

## **CORPORATE GOVERNANCE REPORT**

(As required under clause 49 of the Listing Agreement entered into with the Stock Exchanges)

### **1. Company's Philosophy on the code of Governance :**

The Company's philosophy on Corporate Governance envisages the attainment of the high level of accountability in the functioning of the Company and the conduct of its business internally and externally, including its inter-action with employees, shareholders, creditors, consumers and with the Government departments.

### **2. Board of Directors:**

- Composition, Category of Directors and their other Directorships and Committee Memberships:

The present Board consists of four (4) directors. The composition of Board of Directors, the number of other directorship or board committees of which he is a member / Chairman are as under:

Name of Director	Category	Designation	Other Directorships/ Board Committees (Numbers)	
			Directorships	Board Committee
Mr. Navin M. Mehta	Independent & Non-Executive Director	Chairman	RKB Iron & Steel Pvt. Ltd.	NIL
Mr. Mayur Tendulkar	Promoter & Executive	Whole Time Director	RKB Steel Pvt. Ltd.	NIL
Mrs. Shruti Sawant	Independent & Non-Executive	Director	RKB Steel Pvt. Ltd.	NIL
Mrs. Kalpana Kulkarni	Independent & Non-Executive	Director	RKB Steel Pvt. Ltd.	NIL

None of the Directors are disqualified under section 274 (1) (g) of the Companies Act, 1956 read with Companies (Disqualification of Directors under section 274 (1) (g) of the Companies Act, 1956) Rules, 2003.

Mr. Navin M. Mehta retire by rotation at the ensuing Annual General Meeting & being eligible offer himself for re-appointment.

**Board Meetings:**

During the year under review, the Board of Director met 12 times on 02.04.2013, 31.05.2013, 15.06.2013, 15.07.2013, 31.07.2013, 07.09.2013, 27.09.2013, 31.10.2013, 06.11.2013, 07.11.2013, 16.12.2013 and 31.01.2014

**Attendance of current Directors at the Board Meetings and Last Annual General Meeting :**

Name of Director	Board Meetings Attended	Attendance at the Last Annual General Meeting
Mr. Navin M. Mehta	12	Yes
Mr. Mayur Tendulkar	1	No
Mr. Shruti Sudhakar Sawant	3	No
Mr. Kalpana Rajiv Kulkarni	3	No

No Extra Ordinary General Meeting was held during the year under review.

**3. Audit Committee:**

During the year under review, the Company did not have an audit committee. Consequent to coming under force of the Companies Act, 2013 and the relaxation given under the listing agreement pursuant to clause 49, the audit committee will be re-constituted during the F.y 2014 - 2015

**4. Shareholders/ Investors Grievance Committee:**

During the year under review, no investor grievance Committee is formed in the company, as the total number of members of the Company does not exceed 1000 in numbers.

**5. Share Transfer Committee:**

The Company has not constituted Share Transfer Committee.

**6. CEO/ CFO Certification:**

As required under Clause 49 of the Listing Agreement, certification from Mr. Navin M. Mehta, Director of the Company was placed before the Board of Directors at its meeting held 5<sup>th</sup> August, 2014.



**7. Details of Annual General Meeting:**

Financial Year	Location	Date	Time
2010– 2011	103/1 1 <sup>st</sup> Floor Angel Complex B/H Bluestar Complex Navjeevan Ahmedabad 380014	30/09/2011	10.30 A.M.
2011– 2012	103/1 1 <sup>st</sup> Floor Angel Complex B/H Bluestar Complex Navjeevan Ahmedabad 380014	06/08/2012	3.00 P.M.
2012– 2013	103/1 1 <sup>st</sup> Floor Angel Complex B/H Bluestar Complex Navjeevan Ahmedabad 380014	10/08/2013	3.00 P.M.

Resolutions set out in the respective notices were passed by the Shareholders. There were no resolutions put through postal ballot last year. There is no business at the ensuing AGM requiring implementation of the postal ballot under the applicable rule.

**8. Disclosures:**

- i) Disclosures on materially significant related party transactions that may have potential conflict with the interest of Company at large.

The Register of Contracts containing the transactions in which Directors are interested is placed before the Board regularly for its approval. Disclosures from senior management staff have been obtained to the effect that they have not entered into any material, financial and commercial transactions where they have personal interest that may have potential conflict with the interest of the company at large.

Transactions with the related parties are disclosed in the notes to the accounts forming part of the Annual Report.

- ii) Details of non-compliance by the Company, penalties and strictures imposed on the Company by SEBI, ROC, Stock Exchange or any other statutory authorities on any matter related to capital market during the last 3 financial years

SEBI has passed an adjudication order pursuant to SEBI (Substantial Acquisition of Shares and Takeover) Regulations imposing a penalty of Rs. 6 lakhs on the company. An appeal preferred by the company was dismissed by the SEBI Appellate Tribunal and the company has subsequent to the end of the year under review paid the amount of penalty.

- iii) There is a whistle blowing policy in the Company and that no personnel has been denied access to the Board.



iv) The Company has complied with all the mandatory requirements of Corporate Governance under Clause 49 of the Listing Agreement pertaining to Corporate Governance except Nomination & remuneration committee and Formation of Audit Committee.

v) The CEO/CFO certification forms part of this Annual Report.

**9. Means of Communication:**

- Half -Yearly result is not sent to each shareholders.
- Quarterly results are taken on record by the Board of Directors.
- No presentation has been made to Institutional Investors or to analysts.
- Quarterly results have not been displayed on company's website.
- The Management Discussion and Analysis Report are attached with the Director's report in this Annual Report.

**10. General Shareholder Information:**

**I. Annual General Meeting**

Date and Time : 22<sup>nd</sup> September, 2014 at 11.00 a.m..

Venue : 103/1, 1<sup>st</sup> Floor, Angel Complex, Behind  
Bluestar Complex, Navjeevan,  
Ahmedabad – 380014

**II. Financial Calendar 2014-2015 (Tentative and subject to change)**

Results for the quarter ending June 30, 2014 : First week of August, 2014

Results for the quarter ending September 30, 2014: Last Week of October 2014

Results for the quarter ending December 31, 2014 : Last Week of January 2015

Results for the quarter ending March 31, 2015 : Last Week of May 2015

**III. Book Closure Date** : 18<sup>th</sup> September, 2014 to 22<sup>nd</sup> September, 2014  
(Both days inclusive for the purpose of the Annual General Meeting)

**IV. Registered Office** : 103/1, 1<sup>st</sup> Floor, Angel Complex, Behind  
Bluestar Complex, Navjeevan,  
Ahmedabad – 380014

**V. Dividend Payment Date** : No dividend is recommended for the  
Financial year 2013-2014

**VI. Listing of Equity Shares on Stock Exchange**

Your Company's equity shares are listed on Ahmedabad Stock Exchange Limited, Kamdhenu Complex, Opp. Sahjanand College, Panjarapole, Ahmedabad - 380015 and Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai – 400023. Our shares are also demat with NSDL & CDSL. . The Company has paid Annual Listing Fees to both the Stock Exchanges within the stipulated time.



**VII. Stock Code :**

- a) The Stock Exchange, Ahmedabad : 52666  
b) Bombay Stock Exchange Ltd. : 531667  
c) Demat ISIN in NSDL and CDSL for Equity Shares : INE117K01013

**VIII. Share transfer System**

Shares sent for physical transfer are registered and returned within a period of 30 days from the date of receipt, if the documents are clear in all respects. The Share Transfer Committee of the Company meets as required. We have appointed Adroit Corporate Services Pvt. Ltd. as a Registrars & Share Transfer Agents of the Company.

**IX. Distribution of Shareholding:**

No. of Equity Shares held	As on 31 <sup>st</sup> March, 2014			
	No. of Shareholders	% of Shareholders	Total No. of Shares Held	% of Shareholding
1 – 100	82	19.34	6991	0.14
101 – 500	73	17.22	33500	0.67
501 – 1000	189	44.57	147990	2.95
1001 – 2000	8	1.89	12500	0.25
2001 – 3000	16	3.77	43450	0.87
3001 – 4000	3	0.71	10600	0.21
4001 – 5000	3	0.71	15000	0.30
5001 – 10000	10	2.36	73969	1.48
10001 & 20000	7	1.65	96600	1.93
20001 & 50000	7	1.65	222600	4.44
50001 & Above	26	6.13	4346800	86.76
<b>TOTAL</b>	<b>424</b>	<b>100.00</b>	<b>5010000</b>	<b>100.00</b>



**X. Shareholding Pattern (as on 31<sup>st</sup> March, 2014):**

Category of Holder	No. of Shares	% of Equity
Promoters / Person acting in concert	2176500	43.44%
Banks / Financial Institutions	0	0
Private Corporate Bodies	0	0
Indian Public	2833500	56.56%
NRI's	0	0
<b>TOTAL</b>	<b>50,10,000</b>	<b>100.00%</b>

**XI. Details on use of public funds obtained in the last three years:**

No funds have been raised from the public during the last three years.

**XII. Outstanding GDR / ADRs / Warrants and Convertible bonds, conversion date and likely impact on the equity:**

The Company has not issued any GDRs, ADRs during the year.

**XIII. Secretarial Audit (Reconciliation of Share Capital)**

The Company has also conducted audit of reconciliation relating to the share capital for every quarter.

**XIV. Investors' correspondence may be addressed to :**

**Adroit Corporate Services Pvt. Ltd.**  
**(Unit : Shree Surgovind Tradelink Limited)**  
19/20, Jaferbhoy Industrial Estate,  
1<sup>st</sup> Floor, Makwana Road, Marolnaka,  
Mumbai – 400 059

Tel No. : (022) - 28596060  
Fax No. : (022) - 28503748  
E-mail Id : [adroits@vsnl.net](mailto:adroits@vsnl.net)



**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF  
CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING  
AGREEMENT(S)**

To  
The Members of  
Shree Surgovind Tradelink Limited

1. I have examined the papers and documents placed before me regarding the compliance of condition of Corporate Governance by **Shree Surgovind Tradelink Limited** for the year ended **31<sup>st</sup> March, 2014**, as stipulated in revised Clause 49 of the Listing Agreement of the said Company with the Stock Exchange in India.
2. The Compliance of conditions of corporate governance is the responsibility of the management. Our examination has been limited review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an express of opinion on the financial statements of the Company.
3. On the basis of my review and according to the information and explanations given to us, we are of the opinion that the Company has, for the year ended March 31, 2014, the company has to a large extent complied in all material respects with the conditions of Corporate Governance as stipulated in Clause 49 of the listing agreement(s) with the Stock Exchange(s) except for the following.
  - a) The Company has not published the Quarterly Financial Results in the news papers as required by the Stock Exchanges/Corporate Governance.
  - b) The Company did not have an Audit Committee and Nomination and Remuneration Committee during the year under review.
4. I state that no investor grievance Committee is formed in the company, as the total number of members of the Company does not exceed 1000 in numbers.
5. I further state that such compliance is neither an assurance nor compliance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**A.Sekar**  
**Practicing Company Secretary**  
**ACS: 8649 CP : 2450**

**Place: Mumbai**  
**Date: 5<sup>th</sup> August, 2014**



**Declaration by the Whole Time Director under Clause 49 of the Listing Agreement regarding compliance with Code of Conduct.**

In accordance with Clause 49 I (D) of the Listing Agreement with Stock Exchange, I hereby confirm that, all the Directors and the Senior Management personnel of the Company have affirmed compliance with the Code of Conduct, as applicable to them, for the 12 months period April 1, 2013 to March 31, 2014.

**For Shree Surgovind Tradelink Ltd.**

**Place: Mumbai**

**Date : 5<sup>th</sup> August, 2014**

**Whole Time Director**