

### **CAMAC COMMERCIAL COMPANY LIMITED**

CIN: L70109DL1980PLC169318

### **CAMAC COMMERCIAL COMPANY LIMITED**

(CIN: L70109DL1980PLC169318)

**Regd. Office**: 1<sup>st</sup> Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi - 110 002

Email: camaccommercial@gmail.com, Phone No.: 011-43570812

Website: www.camaccommercial.com

### **CORPORATE INFORMATION**

DIRECTORS Mr. Karam Chand Jain

Mr. Sidhant Khosla Mr. Rajagopalan Sundar

Ms. Amita Gola Mr. Gaurav Jain

CHIEF FINANCIAL OFFICER Mr. Sanjay Kumar
MANAGER Mr. Sourabh Gupta
COMPANY SECRETARY Mr. Abhishek Kakkar
BANKERS HDFC Bank Limited

**AUDITORS** 

Statutory Auditors M/s Thakur, Vaidyanath Aiyar & Co.

Chartered Accountants, New Delhi

**Secretarial Auditors** M/s. Nityanand Singh & Co.

Company Secretaries, New Delhi

**Internal Auditors** M/s. K. N. Gutgutia & Co.

Chartered Accountants, New Delhi

**SHARE TRANSFER AGENT** M/s. Niche Technologies Pvt. Ltd.

D-511, Bagree Market, 71,

B.R.B. Basu Road, Kolkata - 700 001

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### **NOTICE**

NOTICE IS HEREBY GIVEN THAT THE  $35^{TH}$  (THIRTY FIFTH) ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON WEDNESDAY, SEPTEMBER 30, 2015 AT 12.30 P.M. AT INDIAN MEDICAL ASSOCIATION (IMA) HOUSE, I.P. MARG, NEW DELHI – 110 002, TO TRANSACT THE FOLLOWING BUSINESSES:

### **ORDINARY BUSINESS:**

- (i) To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2015 and the Report of the Board of Directors and the Auditors thereon.
- (ii) To appoint a Director in place of Mr. Gaurav Jain (DIN 03331025), who retires by rotation and, being eligible, offers himself for reappointment.
- (iii) To appoint Statutory Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provision, if any, of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, M/s. Thakur, Vaidyanath Aiyar & Co, Chartered Accountants (FRN 000038N), New Delhi be and is hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company and to authorise the Board of Directors of the Company to fix their remuneration."

### **SPECIAL BUSINESS:**

(iv) To approve the appointment of Mr. Sourabh Gupta as Manager of the Company and in this regard to consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution:** 

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"RESOLVED THAT in pursuance to the provisions of Section 196, 197, 203, Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 (the Act) and rules made thereunder or any statutory amendment or modification thereof and subject to the approval of Ministry of Corporate Affairs, Government of India, if required, the Company hereby approves the appointment of Mr. Sourabh Gupta, as 'Manager' of the Company for a period of 3 (three) years effective April 28, 2015 till April 27, 2018 at a Gross Remuneration of Rs. 12,000/- (Rupees Twelve Thousand) per annum and on such other terms and conditions as mentioned in his Letter of Appointment dated April 28, 2015.

**RESOLVED FURTHER THAT** the appointment of Mr. Sourabh Gupta as a Manager of the Company shall at all times be under the supervision and control of the Board.

**RESOLVED FURTHER THAT** the Board of Directors, which term shall include Committees (s) of the Board, be and is hereby authorized to alter, and vary from time to time during the current tenure of appointment of Mr. Sourabh Gupta, the terms and conditions and/or Remuneration in such a manner as in the best interest of the Company, in accordance with the laws from time to time in force and acceptable to Mr. Sourabh Gupta, provided that the Remuneration after such alteration shall not exceed the limits prescribed under Schedule V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** all Directors be and are hereby severally authorized to do all such acts and deeds as may be necessary, expedient or desirable, in order to give effect to this Resolution or otherwise as considered by them to be in the best Interest of the Company."

By Order of the Board for Camac Commercial Company Limited

Sd/Abhishek Kakkar
(Company Secretary)
M. No. A18211

Place: New Delhi Date: May 19, 2015

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### **NOTES:**

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting listed in item nos. 4 of the Notice is annexed hereto and forms part of this Notice.

2. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which Directors are interested as maintained under Section 170 and Section 189 of the Companies Act, 2013 respectively, shall be kept open for inspection at the venue of Annual General Meeting of the Company.

### 3. **Proxy:**

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The proxies, in order to be effective, must be duly filled, signed, stamped and deposited at the Registered Office of the Company not later than 48 hours before the commencement of the Meeting. A blank proxy form is annexed to the Annual Report.

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

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

Members / proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.

4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

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- 5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting. Copies of the Annual Report will not be distributed at the Meeting.
- 6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 7. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

### 8. **Book Closure:**

The Register of Members and Share Transfer Register of the Company will remain closed from Thursday, 24<sup>th</sup> day of September, 2015 to Wednesday, 30<sup>th</sup> day of September, 2015 (both days inclusive).

- 9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Income Tax Permanent Account Number (PAN) mandatory by every participant in securities market. Members holding shares in physical form can submit their PAN to the Company/RTA.
- 10. Members holding shares in physical form are requested to advise any change in their address immediately to the Company/RTA.
- 11. Members holding shares in physical form can avail of the Nomination Facility by sending duly filled Form SH-13 to the Company.

### 12. Voting through electronic means

In compliance with the provisions of Section 108 and other applicable provisions, if any of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide its Members, facility to exercise their right to vote on resolutions proposed to be considered at the 35<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository

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Services (India) Limited (CDSL) from a place other than the venue of the Meeting ('remote e-voting').

II. The facility for voting through polling paper shall also be available at the venue of the Meeting and the Member attending the meeting who has not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

### III. The process and manner for remote e-voting are as under:

- (i) The remote e-voting period commences on Sunday, 27<sup>th</sup> September 2015 (9.00 a.m. IST) and ends on Tuesday, 29<sup>th</sup> September, 2015 (5.00 p.m. IST). During this period members' of the Company, holding shares either in physical form or in dematerialized form as on the Cut-off date i.e. 23<sup>rd</sup> September, 2015 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast and confirmed by the Member, he shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website <a href="www.evotingindia.com">www.evotingindia.com</a> during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to <a href="www.evotingindia.com">www.evotingindia.com</a> and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form							
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax							
	Department (Applicable for both demat shareholders as well as physical							
	shareholders)							

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	<ul> <li>Members who have not updated their PAN with the Company/</li> </ul>						
	Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field.  Sequence number is printed on covering letter enclosed with the						
	Annual Report.						
	• In case the sequence number is less than 8 digits enter the applicable						
	number of 0's before the number after the first two characters of the						
	name in CAPITAL letters. Eg. If your name is Ramesh Kumar with						
	sequence number 1 then enter RA00000001 in the PAN field						
DOB	·						
DOB	Enter the Date of Birth as recorded in your demat account with the						
	depository or in the company records for your folio in dd/mm/yyyy format						
Bank	Enter the Bank Account Number as recorded in your demat account with						
Account	the depository or in the company records for your folio.						
Number	Please Enter the DOB or Bank Account Number in order to Login.						
(DBD)	If both the details are not recorded with the depository or						
	company then please enter the member-id / folio number in the						
	Bank Account Number details field as mentioned in above						
	instruction ( iv ).						

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for evoting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant "Company Name", i.e. Camac Commercial Company Limited on which you choose to vote.

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- (xii)On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv)Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

### (xviii) Note for Institutional shareholders and Custodians

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <a href="https://www.evotingindia.com">www.evotingindia.com</a> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to <u>helpdesk.evoting@cdslindia.com</u>.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to <a href="maileo-helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> and on approval of the accounts they would be able to cast their vote.

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- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
- 13. Institutional Members/Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote through e-mail at <a href="mailto:officenns@gmail.com">officenns@gmail.com</a> with a copy marked to helpdesk.evoting@cdslindia.com on or before September, 29 2015 up to 05.00 pm. without which the vote shall not be treated as valid.
- 14. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2015.

  A person who is not a member as on Cut Off date should treat this notice for information purpose only.
- 15. Notice of Annual General Meeting will be sent to those shareholders, whose name will appear in the register of the members/depositories as at closing hours of business on August 21, 2015.
- 16. The shareholders shall have one vote per equity share held by them as on the cut-off date of 23<sup>rd</sup> September, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
- 17. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23<sup>rd</sup> September, 2015 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- 18. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 23<sup>rd</sup> September, 2015 are requested to send the written/email communication to the

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Company at <u>camaccommercial@gmail.com</u> by mentioning their Folio no./DP ID and client id to obtain the login id and password for e-voting.

- 19. **Mr. Nityanand Singh** (Nityanand Singh & Co.), Practicing Company Secretary (Membership No. FCS 2668, COP No. 2388), who is willing to be appointed as Scrutiniser, has been appointed as the Scrutiniser of the Company to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner.
- 20. The Scrutiniser shall immediately after the conclusion of voting at the General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the company and make, not later than three days of the conclusion of the Meeting, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, and submit the such report to the Chairman or a person authorised by him in writing who shall countersign the same.
- 21. The results declared along with the Scrutiniser's Report shall be placed on the Company's website <a href="www.camaccommercial.com">www.camaccommercial.com</a> and on the website of CDSL <a href="www.evotingindia.com">www.evotingindia.com</a> after the results declared is by the Chairman on receipt of the consolidated Scrutiniser's Report from the Scrutiniser. The results shall simultaneously be communicated to The Calcutta Stock Exchange Ltd.
- 22. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. September 30, 2015.
- 23. Details of Director(s) seeking appointment/re-appointment at the Annual General Meeting of the Company to be held on September 30, 2015 are provided in **Annexure A** of this Notice.

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### STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

### Item No. 4

The Board of Directors of the Company on the recommendation of Nomination & Remuneration Committee and in pursuance to the provisions of Section 196, 197 and 203 of the Companies Act, 2013 (the Act), rules made thereunder and Schedule V of the Act and subject to the Shareholders approval, had appointed Mr. Sourabh Gupta, as Manager of the Company for a period of 3 (three) years effective April 28, 2015 till April 27, 2018 and on such other terms and conditions as mentioned in the Letter of Appointment dated April 28, 2015, a, the same is also be kept for inspection by the Members during the office hours at the Registered Office of the Company. Terms and conditions of his appointment is attached as **Annexure B** to this Notice

The appointment of Mr. Sourabh Gupta as Manager is recommended for Shareholders approval under section 196 and section 197 read with Schedule V to the Act.

Brief Resume of Mr. Sourabh Gupta is as under-

Mr. Sourabh Gupta is a Commerce Graduate and having an overall 5 years of experience in accounting fields.

The Directors in compliance with the provisions of Section 196, 197, 203 and Schedule V of the Act, recommend the proposed Resolution to the Members to be passed as an Ordinary Resolution.

Mr. Sourabh Gupta and his relatives to the extent of their shareholding in the Company, if any are interested in the Resolution set out at Item No. 4 of the Notice with regard to his appointment in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution.

The Board recommends the Ordinary resolution set out at Item No. 4 of the Notice for approval by the Shareholders

By Order of the Board

for Camac Commercial Company Limited

Sd/-

Place: New Delhi Date: May 19, 2015 Abhishek Kakkar Company Secretary M. No. A18211

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Annexure-A

Information about Directors recommended for reappointment at the Annual General Meeting as on March 31, 2015 (In pursuance of Clause 49 of the Listing Agreement)

### Item No. 2:

Name of Directors recommended	Mr. Gaurav Jain		
for reappointment			
Date of Birth	February 06, 1978		
Date of Appointment	October 14, 2013		
Qualification	Graduate and a Qualified Chartered Accountant		
Expertise in specific functional Area	14 years of experience in the areas of Accounting,		
	Finance and Taxation		
List of Companies in which	Speaking Tree Properties Limited		
Directorships held	2. Ashoka Marketing Limited		
	3. Combine Holding Limited		
Membership/ <del>Chairmanships</del> of	Combine Nomination & Remuneration		
Committees of other Companies	Holding Committee		
	Ltd. Audit Committee		
	Ashoka Nomination & Remuneration		
	Marketing Committee		
	Ltd. Audit Committee		
Number of Shares held in the	NIL		
Company as on March 31, 2015			

By Order of the Board

for Camac Commercial Company Limited

Sd/-Abhishek Kakkar (Company Secretary)

M. No. A18211

Place: New Delhi Date: 19.05.2015

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**Annexure B** 

### Terms and Conditions for appointment of Manager of the Company

### 1. Designation

Mr. Sourabh Gupta, designated as the Manager of the Company in terms of Section 2(53) read with Section 203 of the Act.

### 2. Duration of Appointment

Pursuant to the provisions of the Act, his appointment in the above capacity will be for an initial term of 3 (three) years effective from April 28, 2015 (Initial Term). Please note that appointment and remuneration will be subject to the approval of the Shareholders of the Company at their first General Meeting held following the date of appointment.

Subject to satisfactory performance, he may be eligible for reappointment in the above capacity after the expiry of the Initial Term on mutually agreed terms and conditions.

### 3. Roles & Responsibilities

Subject to the superintendence, control and direction of the Board of Directors of the Company, he shall perform such duties as may from time to time be prescribed under the Companies Act, 2013 in relation to his position. He shall always discharge his duties with due and reasonable care, diligence, sound judgement and faithfully, and shall promote the interest and objects of the company.

In the course of discharge of his duties, it is expected that-

- i. He shall not involve himself in a situation in which he may have a direct or indirect interest that conflicts, or may possibly conflict, with the interest of the Company. He shall not derive or attempt to derive any undue gain or advantage either to himself or to his relatives, partners or associates out of his association with the Company except for the remuneration agreed to under this letter.
- ii. He shall abide by the Code of Conduct for the Senior Management Personnel of the Company and Code of Conduct for Prevention of Insider Trading, as may be laid down by the Company from time to time. He shall also abide by such other regulations/circulars/notifications etc. as may be applicable to the Company and issued from time to time by SEBI or other Regulatory Authorities including the Government of India.

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iii. He shall attend Board Meetings, Committees Meetings (wherever required) and Shareholders Meetings and to devote such time to his duties, as appropriate for him to discharge his duties effectively.

### 4. Remuneration

In consideration of services rendered by him, he shall be paid an all-inclusive remuneration of Rs. 12,000/- (Rupees Twelve Thousand Only) per annum. This remuneration shall accrue month-to-month. He shall however has the option of claiming it either prorata on a month-to-month basis or on an annual basis, for which he would give an advice to the Company at the time of commencement of this Contract. No other remuneration or reimbursement of any nature, whatsoever, shall be made.

### 5. Modern Work Culture

The Company follows the modern work culture and flexi timings. It also encourages the "working from home" culture. On the pre-condition that his services shall be available to the Company on a whole time basis, he is encouraged to feel free to adopt the modern work culture in discharging his duties and responsibilities.

### 6. Conflict of Interest Disclosures

- i. As a condition to his appointment, he is required to declare any directorships and other business interests, if any that he may has in the prescribed form at the time of his appointment.
- ii. In the event that his circumstances (like personal information such as address, business interest, directorships etc.) seem likely to change, this shall be disclosed to the Board of Directors and the Secretary of the Company.

### 7. Confidentiality

All information acquired by him relating to the Company during his appointment is confidential, and shall not be disclosed by him, during his appointment or following cessation thereof (by whatever means) to third parties without prior clearance from the Board of Directors, unless required by law or any Regulatory Body. On cessation of the appointment, he shall surrender any documents and other materials made available to him by the Company.

#### 8. Termination

This appointment may be terminated by either side by giving 90 (Ninety) days advance notice to the other and in accordance with the provisions of the Companies Act, 2013, as applicable from time to time in force.

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### **DIRECTORS' REPORT**

### **TO THE MEMBERS**

Your Directors take pleasure in presenting this 35<sup>th</sup> (Thirty Fifth) Annual Report together with the Audited Accounts for the year ended 31<sup>st</sup> March, 2015.

### 1. FINANCIAL RESULTS

The Financial Results of the Company during the Financial Year ended on 31<sup>st</sup> March, 2015 are as under: (Amount in Rs.)

Particulars	Financial Year ended			
	31 <sup>st</sup> March 2015	31 <sup>st</sup> March 2014		
Total Income	4,96,91,036	2,59,29,387		
Total Expenditure	17,60,884	1,73,141		
Profit Before Tax	4,79,30,152	2,57,56,246		
Less:				
Current Tax	1,94,176	3,51,875		
Deferred Tax	(96,016)	(10,887)		
Profit after Tax for the Year	4,78,31,992	2,54,15,258		
Add: Balance brought forward from previous	16,29,42,638	14,26,10,430		
Year				
Surplus available for appropriation	21,07,74,630	16,80,25,688		
Less: Amount Transferred to General Reserve	-	-		
Less: Amount Transferred to Special Reserve	95,66,400	50,83,050		
(u/s 45-IC of RBI Act, 1934)				
Balance Surplus carried forward to "Reserve &	20,12,08,230	16,29,42,638		
Surplus" in the Balance Sheet				

### 2. RESULTS OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS/ MATERIAL CHANGES

• Income for the year increased by 91.6% to Rs. 4,96,91,036/- as compared to Rs. 2,59,29,387/- in 2014; due to substantial increase of dividend income.

- Profit before tax for the year increased by 86.1% to Rs. 4,79,30,152/- as compared to Rs. 2,57,56,246/- in 2014;
- Profit after tax for the year increased by 88.2% to Rs. 4,78,31,992/- as compared to Rs. 2,54,15,258/- in 2014.

During the year under review, your Company has not carried on any business activity. It has only invested its surplus funds in Debt based mutual funds and other safe avenues from time to time.

### 3. DIVIDEND

The Board of Directors does not recommend any Dividend for the Financial Year 2014-15.

### 4. RESERVES

During the year under review, your Company has transferred an amount of Rs. 95,66,400/-to Special Reserve under section 45-IC of RBI Act, 1934.

### 5. SHARE CAPITAL

The Paid-up Equity Share Capital as on March 31, 2015 was Rs. 88,28,000/-. During the year under review, the Company has not issued any further Share Capital.

### 6. FINANCE

Cash and cash equivalent as at March 31, 2015 was Rs. 1,30,253/-. The Company continues to focus on judicious management of its working capital.

### **6.1 Public Deposits**

The Company has not accepted any Public Deposits during the Financial Year ended 31<sup>st</sup> March, 2015 and your Board of Directors have also passed the necessary Resolution for non-acceptance of any Public Deposits during the Financial Year 2015-16.

The Company has also complied with the applicable provisions of "Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007" and "Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) companies Prudential Norms (Reserve Bank) Directions, 2015".

### 7. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

During the year under review your Company has not given any Loans, Guarantees or made any Investments covered under the provisions of Section 186 of the Companies Act, 2013 (the Act).

However, Investments in Mutual Funds at the end and beginning of the year have been given in Note 8 & 11 to the financial Statements.

### 8. DIRECTORS & KEY MANAGERIAL PERSONNEL

### 8.1 Change in Directors and Key Managerial Personnel

During the Year under review, Mr. Abhishek Kakkar was appointed as a Company Secretary and Manager of the Company effective August 18, 2014.

Mr. T. D. Dujari (DIN-00096640) ceased to be the Director of the Company w.e.f. May 06, 2014 and Mr. Abhishek Kakkar ceased to be the Manager of the Company w.e.f. October 31, 2014. The Board places on record its gratitude for the service rendered by them during their tenure as member of the Board/Manager of the Company.

Pursuant to Section 203 of the Companies Act, 2013, Mr. Sanjay Kumar has been appointed as Chief Financial Officer of the Company w.e.f March 26, 2015.

The Board of Directors at its meeting held on April 28, 2015 has appointed Mr. Sourabh Gupta as Manager of the Company, subject to the approval of the shareholders of the Company at the ensuing 35<sup>th</sup> Annual General Meeting.

Further, Pursuant to Section 152 of the Companies Act, 2013 (the Act), Mr. Gaurav Jain (DIN-03331025), shall retire by rotation at the ensuing 35<sup>th</sup> Annual General Meeting and being eligible offer himself for reappointment.

The Board of Directors of the Company recommends the reappointment of Mr. Gaurav Jain as Director of the Company, liable to retire by rotation and appointment of Mr. Sourabh Gupta as Manager of the Company.

### 8.2 Board Evaluation

Pursuant to the provisions of Section 134 and 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Company has devised a mechanism for evaluating the performance of Independent Directors, Board, Committees and other individual Directors. On the basis of the said mechanism, the Board has evaluated the performance of Committees of Board, individual directors and Board as a whole.

The Nomination and Remuneration Committee ("NRC") reviewed the performance of the Individual Directors and the Board as a whole on the basis of the criteria specified in Board Evaluation Mechanism (Mechanism) as approved by Board of Directors. The Board based on the recommendations of NRC and criteria specified in the Mechanism, evaluated performance of individual Directors on the Board. The Board also evaluated the performance of various committees and Board as a whole taking into account inputs

received from individual Directors/ committee members and criteria specified in the Mechanism.

The Independent Directors in their separate meeting which was later noted by Board of Directors evaluated the performance of Non-Independent Directors and performance of the Board as a whole.

### 8.3 Declaration by an Independent Director(s)

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under the Section 149(6) of Companies Act, 2013 and Clause 49 of Listing Agreement.

### 8.4 Number of Meetings of the Board of Directors

During the year under review, thirteen Meetings of Board of Directors were duly convened and held. The gap between any two Board Meetings did not exceed 120 days.

As per the provisions of Section 149 of the Companies Act, 2013 (the Act) read with Schedule IV (Code for Independent Directors), the Company are required to hold atleast one meeting in year, without the attendance of Non-Independent Directors and Members of the Management.

During the year, one Meeting was held on February 13, 2015 under the Chairmanship of Mr. K. C. Jain, Independent Director.

### 8.5 <u>Familiarization Programme for Independent Directors</u>

The Independent Directors are provided with necessary documents/articles/reports /presentations to enable them to familiarize with the Company's procedures and practices to understand its business in depth and contribute to the Company.

The policy on familiarization programmes for Independent Directors are posted on the website of the Company and can be accessed at <a href="http://www.camaccommercial.com/CT/bnl/files/8/CML\_FP.pdf">http://www.camaccommercial.com/CT/bnl/files/8/CML\_FP.pdf</a>

### 9. BUSINESS RISK MANAGEMENT

The Company has process in place to identify and assess business risks and opportunities in the form of a Risk Management Policy. The Policy was adopted by the Board of directors. The main objective of this Policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business.

#### 10. COMMITTEES OF THE BOARD

**A) Audit Committee:** The Composition of the Committee is as per the following particulars:

S. No. Name of the Member		Category		
1.	Mr. Karam Chand Jain	Non-Executive & Independent Director		
2.	Mr. Rajagopalan Sundar	Non-Executive & Independent Director		
3.	Mr. Sidhant Khosla	Non-Executive & Independent Director		

All the recommendations made by the Audit Committee are accepted by the Board.

# **B)** Nomination & Remuneration Committee: The Composition of the Committee is as per the following particulars

S. No.	Name	Category		
1	Mr. Rajagopalan Sundar	Non-Executive & Independent Director		
2	Mr. Sidhant Khosla	Non-Executive & Independent Director		
3	Mr. Gaurav Jain	Non-Executive Director		
4	Ms. Amita Gola	Non-Executive Director		

Nomination and Remuneration Committee has formulated the Nomination and Remuneration & Board Diversity Policy, inter alia, for appointment and remuneration of the directors, key managerial personnel and other employees. The policy has been approved by the Board. The said Policy is attached herewith as **Annexure I.** 

# **C) Stakeholders Relationship Committee :** The Composition of the Committee is as per the following particulars:

S. No.	Name	Category		
1	Mr. Rajagopalan Sundar	Non-Executive & Independent Director		
2	Mr. Sidhant Khosla	Non-Executive & Independent Director		
3	Mr. Gaurav Jain	Non-Executive Director		
4	Ms. Amita Gola	Non-Executive Director		

### 11. SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

During the period under review, the company has sold all the equity shares of M/s. Atyuttam Properties Limited and Mirchi Properties Limited, thus both have ceased to be Associate Companies of the Company. However, the Company is having following Companies as its Associate Companies:

- 1. Ashoka Viniyoga Limited
- 2. Combine Holding Limited
- 3. Artee Viniyoga Limited
- 4. Sahu Jain Services Limited
- 5. Times Publishing House Limited
- 6. Vasuki Properties Limited
- 7. Shantiniketan Estates Limited
- 8. Radio Network Limited

As per the Companies (Accounts) Amendment Rules, 2014 dated October 14, 2014, the Company is not consolidating its Financial Results with the Associate Companies for the Financial Year ended March 31, 2015. The Company will consolidate its Accounts from the next Financial Year i.e. 2015-16.

#### 12. AUDITORS & AUDITORS REPORT

### **12.1 Statutory Auditors**

M/s Thakur, Vaidyanath Aiyar & Co. (FRN 000038N), Chartered Accountants, the Statutory Auditors of the Company holds the office until the conclusion of 35<sup>th</sup> Annual General Meeting (AGM) and, they being eligible are recommended for re-appointment as Statutory Auditors of the Company from the conclusion of 35<sup>th</sup> AGM till the conclusion of 36<sup>th</sup> AGM to be held in the year 2016.

The Company has received a Certificate from them to the effect that their appointment, if made, would be as per the requirements specified under Section 141 of the Act and the Rules framed thereunder for reappointment as Auditors of the Company. As required under Clause 41 of the Listing Agreement, the auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

The Notes to the financial statements read with the Auditors' Reports are self-explanatory and therefore, do not call for any further comments or explanations. The Statutory Auditor's Report does not contain any qualification, reservation or adverse remark.

### 12.2 Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Nityanand Singh & Co., Company Secretaries a firm of Company Secretaries in Practice to conduct the Secretarial Audit of the Company for the Financial Year 2014-15. The Report of the Secretarial Audit Report is annexed herewith as "Annexure II". The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

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

Provisions relating to disclosure of particulars with respect to Conservation of Energy are not applicable on the Company and it has no information to be published regarding Technology Absorption. The Company has not carried on during the period under report any activity relating to exports and has not used or earned any foreign exchange.

### 14. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting Financial Statements.

### 15. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The provisions of Section 135 of the Act, with regard to Corporate Social Responsibility (CSR) are at present not applicable on the Company.

### 16. VIGIL MECHANISM / WHISTLE BLOWER POLICY

Pursuant to provision of section 177 of the Act and Clause 49 of the Listing Agreement, the Company has established Whistle Blower Policy/Vigil Mechanism for directors and employees to report their genuine concerns. The Whistle Blower Policy/Vigil Mechanism is available at the website of the Company <a href="www.camaccommercial.com/ct/bnl/files/8/CML">www.camaccommercial.com/ct/bnl/files/8/CML</a> VIGIL.pdf

#### 17. CORPORATE GOVERNANCE

As per Clause 49 of the Listing Agreement entered with the Stock Exchange, a separate section on corporate governance practices followed by the Company, together with a certificate from the Practicing Company Secretary confirming compliance forms an integral part of this Report, attached at **Annexure III.** 

### 18. RELATED PARTY TRANSACTIONS

There are no material significant related party transactions made by the Company with which may have a potential conflict with the interest of the Company at large. The policy on Related Party Transactions is available at the website of the Company i.e. <a href="www.camaccommercial.com">www.camaccommercial.com</a> and can be accessed at <a href="http://www.camaccommercial.com/CT/bnl/files/8/CML">http://www.camaccommercial.com/CT/bnl/files/8/CML</a> RPP.pdf.

During the year under review, the Company has not entered into any transactions with Related Parties within the purview of Companies Act, 2013. However, particulars of related party transactions as per Clause 49 and AS-18 as notified in the Companies (Accounting Standards) Rules, 2006 read with Rule 7 of the Companies (Accounts) Rules, 2014 are given under Note 19 to the Financial Statements.

#### 19. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no orders passed by the Regulators / Courts, which would impact the going concern status of the Company and its future operations.

### **20. PARTICULARS OF EMPLOYEES**

The Company has no employee in respect of whom the statement under Section 197 of the Act is required to be furnished. Other details as per Section 197 of the Act are attached herewith as **Annexure - IV.** 

### 21. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3) (c) of the Act, that:

- (a) in the preparation of the Annual Accounts for the Financial Year ended 31<sup>st</sup> March, 2015, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year 2014-15 and of the profit of the Company for the Financial year 2014-15;
- (c) the Directors has taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual accounts on a going concern basis;
- (e) the Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and.
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### 22. EXTRACT OF THE ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as **Annexure V**.

### 23. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report (MDA) for the year under review, as stipulated under Clause 49 of the Listing Agreement, annexed herewith as **Annexure VI** 

### 24. ACKNOWLEDGEMENT

Your Board of Directors takes this opportunity to convey their gratitude and sincere thanks for the co-operation & assistance received from the shareholders and various other stakeholders.

The Board acknowledges your confidence and continued support and looks forward for the same in future as well.

### For and on behalf of the Board of Directors CAMAC COMMERCIAL COMPANY LIMITED

Sd/- Sd/-(Amita Gola) (Gaurav Jain)

Director Director

(**DIN**: 01088321) (**DIN**: 03331025)

**Address:** E-504, Mayur **Address:** 160, Arihant Nagar, Vihar, Phase -II, Delhi, Punjabi Bagh, New Delhi -

110091 110026

Place: New Delhi Date: 19.05.2015

#### NOMINATION AND REMUNERATION & BOARD DIVERSITY POLICY

### I. PREAMBLE

Pursuant to Section 178 of the Companies Act, 2013 (the Act) and Clause 49 of the Listing Agreement, the Board of Directors of every Listed Company shall constitute the Nomination and Remuneration Committee. The Company has constituted the Nomination & Remuneration Committee comprising of 4 non-executive Directors out of which two are Independent Directors.

Section 178 of the Act provides that the Committee shall recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees, and the Committee shall also formulate the criteria for determining qualifications, positive attributes and independence of a director. Further pursuant to the Clause 49 of the Listing agreement, a policy on Board Diversity is also to be adopted.

This Committee and the Policy is formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 of the Listing Agreement.

### II. OBJECTIVE

The Key Objectives of the Committee would be:

- a) To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- b) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation.
- c) To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

### III. DEFINITIONS

- "Board" means Board of Directors of the Company.
- "Company" means "Camac Commercial Company Limited."
- "Independent Director" means a director referred to in Section 149 (6) of the Companies Act, 2013.
- "Key Managerial Personnel" (KMP) means
  - a) Chief Executive Officer or the Managing Director or the Manager,

- b) Company Secretary,
- c) Whole-time Director,
- d) Chief Financial Officer and
- e) Such other officer as may be prescribed.
- "Nomination and Remuneration Committee" shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement.
- "Policy or This Policy" means, "Nomination and Remuneration Policy"
- "Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.
- "Senior Management" means personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the executive directors, including all the functional heads.

#### IV. INTERPRETATION

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013, Listing Agreement and/or any other SEBI Regulation(s) as amended from time to time.

#### V. GUIDING PRINCIPLES

The Policy ensures that:

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks and
- Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

### VI. ROLE OF THE COMMITTEE

The role of the Committee inter alia will be the following:

- 1. To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/ or removal.
- 2. To carry out evaluation of every director's performance.
- 3. To formulate the criteria for determining qualifications, positive attributes and independence of a director, and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- 4. To formulate the criteria for evaluation of Independent Directors and the Board.
- 5. To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria.
- 6. To devise a policy on Board diversity.
- 7. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- 8. To perform such other functions as may be necessary or appropriate for the performance of its duties.

#### VII. MEMBERSHIP

- a) The Committee shall comprise at least three (3) Directors, all of whom shall be non-executive Directors and at least half shall be Independent.
- b) The Board shall reconstitute the Committee as and when required to comply with the provisions of the Companies Act, 2013 and applicable statutory requirement.
- c) Minimum two (2) members shall constitute a quorum for the Committee meeting.
- d) Membership of the Committee shall be disclosed in the Annual Report.
- e) Term of the Committee shall be continued unless terminated by the Board of Directors.

### VIII. CHAIRMAN

a) Committee shall be chaired by an Independent Director.

- b) Chairman of the Company, if any, may be appointed as a member of the Committee but shall not Chair the Committee.
- c) Members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- d) Chairman of the Nomination and Remuneration Committee could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

### IX. FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at such regular intervals as may be required.

### X. COMMITTEE MEMBERS' INTERESTS

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

### XI. VOTING

- a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

### XII. APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT

### Appointment criteria and qualifications:

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- 2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.

3. The Company shall not appoint or continue the employment of any person as Managing Director/Whole-time Director/Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

### Term / Tenure:

1. <u>Managing Director/Whole-time Director/Manager (Managerial Person)</u> - The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

### 2. Independent Director

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for reappointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.
- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.
- Evaluation: The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management at regular interval (yearly).
- Removal: Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the provisions and compliance of the said Act, rules and regulations.

Retirement: The Director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

### XIII. PROVISIONS RELATING TO REMUNERATION OF MANAGERIAL PERSON, KMP AND SENIOR MANAGEMENT

#### General:

- The remuneration / compensation / commission etc. to Managerial Person, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- 2. The remuneration and commission to be paid to Managerial Person shall be as per the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.
- 3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Person. Increments will be effective from the date of reappointment in respect of Managerial Person and 1st April in respect of other employees of the Company.
- 4. Where insurance, if any, is taken by the Company on behalf of its Managerial Person, KMP and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

### Remuneration to Managerial Person, KMP and Senior Management:

### 1. Fixed pay:

Managerial Person, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the

recommendation of the Committee and approved by the Shareholders and Central Government, wherever required.

### 2. Maximum Remuneration in case of Inadequate or no Profits:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Person in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.

### 3. Provisions for excess remuneration:

If any Managerial Person draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company.

The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

### Remuneration to Non-Executive / Independent Director:

### 1. Remuneration:

The Remuneration shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

### 2. Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time. The Director may however waive off at any time his entitlement & the sitting fees or any other benefit from time to time.

### XIV. MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be recorded in the minutes book and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting. Minutes of the Committee meeting will be tabled at the subsequent Board and Committee meeting.

#### XV. DIVERSITY ON THE BOARD OF THE COMPANY

Pursuant to Clause 49(IV) of the Listing Agreement, the Company aims to enhance the effectiveness of the Board by diversifying its composition and to obtain the benefit out of such diversity in better and improved decision making. In order to ensure that the Company's Board

has appropriate balance of skills, experience and diversity relevant to its business operations, the Company shall consider a number of factors, including but not limited to skills, industry experience, background, race and gender.

In order to ensure a balanced composition of directors on the Board, the Company shall consider candidates from a wide variety of backgrounds, without discrimination, and based on the following factors:

- a) <u>Gender</u>- The Company shall not discriminate on the basis of gender in the matter of appointment of directors on the Board. As per the provisions of the Companies Act, 2013, the Company shall at all times have at least one woman director on the Board. Any vacancy of the woman director shall be filled within a period of six months.
- Ethnicity The Company shall promote having a Board comprising of people from all ethnic backgrounds so that the directors may efficiently contribute their thorough knowledge and understanding for the benefit of Company's business;
- c) <u>Physical disability</u> The Company shall not discriminate on the basis of any immaterial physical disability of a candidate for appointment on the Company's Board, if he/she is able to efficiently discharge the assigned duties.
- d) <u>Educational qualification</u>- The Directors of the Company shall have a mix of finance, legal and management background, so that they collectively provide the Company with considerable experience relevant to the business of the Company.

### XVI. DEVIATIONS FROM THIS POLICY

Deviations on elements of this policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case.

For and on behalf of the Board of Directors

CAMAC COMMERCIAL COMPANY LIMITED

Sd/(Amita Gola) (Gaurav Jain)
Director Director

(**DIN**: 01088321) (**DIN**: 03331025)

**Address:** E-504, Mayur **Address:** 160, Arihant Nagar, Vihar, Phase -II, Delhi, Punjabi Bagh, New Delhi -

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### NITYANAND SINGH & CO.

### COMPANY SECRETARIES

Form No. MR-3

#### SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31<sup>st</sup> March, 2015
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration Personnel)Rules, 2014]

#### SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31st March, 2015

To,

The Members,

Camac Commercial Company Limited,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Camac Commercial Company Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate statutory compliances and expressing my opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

- We have examined the books, papers, minute books, forms and returns filed and other records maintained by Camac Commercial Company Limited for the financial year ended on 31<sup>st</sup> March, 2015 according to the provisions of:
  - (i) The Companies Act, 2013 (the Act) and the rules made thereunder:
  - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
  - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
    - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - The Securities and Exchange Board of India (Prohibition of Insider Trading)
       Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;



Reserve Bank of India Act, 1934 and the directions, notifications, circulars, press releases issued by RBI from time to time in respect of Non-Banking Financial Companies.

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

- (i) Secretarial Standards, as issued earlier by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with the Calcutta Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above.

#### We further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

We further report that during the audit period the company has no instances of :

- Public/Rights/Preferential issue of shares/debentures/sweat equity.
- Redemption/buy back of securities.
- Major Decision taken by the members in pursuance to section 180 of the Companies Act, 2013
- Merger/amalgamation/reconstruction etc.
- Foreign technical collaborations.

NEW DELHI

For Nityanand Singh & Co.,

Company Secretaries

Nityanand Singh(Prop.)

FCS No.: 2668/ CP No.: 2388

Place :New Delhi

Date : 19th May 2015

### **Corporate Governance Report**

### For the year ended 31<sup>st</sup> March, 2015

### **COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

The Company believes that corporate governance is not just limited to creating checks and balances. It is more about creating organization excellence leading to increasing employee satisfaction and shareholders' value. The primary objective of corporate governance is to create and adhere to a corporate culture of conscience and consciousness, transparency and openness, to develop capabilities and identify opportunities that best serve the goal of value creation. The Company believes, it must leverage its human and capital resources to translate opportunities into reality, create awareness of corporate vision and spark dynamism and entrepreneurship at all levels.

The Clause 49 of the Listing Agreement became applicable to the company during the year under review. The Company has complied with all the mandatory requirements under Clause 49 within the prescribed timeline as mentioned in the SEBI Circular No. CIR/CFD/POLICY CELL/7/2014 dated September 15, 2014 and in this regards submitting the reports on the matter to The Calcutta Stock Exchange Limited where the shares of your Company are Listed.

### 1. **BOARD OF DIRECTORS**

### (a) Board Composition and Category of Directors

The Board of Directors of the Company has an optimum combination of Non-Executive/Independent Directors having rich knowledge and experience in the industry and related sectors for providing strategic guidance and direction to the Company. The Composition of the Board and category of Directors as on March 31, 2015 is as follows:

S.No.	Name of the Directors	Category
1.	Mr. Karam Chand Jain	Non- Executive Independent Director
2.	Mr. Sidhant Khosla	Non- Executive Independent Director
3.	Mr. Rajagopalan Sundar	Non- Executive Independent Director
4.	Mr. Gaurav Jain	Non- Executive Director
5.	Ms. Amita Gola	Non- Executive Director

There is no relationship between the Directors *inter-se*. All the Directors are luminous professionals with wide range of expertise and experience in the fields of Business, Law, Finance and Management.

### (b) Directors Re-appointed

Pursuant to Section 152 of the Companies Act, 2013, Mr. Gaurav Jain (DIN: 03331025) shall retire by rotation at the ensuing 35<sup>th</sup> Annual General Meeting, being eligible offers himself for re-appointment.

In pursuance of Clause 49 of the Listing Agreement information about Directors recommended for reappointment at the Annual General Meeting are provided in **Annexure A** to the Notice of the ensuing 35<sup>th</sup> Annual General Meeting.

(c) Details of Attendance of Directors at Board Meetings and last Annual General Meeting (AGM) of the Company and number of other directorships and chairmanships/Memberships of Committees of the Board of each Director in various Companies

The details of attendance at the Board Meeting and Annual General Meeting (AGM) of the Company and number of other directorships and chairmanships/ Memberships of Committees of the Board of each Director as on March 31, 2015 are as follows:

S.	Director	Category	Attenda	nce	Other	Membership/Chairmanship of the Committee of other Boards (2)	
No.		(1)	Board Meetings		Director- ships		
			ivieetiiigs	AGIVI	silips	Member	Chairman
						Wiellibei	Citalificati
1.	Mr. Karam Chand Jain	NED & ID	11	No	9	3	NIL
2.	Mr. Sidhant Khosla	NED & ID	11	No	7	NIL	NIL
3.	Mr. Rajagopalan Sundar	NED & ID	8	No	10	4	NIL
4.	Mr. Gaurav Jain	NED & NID	10	Yes	3	4	NIL
5.	Ms. Amita Gola	NED & NID	12	Yes	5	6	NIL

#### Notes:

All statutory and other important items/ information including those envisaged in Clause 49 of the Listing Agreement, are regularly provided to the Board and the Committees thereof either as part of agenda papers well in advance of the Board Meetings, or are tabled in the course of the Board Meetings and/or its Committees to enable the Board/ Committees to discharge their responsibilities effectively and to take informed decision.

<sup>(1)</sup> NED – Non-Executive Director NID – Non-Independent Director ID – Independent Director

<sup>(2)</sup> The disclosure includes membership/chairmanship of the Audit Committee, Nomination and Remuneration Committee and stakeholder's relationship committee in other Indian public companies (listed and unlisted).

The Company issues formal letters of appointment to Independent directors in the manner as provided in the Companies Act, 2013. The terms and conditions of appointment are disclosed on the website of the Company.

The Company has formulated a policy to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes. The Familiarization Programme for Independent Directors also disclosed on the website of the Company.

#### (d) Number of Board Meeting held, dates on which held

Thirteen Board Meetings were held during the year, as against the Minimum requirement of four Meetings. The gap between any two Board Meetings did not exceed One Hundred and Twenty days.

The details of Board Meeting are given below:

S.No.	Date	Board Strength	No. of Directors Present
1.	April 14, 2014	5	5
2.	May 14, 2014	5	4
3.	May 28, 2014	5	4
4.	July 17, 2014	5	4
5.	July 29, 2014	5	3
6.	August 18, 2014	5	3
7.	August 19, 2014	5	5
8.	September 30, 2014	5	3
9.	October 31, 2014	5	4
10.	December 19, 2014	5	5
11.	January 29, 2015	5	4
12.	February 13, 2015	5	5
13.	March 26, 2015	5	4

#### (e) Directors Remuneration

The Company does not pay any remuneration/ commission to its Directors except sitting fee as per the details given below. The Company also reimburses the out-of-pocket expenses incurred by the directors for attending the meetings to the Directors who have not waived their entitlement.

Further, it has not implemented any Stock Option Scheme.

The details of the Sitting Fee paid during the year to the Directors for attending the Meetings of the Board and Committees thereof are as under:

S.No.	Name of the Director	Sitting Fee paid (Rs.)
1)	Mr. Karam Chand Jain	14,000
2)	Mr. Sidhant Khosla	Nil
3)	Mr. Rajagopalan Sundar	Nil
4)	Mr. Gaurav Jain	Nil
5)	Ms. Amita Gola	Nil
6)	Mr. T D Dujari*	Nil

<sup>\*</sup>Mr. T D Dujari has resigned from the Directorship of the Company w.e.f. May 06, 2014. No Director of the Company holds any share in the company as on March 31, 2015.

#### (f) Code of Conduct

The Company has adopted a Code of Conduct for all its Board Members and Senior Management Personnel in compliance with the provisions of Clause 49 of the Listing Agreement. All the Board Members and senior management personnel have affirmed the compliance with the Code of Conduct as on 31st March, 2015.

A Copy of the code has been put on the Company's Website (www.camaccommercial.com)

A Declaration to this effect signed by the Manager and the CFO, forms part of the Manager and CFO certification and is attached with the Report at **Annexure 1**.

#### 2. COMMITTEES OF THE BOARD

The terms of reference of the Board Committees are determined by the Board from time to time. Presently the Company has three Committees viz. Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. All the decisions pertaining to the constitution of the Committee(s), appointment of its Members and payment of Sitting Fees to the Committee Members for attending the Committee Meetings, are taken by the Board of Directors. Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance, are provided below:

#### a) AUDIT COMMITTEE

### (i) Terms of reference

The Board of Directors of the Company, at its Meeting held on December 19, 2014, has constituted the Audit Committee as well as its Terms of Reference in terms of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

The Terms of Reference adopted by the Committee and approved by the Board of Directors in brief are as under:

- To recommend the appointment, remuneration and terms of appointment of auditors of the Company;
- To review and monitor the auditor's independence and performance, and effectiveness of audit process;
- To examine financial statement and the auditor's report thereon before submission to the Board;
- To approve any subsequent modification of transactions of the Company with the related parties;
- To scrutinize inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- To evaluate internal financial controls and risk management systems;
- To monitor the end use of funds raised through public offers and related matters;
- Review of the Audit Reports of the internal Auditors;
- Overseeing the Company's financial reporting process and disclosure of financial information;
- Holding discussions with the Auditors periodically about the Internal control Systems, the scope of Internal Audit, the observation of the Auditors;
- To review the functioning of the Whistle Blower mechanism;
- Approval of the appointment of CFO (i.e., the Whole-time Finance Director or any other
  person heading the finance function or discharging that function) after assessing the
  qualifications, experience and background, etc. of the candidate;
- Review of the Quarterly, Half-yearly and Annual Financial Statements before submission to the Board."
- Review/ Approval of any other matter in relation to items specified in Clause 49(III) of the Listing agreement;

#### (ii) Composition and Attendance

The Composition of Committee is as follows:

S.NO.	NAME OF THE MEMBER	CATEGORY
1.	Mr. Karam Chand Jain	Non- Executive Independent Director
2.	Mr. Sidhant Khosla	Non- Executive Independent Director
3.	Mr. Rajagopalan Sundar	Non- Executive Independent Director

All Members of Audit Committee possess rich knowledge and expertise in Financial and Management fields.

All the Meetings of the Audit Committee, held during the year, were chaired by Mr. K. C. Jain. Statutory Auditors and Internal Auditors are invited to attend and participate at the Committee Meetings, whenever any need arise.

During the period (i.e. from December 19, 2014 to March 31, 2015) under review, the Committee met three times on January 29, 2015, March 10, 2015 and March 11, 2015. The gap between the two Committee Meetings did not exceed four months. The attendance record of Members at the Committee Meetings is as below:

S. No.	Name of the Member	Status	No. of Meetings Attended
1.	Mr. Karam Chand Jain	Member	3
2.	Mr. Sidhant Khosla	Member	1
3.	Mr. Rajagopalan Sundar	Member	3

#### b) NOMINATION AND REMUNERATION COMMITTEE

### (i) Brief terms of reference

The Board of Directors of the Company, at its Meeting held on December 19, 2014, has constituted the Nomination & Remuneration Committee in terms of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

The Terms of Reference adopted by the Committee and approved by the Board of Directors in brief are as under:

- To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/ or removal.
- To carry out evaluation of every director's performance.
- To formulate the criteria for determining qualifications, positive attributes and independence of a director, and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- To formulate the criteria for evaluation of Independent Directors and the Board.
- Devising a Policy on Board Diversity.
- To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria.
- To carry out any other function as is mandated by the Board from time to time and /or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

#### (ii) Composition and Attendance

The Composition of Committee is as follows:

S.NO.	NAME OF THE MEMBER	CATEGORY				
1.	Mr. Sidhant Khosla	Non- Executive Independent Director				
2.	Mr. Rajagopalan Sundar	Non- Executive Independent Director				
3.	Mr. Gaurav Jain	Non- Executive Director				
4.	Ms. Amita Gola	Non- Executive Director				

All Members of Nomination and Remuneration Committee possess rich knowledge and expertise in the field. All the Meetings of the Committee, held during the year, were chaired by Mr. R Sundar.

During the period (i.e. from December 19, 2014 to March 31, 2015) under review, the Committee met two times on January 29, 2015 and March 10, 2015. The attendance record of Members at the Committee Meetings is as below:

S.	Name of the Member	Status	No. of Meetings		
No.			Attended		
1.	Mr. Sidhant Khosla	Member	1		
2.	Mr. Rajagopalan Sundar	Member	2		
3.	Mr. Gaurav Jain	Member	2		
4.	Ms. Amita Gola	Member	2		

The details relating to remuneration of Directors, as required under clause 49 of the listing agreement, have been given under a separate section, viz. 'Directors Remuneration' in this report.

Nomination and remuneration Policy is attached as Annexure-I to the Annual Report.

#### c) STAKEHOLDERS' RELATIONSHIP COMMITTEE

#### (i) Brief terms of reference

The Board of Directors of the Company, at its Meeting held on March 26, 2015, has constituted the Stakeholders Relationship Committee as per Clause 49 of the Listing Agreement.

The Terms of Reference adopted by the Committee and approved by the Board of Directors in brief are as under:

- To approve/refuse/reject registration of transfer/transmission of Shares in a timely manner;
- To Consider and resolve the grievances of the security holders of the Company including complaints related to transfer of shares, non-receipt of declared dividends, non-receipt of balance sheet;

- To authorise printing of Share Certificates post authorization from the Board of Directors of the Company;
- To issue the Share Certificates under the seal of the Company, which shall be affixed in the presence of, and signed by:
  - (i) any two Directors (including Managing or Whole-time Director, if any), and
  - (ii) Company Secretary / Authorised Signatory;
- To authorise issue of Duplicate Share Certificates and Share Certificates after Split / Consolidation / Rematerialization and in Replacement of those which are defaced, mutilated, torn or old, decrepit, worn out or where the pages on reverse for recording transfers have been utilized;
- To authorize to maintain, preserve and keep in its safe custody all books and documents relating to the issue of share certificates, including the blank forms of share certificates.
- To perform all functions relating to the interests of security holders of the Company and as assigned by the Board, as may be required by the provisions of the Companies Act, 2013 and Rules made thereunder, Listing Agreements with the Stock Exchanges and guidelines issued by the SEBI or any other regulatory authority.
- Any Other matter as may be delegated by the Board of Directors from time to time.

#### (ii) Composition and Attendance

The Composition of Committee is as follows:

S.NO.	Name of the member	Category				
1.	Mr. Sidhant Khosla	Non- Executive Independent Director				
2.	Mr. Rajagopalan Sundar	Non- Executive Independent Director				
3.	Mr. Gaurav Jain	Non- Executive Director				
4.	Ms. Amita Gola	Non- Executive Director				

There was no meeting of the Committee held during the period (i.e. from March 26, 2015 to March 31, 2015).

#### (iii) Compliance Officer

Mr. Abhishek Kakkar, Company Secretary, is the Compliance Officer for complying with the requirements of the Listing Agreement.

#### (iv) Investors' Grievances received and resolved during the year

During the year under review, the Company has received 3 Investor Grievance pertaining to investor related matters and all the Investor Grievances has been attended and

resolved to the satisfaction of the investor. There were no pending complaints as on March 31, 2015.

#### (v) Prohibition of Insider Trading

Pursuant to the Securities Exchange Board of India (SEBI) notification dated January 15, 2015, the new regulations named as SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred as "Regulations") become effective from May 15, 2015. Pursuant to these Regulations, the Board of Directors have adopted the new Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information (The Code), in its meeting held on May 19, 2015.

All the Directors and Designated Employees have given their Disclosure under the said Insider trading Regulations.

#### 3. GENERAL BODY MEETINGS

The details of the Annual General Meetings (AGM) of the Company held during the last three years are as under:

Year	Date	Time	Venue			
2011-12	September 25, 2012	02.00 P.M.	10 Daryaganj, New Delhi-110 002			
2012-13	September 19, 2013	12.00 P.M.	10 Daryaganj, New Delhi-110 002			
2013-14	September 29, 2014	11.30 A.M.	IMA House, I.P. Marg, New Delhi-			
			110 002			

No Special Resolution has been passed in the previous three AGMs. Further, no Resolution has been passed through Postal Ballot last year. At the ensuing AGM, there is no Resolution proposed to be passed by Postal Ballot.

#### 4. DISCLOSURES

#### (a) Materially significant Related Party Transactions

No materially significant Related Party Transaction, that may have potential conflict with the interest of the Company at large, has been carried out with the Directors or the Management, or their Relatives etc. during the year under review. The Company has complied with the Accounting standards on Related Party Disclosures during the Financial year 2014-15, the 'Related Party Disclosures' have been given at Note No. 19 in the Notes to Financial Statements.

#### (b) Disclosure of Accounting Treatment

The Accounting Standards as notified in the Companies (Accounting Standards) Rules, 2006 and as referred to under Section 129 of the Companies Act, 2013 have been followed in the preparation of the Financial Statements for the year ended 31st March, 2015.

#### (c) Board Disclosures - Risk Management

The Company has in place built-in internal control systems for assessing and mitigating elements of risks in relation to its operations. The Board of Directors has formed and approved the Risk Management Policy of the Company.

#### (d) Details of Non-Compliance relating to the Capital Market (if any).

No penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other Statutory Authorities on any Capital Market related matter, during the last three years.

#### (e) Proceeds from Public Issues, Rights Issue, Preferential Issue etc.

The Company has not raised any funds through public issue, right issue, preferential issue etc. during the year.

#### (f) Related Party Transactions Policy

The Company as per the provisions of Clause 49(VII) (C) of the Listing Agreement has adopted the Policy on Related Party Transactions.

Company's Copy of the Policy has been put on the Website (www.camaccommercial.com) and can be accessed at http://www.camaccommercial.com/CT/bnl/files/8/CML RPP.pdf.

#### (g) Whistle Blower Policy

The Company has established Whistle Blower Policy/Vigil Mechanism for directors and employees to report their genuine concerns. The reportable matters may be disclosed to the Whistle and Ethics Officer of the Company or to the Audit Committee. A Copy of the Policy has been put on the Company's Website (www.camaccommercial.com) and can be accessed at http://www.camaccommercial.com/CT/bnl/files/8/CML VIGIL.pdf.

#### (h) Non-mandatory requirements

The Company is in full compliance with all mandatory requirements of Clause 49 of the Listing Agreement relating to Corporate Governance. It has not adopted any of the Non-Mandatory requirements.

#### 5. MEANS OF COMMUNICATION

#### **Quarterly Results**

The Quarterly/ Half Yearly/ Annual Financial Results of the Company are regularly submitted to the Stock Exchanges immediately after the same are reviewed by the Audit Committee and approved by the Board of Directors. These Results effective Financial Year 2014-15 are published in one English Daily 'Mint – all editions' and one Hindi Daily 'Naya India-Delhi' and are displayed on Website of the Company www.camaccommercial.com.

#### 6. SHAREHOLDERS' INFORMATION

#### (a) Annual General Meeting

Day and Date : Wednesday, September 30, 2015

Time : 12:30 P.M.

Venue : IMA House, I.P. Marg, New Delhi-110 002

No Special Resolution is proposed to be passed at the ensuing Annual General Meeting.

Date of Book Closure : Thursday, 24<sup>th</sup> day of September, 2015 to Wednesday,

30<sup>th</sup> day of September, 2015 (both days inclusive).

Last date of receipt of :

September 28, 2015 (upto 12:30 Noon)

**Proxy Forms** 

#### (b) Financial Calendar (Tentative)

Your Company observes 1<sup>st</sup> April to 31<sup>st</sup> March as its Financial Year.

#### Adoption of Quarterly Results for the Quarter ending:

June 30, 2015 : End of July, 2015 September 30, 2015 : End of October, 2015 December 31, 2015 : End of January, 2015 Annual Results as on : End of May, 2016

March 31,2016

#### (c) Listing of Equity Shares

The Equity Shares of the Company are listed at the Calcutta Stock Exchange Ltd. The Annual Listing Fee for the Financial Year 2015-16 has been paid within stipulated time period. Scrip Code of the Company is 13114. Annual custody/issuer fee for the financial year 2015-16 have also been paid to CDSL.

#### (d) Market Price Data

No trading took place during the last year, where the Shares of the Company are listed.

#### (e) Shares held in Physical and Electronic Mode

The Equity Shares of your Company are in Physical mode.

#### (f) Share Transfer System

The Transfer of Shares is processed by Registrar and Share Transfer Agent of the Company and thereafter the same are approved by the Company Secretary/Director/Authorized Signatory of the Company. The Company obtains from a Company Secretary in Practice half-yearly Certificate of Compliance with the share transfer formalities and files a copy of the said certificate with stock exchange.

### 7. Distribution of Shareholding and Category of Shareholding as on 31st March, 2015

#### **Distribution of Shareholding:**

Holdings	Share	eholders	Shares			
(No. of Equity Shares)	Number	% to Total	Number	% to total		
Upto 500	343	93.9726	23,865	2.7033		
501 to 1,000	7	1.9178	5,427	0.6147		
1,001 to 2,000	3	0.8219	4,244	0.4807		
2,001 to 3,000	2	0.5479	4,901	0.5552		
3,001 to 4,000	3	0.8219	10,518	1.1914		
4,001 to 5,000	0	0.0000	0	0.0000		
5,001 to 10,000	0	0.0000	0	0.0000		
10,001 and above	7	1.9178	8,33,845	94.4546		
Total	365	100.0000	8,82,800	100.0000		

## **Category- wise Shareholding Pattern:**

	Category of Shareholders	beginning of the year (1.04.2014)				No. of Shares held at the end of the year(31.03.2015)				% Change during the year
		Demat	Physical		% of Fotal Shares	Demat	Physical	Total	% of Total Shares	
	PROMOTERS									
(1)	Indian									
	a) Individual / HUF	-	-	-	-	-	-	-	-	-
	b) Central Government	-	-	-	-	-	-	-	-	-
	c) State Government	-	-	-	-	-	-	-	-	-
	d) Bodies Corporate	0	607832	607832	68.853	0	607832	607832	68.853	0.000
	e) Banks / Financial Institutions	-	-	-	-	-	-	-	-	-
	f) Any Other	-	-	-	-	-	-	-	-	=
	Sub-total (A)(1)	0	607832	607832	68.853	0	607832	607832	68.853	0.000
(2)	Foreign									
	a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
	b) Other - Individuals	-	-	-	-	-	-	-	-	-
	c) Bodies Corporate	-	-	-	-	-	-	-	-	-
	d) Banks / Financial Institutions	-	-	-	-	-	-	-	-	-
	e) Any Other	-	-	-	-	-	-	-	-	-
	Sub-total (A)(2)	0	0	0	0.000	0	0	0	0.000	0.000
	Total Shareholding	0	607832	607832	68.853	0	607832	607832	68.853	0.000

	of Promoter (A) = (A)(1)+(A)(2)									
В.	PUBLIC SHAREHOLDING									
(1)	Institutions									
	a) Mutual Funds	-	-	-	-	-	-	-	-	-
	b) Banks / Financial Institutions	0	105	105	0.012	0	105	105	0.012	0.000
	c) Central Governments	-	-	-	-	-	-	-	-	-
	d) State Governments	-	-	-	-	-	-	-	-	-
	e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
	f) Insurance Companies	-	-	-	-	-	-	-	-	-
	g) Foreign Institutional Investors (FII)	-	-	-	-	-	-	-	-	-
	h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
	i) Others (Specify)	-	-	-	-	-	-	-	-	-
	Sub-total (B)(1)	0	105	105	0.012	0	105	105	0.012	0.000
(2)	Non- Institutions									
	a) Bodies Corporate									
	i) Indian	0	3862	3862	0.437	0	4024	4024	0.456	0.019
	ii) Overseas b) Individuals	-	-	-	-	-	-	-	-	-
	i) Individual shareholders holding	0	44988	44988	5.096	0	44826	44826	5.078	-0.018

nominal									
	0	226012	226012	25 602	0	226012	226012	25 602	0.000
-	0	220013	220013	25.002	U	220013	220013	25.002	0.000
•									
	-	-	-	-	-	-	-	-	-
· · · · · · · · · · · · · · · · · · ·									
	0	274863	274863	31.135	0	274863	274863	31.135	0.000
(B)(2)									
	0	274968	274968	31.147	0	274968	274968	31.147	0.000
(B)(1)+(B)(2)									
Shares held	-	-	-	-	-	-	-	-	-
by Custodian									
for GDRs &									
ADRs									
GRAND	0	882800	882800	100	0	882800	882800	100	0.000
TOTAL									
(A+B+C)									
	by Custodian for GDRs & ADRs GRAND TOTAL	share capital upto Rs 1 lakh  ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh c) Others Specify Sub-total (B)(2)  Total Public Shareholding (B) = (B)(1)+(B)(2)  Shares held by Custodian for GDRs & ADRs GRAND TOTAL	share capital upto Rs 1 lakh  ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh c) Others Specify Sub-total (B)(2)  Total Public Shareholding (B) = (B)(1)+(B)(2)  Shares held by Custodian for GDRs & ADRs GRAND TOTAL	share capital upto Rs 1 lakh  ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh c) Others Specify  Sub-total (B)(2)  Total Public Shareholding (B) = (B)(1)+(B)(2)  Shares held by Custodian for GDRs & ADRs GRAND TOTAL  ADS 226013	share capital upto Rs 1 lakh  ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh  c) Others Specify  Sub-total (B)(2)  Total Public Shareholding (B) = (B)(1)+(B)(2)  Shares held by Custodian for GDRs & ADRs  GRAND TOTAL  ii) Individual 226013 25.602  226013 25.602  226013 25.602  226013 25.602  226013 25.602  226013 25.602  226013 25.602  226013 25.602  226013 25.602  226013 25.602  226013 25.602  226013 25.602  24863 31.135	share capital upto Rs 1 lakh  ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh c) Others	share capital upto Rs 1 lakh ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh c) Others Specify  Sub-total (B)(2)  Total Public Shareholding (B) = (B)(1)+(B)(2)  Shares held by Custodian for GDRs & ADRs GRAND TOTAL  April 226013 25.602 0	share capital upto Rs 1 lakh       0       226013       226013       25.602       0       226013       2	share capital upto Rs 1 lakh         0         226013         226013         25.602         0         226013         25.602         0         226013         25.602         0         226013         25.602         0         26013         25.602         0         26013         25.602         0         26013         25.602         0         26013         25.602         0         26013         25.602         0         26013         25.602         0         26013         25.602         0         26013         25.602         0         26013         25.602         0         26013         25.602         0         26013         25.602         0         26013         26013         25.602         0         26013         26013         25.602         0         26013         25.602         0         274863         31.135         0         274863         31.135         0         274863         31.135         0         274968         274968         31.147         0         274968         274968         31.147         0         274968         274968         31.147         0         274968         274968         31.147         0         274968         274968         31.147         0         274968         274968

## 8. Outstanding ADRs/ GDRs/warrants or any Convertible Instruments

The Company has not issued any ADRs/ GDRs/warrants or any convertible instruments.

## 9. CEO/CFO Certificate

In terms of the Clause 49 of the Listing Agreement, a Certificate signed by Mr. Sourabh Gupta, Manager of the Company and Mr. Sanjay Kumar, CFO of the Company is attached with this report as **Annexure 1**.

#### 10. Registrar and Transfer Agents

The Company has appointed Registrar and Share Transfer Agent, the Transfer of Shares in physical form is processed by Registrar and Share Transfer Agents of the Company and thereafter the same are approved by the Company Secretary/ Directors of the Company.

The Investors are requested to forward the correspondence to M/s **Niche Technologies Pvt. Ltd.**, the Registrar and Share Transfer Agents of the Company at the following address:

Niche Technologies Pvt. Ltd. D-511, Bagree Market, 71, B.R.B. Basu Road, City: Kolkata, Pin:700 001

#### 11. Address for Correspondence

The Investors can also contact or send their grievances to the Company at the following given address:

#### **Abhishek Kakkar**

(Compliance Officer)

Camac Commercial Company Ltd.
Address: I<sup>st</sup> Floor, Express Building,
9-10, Bahadur Shah Zafar Marg,

New Delhi – 110 002

**Emai ID**- camaccommercial@gmail.com

**Phone**: 011-43570812

For and on behalf of the Board of Directors

CAMAC COMMERCIAL COMPANY LIMITED

Sd/(Amita Gola) Sd/(Gaurav Jain)
Director Director

(**DIN**: 01088321) (**DIN**: 033331025)

Address: E-504, Mayur Address: 160, Arihant Nagar, Vihar, Phase -II, Delhi, Punjabi Bagh, New Delhi -

110091 110026

Place: New Delhi Date: 19.05.2015

#### **Manager and CFO Certification**

#### Sub – Annual Certificate of Compliance for F.Y. 2014-15

We, Sourabh Gupta, Manager and Sanjay Kumar, Chief Financial Officer of the Camac Commercial Company Limited, hereby certify that:

- a) We have reviewed Financial Statements and the Cash Flow Statement of the Company for the year ended 31<sup>st</sup> March, 2015 and that to the best of our knowledge and belief:
  - i) These Statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - ii) These Statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining Internal Controls for Financial Reporting and that we have evaluated the effectiveness of Internal Control Systems of the Company pertaining to Financial Reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such Internal Controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee:
  - i) Significant changes in such internal control over financial reporting during the year, if any;
  - ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the Financial Statements, if any; and
  - iii) Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system for financial reporting.
- e) Pursuant to Clause 49 (II) (E) of the Listing Agreement, we hereby affirm and declare the due compliance in all respects with the Code of Conduct duly constituted for the Members of the Board and Senior Management Personnel of the Company.

For Camac Commercial Company Ltd.

Sd/-

Sourabh Gupta (Manager)

PAN:AIDPG7399D
Address: D-101, 2nd Floor, Ram
Dutt Enclave, Uttam
Nagar (East), New
Delhi-110059

Sanjay Kumar (Chief Financial Officer) PAN:AJDPK7217R

Sd/-

Address: WB-190C, WB-Block, Shakarpur, Delhi-110092

### **NITYANAND SINGH & CO.**

#### **COMPANY SECRETARIES**

#### Certificate of Compliance with Clause 49 of Listing Agreement

To,

## The Members CAMAC COMMERCIAL COMPANY LIMITED

We have examined the compliance of conditions of Corporate Governance by Camac Commercial Company Limited ('the Company') for the financial year ended 31<sup>st</sup> March, 2015 as stipulated in Clause 49 of the Listing Agreement of the Company with The Calcutta Stock Exchange Association Limited.

The compliance with the conditions of Corporate Governance is the responsibility of the Company and its Management. Our examination was limited to 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 expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreements.

We state that during the year three investor grievances were received and were resolved during the year under review.

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

For Nityanand Singh & Co. Company Secretaries AND SINGE

NEW DELHI

Nityanand Singh (Prop.) CP No. 2388

Place: New Delhi Date: May 18, 2015

14, Second Floor, Arjun Nagar, Safdarjung Enclave, New Delhi - 110029; Tel : 011-26713700 Telefax : 011-26714700 E-mail : officenns@gmail.com, info@nnsandco.com; Web : www.nnsandco.com

Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(i) The Percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the Financial Year 2014-15, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the F.Y. 2014-15 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company as under:

S. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for Financial Year 2014-15 (in Rs.)	% Increase in remuneration of Director, CFO and Company Secretary in the Financial Year 2014-15	Ratio of remuneration of each Director to the median remuneration of the employees in the Financial Year 2014-15
1.	Mr. Karam Chand Jain	14,000/-*  (By way of Sitting Fees for attending Board and/or committee meeting only)	Note 1	Note 2
2.	Mr. Abhishek Kakkar, Company Secretary appointed w.e.f. 18-08-2014	8,13,060/-	Note 1	Not Applicable
3.	Mr. Sanjay Kumar, CFO, appointed w.e.f. 26-03-2015	15,456/-	Note 1	Not Applicable

<sup>\*</sup>Except Mr. K. C. Jain, all other Directors have waived their entitlement to sitting fee for the Financial Year 2014-15.

**Note 1-** There was no increase in the Remuneration of CFO and CS and sitting fee being paid to the Director of the Company.

**Note 2-** Details not given as all the employees of the Company are KMPs, who are appointed during the financial year 2014-15 and are getting remuneration for the period of employment in the FY 2014-15. Only one Director of the Company is getting sitting fees to attend Board Meeting and/ or committee meeting only for the Financial Year 2014-15.

ii) Number of the permanent employees on the rolls of the Company and the percentage increase in the median remuneration of employees in the Financial Year 2014-15

The company has only 2 permanent employees on the rolls and both are KMPs. The said KMP's are appointed during the financial year 2014-15 and there is no increase in the remuneration of both KMPs during the financial year.

iii) Relationship between average increase in remuneration and company performance:-

Since all the employees of the companies joined during current financial year and no increase in the remuneration of the employees is made during the year under review.

Further, During the F.Y. 2014-15 the Company earned a Profit before tax of Rs. 479.30 Lacs against Rs. 257.56 Lacs during the F.Y. 2013-14.

iv) Comparison of remuneration of the Key Managerial Personnel(s) (KMP's) and the comparison of each remuneration of KMP's against the performance of the Company:-

All KMP's were appointed during the year under review, however the total remuneration given to them as KMP's is Rs 828516/- in the current Financial Year 2014-15 and the company has earned a Profit before tax of Rs. 479.30 Lacs during the Financial Year 2014-15.

v) Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2014-15 and its comparison with the percentage increase in the managerial remuneration and justification thereof:

During the financial year 2014-15, the company has appointed only KMPs and there is no increase in the remuneration of both KMPs during the Financial year 2014-15.

vi) The key parameters for any variable component of remuneration availed by the directors:

Not Applicable, since one of Director is getting only Sitting fee for attending Board Meeting and /or committee meeting.

vii) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:

Not Applicable, since one of Director is getting only Sitting fee for attending Board Meeting and /or committee meeting.

viii) It is hereby affirmed that the remuneration is as per the Remuneration Policy of the Company for Directors, Key Managerial Personnel and other Employees.

For and on behalf of the Board of Directors

CAMAC COMMERCIAL COMPANY LIMITED

Sd/- Sd/-

(Amita Gola) (Gaurav Jain)
Director Director

(**DIN**: 01088321) (**DIN**: 03331025)

**Address:** E-504, Mayur **Address:** 160, Arihant Nagar, Vihar, Phase -II, Delhi, Punjabi Bagh, New Delhi -

110091 110026

#### FORM NO. MGT – 9

#### **EXTRACT OF ANNUAL RETURN**

as on the financial year ended 31/03/2015 [Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### I. REGISTRATION AND OTHER DETAILS:

CIN	L70109DL1980PLC169318
Registration Date	09/07/1980
Name of the Company	Camac Commercial Company Limited
Category/ Sub-Category of the Company	Company Limited by Shares (NBFC)
Address of the Registered Office and contact details	1 <sup>st</sup> Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi – 110 002, Telephone No.: 011- 43570812 Website: <a href="www.camaccommercial.com">www.camaccommercial.com</a> Email: <a href="mailto:camaccommercial@gmail.com">camaccommercial@gmail.com</a>
Whether Listed Company (Yes/No)	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Niche Technologies Private Limited Address: D-511, Bagree Market, 71, B.R.B. Basu Road, Kolkata - 700 001 Phone No.: 2235-7270/ 7271, Email: nichetechpl@nichetechpl.com

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

S. No.	Name and Description of main	NIC Code of the	% to total turnover of the
	products / services	Product/service	company
	Nil	N.A.	N.A.

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

S.	Name of	Address of the	CIN/GLN	Holding/	% of	Applicable
No	the	Company		Subsidiary	Shares	Sections
	Company			/Associate	held	
1	Ashoka	77A, Block- B,	L99999DL1949PLC155544	Associate	45.95	2(6) of the
	Viniyoga	Greater Kailash - I,				Companies
	Limited	New Delhi - 110048				Act, 2013
2	Combine	23A, Shivaji Marg,	L65999DL1983PLC016585	Associate	26.77	2(6) of the
	Holding	Main Nazafgarh				Companies
	Limited	Road, Near				Act, 2013
		Karampura, New				
		Delhi - 110015				
3	Artee	10, Daryaganj, New	U74899DL1995PLC071622	Associate	25.00	2(6) of the
	Viniyoga	Delhi - 110002				Companies
	Limited					Act, 2013
4	Sahu Jain	10, Daryaganj, New	U74140DL1960PLC024317	Associate	20.00	2(6) of the
	Services	Delhi - 110002				Companies
	Limited					Act, 2013
5	Times	2nd Floor, S & B	U22122KA1983PLC054647	Associate	20.83	2(6) of the
	Publishing	Towers, 40/1,				Companies
	House	Mahatma Gandhi				Act, 2013
	Limited	Road, Bangalore,				
		Karnataka - 560001				
6	Vasuki	10, Daryaganj, New	U70102DL2010PLC209764	Associate	24.97	2(6) of the
	Properties	Delhi - 110002				Companies
	Limited					Act, 2013
7		8, Camac Street,	U70101WB1974PLC029547	Associate	20.00	2(6) of the
		Kolkata, West				Companies
	Limited	Bengal - 700017				Act, 2013
8	Radio	8, Camac Street,	U92131WB1994PLC063667	Associate	21.05	2(6) of the
		Kolkata, West				Companies
	Limited	Bengal - 700017				Act, 2013

# IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

## (i) Category-wise Share Holding

	Category of Shareholders	No. of Shares held at the beginning of the year (1.04.2014)  Demat Physical Total % of				No. of Shares held at the end of the year (31.03.2015)				% Change during the year
		Demat	Physical	Total	% of Fotal Shares	Demat	Physical	Total	% of Total Shares	
	PROMOTERS									
(1)	Indian									
	a) Individual / HUF	-	-	-	-	-	-	-	-	-
	b) Central Government	-	-	-	-	-	-	-	-	-
	c) State Government	-	-	-	-	-	-	-	-	-
	d) Bodies Corporate	0	607832	607832	68.853	0	607832	607832	68.853	0.000
	e) Banks / Financial Institutions	-	-	-	-	-	-	-	-	-
	f) Any Other	-	-	-	-	-	-	-	-	-
	Sub-total (A)(1)	0	607832	607832	68.853	0	607832	607832	68.853	0.000
(2)	Foreign									
	a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
	b) Other - Individuals	-	-	-	-	-	-	-	-	-
	c) Bodies Corporate	-	-	-	-	-	-	-	-	-
	d) Banks / Financial Institutions	-	-	-	-	-	-	-	-	-
	e) Any Other	-	-	-	-	-	-	-	-	-
	Sub-total (A)(2)	0	0	0	0.000	0	0	0	0.000	0.000

	Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	0	607832	607832	68.853	0	607832	607832	68.853	0.000
В.	PUBLIC SHAREHOLDING									
(1)	Institutions									
	a) Mutual Funds	-	-	-	-	-	-	-	-	-
	b) Banks / Financial Institutions	0	105	105	0.012	0	105	105	0.012	0.000
	c) Central Governments	-	-	-	-	-	-	-	-	-
	d) State Governments	-	-	-	-	-	-	-	-	-
	e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
	f) Insurance Companies	-	-	-	-	-	-	-	-	-
	g) Foreign Institutional Investors (FII)	ı	-	-	ı	-	-	-	ı	ı
	h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
	i) Others (Specify)	-	-	-	-	-	-	-	-	-
	Sub-total (B)(1)	0	105	105	0.012	0	105	105	0.012	0.000
(2)	Non- Institutions									
	a) Bodies Corporate									
	i) Indian	0	3862	3862	0.437	0	4024	4024	0.456	0.019
	ii) Overseas	-	-	_	-	-	-	-	-	-
	b) Individuals									

	i) Individual shareholders holding nominal share capital upto Rs 1 lakh	0	44988	44988	5.096	0	44826	14826	5.078	-0.018
	ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	226013	226013	25.602	0	226013	226013	25.602	0.000
	c) Others Specify	-	-	-	-	-	-	-	-	-
	Sub-total	0	274962	274863	21 125	0	274863	274863	21 125	0.000
	(B)(2)	0	2/4803	274003	31.133	U	274863	2/4803	21.133	0.000
		0	274968			0		274968		0.000
C.	(B)(2)  Total Public Shareholding (B) =									

# ii) Shareholding of Promoter-

SI.	Shareholder's Name	Shareh	olding at t	:he	Shareh	olding at t	the end of	% of change
No		beginn	beginning of the year			ar	in	
		No. of	% of	% of Shares	No. of	% of total	% of Shares	shareholding
		Shares	total	Pledged/	Shares	shares of	Pledged/	during the
			shares of	encumbered		the	encumbered	year
			the	to total		company	to total	
			company	shares			shares	
1	Artee Viniyoga Ltd.	181600	20.571	0.000	181600	20.571	0.000	0.000
2	Ashoka Viniyoga Ltd.	180857	20.487	0.000	180857	20.487	0.000	0.000

3	Combine Holding Ltd.	144400	16.357	0.000	144400	16.357	0.000	0.000
4	PNB Finance &	35000	3.965	0.000	35000	3.965	0.000	0.000
	Industries Ltd							
5	Punjab Mercantile	65975	7.473	0.000	65975	7.473	0.000	0.000
	& Traders Ltd							
	TOTAL	607832	68.853	0.000	607832	68.853	0.000	0.000

## iii) Change in Promoters' Shareholding (please specify, if there is no change)

SI. No.		Shareholding at of the year	the beginning	Cumulative Shareholding during the year		
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
1	Artee Viniyoga Ltd.					
	a) At the Begining of the Year	181600	20.571			
	b) Changes during the year	[NO CHANGES	DURING THE YEA	R]		
	c) At the End of the Year			181600	20.571	
2	Ashoka Viniyoga Ltd.					
	a) At the Begining of the Year	180857	20.487			
	b) Changes during the year	[NO CHANGES	DURING THE YEA	R]		
	c) At the End of the Year			180857	20.487	
3	Combine Holding Ltd.					
	a) At the Begining of the Year	144400	16.357			
	b) Changes during the year	[NO CHANGES	DURING THE YEA	R]		
	c) At the End of the Year			144400	16.357	
4	PNB Finance & Industries Ltd a) At the Begining of the	35000	3.965			
	Year	33000	3.303			
	b) Changes during the year	[NO CHANGES	DURING THE YEA	R]		
	c) At the End of the Year			35000	3.965	
5	Punjab Mercantile & Traders Ltd					
	a) At the Begining of the Year	65975	7.473			
	b) Changes during the year	[NO CHANGES	DURING THE YEA	R]		

c) At the End of the Year			65975	7.473
TOTAL	607832	68.853	607832	68.853

# iv) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SI. No.	For Each of the Top 10 Shareholders		ding at the g of the year	Cumulative Sha year	reholding during the
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	SAMIR JAIN				
	a) At the Begining of the Year	155000	17.558		
	b) Changes during the year	[NO CH	ANGES DURING T	HE YEAR]	•
	c) At the End of the Year			155000	17.558
2	MEERA JAIN				
	a) At the Begining of the Year	71013	8.044		
	b) Changes during the year	[NO CH	ANGES DURING T	HE YEAR]	•
	c) At the End of the Year			71013	8.044
3	RAVINDER KUMAR AGGARWAL				
	a) At the Begining of the Year	4000	0.453		
	b) Changes during the year	[NO CH			
	c) At the End of the Year			4000	0.453
4	VIVEK SHEEL AGGARWAL				
	a) At the Begining of the Year	3500	0.396		
	b) Changes during the year	[NO CH	ANGES DURING T	HE YEAR]	
	c) At the End of the Year			3500	0.396
5	SANJEEV VINOD CHANDRA PAREKH				
	a) At the Begining of the Year	3018	0.342		
	b) Changes during the year	[NO CH	ANGES DURING T	HE YEAR]	

	c) At the End of the Year			3018		0.342
	5,770 070 270 070 070					
6	DEVINDER PARKASH KALRA					
	a) At the Begining of the	2500	0.283			
	Year					
	b) Changes during the year	[NO CH	IANGES DURING TI	HE YEAR]		<del>,</del>
	c) At the End of the Year			2500		0.283
7	RIPUNJAY AGGARWAL					
	a) At the Begining of the Year	2401	0.272			
	b) Changes during the year	[NO CH	IANGES DURING TI	HE YEAR]		
	c) At the End of the Year			2401		0.272
8	SHRI PARASRAM					
	INDUSTRIES (P) LTD.					
	a) At the Begining of the Year	1725	0.195			
	b) Changes during the year	[NO CH	IANGES DURING TI	HE YEAR]		_
	c) At the End of the Year			1725		0.195
9	VINOD CHANDRA PAREKH					
	a) At the Begining of the	1402	0.159			
	Year	[21.0.01		15.15.4.5.1		
	b) Changes during the year	[NO CF	IANGES DURING TI	T -		0.450
	c) At the End of the Year			1402		0.159
10	BIRENDRA KUMAR ROY					
10	a) At the Begining of the	1250	0.142	+		
	Year	1230	0.112			
	b) Changes during the year					
	Date Reason					
	20/02/2015 Transfer	-750	0.085	500		0.057
	c) At the End of the Year			500		0.057
11	ADITYA AGGARWAL					
	a) At the Begining of the Year	1117	0.127			
	b) Changes during the year	[NO CH	IANGES DURING TH	HE YEAR]		1
	c) At the End of the Year			1117		0.127
	TOTAL	246926		27.971	246176	27.886

## (v) Shareholding of Directors and Key Managerial Personnel

SI. No.	For Each of Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
1	Thakur Das Dujari					
	a) At the Beginning of the Year	70	0.008			
	b) Changes during the year	[NO CHANGES DURING THE YEAR]				
	c) At the End of the Year	70 0.008			0.008	
_						
	TOTAL	70	0.008	70	0.008	

#### V. INDEBTEDNESS-

Indebtedness of the Company including interest outstanding/accrued but not due for payment. -

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	acposito			
i) Principal Amount	_	_	_	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during				
the financial year				
• Addition	-	-	-	-
Reduction	-	-	-	-
Net Change	-	-	-	-

Indebtedness at the				
end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid				
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	_	-	_	-

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

## A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SI. no.	Particulars of Remuneration		Name of MD/WTD/ Manager			Total Amount
1.	Gross salary  (a) Salary as per provisions contained in section 17(1) of the Income-tax Act,	-	-	-	-	-
	1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	_	_	_	-
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	=-	-	-	-
4.	Commission - as % of profit - others, specify	-	-	-	-	ı
5.	Others, please specify	-	-		-	-
	Total (A)	-	-	-	-	-
	Ceiling as per the Act	-	-	-	-	-

## B. Remuneration to other directors:

SI.	Particulars of Remuneration	Name of Directors	Total Amount
no		Karam Chand Jain (Non-Executive Independent Director)	
	<ul> <li>Independent Directors</li> <li>Fee for attending board/committee meetings</li> <li>Commission</li> <li>Others (Conveyance</li> </ul>	- - - - 	- - - - 
	Reimbursement for attending Meeting)	32,500/-	32,500/-
	Total (1)	46,500/-	46,500/-
	<ul> <li>4. Other Non-Executive</li> <li>Directors</li> <li>Fee for attending board/ committee meetings</li> </ul>	-	-
	<ul><li>Commission</li><li>Others</li></ul>	<u>-</u>	-
	Total (2)	-	-
	Total (B)=(1+2) Total Managerial Remuneration	46,500/- 32,500/-	46,500/- 32,500/-
	Overall Ceiling as per the Act (being 11% of Net Profits of the Company as calculated as under Section 198 of the Companies Act 2013).	Within Overall ceiling.	

## C. Remuneration To Key Managerial Personnel other than MD/Manager/WTD

S. No.	Particulars of Remuneration	Key Managerial personnel					
		CEO	(Abhishek Kakkar) Company Secretary	(Sanjay kumar) CFO	Total		
	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		8,03,745	15,456	8,19,201		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961						
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961						
2	Stock Option						
3	Sweat Equity						
	Commission - as % of profit - others, specify						
5	Others, please specify						
	Total		8,03,745	15,456	8,19,201		

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Туре	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)		
A. COMPANY							
Penalty							
Punishment							
Compounding							
B. DIRECTORS							
Penalty							

Punishment						
Compounding						
C. OTHER OFFICERS IN DEFAULT						
Penalty						
Punishment						
Compounding						

# For and on behalf of the Board of Directors CAMAC COMMERCIAL COMPANY LIMITED

Sd/- Sd/-

(Amita Gola) (Gaurav Jain)

Director Director

(**DIN**: 01088321) (**DIN**: 03331025)

**Address:** E-504, Mayur **Address:** 160, Arihant Nagar, Vihar, Phase -II, Delhi, Punjabi Bagh, New Delhi -

110091 110026

Place: New Delhi Date: 19.05.2015

#### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

(Within the limits set by the Company's competitive position)

#### **Economy Overview**

The global economy in Financial Year 2014-15 witnessed divergent trends among major economics and stress on major oil producing countries as a direct result of sharp decline in energy prices, especially in the second half of the year.

Despite unpredictable headwinds, the global economic recovery is gaining momentum. These winds of positive change have masked the growth divergence among major economies.

India's economy is poised to return to its high-growth path, thanks to lower fiscal and current account deficits, falling inflation, benign commodity prices, and structural reforms to boost investments. Monetary policy is also likely to be supportive with the Reserve Bank of India (RBI) having moved to flexible inflation targeting. Productivity and capital efficiency improvement are likely to derive near-term growth.

As per the International Monetary Fund's latest Report of FICCI-KPMG Indian Media and Entertainment Industry Report 2015, India is expected to grow at 6.3 per cent in 2015, and 6.5 per cent in 2016 by when it is likely to cross China's projected growth rate.

#### **Industry Overview, Opportunities and Threats**

Your Company is registered as a Non-Banking Finance Company with the Reserve Bank of India. The Company has complied with all the applicable provisions of Non-Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.

However it is not carrying any business activities and it has been generating its income only from the investment of its surplus funds in low risk Debt based mutual funds and other safe avenues from time to time. Keeping in view the business activity currently undertaken it is not feasible to provide industry overview by the Company.

Your Company is exposed to normal investment risk, since it has been investing its surplus funds in low risk Debt based mutual funds and in other safe investments.

#### **Financial Performance**

During the year under review, your Company has not carried on any business activity. It has only invested its surplus funds in low risk Debt based mutual funds and other safe avenues from time to time.

During the Financial Year 2014-15, the Company's Total Income Revenue was Rs. 4.96 Crores as compared to Rs. 2.59 Crores in the previous year and the Total Expenditure was Re, 0.18 Crore as compared to Re. 0.01 Crore in the previous year.

Major source of income earned in FY 2014-15 is from Dividend, Interest and Profit on sale of Investments of the company

The Company has earned a profit before tax for the Financial Year ended 2014-15 is Rs. 4.79 crores as compared to Rs. 2.58 crores in 2013-14; and its Profit after tax for the Financial year ended 2014-15 is Rs.4.78 crores as compared to Rs. 2.540 crores in 2013-14.

#### **Risk and Concerns**

Your Company is exposed to normal investment risk. Your Company follows prudent investment risk assessment & management practices to combat these challenges.

In view of the increased volatility in the Stock Market, your Company has continued to make most of its investments in various low risk debt based mutual funds and use foresight and focused analysis of the market.

#### **Internal Control**

The Company has proper and adequate system of Internal Control commensurate with its nature and size of the operations which ensure:

- Accuracy and timeliness of financial reporting;
- Compliance of legal and statutory laws and regulations;
- More effective and efficient use of the resources of the Company; and
- Protection and enhancement of assets of the Company.

The Internal Control system and procedures are periodically reviewed to ensure orderly and efficient conduct of business. In addition to this, internal audits/ internal review are conducted regularly either through external or internal resources to monitor the effectiveness of Internal Control in the Organization. The Internal Audit reports are regularly monitored by the Audit Committee of the Board of the Company and corrective actions are taken as and when necessary.

#### **Human Resource Development**

The Company recognizes its employees as its most valuable assets. The emphasis is laid upon to build strong corporate culture through core values such as integrity, innovation and team work. In order to enhance the productivity of the employees and motivating them to work with vigor and focus, team-driven organization and work environment has been created where all employees work together. Training needs of the employees are also identified and suitable training is provided, wherever required.

#### **Cautionary Statement**

Certain statements made in this Report, describing the Company's expectations, or predictions etc. are the forward looking views of the Management and are subject to certain risks and uncertainties like regulatory changes, local, political or economic developments, technological risks and many other factors, because of which the actual results could differ materially from such expectations or projections.

# For and on behalf of the Board of Directors CAMAC COMMERCIAL COMPANY LIMITED

Sd/- Sd/-

(Amita Gola) (Gaurav Jain)
Director Director

(**DIN**: 01088321) (**DIN**: 03331025)

**Address:** E-504, Mayur **Address:** 160, Arihant Nagar, Vihar, Phase -II, Delhi, Punjabi Bagh, New Delhi -

110091 110026

THAKUR, VAIDYANATH AIYAR & CO. **Chartered Accountants** New Delhi, Mumbai, Kolkata, Chennai. Patna and Chandigarh

221-223, Deen Dayal Marg, New Delhi-110002

Phones: 91-11-23236958-60, 23237772

Fax: 91-11-23230831 E-mail: tvande@rediffmail.com

: tvandeca@gmail.com

# INDEPENDENT AUDITOR'S REPORT

# TO THE MEMBERS OF CAMAC COMMERCIAL COMPANY LIMITED

# Report on the Financial Statements

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

# Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud

## Auditor's Responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by



the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

#### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) in the case of the Statement of Profit and Loss, of the Profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

# Report on Other Legal and Regulatory Requirements

- As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable to the Company.
- 2. As required by section 143 (3) of the Act, we report that:
  - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - in our opinion proper books of account as required by law have been kept by the Company, so far as appears from our examination of those books;
  - the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the act, read with rule 7 of the Companies (Accounts) Rules, 2014;
  - e) On the basis of written representations received from the Directors as on March 31, 2015, and taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2015, from being appointed as a director in terms of section 164 (2) of the Act.
  - f) The company has adequate internal financial control system in place and the operating effectiveness of such controls are in order.



- g) With respect to the other matters to be included in the Auditors Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 in our opinion and to the best of our information and according to the explanation given to us.
  - The Company does not have any pending litigations hence no disclosure is required in this regard.
  - The Company did not have any long-term contracts including derivative contracts for which there were any material forceeable losses.
  - There were no amounts which were required to be transferred to the Investors Education and Protection Fund by the Company.

For Thakur, Vaidyanath Aiyar & Co.

Chartered Accountants

FRN: 000038N

MPualas

(M.P. Thakur)
Partner

M. No.: 052473

Place: New Delhi Date: 19.05.2015

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# THAKUR, VAIDYANATH AIYAR & CO. Chartered Accountants New Delhi, Mumbai, Kolkata, Chennai. Patna and Chandigarh

221-223, Deen Dayal Marg, New Delhi-110002 Phones: 91-11-23236958-60, 23237772

Fax: 91-11-23230831

E-mail: tvande@rediffmail.com : tvandeca@gmail.com

# TO THE MEMBERS OF CAMAC COMMERCIAL COMPANY LIMITED

Annexure referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of Independent Auditors' Report of even date on the Financial Statements for the year ended March 31, 2015

## I. Fixed Assets

- (a) The company has no fixed assets except Safe Deposit Vault in Pakistan (acquired on amalgamation).
- (b) As explained to us, Safe Deposit Vault in Pakistan cannot be physically verified by the management during the year.

## II. Inventories

Since the company does not have inventories clause (a), (b) & (c) under reference are not applicable.

# III. Transactions with Parties covered under Section 189 of the Act

The Company has not granted any loans, secured or unsecured to companies, firms and other parties covered in the Register maintained under Section 189 of the Act.

In view of the above, para (a) & (b) of the Clause under reference are not applicable.

## IV. Internal Control System

In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase & sale of securities and fixed assets and services. There was no purchase of fixed assets. During the course of our audit, no major weakness has been noticed in the aforesaid internal control system.

#### V. Deposits

The Company has not accepted any deposits during the year or in earlier years which are covered under the directives issued by the Reserve Bank of India or under the provisions of Section 73 to 76 or any other relevant provisions of the Act and the rules framed there under, where applicable.

#### VI. Cost Records

The requirements of maintenance of cost records under Section 148 (1) of the Companies Act, 2013 is not applicable to the Company.

## VII. Statutory Dues & Requirements

 a) According to the books of accounts and records examined by us and the information and explanation given to us, the company has been regular in depositing undisputed statutory dues including Provident Fund, Employees State



insurance, income tax, sales tax, wealth tax, service tax and duty of custom, duty of excise, value added tax, cess and other statutory dues with the appropriate authorities where applicable.

No amount is payable in respect of the statutory dues as mentioned above were outstanding as at March 31, 2015 for a period of more than six months from the date they become payable.

- b) According to the books of accounts and the information and explanations given to us, there are no dues of income tax or sales tax/VAT or wealth tax or service tax or duty of customs or excise or Cess which have not been deposited on account of any dispute.
- c) As per records of the company, information and explanation given, no amount is required to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act 1956 (1 of 1956) and rules made thereunder.
- VIII. The company has no accumulated losses at the end of the financial year covered by our audit. The Company has not incurred any cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- IX. The company has not taken any loans from financial institutions or banks or debenture holders and hence this clause is not applicable.
- X. According to the records of the company, information and explanations given to us, the company has not given any guarantee for loans taken by others from financial institutions or banks or debenture holders during the year.
- XI. The Company has not taken any term loans during the year hence the clause is not applicable.
- XII. Based upon the audit procedures performed and on the basis of information and explanations provided by the management, we report that no fraud on or by the company has been noticed or reported during the year under audit.

For Thakur, Vaidyanath Aiyar & Co.

Chartered Accountants

1Pudo

FRN: 000038N

(M.P. Thakur)

Partner

M. No.: 052473

Place: New Delhi Date: 19.05.2015



Regd.Office: 1st Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi-110002

(CIN: L70109DL1980PLC169318)

BALANCE SHEET AS AT 31ST MARCH, 2015

		<del> </del>	T	(Amount in
Particulars		Note	As At	As at
EQUITY AND LIABILITIES		No.	31st March, 2015	31st March, 2014
Shareholders' Funds				
Share Capital		2	22.22.22	
Reserves and Surplus		ŀ	88,28,000	, , - •
•		3	27,75,46,643	22,97,14,65
Non- Current Liabilities				
Long Term Provisions		4	1,80,684	
Current Liabilities			, 11,00	·
Trade Payables		5	04.000	
Other Current Liabilities		6	61,869	32,59
Short Term Provisions		4	7,034 	5,00
	Total		28,66,25,331	22.05.00.05
ASSETS			20,00,23,331	23,85,80,25
Non- Current Assets				
Fixed Assets			ł	
Tangible Assets		7	1	
Non-Current Investments		8	25,98,06,233	10 74 74 445
Deferred Tax Assets		9	10,25,948	18,74,71,445
Long Term Loans and Advances		10	65,03,505	9,29,932
	1		00,00,000	64,05,805
Current Assets		İ		
Current Investments		11	1 95 27 407	4 * 4 *
Cash and Bank Balances		12	1,85,37,197	4,21,89,367
Short-Term Loans and Advances		13	1,30,253	14,212
Other Current Assets		14	31,406	-
		14	5,90,788	15,69,491
	Total		28,66,25,331	23,85,80,253
lotes to the Financial Statements		1-25		

As per our report of even date attached

For Thakur, Vaidyanath Aiyar & Co.

**Chartered Accountants** 

Firm Registration No.000038N

M.P.Thakur

Partner

Membership No.052473

Place: New Delhi Date: 19-05-2015

For and on Behalf of the Board of Directors

Karam Chand Jain

Director

DIN -00019227

Sanjay Kumar

Chief Financial Officer

Amita Gola Director

DIN -01088321

Abhishék Kakkar Company Secretary

M.No.- A18211

Regd.Office: 1st Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi-110002

(CIN: L70109DL1980PLC169318)

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

	<del></del>		(Amount in ₹)
Particulars	Note No.	31st March, 2015	31st March, 2014
Revenue:	1		<u> </u>
Other Income:		}	
On Long Term Investments:			
- Interest (Tax Free )		14,79,000	14.70.000
- Interest (Taxable)		18,68,753	14,79,000
- Dividend		4,61,05,858	10,87,448
- Gain on Redemption/Switchover of Mutual Funds		75,629	2,32,08,929
On Current Investments:		70,023	31,004
- Gain on Redemption/Switchover of Mutual Funds		37,582	
Provision Written Back		37,362	- 6.700
Miscellaneous Income		1,24,214	6,739
		1,27,214	1,16,267
_ Total Revenue	] [	4,96,91,036	2 50 20 207
Expenses:		4,00,01,030	2,59,29,387
Employee Benefit Expenses	4.5		
Other Expenses	15	11,42,652	-
,	16	6,18,232	1,73,141
Total Expenses	Ī	17,60,884	1 72 144
Profit before Tax			1,73,141
Tax Expense :		4,79,30,152	2,57,56,246
Current Tax	ļ		
Suiter Tax		1,94,176	3,51,875
Deferred Tax		06 040	
Profit After Tax for the Year		-96,016	10,887
		4,78,31,992	2,54,15,258
Earnings per Equity Share (Face Value ₹ 10/-):	17		
Basic		54.18	28.79
Diluted		54.18	28.79
Notes to the Financial Statements	1-25		20.79

As per our report of even date attached

For Thakur, Vaidyanath Aiyar & Co.

**Chartered Accountants** 

4) trates

Firm Registration No.000038N

M.P.Thakur

Partner

Membership No.052473

Place : New Delhi Date: 19-05-2015



For and on Behalf of the Board of Directors

Karam Chand Jain

Director

DIN -00019227

Sanjay Kumar

Chief Financial Officer

**Amita Gola** Director

DIN -01088321

Abhishek Kakkar

Company Secretary

M.No.- A18211

Regd.Office: 1st Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi-110002

(CIN: L70109DL1980PLC169318)

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

Particulars		3101 March 2045	(Amount in ₹)
A Cash Flow from Operating Activities	· · · · · · · · · · · · · · · · · · ·	31st March, 2015	31st March, 2014
Net Profit before tax			· · · · · · · · · · · · · · · · · · ·
Adjustment for:		4,79,30,152	2,57,56,246
Interest Income			
Dividend Income		-33,47,753	-25,66,448
Profit/Loss on Sale of Investments(Net)		-4,61,05,858	-2,32,08,929
Non Cash Items -		-1,06,057	-31,004
Provision for Gratuity & Leave Encashme	ent	4 4 4 5 5 5	
Sundry Balances Written off		1,81,785	-
Provision written back		-	1,442
Operating Profit/Loss(-) before Working	g Canital Changes	4445 = 0	6,739
Adjustinents for changes in working capits	al·	-14,47,731	-55,432
Increase/Decrease(-) in Trade Payables	& Current Liabilities	24 224	
(-)Increase/ Decrease in Short Term Loan	is and Advances	31,301	-14,215
Cash Generated from /used in (-) Operation	one	-31,406	
Income Taxes Paid (Net of Refund)	0110	-14,47,836	-69,647
Net Cash from/ used in (-) Operating Ac		2,91,876	-5,59,745
	tivities A	-17,39,712	-6,29,392
B Cash Flow from Investing Activities			
Interest Received		16,65,876	15 07 744
Dividend Received		4,61,05,858	15,87,744
Payment for Purchase of Long Term Inves	tments	-2,65,00,000	2,32,08,929
Payment for purchase of Current Investme	ents	-4,58,00,000	-15,00,000 -2,28,00,000
Proceeds from Sale of Long Term Investm	ents	9,23,439	-2,28,00,000
Proceeds from Maturity of Corporate Depo	osits	2,54,60,580	'
Net Cash from Investing Activities	В	18,55,753	4,96,680
Cash Flow from Financing Activities	[		4,50,000
Net Cash from/ used (-) in Financing Act	ivities C		
Net increase/decrease(-) in cash and cash		•	
equivalents	/ALDIO		
Cash and Cash Equivalents at the begin	(A+B+C)	1,16,041	-1,32,712
Total Cash and Cash Equivalents at the	ning of the year	14,212	1,46,924
Components of Cash and Cash Equivale	end of the year	1,30,253	14,212
Cash on hand	nts:		
Balance with Scheduled Bank in Current Ac		850	783
Solved Bank in Current Ac	<del></del>	1,29,403	13,429
per our report of even date attached	Total	1,30,253	14,212

As per our report of even date attached

For Thakur, Vaidyanath Aiyar & Co.

Chartered Accountants

Malan

Firm Registration No.000038N

**M.P.Thakur** Partner

Membership No.052473

Palce : New Delhi Date: 19-05-2015 For and on Behalf of the Board of Directors

Karam Chand Jain

Director

DIN -00019227

Sanjay Kumar Chief Financial Officer Amita Gola
Director

DIN -01088321

Abhishek Kakkar Company Secretary

M.No.- A18211

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

# Note -1 SIGNIFICANT ACCOUNTING POLICIES

# 1.1. Basis for preparation of Accounts

The financial statements have been prepared under the Historical Cost Convention on Accrual Basis and in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP). Pursuant to Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, the existing Accounting Standards as notified in the Companies (Accounting Standards) Rules, 2006, as amended, have been adopted by the Company and disclosures are made in accordance with the requirement of Schedule III of the Companies Act, 2013 as referred under section 129(1) of the Companies Act, 2013. The Accounting Policies have been consistently applied by the Company and are consistent with those used in the previous year.

## 1.2 Use of Estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of revenues, expenses, assets and liabilities and disclosure of contingent liabilities, at the end of the reporting period. Although, these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring material adjustment to the carrying amounts of assets or liabilities in future periods.

# 1.3 Current and Non -current classification

All assets and liabilities are classified into current and non-current.

#### Assets

An asset is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be realized in, or is intended for sale or consumption in, the company's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is expected to be realized within twelve months after the reporting date; or
- (d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets are classified as non-current.

#### Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be settled in the company's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is due to be settled within twelve months after the reporting date; or
- (d) the company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

An operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents.



# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

## 1.4. Revenue Recognition

Revenue is recognized on accrual basis, to the extent that it is probable that the economic benefits will flow to the company and can be reliably measured and wherever there are uncertainties in the ascertainment/ realization of income the same is not accounted for.

Dividend income is recognized when the right to receive payment is established.

Interest income is recognized on a time proportionate basis taking into account the amount outstanding and the applicable interest rate. Interest on tax refund is accounted for on receipt basis.

### 1.5. Investments

Investments held by the Company with an intention to hold the same on long term basis have been classified as long term investments. The long-term investments are valued at their cost of acquisition. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary.

Current investments, which are intended to be held for not more than one year, are carried at cost or market/ quoted value whichever is less. The current maturities portion of long term investments is shown as Current Investments. The comparison of cost and fair value is done separately in respect of each category of investment.

On disposal of investments, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

When disposing of a part of the holding of an individual investment, carrying amount to be allocated to that part is determined on the basis of the average carrying amount of the total holding of the investment.

## 1.6 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments and item of income or expenses associated with investing or financing cash flows

The cash flows from operating, investing and financing activities of the company are segregated based on the available information.

# 1.7 Cash and Cash Equivalents (for purposes of Cash Flow Statement)

Cash and Cash equivalents for the purpose of Cash Flow Statement comprise Cash at bank, Cash on hand and demand deposits with bank with an original maturity of three months or less from the date of acquisition.





# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015 1.8 Employee Benefits

Employee benefits have been recognized in following ways:

## Short term Employee Benefits

Employee benefits payable within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus, short term compensated absences, etc. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognised as an expense as the related service is rendered by employees.

## Post-Employment benefits

## **Defined contribution Plan**

Employees of the Company are entitled to receive benefits under the Provident Fund, which is a defined contribution plan. Both employees and employer make monthly contributions to the plan at a pre determined rate of employee's basic salary. These contributions to Provident Fund are administered and managed by a recognized Provident Fund Trust under Multi Employer Plans. Contributions by Company to Provident Fund are expensed in the Statement of Profit and Loss, when the contributions are due.

#### Defined benefit Plan

The Company's gratuity benefit scheme is defined benefit plan. The Company's net obligation in respect of a defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine it's present value. Any unrecognised past service costs are deducted. The calculation of the Company's obligation is performed annually by a qualified actuary using the projected unit credit method.

The Company recognises all actuarial gains and losses arising from defined benefit plans immediately in the Statement of Profit and Loss. All expenses related to defined benefit plans are recognised in employee benefits expense in the Statement of Profit and Loss.

## Other Long term Employee benefits

#### **Leave Encashment**

The employees can carry-forward a portion of the unutilised accrued leaves and utilise it in future service periods or receive cash compensation on termination of employment. Since the leaves do not fall due wholly within twelve months after the end of the period in which the employees render the related service and are also not expected to be utilised wholly within twelve months after the end of such period, the benefit is classified as a long-term employee benefit. The Company records an obligation for such leaves in the period in which the employee renders the services that increase this entitlement. The obligation is measured on the basis of independent actuarial valuation using the projected unit credit method.

Actuarial gains/losses, if any, are immediately recognized in the Statement of Profit and Loss.

## 1.9 Earnings Per Share

Basic Earnings Per Share is calculated by dividing the net profit /loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted Earnings per share is calculated by dividing the net profit /loss for the year attributable to equity shareholders by the weighted average No. of equity shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

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# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

## 1.10 Taxes on Income

Tax expense comprises of current tax and deferred tax.

Taxes on Income for the current year (Current Tax) are determined on the basis of taxable income after considering applicable tax allowances and exemptions in accordance with the provisions of Income Tax Act, 1961, as amended from time to time.

Minimum Alternative Tax (MAT) paid in accordance with the tax laws which give rise to future economic benefits in the form of adjustments of future income tax liability is considered as an asset if there is convincing evidence that the Company will pay normal tax in future.

Deferred Tax is recognized, subject to considerations of prudence, on timing difference, being the difference between taxable income and accounting income that originates in one period and is capable of reversal in one or more subsequent years.

## 1.11 Impairment of Assets

All assets are reviewed for impairment; wherever events or changes in circumstances indicate that the carrying amount may not be recoverable. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. An impairment loss, if any, is charged to Statement of Profit and Loss in the year in which the assets is identified as impaired.

## 1.12 Provisions & Contingencies

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence, or non-occurrence, of one or more uncertain future events beyond the control of the company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A disclosure for a contingent liability, if any, is made by way of a Note.



# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH,2015

Note-2: SHARE CAPITAL

Particulars

As At 31st March, 2015

AUTHORISED:

9,00,000 (Previous Year 9,00,000) Equity Shares of ₹ 10/- each 1SSUED, SUBSCRIBED & PAID UP 8,82,800 (Previous Year - 8,82,800) Equity Shares of ₹ 10/- each fully paid up

(Amount in ₹)

As At 31st March, 2015

90,00,000

90,00,000

88,28,000

88,28,000

(a) There is no change in the share capital during the year. There has been no allotment of shares pursuant to contract(s) without payment being received in cash or by way of bonus issue and no shares have been brought back during the five years immediately preceding the Balance Sheet date i.e. 31st March, 2015.

Total

88,28,000

88,28,000

- (b) The Company has only one class of equity shares having a par value of  $\ref{thm}$  10/- per share. Each holder of equity shares is entitled to one vote per share.
- (c ) No Dividend has been proposed /declared during the year ended 31st March, 2015 (31st March 2014 -Nil) . As and when the company proposes the payment of dividend, the same will be paid in Indian rupees.
- (d) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(e) Disclosures of shares held by shareholders holding more than 5% shares

Name of the Shareholder	As At 31st March, 2015	As At 31st March, 2014
M/s Artee Viniyoga Ltd.	No.of Shares	No.of Shares
M/s Ashoka Viniyoga Ltd.	1,81,600	1,81,600
M/s Combine Holding Ltd.	1,80,857	1,80,857
M/s Punjab Mercantile & Traders Ltd.	1,44,400	1,44,400
M/s PNB Finance & Industries Ltd.	65,975	65,975
Mr. Samir jain	35,000	35,000
Mrs. Meera Jain	1,55,000 71,013	1,55,000 71,013





# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH,2015

## Note-3: RESERVES AND SURPLUS

(Amount in ₹)

Particulars	As At	As At
1 articulars	31st March, 2015	31st March, 2014
I. Capital Reserve	9,07,727	9,07,727
II. Other Reserves-	]	0,51,12.
a) Amalgamation Reserve	2,91,520	2,91,520
b) Special Reserve	_,_ ,,,,	_,0.,0.20
(Reserve under section 45-IC of the RBI Act, 1934)		
Balance as per last Financial Statements	4,56,94,990	4,06,11,940
Add : Transferred from Surplus	95,66,400	
	5,52,61,390	4,56,94,990
c) General Reserve	1,98,77,776	1,98,77,776
III. Surplus in the Statement of Profit and Loss		
Balance as per last Financial Statements	16,29,42,638	14,26,10,430
Profit for the year	4,78,31,992	
	21,07,74,630	16,80,25,688
Less : Transfer to Special Reserve	95,66,400	50,83,050
Net surplus in the Statement of Profit and Loss	20,12,08,230	16,29,42,638
Total (I+iI(a+b+c)+iII)	27,75,46,643	22,97,14,651

## Note-4: PROVISIONS

	LONG TERM		SHORT TERM		
Particulars	As At 31st March, 2015	As At 31st March, 2014	As At 31st March, 2015	As At 31st March, 2014	
Provision for Employee Benefits (Refer Note - 20) :					
-For Gratuity	92,692	-	95	_	
-For Leave Encashment	87,992	-	1,006	_	
Total	1,80,684		1,101	-	

## **Note-5: TRADE PAYABLES**

Particulars	As At 31st March, 2015	As At 31st March, 2014
Trade Payables (Refer Note -21)		
-for Service received	61,869	32,594
Tota	61,869	32,594





# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH,2015

# Note- 6: OTHER CURRENT LIABILITIES

(Amount in ₹)

		(Amount in ₹)	
Particulars	As At	As At	
Other Payables-	31st March, 2015	31st March, 2014	
TDS Payable			
Service Tax Payable	5,140	1,175	
Expenses Payable to Directors	-	433	
Expenses Payable to Others	-	3,400	
	1,894		
Note 7 : TANGIDI E AGGERT	7,034	5,008	

## Note-7: TANGIBLE ASSETS

Particulars		As At	As At
Safe Deposit Vaults*		31st March, 2015	31st March, 2014
( Aquired on Amalgamation)		1	1
Represents Safe Deposit Voulto in Debiete (ALD	otal	1	

<sup>\*</sup> Represents Safe Deposit Vaults in Pakistan (At Book Value) as per the erstwhile Sahu Properties Ltd's Balance Sheet (after writing off ₹ 10,825/- from Capital Accretion Reserve in 1957).



# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

## Note: 8 - NON CURRENT INVESTMENTS

	Face	As At 31 I	March, 2015	As At 31st	March, 2014
Particulars		No.of Units# /Shares	<del></del>	No.of Units#	T
Long Term - Other than trade- (valued at Cost, unless	<del>                                     </del>	<del>                                     </del>			
stated otherwise)					
QUOTED					<u> </u>
Fully Paid Equity Shares of Other than Associate Cos.	!				
PNB Finance & Industries Ltd.	10	5,20,000	71,97,950	5,20,000	71,97,950
Sahu Jain Ltd.	10	9,800	77,705		1 ' '
Fully Paid Equity Shares of Associate Cos.					ļ
Ashoka Viniyoga Ltd.	10	2,95,200	29,52,000	2,95,200	29,52,000
{At Cost -₹36,04,275/- (31-03-2014 -₹ 36,04,275/-) less					, ,
Provision for other than temporary diminution- ₹ 6,52,275/-					
(31-03-2014 -₹6,52,275/-)} Combine Holding Ltd.	İ				
	10	1,31,150	5,24,600	1,31,150	5,24,600
{At Cost -₹ 9,28,495/- (31-03-2014 -₹ 9,28,495/-) less Provision for other than temporary diminution- ₹ 4,03,895/- (31-03-2014 -₹4,03,895/-)}					
Sub Total (i)			1,07,52,255	:	1,07,52,255
6.70% IRFC Tax Free Bonds - 10 Years	1,00,000	400	4 00 00 000		
8.09% PFC Tax Free Bonds	-	100	1,00,00,000	100	1,00,00,000
	1,00,000	100	1,00,00,000	100	1,00,00,000
Mutual Funds			2,00,00,000		2,00,00,000
Birla Sunlife Fixed Term Plan Series LV (1099 days)	10	23,00,542	2,30,05,420	-	_
Birla Sunlife Fixed Term Plan Series HL 1099 days Direct (Rollover from 366 Days to 1099 Days)	10	85,217	8,52,170	_	_
ICICI Prudential FMP Series 75-1100 days Plan H -Direct	10	·			
Sub Total (iii)	10	22,83,215	2,28,32,150	-	-
Total Quoted(i+ii+iii)		ľ	4,66,89,740	}	-
UNQUOTED	[		7,74,41,995		3,07,52,255
			]		
Fully Paid Equity Shares of Other than Associate Cos. Bennett, Coleman & Co. Ltd.	4.5				ĺ
	10	3,81,61,548	61,99,488	3,81,61,548	61,99,488
(Including 3,39,21,376, Bonus Shares of ₹ 10/- each)				ľ	i
Times Internet Limited *	10	6,76,642	-	-	_
Times Business Solutions Limited*	10	-	-	7,04,835	_
Bennett Property Holdings Company Ltd**	10	63,60,258	-	63,60,258	-
Fully Paid Equity Shares of Associate Cos.	-	i			
Artee Viniyoga Ltd.	10	4,00,000	40,29,500	4,00,000	40,29,500
Sahujain Services Limited	10	10,000	1,00,000	10,000	1,00,000
Times Publishing House Ltd.	10	50,000	7,53,750	50,000	7,53,750
Atyuttam Properties Ltd	10	-	-	12,500	1,25,000
Mirchi Properties Ltd. /asuki Properties Ltd	10	-	-	24,965	2,49,650
Shantiniketan Estates Ltd.	10	53,685	42,44,850	53,685	42,44,850
Radio Network Ltd.	100	1,000	1,00,000	1,000	1,00,000
At Cost -₹ 4,02,000/- (31-03-2014 -₹ 4,02,000/-) less Provision	100	2,000	- ]	2,000	-
or other than temporary diminution- ₹ 4,02,000/- (31-03-2014					
₹ 4,02,000/-)}					
Sub Total (i)		r	1,54,27,588	-	1,58,02,238
*( P. W. )*)			-,, ,000		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

## Note: 8 - NON CURRENT INVESTMENTS

Particulars	Face	As At 31 M	As At 31 March, 2015		As At 31st March, 2014	
	Value (in ₹)	No.of Units# /Shares	Cost (in ₹)	No.of Units# /Shares	Cost (in ₹)	
Mutual Funds						
Birla Sunlife Dynamic Bond Fund -Growth	10	10,50,063	2,30,98,525	4,34,192	82,78,827	
HDFC Multiple Yeild Fund-Growth	10	5,00,000	, , ,	, ,	, ,,	
HDFC Cash Management Fund -Treasury Adv.Retail	10	, ,,,,,,,,	-	12,856		
HDFC Short Term Plan -Growth	10	38,528	8,06,001	38,528	, -,	
ICICI Prudential Regular Savings Fund -Growth	10	92,690	13,00,000	30,326	0,00,00	
ICICI Prudential Blended Plan - A	10	3,90,000	39,00,000	3,90,000	39,00,000	
ICICI Prudential Flexible Income -Regular Plan -Growth	100	1,07,135	1,94,54,742	1,07,135		
Reliance Dynamic Bond Fund- Growth	10	7,26,306	1,09,63,800	7,26,306		
Reliance Regular Savings Fund-Debt Plan-Growth	10	11,67,162	1,76,73,120	11,67,162	1,76,73,120	
Reliance Floating Rate Fund-Short Term Plan-Growth	10	25,697	5,00,000	25,697	5,00,000	
Franklin India Income Opportunities Fund-Growth ##	10	44,97,697	5,02,20,608	44,97,697	5,02,20,608	
Franklin India Short Term Income Plan-Growth ##	10	523	12,00,000	523	12,00,000	
UTI Treasury Advantage Fund -Institutional Plan -Growth	1000	15,951	2,26,19,854	15,951	2,26,19,854	
UTI Dynamic Bond Fund	10	6,60,562	1,02,00,000	-	-	
Sub Total (ii)			16,69,36,650		14,09,16,952	
Total Unquoted-(i)+(ii)			18,23,64,238	ŀ	15,67,19,190	
Grand Total ( Quoted + Unquoted)			25,98,06,233		18,74,71,445	
Aggregate Value of Quoted Investments					, , , , , , , , , , , , , , , , , , , ,	
Book Value			7,84,98,165		3,18,08,425	
Before provision for diminution in value ₹ 10,56,170/-)					, , .,	
Market Value (based on last available quoted price)			8,07,61,829	J	3,08,44,800	
Aggregate Book Value of unquoted Investments Before provision for diminuition in value ₹ 4,02,000/-)			18,27,66,238	j	15,71,21,190	
Aggregate Provision for dimunition in value of Investment Units of Mutual Funds are rounded off to peacest unit	s		14,58,170		14,58,170	

<sup>#</sup> Units of Mutual Funds are rounded off to nearest unit.

Pursuant to a scheme of Amalgmation of Times Business Solutions Limited with Times Internet Limited during current financial year, the Company has been allotted 6,76,642 Equity Shares of ₹ 10/- each fully paid up by Times Internet Limited in lieu of holding 7,04,835 fully paid up equity shares of Rs. 10 each in Times Business Solutions Limited. These shares were allotted to the Company without payment of any consideration and therefore the investment in such shares has been shown at nil value.

\*\*Pursuant to a scheme of Demerger of the undertaking of BCCL during the year 2011-12, the Company was allotted 63,60,258 Equity Shares of ₹ 10/- each fully paid up, in Bennett Property Holdings Company Ltd. These shares are allotted to the Company without payment of any consideration and therefore the investment in such shares has been shown at nil value.

## w.e.f. 30-06-2014, Scheme name changed from "Templeton India Short Term Income Fund" to "Franklin India Short Term Income Plan" and "Templeton India Income Opportunities Fund" to "Franklin India Income Opportunities Fund".





<sup>\*</sup>During financial year 2006-07, pursuant to a scheme of Demerger of the undertaking of BCCL, the Company was allotted 7,04,835 Equity Shares of ₹ 10/- each fully paid up, in Times Business Solutions Private Ltd. These shares were allotted to the Company without payment of any consideration and therefore the investment in such shares has been shown at nil value.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH,2015

## Note - 9 : DEFERRED TAX ASSETS

(Amount in ₹

		(Amount in 4)
Particulars	As At	As At
. dribatato	31st March, 2015	31st March, 2014
Deferred Tax Assets arising from :		
Long Term Capital Loss	9,69,776	9,29,932
Provision for Gratuity and Leave Encashment	56,172	-
Tota	10,25,948	9,29,932

## Note - 10 : LONG TERM LOANS AND ADVANCES

Particulars	As At 31st March, 2015	As At 31st March, 2014
(Unsecured, considered good)		
Other Loans & Advances :		
MAT Credit Entitlement	59,43,608	60,40,169
Income Tax & TDS (Net of Provision for Tax) {Total Taxes Paid- ₹ 32,73,737/- (Previous Year-₹ 53,24,910/-) Less Total Provision- ₹ 27,13,840/- (Previous Year-₹49,59,274/-)}	5,59,897	3,65,636
Total	65,03,505	64,05,805

## Note-11 - CURRENT INVESTMENTS

Particulars	Face Value	1	As At 31st March, 2015		1	s At irch, 2014
		No.of Units	<del></del>	No of Units	Cost (₹)	
Current Maturities of Long Term Investments -Other than Trade (valued at cost)						
QUOTED -Mutual Funds						
Reliance Yearly Interval Fund -Series III-Direct (Roll over for 1 year)	10	18,53,720	1,85,37,197	18,53,720	1,85,37,197	
Birla Sunlife Fixed Term Plan Series HL 366 days Direct (Roll Over to 1099 Days )	10	_	_	85,217	8,52,170	
UNQUOTED- Corporate Deposit			1,85,37,197		1,93,89,367	
HDFC Ltd	:		-		2,28,00,000	
Total			1,85,37,197		4,21,89,367	
Aggregate Value of Quoted Investments  Book Value			1,85,37,197		1,93,89,367	
Market Value			2,25,25,476		2,14,79,767	
Aggregate Value of Un Quoted Investments						
Book Value			-		2,28,00,000	

#### Note -12: CASH AND BANK BALANCES

Particulars		As At 31st March, 2015	As At 31st March, 2014
Cash and Cash Equivalents			
Cash On Hand		850	783
Balance with Scheduled Bank in Current Accounts		1,29,403	13,429
T	otal	1,30,253	14,212

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

## Note - 13: SHORT TERM LOANS AND ADVANCES

(Amount in ₹)

Particulars	As At 31st March, 2015	As At 31st March, 2014
To other than related Party (Unsecured, considered good)		
Prepaid Expenses Imprest to Others	29,028 2,378	-
Tota	31,406	-

## **Note - 14: OTHER CURRENT ASSETS**

Particulars	As At 31st March, 2015	As At 31st March, 2014
Interest Receivable	5,90,788	15,69,491
T(	tal 5,90,788	15,69,491

## Note-15: EMPLOYEE BENEFITS EXPENSE

Particulars		31st March, 2015	31st March, 2014
Salaries, Bonus & Other Benefits		10,80,406	-
Employer's contribution to provident and other funds		51,140	-
Staff welfare expenses		11,106	<u>-</u>
	Total	11,42,652	-

#### Note - 16: OTHER EXPENSES

Particulars	į	31st March, 2015	31st March, 2014
Legal & Professional Charges	··· . <u>-</u>	1,74,924	42,697
Listing Fee		11,798	11,798
Demat Charges		6,741	6,741
Advertisement & Publicity Expenses		1,15,672	25,240
Tour & Travel Expenses		33,903	, _
Conveyance Expenses.		65,926	_
Directors' Sitting Fees & Conveyance		46,500	28,000
Telephone Expenses		12,224	-
ROC Filing Fees		30,840	1,732
Auditors Remuneration :		ŕ	.,
Statutory Audit Fee		22,472	16,854
Limited Review Fees		8,427	6,744
Other Services		5,056	8,426
Reimbursement of Expenses		2,809	562
Prior Period Item (Legal & Professional Fees)		2,809	•
Sundry Balance Written off		-	1,442
Loss on Sale of Equity Shares (Long term)(Net)		7,154	-
Miscellaneous Expenses		70,977	22,905
3800	Total	6,18,232	1,73,141



# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Note - 17: EARNINGS PER SHARE

Particulars	31st March, 2015	31st March, 2014
Net Profit attributable to Equity Shareholders (in ₹ ) Weighted Average number of Equity Shares (Face Value per Equity Share ₹ 10/- each)	4,78,31,992 8,82,800	2,54,15,258 8,82,800
Basic (₹)  Diluted (₹)#  # The Company has not issued any potential equity of	54.18 54.18	28.79 28.79

<sup>#</sup> The Company has not issued any potential equity shares, and accordingly, Diluted Earnings Per Share is equal to the Basic Earnings Per Share .

Note-18: There are no separate reportable segments as per Accounting Standard 17- 'Segment Reporting'.

Note-19: Disclosure of Related Parties & Related Party transactions entered into during the year -

a) Related parties and nature of relationship, where there have been transactions :

Relationship Name of Related Party

Associates Sahu Jain Services Limited

Mr. K.C.Jain

Key Management Personnel - Company Secretary
(w.e.f. 18-08-2014)

Mr. Abhishek Kakkar

Key Management Personnel - Chief Financial Officer (w.e.f 26-03-2015)

Mr. Sanjay Kumar

) I ransactions with related parties during the year	
, and the year	(Amount in ₹)
B 41 -	

paraso daring the year		(Amount in ₹)
Particulars Particulars	2014-15	2013-14
Sahu Jain Services Limited, as an Associate		2013-14
Reimbursement of Employee Medical & PA Insurance	28,813	-
Mr. K.C.Jain, Director		
Board Meeting - Sitting Fees	14,000	6,000
Conveyance Reimbursement for attending Board Meeting	32,500	15,000
Mr. Abhishek Kakkar, Key Management Personnel - Company Secretary	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	10,000
Remuneration	8,13,060	
Mr. Sanjay Kumar, Key Management Personnel -Chief Financial Officer	3,13,000	-
Remuneration	15,456	_

c) Summary of balances outstanding

As At 31st March, 2015	As At 31st March, 2014
Pelhi 2	3,400
	31st March, 2015

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

# Note- 20 : EMPLOYEE BENEFITS

a) During the year, the Company has recognized the following amounts in the Statement of Profit and Loss

## **Defined Contribution Plan**

Employer's Contribution to Provident and Other Funds - ₹ 51,140/- (Previous Year -Nil)

## Defined Benefit Plan

During the year, the company has recognised the expenses and liability based on Actuarial valuation -

b) The assumptions used to determine the benefit obligations are as follows:

The state of the s			<b>/S</b> :	
Particulars	Gratu		Leave Encashment	
raiticulars	(Non -Fu	nded)	(Non -F	
Discounting Rate (p.a.)	31.03.15	31.03.14	31.03.15	31.03.14
Euturo Coloni In-	7.75%	-	7.75%	31.00.14
Future Salary Increase (p.a.)	10.00%	_	10.00%	<del></del>
Expected Rate of Return on Plan Assets	N.A		N.A	<u> </u>
Expected Average Remaining working lives of employees (years)	22.75	-	22.75	<u>-</u> -
Mortality Table used	IALM(200	06-08)	IALM(20	106 09)
Retirement Age (years)	58		58	06-06)
Withdrawal Rate (%)		<del> </del>	- 50	
Up to 30 years	3	<del> </del>  -		
From 31 to 44 years	2	<del>├──</del> ┼	3	_
Above 44 years		<del>                                     </del>	2	
			1	- 7

c) Change in present value of obligation

(Amount in ₹)

				nount in ₹)
Particulars	Gratu		Leave Encashment (Non-funded)	
raniculars	(Non-fui	nded)		
Projected benefit obligation at beginning of	31.03.15	31.03.14	31.03.15	31.03.14
year	_	_		77.00.77
Past service cost		<del> </del>		
Current service cost	00.707	<del>                                     </del>		
nterest cost	92,787	<del>                                     </del>	88,998	-
Benefits paid	_	<del> </del>	-	
Actuarial ( gain)/loss			_	
Projected benefit obligation at year end				
	92,787		88,998	

i) Movement in the liability recognized in the Balance Sheet:

Particulars	Gratι		Leave Encashment	
, articulars	(Non-fu	nded)	(Non-fu	
iability Amount (Not) at harding	31.03.15	31.03.14	31.03.15	31.03.14
iability Amount (Net) at beginning of year				
rovisions made/(Reversed) during the year	92,787	_	88,998	<u> </u>
mount used during the period				<u> </u>
ability Amount (Net) at year end	92,787		88,998	





# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

e) Expense recognized in the Statement of Profit and Loss: (Amount in ₹)

			(7)	mount na va	
	Grati	uity	Leave Encashment		
Particulars	(Non-fu	nded)	(Non-fu		
	31.03.15	31.03.14	31.03.15	31.03.14	
Current service cost	92,787	_	88,998		
Interest cost				<u> </u>	
Net actuarial (gain)/ loss recognized in the period	-		_	-	
Expenses recognized in the Statement of Profit and Loss	92,787	-	88,998	-	

f) Amount for the current period and the previous four period:

Particulars	31.03.15	31.03.14	31.03.13	31.03.12	31.03.11
Gratuity	<u> </u>		37,00.10	01.00.12	31.03.11
Present value of obligation as at the end of period	92,787	-		_	_
Fair value of plan assets		_			
Surplus/ (deficit)	-92,787	_		_	_
Experience adjustment on plan liabilities (loss)/ gain	-	-		_	<u> </u>
Leave Encashment	L	<u> </u>			

Present value of obligation as at the end of	88,998				
Fair value of plan assets	1 -				<del></del>
Surplus/ (deficit)	-88,998	_			<del></del> _
Experience adjustment on plan liabilities (loss)/ gain	-	-	-	-	

**Note- 21**: As identified, there were no outstanding dues during the accounting year towards the enterprises as defined in the Micro, Small & Medium Enterprises Development Act, 2006.

Note- 22 : Contingent liabilities and commitments not provided for as on 31st March, 2015 : Nil (Previous Year: Nil)

Note- 23: Foreign Exchange earnings and outgo during the year are as follows:-

Particulars	
Earnings	(Amount in ₹)
	Nil (Previous Year - Nil)
Outgo	Nil (Previous Year - Nil)





# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

**Note- 24**: Previous year's figures have been regrouped/ re-casted wherever considered necessary to conform current year's figures.

Note - 25 : Figures have been rounded off to the nearest rupree.

As per our report of even date attached.

For Thakur, Vaidyanath Aiyar & Co. Chartered Accountants
Firm Registration No.000038N

M.P.Thakur

- MARIAI CW

Partner

Membership No.052473

Place: New Delhi Date: 19-05-2015

Delhi St.

For and on behalf of the Board of Directors

Karam Chand Jain

Director

DIN -00019227

Sanjay Kumar

Chief Financial Officer

Amita Gola

Director

DIN -01088321

Abhishek Kakkar

Company Secretary M.No.- A18211

Regd.Office: 1st Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi-110002 (CIN: L70109DL1980PLC169318)

FORM AOC -1

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

Statement containing salient features of the financial statement of associate companies

Part"B": Associates

As on 31st March, 2015

Name of Associates	Ashoka	Combine	Artee	Sahujain	Times Publishing	Vasuki	Shantiniketan	Shantiniketan Radio Network
Mr. o'll a constant	Viniyoga Ltd. Holding Ltd.	Holding Ltd.	Viniyoga Ltd.	Services Ltd.	House Ltd.	Properties Ltd	Estates Ltd.	Ltd.
1.Latest audited Balance Sheet Date	31.03.2014	31.03.2014	31.03.2014	31.03.2014	31.03.2014	31.03.2014	31.03.2014	31.03.2014
2. Shares of Associate held by the company on the year end								
No.	2,95,200	1,31,150	4,00,000	10,000	50,000	53,685	1,000	2,000
Amount of Investment in Associates (in ₹ )	36,04,275	9,28,495	40,29,500	1,00,000	7,53,750	42,44,850	1,00,000	4,02,000
Extent of Holding %	45.95%	26.77%	25.00%	20.00%	20.83%	24.97%	20.00%	21.05%
3. Description of how there is significant influence			5 5 5 5 5 5 5	Holds Equity S	Holds Equity Shareholding > = 20%			
4. Reasons Why the associate is not consolidated				Not Applica	Not Applicable for FY 2014-15			
5. Networth attributable to Shareholding as per latest audited Balance Sheet (in ₹)	14,88,43,693	20,62,496	1,15,08,152	3,20,23,395		41,81,180	6,24,075	-21,65,120
6. Profit/(-) Loss for the year (FY 2013-14) (in ₹)	3,77,90,294	-38,597	47,45,373	1,12,10,211	97,13,063	-29,327	1,09,643	-46,269
. Considered in Consolidation	-		•	•	1	,	1	
ii. Not Considered in Consolidation (in ₹)	1,73,65,652	-10,331	11,86,343	22,42,042	20,23,496	-7.323	21,929	-9,741
						7	7	

7. Name of Associate Investments, which have been sold during the financial year ended on 31st March, 2015

Date of Sale	16-03-2015	16-03-2015
Name of Associates	a. Mirchi Properties Ltd.	<ol> <li>Atyuttam Properties Ltd</li> </ol>
	w	

As per our report of even date attached For Thakur, Vaidyanath Aiyar & Co.

Firm Registration No.000038N Chartered Accountants

M.P.Thakur

STORAL THE

Membership No.052473 Date: 19-05-2015 Place : New Delhi Partner

Sanjay Kumar Chief Financial Officer Karam Chand Jain DIN -00019227 Director

DIN -01088321 Amīfa Gola Director

For and on Behalf of the Board of Directors

Company Secretary M.No.- A18211 Abhishek Kakkar

 $\mathcal{C}$ 

Regd.Office: 1st Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi-110002 (CIN: L70109DL1980PLC169318)

Disclosure to the Balance Sheet of a non -deposit taking non -banking financial company (as required in terms of Paragraph 13 of Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015)

As on March 31, 2015

<u>(₹ in Lacs</u> ) **Particulars Amount Out-**Amount Liabilities side: standing overdue Loans and advances availed by the NBFCs inclusive of interest (1) accrued thereon but not paid: (a) Debentures : Secured : Unsecured (other than falling within the meaning of public deposits\*) (b) Deferred Credits NIL NIL (c) Term Loans (d) Inter-corporate loans and borrowing (e) Commercial Paper (f) Other Loans (specify nature) Assets side: Amount Out standing (2) Break-up of Loans and Advances including bills receivables [other than those included in (4) below]: NIL (a) Secured (b) Unsecured (3) Break up of Leased Assets and stock on hire and other assets counting NIL towards AFC activities Lease assets including lease rentals under sundry debtors : (a) Financial lease (b) Operating lease Stock on hire including hire charges under sundry debtors: (ii) NIL (a) Assets on hire (b) Repossessed Assets (iii) Other loans counting towards AFC activities Loans where assets have been repossessed (a) (b) Loans other than (a) above





Regd.Office: 1st Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi-110002

(CIN: L70109DL1980PLC169318)

Disclosure to the Balance Sheet of a non -deposit taking non -banking financial company (as required in terms of Paragraph 13 of Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015)

As on March 31, 2015

(4)	Break-up of Investments :			(₹ in Lacs)
	Current Investments :			
	1. Quoted :			
	(i) Shares : (a) Equity			1
	(b) Preference			-
	(ii) Debentures and Bonds			1 - 1
	(iii) Units of mutual funds			185.37
	(iv) Government Securities			100.37
	(v) Others (Please specify)  2. Unquoted:			-
	,			
	(i) Shares : (a) Equity			
	(b) Preference			- 1
	(ii) Debentures and Bonds			
	(iii) Units of mutual funds			1 - 1
	(iv) Government Securities (v) Others (Please specify)			1 - 1
	( and openly)			_
	Long Term investments :			
ľ	1. Quoted :			1
	(i) Shares : (a) Equity			118.08
ľ	(b) Preference			118.08
- 1	(ii) Debentures and Bonds			200.00
- 1	(iii) Units of mutual funds			466.90
- 1	(iv) Government Securities			400.90
	(v) Others (Please specify)			
- 1	2. Unquoted :			
	(i) Shares : (a) Equity			158.30
- 1,	(b) Preference (ii) Debentures and Bonds			-
- 1	(ii) Debentures and Bonds (iii) Units of mutual funds			- [
1	iv) Government Securities			1,669.37
- 6	v) Others (Please specify)			-
	Borrower group-wise classification	of accore finan	and :- (0) 1 (0)	-
	Category	or assets illian		
	<b>3</b> ,	C '	Amount net of pro	
1	. Related Parties	Secured	Unsecured	Total
<b>⊢</b>	a) Subsidiaries	Nil Nii	Nil	Nil
	b) Companies in the same group	Nil	Nil	Nil
ľ	(c) Other related parties.	Nil	Nil	Nil
-	2. Other than related parties	Nil	Nil	Nil
	Other than related parties	Nil	Nil	Nil

Nil

Nil

Nil

Total

Regd.Office: 1st Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi-110002

(CIN: L70109DL1980PLC169318)

Disclosure to the Balance Sheet of a non -deposit taking non -banking financial company (as required in terms of Paragraph 13 of Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015)

As on March 31, 2015

Category	Market Value / Break up or fair	Book Value (Net o Provisions)
1. Related Parties	value or NAV	
(a) Subsidiaries	Nil	Att
(b) Companies in the same group	1,131.83	NiI 127.05
(c) Other related parties.	Nil	
2. Other than related parties	1,10,224.37	Nil
Total	1,11,356.20	2,656.39 2,783.43
Other Information Particulars		
(I) Gross Non- performing Assets		Amount
(a) Related parties		Nil
(b) Other than related parties		Nil
(ii) Net Non Performing Assets		
(a) Related parties		Nii
(b) Other than related parties		Nil
(iii) Assets acquired in satisfaction of debt.		Nil
and a section of debt.		Nil

The break up value of investments in unlisted companies having negative net worth has been taken at Nil

As per our Report of even date attached

For Thakur, Vaidyanath Aiyar & Co. **Chartered Accountants** 

Huares

Firm Registration No.000038N

M P Thakur

Partner

Membership No.52473

Place: New Delhi Date: 19-05-2015

Sanjay Kumar

DIN -00019227

Director

Karam Chand Jain

Abhishek Kakkar

Chief Financial Officer Company Secretary

For and on Behalf of the Board of Directors

M.No.- A18211

Amita Gola

DIN -01088321

Director

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# CAMAC COMMERCIAL COMPANY LIMITED (CIN: L70109DL1980PLC169318)

**Regd Office**: I<sup>st</sup> Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi - 110 002

Email: camaccommercial@gmail.com, Phone No.: 011-43570812

Website: www.camaccommercial.com

#### **ATTENDANCE SLIP**

#### PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Fo	lio No./DP Id/ Client		
Id			
Na	me		
Ad	dress of Shareholder		
No	of shares		
1.		resence at the 35 <sup>th</sup> Annual General Mee 5 (Wednesday) at 12.30 A.M. at Indian 0 002	
2.	Signature of the Share	eholder/Proxy Present.	

- 3. Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.
- 4. Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of Annual Report for reference at the meeting.
- 5. Please read the instructions carefully before exercising your vote.

# CAMAC COMMERCIAL COMPANY LIMITED (CIN: L70109DL1980PLC169318)

**Regd Office**: I<sup>st</sup> Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi - 110 002

Email: camaccommercial@gmail.com, Phone No.: 011-43570812

Website: www.camaccommercial.com

## (35<sup>th</sup> Annual General Meeting-30<sup>th</sup> September, 2015)

#### **PROXY FORM**

Pursuant to section 105(6) of Companies Act, 2013 and Rule 19(3) of the Companies Act, (Management & Administration Rules), 2014

Name of the member (s):

negistered address.				
E-mail Id:				
Folio No/ Client	Id/ DP ID:			
I/We, being the  1. Name: Address: E-mail Id: Signature:.  2. Name: Address: E-mail Id: Signature:.  3. Name: Address:	e member (s) ofshares of the above named company, hereby appoint, or failing him, or failing him			
As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35 <sup>th</sup> Annual General Meeting of the Company, to be held on 30 <sup>th</sup> day of September, 2015 At 12.30 p.m. at Indian Medical Association (IMA) House, I.P. Marg, New Delhi – 110 002 and at any adjournment thereof in respect of such resolutions as are indicated below:				
Resolution No.	Description of Resolution			
Ordinary		For	Against	
Business:				
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial yearned March 31, 2015 and the Report of the Board of Directors and the Auditors thereon.	ar		
2.	To appoint a Director in place of Mr. Gaurav Jain (DIN 03331025), who retires by rotation and, beir eligible, offers himself for reappointment.	ıg		
3.	Appointment of M/s. Thakur, Vaidyanath Aiyar & Co., Chartered Accountants as Statutory Auditors the Company and to fix their remuneration.	of		
Special Business:				
4.	To approve the appointment of Mr. Sourabh Gupta as Manager of the Company			
Signed this day of 2015				
Signature of sh	areholder (s)Signature of Proxy holder(s)			
	a		Affix revenue stamp of appropriate value	

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