

INFORMATION
MEMORANDUM
OF
SHIV KAMAL IMPEX
LIMITED

SHIV KAMAL IMPEX LIMITED

(Incorporated as a Limited Company in the Name and Style of "**SHIV KAMAL IMPEX LIMITED**" with the Registrar of Companies, NCT of Delhi & Haryana Vide Certificate of Incorporation dated 19th January 1985. The Corporate Identification Number of our Company is **L52110DL1985PLC019893**).

Regd. Office : **Ground Floor, Block P-7 Green Park Extension, New Delhi-110016.**

Telephone No. : **011- 26192964**

Contact Person : **Anu Jain (Managing Director)**

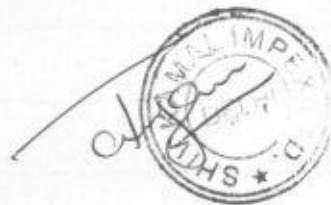
Website : **www.shivkamalimpex.com**

E- mail ID : **siv_kamal@yahoo.com**



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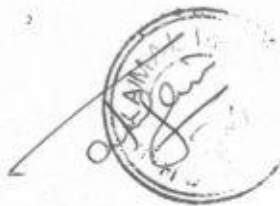
DEFINITIONS AND ABBREVIATIONS

Conventional / General Terms

The terms "SIL", "the Company", "our Company", "Shiv Kamal Impex Limited", "we" or "us", "our" or "Company" unless the context otherwise requires, refers to **SHIV KAMAL IMPEX LIMITED**. Any discrepancy in any table between the total and the sums of amount listed are due to rounding off.

Terms	Description
Act	The Companies Act, 1956, The Companies Act, 2013 and the amendments made thereto from time to time
AGM	Annual General Meeting
Articles/Articles of Association	Articles of Association of the Company
Auditors	M/s Multi Associates, The Statutory Auditor of the Company
Bankers to the Company	AXIS Bank Limited
Board of Directors / Board	The Board of Directors of Shiv Kamal Impex Limited.
BSE	Bombay Stock Exchange Limited.
Compliance Officer	Ms. Anu Jain
CDSL	Central Depository Services (India) Limited.
DCA	Department of Company Affairs
Depositories Act	The Depositories Act, 1996 as amended from time to time
Depository	A Depository registered with SEBI under the SEBI (Depositories & Participants) Regulations, 1996 as amended.
Directors	Directors on the Board of Shiv Kamal Impex Limited
DP	Depository Participant
DSE	Delhi Stock Exchange Limited
EGM	Extra - Ordinary General Meeting
EPS	Earnings Per Share
Equity Shares	Fully paid-up shares of Rs. 10/- each of the Company
Equity Shareholders	Equity Shareholders of the Company
Information Memorandum	This Information Memorandum, as filed with BSE
ISIN	International Securities Identification Number
IT Act	Income Tax Act, 1961 and subsequent

	amendments thereto
Listing Agreement	Listing Agreement entered into with Stock Exchange
MCA	Ministry of Corporate Affairs
MOA	Memorandum of Association of Shiv Kamal Impex Limited
NSDL	National Securities Depository Limited
NBFC	Non-Banking Financial Company
RBI	Reserve Bank of India
ROC	Registrar of Companies, Delhi
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI (ICDR) Regulations, 2009	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2009, as amended.
SEBI (SAST) Regulations, 2011	"SEBI (SAST) Regulations, 2011 means Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 read with amendments issued subsequent to that date."
Erstwhile Takeover Regulation	The SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 1997 and amendments thereto
Transfer Agent / Registrars	Name: Beetal Financial & Computer Services Pvt. Ltd. Address: Beetal House, 3 rd Floor, 99 Madangir, Behind Local Shopping Centre Near Dada Harsukhdas Mandir, New Delhi-110062.



Certain Conventions - Use of Market Data

In this Information Memorandum, unless the context otherwise requires or unless stated otherwise, the financial data is derived from our financial statements prepared in accordance with the Companies Act included elsewhere in this Information Memorandum. In this Information Memorandum, any discrepancies in any table between the total and the sums of the amounts mentioned are due to rounding off.

In this Information Memorandum, unless the context otherwise requires, all references to one gender also refers to another gender and the word "lacs" means "one hundred thousand" and the word "million" means "ten lacs" and the word "Crore" means "ten million" and the word billion refers to "Thousand Million". Throughout this information Memorandum, all figures have been expressed in lacs. Unless otherwise stated, all references to "India" contained in this Information Memorandum are to the Republic of India.

Industry data used throughout this Information Memorandum has been obtained from industry publications and other authenticated published data. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we believe that industry data used in this Information Memorandum is reliable, it has not been independently verified by the company. Similarly, internal Company reports, while believed by us to be reliable, have not been verified by any independent sources.



FORWARD-LOOKING STATEMENTS

We have included statements in this Information Memorandum which contain words or phrases such as "aim", "will likely result", "believe", "expect", "will continue", "anticipate", "estimate", "intend", "plan", "seek to", "future", "objective", "project", "will pursue" and similar expressions or variations of such expressions, that are "forward-looking statements". Similarly statements which describe our strategies, objectives, plans or goals are also forward-looking statements.

All forward looking statements are subject to risks, uncertainties and assumptions that could cause actual results to differ materially from those contemplated by the relevant forward looking statement.

Important factors that could cause actual results to differ materially from our expectations include, among others: -

- General economic and business conditions in India and other countries.
- Our ability to successfully implement our strategy, our growth and expansion, our exposure to market risks that have an impact on our business activities or investments.
- The changes in monetary and fiscal policies of India, inflation, deflation, unanticipated
- Turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices.
- The performance of the financial markets in India and globally, changes in domestic and foreign laws, regulations and taxes and changes in competition in our industry.
- Changes in the value of the Rupee and other currencies.
- The occurrence of natural disasters or calamities.
- Change in political and social conditions in India
- The Loss or shutdown of operations of our Company at any time due to strike.
- The Loss of our key employees and Staff.
- Our ability to respond to technological changes.



RISK FACTORS

INTERNAL & EXTERNAL

- The Company operates in Financial Service Sector and trading in agri- commodities, which is affected by variety of factors both internally and linked to economic development in India and globally which in turn, also affects global fund flow. Any economic event across the globe can have direct or indirect impact on the company.
- Our business is vulnerable to interest rate risk. Volatility in interest rate may adversely affect our income from operations and adversely affect our financial performance and profitability.
- NBFCs in India are subject to supervision and regulations by the RBI. Any changes in the regulatory framework affecting NBFCs including the provisions for NPA, capital adequacy requirements, applicable tax rates could adversely affect the profitability of our business and our future financial performance.
- The company is dependent upon the expertise of its promoters and key management for its future performance and the loss of any such person could harm the business.
- Change in Government policies, Change in interest rate(s), revision of duty structure, Change in tax laws, change in environmental regulations and emission norms etc may have an adverse impact on the profitability of our Company. Due to competitive nature of the market, the cost increase due to these changes may not be passed to the customers.
- Terrorist attack or other act of violence of war, including those involving India, United States, United Kingdom or other countries may adversely affect the Indian and worldwide financial market. These acts may result in loss of business confidence and have other business consequences that could adversely affect our business, result of operation and financial condition. Increased volatility in the financial market can have adverse effect on the economies of India and other countries including economic recession.



PART I

GENERAL INFORMATION - SHIV KAMAL IMPEX LIMITED

(Incorporated on 19.01.1985 as a Limited Company under the Companies Act, 1956. Certificate of Commencement of Business was granted by the Registrar of Companies NCT Delhi & Haryana on 29.01.1985)

The Corporate Identification Number of Company is **L52110DL1985PLC019893**

Our Company is a Non-Banking Finance Company, not accepting Public Deposits (NBFC - ND) registered with Reserve Bank of India, Department of Non-Banking Supervision, New Delhi Office. Its Registration Number is **N-14. 03078** dated **29th June, 2005**.

Now the Equity Shares of the Company i.e. Shiv Kamal Impex Limited shall be admitted to trading on BSE. Such admission for trading will be subject to fulfillment by the Company of listing criteria of BSE for such issues and also subject to such other terms and conditions as may be prescribed by BSE at the time of the application by the Company seeking listing.

Eligibility Criterion

The Company is submitting its Information Memorandum, containing information about itself, making disclosures in line with the disclosure requirement for listing through Direct Listing, applicable, to BSE for making the said Information Memorandum available to public through their website viz. www.bseindia.com.

Also the Company has made the said Information Memorandum available on its website viz. www.shivkamalimpex.com

Prohibition by SEBI

Our Company, its Directors, its Promoters, other Companies promoted by the our promoters and companies with which the Company's directors are associated as directors have not been prohibited from accessing the capital markets under any order or direction passed by SEBI.



Disclaimer Clause of BSE

As required, a copy of this Information Memorandum is being submitted to BSE Limited. The BSE does not in any manner:

- Warrant, certify or endorse the correctness or completeness of any of the contents of this Information Memorandum; or
- Warrant that this Company's securities will be traded or will continue to be traded on the BSE; or
- Take any responsibility for the financial or other soundness of this Company, its Promoters, its management or any scheme or project of this Company;

And it should not for any reason be deemed or construed to mean that this Information Memorandum has been cleared or approved by the BSE. Every person who desires to acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/ acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

Filing

This Information Memorandum has been filed with BSE in due compliance.

Listing

An application has been made to BSE for enlistment and permission to deal in the existing Equity Shares of the Company

General Disclaimer from the Company

Our Company accepts no responsibility for statement made otherwise than in the Information Memorandum or any other material issued by or at the instance of the Company and anyone placing reliance on any other source of information would be doing so at his or her own risk. All information shall be made available by the Company to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner.

Demat Credit

The company has executed agreements with NSDL and CDSL for its securities in demat form. Tripartite agreements have been signed between the Company, the Registrar and NSDL/CDSL. The ISIN No. Allotted to the company is **INE429R01017**



Details of PAN and TAN of the Company:

Name of the company	PAN of the company	TAN of the company
Shiv Kamal Impex Limited	AAACS1914J	DELS55635G

In case of any queries / clarifications, the under-mentioned official may be contacted:

Contact Details	
Name & Designation of Contact Person	Ms. Anu Jain (Managing Director and Company Secretary)
Contact No.	011- 26192964
Email - id	anutanujain@gmail.com
Statutory Auditors: M/S Multi Associates 20, Ansari Road, Daryaganj, New Delhi - 110002 Phone : 011 - 23266407, 23287407 E-mail: multica1985@yahoo.com Contact Person: Mr. Anil Kumar Garg	Registrar and Share Transfer Agent: Beetal Financial & Computer Services (P) Ltd Beetal House, 3 rd Floor, 99 Madangir, Behind Local shopping Centre, near Dada Harsukhdas Mandir, New Delhi-110062 Tel No: 011-29961281 Fax No: 011-29961284 Email: beetalrta@gmail.com Contact Person: Mr. Puneet Mittal
Company Secretary & Compliance Officer: Name: Ms. Anu Jain Add:- Ground Floor, Block-P- 7, Green Park (Extn.,) New Delhi- 110016 Tel No.: 011- 26192964 E-mail: anutanujain@gmail.com	Banker to the Company: 1) Axis Bank Limited K-12 Green Park Main New Delhi-110016

(Note: Investors can contact the Compliance Officer and Registrar & Share Transfer Agent in case of transfer, transmission, conversion, endorsement, consolidation, splitting of shares, issue of duplicate certificate or any other related problem.

PROFILE AND BRIEF HISTORY

(Incorporated on 19.01.1985 as a Limited Company under the Companies Act, 1956 with the name "Shiv Kamal Impex Limited")

Our Company is a Non-Banking Financial Company not accepting Public Deposit (NBFC- ND) registered with Reserve Bank of India, Department of Non-Banking Supervision, New Delhi Office on 29th June, 2005. It's Registration Number is N-14. 03078.

Our Company's principal business is of buying and selling of securities and providing funds to individuals, small and medium enterprises, trading in commodities and goods, loan against shares and trading in shares & securities.

- As on date, our Company does not have any outstanding convertible instruments (warrants /FCDs/PCDs) etc. or options or similar instruments, convertible into Equity Shares at a later stage.
- As on **March 31, 2015** Nil Equity Shares of our company are under lock in.
- The Promoters/Promoter group holds NIL Equity Shares.

VISION	MISSION
To be a leading Organization in the Financial Service Sector.	To run our business with honesty and integrity and keep the interest of our clients and customers on priority and channelize our resources energy and activities toward building a world that is free of artificialness.

POLICIES:

1. Know your customer Norms (KYC Norms)
2. Fair practices code (FPC)
3. Asset Liability Management (ALM)
4. Interest Rate Policy
5. Investment Policy



GENERAL INFORMATION - SHIV KAMAL IMPEX LIMITED

ABOUT THE COMPANY

Name of the Company	Shiv Kamal Impex Limited
Changes in the name of the Company	No Change
Corporate Identification No.	L52110DL1985PLC019893
Registered Office	Ground Floor, Block P-7, Green Park (Extn.,) New Delhi- 110016.
Registration No.	019893
Contact person	Ms. Anu Jain, Managing Director and Company Secretary
Address of ROC	4 th Floor, IFCI Tower, 61, Nehru Place, New Delhi - 110019.

BOARD OF DIRECTORS

S. No.	NAME OF DIRECTOR	DESIGNATION	DIN
1.	Ms. Anu Jain	Managing Director	03515530
2.	Dr. Sujan Chand Jain	Director	00242408
3.	Mr. Girish Chand Jain	Independent Director	00266932
4.	Mr. Surinder Kumar Nagpal	Independent Director	01171148
5.	Mr. Lavkush Mishra	Director	02241380

A handwritten signature in black ink is written over a circular stamp. The stamp contains the text 'SHIV KAMAL IMPEX LTD' around the top edge, 'DELHI' in the center, and '1985' at the bottom. There is also a small star symbol at the bottom of the stamp.

CAPITAL STRUCTURE OF THE COMPANY

Details as on the date of this Offer Document	Aggregate Nominal Value (Rs.)
A. Authorised Capital	10,500,000.00
B. Issued Capital	10,485,700.00
C. Subscribed & Paid-up Capital	10,055,700.00

Notes to Capital Structure:

1. Changes in the Authorized Capital of the Company since 1st IPO of the Company are as follows:

Sr. No.	Details of increase in Authorized Share Capital	Date
1.	Authorized Share Capital of the Company was increased by Rs. 50,00,000/- divided into 5,00,000 Equity Shares of Rs. 10/- Each	10.11.2003
2.	Authorized Share Capital of the Company was increased by Rs. 30,00,000/- divided into 3,00,000 Equity Shares of Rs. 10/- Each	26.07.2004

2. Details of increase in the paid-up Equity Share Capital are as follows:

Date of Allotment	Face Value (Rs.)	Issue Price (Rs.)	No. of Shares	Cumulative No. of shares	Nature of allotment	Listing Status
21.01.85	10	10	70	-	Shares to Subscribers/ Incorporation	Listed
26.07.85	10	10	2,48,500 (98,500 shares: Promoter Quota) (1,50,000 shares: Public Issue)	2,48,570	Promoter and Public Issue	Listed
07.02.04	10	30 (Rs. 20 Premium)	4,57,000	7,05,570	Preferential Issue	Listed
07.08.04	10	100 (Rs. 90 premium)	3,00,000	10,05,570	Preferential Issue	Listed

afjg
 SHIV KAMAL IMPEX LTD.
DELHI

LIST OF TOP 10 SHAREHOLDERS AS ON DATE

S. No	Name of Shareholders	No of Shares	% of total No. of Shares
1.	MOVE TRADERS AND CREDITS PRIVATE LIMITED	130000	12.92
2.	COVET FINANCIAL SERVICES PVT. LTD.	60000	5.97
3.	SHRI VARDA PACIFIC SECURITIES LIMITED	60000	5.97
4.	YOGESH AGRAWAL	37010	3.05
5.	AAYUSHI JAIN	16600	1.65
6.	ISHLI JAIN	16600	1.65
7.	NAMRATA JAIN	16600	1.65
8.	ATUL SHARMA	15550	1.55
9.	RAVINDRA KUMAR JAIN	15525	1.54
10.	MAHESH BABU GUPTA	15000	1.49



MANAGEMENT

The details of the board of directors of the company are given below:

No.	Particular of Directors		Date of Appointment	No. of Equity Shares held	Other Directorships
1.	Name	Ms. Anu Jain	02.05.2011	Nil	Nil
	Age	26 Years			
	Designation	Managing Director			
	Address	P-7, Green Park Extension, New Delhi, 110016			
	Experience	4 years			
	Occupation	Service			
	Qualification	B.A. (Eng) Hons. Company Secretary			
	DIN	03515530			
2.	Name	Dr. Sukan Chand Jain	15.10.2009	Nil	1.Sidh leasing Limited
	Age	78 Years			
	Designation	Director			
	Address	P-7, Green Park Extension, New Delhi - 110016			
	Experience	more than 40 years			
	Occupation	Self Employed			
	Qualification	Ph. D, M. Com.			
	DIN	00242408			
3.	Name	Mr. Girish Chand Jain	26.09.2014	Nil	1. Himalaya Communication Ltd. 2. Oracle Credit Ltd.
	Age	72 years			
	Designation	Independent Director			
	Address	30, Gagan Vihar Extension, New Delhi-110051			
	Experience	More than 40 years			
	Occupation	Service			
	Qualification	Chartered Accountant			
	DIN	00266932			



Information Memorandum-Shiv Kamal Impex Limited

4.	Name	Mr. Surinder Kumar Nagpal	26.09.2014	Nil	1. Voith Paper Fabrics India Limited 2. Oracle Credit Limited
	Age	78 Years			
	Designation	Director			
	Address	H. No. 1603, Tower 1, The Palms South City1, Gurgaon, Haryana- 122001			
	Experience	more than 40 Years			
	Occupation	Professional			
	Qualification	Chartered Accountant			
	DIN	01171148			
5.	Name	Mr. Lavkush Mishra	20.06.2008	Nil	Nil
	Age	31 Years			
	Designation	Director			
	Address	SRK Inter College Campus, Firozabad, 283203, Uttar Pradesh, India			
	Experience	06 Years			
	Occupation	Service			
	Qualification	M. Com			
	DIN	02241380			



Brief Profile of Directors

Name	Ms. Anu Jain
PAN	AJAPJ0739Q
Profile	She Started her career with Shiv Kamal Impex as Director of the Company; She is young and energetic and is serving the Company for last four years. Her determination, dedication and hard work led her to the position of the Managing Director of the Company. She has also completed her Company Secretary-ship course and now has been appointed as Company Secretary of the Company.

Name	Dr. Sugan Chand Jain
PAN	ADIPJ6073F
Profile	Dr. Jain has been a lecturer at SRK College, Firozabad, Agra University. He is also the Author of various academic books like "International Marketing", "Marketing Management" etc. Using his academic knowledge of over 40 years and experience in various other Companies such as Sidh Leasing Ltd and Mercury Insurance Brokers Pvt. Ltd (formerly known as Jain Insurance Brokers Pvt. Ltd.), he is serving the Company for the last 06 years as the Non-Executive Director. His guidance, experience and vast knowledge are the backbone of the Company and his presence, the source of positivity.

Name	Mr. Girish Chand Jain
PAN	ADTPJ3664K
Profile	Mr. Girish Chand Jain is a fellow member of Institute of Chartered Accountant of India and holds a Post Graduate Degree in Commerce. He joined the management team on 26.09.2014. He has vast knowledge and 40 years experience in the field of Corporate Finance, Budgeting, Accounts, and Taxation etc. He is in finance sector and had also served in other organization as Directors. He is very dynamic and religious person and having interest in social and cultural activities.



Name	Mr. Surinder Kumar Nagpal
PAN	AAOPN6435C
Profile	Mr. Surinder Kumar Nagpal is a fellow member of Institute of Chartered Accountant of India and holds a Graduate Degree in commerce. He joined the management team on 26.09.2014. He has vast Knowledge and Experience in the field of Finance, Accounts, and Taxation etc. He served as Directors in various public Companies.

Name	Mr. Lavkush Mishra
PAN	ANWPM6805E
Profile	He has been serving the Company since 2008 as a Director. He is very dynamic and with his knowledge and maturity, has helped the Board to take difficult and important decisions.



Statement Showing Shareholding Pattern as on 31.12.2015

Table - I Summary Statement holding of specified securities

Category (I)	Category of Shareholder (II)	No of Shareholders (III)	No. of fully paid Equity Share Held (IV)	No. Of Partly Paid Equity Shares Held (V)	No. Of shares underlying Depository Receipts (VI)	Total Nos. Shares Held (VII) = IV+V+VI	Shareholding as a % of total Shares (calculated as per SCRR 1957 (VIII) as a % of (A+B+C) (2)	No of Voting Rights held in each class of securities (IX)			Shareholding as a % assuming full conversions of convertible securities (as a % of diluted equity capital) (XI)=VII+X as a % of (A+B+C) (2)	No of Locked in Shares (XII)		No of Shares pledged or otherwise encumbered (XIII)	No of Equity Shares Held in Dematerialized form (XIV)
								Class X	Class Y	Total		Total as a % of (A+B+C)	No. (a)		
(A)	Promoter & Promoter Group	0	0	0	0	0	0.00	0	0	0	0	0	0	0	0
(B)	Public	519	1005570	0	0	1005570	100.00	1005570	0	1005570	100	0	0	0	450810
(C)	Non Promoter - Non Public	0	0	0	0	0	0.00	0	0	0	0	0	0	0	0
(C1)	Shares Underlying DRs	0	0	0	0	0	0.00	0	0	0	0	0	0	0	0
(C2)	Share Held By Employees Trusts	0	0	0	0	0	0.00	0	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0.00	0	0	0	0	0	0	0	0
	Total A+B+C1+C2	519	1005570	0	0	1005570	100.00	1005570	0	1005570	100	0	0	0	450810



Information Memorandum - Shiv Kamal Impex Limited

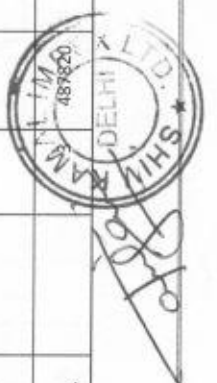
Table - II Statement showing shareholding pattern of the Promoter and Promoter Group

S.No.	Category & Name of the Shareholder (I)	PAN (II)	No of Shareholders (III)	No. of fully paid Equity Share Held (IV)	No. Of Partly Paid Equity Shares Held (V)	No. of shares underlying Depository Receipts (VI)	Total Nos. Shares Held (VII) = IV+V+VI	Shareholding as a % of total no of Shares (calculated as per SCRR 1957/(VIII) as a % of (A+B+CZ)	No of Voting Rights held in each class of securities (IX)			No of shares underlying convertible securities (including warrants) (X)	Shareholding as a % assuming full conversions of convertible securities (as a % of diluted equity capital) (XI)=VII+X as a % of (A+B+CZ)	No. of Locked in Shares (XII)		No of Shares pledged or otherwise encumbered (XIII)	No of Equity Shares Held in Dematerialized form (XIV)
									Class X	Class Y	Total			Total as a % of (A+B+C)	No. (a)		
(1)	Indian																
(a)	Individual/huf		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(b)	Central Govt /state Govt/ President Of India		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(c)	Financial Inst/banks		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(d)	Any other																
	Other - Body Corporate		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0



Information Memorandum-Shiv Kamal Impex Limited

(1)	Institutions																(b)	(b)
(a)	Mutual Funds	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0.00	0
(b)	Venture Capital Funds	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0.00	0
(c)	Alternate Investment Funds	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0.00	0
(d)	Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0.00	0
(e)	Foreign Portfolio Investors	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0.00	0
(f)	Financial Inst/banks	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0.00	0
(g)	Insurance Companies	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0.00	0
(h)	Provident Funds/Pension Fund	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0.00	0
(i)	Any other																0.00	
	Sub-total (B)(1)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0.00	0
(2)	Central Govt /state Govt/ President Of India	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0.00	0
	Sub-total (B)(2)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0.00	0
(3)	Non-institutions																0.00	
(a)	(i) Individual-Holding Norm. Val. upto Rs.2 lakhs	514	713560	0	0	713560	713560	713560	0	713560	70.9607	713560	0	70.9607	0	0	0.00	223800
	(ii) Individual-																0.00	37010



Information Memorandum - Shiv Kamal Impex Limited

Seema Jain	AAADP13585G	12500	0	0	12500	1.2431	12500	0	12500	1.2431	0	1.2431	0	0	0.00	12500
Suman Gupta		15000	0	0	15000	1.4917	15000	0	15000	1.4917	0	1.4917	0	0	0.00	
Swati Sharma		11025	0	0	11025	1.0964	11025	0	11025	1.0964	0	1.0964	0	0	0.00	
Vikash Jain		12000	0	0	12000	1.1934	12000	0	12000	1.1934	0	1.1934	0	0	0.00	
Yogesh Agrawal	AAKPA4712B	37010	0	0	37010	3.6805	37010	0	37010	3.6805	0	3.6805	0	0	0.00	37010
Nbfc Registered With Rbi		0	0	0	0	0.0000	0	0	0	0.0000	0	0	0	0	0.00	0
Employees Trust		0	0	0	0	0.0000	0	0	0	0.0000	0	0	0	0	0.00	0
Overseas Depository Holding DRs		0	0	0	0	0.0000	0	0	0	0.0000	0	0	0	0	0.00	0
Any Other																
Other Body Corp		4	255000	0	255000	25.3588	255000	0	255000	25.3588	0	25.3588	0	0	0.00	190000
Covet Financial Services Pvt. Ltd		60000	0	0	60000	5.9668	60000	0	60000	5.9668	0	5.9668	0	0	0.00	
Move Traders & Credits Private Ltd.	AAACM1145P	130000	0	0	130000	12.9280	130000	0	130000	12.9280	0	12.9280	0	0	0.00	130000
Shri Varda Pacific Securities Ltd	AAGCS3165B	60000	0	0	60000	5.9668	60000	0	60000	5.9668	0	5.9668	0	0	0.00	60000
Sub-total (B)(3)		521	1456380	0	1456380	144.8313	1456380	0	1456380	144.8313	0	144.8313	0	0	0.00	450810
Total Public Shareholding		521	1456380	0	1456380	144.8313	1456380	0	1456380	144.8313	0	144.8313	0	0	0.00	450810



Table - IV Statement showing shareholding pattern of the Non Promoter - Non Public shareholder

S.No.	Category & Name of the Shareholder (i)	PAN (ii)	No of Shareholders (iii)	No. of fully paid Equity Share Held (iv)	No. Of Partly Paid Equity Shares Held (v)	No. Of shares underlying Depository Receipts (vi)	Total Nos. Shares Held (vii) = IV+V+VI	Shareholding % as of total no of Shares (viii) as a % of (A+B+C2)	No of Voting Rights held in each class of securities (ix)			No of shares underlying outstanding convertible securities (including warrants) (x)	Shareholding as a % assuming full conversions of convertible securities (as a % of diluted equity capital) (xi) = VII+X as a % of (A+B+C2)	No. of Locked in Shares (xii)		No of Shares pledged or otherwise encumbered (xiii)		No of Equity Shares Held in Dematerialized form (xiv)
									Class X	Class Y	Total			Total as a % of (A+B+C)	No. (a)	As a % of total shares held (b)	No. (a)	
(1)	Custodian/DR Holder	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(a)	names	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(2)	Employees Benefit Trust (under SEBI Based employees benefit) Regulation 2014	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(a)	names	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total Non-Promoter Non Public shareholding C = C1+C2	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0




Statement Showing Shareholding Pattern as on 30.09.2015

Category Code	Category of shareholder	Number of shareholders	Total number of shares	Number of shares held in dematerialized form	Total Shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of shares	As a percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX) = (VI II)/(IV)* 100
(A)	Promoter and Promoter Group							
1	Indian							
(a)	Individuals/ Hindu Undivided Family	0	0	0	0	0	0.00	0.00
(b)	Central Government/ State Government(s)	0	0	0	0.00	0.00	0.00	0.00
(c)	Bodies Corporate	0	0	0	0.00	0.00	0.00	0.00
(d)	Financial Institution/Banks	0	0	0	0.00	0.00	0.00	0.00
(e)	Any Other (specify)	0	0	0	0.00	0.00	0.00	0.00
	SubTotal (A)(1)	0	0	0	0.00	0.00	0.00	0.00
2	Foreign							
(a)	Individuals (Non Resident Individuals/ Foreign Individuals	0	0	0	0.00	0.00	0.00	0.00
(b)	Bodies Corporate	0	0	0	0.00	0.00	0.00	0.00
(c)	Institutions	0	0	0	0.00	0.00	0.00	0.00
(d)	Any Other (specify)	0	0	0	0.00	0.00	0.00	0.00



	Sub Total (A)(2)	0	0	0	0.00	0.00	0.00	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	0	0	0	0.00	0.00	0.00	0.00
(B)	Public Shareholding							
1	Institutions							
(a)	Mutual Funds/UTI	0	0	0	0.00	0.00	0.	0.00
(b)	Financial Institution/Banks	0	0	0	0.00	0.00	0.	0.00
(c)	Central Government/State Government(s)	0	0	0	0.00	0.00	0.	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0.00	0.	0.00
(e)	Insurance Companies	0	0	0	0.00	0.00	0.	0.00
(f)	Foreign Institutional Investors	0	0	0	0.00	0.00	0.	0.00
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00	0.	0.00
(h)	Any Other (specify)	0	0	0	0.00	0.00	0.	0.00
	Sub Total (B)(1)	0	0	0	0.00	0.00	0.	0.00
2	Non Institutions							
(a)	Bodies Corporate	4	2,55,000	0.00	25.36	25.36	0	0.00
(b)	Individuals - i. Individual shareholders holding nominal share capital up to Rs. 1 lakh.	497	4,57,259	0	45.47	45.47	0	0



	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	20	2,72,410	0	27.09	27.09	0	0
(c)	Any Other (specify)	0	0	0	0	0	0	0
(d)	HUF	4	20,901.00	0	2.08	2.08	0	0
	Sub-Total (B)(2)	525	1005570	0	100	100	0	0
	Total Public Shareholding (B)= B(1) + B(2)	525	1005570	0	100	100	0	0
	Total (A) + (B)	525	1005570	0	100	100	0	0
(C)	Shares held by custodians and against which Depository Receipts have been issued	0	0	0	0	0	0	0
(a)	Promoter and Promoter Group	0	0	0	0.00	0.00	0	0.00
(b)	Public	0	0	0	0.00	0.00	0	0.00
	Grand Total (A)+(B)+(C)	525	1005570	0	100.00	100.00	0	0.00



FINANCIAL INFORMATION

Statement of Assets & Liabilities

Particulars	For the Financial Year Ended				
	31.03.15	31.03.14	31.03.13	31.03.2012	31.03.11
Fixed assets					
Gross Block	12,50,471	11,95,015	11,95,015	11,95,015	64,090
Less: Depreciation	1,19,992	69,301	53,316	31,388	941
Net Block	11,30,479	11,25,714	11,41,699	11,63,627	63,149
Add Capital work-in Progress	0.00	0.00	0.00	0.00	0.00
Total Fixed Assets	11,30,479	11,25,714	11,41,699	11,63,627	63,149
Non-current Investment	0.00	0.00	0.00	0.00	0.00
Deferred Tax Asset(Net)	5,306	0.00	0.00	0.00	0.00
Current Assets Loans & Advances					
Inventories	0.00	0.00	0.00	0.00	0.00
Trade Receivables	0.00	0.00	0.00	0.00	0.00
Cash & Bank Balances	22,23,107	55,98,420	35,19,995	42,79,604	5,17,222
Loans & Advances	5,25,85,359	3,06,46,198	3,50,15,687	3,29,76,671	2,93,59,075
Current Investment	0.00	1,64,00,000	1,34,00,000	1,39,00,000	2,20,00,000
Total	5,62,44,251	5,37,70,332	5,30,77,381	5,23,19,902	5,19,39,446
Total Assets (A)	5,62,44,251	5,37,70,332	5,30,77,381	5,23,19,902	5,19,39,446
Liabilities and Provisions					
Non Current Liabilities	0.00	0.00	0.00	0.00	0.00
Other Current Liabilities	1,54,014	2,33,644	1,55,382	82,300	89,270
Short Term Provisions	9,23,224	4,07,816	4,45,645	7,12,949	6,59,183
Total Liabilities (B)	10,77,238	6,41,460	6,01,027	7,95,249	7,48,453
Net Worth	5,51,67,013	5,31,28,872	5,24,76,354	5,15,24,653	5,11,90,993
Represented by					
Equity Share Capital	1,00,55,700	1,00,55,700	1,00,55,700	1,00,55,700	1,00,55,700
Reserve & Surplus	13,32,268	11,43,557	9,77,809	7,87,469	4,88,430
-Investment	0.00	0.00	0.00	0.00	0.00



Information Memorandum-Shiv Kamal Impex Limited

Allowance Reserve					
- Securities Premium	3,61,40,000	3,61,40,000	3,61,40,000	3,61,40,000	3,61,40,000
- Balance in Profit & Loss Account	76,39,045	5789615	5302845	45,41,484	45,06,863
Total Reserves & Surplus	4,51,11,313	43073172	42420654	4,14,68,953	4,11,35,293
Less : Miscellaneous Expenses (To the extent not written off)	0.00	0.00	0.00	0.00	0.00
Net Worth	5,51,67,013	53128872	52476354	51524653	5,11,90,993



Summary Statement of Profit & Loss Account

Particulars	For the Financial Year Ended (In Rs.)				
	31.03.15	31.03.2014	31.03.2013	31.03.2012	31.03.11
Income					
Sales(Goods)	0.00	0.00	17441579	26282537	0.00
Interest on FDR	99,900	106326	60400	0.00	0.00
Other Income	43,35,172	1563737	1759048	2485976	2407294
Total	44,35,072	1670063	19261027	28768513	2407294
Expenditure:					
Cost of Material Consumed	0.00	0.00	17381900	26204399	0.00
Depreciation	50,691	15985	21928	30447	941
Salaries & Other Benefits	5,48,066	216000	220000	126000	180000
Other Expenses	8,80,016	204813.05	244303	203704	111454
Total	14,78,773	436798.05	17868131	26564550	292395
Net Profit Before Depreciation, Tax and Extra-ordinary Items	29,56,299	1233264.95	1392896	2203963	2114899
Current Tax	(9,23,224)	(405717)	(442353)	(708499)	(668566)
Deferred tax	7,405	1193	1158	(267)	(4183)
Less:-Provision for Taxes Earlier Year	(2,340)	0.00	0.00	0.00	0.00
Profit/Loss after Tax but before Extraordinary Items	22,26,851	994488.95	1142041	1794236	1730580
Profit/Loss after Extra-ordinary Items	22,26,851	994488.95	1142041	1794236	1730580
Less: Amount Transferred to RBI Reserve Fund Account	1,88,711	165748	190340	299039	288430
NET PROFIT	20,38,140	828740.95	951701	1495197	1442150
Add: Balance brought forward from last year	0.00	0.00	0.00	0.00	0.00
Add: Provision for taxes of earlier years	0.00	0.00	0.00	0.00	0.00
Profit/Loss Transferred to B/S	20,38,140	828740.95	951701	1495197	1442150




Summary Statement of Cash Flow Statement

Particulars	For the Financial Year Ended (In Rs.)				
	31.03.2015	31.03.2014	31.03.2013	31.03.2012	31.03.2011
Cash flow from operating activities					
Net Profit Before Tax & Extraordinary Items	29,56,299	8,28,741	951701	1,490,070	1,914,899
Adjustment for:					
Depreciation	50,691	15,985	21,928	30,447	941
Provision for doubtful advance and debts	-	(37,829)	(267,304)	53,766	-
Operating Profit Working Capital Changes	30,06,990	8,06,897	706,325	1574283	19,15,840
Adjustments For :					
(Increase)/ Decrease in inventories	-	-	-	-	-
(Increase)/ Decrease in trade & receivables	-	-	-	-	-
(Increase)/ Decrease in loans & advances	(62,47,218)	11,93,267	(2,039,016)	(3,617,596)	(3212671)
(Increase)/ Decrease in other current assets	-	-	5,00,000	8,100,000	46,00,000
(Increase)/ Decrease in trade payables	-	-	-	-	-
(Increase)/ Decrease in other current liabilities	(79,630)	78,262	73,082	(6970)	(1,595,962)
Cash generated/used/from/in operations	(33,19,858)	20,78,426	(759,609)	6,049,717	1707207
Less: Income Tax Paid (net of refunds)	-	-	-	-	13459
Net Cash From Operating Activities	(33,19,858)	20,78,426	(759,609)	6,049,717	1693748
CASH FLOWS FROM INVESTING ACTIVITIES					
Purchase of fixed assets	(55,456)	-	-	(1,130,925)	(64090)
Income from Investments	-	-	-	-	(2621)
Net Cash Used In Investments Activities	(55,456)	-	-	(1,130,925)	(66711)
CASH FLOWS FROM FINANCING ACTIVITIES					
Interest Paid	-	-	-	-	-
Dividend paid including distribution tax	-	-	-	(1,156,410)	(1,156,410)
Net Cash Flow From In Financing Activities	-	-	-	(1,156,410)	(1,156,410)



Information Memorandum-Shiv Kamal Impex Limited

NET INCREASE IN CASH & CASH EQUIVALENTS	(33,75,314)	20,78,426	(759,609)	3,762,382	470627
CASH & CASH EQUIVALENTS (Opening Balance)	55,98,421	35,19,995	4,279,603.52	517,222	46595
CASH & CASH EQUIVALENTS (Closing Balance)	22,23,107	55,98,421	3,519,994.52	4,279,604	517222



PART II

Major events in the History of the Company

Year	Event
2004	Shiv Kamal Impex Limited came up with "Preferential Allotment" of 4,57,000 Equity Shares of Rs. 10/- each plus premium of Rs. 20/- each which was authorized by the Shareholders of the Company vide Shareholder's resolution dated 10.11.2003.
2004	The Company came up with Preferential Allotment of 3,00,000 Equity shares of Rs. 10/- each plus premium of Rs. 90/- each which was authorized by the shareholders of the Company vide shareholders resolution dated 26.07.2004.

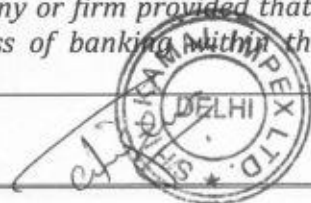
Details of Holding and Subsidiary Company

The Company does not have any Holding and Subsidiary Company

MAIN OBJECTS OF THE COMPANY

THE MAIN OBJECTS OF THE COMPANY AS PER MEMORANDUM OF ASSOCIATION ARE AS FOLLOWS:

Main Object 1	<i>To carry on the business of purchasers, sellers, suppliers, traders, merchants, brokers, agents, assemblers, packers, stockists, distributors, dealers, indentors, importers of all kinds of goods merchandise, articles including electronic items, drugs, Iron and Steel, Metals and Minerals products, Engineering goods, Machinery, Components, spares parts. Dyes, Chemicals, pigments, Paper, polyster products, Plastics, Polymers and P.V.C. Products, Shelac Leather and Leather goods, Synthetics Resins, Oils and Farms products like Gunny bags, Hession, Textiles including cotton, woollen, Art, Silk, readymade garments and to act as import and export houses, advisers for import and Export indenting Agents, Sellers and Purchasers of licences, release orders, permits, quota Entitlements and to enter in to joint venture agreements relating to the above.</i>
Main Object 2	<i>To finance facilitate, encourage, promote and assist in the establishments and growth of industries of industrial undertaking, subject to the provisions of section 108A to 108H of the Act, take part in formation, supervision and control of the business or operation of any company or undertaking.</i>
Main Object 3	<i>To carry on the business as finance Company and to lend money with or without security whether of movable and immovable properties to any Company or Companies firms or persons on such conditions as may seem to be expedient and to guarantee the performance of contracts by any person company or firm provided that the Company shall not carry on the business of banking within the meaning of Banking Regulations Act, 1949.</i>



Main Object 4	To carry on as its business of trading and investment by way of acquiring, holding, selling, buying, transferring, subscribing any shares, warrants, bonds, stocks, debentures, debenture stocks, and other obligations and securities and to act as underwriters, guarantors, and to lend or deal with money either with or without interest or securities to such individuals, firms, bodies corporate and institutions and upon such terms and conditions as the company may think fit but not amounting to banking business as defined under the Banking Regulations Act, 1949.
Main Object 5	To purchase, sale, take on lease, exchange or otherwise, acquire and hold any land, buildings, properties or super structures of any tenure or description residential, commercial, industrial, agricultural, whatsoever wherever situate or rights or interests therein or connected therewith either directly or indirectly or in collaboration with others and to carry on the business of property broker.
Main Object 6	To layout, plan, develop, demolish, repair, alter, build, construct, reconstruct, furnish, decorate, maintain, supervise or otherwise to lay out roads, drainage, sanitary and electric fittings, set, apart land or otherwise to carry on any of the functions of a builder and promoter interior decorators in connection with any buildings or property or super structure of any kind or description such as flats, apartments, dwelling houses, shops, offices, factories, farm houses, warehouses, godowns, markets to be used for residential, commercial, industrial or agricultural purposes by whatever name called, in India or abroad, either directly or indirectly or on contract basis or in collaboration with others.
Main Object 7	To carry on the business of constructions of roads, bridges, dams, rail tracks and any other kinds of construction activities including those relating to infrastructural facilities.




SWOT Analysis

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STRENGTHS

1. High employee morale.
2. Ability to respond very quickly as we have no red tape.
3. Likely to produce greatest ROI.
4. Company has sufficient Reserves.

WEAKNESSES

1. No global presence.
2. Stringent Regulatory environment.

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OPPORTUNITIES

1. Our business sector is expanding, with many future opportunities for success.
2. Local government wants to encourage local businesses.
3. New opportunities in personal finance.
4. Securitization, to liberate funds to fuel asset growth.

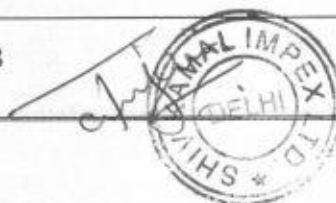
THREATS

1. A small change in the focus of a large competitor might wipe out any market position we achieve.
2. Economic slowdown may affect profitability.



Main Provisions of Articles of Association

SHARE CAPITAL	
Article 5(a)	The Authorised Share Capital of the Company is Rs. 1,05,00,000/- (Rupees One Crore Five Lakh Only) divided into 1050000 (Ten Lac Fifty Thousand) Equity Shares of Rs.10/- (Rupee Ten) each. The Company has the power from time to time to increase or reduce its share capital. Any of the said shares and any new shares hereafter to be created may from time to time be divided into shares of several classes in such manner as may be provided hereinafter and the company may allow and so that the shares of each, class may have or confer such preferred or other special rights and privileges may be issued under such restrictions and conditions whether in regard to dividend, such restrictions and conditions whether in regard to dividend, voting, return of capital or otherwise as shall have been assigned thereto by or under provisions of the Articles of Association but so that the special rights or privileges belonging to holders of any shares issued with preferred or other rights shall not be varied or abrogated or affected except with such sanction as is provided for hereinafter.
5(b)	The said Preference Shares will confer upon the holder thereof the right to a fixed cumulative preferential dividend at such rate as the Directors may decide at the time of issue on the Capital for the time being paid up thereon and the right in a winding up to payment of Capital and arrears of dividend in priority to the Equity Shares, but shall not confer any further right to participate in the profits or assets.
Article 7	Subject to the provisions of these Articles, the shares shall be under the control of the Board who may allot or otherwise dispose of the same to such persons, on such terms and conditions, at such time either at par or at a premium and for such consideration as the Board thinks fit. Provided that, where at any time it is proposed to increase the subscribed Capital of the Company by the allotment of further shares, then, subject to the provisions of Section 81 (1A) of the Act, the Board shall issue such shares in the manner set out in Section 81 (1) of the Act, save the Board may determine whether or not any offer of shares made in such manner shall include a right exercisable by any person concerned to renounce all or any of the shares offered to him in favour of any other person.
Article 8	The Directors may allot and issue shares in the Capital of the Company a partly or fully paid in consideration of any property sold or goods transferred or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted, may be issued as full or partly paid-up shares.
Article 10	As regards all allotments made from time to time the Company shall duly comply with Section 75 of the Act.
Article 11	If the Company shall offer any of its shares to the public for subscription.



SHARE CERTIFICATE	
Article 27	The certificate of title to shares, shall be issued within three months after allotment (or within such other period as the conditions of the issue shall provide)
Article 27 A	The Company shall be entitled to dematerialise its existing shares, debentures and other securities, rematerialise its shares, debentures and other securities held in the Depositories and/or offer its fresh shares and debentures and other securities in a dematerialised form pursuant to the Depositories Act, 1956 and the rules framed thereunder, if any". "Provided, however, no shares certificate(s) shall be issued for shares held by a Depository".
Article 28 (1)	Every person whose name is entered a member in the Register shall be entitled to receive within two months after allotment one or more shares certificates in the marketable lot for all the shares registered in his name or if the Directors so approve to several certificates each for one or more of such shares.
Article 28 (2)	Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid up thereon.
Article 28 (3)	In respect of any shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate to the first person named in the Register shall be sufficient delivery to all such holders. The Company shall cause to be kept a Register and index of Members in accordance with Section 151 of the Act, and the Depositories act, 1996 with details of shares held in material and dematerialized forms in any media as may be permitted by law including in any form of electronic media. The Register and Index of beneficial owners maintained by a Depository under Section 11 of the Depositories Act, 1996 shall be deemed to be Register and index of members for the purpose of this Act, The Company shall have the power to keep in any state or country outside India a branch Register of Members resident in that state or country.



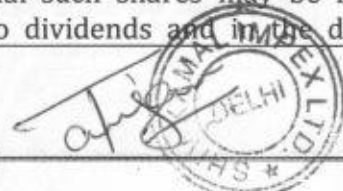
<p>Article 28 (A)</p>	<p>(a) Every person subscribing to securities offered by the company shall have the option to receive the security certificates or hold securities with a depository.</p> <p>(b) Where a person opts to hold a security with a depository, the Company shall intimate such depository the details of allotment of the security, and on receipt of such information the depository shall enter in its record the name of the allottee as the beneficial owner of that security.</p> <p>(c) All securities held by a depository shall be dematerialised and shall be in a fungible form.</p> <p>(d) All securities held by a depository shall be dematerialised and shall be in a fungible form.</p> <p>(e) Save as otherwise provided in (d) above, the depository as a registered owner shall not have any voting rights or any other rights in respect of securities held by it.</p> <p>(f) Every person holding equity share capital of the Company and whose name is entered as beneficial owner in the records of the depository shall be deemed to be a member of the Company/The beneficial owner shall be entitled to all the securities held by a depository.</p>
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<p>Article 28 (B)</p>	<p>If a beneficial owner seeks to opt out of a depository in respect of any security, the beneficial owner shall inform the depository accordingly.</p> <p>The depository shall on receipt of intimation as above make appropriate entries in its records and shall inform the Company.</p> <p>The Company shall after receipt of intimation from the depository and on fulfilment of such conditions and on payment of such fees as may be specified by the regulations, issue the certificate of securities to the beneficial owner or the transferee as the case may be.</p>
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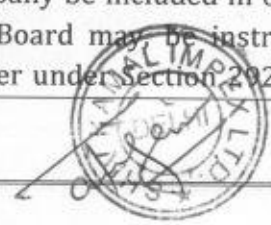
INCREASE AND REDUCTION OF CAPITAL

<p>Article 18</p>	<p>The Company in general meeting may from time to time, increase its Capital by the creation of new shares of such amount as may be deemed expedient.</p>
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<p>Article 19</p>	<p>Subject to any special rights or privileges for the time being attached to any shares in* the Capital of the Company then issued, the new shares may be issued upon such terms and conditions and with such rights and privileges attached thereto as the general meeting resolving upon the creation thereof, shall direct, and if no direction be given, as the Board shall determine, and in particular such shares may be issued with a preferential or qualified right to dividends and in the distribution of</p>
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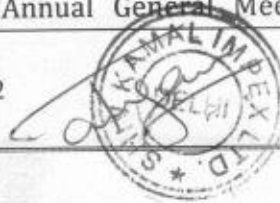
	assets of the Company.
Article 19A	Before the issue of any new shares, the Company in general meeting, may make provisions as to the allotment and issue of the new shares and in particular, may determine to whom the shares be offered in the first instance and whether at par or premium or subjects to provisions of section 79 of the Act at a discount. In default of any such provision or in conformity with the provisions of these Articles.
Article 20	Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by the creation of the Company and shall be subject to the provisions herein contained with reference to the payment of dividends, calls and instalments, transfer and transmission, forfeiture, lien, surrender and otherwise.
Article 21	If, owing to any inequality in the number of new shares to be issued, and the number of shares held by members entitled to have the offer of such new shares, any difficulty arising in the allotment of such new shares, or any of them amongst the members such difficulty shall, in the absence or any directions in the resolution creating the shares for by the Company in general meeting be determined by the Board.
Article 22	The Company, may, from time to time, by special resolution, reduce in any manner and with, and subject to, any incident Capital authorised and consent required by law.
BORROWING POWERS	
Article 81	The Directors may from time to time at their discretion raise or borrow any sum or sums of money for the purpose of the Company subject to the provisions of Section 58A 292, 293 and 370 of the Act and may secure payment or repayment of same in such manner and upon such terms and conditions in all respects as may be prescribed by the Board in particular by the creation of any mortgage, hypothecation, pledge or charge in and over the Company stocks, book debts and other movable properties.
Article 82	The Directors may raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and in particular, by the issue of bonds, perpetual or redeemable debentures or debenture-stock or any mortgage, charge or other security on the undertaking of the whole or any part of the Company , both present and future, including its uncalled capital for the time being or by giving, accepting on endorsing on behalf of the Company any promissory, notes, bills of exchange or other negotiable instruments and no debenture shall carry any voting right whether generally or in respect of a particular class of shares of business.
Article 83	If any uncalled capital of the Company be included in or changed by any mortgage or other security, the Board may by instrument under the Company's seal, delegate the power under Section 292 of the Act to the



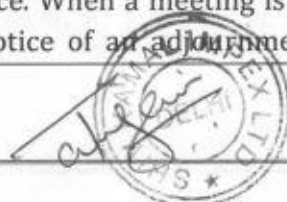
	person in whose favour such mortgage or security is executed or any other person in trust for him.
Article 84	Any debentures, debenture-stock, bonds or other securities may be issued at a discount, premium or otherwise and with any special privileges as to redemption, surrender, drawings allotment of shares, attending at General Meetings of Company, appointment of Directors and otherwise debenture, debenture-stock, bonds or the securities may be made assignable free from any excuties between the Company and the person to whom the same may be issued.
Article 85	Save as provided in Section 108 f the Act no transfer of debentures shall be registered unless a proper instrument of transfer duly stamped and executed by the transferor and transferee has been delivered to the Company together with the certificates of the refusal.
Article 86	If the Board refuses to register the transfer of any debentures of the Company it shall within two months from the date on which the instrument of transfer was lodged with the Company, send to the transferee and to the transferor notice of the refusal.
Article 87	If any Director or any other person shall became personally liable for payment of any sum preliminary due from the Company, the Board may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Director or person so becoming liable, as aforesaid, from any loss in respect of such liability.
Article 88	The Directors may receive deposits on such terms and conditions and bearing interest at such rates as they may decide and fix and which may be made payable monthly, quarterly, half-yearly or yearly, subject to the notifications issued from time to time by the Department of Non-Banking Companies, Reserve Bank of India. If any.
Article 89	The Company may subject to the provisions of Section 208 of the Act pay interest on so much of the share capital as is for the time being paid-up as was issued for the purpose of raising money to defray the expenses of the construction of any work or building or the provision of any plant, which cannot be made profitable for a lengthy period.

PROCEEDINGS AT GENERAL MEETINGS

Article 90	In addition to any other meetings, a general meeting of the Company shall be held within such interval as on specified in Section 166(1) of the Act and, subject to the provision of Section 166(2) of the Act, at such times and places as may be determined by the Board. Each such general meeting shall be called an "Annual General Meeting" and shall be
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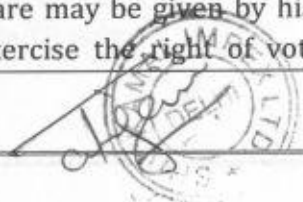
	specified as such in the notice convening the meeting. Any other meeting of the Company shall be called an Extra-Ordinary General Meeting.
Article 91	The Board may, whenever it thinks fit, call an Extra-Ordinary General Meeting. If at any time there are not within India Directors capable of acting who are sufficient in number to form a quorum, the directors present in India may call an Extra-Ordinary General Meeting in the same manner and as nearly as possible as that in which such a meeting may be called by the Board.
Article 92	The accidental commission to give notice of any meeting to or the non-receipt of any such notice by any of the member or other persons entitled to receive such notice shall not invalidate any resolution passed at any such meeting.
Article 94	No business shall be transacted at a General Meeting of the Company unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, five members present in person shall be the quorum for the meeting of the Company.
Article 95	Any act or resolution which, under these articles of the Act is permitted or required to be done or passed by the Company in General Meeting, shall be sufficiently so done or passed if affected by an ordinary resolution as defined in Section 189(1) of the Act unless either the Act or the Articles specifically require such act to be done or resolution to be passed by a specific majority or by special resolution as defined in Section 189(2) of the Act.
Article 96	The Chairman of the Board shall be entitled to take the chair at every General Meeting. If there be no such chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting or is unwilling to act, the members present shall choose another Director a Chairman, and if no director be present or if all the Directors present decline to take the chair then the members present shall choose one of their number entitled to vote to be the chairman of the meeting.
Article 98	Every question submitted to meeting shall be decided, in the first instance by a show of hands and in the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting which he may be entitled as a member.
Article 99	The chairman of General Meeting may adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned it shall not be necessary to give any notice of an adjournment or of the



	business to be transacted at an adjourned meeting.
Article 100	At any General meeting unless a poll is (before or on the declaration of the result of the voting on any resolution and on the show of hands) demanded by the Chairman or by at least five members present in person or by proxy or by any member or members present in person or by proxy and having not less than one-tenth of total voting powers in respect of the resolution or by any member or members present in person or by proxy and holding shares in the Company conferring a right to vote on the resolution being shares on which an aggregate sum has been paid-up which is not less than one-tenth of the total sum paid on all the shares conferring that right, a declaration by the Chairman that a resolution has been carried unanimously or by a particular majority or lost or not carried by a particular majority, and an entry to that effect in the book, containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of the resolution.
Article 101	<p>(a). If a poll is demanded as aforesaid it shall be taken forthwith. Poll on a question of adjournment or election of a Chairman of the meeting.</p> <p>(b) The demand for a poll may be withdrawn at any time by the person or persons who made the demand.</p> <p>(c) Where a poll is to be taken, the Chairman of the meeting shall appoint two scrutineers, at least one of whom shall be a member (not being an officer or employee of the Company) present at the meeting, provided such a member is available, and willing to be appointed, to scrutinise the votes given on the poll and to report thereon to him.</p> <p>(d) The result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken. On a poll, a member entitled to more than one vote of his proxy or other persons entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.</p> <p>(e) The demand for a poll shall not prevent the meeting from transacting any business other than the business in respect of which a poll has been demanded.</p>
VOTES OF MEMBERS	
Article 102	<p>Subject to any rights or restrictions for the time being attached to any classes of shares:</p> <p>(a) On a show of hands, every member present in person, shall have one vote; and</p> <p>(b) On a poll, the voting rights of members shall be as laid down in section 87 of the Act.</p>



<p>Article 103</p>	<p>Except as conferred by Section 87 of the Act the holders of Preference shares shall have no voting right. Where the holder of any preference share has a right to vote on any resolution in accordance with provisions of sub-section 2 of the Section 87 of the Act, his voting right on a poll as the holder of such shares shall subject to the provision of Section 89 and sub-section (2) of Section 92 of the Act be in the same proportion as the Capital paid-up in respect of the preference share bears to the total paid-up equity capital of the Company.</p>
<p>Article 104</p>	<p>Where a Company or body-corporate (herein-after called "member Company") is a member of the Company a person duly appointed by resolution in accordance with Section 187 of the Act to represent such member company at a meeting of the Company, shall not by reason of such appointment, be deemed to be a proxy, and the production at the meeting of a copy of such resolution duly signed by the one Director of such member Company and certified by him as a true copy of the resolution shall, on production at the meeting be accepted by the Company as sufficient evidence of the validity of his appointment. Such a person shall be entitled to exercise the same rights and powers, including the right to vote by proxy on behalf of the member Company or body-corporate which he referents, as that member Company or body-corporate could execute if it were an individual member.</p>
<p>Article 105</p>	<p>Where there are joint-registered holders of any shares any one of which person may vote at any meeting either personally or by Proxy respect of such shares as if he were solely entitled thereto; and if more than one of such joint-holders be present at any meeting either personally or by proxy than one of the said persons so present whose name stands first in the Register in respect of such shares shall alone be entitled to vote in respect thereof,. Several executors or administrator of a deceased member in whose name any share stands shall for the purpose of this Article be deemed joint-holders thereof.</p>
<p>Article 106</p>	<p>Any person entitled under the Transmission Article 67 to transfer any shares may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight hours at least before the time of holding the meeting or adjourned meeting, as the case may be, at which he purposes to vote he shall satisfy the Directors of the right to transfer such shares, or the Director shall have previously admitted his right to vote at such meeting in respect thereof. If any member be a lunatic, idiot or non-compos-mentis he may vote whether on a show of hands or at a poll by his committee, curator banis or other legal curator and such last mentioned persons may give their votes by proxy on a poll. If any member is a minor, the vote in respect of his share may be given by his guardian. If more, then one person claim to exercise the right of vote under this</p>



	clause, the Chairman of the meeting may elect in his absolute discretion any one person and will accept his vote.
Article 107	No member not present in person shall be entitled to vote on a show of hands, unless such members is a Company or corporation present by proxy or by a representative duly authorised under Section 187 of the Act, in which case such proxy or representative may vote on the show of hands as if he were a member of the Company.
Article 108	On a poll, votes may be given either personally or by proxy or in the case of a Company, by a representative duly authorised as aforesaid.
Article 109	Any member of a Company entitled to attend one vote at meeting of the Company shall be entitled to appoint another person (whether a member or not), as his proxy to attend and vote instead of himself but the proxy so appointed shall not have any right to speak at the meeting and shall not be entitled to vote except on a poll.
Article 110	The instrument of appointing a proxy shall be in writing, under the hand of the appointer or his attorney duly authorised in writing or, if such appointor is a body corporate under its common seal or the hand of its attorney duly authorised. A proxy who is appointed for a specified meeting only shall be called a special proxy. Any other proxy shall be called a general proxy.
Article 111	The instrument appointing a proxy and the power of Attorney or other authority (if any) under which it is signed or a notarial certified copy of that power or authority shall be deposited at the office not less than forty eighth hours before the time for holding the meeting at which the person named in the instrument proposes to vote, and in default; the instrument of proxy shall not be treated as valid.
Article 112	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the instrument or transfer of the shares in respect of which the vote is given, provided no intimation in writing of the death, insanity revocation or transfer shall have been received by the Company at the office before the meeting Provided nevertheless, that the Chairman of any meeting shall be entitled to require such evidence as he may in his discretion think fit of the due execution of an instrument of proxy and that the same has not been revoked.
Article 113	Every instrument appointing a special proxy shall as nearly as circumstances admit, be in any of the forms as set out in Schedule IX to the Act.
Article 114	No member shall be entitled to exercise any voting rights, either



	personally or by proxy, at any meeting of the Company in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has, and has exercised any right of lien.
Article 115	<p>(a) Any objection as to the admission or rejection of a vote, or a show of hands or on a poll made in due time shall be referred to the Chairman of the meeting who shall forthwith determine the same and such decision shall be final and conclusive.</p> <p>(b) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes.</p>
DIRECTORS	
Article 116	The number of Directors of the Company shall not be less than three and not more than Twelve.
Article 117	Every Director shall be paid out of the funds of the Company by way remuneration for his services not exceeding the limit as prescribed in the Companies Act, 1956 and Rules framed there under for each meeting of Board of Directors or committee thereof attended b him as the Board determine from time to time.
Article 118	<p>The following persons shall became and be the first directors of First Directors the Company:-</p> <ol style="list-style-type: none"> 1. SHRI SHIV AVTAR SHARMA 2. SHRI MOHIT SHARMA 3. SHRI KAMLA SHARMA
Article 119	Notwithstanding anything to the contrary contained in these Articles so long as any moneys remain owing by the Company to the Industrial \Development Bank of India (IDBI), Industrial Finance Corporation of India (IFCI), the Industrial Credit and Investment Corporation of India Limited (ICICI) and West Bengal Industrial Development Corporation Limited (WBIDC) or to any other Finance Corporation or credit Corporation or to any other Financing Company or Body out of any loans granted by them to the Company or so long as IDNI, IFCI, ICICI and WBIDC or any other Financing Company or Body (each of which IDBI, IFCI, ICICI and WBIDC or other Finance Corporation or Credit Corporation or any other Financing Company or Body is hereinafter in this Article referred to as "the Corporation") continue to hold shares in the company as a result of underwriting or direct subscription, the Corporation shall have a right to appoint from time to time, any person or persons as a Director or Directors, whole time or non-whole time, (which Director or Directors is/are hereinafter referred to as "Nominee



Director/s") on the board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their place/s.

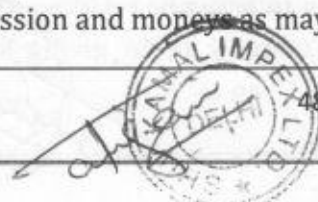
The Board of Directors of the Company shall have no power to remove from office the "Nominee Director/s. At the option of the Corporation such Nominee Director/s shall not be required to hold any share qualification in the Company. Also at the option of the Corporation such Nominee Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

The Nominee Director/s so appointed shall hold the said office only so long as any moneys remain owing by the Company to the Corporation or so long as the Corporation holds shares in the Company as a result of under writing or direct subscription and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately after the moneys owing by the Company to the Corporation is paid off or on the Corporation ceasing to hold shares in the Company.

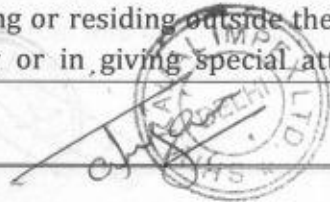
The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings. Board Meetings and of the Meetings of the Committee of which he Nominee Director/s is/are member/s as also the minutes of such meetings. The Corporation shall also be entitled to receive all such notices and minutes.

The Company shall pay to the Nominee Director/s sitting fees and expenses which the other Directors of the Company are entitled to but if any other fees, commission, moneys or remuneration in any form is payable to the Directors of the Company, the fees, commission, moneys and remuneration in relation to such nominee Director/s shall accrue to the Corporation and the same shall according be paid by the Company directly to Corporation, Any expenses that may be incurred by the Corporation of such Nominee Director/s in connection with their appointment or Directorship shall also be paid or reimbursed by the Company to the Corporation or as the case may be to such Nominee Director/s.

Provided also that in the event of the Nominee Director/s being appointed as whole time Director/s such Nominee Director/s shall exercise such powers and duties as may be approved by the Corporation and have such rights as are usually exercised or available to a whole time Director in the management of the affairs of the borrower. Such Nominee Director/s shall be entitled to receive such remuneration, fees, commission and moneys as may be approved by the Corporation.



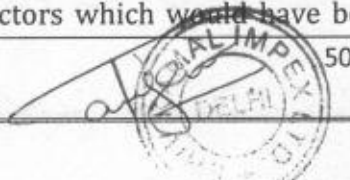
Article 120	The Company in the General Meeting may subject to provisions of the Articles 116 and Section 259 of the Act by ordinary resolution increase or reduce the number of its Directors'.
Article 121	The Directors shall have powers at any time and from time to time to appoint any other person as a Director either to fill up a casual vacancy or as an addition to the Board but so that the total number of Directors shall not at any time exceed the maximum number fixed by the Articles. Any Director so appointed shall hold office only until the conclusive of the next following Annual General Meeting of the Company but shall be eligible for re-election at such meeting.
Article 122	Subject to the provisions of Section 313 of the Act or any statutory modifications thereof, the Board shall have power to appoint any person to act as alternate director for a director during the latter's absence for a period of not less than three months from the state in which meetings of the directors are ordinarily held and such appointment shall have effect and such appointees, whilst he holds office as an alternate director, shall be entitled to notice of meetings of the Board and to attend and vote thereat accordingly; but he shall not require any qualification and shall "ipso facto" vacate office if and when the absent Director returns to the state in which meetings of the Board are ordinarily held or the absent director vacates office as a director.
Article 123	A Director need not hold any share in the Company in his name as his qualification, but nevertheless shall be entitled to attend, speak and preside at any general meeting of the Company and at any separate meeting of the holders of any class of shares in the Company.
Article 124	Unless otherwise determined by the Company in General Meeting, each Director, other than the whole time paid Directors, shall be paid Rs. 250/- (two hundred fifty) or as may be decided by Board from time to time for each meeting of the Board of Director or a Committee thereof attended by him. The Directors may also be paid all the expenses as decided by the Board from time to time in attending the meeting of the Board or a Committee of Board.
Article 125	In addition to the remuneration payable to the Directors under Article 124 hereof, the Directors may be paid all reasonable travelling, hotel and other expenses in attending and returning from the meetings of the Board of Directors or any Committee thereof or in connection with the business of the Company.
Article 126	Subject to Sections 198, 309, 310 and 214 of the Act, if any Director or Directors being willing shall be called upon to perform extra service or to make any special exertion in going or residing outside the office for any of the purpose of the Company or in giving special attention to the



	business of the Company, the Board may remunerate such Director either by fixed sum or by a percentage of profit or otherwise and such remuneration may be either in addition of or substitution for any remuneration to which he may be ordinarily entitled.
Article 127	The continuing Directors may act notwithstanding any vacancy in the Board but, it and so long as their number is reduced below the quorum fixed by these presents for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning of general meeting of the Company, but for no other purpose.
Article 129	A director of the Company may be or become a director of any Company promoted by this Company or in which it may be interested a vendor, shareholder or otherwise, and no such directors shall be accountable for any benefits received as director or member of such Company.
Article 130	Subject to the provisions of Section 297, 299 to 301 of the Act, a director shall not be disqualified from contracting with the Company either as vendor, purchaser or otherwise for goods, materials or services or for underwriting the subscription of any shares in or debentures of the company nor shall any such contract or arrangement entered into by or on behalf of the Company with a relative of such director or a firm in which such director or relative is a partner or which any other partner in such firm or with a Private Company of which such Director is a member or Director be void, nor shall any Director so contracting, or being such member so interested be liable to account to the Company for any profit realised by such contract or arrangement by reasons of such director holding that office or of the fiduciary relation thereby established.

POWERS OF DIRECTORS

Article 146	Subject to the provisions of the Act, control of the Company shall be vested in the Board, who shall be entitled to exercise all such powers and to do all such acts and things as the Company is authorised to exercise and do provided that the Board shall not exercise any power or do any act or thing which is directed or required whether by the Act or any other statute or by the memorandum of the Company or by these Articles or otherwise, to be exercised or done by the Company in General Meeting. Provided, further, that in exercising any such powers or doing and such act or thing, the Board shall be subject to the provisions in that behalf contained in the Act, or any other statute, or in the Memorandum of Association of the Company or in these Articles, or in any regulations made by the Company in General Meeting but no regulations made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation has not been
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	made.
Article 147	The Company may exercise the powers conferred on it by Sections 157 and 158 of the Act with regard to keeping of a foreign Register, and the Board may (subject to the provisions of those sections) made and vary such regulation as it may think fit in respect of the keeping of any such register.
Article 148	Every debenture or other instrument issued by the Company for securing the payment of the money may be so framed that the moneys thereby secured shall be assigned free from any equities between the Company and the person to whom the same may be issued. Any debentures, debenture stock, bonds or other instruments or securities may be issued at a discount, premium or otherwise and may be issued on a condition that they shall be convertible into any shares of any denomination, and with any special privileges as to redemption, surrender, drawing and allotment of shares or otherwise, provided that the debentures with right to convention into or allotment of shares shall not be issued without consent of the Company in General Meeting.
Article 149	The Directors may at any time pay or agree to pay commission to any person in consideration of the subscribing underwriting or agreeing to subscribe or underwrite (whether absolutely or conditionally) any debentures of the Company, but so that if the commission shall be paid or be payable out of the capital the statutory condition and requirements shall be observed and complied with and the commission shall not exceed two and a half percent of the face value of the debentures.
Article 150	All cheques, promissory notes, drafts, hundies, bills of exchange and other negotiable instruments and all receipts for the moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, by the managing Director or by such person and in such manner as the Board shall from time to time by resolution determine.



Article 151	The Board may make such arrangements as may be thought fit for the management of the company's affairs abroad and may for this purpose (without prejudice to the generality of their powers) appoint local officers and fix their remuneration and delegate to them such powers as may be deemed requisite or expedient. The foreign seal shall be affixed by the authority and in the presence of, any instruments sealed therein shall be signed by such persons as the Board shall from time to time by writing under the seal appoint. The Company may also exercise the powers of keeping Foreign Register.
Article 152 (1)	To pay the costs, charges, preliminary and incidental to the promotion, formation, establishment and registration of the Company.
Article 152 (2)	To pay for any property, rights or privileges acquired by or services rendered to the Company either wholly or partially in cash or in shares bonds, debentures or other securities of the Company and any such shares may be issued wither as fully paid-up thereon as may be agreed upon, and any such bonds, debenture or other securities may be either specifically charged upon all or any part of the property of Company and its uncalled capital or not so charged.
Article 152 (3)	To purchase or otherwise acquire for the company any property, rights or privileges which the Company is authorised to acquire at such price and generally on such terms and conditions as they think fit.
MANAGING DIRECTORS/WHOLE TIME DIRECTORS	
Article 157	The Company by ordinary resolution or the Directors may, subject to the provisions of Sections 268 and 269 of the Act, from time to time appoint one or more of the Directors to be Managing Director or Managing Directors for a term not exceeding five years at a time or other whole time directors of the company and may from time to time subject to the provisions of any contract between him or them and the Company remove or dismiss him or them from office and appoint another or others in his or their place or places.
Article 158	A Managing or whole-time Director shall not, while he continues to hold that office, be subject to retirement by rotation in fixing the number of Directors to retire, but subject to the provisions of any contract between him and the Company he shall be subject to the provisions as to resignation and removal as the other Directors of the Company and he shall 'ipso facto' and immediately, cease to be a Managing Director or whole-time Director if he ceases to be Director from any cause.

Article 159	Subject to the provision of Sections 309, 310 and 311 of the Act, a Managing Director or whole-time Director shall, in addition to the usual remuneration payable to him as a Director of the Company under these Articles, receive such additional remuneration as may from time to time be sanctioned by the Company and may be by way of fixed salary or at a specified percentage of the net profits of the Company or both provided that such percentage shall not exceed five percent for any one Managing or whole-time Director and ten percent for all of them together.
Article 160	The Directors may, subject to the provisions of Section 291 to 297 of the Act, from time to time entrust to and confer upon a Managing Director or whole-time Director for the time being such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such powers for such time and to be exercised for such objects and purposes, and upon which terms and conditions, and with such restrictions as they think expedient; and they may confer such powers either collaterally with or to the exclusion of, and substitute on for all or any of the powers of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.

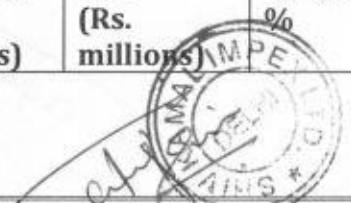
Our Promoters and their Background Individual Promoters

Sr. No.	Name of the Shareholder	Total shares held		Shares pledged or otherwise encumbered		
		Number	As a % of grand total (A)+(B)+(c)	Number	As a %	As a % of grand total (A+B+C) of sub clause (I)(a)
(I)	(II)	(III)	(IV)	(V)	(VI)=(V)/(III)*100	(VII)
1.		NOT APPLICABLE				
2.						
	Total	0.00	0.00	0	0.00	0

PROMOTERS/PROMOTER GROUP COMPANIES

DETAILS OF BSE LISTED COMPANIES WITHIN THE PROMOTER GROUP COMPANIES

Name of Company	Year of Incorporation	Nature of Activity	Turnover (Rs. millions)	PBT (Rs. millions)	Dividend %	Listed at



Not Any

DETAILS OF THE FIVE LARGEST UNLISTED COMPANIES WITHIN THE PROMOTER GROUP COMPANIES

Name of Company	Year of Incorporation	Nature of Activity	Turnover (Rs. millions)	PBT (Rs. millions)	Dividend %
Not Any					

Details of Outstanding Convertible Instruments including Warrants Pending Conversion

Not Applicable

Statement showing dividends and cash bonuses paid during the last 10 years or such shorter period as the company has been in existence

Financial Year	Dividend Paid
2010- 11	Rs. 10,05,570/- for 10,05,570 Equity Shares @ Re. 1 per Share
2011- 12	Rs. 10,05,570/- for 10,05,570 Equity Shares @ Re. 1 per Share

Statement containing particulars of the dates of and parties to all material contracts, agreements (including agreements for technical advice and collaboration), concessions and similar other documents (except those entered into in the ordinary course of business carried on or intended to be carried on by the company) together with the brief description of terms, subject matter and general nature of the documents, if applicable

Not Applicable.

Statement containing particulars of any commission, brokerage, discount or other special terms including an option for the issue of any kind of securities granted to any person, if applicable

Not Applicable.

Handwritten signature and circular stamp of Shiv Kamal Impex Limited.

CORPORATE GOVERNANCE

REPORT ON CORPORATE GOVERNANCE

Corporate governance is a term that refers broadly to the rules, processes, or laws by which businesses are operated, regulated, and controlled. The term can refer to internal factors defined by the officers, stockholders or constitution of a corporation, as well as to external forces such as consumer groups, clients, and government regulations. The Corporate Governance is a key element in enhancing investor confidence, promoting competitiveness and ultimately improving economic growth.

The objective of Corporate Governance is "Enhancement of long term shareholders value and ensuring the protection of rights of the shareholders" and your company reiterates its commitment to good Corporate Governance.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company policy on Corporate Governance rests on the pillars of transparency, accountability, integrity, equity and environment responsibility in all facets of its operations. Good Corporate Governance therefore, embodies both enterprise (performance) and accountability (conformance).

Your Company believes that good Corporate Governance practices are crucial for enhancement and retention of stakeholders' trust. Your Company has set out the required practice of Corporate Governance keeping in view the size, complexities and its traditional ethical values. The accountability, integrity and responsibilities in dealing with employees, shareholders, customers and community at large are of utmost importance.

Details of various committees are as follows:

i) Audit Committee

The terms of reference of Audit Committee are stipulated by the Board of Directors, in accordance with the Clause 49 of the Listing Agreement and as per statutory guidelines that inter alia, include overseeing financial reporting processes, reviewing Quarterly, Half yearly and Annual financial results, adequacy of internal control systems, internal audit function, discussions with the auditors about the scope of audit including the observations of the auditors and discussion with internal auditors on any significant findings and also to investigate any activity within its terms of reference and to seek any information it requires from any employees and to secure the attendance of outsiders with relevant experience and expertise, where considered necessary.

Members of Audit Committee	Designation	Nature of Directorship
Girish Chand Jain	Chairman	Independent Director
Surinder Kumar Nagpal	Member	Independent Director



Sugan Chand Jain	Member	Non-Independent	Executive-	Non-
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ii) Stakeholders Relationship Committee

The committee attends to the investors/shareholders, correspondence and share transfers expeditiously and usually reply is sent within a period of 15 days of receipt, except in those cases, which are disputed, and sub-judice. The company furnishes necessary documents/ information to the shareholders.

The Members of the Committee are as under:

Members of Stakeholders Relationship Committee	Designation	Nature of Directorship
Girish Chand Jain	Chairman	Independent Director
Surinder Kumar Nagpal	Member	Independent Director
Anu Jain	Member	Executive Director

Disclosure by Senior Management in accordance with Clause 49 of the Listing Agreement

The senior Management of the Company has confirmed to the Board of Directors that they do not have any personal interest relating to material, financial and commercial transactions with the Company that may have potential conflict with the interests of the Company at large.

SUBSIDIARIES OF THE COMPANY

Presently we do not have any subsidiary company.

SHAREHOLDERS' AGREEMENTS

There is no subsisting shareholders' agreement.

OTHER AGREEMENTS

We have not entered into any Strategic or Financial agreement



LEGAL AND OTHER INFORMATION

Outstanding Litigations and Defaults

Save as stated hereunder, our Company has not defaulted in meeting any of its statutory or institutional dues and have made all payments/refunds on fixed deposits or no proceedings have been initiated against our Company, for any of the offences specified in paragraph 1 of Part I of Schedule XIII of the Companies Act, 1956. Further, there are no disputes/litigations towards tax liabilities or criminal prosecutions against us and our Directors for any offence, economic or otherwise civil litigations against our Company and its Directors, there are no material disputes/legal actions other than those disclosed below.

There are no pending proceedings initiated for economic offences against us. No disciplinary action/ investigation have been taken by the SEBI against us, our group companies. The promoters, their relatives, Shivkamal Impex Ltd., group companies, are not detained as willful defaulters by RBI/Government authorities and there are no violations of securities laws committed by them in part or pending against them.

Cases filed against Our Company

Save and except as stated below, there are no outstanding litigations, disputes, penalties against our company, including tax liabilities, economic offences, criminal or civil prosecutions launched against the company, for any offence irrespective of whether or not specified in Paragraph 1 of Part I of Schedule XIII of the Companies Act, 1956.

1. Litigation involving criminal cases

There are no criminal cases filed against our Company.

2. Litigation involving civil cases

There is no civil case pending against our Company.

3. Litigations involving Consumer Case:

There are no consumer cases pending against our company.

4. Litigations involving Suits or Writs:-

No suits or write offs are pending against our company.

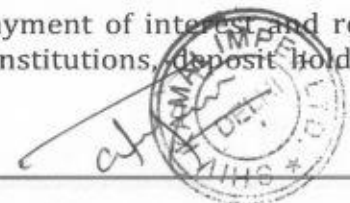
5. Litigation involving Statutory Disputes

6. Litigations involving Labour Laws

There are no cases pertaining to Labour disputes, pending against our company.

7. Defaults

The company has not defaulted in the payment of interest and repayment of principal to other Companies, Financial Institutions, deposit holders etc. The



company has not defaulted in meeting statutory dues, institutional dues and dues towards instrument holders like debentures, fixed deposits, and other arrears.

Other than the above there are no disputes /litigation towards tax liabilities or any criminal or civil prosecutions against our company for any offence, economic or otherwise.

8. Cases filed by Shivkamal Impex Ltd.

Nil

A handwritten signature in black ink is written over a circular stamp. The stamp contains the text "SHIV KAMAL IMPEX LTD." around the top edge and "DELHI" in the center. There are also two small stars on either side of the word "DELHI".A faint, circular stamp is visible at the bottom left of the page. It appears to be a duplicate or a very light impression of the stamp seen above, with the text "SHIV KAMAL IMPEX LTD." and "DELHI" partially legible.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

ECONOMIC OUTLOOK

The long-term fundamentals of the Indian economy continue to be strong due to rising incomes and large investments. These growth drivers are expected to sustain over a long period of time. At the same time, there are some concerns due to uncertain global economic environment and slow recovery in developed markets.

OVERVIEW

The company is engaged in trading in shares, financial services and investment activities where the outlook of the business seems to be encouraging over and above we have been diversified into different businesses ranging from third party product distributions (lowest balance sheet risk) to originating unsecured personal loans, corporate loans (highest balance sheet risk). We believe that we are well placed to leverage on the growth opportunities in the economy.

FINANCIAL PERFORMANCE

The Company has achieved a turnover of Rs. 44,35,072 during the year with net profitability of Rs. 20,38,140. The company's income from operations primarily includes income from trading and distributions of financial products such as Interest Income from individuals, Inter-Corporate Loan etc.

FUTURE OUTLOOK

The future outlook of the Company is very prospective and it urges to diversify the various areas related to financial markets. Besides continuing aggressively in the existing growth areas, there are certain specific initiatives that we would like to highlight which the company would be undertaking. The Company is effectively putting together a growth strategy in the area of Loan Syndication, Private Placement, Corporate/ Personal Loan, Advisory Services, Arranger, Liaison for Financial Products and any other activities permitted by RBI to Non-Banking Financial Companies.

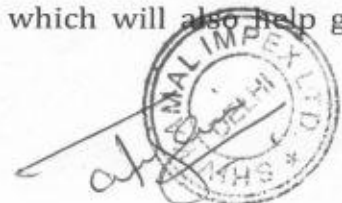
SEGMENT REPORTING

Accounting Standard 17 regarding Segment-wise Reporting does not apply to the Company since revenues are derived from only one Segment i.e. Finance Activity.

OPPORTUNITIES & THREATS

Opportunities

- Increase in Income levels will aid greater penetration of financial products.
- Positive regulatory reforms.
- Increase in corporate growth & risk appetite.
- Greater efficiency in debt market operations which will also help greater penetration.
- Increased securitization.
- Focus on selling new product/services.



Threats

- Inflation could trigger increase in consumer price inflation, which would dampen growth.
- Increased competition in both local & overseas markets.
- Unfavorable economic development.
- Market risk arising from changes in the value of financial instruments as a result of changes in market variables like interest rate and exchange rates.

RISK MANAGEMENT

Your company operates in the Financial Services Sector, which is affected by variety of factors linked to economic development in India and globally which, in turn, also affected global fund flows. Any economic event across the globe can have direct or indirect impact on your company. To mitigate this, Company has diversified its revenue stream across multiple verticals. Your Company's risk management system is a comprehensive and integrated framework comprising structured reporting and stringent controls. Through its approach it strives to identify opportunities that enhance organizational values while managing or mitigating risks that can adversely impact the company's future performance. Within the organization, every decision taken is after weighing the pros and cons of such a decision making taking note of the risk attributable.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The company has proper and adequate system of internal control to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that transaction are authorized, recorded and reported correctly.

The Company has effective system in place for achieving efficiency in operations, optimum and effective utilization of resources, monitoring thereof and compliance with applicable laws. The board has also constituted an Audit Committee which meets periodically inter-alia to review the financial results, and the accuracy of financial records.

HUMAN RESOURCES / INDUSTRIAL RELATIONS

The company believes that the success of an organization largely depends on the quality of its workforce. Employee relations remained cordial and peaceful throughout the year.

CAUTIONARY STATEMENT

Any statement made in this report relating to company's perception of future outlook, objectives, expectations etc. may be considered as forward looking statements within the meaning of applicable securities laws and regulations which may differ from the actual results.

THE COMPANY AS A WHOLE

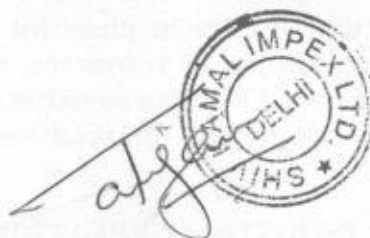
The company's combined net assets are Rs. 5,51,67,013. Looking at the net assets and net expenses and business-type activities separately, however, two very different stories emerge.

Net Assets

Particulars	2015	2014
Current and other assets	5,51,13,772	5,26,44,618
Capital assets i.e., (Fixed Assets)	11,30,479	11,25,714
Total assets	5,62,44,251	5,37,70,332
Long-term liabilities	0	0
Current liabilities	10,77,238	6,41,460
Total liabilities	10,77,238	6,41,460
Net Assets	5,51,67,013	5,31,28,872

CONTACTING THE COMPANY'S FINANCIAL MANAGEMENT

This financial report is designed to provide our citizens, taxpayers, customers, and investors and creditors with a general overview of the company's finances and to show the accountability for the money it receives.



MATERIAL DOCUMENTS FOR INSPECTION

- Memorandum and Articles of Association of the Company
- Certificate of Incorporation dated 19th January, 1985 of the Company.
- Copies of Annual Reports of Shiv Kamal Impex Limited for the last five financial years ended 31st March 2015, 2014, 2013, 2012 and 2011.

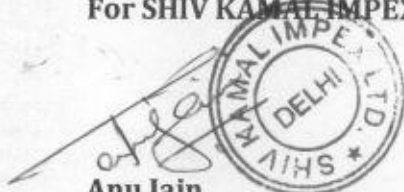


DECLARATION

No statement made in this Information Memorandum contravenes any of the provisions of the Companies Act, 2013/ Companies Act, 1956 and the rules made there under. All the legal requirements connected with the direct listing as also the guidelines, instructions etc. issued by SEBI, Government and any other competent authority in this behalf have been duly complied with. All the information contained in this document is true and correct.

SIGNED ON BEHALF OF THE BOARD OF DIRECTORS

For SHIV KAMAL IMPEX LIMITED



Anu Jain

Managing Director and Company Secretary

DIN: 03515530

Membership No. A42271

Add: P-7, Green Park Extension

New Delhi- 110016