



**SKP Securities Limited**

**ANNUAL REPORT  
2014-2015**



**Across Eastern India  
Educating, Engaging & Empowering Investors**



**Bally**



**Bhubaneshwar**



**Dhanbad**



**Guwahati**



**Jamshedhpur**



**Kolkata (South)**



**Kolkata**



**Kolkata**



**Patna**



**Puri**



**Shivsagar (Assam)**



**Siliguri**



### Our Corporate Personality

The moneywise logo, symbol and colours truly reflect our growth and vigour, and what SKP does-using its knowledge and wisdom acquired over decades of experience, to help people to be moneywise, creating a sense of prosperity in them, bringing happiness to their lives.

### Our vision

Bringing happiness in society by creating prosperity through financial solutions.

### Our Core Values

- Customers First
- Ethical & Transparent
- Speed with Quality and Economy
- Knowledge sharing & Innovation
- Passion & Ownership
- Empowerment and Meritocracy within Team Work

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### BOARD OF DIRECTORS

- S. K. Mitra - *Independent, Non-Executive*  
Kishore Bhimani - *Independent, Non-Executive*  
Ravi Todi - *Independent, Non-Executive*  
Manju Pachisia - *Non-Executive Director*  
Naresh Pachisia - *Managing Director*  
Nikunj Pachisia - *Whole Time Director*

### Auditors

G. P. Agrawal & Co.  
7A, Kiran Shankar Roy Road  
Kolkata - 700 001

### Bankers

HDFC Bank Ltd  
Axis Bank Ltd  
State Bank of India  
Vijaya Bank  
Central Bank of India

### Registered Office & Correspondence Address

Chatterjee International Centre, Level 21  
33A, Jawaharlal Nehru Road  
Kolkata - 700 071, India  
Phone : (033) 4007 7000, Fax : (033) 4007 7007  
E-mail : [cs@skpmoneywise.com](mailto:cs@skpmoneywise.com)

### Mumbai Office

52, Kewal Industrial Estate  
Senapati Bapat Marg, Lower Parel (West)  
Mumbai - 400 013 India  
Phone : (022) 4922 6006, Fax : (022) 4922 6066  
Email: [mumbai@skpmoneywise.com](mailto:mumbai@skpmoneywise.com)

### Registrar & Share Transfer Agent

Maheshwari Datamatics (P) Ltd.  
6, Mangoe Lane 2nd Floor, Kolkata - 700 001  
Phone : (033) 2243 5029 / 5809  
Fax : (033) 2248 4787  
Email : [mdpl@cal.vsnl.net.in](mailto:mdpl@cal.vsnl.net.in)

### Company Secretary

Dipak Kadel

## **CHARTER MEMBER**

Financial Planning Standards Board, India

## **MEMBER**

BSE Ltd.

National Stock Exchange of India Ltd.

Metropolitan Stock Exchange of India Ltd.

National Commodities & Derivatives Exchange Ltd.\*

Multi Commodity Exchange of India Ltd.\*

National Spot Exchange Ltd.\*

## **DEPOSITORY PARTICIPANT**

National Securities Depository Ltd.

Central Depository Services (I) Ltd.

## **AMFI REGISTERED MUTUAL FUND ADVISOR**

Association of Mutual Funds of India

## **OUR CLIENT SEGMENTS**

Banks

Insurance Companies

Mutual Funds

Corporates & Business Houses

Charitable / Educational / Health Institutions

Non-Profit Organisations

Individuals from all socio-economic strata

## **OUR SERVICES**

Broking

Distribution

Investment Banking

Wealth Advisory and Prosperity Management

## NOTICE

Notice is hereby given that the Twenty Fifth Annual General Meeting of the Members of the Company will be held at MCC Chamber of Commerce & Industry, 15B Hemanta Basu Sarani, Kolkata 700 001 on Saturday, the 8th day of August 2015, at 10 A.M. to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit & Loss for the year ended on that date together with the Report of Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the year ended 31st March 2015.
3. To appoint a Director in place of Mrs. Manju Pachisia (DIN: 00233821), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.
4. To appoint Auditors to hold office and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), M/s G.P. Agrawal & Co., Chartered Accountants, Kolkata (Registration No. - 302082E) be and are hereby reappointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at remuneration to be determined by the Board.”

### SPECIAL BUSINESS:

#### 5. Re-Appointment of Mr. Naresh Pachisia and Increase in his Remuneration:

**“RESOLVED THAT** pursuant to Section 196, 197, 198 and 203 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force) (the “Act”) read with Schedule V of the Companies Act, 2013 and in partial modification of the Resolutions passed earlier in respect of re-appointment and payment of remuneration to Mr. Naresh Pachisia (DIN:00233768), Managing Director of the Company, consent of the company be and is hereby accorded for the re-appointment of Mr. Naresh Pachisia for a period of three years w.e.f 01.04.2015 and increase in his monthly remuneration from Rs. 2,50,000/- to Rs. 4,16,667/- and commission not exceeding 4% of net profits of the Company for each financial year, with effect from 01.04.2015, computed in the manner as laid down in section 198 of the Companies Act, 2013 and on terms and conditions as recommended by the Nomination & Remuneration Committee of the Directors and approved by the Board of Directors in their respective meetings held on 25th April 2015 and as set out in the explanatory statement annexed hereto, and also draft agreement to be entered into with Mr. Naresh Pachisia placed before this meeting with a liberty to Board of Directors to revise, amend, alter and vary the terms and conditions of his appointment and remuneration in such manner as may from time to time be prescribed by the Central Government in Schedule V or any modification(s) thereto, as may be agreed to by and between the Board of Directors and Mr. Naresh Pachisia.”

**“RESOLVED FURTHER THAT** all other terms of appointment of Mr. Naresh Pachisia, the

Managing Director, as approved by the members till date shall remain unaffected”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to alter and vary the said remuneration, perquisites/benefits payable to Mr. Naresh Pachisia as the Managing Director as may be mutually agreed between the Company and Mr. Naresh Pachisia, subject to the applicable provisions and approval of the Central Government, if any.”

“**RESOLVED FURTHER THAT** if in any financial year during the term of Mr. Naresh Pachisia, the Company has loss or inadequate profits, he shall be entitled to receive the remuneration specified in the aforesaid agreement as minimum remuneration as provided under the Companies Act, 2013.”

#### **6. Remuneration payable to Mr. Rajesh Pachisia**

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

“**RESOLVED THAT** pursuant to Section 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force) (the “Act”) read with Schedule V of the Companies Act, 2013 and in partial modification of the Resolutions passed earlier in respect payment of remuneration to Mr. Rajesh Pachisia, the erst-while Managing Director of the Company, who resigned from the Company w.e.f. 1.8.2014 and to whom the Board (which expression shall also include the Audit Committee) had recommended a onetime payment of Rs 21 lacs as an appreciation for valuable services and wise counsel rendered by him during his long association with the Company, consent be and is hereby accorded to double the limit of Managerial remuneration payable to him as specified Section II of Part II of Schedule V as are set out in the Explanatory Statement attached to the Notice of this meeting. ”

By order of the Board  
For SKP Securities Ltd.

**Dipak Kadel**  
Company Secretary

Dated: 25th April, 2015  
Registered Office:  
Level 21, Chatterjee International Centre  
33A, Jawaharlal Nehru Road,  
Kolkata 700 071

## NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (HEREINAFTER REFERRED TO AS ‘THE MEETING’) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

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

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Brief Resume of the Directors seeking appointment/reappointment at the Meeting along with the details of other Directorship and shareholding in the Company pursuant to Clause 49 of the Listing Agreement with the Stock exchange are provided as an Annexure to this Notice.
4. Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 1st August 2015 to 8th August 2015 (both days inclusive).
6. Pursuant to the provisions of Section 124 of the Companies Act, 2013, all unclaimed dividends till the financial years 2006-2007 have already been transferred to the Investor Education and Protection Fund (IEPF) and all subsequent unpaid / unclaimed dividends will be transferred to the said Fund from time to time. Shareholders who have not yet en-cashed their dividend warrant(s) relating to the financial year 2007-2008 to 2013-2014 are therefore advised to approach the Company for the payment thereof.
7. The Ordinary Shares of the Company are listed on BSE Limited. The Company confirms that it has paid Annual Listing Fees to the said Exchanges for the year 2015-2016.
8. Members holding shares in physical form are requested to notify any change in their address including Pin Code, Bank Mandate, Income Tax Permanent Account Number etc. to the Company’s Registrar & Share Transfer Agent Maheshwari Datamatics Pvt. Ltd. (Unit: SKP Securities Ltd) 6, Mangoe Lane, 2nd Floor, Kolkata - 700001.  
Members holding shares in dematerialized form are requested to furnish this information to their respective depository participants for updation of the records.
9. Members who hold shares in physical Form in multiple folios in identical name or joint holding in the same order of names are requested to send the share certificates to RTA for consolidating into single folio. The share certificates will be returned to the Members after making requisite changes thereon.
10. Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the Company. Request may be made to the Company or its RTA for the Nomination Form.

11. SEBI has vide Circular no. MRD/DoP/Cir-05/2009 dated 20th May, 2009 mandated the submission of PAN by every participant in the security market. Members holding shares in electronic form / physical form are therefore, requested to submit their PAN to the Company or its RTA.
12. The Securities and Exchange Board of India (SEBI) has made it mandatory for all the Companies to use bank details furnished by the Investors for distributing Dividends or other cash benefits through National Electronic Clearing Services (NECS). In the absence of NECS facility, Companies are required to print the bank details on the payment instrument for distribution of dividend. Members holding shares in physical mode are requested to provide their bank details to the RTA in the NECS Mandate form, which is being sent along with the Annual Report. Whereas, members holding shares in demat mode are requested to record the same with respective Depository.
13. Shareholders seeking any information with regard to Accounts are requested to write to the Company at least one week in advance so as to enable the management to keep the information ready.
14. Members attending the Annual General Meeting are requested to bring with them the following:
  - (a) DP & Client ID Numbers or Folio Numbers
  - (b) Attendance Slip and
  - (c) Copy of the Annual Report and Notice, as no copies thereof would be distributed at the Meeting.
15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours on all working days except Saturdays, upto and including the date of the Annual General Meeting of the Company.
16. **Voting through electronic means**
  1. The procedure and instructions for members for e-voting are as under:-
    - (i) The voting period begins on 5th August 2015 at 9:00 a.m. and ends on 7th August 2015 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 29th July 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
    - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
    - (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
    - (iv) Click on Shareholders.
    - (v) Now Enter your User ID
      - a. For CDSL: 16 digits beneficiary ID,
      - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
      - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
    - (vi) Next enter the Image Verification as displayed and Click on Login.
    - (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.



(viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

**PAN** Enter your 10 digit alpha-numeric \*PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

- Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
- In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

**DOB** Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

**Dividend Bank Details** Enter the Dividend Bank Details as recorded in your demat account Bank Details or in the company records for the said demat account or folio.

- Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant “SKP Securities Limited” on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
2. 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  3. The voting rights of the shareholders shall be proportion to their shares of the paid up equity share capital of the Company.
  4. Mr. Atul Kumar Labh, Practicing Company Secretary (FCS: 4848/CP: 3238) of A.K. Labh & Co. Company Secretaries, Kolkata has been appointed as the Scrutinizer for e-voting and Physical Ballot Process at the AGM in a fair and transparent manner.
  5. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the Annual General Meeting, unblock the votes in the presence of at least two 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.
  6. The e-voting period commences on 5th August 2015 at 9:00 a.m. and ends on 7th August 2015 at 5.00 p.m. During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 29th July 2015, may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  7. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.skpmoneywise.com](http://www.skpmoneywise.com) and on the website of CDSL within three days of the conclusion of the Twenty Fifth AGM of the Company on Saturday, 8th August 2015 and shall be communicated to the Stock Exchanges where the shares of the Company are listed. The Result shall also be displayed at the notice board of the Company at its Registered Office.

## ANNEXURE TO THE NOTICE

### BRIEF RESUME OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT

Name of the Director	Mr. Naresh Pachisia	Mrs. Manju Pachisia
Date of Birth	26.09.1962	14.09.1965
Director Identification Number	00233768	00233821
Date of Joining the Board	18.05.1990	01.08.2014
Qualifications	B.Com, CFP, AMP (ISB, Hyderabad)	Under Graduate; Associate Financial Planner (AFP); Certification in Psychological Counseling
Experience/expertise	Mr. Naresh Pachisia (52) is Managing Director of SKP Securities Ltd, carrying a rich experience of over 33 years in capital markets, especially in investment banking, wealth management and stock broking services. He is actively associated with Entrepreneurs' Organization, CII and Financial Planning Standards Board, India.	9 years in financial markets and 5 years in emotional wellness and psychological counseling.
No. of Shares held in the Company	28,65,000	4,00,000
Directorships and Committee memberships in other companies	1. SKP Commodities Limited 2. SKP Insurance Brokers & Advisors Pvt Ltd 3. Linc Pen & Plastics Ltd 4. Murlidhar Ratan Lal Exports Ltd. 5. Electrosteel Steels Limited 6. Gillanders Arbuthnot & Co. Ltd 7. Orbit Regency Maintenance Co. Pvt Ltd	Nil

### EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### ITEM NO. 5

Mr. Naresh Pachisia (52) is Managing Director of SKP Securities Ltd, carrying a rich experience of over 33 years in capital markets, especially in investment banking, wealth management and stock broking services. He is actively associated with Entrepreneurs' Organization, CII and Financial Planning Standards Board, India.

The Board of Directors of your Company at its Meeting held on 25th April 2015 approved, on the recommendations of the Nomination and Remuneration Committee, the re-appointment of Mr.

Naresh Pachisia as the Managing Director of the Company for a further period of three years with effect from 01.04.2015.

In view of his extensive experience, exposure and network, his sustained contributions and dedicated efforts made for the Company since its inception and considering that his continued involvement is necessary for future growth of the company, the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on 25th April, 2015 have approved remuneration of Mr. Naresh Pachisia, Managing Director of the company to Rs. 4,16,667/- p.m. and commission upto 4% of the Net Profit of the Company for each financial year computed in the manner as laid down in section 198 of the Companies Act, 2013.

The brief structure of all payments proposed to be made to the Managing Director is given below:

Particulars	Mr. Naresh Pachisia
Basic Salary	Rs. 2,77,791/-
HRA	Rs. 1,38,876/-
Minimum Remuneration as per schedule V of the Companies Act, 2013	Rs. Rs. 4,16,667/-
Commission not exceeding	4% of Net Profit of the Company for each financial year computed in the manner as laid down in section 198 of the Companies Act, 2013.

In view of the above and subject to passing of the Resolution as set out in the Notice, it will be in the interest of the Company that Mr. Naresh Pachisia continues as the Managing Director of the Company.

None of the Directors other than Mr. Naresh Pachisia, Mr. Nikunj Pachisia and Mrs. Manju Pachisia are concerned or interested in the resolution.

## ITEM NO. 6

The Board of Directors (which expression shall also include the Audit Committee) had decided to make a onetime payment of Rs 21 Lacs to Mr. Rajesh Pachisia, erstwhile Managing Director of the Company, who resigned from the Board w.e.f. 1st August, 2014 as an appreciation for valuable services and wise counsel rendered by him during his long association with the Company.

The Company had recorded a Profit before Tax and Profit after Tax for the year ended 31st March, 2015 at Rs. 2,59,40,537/- and Rs. 1,71,37,627/- respectively which was inadequate for payment of remuneration to Mr. Rajesh Pachisia, Managing Directors in terms of the provisions of the Companies Act, 2013 as against his approved terms and conditions by the Members of the Company.

Pursuant to the provisions of Section 197 read together with Schedule V of the Act, in respect of the payment of managerial remuneration in case of no profits or inadequacy of profits as calculated under Section 198 of the Companies Act, 2013, the Company may double the limit as minimum remuneration with the Members' approval by way of a special resolution.

The Board therefore, recommends to the Members to double the limit of minimum remuneration to be paid to Mr. Rajesh Pachisia as provided under Section II of Part II of Schedule V of the provisions of Companies Act, 2013.

None of the Directors other than Mr. Naresh Pachisia, Mr. Nikunj Pachisia and Mrs. Manju Pachisia are concerned or interested in the resolution.

## DIRECTOR'S REPORT

To the Members,

Your Directors have pleasure in presenting the Twenty Fifth Annual Report and Audited Accounts of SKP Securities Ltd. (SKP) for the Financial Year ended March 31, 2015.

### Financial Highlights

(In ₹ Lacs )

Particulars	Financial Year	
	2014-2015	2013-2014
Total Income	1107.41	875.22
Total Expenditure	814.17	813.28
Operational Profit	293.24	61.94
Depreciation	33.83	18.12
Profit Before Tax	259.41	43.82
Provision for Tax (including Deferred Tax Liability) for the year	87.05	14.01
Tax adjustment for earlier year	0.98	18.09
Profit After Tax	171.38	11.72
Appropriations:		
Transferred to General Reserve	10.00	–
Proposed Dividend	56.15	–
Tax on Proposed Dividend	11.23	–
Earnings Per Share (₹)	3.05	0.21
<b>Net Worth</b>	<b>2315.39</b>	<b>2211.39</b>

### DIVIDEND AND RESERVE

Your Directors take pleasure in recommending payment of dividend @10% (Rs. 1/- Per share) for the year 2014-2015, subject to approval of shareholders and transfer Rs. 10 lacs to General Reserve.

### PUBLIC DEPOSITS

Your Company has not accepted any public deposits from the public or the Members during the financial year and no amount on account of principal or interest on public deposits was outstanding as on the date of the Balance Sheet

### CONSOLIDATED FINANCIAL STATEMENTS

In compliance with the Accounting Standards 21 of the Companies (Accounting Standards) Rules, 2006 and pursuant to the Listing Agreement with the stock exchanges, the consolidated financial statements form a part of this Annual Report.

## **SUBSIDIARY COMPANIES**

The statement pursuant to Section 129 of the Companies Act, 2003 relating to subsidiaries forms a part of the financial statement.

During the current year the Company has acquired SKP Insurance Brokers & Advisors Private Limited as its subsidiary. The Financial Performance of the subsidiaries included in the consolidated financial statement of your company is annexed to this report as “Annexure A” in the prescribed Form AOC-1.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

Management Discussion and Analysis forms an integral part of this Report and gives details of the overall industry structure, developments, performance and state of affairs of the Company’s business.

## **BUSINESS PERFORMANCE**

With arrival of a stable, growth oriented Union Government at the helm, environment in financial markets turned positive in May 2014. Whilst Indian equities and bond markets turned buoyant and Indian currency remained stable, commodities exhibited a declining to dull trend during FY15. In spite of increasing competitive pressures, your company has done reasonably well to expand its business volumes across all activities. Growth wise, Institutional Equities lead the pack. Along with business growth, relentless efforts in reducing expenses and increasing efficiencies resulted in a sharp increase in your company’s profits and profitability.

## **FUTURE OUTLOOK**

Indian Economy appears to be on the verge of bottoming out which should abode well for buoyancy in financial markets. It will be our endeavor to convert this optimism in growth of knowledge driven activities while continue consolidating in others. We have invested in asset classes, which are expected to ride an economic growth to create wealth. After a declining trend over last three years, costs may increase going forward.

## **NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS AND AUDIT COMMITTEE**

The Details of the number of Board Meetings and Audit Committee Meetings of your Company are set out in the Corporate Governance Report which forms part of this Report.

## **DIRECTORS**

Appointment of Mr. Nikunj Pachisia as Whole Time Director, Mrs. Manju Pachisia, as Non-Executive Directors and Mr. Ravi Todi, Mr. Kishore Bhimani and Mr. Subrata Kumar Mitra, as Independent Directors were confirmed by the members at the Annual General Meeting held on 27th September 2014.

During the year Mr. Rajesh Pachisia, Managing Director and Mr. Girdhari Lal Sultania, Independent Director resigned from the Board of the Company. The Board expresses its gratitude for their valuable contribution.

Apart from this, there were no changes in the Directors or Key Managerial Personnel during the year.

Mrs. Manju Pachisia, Non-Executive Director, retires by rotation at the ensuing Annual General Meeting of the Company and being eligible, offers herself for re-appointment.

Mr. Naresh Pachisia, was re-appointed as a Managing Director of the Company for three years w.e.f. 1st April 2012. The Board has on the recommendation of the Nomination and Remuneration Committee, re-appointed him as Managing Director for another term of 3 years w.e.f. 1st April 2015, on the terms and conditions including remuneration set out in the agreement with him and subject to approval of Members.

All Independent Directors have submitted their declaration of independence, as required pursuant to section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided in sub-section(6) and Clause 49 of the Listing Agreement.

#### **ANNUAL EVALUATION OF BOARD'S PERFORMANCE:**

In terms of the provisions of the Companies Act, 2013 read with Rules issued there under and Clause 49 of the Listing Agreement, the Board of Directors on recommendation of the Nomination and Remuneration Committee, have evaluated the effectiveness of the Board/Director(s) for the Financial Year 2014-15.

#### **CORPORATE GOVERNANCE REPORT**

Your Company has always striven to maintain the highest standards of Corporate Governance. All the stipulations set out in the Listing Agreement have been adhered to by your Directors. A Report on Corporate Governance and a Certificate from the Auditors of the Company, M/s. G.P. Agrawal & Co., confirming compliance of Corporate Governance is annexed to this Report.

#### **AUDITORS AND AUDITORS REPORT**

##### **a) Statutory Auditors**

M/s. G.P. Agrawal & Co., Chartered Accountants, Kolkata, Statutory Auditors of your Company retires at the conclusion of ensuing Annual General Meeting. A letter from them has been received to the effect that their reappointment, if made, will be in accordance with the provisions of section 139 & 141 of the Act, and are eligible for re-appointment. Audit Committee and the Board have recommended their reappointment.

The remarks as contained in the Auditor's Report read with Notes forming part of the accounts are self-explanatory.

##### **b) Secretarial Auditors**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Kaushik Sonee, Practicing Company Secretary to conduct the Secretarial Audit of the Company. The Secretarial Audit Report is annexed to this report as "Annexure B". The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

#### **EXTRACT OF THE ANNUAL RETURN:**

The details forming part of the extract of the Annual Return in Form MGT- 9 in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, is annexed to this report as "Annexure C".

#### **RELATED PARTY TRANSACTIONS (RPT)**

During the financial year 2014-2015, your company has entered into transaction with related party which were in the ordinary course of business and on arm's length basis, details of which are provided in Note No. 22.6 which forms an integral part of this annual report. The Form AOC 2 pursuant to Sec-134(3)(h) of the Companies Act, 2013 read with rule 8(2) of the Companies (Accounts) Rules, 2014 is set out as "Annexure D" to this report. The policy on Related Party transaction has been devised by your Company for determining the materiality of transaction with Related Parties and dealing with them.

#### **LOANS, GUARANTEES OR INVESTMENTS**

The Company has not given any Loans and Guarantees in terms of provisions of Section 186 of the Companies, Act 2013. The details of Investments made are given under Note No. 8 of Annual Accounts.

## **MANAGERIAL REMUNERATION AND PARTICULARS OF EMPLOYEES**

In accordance with Section 178 and other applicable provisions if any, of the Companies Act, 2013 read with the Rules issued there under and Clause 49 of the Listing Agreement, Nomination and Remuneration Policy of the Company has been formulated on the recommendations of the Nomination and Remuneration Committee. The Nomination and Remuneration Policy, covering the policy on appointment and remuneration of Directors and other matters have been outlined in the Corporate Governance Report which forms part of this Report.

The information as required under the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed to this report as “Annexure E”.

There any no employees employed throughout the financial year and in receipt of remuneration of Rs. 60 lacs or more, or employed for part of the year and in receipt of Rs. 5 lacs or more a month, to be reported under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

### **EMPLOYEE STOCK OPTION PLAN:**

During the year none of the employees of the Company have exercised their stock options granted under the SKP ESOP PLAN 2010. The Disclosure pursuant to the provisions of Securities and Exchange Board of India (Employees Stock Option Scheme and Employee Stock Option Purchase Scheme) guidelines, 1999 in the respect of Employee Stock Option plan is annexed to this report as “Annexure F”.

## **RISK MANAGEMENT**

Your Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. Your Company has implemented an integrated risk management approach through which it reviews and assesses significant risks on a regular basis to help ensure that there is a robust system of risk controls and mitigation in place. Senior management periodically reviews this risk management framework to keep updated and address emerging challenges.

In the opinion of the Board at present there are no risks which threaten the existence of your Company.

## **VIGIL MECHANISM**

The Company has a well established whistle blower policy as part of vigil mechanism for Directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company’s Code of Conduct or ethics policy. This mechanism also provides for adequate safeguards against victimization of Director(s)/employee(s) who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee.

## **SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATORS**

There are no significant/material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of your Company and its operations in future.

## **INTERNAL CONTROL SYSTEM AND COMPLIANCE FRAMEWORK**

The Company has an Internal Control System, commensurate with size, scale and complexity of its operations. The internal financial controls are adequate and are operating effectively so as to ensure orderly and efficient conduct of business operations.

The Audit Committee in consultation with the internal auditors formulates the scope, functioning,



periodicity and methodology for conducting the internal audit. Based on the internal audit report and review by the Audit committee, process owners undertake necessary actions in their respective areas.

The Board has also put in place requisite legal compliance framework to ensure compliance of all the applicable laws and that such systems are adequate and operating effectively.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING/OUTGO**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, is annexed to this report as “Annexure G”.

## **LISTINGS**

The equity shares of the company are listed on BSE Ltd, to which your company has paid the Listing Fees.

## **DIRECTOR’S RESPONSIBILITY STATEMENT:**

Pursuant to as per Sec 134 (5) of the Companies Act, 2013, the Directors confirm that:

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

## **GRATITUDE & ACKNOWLEDGEMENTS**

The Board expresses its deep gratitude to clients, business associates, principals, bankers, regulators, exchanges, depositories, and shareholders for their valuable contribution towards the progress of the Company. Your Directors particularly wish to place on record their sincere appreciation of the best efforts put in by the employees at all levels, but for which, the Company could not have achieved what it did during the year under review.

Registered Office:

Chatterjee International Centre  
33A, J. L. Nehru Road, Level 21  
Kolkata 700 071

For and on behalf of the Board

Dated: 25th April 2015

**Naresh Pachisia**  
Managing Director

**Nikunj Pachisia**  
Director

**Annexure [A] to the Directors' Report**

**Annexure 1 – Statement containing the salient features of the financial statements of subsidiaries / associate companies / joint ventures  
[Pursuant to first proviso to Sub-section (3) of Section 129 of the Companies Act, 2013, read with Rule 5 of the Companies (Accounts) Rules, 2014 – AOC-1]**

(Amount in ₹)

Sr. No.	Name of the subsidiary	Financial period ended	Share capital	Reserves & surplus	Total assets	Total liabilities (excluding share capital and reserves & surplus)	Turn over	Profit/(Loss) before taxation	Provision for taxation	Profit/(Loss) after taxation	% of share holding
1	SKP Commodities Ltd	31.03.2015	10000000	6437591	48713547	32274866	3506206	51797	(10883)	62680	100
2	SKP Insurance Brokers & Advisors Pvt Ltd*	31.03.2015	200000	168772	1446818	78047	692789	54824	16939	37885	100

\* Became subsidiary w.e.f 4.08.14

There are no associate companies or joint ventures

**Annexure [B] to Directors' Report - Secretarial Audit Report**

To  
The Members,  
SKP Securities Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by SKP Securities 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 Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, 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 maintained by the Company for the financial year ended on 31st March 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made 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 Byelaws framed there under;
- (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 (Not applicable to the Company during the Audit Period);

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the Audit Period);
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit Period).
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the Audit Period); and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit Period).

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (Not notified during the Audit Period and hence not applicable).
- (ii) The Listing Agreements entered into by the Company with the Stock Exchanges.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above and there are no non compliances that have come to our knowledge.

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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

The minutes of the Board meetings have not identified any dissent by members of the Board; hence we have no reason to believe that the decisions by the Board were not approved by all the directors present.

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: 25th April 2015

**Kaushik Sonee**  
FCS No. 7921 CP No. 14302

## Annexure to Secretarial Audit Report

To,  
The Members  
SKP Securities Limited

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.

For **K Sonee & Company**  
Company Secretaries

**Kaushik Sonee**  
Proprietor  
FCS No. 7921, C.P. No. – 14302

Date : 25th April, 2015  
Place: Kolkata

**Annexure [C] to Directors' Report**

**Form No. MGT-9**

**EXTRACT OF ANNUAL RETURN**

**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 : L74140WB1990PLC049032
- ii) Registration Date : 18.05.1990
- iii) Name of the Company : SKP Securities Limited
- iv) Category of the Company : Public Company
- v) Sub-Category of the Company : Company having Share Capital
- vi) Address of the Registered Office and Contact Details:
  - Address : Chatterjee International Centre  
33A, Jawaharlal Nehru Road, Level 21  
Kolkata- 700071
  - Contact Details : Phone: (033) 40077000  
Fax:- (033) 40077007  
Email: cs@skpmoneywise.com  
Website: www.skpmoneywise.com
- vii) Whether listed company : Yes
  - Stock Exchange : BSE Limited (BSE)
  - Scrip Code : 531169
- viii) Name, Address and Contact details of Registrar and Transfer Agent, if any:
  - Name : Maheshwari Datamatics (P) Ltd
  - Address : 6, Mango Lane 2nd Floor, Kolkata- 700001
  - Contact Details : Phone: (033) 22435029/5809  
Fax: (033) 22484787  
Email: mdpl@cal.vsnl.net.in

**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 Intermediaries	671	100

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and address of the Company	CIN	Holding/ Subsidiary/ Associate	% of shares held	Applicable section
1	SKP Commodities Limited Chatterjee International Centre 33A, Jawaharlal Nehru Road, Level- 21, Kolkata- 700071	U74999WB2005PLC103671	Subsidiary	100	2(87)
2	SKP Insurance Brokers and Advisors Pvt Limited Chatterjee International Centre 33A, Jawaharlal Nehru Road, Level- 21, Kolkata- 700071	U75131WB2002PTC094314	Subsidiary	100	2(87)

### IV. SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

#### A. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2014)				No. of Shares held at the end of the year (as on 31.03.2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(A) Promoters</b>									
<b>1 Indian</b>									
(a) Individuals/ Hindu Undivided Family	4209700	0	4209700	74.97	4209700	0	4209700	74.97	0.00
(b) Central Government									
(c) State Government(s)									
(d) Bodies Corporate									
(e) Financial Institutions/ Banks									
(f) Any Others(Specify)									
<b>Sub Total(A)(1)</b>	<b>4209700</b>	<b>0</b>	<b>4209700</b>	<b>74.97</b>	<b>4209700</b>	<b>0</b>	<b>4209700</b>	<b>74.97</b>	<b>0.00</b>
<b>2 Foreign</b>									
(a) Non-Residents Individuals									
(b) Other Individuals									
(c) Bodies Corporate									
(d) Financial Institutions/ Banks									
(e) Any Others(Specify)									
<b>Sub Total(A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>Total Shareholding of Promoters (A)= (A)(1)+(A)(2)</b>	<b>4209700</b>	<b>0</b>	<b>4209700</b>	<b>74.97</b>	<b>4209700</b>	<b>0</b>	<b>4209700</b>	<b>74.97</b>	<b>0.00</b>

<b>(B) Public shareholding</b>									
<b>1 Institutions</b>									
(a) Mutual Funds/ UTI									
(b) Financial Institutions / Banks									
(c) Central Government									
(d) State Government(s)									
(e) Venture Capital Funds									
(f) Insurance Companies									
(g) Foreign Institutional Investors									
(h) Foreign Venture Capital Investors									
(i) Qualified Foreign Investor									
(j) Any Others(Specify)									
<b>Sub-Total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>2 Non-institutions</b>									
(a) Bodies Corporate									
i) Indian	285426	200	285626	5.09	299654	200	299854	5.34	4.98
ii) Overseas									
(b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs 1 lakh	355148	121056	476204	8.48	330478	120556	451034	8.03	-5.29
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	613084	16700	629784	11.22	625307	16700	642007	11.44	1.94
(c) Qualified Foreign Investor	8200	0	8200	0.14	0	0	0	0	-100.00
(d) Any Others(Specify)									
i) Non-Resident Indian	4463	0	4463	0.08	11655	0	11655	0.21	161.15
ii) Overseas Corporate Bodies									
iii) Foreign Nationals									
iv) Clearing Members	323	0	323	0.01	50	0	50	0.00	-84.52
v) Trust	700	0	700	0.01	700	0	700	0.01	0.00
vi) Foreign Bodies									
<b>Sub-Total (B)(2)</b>	<b>1267344</b>	<b>137956</b>	<b>1405300</b>	<b>25.03</b>	<b>1267844</b>	<b>137456</b>	<b>1405300</b>	<b>25.03</b>	<b>0.00</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>1267344</b>	<b>137956</b>	<b>1405300</b>	<b>25.03</b>	<b>1267844</b>	<b>137456</b>	<b>1405300</b>	<b>25.03</b>	<b>0.00</b>
<b>TOTAL (A)+(B)</b>	<b>5477044</b>	<b>137956</b>	<b>5615000</b>	<b>100</b>	<b>5477544</b>	<b>137456</b>	<b>5615000</b>	<b>100</b>	<b>0.00</b>
(C) Shares held by Custodians and against which Depository Receipts have been issued									
1 Promoter and Promoter Group									
2 Public									
<b>Sub-Total (C)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>5477044</b>	<b>137956</b>	<b>5615000</b>	<b>100</b>	<b>5477544</b>	<b>137456</b>	<b>5615000</b>	<b>100</b>	<b>0.00</b>

## B. Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01.04.2014)			Share holding at the end of the year (As on 31.03.2015)			% Change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
1	Naresh Pachisia	1646700	29.33	0	2865000	51.02	0	73.95
2	Naresh Pachisia and Sons (HUF)	207300	3.69	0	504700	8.99	0	143.63
3	Manju Pachisia	200000	3.56	0	400000	7.12	0	100.00
4	Nikunj Pachisia	50850	0.91	0	220000	3.92	0	330.77
5	Vaibhav Pachisia	0	0	0	220000	3.92	0	100.00
6	Rajesh Pachisia	1819000	32.39	0	0	0	0	-100.00
7	Vatsala Pachisia	200000	3.56	0	0	0	0	-100.00
8	Rajesh Pachisia and Sons (HUF)	85850	1.53	0	0	0	0	-100.00
	<b>Total</b>	<b>4209700</b>	<b>74.97</b>	<b>0</b>	<b>4209700</b>	<b>74.97</b>	<b>0</b>	<b>0</b>

## C. Change in Promoters' Shareholding

Sl. No.	Shareholder's Name	Shareholding		Date	Increase/Decrease in Share holding	Reason	Cumulative share holding during the year (01.04.2014 to 31.03.2015)	
		No. of shares at the beginning (01.04.2014) /end of the year (31.03.2015)	% of total shares of the company				No. of shares	% of total shares of the company
1	Rajesh Pachisia	1819000	32.39	01.04.2014				
				06.08.2014	(1607450)	Transfer	211550	3.77
				08.08.2014	(211550)	Transfer	0	0.00
		0	0	31.03.2015			0	0.00
2	Naresh Pachisia	1646700	29.33	01.04.2014				
				06.08.2014	1438300	Transfer	3085000	54.94
				26.08.2014	(220000)	Transfer	2865000	51.02
		2865000	51.02	31.03.2015			2865000	51.02
3	Naresh Pachisia and Sons (HUF)	207300	3.69	01.04.2014				
				07.08.2014	85850	Transfer	293150	5.22
				08.08.2014	211550	Transfer	504700	8.99
		504700	8.99	31.03.2015			504700	8.99
4	Manju Pachisia	200000	3.56	01.04.2014				
				06.08.2014	200000	Transfer	400000	7.12
		400000	7.12	31.03.2015			400000	7.12



5	Vatsala Pachisia	200000	3.56	01.04.2014				
				06.08.2014	(200000)	Transfer	0	0
		0	0	31.03.2015			0	0
6	Rajesh Pachisia and Sons (HUF)	85850	1.53	01.04.2014				
				07.08.2014	(85850)	Transfer	0	0
		0	0	31.03.2015			0	0
7	Nikunj Pachisia	50850	0.91	01.04.2014				
				06.08.2014	154250	Transfer	205100	3.65
				08.08.2014	14900	Transfer	220000	3.92
		220000	3.92	31.03.2015			220000	3.92
8	Vaibhav Pachisia	0	0	01.04.2014				
				26.08.2014	220000	Transfer	220000	3.92
		220000	3.92	31.03.2015			220000	3.92

**D) 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		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	<b>Fairdeal Infin Services Pvt. Ltd.</b> At the beginning of the year As on 08/08/2014 - Transfer As on 14/08/2014 - Transfer As on 05/09/2014 - Transfer As on 12/09/2014 - Transfer As on 14/11/2014 At the end of the year	0	0.00	0 15000 220 430 20430 0 0	0.00 0.27 0.00 0.01 0.36 0.00 0.00
2	<b>Credwyn Holdings (India) Pvt. Ltd.</b> At the beginning of the year As on 14/08/2014 - Transfer As on 22/08/2014 - Transfer As on 30/09/2014 - Transfer As on 31/10/2014 - Transfer As on 14/11/2014 - Transfer As on 21/11/2014 - Transfer As on 28/11/2014 - Transfer As on 05/12/2014 - Transfer As on 12/12/2014 - Transfer At the end of the year	204267	3.64	204267 194127 194294 202926 203825 205957 206725 206864 206865 208498 208498	3.64 3.46 3.46 3.61 3.63 3.67 3.68 3.68 3.68 3.71 3.71
3	<b>Gopal Das Bangur</b> At the beginning of the year As on 06/06/2014 - Transfer At the end of the year	235000	4.19	235000 235000 0	4.19 4.19 0.00

4	<b>Ratnadeep Multitrade Pvt. Ltd.</b>				
	At the beginning of the year	0	0.00	0	0.00
	As on 14/08/2014 - Transfer			20000	0.36
	As on 12/09/2014			0	0.00
	At the end of the year			0	0.00
5	<b>Sectam Consultant Pvt Ltd</b>				
	At the beginning of the year	27000	0.48	27000	0.48
	At the end of the year			27000	0.48
6	<b>Vinita Bangur</b>				
	At the beginning of the year	60000	1.07	60000	1.07
	At the end of the year			60000	1.07
7	<b>Mukesh Parikh</b>				
	At the beginning of the year	22932	0.41	22932	0.41
	As on 13/03/2015 - Transfer			14532	0.26
	As on 20/03/2015 - Transfer			14282	0.25
	At the end of the year			14282	0.25
8	<b>Gopal Das Bangur</b>				
	At the beginning of the year	0	0.00	0	0.00
	As on 06/06/2014 - Transfer			235000	4.19
	At the end of the year			235000	4.19
9	<b>Pushpa Devi Bangur</b>				
	At the beginning of the year	150000	2.67	150000	2.67
	At the end of the year			150000	2.67
10	<b>Hemant Bangur</b>				
	At the beginning of the year	60000	1.07	60000	1.07
	At the end of the year			60000	1.07
11	<b>Purushottam Dass Bangur</b>				
	At the beginning of the year	60000	1.07	60000	1.07
	At the end of the year			60000	1.07
12	<b>Laxmipat Dudheria</b>				
	At the beginning of the year	0	0.00	0	0.00
	As on 14/11/2014 - Transfer			30849	0.55
	As on 21/11/2014 - Transfer			35125	0.63
	At the end of the year			35125	0.63
13	<b>Raj Kumar Srivastava</b>				
	At the beginning of the year	14352	0.26	14352	0.26
	As on 30/05/2014 - Transfer			13998	0.25
	As on 08/08/2014 - Transfer			8000	0.14
	As on 30/09/2014 - Transfer			6912	0.12
	As on 17/10/2014			0	0.00
	At the end of the year			0	0.00
14	<b>Surajkavri Kasat</b>				
	At the beginning of the year	16700	0.30	16700	0.30
	At the end of the year			16700	0.30

**E) Shareholding of Directors and Key Managerial Personnel**

Sl. No.	Shareholder's Name	Shareholding		Date	Increase/Decrease in Share holding	Reason	Cumulative share holding during the year (01.04.2014 to 31.03.2015)	
		No. of shares at the beginning (01.04.2014) /end of the year (31.03.2015)	% of total shares of the company				No. of shares	% of total shares of the compan
<b>Directors:-</b>								
1	Naresh Pachisia *	1646700	29.33	01.04.2014				
				06.08.204	1438300	Transfer	3085000	54.94
				26.08.2014	(220000)	Transfer	2865000	51.02
		2865000	51.02	31.03.2015			2865000	51.02
2	Rajesh Pachisia	1819000	32.39	01.04.2014				
				06.08.2014	(1607450)	Transfer	211550	3.77
				08.08.2014	(211550)	Transfer	0	0.00
		0	0	31.03.2015			0	0.00
3	Manju Pachisia	200000	3.56	01.04.2014				
				06.08.2014	200000	Transfer	400000	7.12
		400000	7.12	31.03.2015			400000	7.12
4	Nikunj Pachisia	50850	0.91	01.04.2014				
				06.08.2014	154250	Transfer	205100	3.65
				08.08.2014	14900	Transfer	220000	3.92
		220000	3.92	31.03.2015			220000	3.92
5	Subrata Kumar Mitra	0	0	01.04.2014	0	N.A	0	0
		0	0	31.03.2015	0	N.A	0	0
6	Ravi Todi	0	0	01.04.2014	0	N.A	0	0
		0	0	31.03.2015	0	N.A	0	0
7	Kishore Bhimani	0	0	01.04.2014	0	N.A	0	0
		0	0	31.03.2015	0	N.A	0	0
8	Girdhari Lal Sultania	0	0	01.04.2014	0	N.A	0	0
		0	0	31.03.2015	0	N.A	0	0
<b>Key Managerial Personnel:-</b>								
1	Naresh Pachisia *	1646700	29.33	01.04.2014				
				06.08.2014	1438300	Transfer	3085000	54.94
				26.08.2014	(220000)	Transfer	2865000	51.02
		2865000	51.02	31.03.2015			2865000	51.02
2	Anil Shukla	0	0	01.04.2014	0	N.A	0	0
		0	0	31.03.2015	0	N.A	0	0
3	Dipak Kadel	0	0	01.04.2014	0	N.A	0	0
		0	0	31.03.2015	0	N.A	0	0

\* Mr. Naresh Pachisia, Managing Director & CEO has also been included in the list of Director as well as KMP.

**V. Indebtedness**
**Indebtedness of the Company including interest outstanding/accrued but not due for payment** (Amount in ₹)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	16,90,623	–	–	16,90,623
ii) Interest due but not paid	–	–	–	–
iii) Interest accrued but not due	–	–	–	–
<b>Total (i+ii+iii)</b>	<b>16,90,623</b>	<b>–</b>	<b>–</b>	<b>16,90,623</b>
<b>Change in Indebtedness during the financial year</b>				
i) Addition	–	–	–	–
ii) Reduction	13,61,910	–	–	13,61,910
<b>Net Change</b>	<b>13,61,910</b>	<b>–</b>	<b>–</b>	<b>13,61,910</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	3,28,713	–	–	3,28,713
ii) Interest due but not paid	–	–	–	–
iii) Interest accrued but not due	–	–	–	–
<b>Total (i+ii+iii)</b>	<b>3,28,713</b>	<b>–</b>	<b>–</b>	<b>3,28,713</b>

**VI. Remuneration of Directors And Key Managerial Personnel**
**A. Remuneration to Managing Director, Whole-time Directors and/or Manager**

(Amount in ₹)

Sl. No.	Particulars of Remuneration	Name of the Managing Director	Name of the Managing Director	Name of the Whole-Time Director	Total
		Naresh Pachisia	Rajesh Pachisia*	Nikunj Pachisia**	
1	Gross salary (Excluding Committee)				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	30,00,000	32,25,000	12,00,000	74,25,000
	(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	–	–	–	–
5	Others, please specify	–	–	–	–
	<b>Total (A)</b>	<b>30,00,000</b>	<b>32,25,000</b>	<b>12,00,000</b>	<b>74,25,000</b>
Ceiling as per the Act – Minimum Remuneration calculated in accordance with section 198 of the Companies Act 2013 has been paid to Mr. Naresh Pachisia & Mr. Nikunj Pachisia. while Minimum Remuneration payable to Mr. Rajesh Pachisia is subject to approval of the shareholders.					

\* Mr. Rajesh Pachisia ceased to be Managing Director w.e.f. 01.08.2014.

\*\* Mr. Nikunj Pachisia was appointed as a Whole Time Director on 01.08.2014. The salary excludes Rs. 36,552 drawn by him as Executive till 31.07.2014.

**B. Remuneration to other directors:**

1. Independent Directors <span style="float: right;">(Amount in ₹)</span>				
Name of Directors	Fees for attending Board/Committee Meetings	Commission	Others	Total
Subrata Kumar Mitra	40,000	0	0	40,000
Ravi Todi	47,500	0	0	47,500
Kishore Bhimani	50,000	0	0	50,000
Girdhari Lal Sultania	12,500	0	0	12,500
<b>Total (1)</b>				<b>1,50,000</b>
2. Non-Executive/Promoter Directors:-				
Manju Pachisia	20,000	0	0	20,000
<b>Total (2)</b>				<b>20,000</b>
<b>Total (1+2)</b>				<b>1,70,000</b>
Ceiling as per the Act	Remuneration paid to the Directors is within the limit specified under section 198 of the Companies Act, 2013			

**C. Remuneration to Key Managerial Personnel other than MD/Manger/WTD:-**

Particulars of Remuneration		(Amount in ₹)	
		Name of the CFO	Name of the Company Secretary
		Anil Shukla	Dipak Kadel
1	Gross salary (Excluding Committee)		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	13,00,000	2,20,000
	(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	–	–
5	Others, please specify	–	–
	<b>Total (A)</b>	<b>13,00,000</b>	<b>2,20,000</b>

**VII. Penalties / Punishment/ Compounding of Offences:  
(Under The Companies Act, 2013)**

No Penalties/Punishment/Compounding of offences were levied under the Companies Act, 2013.

**Annexure [D] to Directors' Report  
FORM AOC- 2  
(Pursuant to Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2)  
of the Companies (Accounts) Rules, 2014)**

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in Section 188(1) of the Companies Act, 2013 including certain arms' length transactions under third proviso thereto

<b>1. Details of contracts or arrangements or transactions not at arm's length basis:</b>	
a) Name(s) of the related party and nature of relationship	NA
b) Nature of contracts/arrangements/transactions	
c) Duration of the contracts / arrangements/transactions	
d) Salient terms of the contracts or arrangements or transactions including the value, if any	
e) Justification for entering into such contracts or arrangements or transactions	
f) date(s) of approval by the Board	
g) Amount paid as advances, if any	
h) Date on which the special resolution was passed	
i) Amount paid as advances, if any	
j) Date on which (a) the special resolution was passed in general meeting as required under first proviso to Section 188 of the Companies Act, 2013	
<b>2. Details of material contracts or arrangement or transactions at arm's length basis:</b>	
a) Name(s) of the related party and nature of relationship	Nil
b) Nature of contracts/arrangements/transactions	
c) Duration of the contracts/arrangements/transactions	
d) Salient terms of the contracts or arrangements or transactions including the value, if any	
e) Date(s) of approval by the Board, if any	
f) Amount paid as advances, if any	

For and on behalf of the Board

Place: Kolkata  
Date: 25.04.2015

**Naresh Pachisia**  
Managing Director

**Nikunj Pachisia**  
Director

### Annexure [E] to Board's Report

Information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

#### A. Ratio of Remuneration of each Director to the Median Remuneration of all employees of your Company for the financial year 2014-15 is as follows:

Name of Director	Total Remuneration (₹)	Ratio of Remuneration of Director to the Median Remuneration
Naresh Pachisia	30,00,000	9.42
Rajesh Pachisia	32,25,000	10.13
Nikunj Pachisia	12,36,552	3.88

- Notes
- Information provided above is on standalone basis.
  - The aforesaid details are calculated on the basis of remuneration for the Financial Year 2014-15.
  - Mr. Rajesh Pachisia ceased to be Managing Director of the Company w.e.f. 1.8.2014 and Mr. Nikunj Pachisia was appointed as a Whole Time Director on 1.8.2014. Accordingly, remuneration mentioned above is for part of the financial year, and includes a one time payment of ₹ 21 Lacs to Mr Rajesh Pachisia.
  - Median Remuneration of the Company for all its employees is ₹ 3,18,392/- for Financial Year 2014-15.

#### B. Details of percentage increase in remuneration of each Director, CFO & Company Secretary in the financial year 2014-15 are as follows:

Name	Designation	Remuneration (in ₹)		Increase %
		2014-2015	2013-2014	
Naresh Pachisia	Managing Director	30,00,000	30,00,000	Nil
Rajesh Pachisia	Managing Director	32,25,000	30,00,000	#
Nikunj Pachisia*	Whole Time Director	12,00,000	0	#
Anil Shukla	Chief Financial Officer	13,00,000	13,00,000	Nil
Dipak Kadel**	Company Secretary	2,20,000	18,333	#

- Notes
- \*Appointed on 1.8.2014.
  - \*\*Appointed on 1.3.2014.
  - # Percentage increase in remuneration not reported as they were holding office for the part of the financial year 2013-14 and/or 2014-15 and remuneration is proportionately adjusted.
  - The remuneration to Directors is within the overall limits approved by the shareholders except for Mr. Rajesh Pachisia which is subject of shareholders approval.

#### C. Percentage increase in the median remuneration of all employees in the financial year 2014-15:

Particulars	2014-2015 (₹)	2013-2014 (₹)	Increase %
Median Remuneration of all employees per annum	3,18,392/-	2,68,392/-	18.63

**D. Number of permanent employees on rolls of the Company as on 31st March, 2015:**

Executive/Manager cadre	43
Staff	0
Operators/Workmen	0
<b>Total</b>	<b>43</b>

**E. Explanation on the relationship between average increase in remuneration and Company Performance:**

The increase in average remuneration of all employees in the Financial Year 2014-15 as compared to Financial Year 2013-14 was 4%. Company's Key Performance figures are:

Particulars	2014-2015	2013-2014	Growth %
Net Revenue from operations (₹)	11,07,26,249	8,75,22,339	26.51
Profit Before Tax and Exceptional Items (₹)	2,59,40,537	43,81,711	492.00
Profit After Tax (₹)	1,71,37,627	11,71,834	1362.46

In view of very low profit base during FY 2013-2014, a concrete relationship between average increase in remuneration and company performance cannot be established as it will not reflect the picture correctly.

**F. Comparison of Remuneration of Key Managerial Personnel against Company Performance:**

Remuneration of Key Managerial Personnel increased by around 23.75% in 2014-15, compared to 2013-14 whereas the Profit before Tax and exceptional items increased by 492% in 2014-15, compared to 2013-14.

**G. Details of Share price and market capitalization:**

The details of variation in Market Capitalization and Price Earnings Ratio as at the Closing Date of the current and previous financial years are as follows:

Particulars	As on 31st March 2015	As on 31st March 2014	Increase/ (Decrease)(%)
Price Earnings Ratio	6.87	82.85	(91.71)
Market Capitalization (₹ in lacs)	1176	977	20.39

**H. Comparison of share price at the time of first public offer and market price of the share on 31st March, 2015:**

Market Price as on 31st March, 2015	₹ 20.95
Market Price at the time of Initial Public Offer	₹ 10.00

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

The Salaries of Managerial Personnel increased by 1.49% while salaries of other than the Managerial Personnel increased by 5.49%.



**J. Comparison of remuneration of each of the Key Managerial Personnel against the performance of the company:**

Key Managerial Personnel	% of Total Revenue for FY 2014-2015	% of Net Profit for FY 2014-2015
- Managing Director	2.71%	17.51%
- Managing Director*	2.91%	18.82%
- Whole-Time Director (part of the year)	1.08%	7%
- Chief Financial Officer	1.17%	7.59%
- Company Secretary	0.20%	1.28%

\* Ceased to be Managing Director of the Company w.e.f. 1.8.2014

**K. Key parameters for the variable component of remuneration paid to Directors:**

The key parameters for variable component of remuneration to Directors are decided by the Nomination and Remuneration Committee in accordance with the principles laid down in the Nomination and Remuneration Policy.

Following are major principles for determining remuneration to the Directors:

i) Commission to Non-Executive Directors:

Commission to Non-Executive Directors is payable equally out of profits of the company, as approved by the Board of Directors, within the limits prescribed in the Companies Act.

ii) Commission to the Managing Director & CEO:

The Nomination and Remuneration Committee approves the compensation package of the Managing Director & CEO. The Committee ensures that the compensation package is in accordance with applicable laws, in line with the Company's objectives, shareholders' interests, industry standards and have an adequate balance between fixed and variable component. It objectively evaluates his performance.

**L. There are no employees of the Company who received remuneration in excess of the highest paid Director of the Company.**

**M. Affirmation:**

Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and senior management is as per the Remuneration Policy of your Company.

For and on behalf of the Board

Place: Kolkata  
Date: 25.04.2015

**Naresh Pachisia**  
Managing Director

**Nikunj Pachisia**  
Director

**Annexure [F] to Directors' Report**

Disclosure pursuant to the provisions of Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 in respect of Employee Stock

Option Plans.		
Sl. No.	Particulars	
1.	Options Granted	1,00,000
2.	The pricing formula	The Book value of the shares which is marginally above the Market Price of the Shares on the date of grant.
3.	Options vested upto 31.03.2014	56,000
4.	Options exercised upto 31.03.2015	Nil
5.	The total no of shares arising as a result of exercise of Option	Nil
6.	Options Lapsed as at 31.03.2015	Nil
7.	Variation of terms of Options	Nil
8.	Money released by exercise of Options	Nil
9.	Total no of Options in force as at 31.03.2015	56,000
10.	Employee wise details of Options granted to :	Nil
	– Senior Managerial Personnel including Directors	Nil
	– Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year	Nil
	– Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversations) of the company at the time of grant;	Nil
11.	Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with Accounting Standard (AS) 20- 'Earnings Per Share'.	Nil
12.	i. Method of calculation of employee compensation cost.	Intrinsic value being excess of the Market Price of the share over the exercise price of option
	ii. Difference between the employee compensation cost so computed at (i) above and the employee compensation cost that shall have been recognized if it had used the fair value of the options.	Negative
	iii. The impact of this difference on profits and on EPS of the Company.	N.A.
13.	i. Weighted-average Exercise Price of options	₹ 29.00
	ii. Weighted-average Fair Value of options	₹ 4.79
14.	Fair value of options based on Black Scholes methodology- Assumptions used:	
	- Risk free interest rate	7.74%
	- Expected life of options	1 to 3 years
	- Expected volatility	86.16%
	- Expected dividends (dividend yield)	4.77%
	- Closing market price of share on the date of option grant.	₹ 27.10

## Annexure [G] to Directors' Report

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

#### Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014

#### DISCLOSURES

##### A. CONSERVATION OF ENERGY

The Company is engaged in the financial services sector; hence its operations do not account for substantial energy consumptions. Accordingly, the Company is not required to furnish information in Form A under the head "Conservation of Energy" under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014. However, the Company is taking all possible measures to conserve energy. Several environment friendly measures to conserve energy have been adopted by the Company such as:

- Power shutdown of idle monitors.
- Minimizing air-conditioning usage.
- Shutting off all the lights when not in use.
- Educating and making the employees aware to save power.

##### B. TECHNOLOGY ABSORPTION

FORM B for disclosure of particulars with respect to absorption.

	<b>Research and Development (R&amp;D):</b>	
1	Specific areas in which R&D carried out by the Company.	The Company is engaged in financial services and so there were no activities in the nature of research and development in the business. However, we conduct financial and equity research which is not in the nature of research and development.
2	Benefits derived as a result of the above R & D.	Nil
3	Future plan of action.	Nil
4	Expenditure on R & D :	
	(a) Capital	Nil
	(b) Recurring	Nil
	(c) Total	Nil
	(d) Total R&D expenditure as a percentage of total turnovers.	Nil
	<b>Technology absorption, adaptation and innovation :</b>	
1	Efforts, in brief, made towards technology absorption, adaptation and innovation.	The management keeps itself abreast of the technological advancements in the industry

		and ensures continued and sustained efforts towards absorption as well as development of the same to meet business needs and objectives.
2	Benefits derived as a result of the above efforts, e.g. Product improvement, cost reduction, product development, product substitution, etc.	The technological absorption has resulted in improvement in services. However, the benefits derived from the technological advancements are not quantifiable.
3	In case of imported technology (imported during the last 5 years, reckoned from the beginning of the financial year) following information may be furnished :	
	(a) Technology imported.	Nil
	(b) Year of import.	Not Applicable
	(c) Has technology been fully absorbed?	Not Applicable
	(d) If not fully absorbed, areas where this has not taken place, reasons therefore and future plans of action.	Not Applicable

### C. FOREIGN EXCHANGE EARNINGS AND OUTGO

During the period under review, the Company's foreign exchange earnings and outgo was ₹ Nil.

For and on behalf of the Board

Place: Kolkata  
Date: 25.04.2015

**Naresh Pachisia**  
Managing Director

**Nikunj Pachisia**  
Director

## CORPORATE GOVERNANCE REPORT

Corporate Governance is about running the company, in letter and spirits, according to the legal framework provided by Clause 49 of Listing Agreement and other guidelines as laid down by SEBI from time to time, which aims at ethical and transparent business conduct, meeting stakeholders' aspirations and societal expectations, strengthening internal control, building trust amongst shareholders, employees, customers, suppliers and diverse stakeholders on four key elements- transparency, fairness, disclosure and accountability.

Your Company is in compliance with the requirements of the guidelines on Corporate Governance stipulated under Clause 49 of the Listing Agreement as on 31.03.2015, in letter and spirits, and presents the following Corporate Governance report based on the said disclosure requirements:

### COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's Philosophy on Corporate Governance envisages the attainment of high level of transparency and accountability in the functioning of the Company and the conduct of its business internally and externally, including its interaction with employees, shareholders, creditors, and lenders and places due emphasis on regulatory compliances. The Company believes that its systems and actions must be dovetailed for enhancing corporate performance and maximizing shareholder value in the long term.

### BOARD OF DIRECTORS

#### Composition and Category

Your company has an optimum combination of executive and Non-Executive Directors with 67 percent of the Board of Directors comprising of Non-Executive Directors.

- 2 Promoters, Executive Directors, 1 Promoter, Non-Executive Director
- 3 Independent, Non-Executive Directors

The composition of the Board of Directors as on 31.03.2015 and also the number of other directorships and committee positions held by them are as under:

Name of Director	DIN No.	Category	No. of other Directorship	Committee Chairmanship#	Committee Membership#
Mr. Naresh Pachisia	00233768	Chairman, Managing Director	7	Nil	9
Mr. Nikunj Pachisia	06933720	Whole Time Director	2	Nil	Nil
Mrs. Manju Pachisia	00233821	Non-Executive Director	Nil	Nil	Nil
Mr. Kishore Bhimani	00013617	Independent, Non-Executive	Nil	Nil	2
Mr. Subrata Kumar Mitra	00029961	Independent, Non-Executive	10	2	4
Mr. Ravi Todi	00080388	Independent, Non-Executive	13	1	6

#For reckoning the limit, the membership/chairmanship of the Audit Committee, Nomination and Remuneration Committee and Shareholders' Relationship Committee of the Indian Public Limited Companies were considered.

#Foreign companies and companies incorporated under Section 8 of the Companies Act, 2013 have been excluded for the above purpose.

### Attendance of each Director at the Board Meetings and the last Annual General Meeting

During the financial year ended March 31 2015, four Board Meetings were held on 22nd May 2014, 1st August 2014, 25th October 2014, and 24th January 2015. The maximum time gap between two meetings complies with the mandated requirement of not more than 120 days. The attendance of each Director at Board Meetings and the last Annual General Meeting (AGM) is as under:

Name of the Director	Number of Board Meeting held during the Year	Number of Board Meetings attended	Attendance at last AGM (Yes/No)
Mr. Naresh Pachisia	4	4	Yes
Mr. Nikunj Pachisia*	4	2	No
Mrs. Manju Pachisia*	4	2	Yes
Mr. Kishore Bhimani	4	4	Yes
Mr. Ravi Todi	4	4	Yes
Mr. Subrata Kumar Mitra	4	4	Yes
Mr. Rajesh Pachisia**	4	2	No
Mr. Girdhari Lal Sultania***	4	1	No

\*Appointed on 01.08.2014, \*\*Resigned w.e.f. 01.08.2014, \*\*\*Resigned w.e.f. 26.06.2014

No Director is related to any other Director, except Mr. Naresh Pachisia, Mr. Rajesh Pachisia, Mr. Nikunj Pachisia and Mrs. Manju Pachisia are relatives. Further, the Board periodically reviews compliance reports of all laws applicable to the Company and necessary steps are being taken to ensure compliance in law and spirit.

Mr. Ravi Todi, attended the AGM and replied to the queries related to account to the satisfaction of the shareholders.

### Non executive Directors compensation and Disclosures

Non Executive Directors were not paid any compensation other than sitting fees.

Mrs. Manju Pachisia, Non Executive Director of the Company holds 4,00,000 (7.12%) shares in the Company.

### Code of Conduct and Ethics for Directors and Senior Executives

In line with the amended Clause 49 of the Listing Agreement, the Company adopted a Code of Conduct and Ethics for its Directors and Senior Executives and the same has been posted on the Company's website. The purpose of this code is to promote conduct of business ethically in an efficient and transparent manner. The declaration to this effect signed by the Managing Director of the Company forms part of this report.

### Code of Conduct for Prevention of Insider Trading

The Board of Directors at its meeting held on 25th April 2015 approved and adopted the 'SKP Securities Limited - Code of Conduct to Regulate, Monitor and Report Trading by Insiders' in line with SEBI (Prohibition of Insider Trading) Regulation, 2015. The Board at its aforesaid meeting also approved the 'SKP Securities Limited - Code for Fair Disclosure' and the same can be accessed through the following link <http://www.skpmoneywise.com/Static/Aboutus.aspx>

### Familiarization Programme

Your Company has put in place a structured induction and familiarization programme for all its Directors including the Independent Directors. The Company through such programme familiarizes not only the Independent Directors but any new appointee on the Board, with a brief background

of the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model, operations of the Company, etc. They are also informed of the important policies of the Company including the Code of Conduct for Board Members and Senior Management Personnel and the Code of Conduct to Regulate, Monitor and Report Trading by Insiders, etc. The Managing Director & CEO, CFO & Company Secretary, business heads and other senior officials of the Company make presentations to the Board members on a periodical basis, briefing them on the operations of the Company, strategy, risks, new initiatives, etc.

### **Independent Directors' Meeting**

In accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a meeting of the Independent Directors of the Company was held on 28th January, 2015, without the attendance of Non-Independent Directors and members of the management. The meeting was attended by all Independent Director in which they reviewed the Performance of Non-independent Directors, Board as a whole and Chairman of the Company and also assessed the quality, quantity and timeliness of flow of information between Company management and the Board.

### **Evaluation of Board Effectiveness**

In terms of provisions of the Companies Act, 2013 read with Rules issued there under and Clause 49 of the Listing Agreement, based on the criteria laid down in the Policy for evaluation of Board and Independent Directors, the Board carried out the annual performance evaluation of Board Committees and the Independent Directors, whereas at a separate meeting, Independent Directors evaluated the performance of Executive Directors, Board as a whole. Nomination and Remuneration Committee also evaluated individual directors' performance.

The Board expressed its satisfaction on the process as well as performance of all Directors, committees and Board as a whole

## **COMMITTEES OF THE BOARD**

### **A. AUDIT COMMITTEE**

#### **Composition**

The Audit Committee of the Company comprises of two Independent, Non-Executive Directors and one Executive Director. All the members of the committee possess knowledge of Corporate Finance, Accounts, Audit and Company Law. The Chairman of the Committee is an Independent, Non Executive Director nominated by the Board. The Company Secretary acts as the secretary to the Committee. The Statutory Auditor and the Internal Auditor of the Company are permanent invitees at the meetings of the Committee.

#### **Brief description of the terms of reference**

The Audit Committee of the Company, inter-alia, provides guidance to the Board on the adequacy of the internal control and financial disclosures. They also provide guidance to liaise with the Internal Auditors as well as the Statutory Auditors of the Company. The terms of reference of the Audit Committee include:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of the Statutory Auditors and the fixation of audit fees;
3. Approval of payment of Statutory Auditors for any other services rendered by the statutory auditors;
4. Reviewing with the management the quarterly, half-yearly, nine-months, and annual financial statements, standalone as well as consolidated, before submission to the Board for approval;

5. Reviewing the Management Discussion and Analysis of the financial condition and results of operations;
6. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report as per Section 134(3)(c) of the Companies Act, 2013.
  - Changes, if any, in accounting policies and practices and reasons for the same
  - Major accounting entries involving estimates based on the exercise of judgment by management.
  - Significant adjustments made in the financial statements arising out of audit findings.
  - Compliance with listing and other legal requirements relating to financial statements.
  - Disclosure of any related party transactions.
  - Qualifications in the draft audit report
7. Review the financial statements of unlisted subsidiary companies (including joint ventures) and investments made by the unlisted subsidiary companies (including joint ventures).
8. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
9. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
10. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
11. Approval or any subsequent modification of transactions of the company with related parties;
12. Reviewing and Scrutinizing of inter-corporate loans and investments;
13. Evaluating the internal financial controls and risk management systems of the Company;
14. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
17. Discussion with internal auditors of any significant findings and follow up there on;
18. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors, if any;
19. Review and approve policy on materiality of related party transactions and also dealing with related party transactions;
20. Review of the Whistle Blower mechanism of the Company as per the Whistle Blower Policy. Overseeing the functioning of the same;
21. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
22. Any other matter referred to by the Board of Directors.



### Meetings & Attendance

During the financial year ended March 31, 2015, four Audit Committee Meetings were held on 21st May 2014, 1st August 2014, 22nd October 2014, and 24th January 2015. The attendance at the Committee Meetings are as under:

Name of the member of Audit Committee	Designation	No. of meetings attended
Mr. Ravi Todi	Chairman, Non-Executive Independent Director	3
Mr. Kishore Bhimani	Member, Non-Executive Independent Director	4
Mr. Naresh Pachisia	Member, Managing Director	4
Mr. Girdhari Lal Sultania*	Chairman, Non-Executive Independent Director	1

\*Resigned w.e.f. 26.06.2014

## B. NOMINATION AND REMUNERATION COMMITTEE

### Composition

The Remuneration Committee comprises of 3 (three) Independent, Non Executive Directors.

### Brief description of terms of reference

- i) Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
- ii) Formulation of criteria for evaluation of Independent Directors and the Board;
- iii) Devising a policy on Board diversity;
- iv) Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

### Meetings & Attendance

During the year, the Committee met 1 (one) time on 1st August, 2014. The attendance at the Committee Meetings is as under:

Name of the member of Audit Committee	Designation	No. of meetings attended
Mr. Subrata Kumar Mitra	Chairman, Non-Executive Independent Director	1
Mr. Kishore Bhimani	Member, Non-Executive Independent Director	1
Mr. Ravi Todi	Member, Non-Executive Independent Director	1

### Nomination and Remuneration Policy of the Company:

**Preface:** In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel and employees of the company, to harmonize the aspirations of human resources consistent with the goals of the company and in terms of the provisions of the Companies Act, 2013 and the Listing Agreement with the stock exchanges (as amended from time to time), this policy on nomination and remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management has been formulated by the Nomination and Remuneration/Compensation Committee ("NRC") and approved by the Board of Directors of the Company.

**Objective and Purpose:**

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.
- To determine remuneration based on the Company's size, financial position and trends and practices on remuneration prevailing in peer companies.
- To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel.
- To provide them reward/incentive/commission linked directly to their effort, performance, dedication and achievement relating to the Company's operations.

**Applicability:**

The Policy shall be applicable to:

- (a) Key Managerial Personnel, which means.
  - i. Directors (Executive and Non Executive)
  - ii. Company Secretary.
  - iii. Chief Financial Officer.
  - iv. Such other person as may be prescribed.
- (b) Senior Management, which means:-

Personnel of the Company who are members of its core management team excluding Board of Directors. This would also include all members of Management, one level below the Executive Directors including all functional heads, for the purpose of Clause 49 of the listing agreement.

**Appointment Criteria and Qualification:**

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. In evaluating the suitability of Directors the Committee will take into account general understanding of the business dynamics, social perspective, educational, professional background and personal achievements and other factors it may feel
- The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years. The Committee shall identify and ascertain the qualification, expertise and experience of the person for appointment as a Director, Key Managerial Personnel or at Senior Management Level and, if required, would recommend to the Board their appointment. The objective is to have a broad, diverse background and skills / expertise in business and academics that are relevant for Company's operations. Directors must be willing to devote sufficient time and energy in carrying out their duties effectively.

**Remuneration:**

The Committee will recommend the remuneration to be paid to the Managing Director, Whole-time Director, Key Managerial and Senior Management Personnel to the Board for their approval. The level and composition of remuneration so determined by the Committee shall be reasonable and sufficient to attract, retain and motivate them to run the company successfully. The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks.

The remuneration should also involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goal:

**A. Director/ Managing Director:**

Besides the above Criteria, the Remuneration/ compensation/ commission etc to be paid to Director/ Managing Director etc shall be governed as per provisions of the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

**B. Non executive Independent Directors:**

The Non- Executive Independent Director may receive remuneration by way of sitting fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

**C. KMPs / Senior Management Personnel etc:**

The Remuneration to be paid to KMPs/ Senior Management Personnel shall be based on the experience, qualification and expertise of the related personnel and governed by the limits, if any prescribed under the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

**D. Directors' and Officers' Insurance:**

Where any insurance is taken by the Company on behalf of its Directors, KMPs/ Senior Management Personnel etc. for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

**Application of the Remuneration Policy:**

This Remuneration Policy shall continue to guide all future employment of Directors, Company's Senior Management including Key Managerial Personnel and other employees. Any departure from the policy can be undertaken only with the approval of the Board of Directors.

**Dissemination:**

The Company's Remuneration Policy shall be published on its website

**Details of Remuneration to the Directors**

**A. Executive Directors**

Name	Basic Salary (₹)	Allowances & Other Benefits (₹)	Commission Payable (₹)	Total (₹)	Service Contract period	Stock Options granted
Mr. Naresh Pachisia	19,99,992	10,00,008	Nil	30,00,000	3Years	Nil
Mr. Nikunj Pachisia*	12,00,000	Nil	Nil	12,00,000	3 years	Nil
Mr. Rajesh Pachisia**	28,50,038	3,74,962	Nil	32,25,000	-	Nil

\*Appointed on 01.08.2014, \*\*Resigned w.e.f. 01.08.2014

**B. Non Executive Directors**

Name	Commission Payable (₹)	Sitting Fee (₹)		Total (₹)
		Board Meeting	Audit Committee Meeting	
Mrs. Manju Pachisia	NIL	20,000	-	20,000
Mr. Kishore Bhimani	NIL	40,000	10,000	50,000
Mr. Subrata Kumar Mitra	NIL	40,000	-	40,000
Mr. Ravi Todi	NIL	40,000	7,500	47,500
Mr. Girdhari Lal Sultania*	NIL	10,000	2,500	12,500

\*Resigned w.e.f. 26.06.2014

## C. STAKEHOLDERS' RELATIONSHIP COMMITTEE

### Composition

Stakeholders' Relationship Committee comprises of two Non-Executives, Independent Directors including the Chairman of the Committee, and one Executive Director.

### Brief Description of Terms of Reference

The Stakeholders' Relationship Committee, inter-alia, approves transfer/transmission of shares, issues of duplicate share certificates, and reviews all matters connected with transfer of securities of the Company.

### Meetings & Attendance

During the year, the Committee met 2 (two) times on 22nd October, 2014 and 24th January, 2015. The attendance at the Committee Meetings are as under:

Name of the member of Audit Committee	Designation	No. of meetings attended
Mr. Kishore Bhimani	Chairman, Non-Executive Independent Director	2
Mr. Ravi Todi	Member, Non-Executive Independent Director	2
Mr. Naresh Pachisia	Member, Managing Director	2

### Details of complaints received and resolved during the year ended on 31.03.2015:

A	Number of complaints pending at the beginning of the year	NIL
B	Number of complaints received from shareholders	NIL
C	Number of complaints redressed	NIL
D	Number of complaints pending share transfers	NIL

### Compliance Officer

The Board has designated Mr. Dipak Kadel as Company Secretary and Compliance Officer under the Listing Agreement with the Stock Exchanges in India.

### Details of Annual General Meetings

Location and time, where the last three Annual General Meetings were held:

Financial Year	Date	Location of the Meeting	Time
2013-2014	27/09/2014	MCC Chamber of Commerce & Industry, Kolkata	10.00 A.M
2012-2013	03/08/2013		10.00 A.M
2011-2012	28/07/2012		10.30 A.M.

No special resolution was put through Postal Ballot at any of the AGMs mentioned above. None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing a special resolution through Postal Ballot.

### Special Resolution passed in previous three AGMs.

Financial Year	Special Resolution passed	Details of Special Resolutions passed in the AGM
2013-2014	Yes	<ol style="list-style-type: none"> <li>Appointment and Remuneration of Mr. Nikunj Pachisia as a Whole Time Director.</li> <li>Payment of Commission to Non Whole Time Directors of the Company.</li> <li>Contribution to the Charitable Fund.</li> <li>Fixation of Borrowing Limit.</li> </ol>

		5. Power to create charges, mortgage on the assets of the Company.
2012-2013	No	Nil
2011-2012	Yes	1. Reappointment of Mr. Naresh Pachisia as Managing Director. 2. Reappointment of Mr. Rajesh Pachisia as Managing Director. 3. Payment of Commission to Non-Executive Directors of the Company.

### Disclosures

- No material transaction has been entered into by the Company with the Promoters, Directors or Management, or their relatives etc, which might have a potential conflict with the interest of the Company. However, disclosure of transactions with related parties is set out in the Notes to Accounts-Note no 22.6, forming part of the Annual Report.
- The Company has broadly complied with the requirements of regulatory authorities on capital markets and no penalties/strictures have been imposed against it during the last three years, except insignificant amounts for minor faults made during the conduct of regular business.
- The Company has followed the guidelines of Accounting Standards prescribed under the Companies (Accounting Standard) Rules, 2006 in preparation of its financial statements.
- The Company has complied with the entire mandatory requirements and has set up Nomination & Remuneration Committee to determine the company's policy on specific remuneration package for Executive Directors.
- The Company has laid down risk assessment and minimization procedures and the same is periodically reviewed by the Board. Further, the Company has adequate internal control systems to identify the risk at appropriate time and to ensure that the executive management controls the risk in a properly defined framework.
- The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and Directors to report concerns about unethical behaviour. No person has been denied access to the Chairman of the Audit Committee. The said policy has been also put up on the website of the Company at the following link-<http://www.skpmoneywise.com/Static/Aboutus.aspx>

### Subsidiary Companies

The minutes of the Board meetings and Audited Financial Statements of the subsidiary companies are placed at the meeting of the Board of Directors of the Company. The Audit Committee reviews the financial statements including investments made by the unlisted subsidiary companies of the Company.

### RELATED PARTY TRANSACTIONS (RPT)

Your Company enters into transactions with related parties as defined under Section 2(76) of the Companies Act, 2013 in its ordinary course of business and on arm's length. All the RPTs are undertaken in compliance with the provisions set out in Companies Act, 2013 and Clause 49 of the Listing Agreement. The Audit Committee and the Board of Directors of the Company have formulated the Policy on dealing with RPTs and a Policy on materiality of RPTs which is uploaded on the website of the Company and can be accessed through the following link: <http://www.skpmoneywise.com/Static/Aboutus.aspx>

### CEO/CFO CERTIFICATION

As required under Clause 49 (IX) of the Listing Agreement, the CEO/CFO certificate for the financial year ended 31st March, 2015 is annexed and forms part of this report.

### MEANS OF COMMUNICATION

The quarterly, half yearly and annual results of the Company are published in 'Business Standard/Financial Express/The Economic Times' and 'Duranta Barta' and are also displayed on the Company's

website [www.skpmoneywise.com](http://www.skpmoneywise.com). The Company has designated the email-id [grievance.cell@skpmoneywise.com](mailto:grievance.cell@skpmoneywise.com) exclusively for redressal of the investor grievances and the necessary disclosure to this effect has also been made in the Company's website [www.skpmoneywise.com](http://www.skpmoneywise.com). Annual Report containing, inter alia, Audited Annual Accounts, Consolidated Financial Statements, Directors' Report, Auditors Report and other information is circulated to members and others entitled thereto and are also available on the website of the Company in a user-friendly and downloadable form. Management Discussion and Analysis Report forms part of the Annual Report.

## GENERAL SHAREHOLDER INFORMATION

Detailed information in this regard provided is provided below:

### Annual General Meeting

Day & Date	: Saturday, 8th August, 2015
Time	: 10.00 A.M
Venue	: MCC Chamber of Commerce & Industry 15B, Hemanta Basu Sarani, Kolkata-700 001

**Financial Calendar** : 1st April – 31st March

### Financial Year calendar for 2015–16 (Tentative)

Results for the quarter ending June, 2015	Four weeks from the end of the quarter
Results for the quarter ending September, 2015	Four weeks from the end of the quarter
Results for the quarter ending December, 2015	Four weeks from the end of the quarter
Results for the quarter ending March, 2016	Eight weeks from the end of the quarter

**Book Closure Date** : 1st August to 8th August (Both days inclusive)  
**Dividend** : 10 % (2014-2015)  
**Dividend Payment Date** : After 10th August, 2015  
 (Subject to the approval of the shareholders)

### Previous Dividend

2013-2014	: Nil
2012-2013	: 10%
2011-2012	: 20%
2011-2012	: 10%

**Listing on Stock Exchanges (Stock Code)** : BSE Limited (BSE) (531169)  
 Phiroze Jeejeebhoy Towers, Dalal Street  
 Mumbai-400023

### Note:

The Company has paid the Listing Fees for the year 2015-2016 to BSE Limited (BSE).

**Market Price Data** : Monthly stock market data of High and Low prices of Equity shares of the Company during Financial year 2014-15 and their performance in comparison with broad based index compared

### Market Price Data (Monthly High and Low in 2014-15)

Month	Share Price (Rs.)		Number of Shares Traded
	High	Low	
Apr-14	19.20	16.50	1796
May-14	25.00	17.55	7964
Jun-14	26.20	18.05	1759
July-14	24.05	18.05	6557

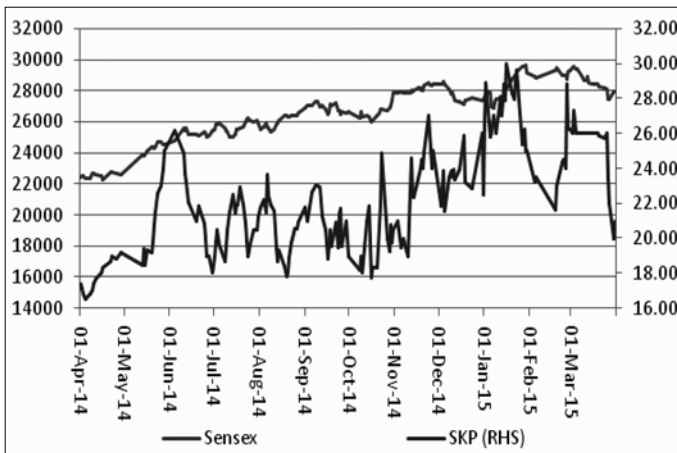
Aug-14	26.00	16.95	2202675
Sep-14	24.85	18.05	35429
Oct-14	25.20	17.00	28885
Nov-14	28.80	17.60	43603
Dec-14	27.80	18.70	46743
Jan-15	31.95	21.20	4747
Feb-15	28.80	19.55	18731
Mar-15	28.50	19.85	18992

**Registrar & Share Transfer Agent** : Maheshwari Datamatics Pvt. Ltd.  
6, Mangoe Lane (2nd Floor)  
Kolkata-700071  
Phone: 033-2243 5029  
Email: mdpl@cal.vsnl.net.in

**Share Transfer System** : Share transfer in physical and demat form are registered by Registrar & Share Transfer Agent and are returned to the respective transferees within a period ranging from fifteen days to one month provided the documents lodged with the Registrar/Company is clear in all respect.

**Distribution of Shareholding as on 31.03.2015**

Category of Shareholders	No. of Shareholders	Percentage	No of Shares	Percentage
1 to 500	1242	88.59	166019	2.96
501 to 1000	63	4.49	52595	0.94
1001 to 2000	31	2.21	47071	0.84
2001 to 3000	14	1.00	35240	0.63
3001 to 4000	8	0.57	28261	0.50
4001 to 5000	10	0.71	46656	0.83
5001 to 10000	16	1.14	120089	2.13
10001 to Above	18	1.29	5119069	91.17
<b>Grand Total:</b>	<b>1402</b>	<b>100.00</b>	<b>5615000</b>	<b>100.00</b>



**Shareholding Pattern as on 31.03.2015**

Shareholding Pattern Category	No. of shares held	Percentage of Shareholding
Indian Promoters	42,09,700	74.97
Foreign Promoters	—	—
Banks, FIs, Insurance Companies	—	—
FIIIs	—	—
Private Corporate Bodies	2,99,854	5.34
Indian Public	10,93,041	19.46
NRIs / OCBs	12,405	0.23
<b>Total</b>	<b>56,15,000</b>	<b>100.00</b>

**Dematerialization of Shares**  
(ISIN- INE709B01016)

	Electronic/Physical	Mode of Holding %
NSDL		13.49
CDSL		84.06
Physical		2.45
<b>TOTAL</b>		<b>100.00</b>

**Number of Shareholders** : 1402

**Outstanding GDR/ADRs/Warrants** : The Company doesn't have any plan and has not issued any GDRs /ADRs /Warrants or any other convertible instruments.

**Shareholding Pattern (as on 31.03.2015)**

Promoter Group : 74.97%  
Public : 25.03%

**Address for Correspondence**

: **SKP Securities Ltd.**  
Chatterjee International Center  
Level-21, 33A Jawaharlal Nehru Road  
Kolkata-700071  
Ph No: 033 4007 7000  
Fax: 033 4007 7007  
Email: cs@skpmoneywise.com

Place: Kolkata  
Date: 25.04.2015

**Naresh Pachisia**  
Managing Director

**Nikunj Pachisia**  
Director



## **Declaration by the Managing Director on the Code of Conduct**

Pursuant to Clause 49 of the Listing Agreement with stock exchanges, I, Naresh Pachisia, Managing Director of SKP Securities Limited, declare that all the Board Members and Senior Executives of the Company have affirmed their compliance with the Code of Conduct during the year ended 31st March, 2015.

Place: Kolkata  
Dated: 25.04.2015

**Naresh Pachisia**  
Managing Director

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## **AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

**To**  
**The Members of SKP SECURITIES LIMITED**

We have examined the compliance of the conditions of Corporate Governance by **SKP SECURITIES LIMITED** for the year ended 31st March, 2015, as stipulated in Clause 49 of the Listing Agreement of the said company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to 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 expression of the 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 above-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 G.P. Agrawal & Co.**  
Chartered Accountants  
Firm Registration No. 302082E

**CA SUNITA KEDIA**  
Partner  
(Membership No. 60162)

Place: Kolkata  
Dated: 25th April, 2015

**Auditor's Certificate as required under Clause 14 of the SEBI (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999**

We have examined the books of account and other relevant records of **SKP SECURITIES LIMITED** having its registered office at 'Chatterjee International Centre, Level 21, 33A, Jawahar Lal Nehru Road, Kolkata-700071' and based on the information and explanations given to us, we certify that in our opinion, the Company has implemented the Employee Stock Option Scheme in accordance with SEBI (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and in accordance with the special resolution passed by the company in the Annual General Meeting held on 31st July 2010.

**For G.P. Agrawal & Co.**  
Chartered Accountants  
Firm Registration No. 302082E

**CA SUNITA KEDIA**  
Partner  
(Membership No. 60162)  
Place: Kolkata  
Dated: 25th April, 2015

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**CEO/CFO Certification under Clause 49(ix) of the Listing Agreement**

The Board of Directors  
**SKP Securities Limited**

We hereby certify that on the basis of the review of financial statements and the cash flow statement of the Company for the year ended 31st March, 2015 and to the best of our knowledge and belief, hereby certify that :-

1. These statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2015 which are fraudulent, illegal or violative of the Company's Code of Conduct.
4. We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and We have disclosed to the Auditors and the Audit Committee those deficiencies in the design or operation of such internal controls of which, we are aware and the steps we have taken or propose to take to rectify these deficiencies.
5. We further certify that:
  - (a) there have been no significant changes, in internal control over financial reporting during the year.
  - (b) there have been no significant changes, in accounting policies during the year.
  - (c) there have been no instances of significant fraud of which we have become aware and the involvement therein, of the management or an employee having significant role in the Company's internal control systems over financial reporting.

Place: Kolkata  
Dated: 25th April, 2015

**Naresh Pachisia**      **Anil Shukla**  
Managing Director      Chief Financial Officer

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### **Industry Trends & Development**

Brokerage and distribution of financial products, both broad activities that your company is engaged in, have growth opportunities, but are facing competitive and regulatory headwinds. Mutual fund distribution industry is facing game changing structural changes. Your company is gearing up to face such developments and re-engineer business strategy as required. Expected revival of economic growth under the new political dispensation at the Centre, albeit slower than expected, and its resultant benefits, are likely to provide favorable business conditions for the Company.

### **Opportunities & Threats**

The rising economy leading to higher investible surplus with families and under penetration of company's services, provide business opportunities for the Company. Large broking houses promoted/co-promoted by industrial conglomerates/global financial powerhouses and banks pose a threat to the company, alongwith game changing structural and regulatory changes in the industry.

### **Business Review**

Under such pressures, whilst the topline of your company had a smart growth, we have done satisfactorily well to grow profitability multifold, albeit on a small base. This was possible by having a diversified portfolio of customers and product segments, enhancing operational efficiencies and continuing efforts to rationalize expenses.

### **Management of Risks**

Company's business models and policies are being re-aligned to make the company withstand and grow within the highly competitive environment. Superior risk management measures have been put in place to reduce risk in broking business. A comprehensive risk evaluation methodology and processes for early identification and mitigation of all kinds of risks are also in place.

### **Internal Control Systems and their adequacy**

The scope of work for internal auditors, which is reviewed and expanded as required, addresses issues related to internal control systems particularly those related to regulatory compliance. Pre-audit and post-audit checks and reviews ensure that audit observations are acted upon. Audit Committee of the Board of Directors reviews the Internal Audit Reports and adequacy of internal controls.

### **Financial Performance**

A snapshot of financial performance is furnished in Directors' Report. Whilst the topline has had a smart growth, the bottom line rose multifold.

### **Future Outlook**

The company is looking at growth opportunities, while consolidating its current business in line with the challenging business environment. Outlook is of cautious optimism.

### **Human Resource Management**

Employees are vital to SKP and we are committed to our mission of making SKP a preferred place to work and a career growth oriented, professional environment where teamwork and meritocracy prevails.

### **Prevention of Sexual Harassment**

As a good corporate citizen, SKP Securities Limited is committed to a gender friendly workplace. It seeks to enhance equal opportunities for men and women, prevent/stop/redress sexual harassment at the workplace and institute good employment practices.

SKP Securities Limited maintains an open door for reportees; encourages employees to report any harassment or other unwelcome and offensive conduct. The Company has constituted an Internal Complaint Committee (ICC) in pursuant to the provisions of the Companies Act, 2013 for prevention, prohibition and redressal of complaints / grievances on the Sexual harassment of women at work place. This policy is communicated to all employees in an appropriate and meaningful manner.

## INDEPENDENT AUDITORS' REPORT

### To The Members of SKP Securities Limited

#### Report on the standalone financial statements

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

#### Management's responsibility for the standalone financial statements

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

#### Auditor's responsibility

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

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

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments; the auditor considers internal controls relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

## **Opinion**

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

### **Emphasis of matters**

We draw attention to Note 22.11 to the financial statements regarding revised remuneration of Mr. Rajesh Pachisia, Managing Director (upto 1st August, 2014) is subject to approval of the members in the ensuing Annual General Meeting. Our opinion is not modified in respect of this matter.

### **Report on other legal and regulatory requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
  - i. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - ii. 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.
  - iii. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - iv. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - v. On the basis of the written representations received from the directors as at 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as at 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
  - vi. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - a. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note No. 22.1 to the financial statements.
    - b. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
    - c. There has been no delay in transferring amounts, required to be transferred, to the investor education and protection fund by the Company.

For **G.P. Agrawal & Co.**

*Chartered Accountants*

*Firm's Registration No. - 302082E*

**(CA. Sunita Kedia)**

Partner

Membership No. 60162

Place of Signature: Kolkata

Date: 25th April, 2015

### Annexure to the Auditor's Report

Statement referred to in our report of even date to the members of SKP Securities Limited on the standalone financial statements for the year ended 31st March, 2015.

- (i) a) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
- b) The fixed assets have been physically verified by the management during the year. To the best of our knowledge, no material discrepancy was noticed on such verification.
- (ii) The Company does not have inventory. Therefore, the provisions of Para ii (a), (b) and (c) of paragraph 3 of the said order are not applicable to the company.
- (iii) The Company has not granted any loan, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Act. Therefore, clauses (iii) (a) and (iii)(b) of paragraph 3 of the said order are not applicable to the Company.
- (iv) On the basis of the information and explanation given to us, we are of the opinion that the Company has an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. Further, on the basis of our examination and according to the information and explanations given to us, we have neither come across nor have we been informed of any instance of major weaknesses in the aforesaid internal control system.
- (v) The Company has not accepted any deposit within the meaning of section 73 to 76 or any other relevant provisions of the Act and the rules framed there under. The directives issued by the Reserve Bank of India are not applicable to the Company.
- (vi) The provision regarding maintenance of cost records is not applicable to the Company.
- (vii) (a) On the basis of our examination, the Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues, to the extent applicable, with appropriate authorities and no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2015 for a period of more than six months from the date of becoming payable.
- (b) The disputed statutory dues aggregating to Rs. 56,90,264/- that have not been deposited on account of matters pending before appropriate authorities are as under:

Sl. No.	Name of the Statute	Nature of dues	Period to which pertain	Amount (₹)	Forum where the dispute is pending
1	Finance Act, 1994	Service Tax	2000-2001 to 2005-2006	50,56,827	Commissioner, Service tax Commissionerate
2	Finance Act, 1994	Service Tax	2006-2007 to 2008-2009	6,33,437	Commissioner of Central Excise (Appeals-1)
	<b>Total</b>			<b>56,90,264</b>	

- (c) The amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under has been transferred to such fund within time.
- (viii) The Company does not have accumulated losses at the end of the financial year and has not incurred any cash loss during the year covered by our audit or in the immediately preceding financial year.

- (ix) The Company has not defaulted in payment of dues to banks. The Company has not taken any loan from financial institution and has not issued any debenture.
- (x) On the basis of our examination and according to the information and explanations given to us, the Company has not given any guarantee for loan taken by others from banks or financial institutions.
- (xi) Based on information and explanations given to us by the management, the Company has not taken any term loan during the year.
- (xii) In our opinion and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year that causes the financial statements materially misstated.

For **G.P. Agrawal & Co.**  
*Chartered Accountants*  
*Firm's Registration No. - 302082E*

Place of Signature: Kolkata  
Date: 25th April, 2015

**(CA. Sunita Kedia)**  
Partner  
Membership No. 60162

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

PARTICULARS	Note No.	As At	As At
		31st March, 2015	31st March, 2014
		₹	₹
<b>I EQUITY &amp; LIABILITIES</b>			
(1) <b>Shareholders' Funds</b>			
(a) Share capital	2	5,61,50,000	5,61,50,000
(b) Reserves and surplus	3	17,53,89,064	16,49,89,156
		<u>23,15,39,064</u>	<u>22,11,39,156</u>
(2) <b>Non -Current Liabilities</b>			
(a) Long-term borrowings	4	–	3,28,713
(3) <b>Current Liabilities</b>			
(a) Trade payables		1,81,24,502	2,15,20,641
(b) Other current liabilities	5	1,69,38,733	1,36,58,775
(c) Short-term provisions	6	1,27,03,384	17,08,359
		<u>4,77,66,619</u>	<u>3,68,87,775</u>
<b>TOTAL</b>		<b><u>27,93,05,683</u></b>	<b><u>25,83,55,644</u></b>
<b>II ASSETS</b>			
(1) <b>Non-Current Assets</b>			
(a) Fixed assets	7		
(i) Tangible assets		62,19,448	1,05,40,834
(ii) Intangible assets		2,00,000	5,86,206
		<u>64,19,448</u>	<u>1,11,27,040</u>
(b) Non-current investments	8	12,28,00,000	1,00,00,000
(c) Deferred tax assets	9	22,04,489	12,58,869
(d) Long-term loans & advances	10	2,83,06,446	2,86,56,131
		<u>15,97,30,383</u>	<u>5,10,42,040</u>
(2) <b>Current Assets</b>			
(a) Current investments	11	–	1,00,00,000
(b) Trade receivables	12	2,59,88,954	2,39,26,103
(c) Cash and bank balances	13	8,71,58,785	16,64,72,022
(d) Short-term loans and advances	14	37,88,936	27,74,851
(e) Other current assets	15	26,38,625	41,40,628
		<u>11,95,75,300</u>	<u>20,73,13,604</u>
<b>TOTAL</b>		<b><u>27,93,05,683</u></b>	<b><u>25,83,55,644</u></b>

Significant Accounting Policies

1

Other disclosures

22

The accompanying notes 1 to 22 are an integral part of the Financial Statements.

As per our report of even date attached.

 For **G.P. AGRAWAL & CO.**

Chartered Accountants

Firm's Registration Number - 302082E

**CA. Sunita Kedia**

Partner

(Membership No. 60162)

Place of signature: Kolkata

Date: 25th April, 2015

**For and on behalf of the Board**
**Naresh Pachisa**

Managing Director

(DIN: 00233768)

**Dipak Kadel**

Company Secretary

**Nikunj Pachisa**

Director

(DIN: 06933720)

**Anil Shukla**

Chief Financial Officer



**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015**

Particulars	Note No.	Year Ended	Year Ended
		31st March, 2015 ₹	31st March, 2014 ₹
I. Revenue/Income from operations	16	11,07,26,249	8,68,37,419
II. Other income	17	14,788	6,84,920
<b>III. Total Revenue (I + II)</b>		<b>11,07,41,037</b>	<b>8,75,22,339</b>
<b>IV. Expenses</b>			
Employee benefits expense	18	3,00,58,888	2,88,03,471
Finance costs	19	2,17,194	4,36,683
Depreciation and amortization expenses	7	33,83,253	18,12,020
Other expenses	20	5,11,41,165	5,20,88,454
<b>Total Expenses</b>		<b>8,48,00,500</b>	<b>8,31,40,628</b>
V. Profit before tax (III-IV)		<b>2,59,40,537</b>	<b>43,81,711</b>
VI. Tax Expenses			
(1) Current tax		96,50,000	23,62,000
(2) Deferred tax		(9,45,620)	(9,61,336)
(3) Tax in respect of earlier years written off/(back)		98,530	18,09,213
		88,02,910	32,09,877
Profit for the year (V-VI)		<b>1,71,37,627</b>	<b>11,71,834</b>
VII. Earning per equity share (Face value Rs. 10/- each):			
Basic	21	3.05	0.21
Diluted	21	3.05	0.21
Significant Accounting Policies	1		
Other disclosures	22		

The accompanying notes 1 to 22 are an integral part of the Financial Statements.

As per our report of even date attached.

For **G.P. AGRAWAL & CO.**

Chartered Accountants

Firm's Registration Number - 302082E

**CA. Sunita Kedia**

Partner

(Membership No. 60162)

Place of signature: Kolkata

Date: 25th April, 2015

**For and on behalf of the Board**

**Naresh Pachisia**

Managing Director

(DIN: 00233768)

**Dipak Kadel**

Company Secretary

**Nikunj Pachisia**

Director

(DIN: 06933720)

**Anil Shukla**

Chief Financial Officer

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

Particulars	Year ended 31st March, 2015		Year ended 31st March, 2014	
	₹	₹	₹	₹
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>				
Profit before Exceptional Items and Extra Ordinary Items and Tax		2,59,40,537		43,81,711
Adjustments to reconcile Profit before Exceptional Items, Extra Ordinary Items and Tax to Cash Flow provided by Operating Activities :				
Finance Cost	2,17,194		4,36,683	
Depreciation & Amortisation Expense	33,83,253		18,12,020	
Loss on Sale/Discard of Tangible Fixed Assets	12,63,781		40,67,894	
Sundry Debit Balances / Advances Written off	—		1,00,000	
Liabilities no longer required written back	—		(6,59,192)	
Bad Debts Written off	12,46,907		3,93,951	
		61,11,135		61,51,356
<b>Operating Profit before Working Capital changes</b>		<b>3,20,51,672</b>		<b>1,05,33,067</b>
Adjustments to reconcile Operating Profit to Cash Flow provided by changes in Working Capital :				
Trade Payables	(33,96,139)		84,53,395	
Other Current Liabilities	43,70,467		(30,28,873)	
Current investments	1,00,00,000		(1,00,00,000)	
Trade Receivables	(33,09,758)		(1,47,11,541)	
Long Term loans and advances	3,49,685		65,02,462	
Short Term loans and advances	(10,14,085)		(7,40,368)	
Other Non Current Assets	—		81,21,524	
Other Current Assets	(1,68,695)		(11,89,179)	
Short term provisions	6,56,149		(2,48,567)	
		74,87,624		(68,41,147)
<b>Cash Generated from Operations</b>		<b>3,95,39,296</b>		<b>36,91,920</b>
Tax Expense		(61,47,372)		(21,92,992)
<b>Cash Flow before Extraordinary Items</b>		<b>3,33,91,924</b>		<b>14,98,928</b>
Exceptional / Extraordinary Items		—		—
<b>Net Cash Generated / Used - Operating Activities</b>		<b>3,33,91,924</b>		<b>14,98,928</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>				
Additions to Tangible Fixed Assets		(1,89,443)		(4,18,301)
Sale of Tangible Fixed Assets		2,50,000		1,02,249
Investment in Share and Mutual Funds		(11,28,00,000)		—
<b>Net Cash Generated / Used - Investing Activities</b>		<b>(11,27,39,443)</b>		<b>(3,16,052)</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>				
Repayment of Long Term Borrowings	(13,61,910)		(21,29,106)	
Finance Cost	(2,17,194)		(4,36,683)	
Dividend Paid	—		(56,15,000)	
Dividend Distribution Tax Paid	—		(9,53,006)	
<b>Net Cash Generated / Used - Financing Activities</b>		<b>(15,79,104)</b>		<b>(91,33,795)</b>
<b>Net Increase in Cash &amp; Cash Equivalents (A+B+C)</b>		<b>(8,09,26,623)</b>		<b>(79,50,919)</b>
Opening Cash and Cash Equivalents		<b>11,06,52,541</b>		<b>11,86,03,460</b>
<b>Closing Cash and Cash Equivalents (Note 14)</b>		<b>2,97,25,918</b>		<b>11,06,52,541</b>

**Notes:**

1) Cash and Cash Equivalents at the end of the period consists of:

a) Balance with Banks on Current Accounts	2,96,65,395	60,03,385
b) Cash on hand	60,523	1,73,706
c) Fixed deposits (maturity less than 3 months)	—	10,44,75,450
	<b>2,97,25,918</b>	<b>11,06,52,541</b>

2) Figure in brackets represent cash outflow from respective activities.

The accompanying notes 1 to 22 are an integral part of the Financial Statements.

As per our report of even date attached.

For **G.P. AGRAWAL & CO.**

Chartered Accountants

Firm's Registration Number - 302082E

**C.A. Sunita Kedia**

Partner

(Membership No. 60162)

Place of signature: Kolkata

Date: 25th April, 2015

**For and on behalf of the Board**

**Naresh Pachsia**  
Managing Director  
(DIN: 00233768)  
**Dipak Kadel**  
Company Secretary

**Nikunj Pachisia**  
Director  
(DIN: 06933720)  
**Anil Shukla**  
Chief Financial Officer

## Note No.1

### Significant Accounting Policies

#### 1.1 Basis of preparation of Financial Statements

- a) These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP). These Financial Statements have been prepared to comply in all material respects with the Accounting Standards ('AS') specified under Section 133 of the Companies Act 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, other pronouncements of the Institute of Chartered Accountants of India and relevant applicable provisions of the Companies Act, 1956 and Companies Act, 2013.
- b) The financial statements are prepared in accordance with the historical cost convention and the accrual basis of accounting. Accounting policies have been consistently applied except where a newly issued Accounting Standard is initially adopted or a revision to an existing Accounting Standard requires a change in the accounting policy hitherto in use.
- c) All Assets and Liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of services provided and time between the rendering of services and their realization in cash and cash equivalents, the company has ascertained its operating cycle as less than 12 months for the purpose of current and non-current classification of assets and liabilities.

#### 1.2 Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/ materialised.

#### 1.3 Fixed Assets and Intangible Assets

- a) Fixed Assets are stated at their original cost less accumulated depreciation and impairments, if any.
- b) Intangible assets expected to provide future enduring economic benefits are recorded at the consideration paid for acquisition of such assets and are carried at cost of acquisition less accumulated amortisation and impairment, if any.

#### 1.4 Depreciation and Amortization

- a) Depreciation on tangible assets is provided on Straight Line Method ('SLM'), which reflects the management's estimate of the useful lives of the respective fixed assets. Pursuant to the enactment of the Companies Act, 2013, the company has, effective 1st April 2014, reviewed and revised the useful life of its respective fixed assets and such useful lives are equal to the corresponding useful life prescribed in Part C of Schedule II to Companies Act, 2013.
- b) Depreciation/amortisation on assets added, sold or discarded during the year has been provided on pro-rata basis.
- c) Stock Exchange membership card is not being amortised.
- d) Computer Software (Acquired) are amortised on straight line basis over a period of four years.

## 1.5 Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of investments.

## 1.6 Revenue Recognition

a) Income from broking activities and transactions in respect of dealing in shares and securities are recognised on the date of settlement on the respective stock exchange.

Income from depository and other services is recognized when the right to receive the same is established.

b) Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

c) Dividend income is recognized when the Company's right to receive dividend is established.

d) All other income are accounted for on accrual basis.

## 1.7 Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized if, as a result of a past event, the Company has a present legal obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date.

Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

Re-imbusement expected in respect of expenditure to settle a provision is recognized only when it is virtually certain that the re-imbusement will be received.

A Contingent Asset is not recognized in the Accounts.

## 1.8 Impairment of Assets

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in previous accounting period is reversed if there has been a change in the estimate of recoverable amount.

## 1.9 Foreign Currency Transactions

Transactions in Foreign currency are initially recorded at the exchange rate at which the transaction is carried out.

## 1.10 Employee Benefits

### a) Define contribution plan

Company's contribution towards Provident Fund is a defined contribution plan. These

contributions are charged to the Statement of Profit and loss for the year to which it relates.

**b) Defined benefit plan**

Company's liability towards gratuity is defined benefit plan. The company has opted for a Group Gratuity cum Life Assurance Scheme of Birla Sun Life Insurance Company Limited and the contribution towards gratuity liability as determined by Birla Sun Life Insurance Company Limited is recognized as an expense in the Statement of Profit and Loss for the year to which it relates as required under Accounting Standard 15 -Employee Benefits.

**1.11 Taxes on Income**

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961.

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

Deferred tax assets, if any are reviewed as at each Balance Sheet date and written down or written up to reflect the amount that is reasonably/virtually certain to be realized.

**1.12 Research Expenses**

Research costs are expensed as incurred.

**1.13 Earnings Per share**

Basic earnings per share is computed by dividing the profit/(loss) after tax (including the post tax effect of extra ordinary items, if any by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit/(loss) after tax (including the post tax effect of any extra ordinary items, if any) by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares which could be issued on the conversion of all dilutive potential equity shares.

**1.14 Cash flow statement**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing flows. The cash flows from operating, investing and financing activities of the Company are segregated.

**NOTES TO ACCOUNTS**

2 SHARE CAPITAL	As at 31st March, 2015		As at 31st March, 2014	
	No.	₹	No.	₹
<b>a) Authorised</b>				
Equity shares of ₹ 10/- each	1,00,00,000	10,00,00,000	1,00,00,000	10,00,00,000
<b>b) Issued, subscribed and paid-up</b>				
Equity shares of ₹ 10/- each fully paid up	56,15,000	5,61,50,000	56,15,000	5,61,50,000

**c) Terms / rights attached to equity shares:**

Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**d) Shareholder's holdings more than 5% shares in the company:**

Name of Shareholders	As at 31st March, 2015		As at 31st March, 2014	
	No.	% holding	No.	% holding
Mr. Naresh Pachisia	28,65,000	51.02	16,46,700	29.33
Naresh Pachisia & Sons (HUF)	5,04,700	8.99	2,07,300	3.69
Mrs. Manju Pachisia	4,00,000	7.12	2,00,000	3.56
Mr. Rajesh Pachisia	—	—	18,19,000	32.40

**e) Details of shares reserved for issuance:**

The company has reserved for issue of 56,000 (Previous year 70,000) equity shares of par value ₹ 10/- each at a premium of ₹ 19/- each for offering to eligible employees of the company under Employee Stock Option Scheme 2010. These shares reserved for issue are not yet exercised.

3 RESERVES AND SURPLUS	As at 31st March, 2015	As at 31st March, 2014
	₹	₹
<b>General Reserve - opening balance</b>	2,08,76,000	2,08,76,000
Add: Transferred from Surplus	10,00,000	—
	<b>2,18,76,000</b>	<b>2,08,76,000</b>
<b>Share Premium- opening balance</b>	<b>2,31,65,000</b>	<b>2,31,65,000</b>
<b>Surplus in the Statement of Profit and Loss</b>	12,09,48,157	11,97,76,322
Add: Profit for the year as per Statement of Profit and Loss	1,71,37,627	11,71,834
<b>Amount available for appropriation</b>	13,80,85,784	12,09,48,156
<b>Appropriations:</b>		
Proposed Dividend	56,15,000	—
Tax on Proposed dividend	11,22,720	—
Amount transferred to General Reserve	10,00,000	—
<b>Net surplus in the Statement of Profit and Loss</b>	<b>13,03,48,064</b>	<b>12,09,48,156</b>
<b>Total Reserves and surplus</b>	<b>17,53,89,064</b>	<b>16,49,89,156</b>

The Board of Directors have recommended a dividend of ₹ 1/= per share. This is subject to the approval of the shareholders in the ensuing Annual General Meeting.

<b>4 LONG TERM BORROWINGS</b>	<b>As at 31st March, 2015 ₹</b>	<b>As at 31st March, 2014 ₹</b>
<b>Vehicle Loans</b>		
From banks - Secured	-	3,28,713
	<u>-</u>	<u>3,28,713</u>

**a) Nature of Security**

- i) The vehicle loans are secured by way of hypothecation of vehicle purchased. The loan carries interest within the range of 9.5% -10.5% p.a.
- ii) As the amount outstanding on 31st March,2015 was payable entirely within one year, the same has been included in the line item "Current maturities of long term debt" under the head "Other current liabilities" as at 31st March, 2015.

**b) Terms of repayment:**

Sl. No.	Name of the banks/entities	Amount outstanding as on 31.03. 2015		Period of maturity w.r.t. Balance Sheet date	Number of instalments due as on 31.03.15
		Current* ₹	Non current ₹		
1	HDFC Bank	-	-		-
		(77,459)	-	(3 months)	(3)
		3,28,713	-	7 months	7
		(5,19,915)	(3,28,713)	(1 year 7 months)	(19)
		-	-	-	-
		(7,64,535)	-	(10 months)	(10)
	<b>Total</b>	<b>3,28,713</b>	-		
		(13,61,909)	(3,28,713)		

Figures in bracket pertains to previous year.

\* Represents current maturities of long term debts shown under 'Other current liabilities (Note no. 5).

<b>5 OTHER CURRENT LIABILITIES</b>	<b>As at 31st March, 2015 ₹</b>	<b>As at 31st March, 2014 ₹</b>
Current maturities of long-term debt*	3,28,713	13,61,910
Unclaimed dividend**	3,48,732	4,06,044
Other payables		
Security/margin deposits	64,41,212	50,80,437
Advance from customers and others	-	2,16,907
Accrued expenses	74,64,708	47,26,856
Statutory liabilities	21,06,144	6,04,312
Book overdraft balances	-	12,51,187
Others	2,49,224	11,122
	<u>1,69,38,733</u>	<u>1,36,58,775</u>

\* Refer note no. 4 (a) & (b) for nature of securities and terms of repayment respectively.

\*\* There are no amounts due and outstanding to be credited to Investor Education & Protection Fund.

<b>6 SHORT TERM PROVISIONS</b>	<b>As at 31st March, 2015 ₹</b>	<b>As at 31st March, 2014 ₹</b>
Provision for employee benefit-Gratuity	10,55,570	3,99,421
Proposed dividend	56,15,000	-
Provision for		
Income taxes	96,50,000	4,14,46,430
Less: Advance tax and TDS	47,39,906	4,01,37,492
	49,10,094	13,08,938
Tax on dividend	11,22,720	-
	<u>1,27,03,384</u>	<u>17,08,359</u>

**7 FIXED ASSETS**

Particulars	GROSS BLOCK			ACCUMULATED DEPRECIATION				NET BLOCK		
	As at 1st April 2014 ₹	Additions during the year ₹	Deductions/ Adjustments during the year ₹	As at 31st March 2015 ₹	Upto 1st April 2014 ₹	Depreciation for the year ₹	Deductions/ Adjustments during the year ₹	Upto 31st March 2015 ₹	As at 31st March 2015 ₹	As at 31st March 2014 ₹
<b>TANGIBLE ASSETS</b>										
Office Equipments	3,55,258	1,89,443	-	5,44,701	13,723	1,49,696	-	1,63,419	3,81,282	3,41,535
Furniture and Fixtures	31,08,835	-	-	31,08,835	11,66,021	5,05,078	-	16,71,099	14,37,736	19,42,815
Computers, Servers and other Information Technology Equipments	17,81,868	-	12,65,724	5,16,144	3,69,322	13,12,533	12,65,724	4,16,131	1,00,013	14,12,546
Vehicles	92,33,406	-	26,03,706	66,29,700	23,89,468	10,29,740	10,89,925	23,29,283	43,00,417	68,43,938
<b>Total</b>	<b>1,44,79,367</b>	<b>1,89,443</b>	<b>38,69,430</b>	<b>1,07,99,380</b>	<b>39,38,534</b>	<b>29,97,047</b>	<b>23,55,649</b>	<b>45,79,932</b>	<b>62,19,448</b>	<b>1,05,40,834</b>
Corresponding figure for the previous year	1,91,36,878	4,18,301	50,75,812	1,44,79,367	40,09,146	14,25,814	14,96,427	39,38,534	1,05,40,834	

Particulars	GROSS BLOCK			ACCUMULATED DEPRECIATION				NET BLOCK		
	As at 1st April 2014 ₹	Additions during the year ₹	Deductions/ Adjustments during the year ₹	As at 31st March 2015 ₹	Upto 1st April 2014 ₹	Amortification for the year ₹	Deductions/ Adjustments during the year ₹	Upto 31st March 2015 ₹	As at 31st March 2015 ₹	As at 31st March 2014 ₹
<b>INTANGIBLE ASSETS</b>										
Computer Software	15,44,825	-	-	15,44,825	11,58,619	3,86,206	-	15,44,825	-	3,86,206
Stock Exchange Card	2,00,000	-	-	2,00,000	-	-	-	-	2,00,000	2,00,000
<b>Total</b>	<b>17,44,825</b>	<b>-</b>	<b>-</b>	<b>17,44,825</b>	<b>11,58,619</b>	<b>3,86,206</b>	<b>-</b>	<b>15,44,825</b>	<b>2,00,000</b>	<b>5,86,206</b>
Corresponding figure for the previous year	1,63,26,425	-	1,45,81,600	17,44,825	1,47,63,255	3,86,206	1,39,90,842	11,58,619	5,86,206	



8 NON - CURRENT INVESTMENTS						
Name of the Company	As at 31 March, 2015			As at 31 March, 2014		
	Face Value ₹	Quantity Nos.	Amount ₹	Face Value ₹	Quantity Nos.	Amount ₹
<b>Long Term Investments (At cost)</b>						
<b>Investment In Mutual Funds</b>						
<b>- Other than trade</b>						
<b>Quoted - Fully Paid up</b>						
Birla Sun Life 95 Fund	10	4,698.563	25,00,000	-	-	-
Canara Robeco Balance-Direct Growth	10	14,396.521	15,00,000	-	-	-
DSP Black Rock Balanced Fund	10	24,681.570	25,00,000	-	-	-
Franklin India Balanced Fund	10	28,364.046	25,00,000	-	-	-
HDFC Balance Fund-Direct-Growth	10	25,149.886	25,00,000	-	-	-
HDFC Prudence Fund-Direct-Growth	10	8,350.894	30,00,000	-	-	-
ICICI Pru Balanced Fund-Direct-Growth	10	29,017.060	25,00,000	-	-	-
IDFC Premier Equity Fund-Growth	10	28,862.084	20,00,000	-	-	-
Kotak Balance Direct Plan-Growth	10	1,05,210.917	20,00,000	-	-	-
L & T India Prudence Fund Direct Plan Growth	10	1,03,583.642	20,00,000	-	-	-
Motilal Oswal Most Focused Multicap 35	10	93,948.050	15,00,000	-	-	-
Principal Balanced Fund	10	9,803.922	5,00,000	-	-	-
Reliance RSF Balanced-Direct-Growth	10	67,914.316	25,00,000	-	-	-
SBI Magnum Balanced Fund	10	28,455.703	25,00,000	-	-	-
Sundaram Balanced Fund-Direct-Growth	10	7,571.215	5,00,000	-	-	-
Tata Balanced Fund Direct Growth	10	17,056.335	25,00,000	-	-	-
UTI Balanced Fund Direct Plan Growth	10	16,316.876	20,00,000	-	-	-
Franklin Templeton India Short Term Income Plan-Retail-Direct-Growth	1,000	4,229.514	1,00,00,000	-	-	-
			<b>4,50,00,000</b>			-
<b>Investment In Equity Shares -Trade</b>						
<b>Unquoted - Fully Paid up</b>						
Subsidiary Companies:						
SKP Commodities Limited	10	10,00,000	1,00,00,000	10	10,00,000	1,00,00,000
SKP Insurance Brokers and Advisors Private Limited	10	20,000	12,00,000			
Others						
Sudipta Traders Private Limited	10	1,48,000	6,66,00,000			
			<b>7,78,00,000</b>			<b>1,00,00,000</b>
			<b>12,28,00,000</b>			<b>1,00,00,000</b>
Aggregate amount of quoted investments			4,50,00,000			-
Aggregate amount of unquoted investments			7,78,00,000			1,00,00,000
Aggregate market value of quoted investments			4,99,43,158.96			-
Aggregate provision for diminution in value of investments			-			-

Out of the investment in mutual funds, units worth ₹ 1,50,00,000/= have been pledged with Banks for overdraft facility (Previous year- Nil).

<b>9 DEFERRED TAX ASSETS</b>	<b>As at 31st March, 2015 ₹</b>	<b>As at 31st March, 2014 ₹</b>
Depreciation/amortisation	22,04,489	12,58,869
	<b>22,04,489</b>	<b>12,58,869</b>

<b>10 LONG-TERM LOANS AND ADVANCES (Unsecured, considered good)</b>	<b>As at 31st March, 2015 ₹</b>	<b>As at 31st March, 2014 ₹</b>
Security deposits	2,83,06,446	2,86,56,131
	<b>2,83,06,446</b>	<b>2,86,56,131</b>

**11 Current investments**

(At lower of cost and fair value)

Particulars	As at 31 March, 2015			As at 31 March, 2014		
	Face Value ₹	Quantity Nos. ₹	Amount ₹	Face Value ₹	Quantity Nos. ₹	Amount ₹
<b>In Mutual Funds (Fully paid up)</b>						
<b>Quoted:</b>						
Franklin Templeton India Short Term Income Plan-Retail-Direct-Growth	-	-	-	1000	4,229.51	1,00,00,000
Aggregate amount of quoted investments	-	-	-			1,00,00,000
Aggregate market value of quoted investments	-	-	-			1,09,64,625
Aggregate provision for diminution in value of investments			-			-

<b>12 TRADE RECEIVABLES</b>	<b>As at 31st March, 2015 ₹</b>	<b>As at 31st March, 2014 ₹</b>
<b>a) Debts outstanding for a period exceeding six months – Unsecured</b>		
Considered good	71,51,564	93,91,106
<b>b) Other debts – Unsecured</b>		
Considered good	1,88,37,390	1,45,34,997
	<b>2,59,88,954</b>	<b>2,39,26,103</b>

<b>13 CASH AND BANK BALANCES</b>	<b>As at 31st March, 2015 ₹</b>	<b>As at 31st March, 2014 ₹</b>
<b>Cash and cash equivalents</b>		
Balances with banks		
In current accounts	2,96,65,395	60,03,385
Fixed deposits (maturity less than 3 months)	–	10,44,75,450
Cash-on-hand	60,523	1,73,706
	<b>2,97,25,918</b>	<b>11,06,52,541</b>
Other bank balances		
Earmarked balances		
Unpaid dividend	3,48,732	4,06,044
Current deposits*	1,80,11,212	1,10,74,948
Margin deposit/Security		
Current portion of original maturity period more than 12 months		
– Fixed Deposit pledged as margin deposits with exchange	2,90,52,315	3,40,47,807
– Fixed Deposit pledged as security against borrowings	1,00,00,000	1,00,00,000
Stamps-on-hand	20,608	2,90,682
	<b>8,71,58,785</b>	<b>16,64,72,022</b>

\*Balances with banks in Client Money accounts, not available for use of the Company.

<b>14 SHORT TERM LOANS AND ADVANCES (Unsecured, considered good)</b>	<b>As at 31st March, 2015 ₹</b>	<b>As at 31st March, 2014 ₹</b>
Security deposits	45,000	45,000
Other loans and advances		
Prepaid expenses	11,60,777	11,06,318
Advance to staff and others	25,83,159	16,23,533
	<b>37,88,936</b>	<b>27,74,851</b>

<b>15 OTHER CURRENT ASSETS</b>	<b>As at 31st March, 2015 ₹</b>	<b>As at 31st March, 2014 ₹</b>
Interest accrued but not due on bank deposits	25,55,294	36,65,388
Other recoverable	83,331	4,75,240
	<b>26,38,625</b>	<b>41,40,628</b>

<b>16 REVENUE/INCOME FROM OPERATIONS</b>	<b>Year Ended 31st March, 2015</b>	<b>Year Ended 31st March, 2014</b>
	₹	₹
<b>Sale of services</b>		
Distribution services	3,73,74,829	3,24,17,522
Broking services	5,46,78,487	3,55,23,238
Depository services	36,59,386	29,56,829
	<b>9,57,12,702</b>	<b>7,08,97,589</b>
<b>Income from Arbitrage</b>	–	<b>2,14,272</b>
<b>Other operating revenues</b>		
<b>Profit on sale of current investment</b>	<b>46,33,630</b>	<b>66,40,920</b>
Interest income (Gross)		
On fixed deposits	35,36,128	48,67,737
On margin deposits	16,35,354	14,59,447
On late payment from clients	52,08,435	27,57,454
	<b>1,03,79,917</b>	<b>90,84,638</b>
	<b>11,07,26,249</b>	<b>8,68,37,419</b>

<b>17 OTHER INCOME</b>	<b>Year Ended 31st March, 2015</b>	<b>Year Ended 31st March, 2014</b>
	₹	₹
Other non-operating income		
Liabilities no longer required written back	–	6,59,192
Miscellaneous income	14,788	25,728
	<b>14,788</b>	<b>6,84,920</b>

<b>18 EMPLOYEE BENEFITS EXPENSE</b>	<b>Year Ended 31st March, 2015</b>	<b>Year Ended 31st March, 2014</b>
	₹	₹
Salaries	2,82,69,561	2,73,62,160
Contribution to provident & other funds	10,56,347	3,99,505
Staff welfare expenses	7,32,980	10,41,806
	<b>3,00,58,888</b>	<b>2,88,03,471</b>

<b>19 FINANCE COST</b>	<b>Year Ended 31st March, 2015</b>	<b>Year Ended 31st March, 2014</b>
	₹	₹
Interest expenses		
On short term borrowings	2,17,194	3,42,483
On late payment of Advance tax	–	94,200
	<b>2,17,194</b>	<b>4,36,683</b>

20 OTHER EXPENSES	Year Ended	Year Ended
	31st March, 2015	31st March, 2014
	₹	₹
Brokerage and commission	1,75,45,383	1,27,53,389
Broker Note Stamp	28,81,218	19,37,132
Connectivity charges	9,41,827	14,43,899
Computer Expenses	21,90,121	26,42,250
Director Sitting Fess	1,70,000	1,70,000
Electricity expenses	19,78,734	20,93,241
Insurance Expenses	45,763	78,707
Legal & Professional Fees	12,46,132	13,08,334
Loss on sale/discard of Fixed Assets	12,63,781	40,67,894
Rent	63,24,994	73,19,653
Rates and taxes	1,94,456	2,03,736
Repairs - Others	8,41,661	42,60,961
Research Expenses	13,63,275	14,62,716
Bad debt written off	12,46,907	3,93,951
Payment to auditors		
As auditor for statutory audit	75,000	75,000
For tax audit	25,000	25,000
For other services	25,000	25,000
Subscription	9,68,540	6,22,745
Service Charges	10,71,183	13,63,261
Transaction Charges	17,65,846	11,84,788
Travelling Expenses	24,50,896	25,73,413
Advances written off	-	1,00,000
Vehicle Expenses	7,73,446	11,72,474
Miscellaneous Expenses	57,52,002	48,10,910
	<b>5,11,41,165</b>	<b>5,20,88,454</b>

**21 Earnings per Share - The numerators and denominators used to calculate Basic / Diluted Earnings per Share :**

Particulars	Year ended	Year ended
	31st March, 2015	31st March, 2014
	₹	₹
a) Amount used as the numerator (₹) Profit after Tax - (A)	1,71,37,627	11,71,834
b) Weighted average number of Equity Shares Outstanding used as the denominator for computing Basic Earnings per Share - (B)	5615000	5615000
c) Weighted average number of Equity Shares Outstanding used as the denominator for computing Diluted Earnings per Share - (C)	5615000	5615000
d) Nominal value of Equity Shares (₹)	10	10
e) Basic Earnings per Share (₹) (A/B)	3.05	0.21
f) Diluted Earnings per Share (₹) (A/C)	3.05	0.21

**22 Other disclosures**

	As at 31st March, 2015	As at 31st March, 2014
<b>22.1 Contingent liabilities :</b>		
Claims against the Company not acknowledged as debts :		
Service tax demand - under appeal (₹)	56,90,264	56,90,264
Others- Under appeal/litigation (₹)	4,16,504	-

The above amount represents the best possible estimates arrived at on the basis of available information. The uncertainties and timing of the cash flows are dependent on the outcome of the different legal processes which have been invoked by the Company or the claimants as the case may be and therefore cannot be estimated accurately. The Company does not expect any reimbursements in respect of the above contingent liabilities. In the opinion of the management, no provision is considered necessary for the disputes mentioned above on the grounds that there are fair chances of successful outcome of appeals.

- 22.2 The company does not have any dues to Micro and Small Enterprises as per the requirement of Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (Previous year - ₹ NIL )
- 22.3 The Employee Stock Option Scheme (SKP ESOP Plan 2010) of the Company was formulated in the year 2010. Under the said Scheme, Options granted have vesting period of one to three years and exercise period of maximum five years. The details of Options granted, lapsed and exercised as on 31st March, 2014 are as under :

Particulars	Year Ended 31st March 2015	Year Ended 31st March 2014
Year of Issue	2010-11	2010-11
Date of grant of Option	21.05.2011	21.05.2011
Exercise Price (₹)	29.00	29.00
Market Price on the date of grant (₹)	27.10	27.10
Excess of Market Price over Exercise Price (₹)	(1.90)	(1.90)
Number of Options granted upto 31.03.2014	1,00,000	1,00,000
Number of Options exercised upto 31.03.2014	-	-
Number of Options lapsed upto 31.03.2014	44,000	30,000
Number of Options outstanding at beginning of the year	56,000	70,000
Number of Options exercised during the year	-	-
Number of Options lapsed during the year	-	14,000
Number of Options outstanding at end of the year	56,000	56,000

Note : Refer Director's Report for other disclosures.

**22.4 Employee Benefits :**

As per Accounting Standard - 15 "Employee Benefits", the disclosure of Employee Benefits as defined in the Accounting Standard are as follows:

**Defined Benefit Plan:**

Long-term employee benefits in the forms of gratuity are considered as defined benefit obligation. The present value of obligation is determined based on actuarial valuation using projected unit credit method as at the Balance Sheet date. The amount of defined benefits recognised in the Balance Sheet represent the present value of the obligation as adjusted for unrecognised past service cost and as reduced by the fair value of plan assets.

Any asset resulting from this calculation is limited to the discounted value of any economic benefit available in the form of refunds from the plan or reduction in future contribution to the plan. The amount recognised in the Accounts in respect of Employees Benefit Schemes based on actuarial reports are as follows :

**a) Details of funded post retirement plans are as follows:**

(Amount in ₹)

Particulars	31st March, 2015 Gratuity	31st March, 2014 Gratuity
<b>I. Components of Employer Expense:</b>		
1 Current Service Cost	4,57,952	4,17,137
2 Past Service Cost	-	-
3 Interest Cost	1,59,232	1,88,502
4 Expected return on Plan Assets	1,73,548	1,51,215
5 Actuarial (Gain) /Loss recognised in the year	6,11,934	(54,067)
6 Expense recognised in the Statement of Profit and Loss	10,55,570	4,00,357

<b>II. Change in Present Value of Defined Benefit Obligation:</b>			
1	Present value of Defined Benefit Obligation at the beginning of the year	25,68,773	23,75,224
2	Acquisition Adjustment	-	-
3	Interest Cost	1,59,232	1,88,502
4	Past Service Cost	-	-
5	Current Service Cost	4,57,952	4,17,137
6	Employees Contribution	-	-
7	Benefits Paid	11,56,737	4,41,839
8	Actuarial (Gain) / Loss	8,58,812	29,749
9	Present value of Defined Benefit Obligation at the end of the year	28,88,032	25,68,773
<b>III. Change in Fair Value of Plan Assets during the period:</b>			
1	Plan Assets at the beginning of the year	21,69,352	17,28,172
2	Expected return on Plan Assets	1,73,546	1,51,215
3	Actual Company Contribution	3,99,421	6,47,988
4	Benefits paid	11,56,737	4,41,839
5	Actuarial Gain / (Loss)	2,46,878	83,816
6	Plan Assets at the end of the year	18,32,462	21,69,352
<b>IV. Net Asset / (Liability) recognised in the Balance Sheet as at year end:</b>			
1	Present value of Defined Benefit Obligation	28,88,032	25,68,773
2	Fair value of Plan Assets	18,32,462	21,69,352
3	Funded Status [Surplus/(Deficit)]	(10,55,570)	(3,99,421)
4	Net Asset / (Liability) recognised in Balance Sheet	(10,55,570)	(3,99,421)
<b>V. Actuarial Assumptions:</b>			
1	Discount Rate (per annum) %	8.00	8.75
2	Expected return on Plan Assets (per annum) %	8.00	8.75
3	Retirement/Superannuation Age (Year)	58	58
4	Mortality Rates	IALM 2006-08 ULTIMATE	IALM 2006-08 ULTIMATE
<b>VI. Major Category of Plan Assets as a % of the Total Plan Assets as at year end:</b>			
	Administered by Insurance Companies (The details with respect to the composition of investment in the fair value of plan assets have not been disclosed in the absence of availability of information)	100%	100%
<b>VII. Expected Employer's contribution for the next year</b>			
		32123	41049
<b>VIII. Basis used to determine the expected Rate of return on Plan Assets:</b>			
The basis used to determine overall expected Rate of return on Plan Assets is based on the current portfolio of assets, investment strategy and market scenario. In order to protect the Capital and optimise returns within acceptable risk parameters, the Plan Assets are well diversified.			

**b) Other disclosures:**

**i) Basis of estimates of Rate of escalation in salary :**

The estimates of rate of escalation in salary, considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

**ii) The Gratuity have been recognised under “ Contribution to Provident Fund and Other Funds” under Note no. 18.**

iii) The history of experience adjustments for funded post retirement plans are as follows:

(Amount in ₹.)

Particulars	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011
<b>Gratuity</b>					
Present value of defined benefit obligation	2888032	2568773	23,75,224	21,19,538	17,95,909
Fair value of plan assets	1832462	2169352	17,28,172	15,61,583	14,17,248
(Deficit)/Surplus	(10,55,570)	(3,99,421)	(6,47,988)	(5,57,955)	(3,78,661)

## 22.5 Segment information as per Accounting Standard - 17 on 'Segment Reporting':

The Company is primarily engaged in a single business segment of Broking & Dealing in Securities and related services. All the activities of the company revolves around the main business. As such there are no separate reportable segments as per Accounting Standard - 17 "Segment Reporting".

## 22.6 Related party disclosures as per Accounting Standard - 18 are given below:

### a) Name of the related parties and description of relationship:

- i) Subsidiaries : SKP Commodities Ltd.  
(Common control) SKP Insurance Brokers & Advisors Pvt Ltd  
(w.e.f 4th August 2014)
- ii) Key Managerial Personnel (KMP) : Mr. Naresh Pachisia, Managing Director  
Mr. Nikunj Pachisia, Director (w.e.f. 1st August, 2014)  
Mrs. Manju Pachisia, Non-Executive Director  
(w.e.f. 1st August, 2014)  
Mr. Rajesh Pachisia, Managing Director  
(upto 1st August, 2014)
- iii) Relatives of Key Managerial Personnel :  
Mr. Naresh Pachisia : Mrs. Manju Pachisia (Wife)  
Mr. Nikunj Pachisia (Son)  
Mrs. Kanupriya Pachisia (Son's Wife)  
Mr. Nikunj Pachisia : Mrs. Kanupriya Pachisia
- iv) Concerns over which KMP and their relatives have substantial interest : Naresh Pachisia & Sons (HUF)  
SKP Insurance Brokers & Advisors Pvt Ltd  
(upto 3rd August, 2014)  
Rajesh Pachisia & Sons (HUF)

### b) Transactions with Related parties:

(Amount in ₹.)

Nature of transaction/ Name of the related party	Subsidiaries	Concerns Over which KMP and their relatives have substantial Personnel interest	Key Managerial	Relatives of KMP	Total
<b>i) Receiving of Services</b>					
Naresh Pachisia	-	-	30,00,000	-	30,00,000
			(30,00,000)	-	(30,00,000)
Rajesh Pachisia	-	-	32,25,000	-	32,25,000
			(30,00,000)	-	(30,00,000)
Nikunj Pachisia	-	-	12,00,000	36,552	12,36,552
			(0)	(1,09,656)	(1,09,656)
<b>ii) Rendering of Services</b>					
Demat Charges Received	-	562	5022	4105	9,689
		(865)	(1,747)	(2,789)	(5,401)
Brokerage Earned	-	-	37,751	23,672	61,423
		(116)	(15,980)	(37,708)	(53,804)



<b>iii) Dividend Paid to Shareholders</b>					
Naresh Pachisia	—	—	—	—	—
	—	—	(16,46,700)	—	(16,46,700)
Rajesh Pachisia	—	—	—	—	—
	—	—	(18,19,000)	—	(18,19,000)
Manju Pachisia	—	—	—	—	—
	—	—	—	(2,00,000)	(2,00,000)
Vatsala Pachisia	—	—	—	—	—
	—	—	—	(2,00,000)	(2,00,000)
Nikunj Pachisia	—	—	—	—	—
	—	—	—	(50,850)	(50,850)
Naresh Pachisia (HUF)	—	—	—	—	—
	—	(2,07,300)	—	—	(2,07,300)
Rajesh Pachisia (HUF)	—	—	—	—	—
	—	(85,850)	—	—	(85,850)
<b>iv) Investment in shares of subsidiary Company purchased from</b>					
Naresh Pachisia	—	—	6,00,000	—	6,00,000
	—	—	(0)	—	(0)
Rajesh Pachisia	—	—	6,00,000	—	6,00,000
	—	—	(0)	—	(0)
<b>v) Investment in shares of other Company purchased from</b>					
Naresh Pachisia	—	—	2,35,80,000	—	2,35,80,000
	—	—	(0)	—	(0)
Nikunj Pachisia	—	—	27,00,000	—	27,00,000
	—	—	(0)	—	(0)
Rajesh Pachisia	—	—	3,11,40,000	—	3,11,40,000
	—	—	(0)	—	(0)
Manju Pachisia	—	—	—	36,00,000	36,00,000
	—	—	—	(0)	(0)
Naresh Pachisia HUF	—	34,20,000	—	—	34,20,000
	—	(0)	—	—	(0)
Rajesh Pachisia HUF	—	19,80,000	—	—	19,80,000
	—	(0)	—	—	(0)
Vatsala Pachisia	—	—	—	1,80,000	1,80,000
	—	—	—	(0)	(0)
<b>vi) Brokerage/Sub-brokerage Paid</b>					
SKP Commodities Limited	—	—	—	—	—
	(16,494)	—	—	—	(16,494)
<b>vii) Consultancy Charges Paid</b>					
SKP Insurance Brokers & Advisors Pvt. Ltd.	3,00,000	3,00,000	—	—	6,00,000
	—	(3,00,000)	—	—	(3,00,000)
Kanupriya Daga Pachisia	—	—	—	—	—
	—	—	—	(1,06,000)	(1,06,000)
<b>viii) Balance Outstanding</b>					
<b>Accounts payable</b>					
Nikunj Pachisia	—	—	—	—	—
	—	—	—	(47,183)	(47,183)
Rajesh Pachisia	—	—	—	21,00,000	21,00,000
	—	—	—	(0)	(0)
<b>Accounts receivable</b>					
SKP Commodities Limited	44,32,842	—	—	—	44,32,842
	(44,56,510)	—	—	—	(44,56,510)

- c) The transactions with related parties have been entered at an amount which are not materially different from those on normal commercial terms.
- d) No amount has been written back / written off during the year in respect of due to/from related parties.
- e) The amount due from related parties are good and hence no provision for doubtful debts in respect of dues from such related parties is required. ( Refer Note 22.8)
- f) Figures in brackets pertain to previous year.

**22.7 Disclosure under clause 32 of the Listing Agreement:**

There are no transactions with Subsidiary Company which are required to be disclosed under Clause 32 of the Listing Agreement with the BSE Limited.

**22.8** Trade receivables include Rs. 44,32,842/- (Previous year Rs. 44,56,510/-) receivable from its subsidiary with respect to trade entered into on its behalf in National Spot Exchange Ltd (NSEL). NSEL has not been able to adhere to its payment obligation, however, since the payments are being received in instalments, no provision has been made.

**22.9** Depreciation for the current year has been aligned to meet the requirements of Schedule -II to the Companies Act, 2013. Had the Company continued to charge depreciation based on rates and manner as specified under the erstwhile Schedule XIV to the Companies Act, 1956, depreciation expense would have been lower by Rs.17,67,382/- and the Profit before Tax for the year ended 31st March, 2015 and the net value of fixed assets as at that date would have been higher by the like amount.

**22.10** Details of Loan given and Investments made covered under section 186 (4) of the Companies Act, 2013:

The particulars of Investments made are given under “Non - current investments” in Note No. 8

**22.11** Revised remuneration of Rs. 32,25,000/- payable to Mr.Rajesh Pachisia, Managing director (who resigned w.e.f 1st August, 2014) is subject to approval of the members in the ensuing Annual General Meeting.

**22.12 Dividend remitted in foreign currency :**

During the year the Company has not remitted any amount in foreign currency on account of dividend. The particulars of dividend payable to non-resident shareholders are as under :

	<b>Year ended 31st March, 2015</b>	<b>Year ended 31st March, 2014</b>
i) Year to which Dividend relates	31/3/2014	31/3/2013
ii) Number of non-resident shareholders	–	3
iii) Number of Ordinary Shares held by them	–	4,163
iv) Gross amount of Dividend (₹)	–	4,163

**22.13** The previous year’s figures have been reworked, regrouped, rearranged and reclassified wherever necessary. Amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

As per our report of even date attached.

For **G.P. AGRAWAL & CO.**

Chartered Accountants

Firm’s Registration Number - 302082E

**CA. Sunita Kedia**

Partner

(Membership No. 60162)

Place of signature: Kolkata

Date: 25th April, 2015

**For and on behalf of the Board**

**Naresh Pachisia**  
Managing Director  
(DIN: 00233768)

**Dipak Kadel**  
Company Secretary

**Nikunj Pachisia**  
Director  
(DIN: 06933720)

**Anil Shukla**  
Chief Financial Officer

## **Independent Auditors' Report To The Members of SKP Securities Limited**

### **Report on the consolidated financial statements**

We have audited the accompanying consolidated financial statements of SKP Securities Limited (hereinafter referred to as "the Holding Company") and its Subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements") for the year then ended.

### **Management's responsibility for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

### **Auditor's responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditor in terms

of his report referred to in Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### **Opinion**

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

### **Emphasis of matters**

We draw attention to Note 23.10 to the financial statements regarding revised remuneration of Mr. Rajesh Pachisia, Managing director (upto 1st August, 2014) is subject to approval of the members in the ensuing Annual General Meeting. Our opinion is not modified in respect of this matter.

### **Other Matters**

We did not audit the financial statements of SKP Insurance Brokers and Advisors Pvt. Ltd., a subsidiary, whose financial statements reflect total assets of ₹ 14,46,818/-as at 31st March, 2015, total revenues of ₹ 6,92,789/- and net cash flows amounting to ₹ 3,230/-for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditor whose report has been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the report of the other auditor.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the report of the other auditor and the financial statements certified by the Management.

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

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act and based on the comments in the auditors' reports of the Holding company and subsidiary companies, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - i. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - ii. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the report of the other auditor.
  - iii. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - iv. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - v. On the basis of the written representations received from the directors of the Holding Company as at 31st March, 2015 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditor of its subsidiary companies, none of the directors of the group companies is

disqualified as at 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.

- vi. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- a. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the group companies – Refer Note No. 23.1 to the consolidated financial statements.
  - b. The group companies did not have any material foreseeable losses on long-term contracts including derivative contracts.
  - c. There has been no delay in transferring amounts, required to be transferred, to the investor education and protection fund by the Holding company.

There were no amounts which were required to be transferred to the investor education and protection fund by the Subsidiary companies.

**For G. P. Agrawal & Co.**  
Chartered Accountants  
Firm's Registration No. - 302082E

Place of Signature: Kolkata  
Date: 25th April , 2015

**(CA. Sunita Kedia)**  
Partner  
Membership No. 60162

## Annexure to the Auditor's Report

Statement referred to in our report of even date to the members of SKP Securities Limited on the consolidated financial statements for the year ended 31st March, 2015.

- (i) a) The group companies have maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
- b) The fixed assets have been physically verified by the management during the year. To the best of our knowledge, no material discrepancy was noticed on such verification.
- (ii) The Company does not have inventory. Therefore, the provisions of Para ii (a), (b) and (c) of paragraph 3 of the said order are not applicable to the company.
- (iii) The group companies have not granted any loan, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Act. Therefore, clauses (iii) (a) and (iii) (b) of paragraph 3 of the said order are not applicable to the group companies.
- (iv) On the basis of the information and explanation given to us, we are of the opinion that the group companies have an adequate internal control system commensurate with the size of the group companies and the nature of their business for the purchase of inventory and fixed assets and for the sale of goods and services. Further, on the basis of our examination and according to the information and explanations given to us, we have neither come across nor have we been informed of any instance of major weaknesses in the aforesaid internal control system.
- (v) The group companies have not accepted any deposit within the meaning of section 73 to 76 or any other relevant provisions of the Act and the rules framed there under. The directives issued by the Reserve Bank of India are not applicable to the group companies.
- (vi) As per information given to us, the provisions relating to maintenance of cost records are not applicable to the group companies.
- (vii) a) On the basis of our examination, the group companies are regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues, to the extent applicable, with appropriate authorities and no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2015 for a period of more than six months from the date of becoming payable.
- b) The disputed statutory dues aggregating to ₹ 56,90,264/- that have not been deposited on account of matters pending before appropriate authorities are as under:

Sl. No.	Name of the Statute	Nature of dues	Period to which pertain	Amount (₹)	Forum where the dispute is pending
1	Finance Act, 1994	Service Tax	2000-2001 to 2005-2006	50,56,827	Commissioner, Service tax Commissionerate
2	Finance Act, 1994	Service Tax	2006-2007 to 2008-2009	6,33,437	Commissioner of Central Excise (Appeals-1)
		<b>Total</b>		<b>56,90,264</b>	

- c) The amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under has been transferred to such fund within time.
- (viii) The group companies do not have accumulated losses at the end of the financial year and has not incurred any cash loss during the year covered by our audit or in the immediately preceding financial year.

- (ix) The group companies have not defaulted in payment of dues banks. The group companies have not taken any loan from financial institution and have not issued any debenture.
- (x) On the basis of our examination and according to the information and explanations given to us, the group companies have not given any guarantee for loan taken by others from banks or financial institutions.
- (xi) Based on information and explanations given to us by the management, the group companies have not taken any term loan during the year.
- (xii) In our opinion and according to the information and explanations given to us, no fraud on or by the group companies have been noticed or reported during the year that causes the financial statements materially misstated.

**For G.P. Agrawal & Co.**  
Chartered Accountants  
Firm's Registration No. - 302082E

**(CA. Sunita Kedia)**  
Partner

Membership No. 60162

Place of Signature: Kolkata  
Date: 25th April , 2015

**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2015**

PARTICULARS	Note No.	As At	As At
		31st March, 2015	31st March, 2014
		₹	₹
<b>I EQUITY &amp; LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share capital	2	5,61,50,000	5,61,50,000
(b) Reserves and surplus	3	18,19,95,370	17,13,64,067
		<b>23,81,45,370</b>	<b>22,75,14,067</b>
<b>(2) Non -Current Liabilities</b>			
(a) Long-term borrowings	4	–	3,28,713
<b>(3) Current Liabilities</b>			
(a) Trade payables		4,52,31,209	5,13,56,562
(b) Other current liabilities	5	1,76,90,389	1,45,60,830
(c) Short -term provisions	6	1,24,32,937	16,77,724
		7,53,54,535	6,75,95,116
<b>TOTAL</b>		<b>31,34,99,905</b>	<b>29,54,37,896</b>
<b>II ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Fixed assets	7		
(i) Tangible assets		62,92,018	1,07,01,071
(ii) Intangible assets		2,00,000	5,86,206
		64,92,018	1,12,87,277
(b) Non -current investments	8	11,16,00,000	–
(c) Deferred tax assets	9	22,03,399	12,35,870
(d) Long-term loans & advances	10	3,35,06,446	3,35,64,131
(e) Other Non Current assets	11	10,77,432	–
		<b>15,48,79,295</b>	<b>4,60,87,278</b>
<b>(2) Current Assets</b>			
(a) Current investments	12	–	1,00,00,000
(b) Trade receivables	13	5,18,21,055	4,98,41,765
(c) Cash and bank balances	14	10,01,65,616	18,21,29,081
(d) Short-term loans and advances	15	38,15,816	29,69,971
(e) Other current assets	16	28,18,123	44,09,801
		15,86,20,610	24,93,50,618
<b>TOTAL</b>		<b>31,34,99,905</b>	<b>29,54,37,896</b>

Basis of consolidation and significant accounting policies 1

Other disclosures 23

The accompanying notes 1 to 23 are an integral part of the consolidated Financial Statements.

As per our report of even date attached.

For **G.P. AGRAWAL & CO.**

Chartered Accountants

Firm's Registration Number - 302082E

**CA. Sunita Kedia**

Partner

(Membership No. 60162)

Place of signature: Kolkata

Date: 25th April, 2015

**For and on behalf of the Board**

**Naresh Pachisia**  
Managing Director

**Nikunj Pachisia**  
Director

**Dipak Kadel**  
Company Secretary

**Anil Shukla**  
Chief Financial Officer



**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015**

PARTICULARS	NOTE No.	For the year ended	For the year ended
		31st March, 2015	31st March, 2014
		₹	₹
I. Revenue/Income from operations	17	11,43,25,245	9,58,45,734
II. Other income	18	14,788	8,26,137
III. <b>Total Revenue (I + II)</b>		<b>11,43,40,033</b>	<b>9,66,71,871</b>
IV. <b>Expenses</b>			
Employee benefits expense	19	3,14,48,291	2,96,26,579
Finance costs	20	2,17,194	4,36,683
Depreciation and amortization expenses	7	34,70,920	18,55,658
Other expenses	21	5,31,56,469	6,00,87,648
<b>Total Expenses</b>		<b>8,82,92,874</b>	<b>9,20,06,568</b>
V. <b>Profit before tax ( III-IV)</b>		<b>2,60,47,159</b>	<b>46,65,303</b>
VI. Tax Expenses			
(1) Current tax		96,50,000	24,28,700
(2) Deferred tax		(9,67,529)	(9,64,329)
(3) Tax in respect of earlier years written off/(back)		1,09,556	21,48,819
		<b>87,92,027</b>	<b>36,13,190</b>
<b>Profit for the year (V-VI)</b>		<b>1,72,55,132</b>	<b>10,52,113</b>
VII. Earning per equity share (Face value Rs. 10/- each):			
Basic	22	3.07	0.19
Diluted	22	3.07	0.19
Basis of consolidation and significant accounting policies	1		
Other disclosures	23		

The accompanying notes 1 to 23 are an integral part of the consolidated Financial Statements.

As per our report of even date attached.

For **G.P. AGRAWAL & CO.**  
Chartered Accountants  
Firm's Registration Number - 302082E

**CA. Sunita Kedia**  
Partner  
(Membership No. 60162)

Place of signature: Kolkata  
Date: 25th April , 2015

**For and on behalf of the Board**

**Naresh Pachisia**  
Managing Director

**Nikunj Pachisia**  
Director

**Dipak Kadel**  
Company Secretary

**Anil Shukla**  
Chief Financial Officer

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

Particulars	Year ended 31st March, 2015		Year ended 31st March, 2014	
	₹	₹	₹	₹
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>				
Profit before Exceptional Items and Extra Ordinary Items and Tax		2,60,47,159		46,65,303
Adjustments to reconcile Profit before Exceptional Items, Extra Ordinary Items and Tax to Cash Flow provided by Operating Activities:				
Finance Cost	2,17,194		4,36,683	
Depreciation & Amortisation Expense	34,70,920		18,55,658	
Loss on Sale/Discard of Tangible Fixed Assets	12,63,781		40,67,894	
Sundry Debit Balances / Advances Written off	—		7,75,000	
Liabilities no longer required written back	—		(8,00,409)	
Bad Debts Written off	12,46,907		5,19,973	
		61,98,802		68,54,799
<b>Operating Profit before Working Capital changes</b>		<b>3,22,45,961</b>		<b>1,15,20,102</b>
Adjustments to reconcile Operating Profit to Cash Flow provided by changes in Working Capital :				
Trade Payables	(61,25,353)		3,84,01,292	
Other Current Liabilities	42,20,068		(1,77,57,251)	
Trade Receivables	(32,26,197)		(4,04,85,304)	
Current investments	1,00,00,000		(1,00,00,000)	
Long Term loans and advances	57,685		75,69,462	
Short Term loans and advances	(8,45,845)		(15,06,673)	
Other Non Current Assets	24,95,268		1,61,21,524	
Other Current Assets	15,91,678		29,69,270	
Short term provisions	6,56,149		(2,48,567)	
		88,23,453		(49,36,247)
<b>Cash Generated from Operations</b>		<b>4,10,69,414</b>		<b>65,83,855</b>
Tax Expense		(63,98,210)		(29,23,245)
Cash Flow before Extraordinary Items		3,46,71,204		36,60,610
Exceptional / Extraordinary Items		—		—
<b>Net Cash Generated / Used - Operating Activities</b>		<b>3,46,71,204</b>		<b>36,60,610</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>				
Additions to Tangible Fixed Assets		(1,89,443)		(4,18,301)
Sale of Tangible Fixed Assets		2,50,000		1,02,249
Acquisition of Subsidiary - Net of Cash acquired		1,13,890		—
Investment in shares & Nutul Fund		(11,16,00,000)		—
<b>Net Cash Generated / Used - Investing Activities</b>		<b>(11,14,25,553)</b>		<b>(3,16,052)</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>				
Proceeds from Long Term Borrowings		—		—
Repayment of Long Term Borrowings	(13,61,910)		(21,29,106)	
Finance Cost	(2,17,194)		(4,36,683)	
Dividend Paid	—		(56,15,000)	
Dividend Distribution Tax Paid	—		(9,53,006)	
<b>Net Cash Generated / Used - Financing Activities</b>		<b>(15,79,104)</b>		<b>(91,33,795)</b>
<b>Net Increase in Cash &amp; Cash Equivalents (A+B+C)</b>		<b>(7,83,33,453)</b>		<b>(57,89,237)</b>
<b>Opening Cash and Cash Equivalents</b>		<b>11,85,30,935</b>		<b>12,43,20,172</b>
<b>Closing Cash and Cash Equivalents (Note 14)</b>		<b>4,01,97,482</b>		<b>11,85,30,935</b>

Notes:

1) Cash and Cash Equivalents at the end of the period consists of:

a) Balance with Banks on Current Accounts	4,00,81,103	72,96,351
b) Cash on hand	1,16,379	1,76,134
c) Fixed deposits (maturity less than 3 months)	—	11,10,58,450
	<u>4,01,97,482</u>	<u>11,85,30,935</u>

2) Figure in brackets represent cash outflow from respective activities.

The accompanying notes 1 to 23 are an integral part of the Financial Statements

As per our report of even date attached.

 For **G.P. AGRAWAL & CO.**

Chartered Accountants

Firm's Registration Number - 302082E

**C.A. Sunita Kedia**

Partner

(Membership No. 60162)

Place of signature: Kolkata

Date: 25th April, 2015

**For and on behalf of the Board**
**Naresh Pachia**  
 Managing Director

**Nikunj Pachia**  
 Director

**Dipak Kadel**  
 Company Secretary

**Anil Shukla**  
 Chief Financial Officer

**Note No.1**

**Basis of Consolidation and Significant Accounting Policies**

**1.1 Principles of Consolidation:**

The Consolidated Financial Statements relate to SKP Securities Limited (“The Company”) and its Subsidiary. The Company and its Subsidiary constitute the Group. The Consolidated Financial Statements have been prepared on the following basis:

- i) The Financial Statements of the Company and its Subsidiary have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses. The intra-group balances and intra-group transactions and unrealised profits or losses have been fully eliminated.
- ii) The Companies considered in the consolidated financial statements are:

Name of the Company	Country of incorporation	Percentage of ownership interest as at		Financial year ends on
		31.03.15	31.03.14	
SKP Commodities Ltd.	India	100%	100%	31st March
SKP Insurance Brokers and Advisors Pvt. Ltd.*	India	100%	–	31st March

\* Became subsidiary w.e.f 4th August 2014.

**1.2 Basis of preparation**

- i) The Financial Statements of the Subsidiary Company used in the consolidation are drawn upto the same reporting date as of the Company.
- ii) The Consolidated Financial Statements of the Group have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP). These Financial Statements have been prepared to comply in all material respects with the Accounting Standards (‘AS’) specified under Section 133 of the Companies Act 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, other pronouncements of the Institute of Chartered Accountants of India and relevant applicable provisions of the Companies Act, 1956 and Companies Act, 2013.

These Consolidated Financial Statements are, in so far as they relate to amounts included in respect of Subsidiary company in the audited financial statements, prepared for consolidation in accordance with the requirements of Accounting Standard - 21.

- iii) The financial statements are prepared in accordance with the historical cost convention and the accrual basis of accounting. Accounting policies have been consistently applied except where a newly issued Accounting Standard is initially adopted or a revision to an existing Accounting Standard requires a change in the accounting policy hitherto in use.
- iv) All Assets and Liabilities have been classified as current or non-current as per the company’s normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of services provided and time between the rendering of services and their realization in cash and cash equivalents, the company has ascertained its operating cycle as less than 12 months for the purpose of current and non-current classification of assets and liabilities.

**1.3 Significant Accounting Policies**

**i) Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/ materialised.

**ii) Fixed Assets and Intangible Assets**

- a) Fixed Assets are stated at their original cost less accumulated depreciation and impairments, if any.
- b) Intangible assets expected to provide future enduring economic benefits are recorded at the consideration paid for acquisition of such assets and are carried at cost of acquisition less accumulated amortisation and impairment, if any.

**iii) Depreciation and Amortization**

- a) Depreciation on tangible assets is provided on Straight Line Method ('SLM'), which reflects the management's estimate of the useful lives of the respective fixed assets. Pursuant to the enactment of the Companies Act, 2013, the company has, effective 1st April 2014, reviewed and revised the useful life of its respective fixed assets and such useful lives are equal to the corresponding useful life prescribed in Part C of Schedule II to Companies Act, 2013.
- b) Depreciation/amortisation on assets added, sold or discarded during the year has been provided on pro-rata basis.
- c) Stock Exchange membership card is not being amortised.
- d) Computer Software (Acquired) are amortised on straight line basis over a period of four years.

**iv) Investments**

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

**v) Revenue Recognition**

- a) Income from broking activities and transactions in respect of dealing in shares and securities are recognised on the date of settlement on the respective stock exchange.  
Income from depositary and other services is recognized when the right to receive the same is established.
- b) Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.
- c) Dividend income is recognized when the Company's right to receive dividend is established.
- d) All other income are accounted for on accrual basis.

**vi) Provisions, Contingent Liabilities and Contingent Assets**

A provision is recognized if, as a result of a past event, the Company has a present legal obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date.

Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

Re-imbusement expected in respect of expenditure to settle a provision is recognized only when it is virtually certain that the re-imbusement will be received.

A Contingent Asset is not recognized in the Accounts.

**vii) Impairment of Assets**

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in previous accounting period is reversed if there has been a change in the estimate of recoverable amount.

**viii) Foreign Currency Transactions**

Transactions in Foreign currency are initially recorded at the exchange rate at which the transaction is carried out.

**ix) Employee Benefits**

a) Define contribution plan

Company's contribution towards Provident Fund is a defined contribution plan. These contributions are charged to the Statement of Profit and loss for the year to which it relates.

b) Defined benefit plan

Company's liability towards gratuity is defined benefit plan. The company has opted for a Group Gratuity cum Life Assurance Scheme of Birla Sun Life Insurance Company Limited and the contribution towards gratuity liability as determined by Birla Sun Life Insurance Company Limited is recognized as an expense in the Statement of Profit and Loss for the year to which it relates as required under Accounting Standard 15 -Employee Benefits.

**x) Taxes on Income**

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961.

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

Deferred tax assets, if any are reviewed as at each Balance Sheet date and written down or written up to reflect the amount that is reasonably/virtually certain to be realized.

**xi) Research Expenses**

Research costs are expensed as incurred.

**xii) Earnings Per share**

Basic earnings per share is computed by dividing the profit/(loss) after tax (including the post tax effect of extra ordinary items, if any by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit/(loss) after tax (including the post tax effect of any extra ordinary items, if any) by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares which could be issued on the conversion of all dilutive potential equity shares.

**xiii) Cash flow statement**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

**NOTES TO CONSOLIDATED ACCOUNTS**

2 SHARE CAPITAL	As at 31st March, 2015		As at 31st March, 2014	
	No.	₹	No.	₹
a) <b>Authorised</b>				
Equity shares of ₹ 10/- each	1,00,00,000	10,00,00,000	1,00,00,000	10,00,00,000
b) <b>Issued, subscribed and paid-up</b>				
Equity shares of ₹ 10/- each fully paid up	56,15,000	5,61,50,000	56,15,000	5,61,50,000

**c) Terms / rights attached to equity shares:**

Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**d) Shareholder's holdings more than 5% shares in the company:**

Name of Shareholders	As at 31st March, 2015		As at 31st March, 2014	
	No.	% holding	No.	% holding
Mr. Naresh Pachisia	28,65,000	51.02	16,46,700	29.33
Naresh Pachisia & Sons (HUF)	5,04,700	8.99	2,07,300	3.69
Mrs. Manju Pachisia	4,00,000	7.12	2,00,000	3.56
Mr. Rajesh Pachisia	—	—	18,19,000	32.40

**e) Details of shares reserved for issuance:**

The company has reserved for issue of 56,000 (Previous year 70,000) equity shares of par value ₹ 10/- each at a premium of ₹ 19/- each for offering to eligible employees of the company under Employee Stock Option Scheme 2010. These shares reserved for issue are not yet exercised.

3 RESERVES AND SURPLUS	As at 31st March, 2015 ₹	As at 31st March, 2014 ₹
<b>General Reserve - opening balance</b>	2,08,76,000	2,08,76,000
Add: Transferred from Surplus	10,00,000	—
	<b>2,18,76,000</b>	<b>2,08,76,000</b>
<b>Share Premium- opening balance</b>	<b>2,31,65,000</b>	<b>2,31,65,000</b>
<b>Capital Reserve</b>		
<b>Capital Reserve on Consolidation of subsidiary</b>	<b>1,13,890</b>	—
Surplus in the Statement of Profit and Loss	12,73,23,068	12,62,70,954
Add: Profit for the year as per Statement of Profit and Loss	1,72,55,132	10,52,113
<b>Amount available for appropriation</b>	<b>14,45,78,200</b>	<b>12,73,23,067</b>
<b>Appropriations:</b>		
Proposed Dividend	56,15,000	—
Tax on Proposed dividend	11,22,720	—
Amount transferred to General Reserve	10,00,000	—
<b>Net surplus in the Statement of Profit and Loss</b>	<b>13,68,40,480</b>	<b>12,73,23,067</b>
<b>Total Reserves and surplus</b>	<b>18,19,95,370</b>	<b>17,13,64,067</b>

The Board of Directors have recommended a dividend of Rs. 1/- (Previous year Nil) per share. This is subject to the approval of the shareholders in the ensuing Annual General Meeting.

4 LONG TERM BORROWINGS	As at 31st March, 2015 ₹	As at 31st March, 2014 ₹
<b>Vehicle Loans</b>		
From banks - Secured	-	3,28,713
	<u>-</u>	<u>3,28,713</u>

**a) Nature of Security**

- i) The vehicle loans are secured by way of hypothecation of vehicle purchased. The loan carries interest within the range of 9.5% -10.5% p.a.
- ii) As the amount outstanding on 31st March,2015 was payable entirely within one year, the same has been included in the line item “Current maturities of long term debt” under the head “Other current liabilities” as at 31st March, 2015.

**b) Terms of repayment:**

Sl. No	Name of the banks/entities	Amount outstanding as on 31.03. 2015		Period of maturity w.r.t. Balance Sheet date	Number of instalments due as on 31.03.15
		Current* ₹	Non current ₹		
1	HDFC Bank	-	-	-	-
		(77,459)	-	(3 months)	(3)
		3,28,713	-	7 months	7
		(5,19,915)	(3,28,713)	(1 year 7 months)	(19)
		-	-	-	-
	<b>Total</b>	<b>3,28,713</b>	-	(10 months)	(10)
		(13,61,909)	(3,28,713)		

Figures in bracket pertains to previous year.

\* Represents current maturities of long term debts shown under ‘Other current liabilities (Note no. 5).

5 OTHER CURRENT LIABILITIES	As at 31st March, 2015 ₹	As at 31st March, 2014 ₹
Current maturities of long-term debt*	3,28,713	13,61,910
Unclaimed dividend**	3,48,732	4,06,044
Other payables		
Security/margin deposits	68,91,304	55,90,739
Advance from customers and others	-	2,27,931
Accrued expenses	75,24,168	50,71,995
Statutory liabilities	23,19,635	6,39,902
Book overdraft balances	-	12,51,187
Others	2,77,837	11,122
	<u>1,76,90,389</u>	<u>1,45,60,830</u>

\* Refer note no. 4 (a) & (b) for nature of securities and terms of repayment respectively.

\*\* There are no amounts due and outstanding to be credited to Investor Education & Protection Fund.

6 SHORT TERM PROVISIONS	As at 31st March, 2015 ₹	As at 31st March, 2014 ₹
Provision for employee benefit-Gratuity	10,55,570	3,99,421
Proposed dividend	56,15,000	-
Provision for		
Income taxes	97,89,410	4,37,00,722
Less: Advance tax and TDS	51,49,763	4,24,22,419
	46,39,647	12,78,303
Tax on dividend	11,22,720	-
	<u>1,24,32,937</u>	<u>16,77,724</u>

**7 FIXED ASSETS**

Particulars	GROSS BLOCK			ACCUMULATED DEPRECIATION				NET BLOCK		
	As at 1st April 2014	Additions during the year	Deductions/ Adjustments during the year	As at 31st March 2015	Upto 1st April 2014	Depreciation for the year	Deductions/ Adjustments during the year	Upto 31st March 2015	As at 31st March 2015	As at 31st March 2014
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
<b>TANGIBLE ASSETS</b>										
Office Equipments	4,85,782	1,89,443	-	6,75,225	29,778	1,95,087	-	2,24,866	4,50,360	4,56,005
Furniture and Fixtures	31,08,835	-	-	31,08,835	11,66,020	5,05,078	-	16,71,098	14,37,737	19,42,815
Computers, Servers and other Information Technology Equipments	18,51,703	-	12,65,724	5,85,979	3,93,390	13,54,809	12,65,724	4,82,475	1,03,504	14,58,313
Vehicles	92,33,406	-	26,03,706	66,29,700	23,89,468	10,29,740	10,89,925	23,29,283	43,00,417	68,43,938
<b>Total</b>	<b>1,46,79,726</b>	<b>1,89,443</b>	<b>38,69,430</b>	<b>1,09,99,739</b>	<b>39,78,656</b>	<b>30,84,714</b>	<b>23,55,649</b>	<b>47,07,722</b>	<b>62,92,018</b>	<b>1,07,01,071</b>
Corresponding figure for the previous year	1,97,56,241	4,18,301	54,94,815	1,46,79,727	44,24,635	14,69,451	19,15,430	39,78,656	1,07,01,071	

Particulars	GROSS BLOCK			ACCUMULATED DEPRECIATION				NET BLOCK		
	As at 1st April 2014	Additions during the year	Deductions/ Adjustments during the year	As at 31st March 2015	Upto 1st April 2014	Amortification for the year	Deductions/ Adjustments during the year	Upto 31st March 2015	As at 31st March 2015	As at 31st March 2014
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
<b>INTANGIBLE ASSETS</b>										
Computer Software	15,44,825	-	-	15,44,825	11,58,619	3,86,206	-	15,44,825	-	3,86,206
Stock Exchange Card	2,00,000	-	-	2,00,000	-	-	-	-	2,00,000	2,00,000
<b>Total</b>	<b>17,44,825</b>	<b>-</b>	<b>-</b>	<b>17,44,825</b>	<b>11,58,619</b>	<b>3,86,206</b>	<b>-</b>	<b>15,44,825</b>	<b>2,00,000</b>	<b>5,86,206</b>
Corresponding figure for the previous year	1,63,26,425	-	1,45,81,600	17,44,825	1,47,63,255	3,86,206	1,39,90,842	11,58,619	5,86,206	



<b>8 NON - CURRENT INVESTMENTS</b>						
Name of the Company	As at 31 March, 2015			As at 31 March, 2014		
	Face Value ₹	Quantity Nos.	Amount ₹	Face Value ₹	Quantity Nos.	Amount ₹
Long Term Investments (At cost)						
Investment In Mutual Funds – Other than trade						
Quoted - Fully Paid up						
Birla Sun Life 95 Fund	10	4,698.563	25,00,000	–	–	–
Canara Robeco Mf Collection	10	14,396.521	15,00,000	–	–	–
DSP Black Rock Balanced Fund	10	24,681.570	25,00,000	–	–	–
Franklin India Balanced Fund	10	28,364.046	25,00,000	–	–	–
HDFC Balance Fund-Direct-Growth	10	25,149.886	25,00,000	–	–	–
HDFC Prudence Fund-Direct-Growth	10	8,350.894	30,00,000	–	–	–
ICICI Pru Balanced Fund-Direct-Growth	10	29,017.060	25,00,000	–	–	–
IDFC Premier Equity Fund-Growth	10	28,862.084	20,00,000	–	–	–
Kotak Balance Direct Plan-Growth	10	1,05,210.917	20,00,000	–	–	–
L & T India Prudence Fund Direct Plan Growth	10	1,03,583.642	20,00,000	–	–	–
Motilal Oswal Most Focused Multicap 35	10	93,948.050	15,00,000	–	–	–
Principal Balanced Fund	10	9,803.922	5,00,000	–	–	–
Reliance RSF Balanced-Direct-Growth	10	67,914.316	25,00,000	–	–	–
SBI Magnum Balanced Fund	10	28,455.703	25,00,000	–	–	–
Sundaram Balanced Fund-Direct-Growth	10	7,571.215	5,00,000	–	–	–
Tata Balanced Fund Direct Growth	10	17,056.335	25,00,000	–	–	–
UTI Balanced Fund Direct Plan Growth	10	16,316.876	20,00,000	–	–	–
Franklin Templeton India Short Term Income Plan-Retail-Direct-Growth	1,000	4,229.514	1,00,00,000	–	–	–
			<b>4,50,00,000</b>			
<b>Investment In Equity shares -Trade</b>						
<b>Unquoted - Fully Paid up</b>						
Sudipta Traders Private Limited	10	1,48,000	6,66,00,000	–	–	–
			<b>6,66,00,000</b>			
			<b>11,16,00,000</b>			
Aggregate amount of quoted investments			4,50,00,000			–
Aggregate amount of unquoted investments			6,66,00,000			–
Aggregate market value of quoted investments			4,99,43,159			–
Aggregate provision for diminution in value of investments						–

Note: Out of the investment in mutual funds, units worth ₹ 1,50,00,000/- (Previous year Nil) have been pledged with Banks for overdraft facility.

9 DEFERRED TAX ASSETS	As at 31st March, 2015 ₹	As at 31st March, 2014 ₹
Depreciation/amortisation	22,03,399	12,35,870
	<b>22,03,399</b>	<b>12,35,870</b>

10 LONG-TERM LOANS AND ADVANCES (Unsecured, considered good)	As at 31st March, 2015 ₹	As at 31st March, 2014 ₹
Security deposits	3,35,06,446	3,35,64,131
	<b>3,35,06,446</b>	<b>3,35,64,131</b>

11 OTHER NON-CURRENT ASSETS	As at 31st March, 2015 ₹	As at 31st March, 2014 ₹
Fixed deposits with banks - Margin deposit (Non current portion with original maturity period of more than 12 months)	10,00,000	-
Interest accrued but not due on bank deposits	77,432	-
	<b>10,77,432</b>	<b>-</b>

**12 Current investments**  
(At lower of cost and fair value)

	As at 31 March, 2015			As at 31 March, 2014		
	Face Value ₹	Quantity Nos.	Amount ₹	Face Value ₹	Quantity Nos.	Amount ₹
<b>In Mutual Funds (Fully paid up) Quoted:</b>						
Franklin Templeton India Short Term Income Plan-Retail-Direct-Growth	-	-	-	1000	4,229.51	1,00,00,000
Aggregate amount of quoted investments			-			1,00,00,000
Aggregate market value of quoted investments			-			1,09,64,625
Aggregate provision for diminution in value of investments			-			-

13 TRADE RECEIVABLES	As at 31st March, 2015 ₹	As at 31st March, 2014 ₹
a) Debts outstanding for a period exceeding six months - Unsecured		
Considered good	3,29,80,801	3,53,06,711
b) Other debts - Unsecured		
Considered good	1,88,40,254	1,45,35,054
	<b>5,18,21,055</b>	<b>4,98,41,765</b>

<b>14 CASH AND BANK BALANCES</b>	<b>As at 31st March, 2015 ₹</b>	<b>As at 31st March, 2014 ₹</b>
<b>Cash and cash equivalents</b>		
Balances with banks		
In current accounts	4,00,81,103	72,96,351
Fixed deposits (maturity less than 3 months)	–	11,10,58,450
Cash-on-hand	1,16,379	1,76,134
	<b>4,01,97,482</b>	<b>11,85,30,935</b>
<b>Other bank balances</b>		
Earmarked balances		
Unpaid dividend	3,48,732	4,06,044
Current deposits*	1,90,27,636	1,33,22,574
Margin deposit/Security		
Current portion of original maturity period more than 12 months		
– Fixed Deposit pledged as margin deposits with exchange	3,05,52,315	3,95,47,807
– Fixed Deposit pledged as security against borrowings	1,00,00,000	1,00,00,000
<b>Stamps-on-hand</b>	39,451	3,21,721
	<b>10,01,65,616</b>	<b>18,21,29,081</b>

\* Balances with banks in Client Money accounts, not available for use of the Company.

<b>15 SHORT TERM LOANS AND ADVANCES</b>	<b>As at 31st March, 2015 ₹</b>	<b>As at 31st March, 2014 ₹</b>
Security deposits (Unsecured, considered good)	45,000	45,000
Other loans and advances		
Prepaid expenses	11,81,657	12,66,709
Advance to staff and others	25,89,159	16,58,262
	<b>38,15,816</b>	<b>29,69,971</b>

<b>16 OTHER CURRENT ASSETS</b>	<b>As at 31st March, 2015 ₹</b>	<b>As at 31st March, 2014 ₹</b>
Interest accrued but not due on bank deposits	26,34,444	37,99,627
Other recoverable	1,83,679	6,10,174
	<b>28,18,123</b>	<b>44,09,801</b>

<b>17 REVENUE/INCOME FROM OPERATIONS</b>	<b>As at 31st March, 2015 ₹</b>	<b>As at 31st March, 2014 ₹</b>
<b>Sale of services</b>		
Distribution services	3,73,84,282	3,24,17,522
Broking services	5,72,84,133	4,33,33,499
Depository services	36,59,386	29,56,829
	<b>9,83,27,801</b>	<b>7,87,07,850</b>
<b>Income from Arbitrage</b>	–	2,30,767
Other operating revenues		
Profit on sale of current investment	50,15,587	66,40,920
Dividend income on current investment	3,68,957	84,838
Interest income (Gross)		
On fixed deposits	37,69,110	59,64,458
On margin deposits	16,35,355	14,59,447
On late payment from clients	52,08,435	27,57,454
	1,06,12,900	1,01,81,359
	<b>11,43,25,245</b>	<b>9,58,45,734</b>

<b>18 OTHER INCOME</b>	<b>As at 31st March, 2015</b>	<b>As at 31st March, 2014</b>
	₹	₹
Other non-operating income		
Liabilities no longer required written back	–	8,00,409
Miscellaneous income	14,788	25,728
	<b>14,788</b>	<b>8,26,137</b>

<b>19 EMPLOYEE BENEFITS EXPENSE</b>	<b>As at 31st March, 2015</b>	<b>As at 31st March, 2014</b>
	₹	₹
Salaries	2,96,58,964	2,81,85,268
Contribution to provident & other funds	10,56,347	3,99,505
Staff welfare expenses	7,32,980	10,41,806
	<b>3,14,48,291</b>	<b>2,96,26,579</b>

<b>20 FINANCE COST</b>	<b>As at 31st March, 2015</b>	<b>As at 31st March, 2014</b>
	₹	₹
Interest expenses		
On short term borrowings	2,17,194	3,42,483
On late payment of Advance tax	–	94,200
	<b>2,17,194</b>	<b>4,36,683</b>

<b>21 OTHER EXPENSES</b>	<b>As at 31st March, 2015</b>	<b>As at 31st March, 2014</b>
	₹	₹
Brokerage and commission	1,87,66,471	1,72,37,697
Broker Note Stamp	31,97,542	24,06,062
Connectivity charges	11,25,537	18,20,991
Computer Expenses	23,28,979	29,96,296
Director Sitting Fess	1,70,000	1,70,000
Electricity expenses	19,78,734	20,93,241
Insurance Expenses	53,803	80,674
Legal & Professional Fees	12,96,532	14,50,734
Loss on sale/discard of Fixed Assets	12,63,781	40,67,894
Rent	63,24,994	73,19,653
Rates and taxes	2,03,576	2,08,136
Repairs - Others	8,41,661	42,60,961
Research Expenses	13,63,275	14,62,716
Bad debt written off	12,46,907	5,19,973
Payment to auditors		
As auditor for statutory audit	95,618	90,000
For tax audit	27,000	27,000
For other services	26,686	25,000
Subscription	11,34,540	7,71,745
Service Charges	10,71,183	13,63,261
Transaction Charges	19,42,794	18,61,344
Travelling Expenses	26,38,632	28,57,703
Advances written off	–	7,75,000
Vehicle Expenses	7,73,446	11,72,474
Miscellaneous Expenses	52,84,778	50,49,093
	<b>5,31,56,469</b>	<b>6,00,87,648</b>

## 22 Earnings per Share -

The numerators and denominators used to calculate Basic / Diluted Earnings per Share :

Particulars	Year Ended	Year Ended
	31st March, 2015	31st March, 2014
	₹	₹
a) Amount used as the numerator (₹) Profit after Tax - (A)	1,72,55,132	10,52,113
b) Weighted average number of Equity Shares Outstanding used as the denominator for computing Basic Earnings per Share - (B)	5615000	5615000
c) Weighted average number of Equity Shares Outstanding used as the denominator for computing Diluted Earnings per Share - (C)	5615000	5615000
d) Nominal value of Equity Shares (₹)	10	10
e) Basic Earnings per Share (₹) (A/B)	3.07	0.19
f) Diluted Earnings per Share (₹) (A/C)	3.07	0.19

## 23 Other disclosures

23.1 Contingent liabilities :	As at	As at
	31st March, 2015	31st March, 2014
	₹	₹
Claims against the Company not acknowledged as debts :		
Service tax demand - under appeal	56,90,264	56,90,264
Others - Under appeal/litigation	4,16,504	-

The above amount represents the best possible estimates arrived at on the basis of available information. The uncertainties and timing of the cash flows are dependent on the outcome of the different legal processes which have been invoked by the Company or the claimants as the case may be and therefore cannot be estimated accurately. The Company does not expect any reimbursements in respect of the above contingent liabilities.

In the opinion of the management, no provision is considered necessary for the disputes mentioned above on the grounds that there are fair chances of successful outcome of appeals.

23.2 The company does not have any dues to Micro and Small Enterprises as per the requirement of Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (Previous year - Rs. NIL)

23.3 The Employee Stock Option Scheme (SKP ESOP Plan 2010) of the Company was formulated in the year 2010. Under the said Scheme, Options granted have vesting period of one to three years and exercise period of maximum five years. The details of Options granted, lapsed and exercised as on 31st March, 2015 are as under:

Particulars	Year Ended	Year Ended
	31st March 2015	31st March 2014
	₹	₹
Year of Issue	2010-11	2010-11
Date of grant of Option	21.05.2011	21.05.2011
Exercise Price (₹)	29.00	29.00
Market Price on the date of grant (₹)	27.10	27.10
Excess of Market Price over Exercise Price (₹)	(1.90)	(1.90)

Number of Options granted upto 31.03.2014	1,00,000	1,00,000
Number of Options exercised upto 31.03.2014	–	–
Number of Options lapsed upto 31.03.2014	44,000	30,000
Number of Options outstanding at beginning of the year	56,000	70,000
Number of Options exercised during the year	–	–
Number of Options lapsed during the year	–	14,000
Number of Options outstanding at end of the year	56,000	56,000

Note : Refer Director's Report for other disclosures.

### 23.4 Employee Benefits :

As per Accounting Standard - 15 "Employee Benefits", the disclosure of Employee Benefits as defined in the Accounting Standard are as follows:

#### Defined Benefit Plan:

Long-term employee benefits in the forms of gratuity are considered as defined benefit obligation. The present value of obligation is determined based on actuarial valuation using projected unit credit method as at the Balance Sheet date. The amount of defined benefits recognised in the Balance Sheet represent the present value of the obligation as adjusted for unrecognised past service cost and as reduced by the fair value of plan assets.

Any asset resulting from this calculation is limited to the discounted value of any economic benefit available in the form of refunds from the plan or reduction in future contribution to the plan. The amount recognised in the Accounts in respect of Employees Benefit Schemes based on actuarial reports are as follows :

#### a) Details of funded post retirement plans are as follows : (Amount in ₹)

Particulars	31st March, 2015 Gratuity	31st March, 2014 Gratuity
<b>I. Components of Employer Expense :</b>		
1 Current Service Cost	4,57,952	4,17,137
2 Past Service Cost	–	–
3 Interest Cost	1,59,232	1,88,502
4 Expected return on Plan Assets	1,73,548	1,51,215
5 Actuarial (Gain) /Loss recognised in the year	6,11,934	(54,067)
6 Expense recognised in the Statement of Profit and Loss	10,55,570	4,00,357
<b>II. Change in Present Value of Defined Benefit Obligation :</b>		
1 Present value of Defined Benefit Obligation at the beginning of the year	25,68,773	23,75,224
2 Acquisition Adjustment	–	–
3 Interest Cost	1,59,232	1,88,502
4 Past Service Cost	–	–
5 Current Service Cost	4,57,952	4,17,137
6 Employees Contribution	–	–
7 Benefits Paid	11,56,737	4,41,839
8 Actuarial (Gain) / Loss	8,58,812	29,749
9 Present value of Defined Benefit Obligation at the end of the year	28,88,032	25,68,773

<b>III. Change in Fair Value of Plan Assets during the period :</b>			
1	Plan Assets at the beginning of the year	21,69,352	17,28,172
2	Expected return on Plan Assets	1,73,546	1,51,215
3	Actual Company Contribution	3,99,421	6,47,988
4	Benefits paid	11,56,737	4,41,839
5	Actuarial Gain / (Loss)	2,46,878	83,816
6	Plan Assets at the end of the year	18,32,462	21,69,352
<b>IV. Net Asset / (Liability) recognised in the Balance Sheet as at year end:</b>			
1	Present value of Defined Benefit Obligation	28,88,032	25,68,773
2	Fair value of Plan Assets	18,32,462	21,69,352
3	Funded Status [Surplus/(Deficit)]	(10,55,570)	(3,99,421)
4	Net Asset / (Liability) recognised in Balance Sheet	(10,55,570)	(3,99,421)
<b>V. Actuarial Assumptions :</b>			
1	Discount Rate (per annum) %	8.00	8.75
2	Expected return on Plan Assets (per annum) %	8.00	8.75
3	Retirement/Superannuation Age (Year)	58	58
4	Mortality Rates	IALM 2006-08 ULTIMATE	IALM 2006-08 ULTIMATE
<b>VI. Major Category of Plan Assets as a % of the Total Plan Assets as at year end :</b>			
Administered by Insurance Companies (The details with respect to the composition of investment in the fair value of plan assets have not been disclosed in the absence of availability of information)		100%	100%
<b>VII. Expected Employer's contribution for the next year</b>			
		32123	41049
<b>VIII. Basis used to determine the expected Rate of return on Plan Assets :</b>			
The basis used to determine overall expected Rate of return on Plan Assets is based on the current portfolio of assets, investment strategy and market scenario. In order to protect the Capital and optimise returns within acceptable risk parameters, the Plan Assets are well diversified.			

**b) Other disclosures :**

**i) Basis of estimates of Rate of escalation in salary :**

The estimates of rate of escalation in salary, considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

ii) The Gratuity have been recognised under “ Contribution to Provident Fund and Other Funds” under Note no. 19.

iii) The history of experience adjustments for funded post retirement plans are as follows :

(Amount in ₹)

Particulars	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011
<b>Gratuity</b>					
Present value of defined benefit obligation	2888032	2568773	23,75,224	21,19,538	17,95,909
Fair value of plan assets	1832462	2169352	17,28,172	15,61,583	14,17,248
(Deficit)/Surplus	(10,55,570)	(3,99,421)	(6,47,988)	(5,57,955)	(3,78,661)

### 23.5 Segment information as per Accounting Standard - 17 on 'Segment Reporting' :

The Company is primarily engaged in a single business segment of Broking & Dealing in Securities and related services. All the activities of the company revolves around the main business. As such there are no separate reportable segments as per Accounting Standard - 17 "Segment Reporting".

### 23.6 Related party disclosures as per Accounting Standard - 18 are given below :

#### a) Name of the related parties and description of relationship :

- i) Subsidiaries : SKP Commodities Ltd.  
(Common control) SKP Insurance Brokers & Advisors Pvt Ltd  
(w.e.f 4th August 2014)
- ii) Key Managerial Personnel (KMP) : Mr. Naresh Pachisia, Managing director  
Mr. Nikunj Pachisia, Director (w.e.f. 1st August, 2014)  
Mrs. Manju Pachisia, Non-Executive Director  
(w.e.f. 1st August, 2014)  
Mr. Rajesh Pachisia, Managing director  
(upto 1st August, 2014)
- iii) Relatives of Key Managerial Personnel :  
Mr. Naresh Pachisia Mrs. Manju Pachisia (Wife)  
Mr. Nikunj Pachisia (Son)  
Mrs. Kanupriya Pachisia (Son's Wife)  
Mr. Nikunj Pachisia Mrs. Kanupriya Pachisia
- iv) Concerns over which KMP and their relatives have substantial interest : Naresh Pachisia & Sons (HUF)  
SKP Insurance Brokers & Advisors Pvt Ltd  
(upto 3rd August, 2014)  
Rajesh Pachisia & Sons (HUF)

#### b) Transactions with Related parties:

(Amount in ₹)

Nature of transaction/ Name of the related party	Subsidiaries	Concerns Over which KMP and their relatives have substantial Personnel interest	Key Managerial	Relatives of KMP	Total
<b>i) Receiving of Services</b>					
Naresh Pachisia	—	—	30,00,000	—	30,00,000
	—	—	(30,00,000)	—	(30,00,000)
Rajesh Pachisia	—	—	32,25,000	—	32,25,000
	—	—	(30,00,000)	—	(30,00,000)
Nikunj Pachisia	—	—	12,00,000	36,552	12,36,552
	—	—	(0)	(1,09,656)	(1,09,656)
<b>ii) Rendering of Services</b>					
Demat Charges Received	—	562	5022	4105	9,689
	—	(865)	(1,747)	(2,789)	(5,401)
Brokerage Earned	—	—	37,751	23,672	61,423
	—	(116)	(15,980)	(37,708)	(53,804)
<b>iii) Dividend Paid to Shareholders</b>					
Naresh Pachisia	—	—	—	—	—
	—	—	(16,46,700)	—	(16,46,700)



Rajesh Pachisia	—	—	—	—	—
	—	—	(18,19,000)	—	(18,19,000)
Manju Pachisia	—	—	—	—	—
	—	—	—	(2,00,000)	(2,00,000)
Vatsala Pachisia	—	—	—	—	—
	—	—	—	(2,00,000)	(2,00,000)
Nikunj Pachisia	—	—	—	—	—
	—	—	—	(50,850)	(50,850)
Naresh Pachisia (HUF)	—	—	—	—	—
	—	(2,07,300)	—	—	(2,07,300)
Rajesh Pachisia (HUF)	—	—	—	—	—
	—	(85,850)	—	—	(85,850)
<b>iv) Investment in shares of subsidiary Company purchased from</b>					
Naresh Pachisia	—	—	6,00,000	—	6,00,000
	—	—	(0)	—	(0)
Rajesh Pachisia	—	—	6,00,000	—	6,00,000
	—	—	(0)	—	(0)
<b>v) Investment in shares of other Company purchased from</b>					
Naresh Pachisia	—	—	2,35,80,000	—	2,35,80,000
	—	—	(0)	—	(0)
Nikunj Pachisia	—	—	27,00,000	—	27,00,000
	—	—	(0)	—	(0)
Rajesh Pachisia	—	—	3,11,40,000	—	3,11,40,000
	—	—	(0)	—	(0)
Manju Pachisia	—	—	—	36,00,000	36,00,000
	—	—	—	(0)	(0)
Naresh Pachisia HUF	—	34,20,000	—	—	34,20,000
	—	(0)	—	—	(0)
Rajesh Pachisia HUF	—	19,80,000	—	—	19,80,000
	—	(0)	—	—	(0)
Vatsala Pachisia	—	—	—	1,80,000	1,80,000
	—	—	—	(0)	(0)
<b>vi) Brokerage/Sub-brokerage Paid</b>					
SKP Commodities Limited	—	—	—	—	—
	(16,494)	—	—	—	(16,494)
<b>vii) Consultancy Charges Paid</b>					
Kanupriya Pachisia	—	—	—	—	—
	—	—	—	(1,06,000)	(1,06,000)
<b>viii) Balance Outstanding</b>					
<b>Accounts payable</b>					
Nikunj Pachisia	—	—	—	—	—
	—	—	—	(47,183)	(47,183)
Rajesh Pachisia	—	—	—	21,00,000	21,00,000
	—	—	—	(0)	(0)

- c) The transactions with related parties have been entered at an amount which are not materially different from those on normal commercial terms.
- d) No amount has been written back / written off during the year in respect of due to / from related parties.
- e) The amount due from related parties are good and hence no provision for doubtful debts in respect of dues from such related parties is required. ( Refer Note 22.8)
- f) Figures in brackets pertain to previous year.

**23.7 Disclosure under clause 32 of the Listing Agreement :**

There are no transactions with Subsidiary Company which are required to be disclosed under Clause 32 of the Listing Agreement with the Bombay Stock Exchange Limited.

**23.8** Depreciation for the current year has been aligned to meet the requirements of Schedule -II to the Companies Act, 2013. Had the Company continued to charge depreciation based on rates and manner as specified under the erstwhile Schedule XIV to the Companies Act, 1956, depreciation expense would have been lower by ₹ 18,37,530/- and the Profit before Tax for the year ended 31st March, 2015 and the net value of fixed assets as at that date would have been higher by the like amount.

**23.9** Details of Loan given and Investments made covered under section 186 (4) of the Companies Act, 2013: Nil

**23.10** Revised remuneration of ₹ 32,25,000/- payable to Mr.Rajesh Pachisia, Managing Director (upto 1st August, 2014) is subject to approval of the members in the ensuing Annual General Meeting.

**23.11 Dividend remitted in foreign currency :**

The Company has not remitted any amount in foreign currency on account of dividend. The particulars of dividend payable to non-resident shareholders are as under :

	<b>Year ended 31st March, 2015</b>	<b>Year ended 31st March, 2014</b>
i) Year to which Dividend relates	31/3/2014	31/3/2013
ii) Number of non-resident shareholders	–	3
iii) Number of Ordinary Shares held by them	–	4,163
iv) Gross amount of Dividend (₹)	–	4,163

**23.12** The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary. Amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

As per our report of even date attached.

For **G.P. AGRAWAL & CO.**

Chartered Accountants

Firm's Registration Number - 302082E

**CA. Sunita Kedia**

Partner

(Membership No. 60162)

7A, Kiran Shankar Ray Road, Kolkata - 700 001  
Kolkata, 25th April, 2015

**For and on behalf of the Board**

**Naresh Pachisia**  
Managing Director

**Nikunj Pachisia**  
Director

**Dipak Kadel**                      **Anil Shukla**  
Company Secretary      Chief Financial Officer

**SKP SECURITIES LTD**

**CIN NO: L74140WB1990PLC049032**

**Registered Office: Chatterjee International Centre,  
33A, Jawaharlal Nehru Road, Level 21, Kolkata 700 071  
Tel.: +91 33 40077000 E-mail:cs@skpmoneywise.com  
Website: www.skpmoneywise.com**

**ADMISSION SLIP**

To be handed over at the entrance of the Meeting Hall

Members Folio Number/ DP ID & Client ID	Name of the attending Member (IN BLOCK LETTERS)	No. of Shares held
Name of the Proxy* : .....		
(IN BLOCK LETTERS)		

(\* to be filled if the Proxy attends instead of the member)

I hereby record my presence at the 25th Annual General Meeting of the members of SKP Securities Limited at MCC Chamber of Commerce & Industry, 15B, Hemant Basu Sarani, Kolkata 700001 on Saturday, 8th August, 2015 at 10:00 am.

Member's / Proxy's signature

(To be signed at the time of handing over this slip)

Note : Please carry the copy of the Annual Report for 2014-15 at the Meeting Hall.

**SKP SECURITIES LTD**

**CIN NO: L74140WB1990PLC049032**

**Registered Office: Chatterjee International Centre, Level 21, 33A, Jawaharlal Nehru Road, Kolkata 700071  
Tel.: +91 33 40077000 E-mail:cs@skpmoneywise.com Website: www.skpmoneywise.com**

**PROXY FORM**

**Form No. MGT-11**

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

Name of the member(s): .....

Registered Address: .....

Email ID: ..... Folio No/Client ID/DP ID: .....

I/We, being the holder(s) of ..... shares of the above named Company, hereby appoint:

1. Name: ..... Address: .....

E-mail ID: ..... Signature: .....

2. Name: ..... Address: .....

E-mail ID: ..... Signature : .....

as my/our proxy to attend and vote on the Resolutions and in such manner as are indicated below:

<b>Reso No.</b>	<b>Resolution</b>		
	<b>Ordinary Business</b>	<b>For</b>	<b>Against</b>
1.	Adoption of Balance Sheet as at 31st March, 2015, the Profit & Loss Account for the year ended on that date and the reports of the Directors and Auditors thereon.		
2.	Declaration of Dividend on Equity Shares.		
3.	Re-appointment of Mrs. Manju Pachisia, Director retiring by rotation.		
4.	Re-appointment of M/s G.P. Agrawal & Co., Chartered Accountants, as Statutory Auditors		
	<b>Special Business</b>	<b>For</b>	<b>Against</b>
5.	Re-Appointment of Mr. Naresh Pachisia and Increase in his Remuneration		
6.	Remuneration payable to Mr. Rajesh Pachisia.		

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



Signature of shareholder

Signature of proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

## National Electronic Clearing Service (NECS) MANDATE FORM

Maheshwari Datamatics Pvt. Ltd.  
Unit: SKP Securities Ltd  
Chatterjee International Centre,  
33A, Jawaharlal Nehru Road  
Kolkata - 700 071  
Telephone No.: (033) 40077000  
E-mail: mdpl@cal.vsnl.net.in

Shareholders holding shares in Physical Mode are requested to complete this form and send it to Maheshwari Datamatics Pvt. Ltd.

Shareholders holding shares in Electronic Mode are requested to contact their respective Depository Participants.

Dear Sirs,

### Payment through NECS

I hereby consent to have the amount of dividend, if any, on my Ordinary (Equity) Shares credited through the National Electronic Clearing Service (NECS). The particulars are:

1. Folio No./ Client ID No./ DP ID No. ....  
(Folio No. Given in ordinary (equity) share certificate(s)/DP & Client ID Nos. given by your DP)
2. Shareholder's Name (First / Sole) .....
3. Shareholder's Address.....
4. Telephone No ..... E-mail ID .....
5. Income Tax Permanent Account (PAN) No.....
6. Particulars of the Bank.....
  - Bank Name.....
  - Branch Name and..... Address .....
  - Mention the 9 digit-code number of the Bank and Branch appearing on the MICR cheque issued by the Bank (Please attach the photocopy of a cheque or a cancelled blank cheque issued by your bank for verifying the accuracy of the code number)
  - Account type :- Please Tick ( ) Savings ..... Current ..... Cash Credit .....
  - Account number (as appearing on the MICR cheque book) .....
  - Date from which the mandate should be effective .....

I hereby declare that the particulars given above are correct and complete. If the transaction is delayed or not effected at all for reasons of incomplete or incorrect information or non-availability of NECS facility with Company's banks at my place/city. I would not hold the Company/Registrar & Share Transfer Agent of the Company responsible. I also undertake to advise any change in the particulars of my account to facilitate updating of records for purpose of credit of dividend amount through NECS.

Date:

Signature of the first/sole shareholder



## SKP Team Awards 2014



Mr. Ravi Todi, Director presenting SKP Team Awards 2014

## Fun @ work @ SKP



Glimpses from a Team SKP Picnic

