

## NOTICE

Notice is hereby given that Annual General Meeting of SHUBH POULTRIES LTD will be held at Registered Office of the Company situated at SCO 23-24-25, IIInd Floor, Sector 34-A, Chandigarh – 160022, on Tuesday 30<sup>th</sup> September, 2014 at 10.00 A.M., to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014, the Profit & Loss Account of the Company for the financial year ended on that date and the Reports of the Auditors and Directors thereon.
2. To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:  
“**RESOLVED THAT** pursuant to the provisions of Section 139 and applicable provisions, if any, of the Companies Act, 2013 M/s. Hemant C Parikh & Co., Chartered Accountants, Ahmedabad, bearing Membership No. 031780 be and is hereby appointed as the Statutory Auditors of the Company, to hold office for a term of Five Years from the conclusion of this Annual General Meeting till the conclusion of Annual general meeting of the Company to be held in the Year 2019 (subject to ratification of their appointment at every Annual general Meeting) and to fix remuneration as agreed between them and Company for the year 2014-15.”

### SPECIAL BUSINESS

3. To consider and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:  
“**RESOLVED THAT** pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ('Act') read with Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Namdev Pandurang Parsekar (DIN – 05235417), Independent Director of the Company is hereby appointed as an Independent Director not liable to retire by rotation for a period up to March 31, 2019.
4. To consider and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:  
“**RESOLVED THAT** pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ('Act') read with Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Rahul Vijaykumar Prajapati (DIN – 06770052), Independent Director of the Company is hereby appointed as an Independent Director not liable to retire by rotation for a period up to March 31, 2019.

By Order of the Board  
For SHUBH POULTRIES LTD

Place: Chandigarh  
Date: 27<sup>th</sup> August, 2014.

Sd/-  
Kewal Krishan Goyal  
Executive Director  
DIN No. – 01870562

**NOTES:**

1. A Member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his behalf and such proxy need not be a member of the Company. A person can act as a proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of Total Paid-up Share Capital of the Company. Any Member holding more than 10% of Total Paid-up Share Capital of the Company may appoint a single person as proxy and in such case, the said person shall not act as proxy for any other person or member. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Annual General Meeting.
2. Corporate Members are requested to send to the registered office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed.
4. Members are requested to bring their admission slip along with copy of the report and accounts to Annual General Meeting.
5. All Documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturday /Sunday & Public Holidays, between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from 29<sup>th</sup> September, 2014 to 30<sup>th</sup> September, 2014 (Both Days Inclusive) for the purpose of the Annual General Meeting.
7. Members are requested to notify immediately any change in their addresses to the Company to address any future communication at their correct address.
8. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting Venue.
9. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days prior to the Annual General Meeting so that the requested information can be made available at the time of the meeting.
10. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
11. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members holding shares in single name are advised, in their own interest to avail of the nomination facility by filling form 2B.
12. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken "Green Initiative in Corporate Governance" and allowed Companies to share documents with its shareholders through an electronic mode.
13. Electronic copy of the Annual Report for 2014 is being sent to all the members whose email IDs are registered with the Company for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014 is being sent in the permitted mode.

14. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2014 will also be available on the Company's website [www.shubhpoultriesltd.com](http://www.shubhpoultriesltd.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's designated email id: [shubhpoultries@gmail.com](mailto:shubhpoultries@gmail.com) is requested to support this green initiative by registering / updating their e-mail addresses.
15. Members can request for a Ballot Form at SHUBH POULTRIES LTD, SCO 23-24-25, IIInd Floor, Sector 34-A, Chandigarh – 160022 or they may also address their request through E-mail to: [shubhpoultries@gmail.com](mailto:shubhpoultries@gmail.com), Contact No. 0172-4347638.
16. The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on August 27, 2014.
17. Members desiring to exercise vote by Ballot are requested to carefully read the instructions printed in the form, to complete the Ballot Form with assent (for) or dissent (against) and send it to Mr. Rakesh Kapur, Scrutinizer, 305, 3<sup>rd</sup> Floor, Tower – 1/B, Dhiraj Enclave, Co-op Hsg Soc. Ltd., Khatau Mill Complex, Opp Bhor, Borivali East, Mumbai – 400 066. Tel.: 022-28855295, E-mail: [rakeshkapur15@gmail.com](mailto:rakeshkapur15@gmail.com) so as to reach him on or before Wednesday, September 24, 2014 by 5.30 p.m. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.
18. The Results of voting shall be declared at the AGM of the Company and the results along with Scrutinizer's report shall be placed on the website of the Company thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of AGM.

By Order of the Board  
For SHUBH POULTRIES LTD

Sd/-  
Kewal Krishan Goyal  
Executive Director  
DIN No. – 01870562

Place: Chandigarh  
Date: 27<sup>th</sup> August, 2014.

## **EXPLANATORY STATEMENT**

The following explanatory statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), set out all material facts relating to the business mentioned at the item No.3 & 4 the accompanying Notice dated 27<sup>th</sup> August, 2014.

### **Item No. 3 & 4**

The Company had, pursuant to the provisions of Clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. Namdev Pandurang Parsekar & Mr. Rahul Vijaykumar Prajapati as Independent Directors at various times, in compliance with the requirements of the Clause.

Pursuant to the provisions of section 149 of the Companies Act, 2013 which came into effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation. The tenure of the Independent Director will be for a period of 5 years.

The Board has recommended the appointment of these directors as Independent Directors in accordance with the provisions of sec. 149 of the Companies Act, 2013 to hold office for a term up to 5 consecutive years (for a period up to March 31, 2019) on the Board of Directors of the Company.

The Company has received Notices in writing from Members along with the requisite deposits in accordance with sec. 160 of the Companies Act, 2013, proposing the candidature of Mr. Namdev Pandurang Parsekar & Mr. Rahul Vijaykumar Prajapati as Independent Director. Mr. Namdev Pandurang Parsekar & Mr. Rahul Vijaykumar Prajapati, Non-Executive Independent Directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these Directors fulfill the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

Mr. Namdev Pandurang Parsekar	
Fathers' Name	Pandurang Babaji Parsekar
Date of Birth	01/06/1955
Date of Appointment	01/03/2013
Expertise in specific functional areas	Banking, Finance & Administration
Years of Experience	12
Qualification	B.com
Directorship in Other Public Limited Companies	NIL
Member/Chairman of the Committee	1) Audit Committee – Chairman 2) Investors Grievances Committee – Member
No. of shares held in own name or in the name of relatives	NIL

Mr. Rahul Vijaykumar Prajapati	
Fathers' Name	Vijaykumar L Prajapati
Date of Birth	01/03/1981
Date of Appointment	05/10/2009
Expertise in specific functional areas	Administration, Software
Years of Experience	8
Qualification	Diploma in Computer Science
Directorship in Other Public Limited Companies	NIL

Member/Chairman of the Committee	1) Audit Committee – Member 2) Investors Grievances Committee – Chairman 3) Remuneration Committee – Member
No. of shares held in own name or in the name of relatives	NIL

Mr.Namdev Pandurang Parsekar & Mr. Rahul Vijaykumar Prajapati, respectively, are concerned or interested in the Resolutions mentioned at Item Nos. 3 & 4 of the accompanying Notice relating to their own. None of the other Directors, key managerial personnel or their relatives is concerned or interested in these items of business. The Board recommends the resolution set forth in Item Nos. 3 & 4 for the approval of the members.

## DIRECTOR'S REPORT

Your Directors are pleased to present their Annual Report on the Business and operations of the Company together with the Audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2014.

### Financial Results

The financial performance of your Company for the year ended March 31, 2014 is summarized below:  
(Rupees in Lacs)

<u>Particulars</u>	<u>2013-2014</u>	<u>2012-2013</u>
Sales	391.88	18.46
Other Income	0.00	0.00
<b>Total Income</b>	<b>391.88</b>	<b>18.46</b>
Total Expenses	317.45	11.93
<b>Profit/(Loss)</b>	<b>74.43</b>	<b>6.53</b>
(-) Finance Cost	0.00	0.00
<b>Profit/(Loss)Before Tax</b>	<b>74.43</b>	<b>6.53</b>
Tax		
(-) Current Tax	24.81	2.00
(+) Deferred Tax	0.00	0.00
<b>Net Profit After Tax</b>	<b>49.62</b>	<b>4.53</b>

### Review of Operations:

The Company is carrying on trading activities in Textiles sector on a modest scale & hopes to achieve bigger target. Till last year, the year under review, the Company achieved a turnover of Rs. 391.88 Lacs (previous year Rs. 18.46) the Company has made a modest profit of Rs. 49.62 Lacs (previous year profit was Rs. 4.53). Though the volume has increased in the current year compared to previous year, but on account of higher operating cost, there has been pressure on the margin of the Company.

### Future Outlook:

Your Company is currently focusing its resources in the business segments of Trading in Textiles. The Company is hopeful that in the coming years it will grow in leaps & bounds as the new Government has initiated many economic policies, which will boost the Textile sectors in the coming year.

The Company is also trying to venture into profitable activities during the year, so as to have maximized return of its capital & is trying to better cost control.

### Dividend:

The Board of Directors does not recommend any Dividend for the year under review.

### Subsidiary Companies:

The Company does not have any subsidiary Company within the meaning of section 4 of the Companies Act, 1956. Thus the Company is not required to furnish a statement pursuant to the provisions of Section 212 of the Companies Act, 1956.

### Acceptance of Fixed Deposits:

The Company has not accepted any Fixed Deposits from general public within the purview of Section 58A, of the Companies Act, 1956, during the year under review.

### Directors:

Mr. Namdev Pandurang Parsekar and Mr. Rahul Vijaykumar Prajapati were appointed as Independent Directors of the Company for the terms of 5 Years, up to 31<sup>st</sup> March, 2019.

Further, none of the Directors of the Company are disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Independent Director

As per provisions of Section 149 of the 2013 Act, independent directors shall hold office for a term up to five consecutive years on the board of a company, but shall be eligible for re-appointment for another term up to five years on passing of a special resolution by the company and disclosure of such appointment in Board's Report. Further Section 152 of the Act provides that the independent directors shall not be liable to retire by rotation in the Annual General Meeting ('AGM') of the Company.

As per Revised Clause 49 of the Listing Agreement (applicable from October 1, 2014), any person who has already served as independent director for five years or more in a company as on October 1, 2014 shall be eligible for appointment, on completion of the present term, for one more term of up to 5 (five) years only.

Auditors:

The Statutory Auditors, M/s. Hemant C Parikh & Co., had been appointed to hold office until the conclusion of the ensuing Annual General Meeting; however he is also eligible for re- appointment and his willingness for re-appointment have been intimated to the Company well in advance. Further he has also confirmed that he is not disqualified for re- appointment within the meaning of Section 141 of the Companies Act, 2013 and his appointment, if made would be within the limits specified in Section 139 of the said Act.

Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made there under, the current auditors of the Company M/s. Hemant C Parikh & Co., Chartered Accountants, Ahmedabad, is eligible to hold the office for a period of five years up to 2019.

The members are therefore requested to appoint M/s. Hemant C Parikh & Co., Chartered Accountants as auditors for five years from the conclusion of the ensuing Annual General Meeting till the conclusion of the Annual General Meeting, to be scheduled in 2019 and to fix their remuneration for the year 2014-15.

Auditors Report:

The observations and comments furnished by the Auditors in their report read together with the notes to Accounts are self- explanatory and hence do not call for any further comments under Section 217 of the Companies Act, 1956.

Directors Responsibility Statement:

In accordance with the requirement of Section 217 (2AA) of the Companies Act, 1956, the Board of Directors of the Company confirms:

- (i) In the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2014 the applicable accounting standards have been followed along with proper explanation relating to material departures.
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for the year ended 31<sup>st</sup> March, 2014.
- (iii) That the Directors have taken sufficient and proper care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting material fraud and other irregularities. And that the Directors have prepared the Annual Accounts on a going concern basis.
- (iv) That the Directors have prepared the Annual Accounts on a going concern basis.

- (v) That the development & implementation of a risk management policy for the company including identification therein of element of risk, if any, which in the opinion of the Board may threaten the existence of the Company.
- (vi) There are no material changes & commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate & the date of the report.
- (vii) That there no contracts or arrangement with related parties referred to in sub-section (1) of section 188.

Corporate Governance:

As per Clause 49 of the Listing Agreement with the Stock Exchanges, a separate Chapter on Corporate Governance practices followed by the Company together with a Certificate from the Auditor confirming compliance forms a part of this Report.

Executive Director's Certificate:

A Certificate from the Executive Director in respect of the Financial Statements forms part of the Annual Report.

Management Discussion and Analysis Report:

Management Discussion and Analysis Report for the year under review, as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges in India, is presented in a separate section forming part of the Annual Report.

Conservation Of Energy, Technology Absorptions and Foreign Exchange Earnings and Outgo:

The information relating to the conservation of energy, technology absorption foreign exchange earnings and outgo under provisions of 217(1)(e) of the Companies Act, 1956 is not applicable to the Company, considering the nature of its business activities. Further the Company has not earned nor spends foreign exchange during the year under review.

Particulars of Employees:

None of the employees of the Company is in receipt of remuneration prescribed under Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975. Thus furnishing of particulars under the Companies (Particulars of Employees) Rules 1975 does not arise.

Acknowledgement:

Yours Directors take this opportunity to thank the Financial Institutions, Banks, Business Associates, Central and State Government authorities, Regulatory authorities, Stock Exchanges and all the various stakeholders for their continued co-operation and support to the Company and look forward to their continued support in future.

We very warmly thank all of our employees for their contribution to your Company's performance. We applaud them for their superior levels of competence, dedication and commitment to your Company.

By Order of the Board  
For SHUBH POULTRIES LTD

Sd/-  
Kewal Krishan Goyal  
Executive Director  
DIN No. – 01870562

Place: Chandigarh  
Date: 27<sup>th</sup> August, 2014.

## **MANAGEMENT DISCUSSIONS AND ANALYSIS REPORTS**

Your Directors are pleased to present the Management Discussion and Analysis Report for the year ended 31<sup>st</sup> March, 2014.

The management discussion and analysis have been included in consonance with the code of corporate governance as approved by The Securities and Exchange Board of India (SEBI).

Investors are cautioned that these discussions contain certain forward looking statements that involve risk and uncertainties including those risks which are inherent in the Company's growth and strategy. The company undertakes no obligation to publicly update or revise any of the opinion or forward looking statements expressed in this report consequent to new information or developments, events or otherwise.

The management of the company is presenting herein the overview, opportunities and threats, initiatives by the company and overall strategy of the company and its outlook for the future. This outlook is based on management's own assessment and it may vary due to future economic and other future developments in the country.

### Overview

Indian textile Industry is one of the leading textile industries in the world. Though was predominantly unorganized industry even a few years back, but the scenario started changing after the economic liberalization of Indian Economy in 1991. The opening up of economy gave the much needed thrust to the Indian Textile Industry, which has now successfully become one of the largest in the world. Indian textile Industry largely depends on the textile manufacturing and export. It also plays a major role in the economy of the country.

India earns about 27% of its total foreign exchange through textile exports. Indian textile industry is also the largest in the country in terms of employment generation. It not only generates jobs in its own industry but also opens up scope for other ancillary sectors.

### Industry Structure and Development:

With new Government in place having complete majority on its own, many reforms has been initiated by the new Government & there appear better prospects in the Textile Sector, as India is manufacturing hub for many international brands at lower cost per unit..

### Opportunities and Threats:

The Textile Sector looks bright in the coming year on account of various economic reforms initiated by the new Government. The Government has initiated "Made in India" scheme, wherein products manufactured in India will be given faster approval of setting up manufacturing facilities, business loan at lower rate of interest, export guidance & helping the industries in every possible manner to compete globally.

The Company may face risk in respect of slow down into the Textile market as well as of high competition, globally. During last few years there was economic slowdown in India as well as globally, so time taken by the Industry to come out of the low point may be slow & it may be longer on account of political uncertainties in the European Countries.

### Outlook

With the introduction of GST should see a level playing field between your company and other companies who are tax-exempt. The Company is exploring various options to improve margins of the Company, by having tight control on expenses & exploring various business activities. The Company has started its business activities during last 2 years & has managed a decent profit within short span of time & is now confident in achieving higher targets in the coming years.

### Risk & Concerns:

There are various risks in the Textile sector. The Company is exposed to risk from market fluctuations of Foreign Exchange, Interest Rates, Commodity Prices, Business risk, Compliance risk, People risk, Credit risk, Operational risk, Liquidity risk, Strategic risk. Capacity addition by New/Existing players may have temporary effect on your Company. The Company mitigates the impact of price rise on finished goods with reputation for quality, product differentiation & service to the Customers with better marketing network. The Company aims at enhancing & maximizing shareholders value by achieving appropriate trade-off between risk & returns.

### Internal Control Systems and Their Adequacy:

The Company has implemented a comprehensive system of internal controls and risk management systems for achieving operational efficiency, optimal utilization of resources, credible financial reporting and compliance with local laws. These controls are regularly reviewed by both internal and external agencies for its efficiency and effectiveness. Management information and reporting system for key operational activities form part of overall control mechanism

### Human Resources / Industry Relations:

The Company recognizes that its success is deeply embedded in the success of its human capital. During 2013-2014, the Company continued to strengthen its HR processes in line with its objective of creating an inspired workforce.

The employee engagement initiatives included placing greater emphasis on learning and development, launching leadership development program, introducing internal communication, providing opportunities to staff to seek inspirational roles through internal job postings, streamlining the Performance Management System, making the compensation structure more competitive and streamlining the performance-link rewards and incentives. The Company believes that learning is an ongoing process. Towards this end, the Company has built a training infrastructure which seeks to upgrade skill levels across grades and functions through a combination of in-house and external program.

### Compliance

The Compliance function of the Company is responsible for independently ensuring that operating and business units comply with regulatory and internal guidelines. The Compliance Department of the Company is continued to play a pivotal role in ensuring implementation of compliance functions in accordance with the directives issued by regulators, the Company's Board of Directors and the Company's Compliance Policy. The Audit Committee of the Board reviews the performance of the Compliance Department and the status of compliance with regulatory/internal guidelines on a periodic basis.

New Instructions/Guidelines issued by the regulatory authorities were disseminated across the Company to ensure that the business and functional units operate within the boundaries set by regulators and that compliance risks are suitably monitored and mitigated in course of their activities and processes. The Company

has complied with all requirements of regulatory authorities. The trading in the equity shares of the Company was suspended at Ahmedabad Stock Exchange Limited, Delhi Stock Exchange Limited & Ludhiana Stock Exchange Limited since last few years, on account of Non-Compliance with various clauses of Listing Agreement. The Company has taken necessary steps for regularizing the same & trading in the equity shares of the Company was revoked by the Stock Exchanges during 2014-2015.

#### Cautionary Statement

Certain statements under "Management Discussion & Analysis" describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statement within the meaning of applicable securities laws and regulations. Although the expectations are based on reasonable assumptions, the actual results could materially differ from those expressed or implied, since the Company's operations are influenced by many external and internal factors beyond the control of the Company. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

## **CORPORATE GOVERNANCE REPORT**

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, report on Corporate Governance is furnished herewith.

### **Company's Philosophy on Corporate Governance:**

Corporate Governance for the Company means achieving high level of accountability, efficiency, responsibility and fairness in all areas of operation. Our Employees are committed towards the protection of the interest of the Stakeholders viz. Shareholders, creditors, investors, clients etc. Our policies consistently undergo improvements keeping in mind our goal i.e. maximization of value of all the stakeholders. The Company reviews its Corporate Governance practices to ensure that they reflect the latest developments in the corporate arena & position it to the best Corporate Governance practices.

### **Board of Directors**

The Board is entrusted with the ultimate responsibility of the management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosure.

The Board has four members with an Executive Director. The Independent Directors on the Board are competent and highly respected professionals from their respective fields and have vast experience in general corporate management, finance, banking and other allied fields which enable them to contribute effectively to the Company in their capacity as members of the Board. The day to day management of the Company is conducted by Executive Director subject to supervisions and control of the Board.

The Independent Directors have made disclosures to the Board confirming that there are no material, financial and/or commercial transactions between them and the company which could have potential conflict of interest with the company at large.

The Company has a Code of Conduct for Directors and Senior Management personnel. The code is available on the official website of the company: [www.shubhpoultriesltd.com](http://www.shubhpoultriesltd.com)

All Directors and Senior Management Personnel have affirmed compliance with the code of conduct approved and adopted by the Board of Directors.

### **Composition of Board**

As on the date of this report, the Board Strength consists of in all 4 directors. Out of them, 2 are Executive Director & 3 are Non-Executive Non-Independent Director.

Further none of the Directors on the Board is a Member of more than 10 Committees or Chairman of more than 5 Committees across all the Companies in which he is a Director. Also necessary disclosures regarding Committee positions in other public Companies have been made to the Company by the Directors at regular intervals.

Meetings of the Board of Director during the Financial Year 2013-14, Four Board Meetings were held on the following dates:

- 29<sup>th</sup> May, 2013
- 25<sup>th</sup> October, 2013
- 12<sup>th</sup> July, 2013
- 25<sup>th</sup> January, 2014

Details of the Board of Directors and External Directorships

Particulars of the Board's Composition, Directors' Attendance at Board Meetings and at the previous Annual General Meeting, number of other Directorships and Board-Committee memberships held as on 31 March 2014, are given below:

Sr. No.	Name of the Director, Designation and Category	Attendance of Board Meetings	Attendance at previous AGM	No. of other Directorships	Number of other Board Committee positions (@)	
					As Chairman	As Member
1	Bharat Bhushan Goyal	4	Yes	1	None	None
2	Kewal Krishan Goyal	4	Yes	1	None	None
3	Rahul Vijaykumar Prajapati	4	Yes	Nil	None	None
4	Namdev Pandurang Parsekar (appointed on 01/03/2013)	4	Yes	Nil	None	None
5	Pulkit Shah (resigned on 31/03/2014)	4	Yes	2	None	None

Notes:

(\*) includes directorships held in public limited Companies only.

(Directorships held in Private Companies, Foreign Companies and Companies registered under Section 25 of the Companies Act, 1956 are excluded.)

(@) includes only positions held in Audit Committee and Shareholders'/ Investor Grievance Committee of the Board of Directors

**COMMITTEES OF THE BOARD**

The Board has constituted following Committees of Directors:

- Audit Committee,
- Remuneration Committee, and
- Shareholder's/Investors Grievance Committee,

**Audit Committee**

The Audit Committee consists of two Independent Directors and the Executive Director. All members of the Audit Committee are financially literate and they have accounting or related financial management expertise. The primary purpose of the Audit Committee is to assist the Board of Directors (the "Board") of Shubh Poultries Limited, (the "Company") in fulfilling its oversight responsibilities with respect to

- (a) the accounting and financial reporting processes of the Company, including the integrity of the audited financial results and other financial information provided by the Company to its stockholders, the public, any stock exchange and others,
- (b) the Company's compliances with legal and regulatory requirements,
- (c) the Company's independent auditors' qualification and independence,
- (d) the audit of the Company's financial statements, and the performance of the Company's internal audit function and its Independent Auditors.

Terms of Reference:

The role and terms of reference of Audit Committee covers areas mentioned under Clause 49 of the Listing Agreement and 292A of the Companies Act, 1956, besides other terms as may be referred by the Board of

Directors. All the Members of Audit Committee are qualified and having insight to interpret and understand financial statements. The brief terms of reference of the Audit Committee is outlined as under:

- To select and establish accounting policies.
- To recommend the Appointment and Removal of External Auditors/fixation of their fees.
- To review the adequacy of the Internal Control System.
- To review financial statements before submission to the Board of Directors.
- To review the adequacy of the Internal Audit function & reports, reporting structure coverage and frequency of internal audit.
- To review the findings of any internal investigations by the internal auditors and report the matter to the Board of Directors.
- To review the Company's financial and risk management policies.
- To review Statutory Auditors Report on the financial statements.
- To approve or modify, if any transactions of the Company with related parties.
- To scrutinize inter-corporate loans & investments.
- To do the valuation of undertakings or assets of the Company, wherever it is necessary.
- To evaluate internal financial controls & risk management systems.
- To monitor the end use of funds raised through public offers, if any & its related matters.

Meetings of the Committee:

The Committee met Four times during the financial year 2013-14 on i.e. 29<sup>th</sup> May, 2013, 12<sup>th</sup> July, 2013, 25<sup>th</sup> October 2013 & 25<sup>th</sup> January, 2014.

Constitution of the Committee:

The Composition of the Committee, together with the details of the attendance of each member as at 31<sup>st</sup> March, 2014 is given below:

Sr. No.	Name of the Director	Designation	Meetings Attended	Category
1.	Namdev Pandurang Parsekar	Chairman	4	Non- Executive Independent Director
2.	Rahul Vijaykumar Prajapati	Member	4	Non-Executive Independent Director
3.	Kewal Krishan Goyal	Member	4	Executive Non-Independent Director
4.	Pulkit Shah	Member	4	Non-Executive Independent Director

**Shareholders/ Investor Grievance Committee**

Terms of the Committee:

- To scrutinize and approve registration of transfer of shares/warrants issued or to be issued.
- The Shareholders' and Investors' complaints on matters relating to transfer of shares, non-receipt of annual report, non-receipt of dividends and matters related thereto.
- To exercise all power conferred on the Board of Directors under Articles of Association.
- Attending to investors' queries and complaints regarding transfer, dividend, annual reports, etc.
- Attending to complaints of Investor routed by SEBI/Stock Exchanges/ RBI.

Details of Pending Investor Grievances and Compliance Officer:

There were no investor grievances pending for Redressal as the end of the financial year and all the queries from the stakeholders were attended to promptly. Further there were no pending transfers for the year under review.

Further the details of the Compliance Officer designated for handling of the Investor grievances is provided as under:

**Name :** Mr. Bharat Bhushan Goyal (Executive Director)  
**Address:** SCO 23-24-25, IIInd Floor,  
 Sector 34-A, Chandigarh – 160022  
 Tel: 0172-4347638  
**Email:** shubhpoultries@gmail.com  
**Website:** www.shubhpoultriesltd.com

Composition:

The Committee comprises of namely, Mr. Rahul Prajapati, Independent Director as a Chairman, Mr. Bharat Bhushan Goyal (Executive Director) & Mr. Namdev Pandurang Parsekar (Independent Director) as a Member of Investors (Shareholders) Grievance Committee.

**Remuneration Committee:**

Terms of the Committee

The remuneration policy is directed towards rewarding performance based on review of achievements on a periodical basis. However, none of the Directors has been given any remuneration during the year under review except Meeting Fees.

No Stock option has been allotted to any of the Directors during the financial year 2013-2014. The Committee review and recommend payment of annual salaries, commission and other employment conditions of the Managing Director, & other Executive Directors as well Key Management personal. It 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.

Composition

Name of the Member	Category	Chairman / Member
Mr. Pulkit Shah	Non-Executive Independent Director	Chairman
Mr. Rahul Vijaykumar Prajapati	Non-Executive Independent Director	Member
Mr. Kewal Krishan Goyal	Executive Non-Independent Director	Member

Subsidiary Company: - The Company does not have any subsidiary companies.

Disclosures:

- i. During the financial year 2013-14, there was no materially significant Related Party Transaction, with the Directors, or the Management, their relatives etc. having potential conflict with the interests of the Company at large. Further as a matter of policy, all the transactions with related parties, as per requirements of Accounting Standard 18, are disclosed in the Annual Report of the Company on a regular basis.
- ii. There was no related party transaction during the year, i.e. transactions of the Company of material nature, with its promoters, Directors or the management that may have potential conflict with the interests of Company at large.
- iii. The Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable.

- iv. The Company has adopted the Code of Ethics and Business principles for the members of Board and senior management personnel.
- v. The Company has adopted a 'Code of Conduct for Prevention of Insider Trading ("the Code")' in accordance with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and its subsequent amendment. The code expressly lays down the guidelines and the procedure to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them on the consequences of non-compliance thereof. However whistle blower policy has not been formed during the year under review. Further, we affirm that no personnel have been denied access to the Audit Committee. Employees can report to the Management concerned regarding unethical behavior, act or suspected fraud or violation of the Company's Code of Conduct Policy.
- vi. The Company is in compliance with all mandatory requirements of Clause 49 of the Listing Agreement, in addition the Company has also adopted the non-mandatory requirements of constitution of Remuneration and Nomination Committee and tenure of office of Independent Directors during current financial year 2014-15.
- vii. The Company was suspended at Stock Exchange, where its securities are listed for last few years due to non-compliance of various clauses of the Listing Agreement. The Company has complied with all the requirements of the Stock Exchanges & has paid penalty for non-compliance of various clause of Listing Agreement. The Stock Exchange has resumed the trading in the securities of the Company during first quarter of 2014-2015.
- viii. The Company has ensured that the person who is being appointed as an Independent Director has the requisite qualifications and experience which would be of use to the Company and which in the opinion of the Company would enable him to contribute effectively to the Company in his capacity as an Independent Director.

#### Risk Management

The Company has a Risk Management Policy which has been adopted by the Board of Directors, currently, the Company's risk management approach comprises of governance, identification & assessment of risk. The risks have been prioritized through a Companywide exercise. Members of Senior Management have undertaken the ownership and are working on mitigating the same through co-ordination among the various departments, insurance coverage, security policy and personal accident coverage for lives of all employees.

The Company has appointed a Risk Officer and also put in place the risk management framework, which helps to identify various risks cutting across its business lines. The risks are identified and are discussed by the representatives from various functions. Risk Officer will make a presentation periodically on risk management to the Board of Directors and the Audit Committee. The Board and the Audit Committee provide oversight and review the risk Management policy periodically.

#### Details of General Meetings:

##### Annual General Meetings:

The details of last 3 Annual General Meetings together with the details of the special resolution passed thereat is provided hereunder:

Year	Day, Date and Time	Venue	Special Resolutions Passed
2012-2013	Saturday, 28 <sup>th</sup> September, 2013 at 11.00 a.m.	SCO 23-24-25, IIInd Floor, Sector 34-A, Chandigarh – 160022	-
2011-2012	Friday, 28 <sup>th</sup> September, 2012 at 11.00 a.m.	SCO 23-24-25, IIInd Floor, Sector 34-A, Chandigarh – 160022	-
2010-2011	Thursday, 29 <sup>th</sup> September, 2011 at 11.00 a.m.	SCO 23-24-25, IIInd Floor, Sector 34-A, Chandigarh – 160022	-

No Extra-Ordinary General Meetings have been conducted during last three financial years. No Special Resolutions has been passed through Postal Ballot during the year. None of the resolutions proposed at the ensuing Annual General Meeting need to be passed by Postal Ballot.

Means of Communication:

The Quarterly, Half-Yearly and Annual Financial Results of the Company are forwarded to The Ahmedabad Stock Exchange Limited, Delhi Stock Exchange Limited, Ludhiana Stock Exchange Limited & Jaipur Stock Exchange Limited immediately upon its approval by the Board of Directors and are simultaneously published in leading newspapers in English and Punjabi (regional language). The financial statement of the Company is unqualified.

In accordance with the Listing Agreement requirements, data pertaining to Shareholding Pattern, Quarterly Financial Results and Other Details are forwarded to the Stock Exchange.

During the year under review, no presentation was made to the institutional investors or analysts.

General Shareholders' Information:

Date, Time & venue of Annual General Meeting	Tuesday, 30 <sup>th</sup> September, 2014 at 10.00 a.m. at SCO 23-24-25, IIInd Floor, Sector 34-A, Chandigarh – 160022
Listing on Stock Exchanges	The Equity Shares of the Company are listed on Ahmedabad Stock Exchange Ltd., Delhi Stock Exchange, Jaipur Stock Exchange Limited, Ludhiana Stock Exchange Ltd.

No Dividend has been recommended for the year under review. The Company has paid Listing fees for the year 2014-15 to the Stock Exchange.

**i. Market Share Price Data:**

There has been no trading at all the Stock Exchanges where its securities are listed during the financial year 2013-14.

**ii. Share Transfer System:**

The Share transfer is processed by the Company, presently and approved by Share Transfer Committee, if the documents are complete in all respects, within 21 days from the date of lodgment. The Company is in process of appointing Share Transfer Agent for Physical & Electronic Connectivity of the securities of the Company.

**iii. SEBI Complaints Redress System (SCORES)**

SEBI vide circular dated 3<sup>rd</sup> June, 2011 introduced SCORES, i.e., SEBI Complaints Redress System the system of processing of investors complaints in a centralized web based complaints redress portal known as 'SCORES'. The salient features of this system are: centralized database of all Complaints, online upload Action Taken

Reports (ATRs) by concerned Companies and online viewing by investors of action taken on the complaints and its current status.

The Company is registered with SEBI under the SCORES system.

**iv. ISIN No.:**

The Company is in process of admitting its equity shares in NSDL and CDSL for electronic connectivity.

**v. Distribution of Shareholding as on March 31, 2014, Are As Follows:**

No. of Shares Range	No. of Shareholders	% of Shareholders	Value of Shares Held	% of Shareholding
Upto 5,000	142	15.80	710000	1.88
5,001 to 10,000	513	57.06	5007000	13.28
10,001 to 20,000	68	7.56	1346000	3.57
20,001 to 30,000	22	2.45	631500	1.67
30,001 to 50,000	88	9.79	3806000	10.09
50,001 to 1,00,000	30	3.34	2701200	7.16
1,00,001 & Above	36	4.00	23518100	62.35
Total	899	100.00	37719800	100.00

**vi. Shareholding Pattern as on 31<sup>st</sup> March, 2014**

Sr. Nos.	Category	No. of Shares held	% of
A	Promoters		
1.	Individuals/HUF	831220	22.04
	TOTAL (A)	831220	22.04
B	Public Shareholding		
	Institutions	0	0
	Non-Institutions	0	0
1.	Bodies Corporate	242300	6.42
2. (a)	Individual Shareholders holding up to Rs.1 Lac	1269160	33.65
(b)	Individual Shareholders holding above Rs.1 Lac	1429300	37.89
3.	NRIs/ HUF's / Foreign Corporate Bodies	0	0
	TOTAL (B)	2940760	77.96
	TOTAL (A+B)	3771980	100.00

**vii. Outstanding GDRs/ ADRs:**

The Company has not issued any GDRs/ADRs.

**viii. Dematerialization of Shares and Liquidity:**

The Company's equity shares are available for trading in the Physical form presently & the Company is in process of admitting its equity shares in National Securities Depository Limited and Central Depository Services (India) Limited.

As on 31st March, 2014, 3771980 equity shares, constituting 100% of the paid-up equity capital of the Company stood in Physical form.

**ix. Financial Calendar (Tentative):**

Financial Year : 01 April, 2014- 31<sup>st</sup> March, 2015

First quarter result : 14<sup>th</sup> August, 2014.

Half-yearly results : 14<sup>th</sup> November, 2014

Third quarter results : 14<sup>th</sup> February, 2015  
Annual results : End of May, 2015  
Annual General Meeting : September, 2015

**x. Address for Correspondence:**

SCO 23-24-25, IInd Floor,  
Sector 34-A, Chandigarh – 160022  
Tel: 0172-4347638  
Email: shubhpoultries@gmail.com  
Website: www.shubhpoultriesltd.com

**xi. Reconciliation of Share Capital Audit**

A practicing Company Secretary carries out reconciliation of share capital audit, on half-yearly basis to reconcile the total admitted capital in Physical form and total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form.

**xii. Audit Qualifications**

There are no Audit qualifications in the Company's financial statement for the year under review.

**Nomination Facility:**

Individual Shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s).

The statutory Auditors have certified that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges and the same is annexed to this Report.

By Order of the Board  
For SHUBH POULTRIES LTD.

Place: Chandigarh  
Date: 27<sup>th</sup> August, 2014.

Sd/-  
Kewal Krishan Goyal  
Executive Director  
DIN No. – 01870562

**CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Members,  
SHUBH POULTRIES LTD

We have examined the compliance of conditions of Corporate Governance by SHUBH POULTRIES LTD. for the year ended on 31st March, 2014 as stipulated in Clause 49 of the Listing Agreement entered into by the Company with the Stock Exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our knowledge and belief and according to the explanations given to us, we certify that the Company has complied in all material respects with the conditions of Corporate Governance as stipulated in the Listing Agreement

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

For Hemant C Parikh & Co.,  
Chartered Accountants  
Sd/-  
(Hemant C Parikh)  
Proprietor  
M. No. 031780

Place: Ahmedabad  
Date: 27<sup>th</sup> August, 2014

**CERTIFICATE ON FINANCIAL STATEMENTS**

To,

The Members,

SHUBH POULTRIES LIMITED

I, Kewal Krishan Goyal, Executive Director of Shubh Poultries Limited hereby certify that:

1. We have reviewed the financial statements and the cash flow statements for the financial year 2013-14 and to the best of my knowledge and belief:

- a. These statements do not contain any materially untrue statement that might be misleading with respect to the statements made.
- b. These financial statements and other financial information included in this report present a true and fair view of the Company's affairs for the period presented in this report and are in compliance with current accounting standards, applicable laws and regulations and full explanations has been given for any material departure in compliance of Accounting Standards.

2. 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 in violation of the Company's code of conduct.

3. We are responsible for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting.

4. We have disclosed to the Company's Auditor and Audit Committee of the Company, all significant deficiencies in the design or operation of the internal controls, if any, of which we are aware and the steps taken or proposed to be taken to rectify the deficiencies.

5. We have indicated to the Auditors and the Audit Committee:

- a. Significant changes in accounting policies made during the year and that the same have been disclosed suitably in the notes to the financial statements; and
- b. That there were no Instances of significant fraud that involves management or other employees who have a significant role in the Company's internal control system over financial reporting.

6. We further declare that all Board Members and Senior Managerial Personnel have affirmed compliance with the Code of Conduct for the current Financial Year.

By Order of the Board  
For SHUBH POULTRIES LTD  
Sd/-  
Kewal Krishan Goyal  
Executive Director  
DIN No. – 01870562

Place: Chandigarh

Date: 27<sup>th</sup> August, 2014.

**ANNUAL CERTIFICATE UNDER CLAUSE 49(I) (D) OF THE LISTING  
AGREEMENT WITH THE STOCK EXCHANGES**

I, Kewal Krishan Goyal, Executive Director of the M/s. SHUBH POULTRIES LIMITED declare that all Board Members and Senior Management of the Company have affirmed compliance with the Code of Conduct during the year ended 31st March 2014.

By Order of the Board  
For SHUBH POULTRIES LTD  
Sd/-  
Kewal Krishan Goyal  
Executive Director  
DIN No. – 01870562

Place: Chandigarh

Date: 27<sup>th</sup> August, 2014.

## **INDEPENDENT AUDITOR'S REPORT**

**To**  
**The Members of Shubh Poultries Limited**

### **Report on the Financial Statements**

1. We have audited the accompanying financial statements of Shubh Poultries Limited, ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and 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**

2. Management is responsible for 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 Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

3. Our responsibility is to express an opinion on these financial statements based on our audit. We have conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Opinion**

6. In our opinion and to the best of our information and according to the explanations given to us, the 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:
  - i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2014;
  - ii) in the case of the statement of Profit and Loss, of the profit for the year ended on that date;
  - iii) 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**

7. As required by the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004, collectively hereinafter referred to as ("the Order") issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
8. In accordance with the provisions of section 227(3) of the Companies Act, 1956, we report as under:
  - a) we have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b) 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;
  - c) the Balance Sheet and the statement of Profit and loss Account, dealt with by this report are in agreement with the books of accounts;
  - d) in our opinion, the Balance Sheet and the statement of Profit and loss Account, comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Act, and
  - e) on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act,

Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company

Place: Ahmedabad  
Date: 27<sup>th</sup> August, 2014

For Hemant C Parikh & Co.,  
Chartered Accountants  
SD/-  
(Hemant C Parikh)  
Proprietor  
M. No. 031780

## **ANNEXURE TO AUDITORS' REPORT**

**Referred to in paragraph 4 and 5 of our report of even date on the accounts for the year ended March 31, 2014 of SHUBH POULTRIES LIMITED**

### **i. FIXED ASSETS**

- (a) The Company is generally maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) Assets have been physically verified by the management during the year. According to the information and explanation given to us, there is regular programme of verification which, in our opinion is reasonable having regards to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) The company has not disposed off substantial part of fixed assets during the year.

### **ii. INVENTORIES**

- (a) Inventories have been physically verified during the year by the Management at reasonable intervals.
- (b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) The company has maintained proper records of Inventories and no material discrepancy noticed on physical verification.

### **iii. LOANS AND ADVANCES**

The company has neither taken nor granted any loans or advances in nature of loans to parties covered under register maintained under section 301 of the Companies Act, 1956.

### **iv. INTERNAL CONTROL**

There is and adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control except as stated above.

### **v. TRANSACTIONS WITH RELATED PARTIES AS PER REGISTER OF CONTRACTS UNDER SECTION 301 OF THE COMPANIES ACT, 1956**

- (a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
- (b) In our opinion and according to the information and explanation given to us, there is no transaction with related parties in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 aggregating the value of rupees five lakhs or more in respect of any party during the year.

### **vi. DEPOSITS FROM PUBLIC**

The Company has not accepted deposits from the public to which the provisions of Section 58A and 58AA of the companies (Acceptance of deposit) Rules, 1975 apply.

### **vii. INTERNAL AUDIT SYSTEM**

The Company has an internal audit system commensurate with size and nature of its business.

### **viii. COST RECORDS**

As informed to us, The Company is not required to maintain cost records under section 209 (1) (d) of the Companies Act, 1956.

### **ix. STATUTORY DUES**

- (a) No undisputed amounts payable in respect of income tax, wealth tax, sales tax, customs duty, excise duty and cess were in arrears, as at the balance sheet date for a period of more than six months from the date they became payable.
- (b) At the end of the financial year there were no dues of Sales Tax, Custom Duty, Wealth Tax, Service Tax, Excise duty and Cess which have not been deposited on account of any dispute.

**x. SICK INDUSTRY**

The Company does not have any accumulated losses as at March 31, 2014. Further, the Company does not have cash loss in the immediately preceding financial year covered by the audit and in the immediately preceding financial year.

**xi. DUES TO FINANCIAL INSTITUTIONS**

The Company has not taken any financial facilities from any financial institute, bank or debenture holder during the year.

**xii. SECURED LOANS AND ADVANCES GRANTED**

In our opinion and according to the information and explanation given to us, no loans and advances have been granted by the Company on the basis of security by way of pledge of shares, debentures and other securities.

**xiii. CHIT FUND, NIDHI OR MUTUAL BENEFIT COMPANY**

In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of Clause 4 (xiii) of the Companies (Auditor Report) Order, 2003 are not applicable to the Company.

**xiv. INVESTMENT COMPANY**

The Company has maintained proper records of transactions and contracts in respect of investments in shares, debentures and other securities and those timely entries have been made therein. The Shares, debentures and other securities have been held by the Company in its own name except to the exemption granted under Section 49(4) of the Companies Act, 1956.

**xv. GUARANTEES GIVEN BY COMPANY**

The Company has not given any guarantees for loans taken by other from banks or financial institutions. There is no guarantee given by the Company to third party.

**xvi. TERM LOANS**

In our opinion and according to the information and explanation given to us, the company has not taken any term loan during the year, hence no question of reporting arise to that extent.

**xvii. SOURCE OF FUNDS AND ITS APPLICATION**

According to the information and explanation given to us and on an overall examination of the Balance Sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment. No long-term funds have been used to finance short-term assets except permanent working capital.

**xviii. PREFERENTIAL ISSUE**

We are informed that the company has not made any preferential allotment of shares to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956.

**xix. DEBENTURES**

According to the information and explanations given to us, the company had not issued debenture. Therefore, the provisions of clause 4(xix) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.

**xx. PUBLIC ISSUE**

During the year, company had not raised any money by public issues.

**xxi. FRAUD**

Based upon our audit procedures performed and on the information and explanations given by the management we are of the opinion that no fraud on or by the Company has been noticed or reported during the course of our audit.

For Hemant C Parikh & Co.,  
Chartered Accountants  
SD/-  
(Hemant C Parikh)  
Proprietor  
M. No. 031780

Place: Ahmedabad  
Date: 27<sup>th</sup> August, 2014

SHUBH POULTRIES LIMITED  
Balance Sheet as at 31st March, 2014

Particulars	Note No	As at 31st March, 2014	As at 31st March, 2013
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	1	341.76	341.76
(b) Reserves and Surplus	2	29.03	(20.59)
<b>(2) Non-Current Liabilities</b>			
(a) Deferred tax liabilities (Net)		-	-
<b>(3) Current Liabilities</b>			
(a) Short-term borrowings	-	-	-
(b) Trade payables	-	-	-
(c) Other current liabilities	3	32.21	88.64
(d) Short-term provisions	4	24.81	8.50
<b>Total</b>		<b>427.81</b>	<b>418.31</b>
<b>II. Assets</b>			
<b>(1) Non-current assets</b>			
(a) Fixed assets			
(i) Tangible assets	5	-	7.38
(ii) Capital work-in-progress			-
(b) Non-current investments			-
(d) Other non-current assets			-
<b>(2) Current assets</b>			
(a) Inventories			-
(b) Trade receivables	6	48.92	6.49
(c) Cash and cash equivalents	7	1.12	0.51
(d) Short-term loans and advances	8	377.77	-
(e) Other current assets	9		403.93
(f) Misc. Expenses written off			-
<b>Total</b>		<b>427.81</b>	<b>418.31</b>
<b>As per our report of even date</b>			
<b>For Hemant C Parikh &amp; Co.</b>		<b>For and on behalf of the Board</b>	
<b>Chartered Accountants</b>		<b>Shubh Poultries Limited</b>	
<b>Hemant C Parikh</b>	Sd/-	Sd/-	
	<b>Kewal Krishan Goyal</b>	<b>Namdev Pandurang</b>	
<b>(Proprietor)</b>		<b>Parsekar</b>	
<b>M.No. 031780</b>	<b>Director</b>	<b>Director</b>	
	<b>DIN No. – 01870562</b>	<b>DIN No. – 05235417</b>	
<b>Place : Ahmedabad</b>			
<b>Dated: 27/ 08/ 2014</b>			

## SHUBH POULTRIES LIMITED

## Statement of Profit and Loss for the year ended 31st March, 2014 (Rs. In Lacs)

	Particulars	Note No	As at 31st March, 2014	As at 31st March, 2013
I.	Revenue from operations	10	391.88	18.46
II.	Other Income			-
III.	<b>Total Revenue (I + II)</b>		<b>391.88</b>	<b>18.46</b>
IV.	<b>Expenses:</b>			
	Cost of materials consumed	-	-	-
	Purchase Cost of Stock in Trade	11	287.83	8.44
	Changes in inventories of finished goods and Stock-in- Trade	-	-	-
	Employee benefit expense	12	23.66	2.37
	Financial costs	-	-	-
	Depreciation and amortization expense	-	-	-
	Other expenses	13	5.96	1.12
	<b>Total Expenses</b>		<b>317.45</b>	<b>11.93</b>
V.	Profit before tax (III - IV)		<b>74.43</b>	<b>6.53</b>
VI.	Tax expense:			
	(1) Current tax/ Provision for Tax		24.81	2.00
	(2) Short Excess Provision of Earlier years			-
	(3) Deferred tax			-
VII.	Profit/ (Loss) for the period (XI + XIV)		<b>49.62</b>	<b>4.53</b>
VIII.	Earning per equity share:			
	(1) Basic		1.32	0.12
	(2) Diluted		1.32	0.12

As per our report of even date

For Hemant C Parikh & Co.  
Chartered AccountantsHemant C Parikh  
(Proprietor)  
M.No. 031780

Place : Ahmedabad

Dated: 27/08/2014

For and on behalf of the Board  
Shubh Poultries LimitedSd/-  
Kewal Krishan Goyal  
Director  
DIN No. - 01870562Sd/-  
Namdev Pandurang Parsekar  
Director  
DIN No. - 05235417

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

(Rs. In Lacs)

Particulars	AMOUNT 2013-2014	AMOUNT 2012-2013
<b>A.CASH FLOW FROM OPERATING ACTIVITIES</b>		
PROFIT/ (LOSS) BEFORE INTEREST,TAX AND EXTRAORDINARY ITEMS	74.43	6.53
Adjustments for Depreciation	-	-
	74.43	6.53
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>		
Adjustments for increase/ decrease in :		
Trade and Other Receivables	(42.43)	(6.49)
Trade & Other Payables	(40.12)	2.47
Current Assets	26.16	-
<b>CASH GENERATED FROM OPERATIONS</b>	18.04	2.51
Interest Paid	-	-
Provision for Tax Paid	(24.81)	(2.00)
<b>CASH FLOW BEFORE EXTRAORDINARY ITEMS</b>	(6.77)	0.51
EXTRAORDINARY ITEMS	-	-
<b>NET CASH FROM OPERATING ACTIVITIES (A)</b>	(6.77)	0.51
<b>B.CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	-	-
Sale of Fixed Assets	7.38	-
<b>NET CASH USED IN INVESTING ACTIVITIES (B)</b>	-	-
<b>C.CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Long Term Borrowings	-	-
<b>NET CASH USED IN FINANCING ACTIVITIES (C)</b>	-	-
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	0.61	0.51
CASH AND CASH EQUIVALENTS AS AT 1.4.2012	0.51	-
CASH AND CASH EQUIVALENTS AS AT 31.3.2013	1.12	0.51
<b>NET INCREASE/ DECREASE IN CASH EQUIVALENTS</b>	0.61	0.51
NOTE : FIGURES IN BRAKETS SHOWS OUTFLOW		

## AUDITORS CERTIFICATE

We have examined the above Cash Flow Statemnt of SHUBH POULTRIES,CHANDIGARH for the year ended 31st March, 2014. The Statement has been prepared by the Company in accordance with the requirements of Listing Agreement Clause 32 with Stock Exchange and is based on and in agreement with the corresponding Profit and Loss Account and Balance Sheet of the Company covered by our report of even date to the members of the company.

As Per our Attached Report of even date

For Hemant C Parikh & Co.  
Chartered Accountants

Hemant C Parikh  
(Proprietor)  
M.No. 031780  
Dated: 27/08/2014  
Place : Ahmedabad

For and on behalf of the Board  
Shubh Poultries Limited

Sd/ -  
Kewal Krishan Goyal  
Director  
DIN No. - 01870562

Sd/ -  
Namdev Pandurang Parsekar  
Director  
DIN No. - 05235417

## SHUBH POULTRIES LIMITED

## NOTES FORMING PART OF BALANCE SHEET AND STATEMENT OF PROFIT AND LOSS ACCOUNT

Note No	PARTICULARS	As at 31st March, 2014	As at 31st March, 2013
<b>1</b>	<b>Share Capital</b>		
	Equity Share Capital		
	Authorised Share capital (40,00,000 Equity Shares of Rs 10/- each)	400.00	400.00
	Issued, Subscribed & fully Paid Share Capital 3771980 Equity Shares of Rs.10/- each	377.20	377.20
	Paid up Share Capital 3771980 Equity Shares of Rs.10/- each	377.20	377.20
	Less: calls in arrears	35.44	35.44
	<b>Total</b>	<b>341.76</b>	<b>341.76</b>
	<b>ii) Reconciliation of the number of shares;</b>		
	No. of Equity shares issued at the beginning of the period	3771980	3771980
	Add no. of Equity shares issued during the period	0.00	0.00
	Less no. of Equity shares bought back during the year	0.00	0.00
	No. of Equity shares at the end of the period	3771980	3771980
	<b>ii) List of Shareholder holding more than 5% of shares</b>	<b>No of Shares</b>	<b>% of holding</b>
	Sanjay Madanlal Chauhan	684,210	18.14%

Note No	PARTICULARS	As at 31st March, 2014	As at 31st March, 2013
<b>2</b>	<b>Reserves and Surplus</b>		
	Capital Reserves		0.00
	Securities Premium Reserves		0.00
	<b>Profit &amp; Loss account</b>		
	OPENING BALANCE	(20.59)	(25.12)
	ADDITION DURING THE YEAR	49.62	4.53
	Less: DURING THE YEAR		
	<b>TRANSFERRED TO RESERVES AND SURPLUS</b>	<b>29.03</b>	(20.59)
	General reserve		0.00
	<b>Total</b>	<b>29.03</b>	(20.59)

Note No	PARTICULARS	As at 31st March, 2014	As at 31st March, 2013
	<b>Deferred Tax Liability</b>		
	Balance as per last year	-	0.00
	Add: Provided during the year	-	0.00
	<b>Total</b>	<b>-</b>	<b>0.00</b>

Note No	PARTICULARS	As at 31st March, 2014	As at 31st March, 2013
	<b>Short-terms borrowings</b>		
	Secured		
	Unsecured loan from directors		0.00
	<b>Total</b>		<b>0.00</b>

Note No	PARTICULARS	As at 31st March, 2014	As at 31st March, 2013
	<b>Trade Payables - Current</b>		
	Unsecured and considered good	-	0.00
	<b>Total</b>	<b>-</b>	<b>0.00</b>

Note No	PARTICULARS	As at 31st March, 2014	As at 31st March, 2013
3	<b>Other current liabilities</b>		
	Sundry creditors	32.21	88.64
	<b>Total</b>	<b>32.21</b>	<b>88.64</b>

Note No	PARTICULARS	As at 31st March, 2014	As at 31st March, 2013
4	<b>Short-term provisions</b>		
	Provision for Listing Fees	-	6.02
	Add: Provision for Listing fees during the year	24.81	0.38
	Add: Provision for Audit Fees during the year	-	0.10
	Provision for Income tax	-	2.00
	<b>Total</b>	<b>24.81</b>	<b>8.50</b>

Note No	PARTICULARS	As at 31st March, 2014	As at 31st March, 2013
	<b>Non-current investments</b>		
	Investments in Equity instruments	-	-
	<b>UNQUOTED</b>		
	<b>QUOTED</b>		
	<b>Total</b>	<b>-</b>	<b>-</b>

Note No	PARTICULARS	As at 31st March, 2014	As at 31st March, 2013
	<b>Loans and Advances</b>		
	Others (sundry Debtors)		0.00
	Add.: Addition during the year		0.00
	<b>Total</b>	<b>-</b>	<b>0.00</b>

Note No	PARTICULARS	As at 31st March, 2014	As at 31st March, 2013
	<b>Inventories</b>		
	Inventories	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>

## NOTE- 5 : FIXED ASSETS

DESCRIPTION OF ASSETS	GROSS BLOCK (AT COST)				DEPRECIATION				NET BLOCK	
	GROSS COST AS ON 1.4.2013	ADDITION DURING THE YEAR	DEDUCTION DURING THE YEAR	COST AS ON 31.3.2014	BALANCE AS ON 1.4.2013	DEP.FOR THE YEAR	DEDUCTION DURING THE YEAR	TOTAL UPTO 31.3.2014	AS AT 31.3.2014	AS AT 31.3.2013
Office Equipments	737,810	-	737,810	-	-	-	-	-	-	737,810
<b>Total</b>	<b>737,810</b>	<b>-</b>	<b>737,810</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>737,810</b>

Depreciation on the opening balance of the Plant & machinery is not taken as the same is now not in operation. While the depreciation on the other assets is taken as per accounting standard 6, issued by ICAI.

Note No	PARTICULARS	As at 31st March, 2014	As at 31st March, 2013
6	Trade receivables Trade Receivables	48.92	6.49
	<b>Total</b>	<b>48.92</b>	<b>6.49</b>

Note No	PARTICULARS	As at 31st March, 2014	As at 31st March, 2013
7	Cash and cash equivalents Cash and bank Balance	1.12	0.51
	<b>Total</b>	<b>1.12</b>	<b>0.51</b>

Note No	PARTICULARS	As at 31st March, 2014	As at 31st March, 2013
8	Short term loans and advances Unsecured Consided Good	377.77	-
	<b>Total</b>	<b>377.77</b>	<b>-</b>

Note No	PARTICULARS	As at 31st March, 2014	As at 31st March, 2013
9	Other Current Assets Geetanjali Credit and Capital Limited	-	403.93
	<b>Total</b>	<b>-</b>	<b>403.93</b>

Note No	PARTICULARS	As at 31st March, 2014	As at 31st March, 2013
10	Revenue from Operations Revenue from - Sale of products As per note A Below Other operating revenues	391.88	18.46
	<b>Total</b>	<b>391.88</b>	<b>18.46</b>

	PARTICULARS	As at 31st March, 2014	As at 31st March, 2013
(A) :	Domestic sales	391.88	18.46
	Export sales	-	-
	<b>Total</b>	<b>391.88</b>	<b>18.46</b>

Note No	PARTICULARS	As at 31st March, 2014	As at 31st March, 2013
	Other Income Dividend income	-	-
	Net gain/ loss on sale of investments/ Assets	-	-
	Other non-operating income (net of expenses directly attributable to such income)	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>

Note No	PARTICULARS	As at 31st March, 2014	As at 31st March, 2013
	Raw Material Consumption	-	-
	Total	-	-

Note No	PARTICULARS	As at 31st March, 2014	As at 31st March, 2013
11	Purchase cost of Stock In Trade		
	Purchases	287.83	8.44
	Total	287.83	8.44

Note No	PARTICULARS	As at 31st March, 2014	As at 31st March, 2013
	INCREASE/ DECREASE IN STOCK OF FINISHED GOODS and Stock in Trade		
	Opening Stock	-	-
	Total	-	-
	Closing Stock	-	-
	Total	-	-
	Increase or Decrease in Stock	-	-

Note No	PARTICULARS	As at 31st March, 2014	As at 31st March, 2013
12	Employee Benefits Expense		
	Salaries and wages	23.66	2.37
	Directors Sitting Fees / Remuneration	-	-
	Staff Welfare Exp	-	-
	Total	23.66	2.37

Note No	PARTICULARS	As at 31st March, 2014	As at 31st March, 2013
	Finance Costs	-	-
	Total	-	-

Note No	PARTICULARS	As at 31st March, 2014	As at 31st March, 2013
13	Other Expenses		
	Audi Fee	0.15	0.10
	Advertisement Expenses	0.48	-
	Postate & Telepone Exp.	0.36	0.05
	Printing & Stationery	0.39	0.02
	Registration & Filling Fee	1.33	0.02
	Misc. Expenses	0.91	0.00
	Travelling Expenses	0.52	0.07
	Vehicles Running Expenses	0.23	0.03
	Listing fees	0.54	0.38
	Website Charges	0.13	-
	Professional Charges	0.80	-
	Electricity Expenses	0.12	-
	Salaries and Allowances	-	0.45
	Total	5.96	1.12

**Note No 14****Significant Accounting Policies****a) Basis of Accounting**

The accounts of the Company are prepared under the historical cost convention and are in accordance with the applicable accounting standards and accordingly accrual basis of accounting is followed for recognition of income and expenses except where otherwise stated and where the exact quantum is not ascertainable. Expenditure on issue of share capital, if any, is accounted when actually incurred.

**b) Revenue Recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria are met before revenue is recognized:

- Sales are recognised on dispatch to the customers and recorded net of trade discounts, rebates, etc.
- Interest income is recognised on a time proportion basis taking in to account the amount outstanding and the applicable interest rate
- Dividend income is recognised when the company's right to receive dividend is established on the reporting date.

**c) Fixed Assets**

Fixed assets are stated at total capitalized costs relating and attributable directly or indirectly to acquisition and installation thereof as reduced by the accumulated depreciation thereon.

**d) Depreciation/Amortization**

Depreciation / Amortization on Fixed Assets are provided on Written down Value (WDV) Method, at the rates specified in Schedule XIV to the Companies Act, 1956 (as amended).

**e) Investments**

Investments that are intended to be held for more than a year , from the date of acquisition are classified as long term investment are carried at cost less any provision for permanent diminution in value . Investments other than long term investments are being current investments are valued at cost or fair market value whichever is lower.

**f) Assets & Liabilities**

The Assets and Liabilities are taken at the book value certified by the Management

**g) Foreign Currency Transactions**

Foreign Currency Transactions are normally recorded at the exchange rate, prevailing on the date of transaction or conversion, as the case may be.

**h) Taxes on Income**

- **Current Tax:** Provision for Income Tax is determined in accordance with the provisions of Income Tax

Act, 1961.

- **Deferred Tax Provision:** Deferred Tax is recognized on timing differences between the accounting income and the taxable income for the year, and quantified using the tax rates and laws enacted or Substantively enacted on the Balance Sheet date.

Deferred Tax Assets are recognized and carried forward to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such Deferred Tax Assets can realized.

i) **Miscellaneous Expenditure**

Preliminary expenses / shares issue expenses etc. are not amortise during the year

j) **Presentation and Disclosure of Financial Statement**

During the year ended 31-03-2014, the revised Schedule VI notified under the Companies Act 1956, has become applicable to the company for preparation and presentation of its financial statements. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The Company has also reclassified the previous year figures in accordance with the requirement applicable in the current year

k) **Use of Estimates**

The Preparation of the Financial statements in conformity with the generally accepted accounting principles require the Management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenue and expenses and disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from the estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

l) **Segment Reporting**

Considering the organization structure, nature of products & risk and return profile based on geographical distribution, the formulation business is considered as a Single Segment.

m) **Related Party Disclosure**

**Related Parties and their relationship**

**Key Managerial Personnel**

Mr. Kewal Krishan Goyal

Director

Mr. Bharat Bhushan Goyal

Director

n) **Contingent Liabilities / Assets**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence on 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 the settle the obligation. A contingent liability also arises in extremely rare

cases where there is a liability that cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existences in the financial statements.

Contingent assets are not recognised in the financial statements. However contingent assets are assessed continually and if it is virtually certain that an economic benefit will arise, assets and related income are recognised in the period in which the change occurs.

**o) Employee Benefits**

Provident Fund & Gratuity is not applicable to the Company

- p) Balances in the accounts of debtors, creditors and contracts and contractors, certain Bank Accounts are taken subject to confirmation and reconciliation and only upon such confirmation and reconciliation, the entries for discounts, claims and writing off sundry balances etc. will be recorded in the books.
- q) In the absence of detailed information from Small Scale and Ancillary Undertaking, included under the head Sundry Creditors dues there from are not ascertained as on the date of Balance Sheet.
- r) Previous year's figures have been regrouped / rearranged wherever deemed necessary.

**As per our attached report of even date  
For Hemant C Parikh & Co.**

**For and on behalf of the Board  
Shubh Poultries Limited**

**Chartered Accountants**

**Sd/-**

**Sd/-**

**For Hemant C Parikh  
(Proprietor)  
M. No. 031780  
Place : Ahmedabad  
Date: 27/08/2014**

**Kewal Krishan Goyal  
Director  
DIN No. – 01870562**

**Namdev Padurang Parsekar  
Director  
DIN No. – 05235417**