OUTFLOW: Nil

DIRECTOR'S RESPONSIBILITY STATEMENT:

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 the year under review.
- iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The directors have prepared the annual accounts on a going concern basis.
- v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

CORPORATE SOCIAL RESPONSIBILITY

Due to the non-filling of the conditions for appointment of the Corporate Social Responsibility Committee, such committee has not been formed by the company. The company is under obligation to spend any amount on the matter.

RELATED PARTY TRANSACTIONS:

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large. Attention of members is drawn to the disclosure of transactions with related parties set out in Note No. 25 of Consolidated Financial Statements, forming part of the Annual Report.

BUSINESS RISK MANAGEMENT:

Pursuant to section 134 (3) (n) of the Companies Act, 2013 & Clause 49 of the listing agreement, the company has not constituted a business risk management committee. At present the company has not identified any element of risk which may threaten the existence of the company.

FIXED DEPOSITS:

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

DIRECTORS & KEY MANAGERIAL PERSONS

In accordance with the Companies Act, 2013, Mr. Dhiraj Ram (Din-06752534) retires by rotation and being eligible offers himself for reappointment. Mr.Gourav Goel and Ms.Anjana Gupta were appointed as Independent Directors as per provisions of Companies Act, 2013, though they were already Independent Directors under listing agreement.

Mr.Subhadeep Mukherjee, Managing Director, Mr.Ashok Kumar Agrawal, Chief Financial Officers, Mr.Rohit Goel Company Secretary are the KMPs of the Company as per the provision of the Act.

MEETINGS

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year Seven Board Meetings and Five Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

SUBSIDIARY COMPANIES:

The Company has 24 subsidiaries as on 31st March, 2015. The Consolidated Financial Statements of the company and its subsidiaries duly audited by the statutory auditors are presented in the Annual Report. The Consolidated Financial Statement have been prepared in strict compliance with applicable Accounting Standards and where applicable, Listing Agreement as prescribed by the Securities Exchange Board of India.

Pursuant to the provisions of the Companies Act, 2013, the statement containing the salient feature of the financial statement of a company's subsidiary or subsidiaries, associate company or companies and joint venture or ventures is given as "Annexure C".

AUDITORS:

Pursuant to the provisions of Sec 139 of the Companies Act, 2013 and the rules made thereunder, Auditors M/S MAROTI & ASSOCIATES, Chartered Accountants, were appointed as statutory auditor of the Company from the conclusion of the Annual General Meeting of the Company held on September 29th, 2015 till the conclusion of the Annual General Meeting of the Company to be held in the year 2017 subject to ratification of their appointment at every AGM.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS

The Corporate Governance and Management Discussion & Analysis Report, which form an integral part of this Report, are set out as separate Annexures, together with the Certificate from the auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure A"

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors has appointed Ms. Nisha Jhunjhunwala, practicing Company Secretary for conducting Secretarial audit of the Company for the financial year 2014-2015.

The Secretarial Audit Report is annexed herewith as "Annexure B". The Secretarial Audit report does not contain any qualification, reservation or adverse remark.

PARTICULARS OF EMPLOYEES: (rule 5(2) & rule 5(1))

None of the employees have drawn remuneration in excess of the limits prescribed by the Companies Act, 2013 and the Rules made there under which needs to be disclosed in the Directors Report.

AUDITOR'S REPORT:

The observation made in the Auditors' Report read together with relevant notes thereon are self explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

ACKNOWLEDGEMENTS:

Your Company and its Directors wish to extend their sincerest thanks to the Members of the Company, Bankers, State Government, Local Bodies, Customers, Suppliers, Executives, Staff and workers at all levels for their continuous cooperation and assistance. Your Directors also acknowledges gratefully to the shareholders for their support and confidence reposed on your Company.

For and on behalf of the
Board of Directors



Chairman



Place:Kolkata

Date: May 29,2015

Annexure A

EXTRACT OF ANNUAL RETURN

FORM NO MGT-9

as on the financial year ended on, 31st March, 2015

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

I. REGISTRATION AND OTHER DETAILS:

i) CIN: L51109WB1981PLC034381

ii) Registration Date: 18/12/1981

iii) Name of the Company: SUJALA TRADING AND HOLDINGS LTD

iv) Category / Sub-Category of the Company: Company Limited by Shares

v) Address of the Registered office and contact details:

1A, GRANT LANE, 2ND FLOOR,

ROOM NO. 202, KOLKATA – 700 012

vi) Whether listed company: YES

vii) Name, Address and Contact details of Registrar and Transfer Agent:

ABS COSULTANT PVT. LTD.

99, STEOHEN HOUSE, 6TH FLOOR,

4, B.B.D. BAGH (E),

KOLKATA – 700 001

PHONE: 033-243 0153/ 2201043

Email :absconsultant@vsnl.net

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

| Sl. No. | Name and Description of main products / services | NIC Code of the Product/ service | % to total turnover of the company |
|---------|--|----------------------------------|------------------------------------|
| 1 | Financial Activities | 64920 | 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 | Foremost Barter Ltd | U51909WB2012PLC184664 | Subsidiary | 100% | 2(87)(ii) |
| 2 | Foremost Dealcom Ltd | U51909WB2012PLC184825 | Subsidiary | 100% | 2(87)(ii) |
| 3 | Hulbert Trading Ltd | U51909WB2012PLC184889 | Subsidiary | 100% | 2(87)(ii) |
| 4 | Hulbert Vinimay Ltd | U51909WB2012PLC184890 | Subsidiary | 100% | 2(87)(ii) |
| 5 | Jagmata Mercantile Ltd | U51909WB2012PLC184826 | Subsidiary | 100% | 2(87)(ii) |
| 6 | Jagmata Vintrade Ltd | U51909WB2012PLC184827 | Subsidiary | 100% | 2(87)(ii) |
| 7 | Kotiratan Commercial Ltd | U51909WB2012PLC184847 | Subsidiary | 100% | 2(87)(ii) |
| 8 | Kotiratan Marketing Ltd | U51909WB2012PLC184850 | Subsidiary | 100% | 2(87)(ii) |
| 9 | Mangaldham Agents Ltd | U51909WB2012PLC184891 | Subsidiary | 100% | 2(87)(ii) |
| 10 | Mangaldham Suppliers Ltd | U51909WB2012PLC184893 | Subsidiary | 100% | 2(87)(ii) |
| 11 | Mangalsudha Barter Ltd | U51909WB2012PLC184918 | Subsidiary | 100% | 2(87)(ii) |

| | | | | | |
|----|----------------------------|-----------------------|------------|------|-----------|
| 12 | Mangalsudha Commercial Ltd | U51909WB2012PLC184919 | Subsidiary | 100% | 2(87)(ii) |
| 13 | Nirmalkunj Agency Ltd | U51909WB2012PLC184985 | Subsidiary | 100% | 2(87)(ii) |
| 14 | NirmalkunjTradecom Ltd | U51909WB2012PLC184928 | Subsidiary | 100% | 2(87)(ii) |
| 15 | Nityadhara Barter Ltd | U51909WB2012PLC184986 | Subsidiary | 100% | 2(87)(ii) |
| 16 | Nityadhara Traders Ltd | U51909WB2012PLC184987 | Subsidiary | 100% | 2(87)(ii) |
| 17 | Overgrow Barter Ltd | U51909WB2012PLC184990 | Subsidiary | 100% | 2(87)(ii) |
| 18 | Overgrow Tie-up Ltd | U51909WB2012PLC184971 | Subsidiary | 100% | 2(87)(ii) |
| 19 | Sarvlok Commercial Ltd | U51909WB2012PLC184854 | Subsidiary | 100% | 2(87)(ii) |
| 20 | Sarvlok Dealcom Ltd | U51909WB2012PLC184856 | Subsidiary | 100% | 2(87)(ii) |
| 21 | Speedfast Marketing Ltd | U51909WB2012PLC184899 | Subsidiary | 100% | 2(87)(ii) |
| 22 | Speedfast Vincom Ltd | U51909WB2012PLC184895 | Subsidiary | 100% | 2(87)(ii) |
| 23 | Vishawdham Merchants Ltd | U51909WB2012PLC184900 | Subsidiary | 100% | 2(87)(ii) |
| 24 | Vishawdham Tradelink Ltd | U51909WB2012PLC184901 | Subsidiary | 100% | 2(87)(ii) |

IV. SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

i) **CATEGORY-WISE SHARE HOLDING**

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | %Change during the year |
|---|---|----------|--------|-------------------|---|----------|--------|-------------------|-------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| INDIAN | | | | | | | | | |
| INDIVIDUALS/ HINDU UNDIVIDED FAMILY | - | - | - | - | - | - | - | - | - |
| CENTRAL GOVERNMENT/ STATE GOVERNMENT | - | - | - | - | - | - | - | - | - |
| BODIES CORPORATE | 891000 | - | 891000 | 15.57 | 891000 | - | 891000 | 15.57 | |
| FINANCIAL INSTITUTIONS/ BANKS | - | - | - | - | - | - | - | - | - |
| ANY OTHER (SPECIFY) | - | - | - | - | - | - | - | - | - |
| SUB-TOTAL (A)(1) | 891000 | - | 891000 | 15.57 | 891000 | - | 891000 | 15.57 | |
| FOREIGN | | | | | | | | | |
| NRIs - Individuals | - | - | - | - | - | - | - | - | - |
| Other – Individuals | - | - | - | - | - | - | - | - | - |

| | | | | | | | | | |
|--|--------|---|--------|-------|--------|---|--------|-------|---|
| BODIES CORPORATE | - | - | - | - | - | - | - | - | - |
| INSTITUTIONS | - | - | - | - | - | - | - | - | - |
| ANY OTHER (SPECIFY) | - | - | - | - | - | - | - | - | - |
| SUB-TOTAL (A)(2) | - | - | - | - | - | - | - | - | - |
| TOTAL SHAREHOLDING OF PROMOTER AND PROMOTER GROUP (A)= (A)(1)+(A)(2) | 891000 | - | 891000 | 15.57 | 891000 | - | 891000 | 15.57 | |
| B.PUBLIC SHAREHOLDING | | | | | | | | | |
| INSTITUTIONS | | | | | | | | | |
| MUTUAL FUNDS | - | - | - | - | - | - | - | - | - |
| FINANCIAL INSTITUTIONS/ BANKS | - | - | - | - | - | - | - | - | - |
| CENTRAL GOVERNMENT/ STATE GOVERNMENT | - | - | - | - | - | - | - | - | - |
| VENTURE CAPITAL FUNDS | - | - | - | - | - | - | - | - | - |

| | | | | | | | | | |
|--|----------------|---------------|----------------|--------------|----------------|---------------|----------------|--------------|----------|
| INSURANCE COMPANIES | - | - | - | - | - | - | - | - | - |
| FOREIGN INSTITUTIONAL INVESTORS | - | - | - | - | - | - | - | - | - |
| FOREIGN VENTURE CAPITAL INVESTORS | - | - | - | - | - | - | - | - | - |
| ANY OTHER (SPECIFY) | - | - | - | - | - | - | - | - | - |
| SUB-TOTAL (B)(1) | | | | | | | | | |
| NON-INSTITUTIONS | | | | | | | | | |
| BODIES CORPORATE | 3511550 | - | 3511550 | 61.37 | 3511550 | - | 3511550 | 61.37 | - |
| INDIVIDUALS - I. INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL UP TO RS. 1 LAKH. | 6247 | 36650 | 42897 | 0.75 | 6247 | 36650 | 42897 | 0.75 | - |
| II. INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL IN EXCESS OF RS. 1 LAKH. | 1201803 | 74500 | 1276303 | 22.31 | 1201803 | 74500 | 1276303 | 22.31 | - |
| ANY OTHER (SPECIFY) | - | - | - | - | - | - | - | - | - |
| NRI's | - | - | - | - | - | - | - | - | - |
| SUB-TOTAL (B)(2) | 4719600 | 111150 | 4830750 | 84.43 | 4719600 | 111150 | 4830750 | 84.43 | - |

| | | | | | | | | | |
|---|----------------|---------------|----------------|------------|----------------|---------------|----------------|------------|----------|
| TOTAL PUBLIC SHAREHOLDING (B)= (B)(1)+(B)(2) | 4719600 | 111150 | 4830750 | 84.43 | 4719600 | 111150 | 4830750 | 84.43 | - |
| TOTAL (A)+(B) | 5610600 | 111150 | 5721750 | 100 | 5610600 | 111150 | 5721750 | 100 | - |
| C. SHARES HELD BY CUSTODIANS AND AGAINST WHICH DEPOSITORY RECEIPTS HAVE BEEN ISSUED | - | - | - | - | - | - | - | - | - |
| GRAND TOTAL (A)+(B)+(C) | 5610600 | 111150 | 5721750 | 100 | 5610600 | 111150 | 5721750 | 100 | - |
| TOTAL PUBLIC SHAREHOLDING (B)= (B)(1)+(B)(2) | 4719600 | 111150 | 4830750 | 84.43 | 4719600 | 111150 | 4830750 | 84.43 | - |
| TOTAL (A)+(B) | 5610600 | 111150 | 5721750 | 100 | 5610600 | 111150 | 5721750 | 100 | - |
| C. SHARES HELD BY CUSTODIANS AND AGAINST WHICH DEPOSITORY RECEIPTS HAVE BEEN ISSUED | - | - | - | - | - | - | - | - | - |
| GRAND TOTAL (A)+(B)+(C) | 5610600 | 111150 | 5721750 | 100 | 5610600 | 111150 | 5721750 | 100 | - |

(ii) SHAREHOLDING OF PROMOTERS

| Sl. No. | Shareholder's Name | Shareholding at the beginning of the year | | | Share holding at the end of the year | | | % change in share holding during the year |
|---------|--------------------------------------|---|------------------------------|---|--------------------------------------|------------------------------|---|---|
| | | No. of Shares | % of total Shares of Company | %of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares of Company | %of Shares Pledged / encumbered to total shares | |
| 1. | SQUARE TRADES AND HOLDINGS PVT. LTD. | 891000 | 15.57 | - | 891000 | 15.57 | - | - |

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (please specify, if there is no change) – NOT APPLICABLE

| Sl. No. | | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---------|--|---|--------------------------|---|--------------------------|
| | | No. of shares | % of total No. of shares | No. of shares | % of total No. of shares |
| 1 | At the beginning of the year | 891000 | 15.57 | - | - |
| 2 | 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): | No change | | No change | |
| 3 | At the End of the year | 891000 | 15.57 | 891000 | 15.57 |

(iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):

| Sl. No. | For Each of the Top 10 Shareholders | Shareholding at the beginning of the year | | Shareholding at the end of the year | |
|---------|---|--|--------------------------------|--|--------------------------------|
| | | No. of shares | % of total No. of shares | No. of shares | % of total No. of shares |
| 1. | <i>PICADALLY TRADE AND HOLDINGS PVT LTD</i> | 434470 | 7.59 | 434500 | 7.59 |
| 2. | <i>SHAH TELECOM LTD</i> | 426885 | 7.46 | 426900 | 7.46 |
| 3. | <i>MADSAN AGENCIES PVT LTD</i> | 384994 | 6.73 | 385000 | 6.73 |
| 4. | <i>MIDNIGHT AGENCIES PVT LTD</i> | 350474 | 6.13 | 350500 | 6.13 |
| 5. | <i>SHREE SUDHARSHAN CASTINGS PVT LTD</i> | 301993 | 5.28 | 402000 | 7.03 |
| 6. | <i>SANDEEP KUMAR SHAH</i> | 300000 | 5.24 | - | - |
| 7. | <i>HOPEWEL MERCHANTS PVT LTD</i> | 292492 | 5.11 | 392500 | 6.86 |
| 8. | <i>LIMELIGHT TRACOM PVT LTD</i> | 254393 | 4.45 | 454400 | 7.94 |
| 9. | <i>BASUKINATH VANIJYA PVT LTD</i> | 249993 | 4.37 | 250000 | 4.37 |
| 10. | <i>GIRIRAJ TRADECOM PVT LTD</i> | 232491 | 4.06 | 432500 | 7.56 |
| 11. | <i>MOTOREX FINANCE PVT LTD</i> | - | - | 420400 | 7.35 |

Note: The change in the shareholding in the above shareholders was due to transfer of shares by the shareholders on various dates. The Company has not allotted any shares, issued bonus/sweat equity during the year.

(v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

| Sl. No. | | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---------|--|---|--------------------------|---|--------------------------|
| | | No. of shares | % of total No. of shares | No. of shares | % of total No. of shares |
| | At the beginning of the year | - | - | - | - |
| | 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): | - | - | - | - |
| | At the End of the year | - | - | - | - |

V. INDEBTEDNESS (Rs. In Lakhs)

INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING/ACCRUED BUT NOT DUE FOR PAYMENT - NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (Rs. In Lakhs)

| Sl. No. | Particulars of Remuneration | SUBHADEEP MUKHERJEE Managing Director | Total Amount |
|----------|---|--|--------------|
| 1 | Gross salary | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 0.35 | 0.35 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | - | - |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | - | - |
| 2 | Stock Option | - | - |
| 3 | Sweat Equity | - | - |
| 4 | Commission - as % of profit - others, specify | - | - |
| 5 | Others, please specify | - | - |
| | Total (A) | 0.35 | 0.35 |
| | Ceiling as per the Act | - | - |

B. REMUNERATION TO OTHER DIRECTORS: (Amount in Rs.) - NIL

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD (Rs. In Lakhs)

| Sl. No. | Particulars of Remuneration | Key Managerial Personnel | | Total Amount |
|---------|---|--------------------------|-------------------|--------------|
| | | ASHOK KUMAR AGRAWAL | ROHIT GOEL | |
| | | CFO | COMPANY SECRETARY | |
| 1 | Gross salary | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 0.56 | 0.84 | |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | - | - | - |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | - | - | - |
| 2 | Stock Option | - | - | - |
| 3 | Sweat Equity | - | - | - |
| 4 | Commission - as % of profit - others, specify | - | - | - |
| 5 | Others, please specify | - | - | - |
| | Total (C) | 0.56 | 0.84 | |

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES – NIL

Discharge



NISHA JHUNJHUNWALA

25/B, P. K. TAGORE STREET
KOLKATA - 700 006
e-mail: goenkanisha@yahoo.co.in
Mobile: 9735901651

**ANNEXURE B TO BOARDS REPORT
SECRETARIAL AUDIT REPORT
For The Financial Year Ended On 31st March, 2015
(Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of
the Companies (Appointment and Remuneration Personnel) Rules, 2014)**

To,
The Members,
SUJALA TRADING AND HOLDINGS LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by SUJALA TRADING AND HOLDINGS LIMITED (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended 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:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by SUJALA TRADING AND HOLDINGS LIMITED 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 there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;



NISHA JHUNJHUNWALA

25/B, P. K. TAGORE STREET
KOLKATA - 700 006
e-mail: goenkanisha@yahoo.co.in
Mobile: 9735901651

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") viz.:

- (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.

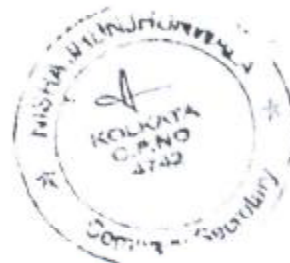
We have also examined compliance with the applicable clauses of the following:

- (a) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings are yet to be specified under the Act by the Institute.
- (b) The Listing Agreements entered into by the Company with Calcutta Stock Exchange and Bombay Stock Exchange.



During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above except to the extent as mentioned below:

- (a) The Directors have disclosed their interest in other firms/Companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under, however, the Company has filed the resolution in form MGT-14 with the Registrar of Companies as required under the provisions of the Section 184, Section 179 along with Rule 8(5) under the Meeting of the Board and its Powers of the Companies Act, 2013.
- (b) The "Key Managerial Personnel" i.e Chief Financial Officer & Company Secretary as required to be appointed by companies listed on stock exchanges in India, pursuant to the provision of section 203(1) of the Companies Act, 2013 have been appointed by the Company during the period under scrutiny.
- (c) The Company had not appointed any additional director during the year under the provisions of Section 161 under the Companies Act, 2013.
- (d) The Company had filed the resolution in Form MGT-14 with the Registrar of Company in respect of the Adoption of accounts and Boards Report, as required under the provisions of the Section 179(3)(g) of the Companies Act, 2013.
- (e) The Annual General Meeting for the financial year ended on 31st March 2014 was held on 30th September, 2014 after giving notice to the members of the Company and the resolutions passed thereat were recorded in the Minutes Book maintained for the purpose, however, the Company had not filed MGT-15 in Form GNL-2 with the Registrar of Company.
- (f) The Company has filed the report as required under the rule 30(1) and 30(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.



NISHA JHUNJHUNWALA

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We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors during the period.

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.

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

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

PLACE: KOLKATA
DATE: May 29, 2015

Nisha Jhunjhunwala
NISHA JHUNJHUNWALA
Practicing Company Secretary
COP No.: 4742

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.



NISHA JHUNJHUNWALA

25/B, P. K. TAGORE STREET
KOLKATA - 700 006
e-mail: goenkanisha@yahoo.co.in
Mobile: 9735901651

'ANNEXURE A'

To,
The Members,
SUJALA TRADING & HOLDING LIMITED
1A, GRANT LANE, 2ND FLOOR, ROOM NO.202
KOLKATA - 700 012

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

PLACE: KOLKATA
DATE: May 29, 2015

Nisha Jhunjunwala
NISHA JHUNJHUNWALA
Practicing Company Secretary
COP No.: 4742



Annexure C (Form AOC – 1)

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

| Sl. No. | Particulars | Details | | | |
|---------|---|------------------------------------|------------------------------------|------------------------------------|------------------------------------|
| | | Foremost Barter Ltd | Foremost Dealcom Ltd | Hulbert Trading Ltd | Hulbert Vinimay ltd |
| 1 | Name of the subsidiary | Foremost Barter Ltd | Foremost Dealcom Ltd | Hulbert Trading Ltd | Hulbert Vinimay ltd |
| 2 | Reporting period for the subsidiary concerned, if different from the holding company's reporting period | 1st April, 2014 – 31st March, 2015 | 1st April, 2014 – 31st March, 2015 | 1st April, 2014 – 31st March, 2015 | 1st April, 2014 – 31st March, 2015 |
| 3 | Share capital | 5,00,000.00 | 5,00,000.00 | 5,00,000.00 | 5,00,000.00 |
| 4 | Reserves & surplus | (35,545.74) | (33,772.69) | (33,917.72) | (34,048.30) |
| 5 | Total assets | 24,90,454.26 | 4,67,227.31 | 4,67,082.28 | 36,76,951.70 |
| 6 | Total Liabilities | 24,90,454.26 | 4,67,227.31 | 4,67,082.28 | 36,76,951.70 |
| 7 | Investments | - | - | - | - |
| 8 | Turnover | - | - | - | 400.00 |
| 9 | Profit before taxation | (5558.41) | (3,859.36) | (3,899.36) | (4108.21) |
| 10 | Provision for taxation | - | - | - | - |
| 11 | Profit after taxation | (5558.41) | (3,859.36) | (3,899.36) | (4108.21) |
| 12 | Proposed Dividend | - | - | - | - |
| 13 | % of shareholding | 100% | 100% | 100% | 100% |

| Sl. No. | Particulars | Details | | | |
|---------|---|------------------------------------|------------------------------------|------------------------------------|------------------------------------|
| | | Jagmata Mercantile Ltd | Jagmata Vintrade Ltd | Kotiratan Commercial Ltd | Kotiratan Marketing Ltd |
| 1 | Name of the subsidiary | | | | |
| 2 | Reporting period for the subsidiary concerned, if different from the holding company's reporting period | 1st April, 2014 - 31st March, 2015 | 1st April, 2014 - 31st March, 2015 | 1st April, 2014 - 31st March, 2015 | 1st April, 2014 - 31st March, 2015 |
| 3 | Share capital | 5,00,000.00 | 5,00,000.00 | 5,00,000.00 | 5,00,000.00 |
| 4 | Reserves & surplus | (34,850.09) | (33,905.69) | (33,775.36) | (33,937.36) |
| 5 | Total assets | 24,96,149.91 | 4,67,094.31 | 4,67,224.64 | 4,67,062.64 |
| 6 | Total Liabilities | 24,96,149.91 | 4,67,094.31 | 4,67,224.64 | 4,67,062.64 |
| 7 | Investments | - | - | - | - |
| 8 | Turnover | - | - | - | - |
| 9 | Profit before taxation | (4,952.76) | (3,918.36) | (3,902.36) | (3,946.36) |
| 10 | Provision for taxation | - | - | - | - |
| 11 | Profit after taxation | (4,952.76) | (3,918.36) | (3,902.36) | (3,946.36) |
| 12 | Proposed Dividend | - | - | - | - |
| 13 | % of shareholding | 100% | 100% | 100% | 100% |

| Sl. No. | Particulars | Details | | | |
|---------|---|------------------------------------|------------------------------------|------------------------------------|------------------------------------|
| | | Mangaldham Agents Ltd | Mangaldham Suppliers Ltd | Mangalsudha Barter Ltd | Mangalsudha Commercial Ltd |
| 1 | Name of the subsidiary | | | | |
| 2 | Reporting period for the subsidiary concerned, if different from the holding company's reporting period | 1st April, 2014 – 31st March, 2015 | 1st April, 2014 – 31st March, 2015 | 1st April, 2014 – 31st March, 2015 | 1st April, 2014 – 31st March, 2015 |
| 3 | Share capital | 5,00,000.00 | 5,00,000.00 | 5,00,000.00 | 5,00,000.00 |
| 4 | Reserves & surplus | (34,495.16) | (33,955.72) | (33,858.45) | (33,898.36) |
| 5 | Total assets | 4,66,504.84 | 32,67,044.28 | 5,67,141.55 | 4,67,101.64 |
| 6 | Total Liabilities | 4,66,504.84 | 32,67,044.28 | 5,67,141.55 | 4,67,101.64 |
| 7 | Investments | - | - | - | - |
| 8 | Turnover | - | - | - | - |
| 9 | Profit before taxation | (4,492.16) | (3,893.36) | (3,901.36) | (3,946.36) |
| 10 | Provision for taxation | - | - | - | - |
| 11 | Profit after taxation | (4,492.16) | (3,893.36) | (3,901.36) | (3,946.36) |
| 12 | Proposed Dividend | - | - | - | - |
| 13 | % of shareholding | 100% | 100% | 100% | 100% |

| Sl. No. | Particulars | Details | | | |
|---------|---|------------------------------------|------------------------------------|------------------------------------|------------------------------------|
| | | Nirmalkunj Agency Ltd | Nirmalkunj Tradecom Ltd | Nityadhara Barter Ltd | Nityadhara Traders Ltd |
| 1 | Name of the subsidiary | Nirmalkunj Agency Ltd | Nirmalkunj Tradecom Ltd | Nityadhara Barter Ltd | Nityadhara Traders Ltd |
| 2 | Reporting period for the subsidiary concerned, if different from the holding company's reporting period | 1st April, 2014 – 31st March, 2015 | 1st April, 2014 – 31st March, 2015 | 1st April, 2014 – 31st March, 2015 | 1st April, 2014 – 31st March, 2015 |
| 3 | Share capital | 5,00,000.00 | 5,00,000.00 | 5,00,000.00 | 5,00,000.00 |
| 4 | Reserves & surplus | (34,470.36) | (36,862.08) | (36,233.36) | (36,152.36) |
| 5 | Total assets | 4,86,529.64 | 4,64,137.92 | 4,65,766.64 | 4,65,847.64 |
| 6 | Total Liabilities | 4,86,529.64 | 4,64,137.92 | 4,65,766.64 | 4,65,847.64 |
| 7 | Investments | - | - | - | - |
| 8 | Turnover | - | - | - | - |
| 9 | Profit before taxation | (4,499.36) | (6,561.36) | (6,320.36) | (6,260.36) |
| 10 | Provision for taxation | - | - | - | - |
| 11 | Profit after taxation | (4,499.36) | (6,561.36) | (6,320.36) | (6,260.36) |
| 12 | Proposed Dividend | - | - | - | - |
| 13 | % of shareholding | 100% | 100% | 100% | 100% |

| Sl. No. | Particulars | Details | | | |
|---------|---|------------------------------------|------------------------------------|------------------------------------|------------------------------------|
| | | Overgrow Barter Ltd | Overgrow Tieup Ltd | Sarvlok Commercial Ltd | Sarvlok Dealcom Ltd |
| 1 | Name of the subsidiary | Overgrow Barter Ltd | Overgrow Tieup Ltd | Sarvlok Commercial Ltd | Sarvlok Dealcom Ltd |
| 2 | Reporting period for the subsidiary concerned, if different from the holding company's reporting period | 1st April, 2014 – 31st March, 2015 | 1st April, 2014 – 31st March, 2015 | 1st April, 2014 – 31st March, 2015 | 1st April, 2014 – 31st March, 2015 |
| 3 | Share capital | 5,00,000.00 | 5,00,000.00 | 5,00,000.00 | 5,00,000.00 |
| 4 | Reserves & surplus | (36,787.41) | (34,046.81) | (33,703.36) | (33,703.36) |
| 5 | Total assets | 4,65,212.59 | 32,66,953.19 | 4,67,296.64 | 4,67,296.64 |
| 6 | Total Liabilities | 4,65,212.59 | 32,66,953.19 | 4,67,296.64 | 4,67,296.64 |
| 7 | Investments | - | - | - | - |
| 8 | Turnover | - | - | - | - |
| 9 | Profit before taxation | (6,338.36) | (4,031.36) | (3,852.36) | (3,839.36) |
| 10 | Provision for taxation | - | - | - | - |
| 11 | Profit after taxation | (6,338.36) | (4,031.36) | (3,852.36) | (3,839.36) |
| 12 | Proposed Dividend | - | - | - | - |
| 13 | % of shareholding | 100% | 100% | 100% | 100% |

| Sl. No. | Particulars | Details | | | |
|---------|---|------------------------------------|------------------------------------|------------------------------------|------------------------------------|
| | | Speedfast Marketing Ltd | Speedfast Vincom Ltd | Vishawdham Merchants Ltd | Vishawdham Tradelink Ltd |
| 1 | Name of the subsidiary | | | | |
| 2 | Reporting period for the subsidiary concerned, if different from the holding company's reporting period | 1st April, 2014 – 31st March, 2015 | 1st April, 2014 – 31st March, 2015 | 1st April, 2014 – 31st March, 2015 | 1st April, 2014 – 31st March, 2015 |
| 3 | Share capital | 5,00,000.00 | 5,00,000.00 | 5,00,000.00 | 5,00,000.00 |
| 4 | Reserves & surplus | (36,942.45) | (33,852.45) | (36,413.43) | (36,177.45) |
| 5 | Total assets | 4,64,057.55 | 4,67,147.55 | 37,19,586.57 | 4,64,822.55 |
| 6 | Total Liabilities | 4,64,057.55 | 4,67,147.55 | 37,19,586.57 | 4,64,822.55 |
| 7 | Investments | - | - | - | - |
| 8 | Turnover | - | - | - | - |
| 9 | Profit before taxation | (3,887.36) | (3,897.36) | (6,460.34) | (6,236.36) |
| 10 | Provision for taxation | - | - | - | - |
| 11 | Profit after taxation | (3,887.36) | (3,897.36) | (6,460.34) | (6,236.36) |
| 12 | Proposed Dividend | - | - | - | - |
| 13 | % of shareholding | 100% | 100% | 100% | 100% |

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations - None
- Names of subsidiaries which have been liquidated or sold during the year - None

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

| | | | |
|--|--|--|--|
| Name of associates/joint Ventures | | | |
| Latest audited Balance Sheet Date | | | |
| Shares of Associate/joint Ventures held by the company on the year end | | | |
| No. | | | |
| Amount of Investment in Associates/joint Venture | | | |
| Extend of Holding% | | | |
| Description of how there is significant influence | | | |
| Reason why the associate/joint venture is not consolidated | | | |
| Net worth attributable to shareholding as per latest audited Balance Sheet | | | |
| Profit/Loss for the year | | | |
| Considered in Consolidation | | | |
| Not Considered in Consolidation | | | |

1. Names of associates or joint ventures which are yet to commence operations. - None
2. Names of associates or joint ventures which have been liquidated or sold during the year - None

Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

SUJALA TRADING & HOLDINGS LTD.

Gourav Goel

Director

For SUJALA TRADING & HOLDINGS LTD.

Rohit Goel

Company Secretary

For SUJALA TRADING & HOLDINGS LTD.

Sukanya

Managing Director

FOR SUJALA TRADING & HOLDINGS LTD.

AS Kulkarni

CHIEF FINANCIAL OFFICER

AUDITORS' CERTIFICATION ON CORPORATE GOVERNANCE

To,
The Members,
SUJALA TRADING AND HOLDINGS LIMITED

We have examined the compliance of conditions of Corporate Governance by SUJALA TRADING AND HOLDINGS LIMITED for the year ended on 31st March, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges in India.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the Compliance of the conditions of Corporate Governance. It is neither an Audit nor an opinion on the financial statement of the Company.

In our opinion and into 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 Clause 49 of the mentioned 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 **MAROTI & ASSOCIATES**

Chartered Accountants

(Firm Reg. No: 322770E)



Kurana

(KOMAL SURANA)

Partner

M. No. 303583

Place: Kolkata

Date: 29th Day of May, 2015

CERTIFICATION FROM MANAGING DIRECTOR & CFO
(In terms of Clause 49(IX) of the Listing Agreement)

The Board of Directors,
Sujala Trading & Holdings Ltd
1A, Grant Lane, 2nd Floor,
Room No-202, Kolkata-700 001

Dear Sir,

- (a) We have reviewed financial statements and the cash flow statement of the Company for the quarter and year ended 31st March, 2015 and to the best of our knowledge and belief:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be missing;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of my 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 for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I 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 over financial reporting 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) there are no instances of significant fraud and no involvement therein of the management or an employee having a significant role in the Company's internal control system over financial

For SUJALA TRADING & HOLDINGS LTD. For SUJALA TRADING & HOLDINGS LTD.
Subhadeep Mukherjee *Ashok Kumar Agrawal*
Subhadeep Mukherjee Ashok Kumar Agrawal
(Managing Director) (CFO) CHIEF FINANCIAL OFFICER

Place: Kolkata
Dated: May 29, 2015

Management Discussions and Analysis Report

Industry Trend and Development

The Company is primarily engaged in the business of investment in shares and securities and lending. The financial market during the year witnesses a modest global recovery with strong growth in the developing countries. The growth stimulus and measures undertaken by the Indian Government at the Centre has led to the growth in our economy. With significant growth in the manufacturing sector, the trend is on upward side. With the revival in the Indian economy, the financial markets seem to be poised up in the near future.

Opportunities and Threats

The Company's business being in the small sized NBFC Sector the business opportunities are very limited

Risk and Concern

In view of the inherent risk involved in the Investment business it is the Management's intention to minimize the risk factor by constantly reviewing market trend and economic conditions.

Outlook

Your Company being an NBFC continues to do better despite the current market scenario. In the present scenario, the Management considers to be prudent to concentrate on its current business and shuffle its Investment Portfolio as and when necessary to derive maximum benefit and look for new opportunities in financial sector.

Internal Control and System

The Company maintains an efficient internal control system and the management is constantly reviewing for achieving improved operational efficiency.



SUJALA TRADING & HOLDINGS LTD.

Regd. Off. : 1A, GRANT LANE, 2ND FLOOR, ROOM NO-202, KOLKATA-700 012 (West Bengal)

Phone: (91-033) 2236-4330, E-mail: [@sujalagroup.com](mailto:sujala_trading@yahoo.com/enquiry),
@sujalagroup.com,

CIN-L51109WB1981PLC034381 Website-www.sujalagroup.com

Report on Corporate Governance

Company's Governance Philosophy

The spirit of Corporate Governance enshrines the overarching philosophy that drives an organization. It reconciles various processes, policies, strategies and a culture of swift decision-making and accelerated delivery to unleash sustainable stakeholder value. Accordingly, declarations regarding financials, operational performance, ownership and overall governance of the Company remain integral to the philosophy of Corporate Governance. This enhances transparency regarding varied organizational aspects, reinforcing stakeholder confidence. Your Company is committed to conduct business in accordance with the highest ethical standards and sound Corporate Governance practices.

Board of Directors

As on 31st March, 2015, the Company's Board consists of four Directors having considerable professional experience in their respective fields. Out of them two are Non-executive & Independent Directors among one is Non-executive women director, one is Non-executive Director and one is Managing Director & Executive Director of the Company. The directors are eminent person drawn from amongst persons with rich experience in business & industry, finance, and public enterprises. Further; the Independent Directors do not have any pecuniary relationship or transaction with the Company, Promoters, management which may affect their judgment in any manner. All the directors are above 21 yrs of age and not related to each other.

The composition of the Board is in Conformity with clause 49 of Listing Agreement with Stock Exchange and as per Companies Act, 2013 which is effective as on 31st March, 2015

| SL No. | Name of Director | Category of Director-ship | No. of Board Meeting held during the year | No of Board meeting Attended | Last AGM attended | No of Director -ship in other public Ltd. Companies* | No of Committ ee - Membership in other public limited Companies* | No of Committee -Chairman-ship in other public limited companies * |
|--------|---|--------------------------------------|---|------------------------------|-------------------|--|--|--|
| 1. | Mr.Subhadeep Mukherjee Managing Director | Executive | 7 | 7 | Yes | Nil | Nil | Nil |
| 2. | Mr.Gourav Goel | Non-Executive & Independent Director | 7 | 7 | Yes | Nil | Nil | Nil |
| 3. | Ms,Anjana Gupta | Non-Executive & Independent Director | 7 | 7 | Yes | Nil | Nil | Nil |
| 4. | Mr.Dhiraj Ram | Non-Executive Director | 7 | 5 | Yes | Nil | Nil | Nil |

* Number of Directorships/Memberships held in other companies excludes Directorships/ Memberships in private limited companies, foreign companies, membership of various committees of various chambers / bodies and Companies under Section 8 of the Companies Act, 2013 and alternate Directorships whereas the Membership or Chairmanship of any committee includes Audit Committee and Shareholders'/Investors' Grievance Committees only.

Details of Board Meeting held during the year

The Board met 7 times during the year. Details of Board Meeting held during the year 2014-2015 are as under:

| Date of Board Meeting | Strength of the Board | No. of Directors Present |
|------------------------------|------------------------------|---------------------------------|
| 03.04.2014 | 4 | 4 |
| 30.05.2014 | 4 | 4 |
| 31.07.2014 | 4 | 4 |
| 14.08.2014 | 4 | 4 |
| 15.09.2014 | 4 | 4 |
| 14.11.2014 | 4 | 3 |
| 13.02.2015 | 4 | 3 |

Code of Conduct:

The Company has formulated and implemented a Code of conduct for all Board Members and Senior Management of the Company in compliance with clause 49 of the Listing Agreement and also Posted on the Website of the Company i.e. (www.sujalagroup.com) All Board Members and Senior Management personnel has affirmed compliance with the code on annual basis. A declaration to this effect duly signed by Director of the Company is annexed with this report.

With regard to Whistle Blower Policy, the Company is completed examining the formulation and implementation of the same, after which the same would be submitted to the Board.

Other Committee sat Board Level

i) Qualified and Independent Audit Committee:

The Committee comprises of Two Independent Non Executive Directors and one Managing Director—Mr. GouravGoel, Ms. Anjana Gupta is Independent Directors and Mr. Subhadeep Mukherjee is Managing Director of the Committee and Mr. GouravGoel is the Chairman of the Committee. The terms of reference of the Audit Committee are in line with clause 49 of the Stock Exchange Listing Agreement and erstwhile Section 292A of the Companies Act, 1956. To meet the additional requirement of Companies Act, 2013 and revised clause 49, the term of reference of committee were amended by the Board at its meeting held on 03rd April, 2014

The Committee has met 5 times during the year and the time gap between two meetings are not more than four months. Details of Committee Meetings held during the year 2014-2015 are as under:-

| Name of the Committee Members | No of meetings held | No. of meeting attended |
|--------------------------------------|----------------------------|--------------------------------|
| Mr. GouravGoel | 5 | 5 |
| MsAnjana Gupta | 5 | 5 |
| Mr.Subhadeep Mukherjee | 5 | 5 |

Functions of the Committee

Functions of the Committee, *inter alia*, include:

1. Review with the management and/or Internal Audit Department and/or Statutory Auditors
 - i) Company's financial statements and reports;
 - ii) Disclosure of company's financial information to ensure that the same are correct, sufficient and credible;
 - iii) Changes/Improvements in Financial/Accounting practices;
 - iv) Adequacy of Internal Audit Function and Systems; and
 - v) Charter of Audit Committee.
 - vi) Quarterly and annual Financial Statements
2. Hold discussion with :
 - i) Statutory Auditors, before and after audit on the scope and area of concern,
 - ii) Internal Audit Department on its significant findings and also failure of Internalcontrol systems, if any; and
 - iii) Management before submission of financial statements to the Board.
3. The Company Secretary can act as Chairman of the Audit committee.

ii) **NOMINATION & REMUNERATION COMMITTEE:**

In Compliance of Section 178 of Companies Act, 2013, the Board renamed the Remuneration Committee as "Nomination & Remuneration Committee". Your Board has constituted the Nomination and Remuneration Committee which now comprises of Mr. Gourav Goel Independent Director as Chairman, Ms. Anjana Gupta and Mr. Dhiraj Ram as Member

The terms of reference of the remuneration committee are as follow the remuneration committee recommends to the board the compensation terms of the executive directors framing and implementing on behalf of the Board and on behalf of the shareholders, a credible and transparent policy on remuneration of executive directors including ESOP, Pension Rights and any compensation payment considering approving and recommending to the Board the changes in designation and increase in salary of the executive director ensuring the remuneration policy is good enough to attract, retain and motivate directors bringing about objectivity in deeming the remuneration package while striking a balance between the interest of the Company and the shareholders.

The Committee has met 2 times during the year Details of Committee Meetings held during the year 2014-2015 are as under:-

| Name of the Committee Members | No of meetings held | No. of meeting attended |
|--------------------------------------|----------------------------|--------------------------------|
| Mr. Gourav Goel | 2 | 2 |
| Ms. Anjana Gupta | 2 | 2 |
| Mr. Dhiraj Ram | 2 | 2 |

iii) **Stakeholder Relationship Committee:**

The Chairman informed the board that the company needs to renamed the Shareholders'/Investor Grievance Committee to Stakeholders Relationship Committee as per Companies Act, 2013 and as per clause 49 of listing agreement, aims at bringing Company closer to its shareholders and to better know their expectations, their needs, and opinions, thus enriching the group's communication with its individual shareholders. The Shareholders'/Investors' Grievance Committee comprises of Ms .Anjana Gupta Independent Director as Chairman, Mr. Gourav Goel Independent Director and Mr. Subhadeep Mukherjee is Managing director and the Company has not received any complaints from shareholders. There are no pending transfers/complaints as on 31st March, 2015 .

The Committee has met 4 times during the year Details of Committee Meetings held during the year 2014-2015 are as under:-

| Name of the Committee Members | No of meetings held | No. of meeting attended |
|--------------------------------------|----------------------------|--------------------------------|
| Ms. Anjana Gupta | 4 | 4 |
| Mr. Gourav Goel | 4 | 4 |
| Mr. Subhadeep Mukherjee | 4 | 4 |

iv) Share Transfer Committee and Share Transfer System:

The Board of the Company has re-constituted a Share Transfer Committee. The Committee regularly meets to approve transfer of Shares and issue duplicate shares Certificate. The Committee comprises of Mr. Gourav Goel, Ms. Anjana Gupta and Mr. Dhiraj Ram. Mr. Gourav Goel is the Chairman of the Committee. During the year no meeting was held.

Share Transfer System:

The Company's Shares are in compulsory Demat trading mode in the stock Exchange. Shares in physical mode if lodged for transfer are processed and get returned to the shareholders within the stipulated time

Subsidiary Company:

The company has 24 Indian Subsidiary Company as on 31.03.2015.

Disclosures

- i) The financial statements are prepared following the Accounting Standards and there is no deviation from it in general.
 - ii) Disclosures on materially significant related party transactions, i.e. transactions of the Company of material nature, with its promoters, the Directors or the Management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the company at large:

There are significant transactions with related parties which may have a potential conflict with the interests of the Company. The Register of Contracts containing transactions in which directors are interested is placed before the Board regularly
 - iii) The Company has adopted a vigil mechanism which enables Directors and employees to report their genuine concerns. The mechanism provided for adequate safeguards against the victimization of persons who use this mechanism and make provision for direct access to the Chairman of the Audit Committee.
4. The Company has complied with all the mandatory and non-mandatory requirements of the revised Clause 49 of the Listing Agreement. The extent of compliance of the following non-mandatory requirements are given below:
- a) With regard to training of Board Members, the directors of the Company are continuously trained in the business model of the Company and the risk profile of business parameters through various presentations at Board/Committee Meetings.

Remuneration to directors

Non-executive directors

Non –executive/Non-executive Independent directors are not paid any sitting fees and commission for attending the meeting of the Board and Committee from the Company.

Managing Director:

During the year under review, the Company has paid remuneration to Mr. Subhadeep Mukherjee Managing Director of the Company as provided in detail in an Annexure to the Directors' Report in Form MGT-9.

General Body Meetings

The last three Annual General Meetings of the Company were held as under:

| <u>Year</u> | <u>Location</u> | <u>Date</u> | <u>Time</u> |
|-------------|--|-------------|-------------|
| 2011-2012 | 1A, Grant Lane, 1st Floor, Kolkata - 700012 | 29.09.2012 | 11.00A.M |
| 2012-2013 | -do- | 30.09.2013 | 3.30P.M |
| 2013-2014 | A, Grant Lane, 2nd Floor Room No-202, Kolkata-700 012 | 30.09.2014 | 11.00 A.M |

Postal Ballot

There was no special resolution required to be passed through postal ballot at any of the above General Meetings. None of the resolution proposed for the ensuing Annual General Meeting need to be passed by Postal Ballot.

Means of Communication

The Company communicates with the Shareholders at large through its Annual Report, publication of Un-audited Financial Results in the newspapers. The Company's notice, results etc. are generally published in The Echo Of India (English edition) and Arthik Lipi (Bengali - Vernacular language).

Websites: The Company website is www.Sujalagroup.com. press releases. Quarterly and annual result as well as Quarter end Shareholding Pattern, Corporate Governances and other necessary statutory disclosures are posted on the websites.

General Shareholders Information

a) **Annual General Meeting**

Date & Time : **on Tuesday, 29th September, 2015 at 11.00 A.M**

Venue : **1A, Grant Lane, 1st floor, Kolkata-700 012**

b) **Date of Book Closure**

The Register of Members and the Share Transfer Register of the Company shall remain closed from 24.09.2015 to 29.09.2015 (both days inclusive)

c) **Registrar and Share Transfer Agents & address for Investor's correspondence**

ABS Consultant Pvt Ltd, 4, B.B.D.Bag (East), Kolkata-70001, Phone No. 22430153,

Fax no. 22430153, email: absconsultant@vsnal.net

d) **FINANCIAL CALENDAR FOR 2015-16 (TENTATIVE)**

(i) **Un-Audited Results for the Quarter**

ended 30th June 2015 by 14th August, 2015

-do ended 30th Sept.2015 by 14th November, 2015

-do- ended 31st Dec. 2015 by 14th February, 2016

(ii) **Audited Financial Results for the Year ended**

31st March, 2016 - by 30th May, 2016

(iii) Annual General Meeting - by September, 2016

e) **Listing on Stock Exchange and payment of Listing Fees**

The equity shares of the Company are listed at :

The Calcutta Stock Exchange Limited

7, Lyons Range, Kolkata-700 001

Scrip Code-10029412

The annual Listing fees for the year have been paid to Stock Exchange

The BSE LTD

In Principal Approval Letter has been received by the Company from BSE LTD on 23.03.2015 regarding listing of Equity Shares of the Company on BSE Platform.

Scrip Code-539117

Demat ISIN No. - **INE029H01016**

CIN NO - **L51109WB1981PLC034381**

f) **Stock Market Rate**

The Company's shares are not frequently traded in the Calcutta Stock Exchange Ltd

g) Distribution of Shareholding (as on 31.03.2015)

| Sl.No | Category | Total No of Shares | Total Shareholding % of Total Capital |
|-------|--------------------------------|--------------------|---------------------------------------|
| 1. | Promoters/Promoters Group | 8,91,000 | 15.57% |
| 2. | Mutual Funds and UTI | - | - |
| 3. | Banks/ Financial Institutions, | - | - |
| 4. | Insurance Companies | - | - |
| 5. | Body Corporate | 3511550 | 61.37 |
| 6. | Indian Public | 1319200 | 23.06 |
| 7. | NRIs / OCBs | - | - |
| | Total | 57,217,50 | 100% |

h) Distribution Schedule (as on 31.03.2015)

| Share Holding | Shareholder Number | % of Total Holders | No. of Shares | % of Total Holdings |
|---------------|--------------------|--------------------|----------------|---------------------|
| 1 to 500 | 478 | 93.91 | 25714 | 0.45 |
| 501 to 1000 | Nil | Nil | Nil | Nil |
| 1001 to 2000 | Nil | Nil | Nil | Nil |
| 2001 to 3000 | Nil | Nil | Nil | Nil |
| 3001 to 4000 | 2 | 0.39 | 7000 | 0.12 |
| 4001 to 5000 | 1 | 0.20 | 4200 | 0.07 |
| 5001 to 10000 | 1 | 0.20 | 5988 | 0.10 |
| 10001 & above | 27 | 5.30 | 5678848 | 99.25 |
| Total | 509 | 100 | 5721750 | 100 |

Dematerialization of Shares

The Company's shares are traded compulsorily in dematerialised form on the stock Exchange. As on March 31, 2015, 98.05 % of the paid up share capital of the Company was in dematerialised form

Outstanding GDR/ADR/Warrants or any Convertible Instruments, conversion dates and likely impact on equity are not applicable for the Company.

Grievances Redressal Division/Compliance officer:

Mr.Rohit Goel

Company Secretary & Compliance officers

Sujala Trading & Holdings Ltd

1A, Grant Lane, 2nd Floor, Room No-202, Kolkata-700 012

Phone-033 2236 4330

E-mail:Sujala_trading@yahoo.com/enquiry@sujalagroup.com

CEO / CFO Certificate

The MD and CFO have certified to the Board with regard to the financial statements and other matters as required by clause 49 of the Listing Agreement. The certificate is contained in this Annual Report.

Report on corporate governance

This chapter, read together with the information given in the Directors' Report and the chapters on Management Discussion and Analysis and General Shareholder Information, constitute the compliance report on corporate governance during 2014-15. The Company has been regularly forwarding the quarterly compliance report to the stock exchanges as required under clause 49 of the Listing Agreement.

Cautionary Statement:

Details given here in above relating to various activities and future plans may be 'forward looking statements' within the meaning of applicable laws and regulations. The actual performance may differ from those Expressed or implied.

Compliance Certificate :

The Company has obtained a Certificate from CA Komal Surana Chartered Accountant of M/s Maroti & Associates *Chartered Accountant* regarding compliance of Corporate Governance as stipulated in Clause 49 of the Listing agreement and the same is enclosed herewith.

All material requirements with respect to Corporate Governance as stipulated in the Listing Agreement have been complied with.



Declaration on adherence to the Code of Conduct under Clause 49(II) E of the Listing Agreement

This is to confirm that a Code of Conduct for the Board Members and Senior Management Personnel of the Company has been adopted by the Board and the same was also circulated. The Company received affirmation for compliance of the Code from the persons concerned for the Financial Year ended 31st March, 2015 and the same has also been noted by the Board.

For and on behalf of
The Board of Directors
For **SUJALA TRADING & HOLDINGS LTD.**

A handwritten signature in blue ink, appearing to read 'Subhadeep Mukherjee'.

Managing Director

Managing Director
(Subhadeep Mukherjee)

Place: Kolkata
Dated: May 29, 2015