

COMPANY INFORMATION**BOARD OF DIRECTOR :**

Mr. Hariram Phulchand Rajbhar (appointed on 30/10/2014)	:	Managing Director & Compliance Officer
Mr. Namdev Pandurang Parsekar	:	Non- Executive Independent Director
Mr. Laxman Hari Patil (appointed on 30/10/2014)	:	Non- Executive Independent Director
Mr. Rajesh Vinayak Dudhwadkar (appointed on 30/10/2014)	:	Non- Executive Non- Independent Director
Mrs. Prema Bhoja Kunder	:	Executive Director

BOARD COMMITTEES:

Audit Committee		Auditor:
Mr. Namdev Pandurang Parsekar	: Chairman	M/s. Verma Mehta & Associates, Chartered Accountants Firm Regd.No. 112118W
Mr. Rahul Vijaykumar Prajapati (resigned)	: Member	
Mr. Kewal Krishan Goyal (resigned)	: Member	
Mr. Hariram Phulchand Rajbhar	: Member	
Mr. Rajesh Vinayak Dudhwadka	: Member	
Mr. Laxman Hari Patil	: Member	

INVESTOR GRIEVANCE COMMITTEE :

Mr. Laxman Hari Patil	: Chairman
Mr. Rahul Vijaykumar Prajapati (resigned)	: Member
Mr. Bharat Bhushan Goyal (resigned)	: Member
Mr. Namdev Pandurang Parsekar	: Member
Mr. Hariram Phulchand Rajbhar	: Member

COMPANY INFORMATION

REMUNERATION COMMITTEE :		
Mr. Rajesh Vinayak Dudhwadkar	:	Chairman
Mr. Rahul Vijaykumar Prajapati (resigned)	:	Member
Mr. Kewal Krishan Goyal (resigned)	:	Member
Mrs. Prema Bhoja Kunder	:	Member
Mr. Namdev Pandurang Parsekar	:	Member
REGISTERED OFFICE :		
SCO 23-24-25, IInd Floor, Sector 34-A, Chandigarh – 160022		
Tel: 0172-4347638 Email: shubhpoultries@gmail.com		

COMPLIANCE OFFICER AT CORPORATE OFFICE:

Mr. Hariram Phulchand Rajbhar 8, Plot No. 144, Majestic Shopping Centre, Jaganath Shankar Seth Marg, Ambewadi, Girgaon, Mumbai – 400004 Tel: 022-69424444 Email: shubhpoultries@gmail.com
LISTED AT :
Ahmadabad Stock Exchange Limited Kamdhenu Complex, Opp. Sahajanand College, Panjarapole, Ahmadabad – 380015

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NOTICE

Notice is hereby given that 18th Annual General Meeting of SHUBH POULTRIES LTD will be held at Registered Office of the Company situated at SCO 23-24-25, IInd Floor, Sector 34-A, Chandigarh – 160022, on Wednesday 30th September, 2015 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, 2015, 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 (1) and applicable provisions, if any, of the Companies Act, 2013 and rules, circulars, notifications made/issued there under, including any amendments, modification, variation or re-enactment thereof, the appointment of M/s. Verma Mehta & Associates Chartered Accountant, Mumbai, bearing Firm Registration number 112118W as the Statutory Auditors of the Company, which has been approved at the Annual General Meeting held on 30th September, 2014 for a term of Five Years, i.e. from the conclusion of 17th Annual General Meeting till the conclusion of 22nd Annual general meeting of the Company to be held in the Year 2019, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them to be in the best interest of the Company including fixation of their remuneration and reimbursement of out of pocket expenses incurred in connection hereto.”

3. To appoint a Director in place of Hariram Phulchand Rajbhar (DIN 06922000), who is liable to retire by rotation and being eligible, and offers himself for reappointment.

SPECIAL BUSINESS

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 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('Act') and Clause 49 of the Listing Agreement, Mr. Laxman Hari Patil (DIN -06948571), who was appointed as an Additional Director on 30th October, 2014, pursuant to the provisions of sub-section (1) of section 161 of the Companies Act, 2013 & the Articles of Association of the Company & who holds office up to the date of this Annual General Meeting & in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be & is hereby appointed as an Independent Director of the Company up to the conclusion of Annual General Meeting of the Company to be held in 2020, not liable to retire by rotation.

5. 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 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('Act') and Clause 49 of the Listing Agreement, Mr. Rajesh Vinayak Dudhwadkar (DIN -06948613), who was appointed as an Additional Director on 30th October, 2014, pursuant to the provisions of sub-section (1) of section 161 of the Companies Act, 2013 & the Articles of Association of the Company & who holds office up to the date of this Annual General Meeting & in respect

of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be & is hereby appointed as an Non-Executive Non-Independent Director of the Company liable to retire by rotation.

Place: Chandigarh
Date:31/08/2015

By Order of the Board
For SHUBH POULTRIES LTD

Sd/-	Sd/-
Hariram P Rajbhar	Namdev P Parsekar
(Managing Director)	(Director)
DIN – 06922000	DIN – 05235417

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, duly stamped.
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. Relevant documents referred to in the accompanying Notice & Explanatory Statement would be available 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 29th September, 2015 to 30th September, 2015 (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 holding shares under multiple folio in identical order of names are requested to consolidate their holdings into one folio.
12. 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.
13. 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.

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14. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports & other communications through electronic mode to those members whose email IDs are registered with the Company. As per provisions of Section 20 of the Companies Act, 2013 read with Rules there under, a document may be served on any member by sending it to him/her by post or by registered post or by speed post or by courier or by delivering at his/her office/home address or by such electronic mode as may be prescribed including by facsimile telecommunication or to electronic mail address, which the member has provided to the Company from time to time for sending communications, provided that a member may request for delivery of any document through a particular mode, for which he/she shall pay such fees as may be determined by the Company in its Annual General Meeting. For members who have not registered their email address with the Company, the service of documents will be affected by other modes of services as provided in Section 20 of the Companies Act, 2013 read with the relevant Rules there under. Printed copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of voting along with Attendance Slip, Ballot Paper and Proxy Form is being sent to all members in the permitted mode.
15. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2015 will also be available on the Company's website 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 is requested to support this green initiative by registering / updating their e-mail addresses.
16. Members can request for a Ballot Form at SHUBH POULTRIES LTD, 8, Plot No. 144, Majestic Shopping Center, Jaganath Shankar Seth Marg, Ambewadi, Girgaon, Mumbai - 400004 or they may also address their request through E-mail to: shubhpoultries@gmail.com, Contact No. 022-69424444.
17. Members can opt for one mode of voting i.e. either by physical ballot or through e-voting. If Members opt for e-voting then do not vote by Physical Ballot or vice

versa. However, in case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.

18. In terms of Clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is attached. 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. S.K.PANDEY, Practicing Company Secretaries, Address - Raja Bahadur Building, ^{1st} Floor, 45 Tamarind Lane, M.P. Shetty Marg, Fort, Mumbai - 400 001. Call - +91 9821051427 Email ID: pandeyk2004@yahoo.co.in so as to reach him on or before Tuesday, September 29, 2015 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.

NOTES

19. 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 28, 2015.
20. 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.

Place: Chandigarh
Date:31/08/2015

By Order of the Board
For SHUBH POULTRIES LTD

Sd/-
Hariram P Rajbhar
(Managing Director)
DIN - 06922000

Sd/-
Namdev P Parsekar
(Director)
DIN - 05235417

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.4 & 5 the accompanying Notice dated 31st August, 2015.

Item No. 4 & 5

The Board of Directors of the Company has appointed, pursuant to the provisions of sub-section (1) of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Laxman Hari Patil & Mr. Rajesh Vinayak Dudhwadkar, as an Additional Director of the Company with effect from 30th October, 2014.

In terms of the provisions of sub-section (1) of section 161 of Companies Act, 2013, Mr. Laxman Hari Patil & Mr. Rajesh Vinayak Dudhwadkar would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Laxman Hari Patil & Mr. Rajesh Vinayak Dudhwadkar for the office of Director of the Company. Mr. Laxman Hari Patil & Mr. Rajesh Vinayak Dudhwadkar are not disqualified from being appointed as a Director in terms of Section 164 of the Act and has provided their consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company.

The Company has received a declaration from Mr. Laxman Hari Patil that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Mr. Laxman Hari Patil & Mr. Rajesh Vinayak Dudhwadkar possesses appropriate skills, experience and knowledge. The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Laxman Hari Patil & Mr. Rajesh Vinayak Dudhwadkar as an Independent Director/ Non-Independent Director respectively. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Laxman Hari Patil as an Independent Director for a term of five years, for the approval by the shareholders of the Company. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Rajesh Vinayak Dudhwadkar as an Non-Executive Non- Independent Director, liable to retire by rotation, for the approval by the shareholders of the Company.

EXPLANATORY STATEMENT

Copy of the draft letter for appointment of Mr. Laxman Hari Patil & Mr. Rajesh Vinayak Dudhwadkar as an Independent Director/ Non-Independent Director respectively would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Mr. Laxman Hari Patil & Mr. Rajesh Vinayak Dudhwadkar does not hold by them self or for any other person on a beneficial basis, any shares in the Company. They are not related to any of the Directors on the Board of the Company.

Laxman Hari Patil			
Fathers'		Name	Hari Janu Patil
Date	of	Birth	15/06/1963
Date of Appointment			30/10/2014
Expertise in specific functional areas			Sales & Marketing
Years	of	Experience	More than 20 years
Qualification			B.A.
Directorship in Other Companies			
Member/Chairman of the Committee			-
No. of shares held in own name or in the name of relatives			NIL

Rajesh Vinayak Dudhwadkar			
Fathers'		Name	Vinayak Raghunath Dudhwadkar

Date	of	Birth	30/05/1977
Date of Appointment			30/10/2014
Expertise in specific functional areas			Administration, Banking, Finance & Capital Market
Years of Experience			8 years
Qualification			B.Com.
Directorship in Other Companies			
Member/Chairman of the Committee			-
No. of shares held in own name or in the name of relatives			NIL

Mr. Laxman Hari Patil & Mr. Rajesh Vinayak Dudhwadkar, respectively, are concerned or interested in the Resolutions mentioned at Item Nos. 4 & 5 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. 4 & 5 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 31st March, 2015.

Financial Results

The financial performance of your Company for the year ended March 31, 2015 is summarized below:

(Rupees in Lacs)

Particulars	2014-2015	2013-2014
Sales	462.67	391.88
Other Income	5.99	0.00
Total Income	468.66	391.88
Total Expenses	421.89	317.45
Profit/(Loss)	46.77	74.43
(-) Finance Cost	0.00	0.00
Profit/(Loss) Before Tax	46.77	74.43
Tax		
(-) Current Tax	10.59	24.81
(+) Deferred Tax	0.00	0.00
Net Profit After Tax	36.18	49.62

Review of Operations:

The Company is carrying on trading activities on a modest scale & hopes to achieve bigger target. The Company has achieved a turnover of Rs. 462.67 Lacs (previous year Rs. 391.88) & the Company has made a modest profit of Rs. 36.18 Lacs (previous year profit was Rs. 49.62). 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:

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 various sectors in the coming year. The Company is exploring various business segments & it might change its main object in the current year.

Dividend:

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

Reserves :

Out of the profits available for appropriation, no amount has been transferred to the General Reserve and the balance amount of Rs. 36.18 lacs has been carried forward to profit & loss account.

Subsidiaries, Joint Ventures and Associates Companies:

The Company does not have any subsidiaries, joint venture & associates Company.

Acceptance of Fixed Deposits:

The Company has not accepted any Fixed Deposits from general public within the purview of Section 73 of the Companies Act, 2013, during the year under review.

Particulars of contract or arrangement with related party :

There is no transaction with Related Party which requires disclosure under Section 134(3)(h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014. The policy on materiality of related party transactions and also on dealing with related party transactions as approved by the Board may be accessed on the Company website.

Loans, Investment and Guarantees by the Company :

There is no loan given, investment made, guarantee given or security provided by the Company to any entity under Section 186 of the Companies Act, 2013. Particulars of Investment made/loan given under section 186 of the Companies Act, 2013 are provided in the financial statement.

Internal Financial Controls :

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observations has been received from the Auditor of the Company for inefficiency or inadequacy of such controls.

Disclosures under Section 134(3)(I) of the Companies Act, 2013 :

No material changes and commitments which could affect the Company financial position have occurred between the end of the financial year of the Company and the date of this report, except as disclosed elsewhere in this report.

Directors:

Mr. Bharat Bhushan Goyal, Mr. Keval Krishan Goyal & Mr. Rahul Vijaykumar Prajapati, Directors of the Company has resigned on 07th November, 2014. The Board of Directors of the Company places on record their valuable contribution given to the Company during their tenure.

Directors:

Mr. Hariram Phulchand Rajbhar was appointed as Additional Director of the Company on 30th October, 2014 & re-designated as Managing Director of the Company for a period of 3 years from 11th February, 2015 at the EGM held on 11th February, 2015. Mr. Laxman Hari Patil & Mr. Rajesh Vinayak Dudhwadkar, were appointed as Directors on 30th October, 2014 as Additional Director of the Company.

Notices under Section 160 of the Companies Act, 2013 from members of the Company signifying the candidatures of Mr. Hariram Phulchand Rajbhar, Mr. Laxman Hari Patil, Mr. Rajesh Vinayak Dudhwadkar, for the office of the Directors have been received.

The Company has formulated a policy on directors appointment & remuneration including criteria for determining qualifications, positive attributes independence of director & other matters as provided under section 178(3) of the Companies Act, 2013 & such policy is annexed with the Director Report.

The details of familiarization programme for Independent Directors have been disclosed on website of the Company.

Pursuant to the provisions of the Companies act 2013 and Clause 49 of the Listing Agreement, evaluation of every Directors performance was done by the Nomination and Remuneration Committee. The performance evaluation of the Non – Independent Directors and the Board as a whole, committees thereof and the chair person of the company was carried out by the Independent Directors. Evaluation of the Independent Directors was carried out by the entire Board of Directors, excluding the Directors being evaluated. A structured questionnaire was prepared after circulating the draft norms, covering various aspects of the evaluation such as adequacy of the size and composition of the Board and Committee thereof with regard to skill, experience, independence, diversity, attendance and adequacy of time given by the directors to discharge their duties, Corporate Governance practices etc. The Directors expressed their satisfaction with the evaluation process.

The following policies of the company are attached herewith and marked as Annexure 1, Annexure 2A and Annexure 2B.

- Policy on appointment of Directors and Senior Management (Annexure 1)
- Policy on Remuneration to Directors' (Annexure 2A)

- Policy on Remuneration of Key Managerial Personnel and Employees (Annexure 2B)

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

Number of Meeting of Board of Directors :

The Board of Directors have met 5 times and Independent Directors once during the year ended 31st March, 2015 in accordance with the provisions of the Companies Act, 2013 and rules made there under. All the Directors actively participated in the meetings and contributed valuable inputs on the matters brought before the Board of Directors from time to time.

Declarations by Independent Director:

Pursuant to the provisions of Sub-Section (7) of Section 149 of the Companies Act 2013, the Company has received individual declarations from all the Independent Directors confirming that they fulfill the criteria of independence as specified in Section 149(6) of the Companies Act 2013. As per Section 149 of the Companies Act, 2013 an 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:

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. Verma Mehta & Associates, Chartered Accountants, Mumbai, hold office up to the conclusion of the ensuing Annual General Meeting of the Company. The Auditor has been appointed on 27th April, 2015. The Company has received a certificate from the said Auditors that they are eligible to hold office as the Auditors of the Company and are not disqualified for being so appointed and if appointed, it would be within the limits specified in the Companies Act, 2013.

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. Verma Mehta & Associates, Chartered Accountants, Mumbai, are eligible to hold the office for a period of five years up to 2019. The members are therefore requested to appoint M/s. Verma Mehta & Associates, Chartered Accountants as auditors for five years from the conclusion of the ensuing annual general meeting till the conclusion of annual general meeting to be scheduled in 2019 (subject to ratification at every Annual General Meeting) and to fix their remuneration for the year 2015-16.

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 134 of the Companies Act, 2013.

Directors Responsibility Statement:

In accordance with the requirement of Section 134 (5) of the Companies Act, 2013, the Board of Directors of the Company confirms:

1. In the preparation of the annual accounts for the financial year ended 31st March, 2015 the applicable accounting standards have been followed along with proper explanation relating to material departures.
2. 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 31st March, 2015.
3. 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.
4. There are proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
5. That 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.

Annual Evaluation by the Board of its own performance, its Committees and Individual Directors :

The Board of Directors of the Company has initiated and put in place evaluation of its own performance, its committees and individual directors. The result of the evaluation is satisfactory and adequate and meets the requirement of the Company.

Details of Committee of Directors :

Composition of Audit Committee of Directors, Nomination and Remuneration Committee of Directors and Stakeholders Relationship/Grievance Committee of Directors, number of meetings held of each Committee during the financial year 2014-15 and meetings attended by each member of the Committee as required under the Companies Act, 2013 are provided in Corporate Governance Report and forming part of the report.

The recommendation by the Audit Committee as and when made to Board has been accepted by it.

Risk Management :

During the year, Management of the Company evaluated the existing Risk Management Policy of the Company to make it more focused in identifying and prioritizing the risks, role of various executives in monitoring & mitigation of risk and reporting process. Its aim is to enhance shareholders value and provide an optimum risk-reward tradeoff. The Risk

Management Policy has been reviewed and found adequate to the requirements of the Company, and approved by the Board.

The Management evaluated various risks and that there is no element of risk identified that may threaten the existence of the Company.

Whistle Blower Mechanism :

The Company has put in place Whistle Blower Mechanism. The detailed mechanism is given in Corporate Governance Report forming part of this report.

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. However as SEBI Circular dated 15th September, 2014, Corporate Governance is not applicable to the Company as its paid-up Capital & net worth is the below the prescribed limit.

Managing Director's Certificate:

A Certificate from the Managing 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 134(3)(m) of the Companies Act, 2013 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 197(12) of the Companies Act, 2013, read with the Companies (Particulars of Employees) Rules, 1975. Thus furnishing of particulars under the Companies (Particulars of Employees) Rules 1975 does not arise.

Secretarial Audit Report :

A Secretarial Audit Report for the year ended 31st March, 2015 in prescribed form duly audited by the Practicing Company Secretary Mr S. K. Pandey is annexed herewith and forming part of the report.

Extract Of Annual Return :

Pursuant to Section 134(3)(a) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules 2014, the extract of annual return is annexed herewith and forming part of the report. (Annexure – I)

Corporate Social Responsibility :

The Section 135 of the Companies Act, 2013 regarding Corporate Social Responsibility Committee is not applicable to the Company as the Net Profit of the Company is below the threshold limit prescribed by the Companies Act, 2013.

Significant and Material Orders passed by the Regulators or Courts :

During the year under review, there were no significant and material orders passed by the regulators or courts or tribunals, which may impact the going concern status of the Company and its operations in future, except that the Ludhiana Stock Exchange Limited; Jaipur Stock Exchange Limited & Delhi Stock Exchange Limited has cease to be in existence during 2014-15, hence Company is presently listed only at Ahmadabad Stock Exchange Limited.

Presentation of Financial Statements :

The financial statements of the Company for the year ended 31st March, 2015 have been disclosed as per Schedule III to the Companies Act, 2013.

Statutory Disclosures :

A copy of audited financial statements of the said Companies will be made available to the members of the Company, seeking such information at any point of time. A cash flow statement for the year 2014-2015 is attached to the Balance Sheet. Pursuant to the legislation 'Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace Act, 2013' introduced by the Government of India, the Company has a policy on Prevention of Sexual Harassment at workplace. There was no case reported during the year under review under the said policy.

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.

Place: Chandigarh
Date:31/08/2015

By Order of the Board
For SHUBH POULTRIES LTD

	Sd/-	Sd/-
	Hariram P Rajbhar	Namdev P Parsekar
	(Managing Director)	(Director)
	(DIN – 06922000)	(DIN –05235417)

ANNEXURE 1

TO THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2015: POLICY ON APPOINTMENT OF DIRECTORS AND SENIOR MANAGEMENT

APPOINTMENT OF DIRECTORS

The Nomination and Remuneration Committee (NRC) of the Board of Directors (Board) of the Company reviews and assesses Board composition and recommends the appointment of new Directors. In evaluating the suitability of individual Board member, the NRC shall take into account the following criteria regarding qualifications, positive attributes and also independence of director when Independent Director is to be appointed:

1. All Board appointments will be based on merit, in the context of the skills, experience, diversity, and knowledge, for the Board as a whole to be effective;
2. Ability of the candidates to devote sufficient time and attention to his / her professional obligations as Director for informed and balanced decision making
3. Adherence to the applicable Code of Conduct and highest level of Corporate Governance in letter and in spirit by the Directors

Based on the recommendations of the NRC the board will evaluate the candidates and decide on the selection the appropriate member. The Board through the Chairman or the Managing Director & CEO will interact with the new member to obtain his/her consent for joining the Board. Upon receipt of the consent, the new Director will be co-opted by the Board in accordance with the applicable provisions of the Companies Act, 2013 and Rules made there under.

REMOVAL OF DIRECTORS

If a Director is attracted with any disqualification as mentioned in any of the applicable Act, rules and regulations there under or due to non - adherence to the applicable policies of the Company, the NRC may recommend to the Board with reasons recorded in writing, removal of a Director subject to the compliance of the applicable statutory provisions

SENIOR MANAGEMENT PERSONNEL

The NRC shall identify persons based on merit, experience and knowledge who may be appointed in senior management team.

Senior Management personnel are appointed or promoted and removed/relieved with the authority of Managing Director & CEO based on the business need and the suitability of the candidate. The details of the appointment made and the personnel removed one level below the Key Managerial Personnel during a quarter shall be presented to the Board.

Place: Chandigarh
Date:31/08/2015

By Order of the Board
For SHUBH POULTRIES LTD

Sd/-
Hariram P Rajbhar
(Managing Director)
DIN – 06922000

Sd/-
Namdev P Parsekar
(Director)
DIN – 05235417

ANNEXURE 2A

TO THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH 2015 POLICY FOR REMUNERATION OF THE DIRECTORS

PURPOSE

This Policy sets out the approach to Compensation of Directors, in SHUBH POULTRIES LIMITED.

Policy Statement

The Company has a well-defined Compensation policy for Directors, including the Chairman of the Company. The overall compensation philosophy which guides us to focus on enhancing the value, to attract, to retain and motivate Directors for achieving objectives of Company and to become a major player in Trading in Consumer goods & electronic items, to be the most trusted brand in the business we operate in and focus on customer serenity

through transparency, quality and on time delivery to be a thought leader and establish industry benchmarks in sustainable development.

In order to effectively implement this, the Company has built a Compensation structure by a regular annual benchmarking over the years with relevant players across the industry the Company operates in.

NON-EXECUTIVE INCLUDING INDEPENDENT DIRECTORS

The Nomination and Remuneration Committee (NRC) shall decide the basis for determining the compensation, both fixed and variable, to the Non-Executive Directors, including Independent Directors, whether as commission or otherwise. The NRC shall take into consideration various factors such as director's participation in Board and Committee meetings during the year, other responsibilities undertaken, such as membership or Chairmanship of committees, time spent in carrying out their duties, role and functions as envisaged in Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement with Stock Exchanges and such other factors as the NRC may consider deem fit for determining the compensation. The Board shall determine the compensation to Non-Executive Directors within the overall limits specified in the Shareholders resolutions.

Managing Director & Chief Executive Officer (MD & CEO) and Executive Director

Remuneration of the MD & CEO and Executive Directors reflects the overall remuneration philosophy and guiding principle of the Company. While considering the appointment and remuneration of Managing Director and Executive Directors, the NRC shall consider the industry benchmarks, merit and seniority of the person and shall ensure that the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies. The policy aims at a balance between fixed and variable pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

The remuneration to the MD & CEO shall be recommended by NRC to the Board. The remuneration consists of both fixed compensation and variable compensation and shall be paid as salary, commission, performance bonus, stock options (where applicable), perquisites and fringe benefits as per the policy of the Company from time to time and as approved by the Board and within the overall limits specified in the Shareholders resolution. While the fixed compensation is determined at the time of appointment, the variable compensation will be determined annually by the NRC based on the performance of MD & CEO.

The term of office and remuneration of MD & CEO is subject to the approval of the Board of Directors, shareholders, and Central Government, as may be required and within the statutory limits laid down in this regard from time to time.

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay, subject to the requisite approvals, remuneration to its MD & CEO in accordance with the provisions of Schedule V to the Companies Act, 2013

If a MD & CEO 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 of the Company.

Remuneration for MD & CEO is designed subject to the limits laid down under the Companies Act, 2013 to remunerate him / her fairly and responsibly. The remuneration to the MD & CEO comprises of salary, perquisites and benefits as per policy of the Company and performance based incentive apart from retirement benefits like P.F., Superannuation, Gratuity, Leave Encashment, etc. as per Rules Salary is paid within the range approved by the Shareholders. Increments are effective annually, as recommended /approved by the NRC / Board. The MD & CEO is entitled for grant of Stock Options as per the approved Stock Options Schemes of the Company from time to time

Directors

The MD & CEO is an executive of the Company and draws remuneration from the Company. The Non-Executive Independent Directors receive sitting fees for attending the meeting of the Board and Committee thereof, as fixed by the Board of Directors from time to time subject to statutory provisions. The Non-Executive Independent Directors would be entitled to the remuneration under the Companies Act, 2013. In addition to the above, the Directors are entitled for reimbursement of expenses incurred in discharge of their duties.

The Company may also grant Stock Options to the eligible employees and Directors (other than Independent Directors) in accordance with the ESOP Schemes of the Company from time to time and subject to the compliance statutes and regulations.

Disclosures

Information on the total remuneration of members of the Company's Board of Directors, Managing Director and Executive Directors and KMP/senior management personnel may be disclosed in the Board's report and the Company's annual report / website as per statutory requirements in this regard.

Place: Chandigarh
Date: 31/08/2015

By Order of the Board
For SHUBH POULTRIES LTD

Sd/-
Hariram P Rajbhar
(Managing Director)
DIN - 06922000

Sd/-
Namdev P Parsekar
(Director)
DIN - 05235417

ANNEXURE 2B

TO THE DIRECTORS REPORT FOR THE YEAR ENDED 31ST MARCH, 2015: POLICY ON REMUNERATION OF KEY MANAGERIAL PERSONNEL AND EMPLOYEES

This policy shall be effective from the financial year 2014-15.

Objective

To establish guidelines for remunerating employees fairly and in keeping with Statutes.

Standards

1. All employees, irrespective of contract, are to be paid remuneration fairly and the remuneration is to be externally competitive and internally equitable. The remuneration will be paid in accordance with the laid down Statutes.
2. Remuneration for on-roll employees will include a fixed or guaranteed component payable monthly; and a variable component which is based on performance and paid annually.
3. The fixed component of remuneration will have a flexible component with a bouquet of allowances to enable an employee to choose the allowances as well as the quantum based on laid down limits as per Company policy. The flexible component can be varied only once annually in the month of July, after the salary increment exercise.
4. The variable component of the remuneration will be a function of the employee's grade.
5. The actual pay-out of variable component of the remuneration will be function of individual performance as well as business performance. Business performance is evaluated using a Balance Score Card (BSC) while individual performance is evaluated on Key Result Areas (KRA). Both the BSC & KRAs are evaluated at the end of the fiscal to arrive at the BSC rating of the business and PPS rating of the individual.
6. An Annual compensation survey is carried out to ensure that the Company's compensation is externally competitive. Based on the findings of the survey and the business performance, the committee decides:
 - (i) The increment that needs to be paid for different performance ratings as well as grades.
 - (ii) The increment for promotions and the total maximum increment.
 - (iii) The maximum increase in compensation cost in % and absolute.
 - (iv) Compensation corrections are made in a few cases where it is outside the band or to keep it tune with the market.

Place: Chandigarh
Date: 31/08/2015

By Order of the Board
For SHUBH POULTRIES LTD

Sd/-
Hariram P Rajbhar

Sd/-
Namdev P Parsekar

(Managing Director)
DIN – 06922000

(Director)
DIN – 05235417

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Shubh Poultries Limited.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Shubh Poultries Limited**.(hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **Shubh Poultries Limited** (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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015 has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, except to those mentioned below in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Shubh Poultries Limited**.("the Company") for the financial year ended on 31st March, 2015 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- IV.** Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings – **Not Applicable.**
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d.** The Securities and Exchange Board of India (Employee Stock Option

Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 – **Not Applicable;**

- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – **Not Applicable;**
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client – **Not Applicable as the Company is not registered as Registrar to an Issue & Share Transfer Agents;**

g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – **Not Applicable** and

h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 – **Not Applicable.**

I have also examined compliance with the applicable clauses of the following:-

- I. Secretarial Standards issued by The Institute of Company Secretaries of India.
- II. The Listing Agreements entered into by the Company with Ahmadabad Stock Exchange(s);

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

I. The Company did not have CEO/CFO/Company Secretary during the year.

II. The Company has filed certain forms with ROC with delay filing fees.

I further report that ;

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I 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.

(S.K.Pandey)

Practicing Company Secretary

COP No:-5484

ANNEXURE 3**TO THE DIRECTORS REPORT FOR THE YEAR ENDED 31ST MARCH, 2015****ADDITIONAL INFORMATION AS PER SECTION 197 OF THE COMPANIES ACT, 2013, RULE 5(2) OF CHAPTER XIII, COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

Name of the Employee	Designation Gross	Remuneration (subject to Income-tax)	Qualifications	Age (years)	Experience (years)	Date of Commencement of employment	Last employment and Designation
-----	-----	-----	NIL	-----	-----	-----	-----

Place: Chandigarh
Date:31/08/2015

By Order of the Board
For SHUBH POULTRIES LTD

Sd/-
Hariram P Rajbhar
(Managing Director)
DIN – 06922000

Sd/-
Namdev P Parsekar
(Director)
DIN – 05235417

ANNEXURE 4
TO DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2015
Form No. MGT-9
EXTRACT OF ANNUAL RETURN

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

I. REGISTRATION AND OTHER DETAILS:

(i)	CIN	L01222CH1996PLC010845
(ii)	Registration Date	31/03/1996
(iii)	Name of the Company	SHUBH POULTRIES LTD
(iv)	Category / Sub-Category of the Company	Company limited by shares/ Indian Non-Government Company
(v)	Address of the Corporate Office and Contact Details	8, Plot No. 144, Majestic Shopping Center, Jaganath Shankar Sheth Marg, Ambewadi, Girgaon, Mumbai – 400004. Tel. No. : 022-69424444 E-mail id : shubhpoultries1996@gmail.com Website:. www.shubhpoultriesltd.com
(vi)	Address of the Registered Office and Contact Details	SCO 23-24-25, IIInd Floor, Sector 34-A Chandigarh- 160022. Tel. No. : 0172-4347638 E-mail id : shubhpoultries@gmail.com Website:. www.shubhpoultriesltd.com
(vii)	Whether listed company Yes / No	Yes
(viii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	In-House

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:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/service	% to total turnover of the Company
1	Investment Activity	64200	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

Sr. No.	Name and address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
NIL					

III. 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 01.04.2014				No. of shares held at the end of the year 31.03.2015				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
(a) Individual/HUF	-	831220	831220	22.04	-	831220	831220	22.04	
(b) Central Govt.	-	-	-	-	-	-	-	-	
(c) State Govt. (s)	-	-	-	-	-	-	-	-	
(d) Bodies Corp.	-	-	-	-	-	-	-	-	
(e) Banks/FI	-	-	-	-	-	-	-	-	
(f) Any Other	-	-	-	-	-	-	-	-	
Sub-Total(A)(1):	-	831220	831220	22.04	-	831220	831220	22.04	
(2) Foreign	-	-	-	-	-	-	-	-	
(a) NRIs/ Individuals	-	-	-	-	-	-	-	-	
(b) Other-Individuals	-	-	-	-	-	-	-	-	
(c) Bodies Corp.	-	-	-	-	-	-	-	-	
(d) Banks / FI	-	-	-	-	-	-	-	-	
(e) Any Other	-	-	-	-	-	-	-	-	
Sub-Total(A)(2):	-	-	-	-	-	-	-	-	
Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	-	831220	831220	22.04	-	831220	831220	22.04	
B. Public Shareholding									
(1) Institutions									
(a) Mutual Funds	-	-	-	-	-	-	-	-	
(b) Banks/FI	-	-	-	-	-	-	-	-	
(c) Central Govt.	-	-	-	-	-	-	-	-	
(d) State Govt. (s)	-	-	-	-	-	-	-	-	
(e) Venture Capital Funds	-	-	-	-	-	-	-	-	
(f) Insurance Companies	-	-	-	-	-	-	-	-	
(g) FIIs	-	-	-	-	-	-	-	-	
(h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	
(i) Others (specify)	-	-	-	-	-	-	-	-	
Sub-Total(B)(1):	-	-	-	-	-	-	-	-	

IV. SHARE HOLDING PATTERN**(Equity Share Capital Breakup as percentage of Total Equity)****(ii) Category-wise Share Holding**

Category of Shareholders	No. of shares held at the beginning of the year 01.04.2014				No. of shares held at the end of the year 31.03.2015				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Non-Institutions									
(a) Bodies Corp.	-	242300	242300	6.42	-	888390	888390	23.55	17.13
(i) Indian									
(ii) Overseas									
(b) Individuals									
(i) Individual Shareholders holding nominal share capital up to Rs. 1 lakh	-	1269160	1269160	33.65	-	1004890	1004890	26.64	(-) 7.01
(ii) Individual Shareholders holding nominal share capital in excess of Rs. 1 lakh	-	1429300	1429300	37.89	-	976180	976180	25.88	(-) 12.01
(c) Others Clearing Members	-	-	-	-	-	71300	71300	1.89	1.89
Sub-Total(B)(2):	-	2940760	2940760	77.96	-	2940760	2940760	77.96	00.00
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	2940760	2940760	77.96	-	2940760	2940760	77.96	00.00
C. Shares held by custodian for GDRs & ADRs									
Grand Total (A+B+C)	-	3771980	3771980	100.00	-	3771980	3771980	100.00	00.00

(iii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 01.04.2014			Shareholding at the end of the year 31.03.2015			% change in share holding during the year
		No. of Shares	% of total shares of the company	% of shares Pledged/encumbered to total shares	No. of Shares	% of total shares of the company	% of shares Pledged/encumbered to total shares	
1	Sanjay Mandanlal Chauhan	831220	22.04	-	831220	22.04	-	
	Total	831220	22.04		831220	22.04		

(iv) Change in Promoters' Shareholding (Please specify, if there is no change)

Sr. No.		Shareholding at the beginning of the year 01.04.2014		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of Shares	% of total shares of the company
1.	At the beginning of the year	831220	22.04	-	-
2.	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus / sweat equity etc.)	0.00	0.00	-	-
3.	At the end of the year	831220	22.04	-	-

(v) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Top 10 shareholders	Shareholding at the beginning of the year 01.04.2014		Date of Transaction	Increase / Decrease in shareholding	Reason	Cumulative Shareholding during at the end of the year 31.03.2015	
		No. of shares at the beginning (01.04.2014) / end of the year 31.03.2015	% of total Shares of the Compan y				No. of shares	% of total Shares of the Compan y
1	Sanjeev Singh	198600	5.27	01-04-2014	NO CHANGE			
		198600	5.27	31-03-2015				
2	Arti gupta	119200	3.16	01-04-2014	NO CHANGE			
		119200	3.16	31-03-2015				
3	Kinetic Trust Ltd.	99300	2.63	01-04-2014	NO CHANGE			
		99300	2.63	31-03-2015				
4	Kinetic Stocks & Securities Ltd.	99300	2.63	01-04-2014	NO CHANGE			
		99300	2.63	31-03-2015				
5	Pawan Kumar Sopat	108000	2.86	01-04-2014	NO CHANGE			
		108000	2.86	31-03-2015				
6	Lakshan Commercial Pvt. Ltd.	-	-	01-04-2014				
		79630	2.11	12-12-2014		Transfer		
		79630	2.11	31-03-2015				
7	Laxmidhan Enterprises Limited	-	-	01-04-2014				
		65500	1.74	12-12-2014		Transfer		
		65500	1.74	31-03-2015				
8	Sheenu Goyal	63500	1.68	01-04-2014	NO CHANGE			

Sr. No.	Top 10 shareholders	Shareholding at the beginning of the year 01.04.2014		Date of Transaction	Increase / Decrease in shareholding	Reason	Cumulative Shareholding during at the end of the year 31.03.2015	
		63500	1.68				31-03-2015	
9	Jasneet Kaur	59900	1.59	01-04-2014	NO CHANGE			
		59900	1.59	31-03-2015				
10	Lipi Iron & Steel Private Limited	-	-	01-04-2014				
		57500	1.52	12-12-2014		Transfer		
		57500	1.52	31-03-2015				
11	Manish Goyal	79630	2.11	01-04-2014				
		79630	2.11	12-12-2014	Sold			
		NIL	-	31-03-2015				
12	Reema Goyal	65500	1.74	01-04-2014				
		65500	1.74	12-12-2014	Sold			
		NIL	-	31-03-2015				
13	B B Goyal	57500	1.52	01-04-2014				
		57500	1.52	12-12-2014	Sold			
		NIL	-	31-03-2015				

(vi) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name	Shareholding at the beginning of the year 01.04.2014		Date of Transaction	Increase / Decrease in shareholding	Reason	Cumulative Shareholding during at the end of the year 31.03.2015	
		No. of shares at the beginning (01.04.2014) / end of the year 31.03.2015	% of total Shares of the Company				No. of shares	% of total Shares of the Company
1.	N.A.	NIL	-	-	-	-	NIL	-

I) INDEBTEDNESS

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

(Rs. Lacs)

Particulars	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtness
Indebtedness at the beginning of the financial year				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	NIL	NIL	NIL
Change in Indebtedness during the financial year				
Addition	NIL	NIL	NIL	NIL
Reduction	NIL	NIL	NIL	NIL
Net Change	NIL	NIL	NIL	NIL
Indebtedness at the end of the financial year				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	NIL	NIL	NIL

II) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL - NIL

A. Remuneration to other directors: **NIL**
(Rs. In Lacs)

B. Remuneration to Key Managerial Personnel other than MD/Manager/WTD
(Rs. In Lakhs) - **NIL**

III) Penalties / Punishment / Compounding of Offences:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
Penalty	NONE				
Punishment					
Compounding					

Other Officers in Default

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
Penalty	NONE				
Punishment					
Compounding					

Place: Chandigarh
Date:31/08/2015

By Order of the Board
For SHUBH POULTRIES LTD

Sd/-
Hariram P Rajbhar
 (Managing Director)
 DIN - 06922000

Sd/-
Namdev P Parsekar
 (Director)
 DIN - 05235417

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORTS

Your Directors are pleased to present the Management Discussion and Analysis Report for the year ended 31st March, 2015. 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.

INDUSTRY OVERVIEW

The Indian Economy has undergone a tough phase in the year and has slowed down. The financial year 2014-15 (FY2015) began on a positive note. There was a clear mandate for political stability. Despite the easing of liquidity and reduction in policy rates, FY2015 was a difficult one for the banking sector. Credit growth at 9.5% was the lowest in the last 18 years. Low credit growth coupled with high non-performing assets (NPAs) resulted in banks being reluctant to pass on the benefits of the eased liquidity and rate cuts. It was only in March 2015 that a few banks reduced their lending rates. However, unseasonal rains in February and March 2015 have badly affected the winter (Rabi) crop; and a prediction of a poor monsoon could dampen optimism regarding the economy. It remains to be seen whether the slew of initiatives announced by the Central Government like 'Make in India' programme, coal and telecom auctions, increased FDI limits in certain sectors, a financial inclusion effort through its Pradhan Mantri Jan Dhan Yojana and India's improved rating outlook gives a fillip to the performance of the banking and financial sector in the coming year.

INDUSTRY STRUCTURE AND DEVELOPMENT

With new Government in place having complete majority on its own, many reforms has been initiated by the new Government. The Indian Economy has undergone a tough phase in the year and has slowed down. The scenario today is strong enough to be realistically optimistic, all thanks to the healthy fundamentals of the Indian E-Commerce sector. If the industry players manage to restructure their operations as per the new realities, success will not be very hard to find now. In light of this, measures such as de-leveraging and reallocating the proportion of commercial and residential development may be necessary for some players in order to adapt and succeed in the new scenario.

OPPORTUNITIES AND THREATS

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 concerned 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 various plans lined up to achieve higher turnover & is also exploring various business activities to venture into.

RISK & CONCERNS:

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.

ADEQUACY OF INTERNAL CONTROL:

The Company has robust internal control systems in place which are commensurate with the size and nature of the business. The internal controls are aligned with statutory requirements and designed to safeguard the assets of the Company. The internal control systems are complemented by various Management Information System (MIS) reports covering all areas. Increased attention is given to auto generation of MIS reports as against manual reports to take care of possible human errors or alteration of data. The Management reviews and strengthens the controls periodically.

HUMAN RESOURCE DEVELOPMENT :

The Company recognizes the importance of Human Resource as a key asset instrumental in its growth. The Company believes in acquisition, retention and betterment of talented team players. With the philosophy of inclusive growth, the Company has redefined its performance management system. The new system focuses on progression of individual employees together with organizational goals. Under the new system increased thrust will be on job rotation and multi-skilling.

SEGMENT-WISE PERFORMANCE :

The Company is into single reportable segment only.

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.

CAUTIONARY STATEMENT :

Investors are cautioned that this discussion contains statements that involve risks and uncertainties. Words like anticipate, believe, estimate intend, will, expect and other similar expressions are intended to identify "Forward Looking Statements". The company assumes no responsibility to amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events. Actual results could differ materially from those expressed or implied.

CODE OF CONDUCT :

Personal behavior – it is expected that board members will:

- Act ethically, with honesty and integrity, in the best interests of [the organization] at all times;
- Take individual responsibility to contribute actively to all aspects of the board's role according to the board member duty statement
- Attend all the board meetings;
- Make decisions fairly, impartially and promptly, considering all available information, legislation, policies and procedures;
- Treat colleagues with respect, courtesy, honesty and fairness, and have proper regard for their interests, rights, safety and welfare;
- Not to harass, bully or discriminate against colleagues, members of the public and/or employees;
- Contribute to a harmonious, safe and productive board environment/culture through professional workplace relationships; and
- Not make improper use of their position as board members to gain advantage for themselves or for any other person.

Communication and Official information - It is expected that board members will:

- Channel all communication between board and staff on business matters through the Chairperson and the CEO/Manager;
- Not disclose official information or documents acquired through membership of the board, other than as required by law or
- Where agreed by decision of the board;
- Not make any unauthorized public statements regarding the business of [the organization];
- Support, adhere to and not contradict the formal decisions of the Board made in its meetings;
- Respect the confidentiality and privacy of all information as it pertains to individuals.

Conflicts of interest

- It is expected that board members will:
- Disclose any personal or business interests which may give rise to actual or perceived conflicts of interest;
- Ensure personal or financial interests do not conflict with their ability to perform official duties in an impartial manner;
- Not allow personal or financial interests, or the interests of any associated person, to conflict with the interests of [the organization];
- Manage and declare any conflict between their personal and public duty; and
- Where conflicts of interest do arise, ensure they are managed in the public interest.

Use of public resources

- It is expected that board members will:
- Act in a financially responsible manner, applying due diligence to the scrutiny of financial reports, audit reports and other financial material that comes before the board; and
- Ensure the efficient use of publicly-funded resources, including office facilities and equipment, vehicles, cab charge vouchers, corporate credit cards.

Additional commitment of, Board members:

- Taking responsibility for reporting improper conduct or misconduct which has been, or may
- Taking responsibility for reporting improper conduct or misconduct which has been, or may be occurring in the workplace, reporting the details to the relevant people or agency; and
- Taking responsibility for contributing in a constructive, courteous and positive way to enhance good governance and the reputation of the board of Shubh Poultries Limited.

CORPORATE GOVERNANCE REPORT

The report on Corporate Governance pursuant to clause 49 of the Listing Agreement entered into with the Stock Exchanges forms part of the Board of Directors. The Company has complied with the applicable requirements of Code of Corporate Governance as prescribed in the Listing Agreement and in this regard the following details are provided for the information of stakeholders and public at large.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Good Corporate Governance practices have always been an integral part of the Company's philosophy. 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. The Company is committed to transparency in all its dealings with shareholders, employees, the Government and other parties and places high emphasis on business ethics. The basic philosophy of Corporate Governance in the Company is to achieve business excellence and increasing long-term shareholder value, keeping in view the interests of the company's stakeholders.

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

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 5 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 2014-15, Five Board Meetings were held on the following dates:

• 30 th May, 2014	• 11 th August, 2014
• 6 th November, 2014	• 12 th January, 2015 • 10 th February, 2015

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 (Resigned on 7 th November 2014)	3	Yes	1	None	None
2	Kewal Krishan Goyal (Resigned on 7 th November 2014)	3	Yes	Nil	None	None
3	Rahul Vijaykumar Prajapati (Resigned on 7 th November 2014)	3	Yes	Nil	None	None
4	Namdev Pandurang Parsekar	5	Yes	Nil	None	None
5	Hariram Phulchand Rajbhar (appointed on 30/10/2014)	3	Yes	Nil	None	None
6	Laxman Hari Patil (appointed on 30/10/2014)	3	No	Nil	None	None
7	Rajesh Vinayak Dudhwadkar (appointed on 30/10/14)	3	No	Nil	None	None
8	Prema Bhoja Kunder	5	No	Nil	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

Familiarization of Independent Directors :

The details of familiarization programme for Independent Directors have been disclosed on website of the Company.

Codes of Conduct :

The Board of Directors of the Company has laid down two separate Codes of Conduct – one for Directors and another for Senior Management and Employees. It has also adopted Code for Independent Directors as per Schedule IV of the Companies Act, 2013. All Board members including Independent Directors and Senior Management Personnel have affirmed compliance with the respective Codes of Conduct for the year under review.

Directors' Interest in the Company :

Sometime, the Company do enter into contracts with companies in which some of the Directors of the Company are interested as director or member. However, these contracts are in the ordinary course of the Company's business without giving any specific weight age to them. Directors regularly make full disclosures to the Board of Directors regarding the nature of their interest in the companies in which they are directors or members. Full particulars of contracts entered with companies in which directors are directly or indirectly concerned or interested are entered in the Register of Contracts maintained under Section 189 of the Companies Act, 2013 and the same is placed in every Board Meeting for the noting of the Directors.

COMMITTEES OF THE BOARD

The Board has constituted following Committees of Directors:

- Audit Committee,
- Nomination & Remuneration Committee, and
- Stakeholder's Relationship 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 (as amended from time to time) and requirements of section 177 of the Companies Act, 2013, 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, Remuneration & terms of Appointment of Auditors of the Company.
- To review the adequacy of the Internal Control System.
- To review financial statements and Auditor Report thereon.
- 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 and monitor Auditors independence and performance and effectiveness of audit process.

- To approve or any subsequent modification of 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 2014-15 on i.e. 30th May, 2014, 11th August, 2014, 6th November 2014 & 10th February, 2015.

Constitution of the Committee:

The Composition of the Committee, together with the details of the attendance of each member as at 31st March, 2015 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 (resigned)	Earlier Chairman	2	Non-Executive Independent Director
3.	Kewal Krishan Goyal (resigned)	Member	2	Executive Non-Independent Director
4.	Rajesh Vinayak Dudhwadkar (appointed on 30/10/2014)	Member	2	Non-Executive Independent Director
5.	Hariram Phulchand Rajbhar (appointed on 30/10/2014)	Member	2	Managing Director
6.	Laxman Hari Patil (appointed on 30/10/2014)	Member	2	Non-Executive Independent Director

Stakeholders Relationship 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. Hariram P Rajbhar (Managing Director)
 Address: 8, Plot No. 144, Majestic Shopping Centre,
 Jaganath Shankar Seth Marg, Ambewadi,
 Girgaon, Mumbai - 400004
 Tel: 022-69424444

Email: shubhpoultries@gmail.com
 Website: www.shubhpoultriesltd.com

Composition:

The present Committee comprises of namely, Mr. Laxman Hari Patil, Independent Director as a Chairman, Mr. Hariram Phulchand Rajbhar (Managing 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.

Present Composition :

Name of the Member	Category	Chairman / Member
Mr. Rajesh Vinayak Dudhwadkar	Non-Executive Independent Director	Chairman
Mrs. Prema Bhoja Kunder	Non-Executive Non-Independent Director	Member
Mr. Namdev Pandurang Parsekar	Non- Executive Independent Director	Member

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

Disclosures:

- i. During the financial year 2014-15, 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 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
2013-2014	Tuesday, 30 th September, 2014 at 10.00 a.m.	SCO 23-24-25, IInd Floor, Sector 34-A, Chandigarh – 160022	-
2012-2013	Saturday, 28 th September, 2013 at 11.00 a.m.	SCO 23-24-25, IInd Floor, Sector 34-A, Chandigarh – 160022	-
2011-2012	Friday, 28 th September, 2012 at 11.00 a.m.	SCO 23-24-25, IInd Floor, Sector 34-A, Chandigarh – 160022	-

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.

Details of the Extra- Ordinary General Meetings of the Company held during 3 preceding previous years together with a gist of the special resolutions passed there at is given hereunder:

Financial Year	Date	Venue	Special Resolutions passed
31 st March, 2015	11 th February, 2015	SCO 23-24-25, IInd Floor, Sector 34-A, Chandigarh – 160022	Special Resolution was passed for appointment of Managing Director & increase in borrowing powers.

Means of Communication:

The Quarterly, Half-Yearly and Annual Financial Results of the Company are forwarded to The Ahmadabad 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	Wednesday, 30 th September, 2015 at 10.00 a.m. at SCO 23-24-25, IInd Floor, Sector 34-A, Chandigarh – 160022
Listing on Stock Exchanges	The Equity Shares of the Company are listed on Ahmadabad Stock Exchange Limited.

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.

Market Share Price Data:

There has been no trading at all the Stock Exchanges where its securities are listed during the financial year 2014-15.

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.

SEBI Complaints Redress System (SCORES)

SEBI vide circular dated 3rd 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.

ISIN No.:

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

Distribution of Shareholding as on March 31, 2015, Are As Follows:

No. of Shares Range	No. of Shareholders	% of Shareholders	Value of Shares Held	% of Shareholding
Upto 5,000	656	88.65	9,145,500	24.25
5,001 to 10,000	42	5.68	3,737,200	9.91
10,001 to 20,000	21	2.84	3,269,300	8.67
20,001 to 30,000	2	0.27	547,000	1.45
30,001 to 50,000	8	1.08	3,204,300	8.50
50,001 to 1,00,000	7	0.95	5,246,300	13.91
1,00,001 & Above	4	0.54	12,570,200	33.33
	740	100.00	37,719,800	100.00

Shareholding Pattern

Sr.	Category	As on 31 st March, 2015		As on 31 st March, 2014	
		No. of Shares	% of	No. of	% of
A	Promoters				
1.	Individuals/HUF	831220	22.04	831220	22.04
	TOTAL (A)	831220	22.04	831220	22.04
B	Public Shareholding				
	Institutions	0.00	0.00	0.00	0.00
	Non-Institutions	0.00	0.00	0.00	0.00
1.	Bodies Corporate	888390	23.55	888390	23.55
2. (a)	Individual Shareholders holding up	1004890	26.64	1004890	26.64
(b)	Individual Shareholders holding	976180	25.88	976180	25.88
3.	NRIs/ HUF's / Foreign Corporate	71300	1.89	71300	1.89
	TOTAL (B)	2940760	77.96	2940760	77.96
	TOTAL (A+B)	3771980	100.00	3771980	100.00

Outstanding GDRs/ ADRs:

The Company has not issued any GDRs/ADRs.

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, 2015, 3771980 equity shares, constituting 100% of the paid-up equity capital of the Company stood in Physical form.

Financial Calendar (Tentative):

Financial Year	: 01 April, 2015- 31 st March, 2016
First quarter result	: 14th August, 2015.
Half-yearly results	: 14th November, 2015
Third quarter results	: 14th February, 2016
Annual results	: End of May, 2016
Annual General Meeting	: September, 2016

Address for Correspondence:**SHUBH POULTRIES LIMITED**

8, Plot No. 144, Majestic Shopping Center, Jaganath Shankar Sheth Marg, Ambewadi, Girgaon, Mumbai – 400004.

Tel. No. : 022-69424444

E-mail id : shubhpoultries@gmail.com

Website: . www.shubhpoultriesltd.com

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.

Audit Qualifications

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

Nomination

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). Nomination form SH-13 ([Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014] can be obtained from the Company's Registrar and Share Transfer Agent. It is also available on Public domain.

Vigil Mechanism & Whistle Blower Policy

The Company has established a vigil mechanism by adopting a Whistle Blower Policy for Directors and employees to report genuine concerns in the prescribed manner. The vigil mechanism is overseen by the Audit Committee and provides adequate safeguards against victimization of employees and Directors. Whistle Blower Policy is a mechanism to address any compliant(s) related to fraudulent transactions or reporting intentional non-compliance with the Company's policies and procedures and any other questionable accounting/operational process followed. It provides a mechanism for employees to approach the Chairman of Audit Committee. During the year, no such incidence was reported and no personnel were denied access to the Chairman of the Audit Committee. The Whistle Blower Policy of the Company is available on its website.

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.

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, 2015 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 **M/S. Verma Mehta & Associates,**
Chartered Accountants
Firm Regd. No. 112118w

Sd/-
(Mrugen H Shah)
Partner
M. No. 114770

Place: Ahmadabad
Date:29/05/2015

(Managing Director)
DIN – 06922000

(Director)
DIN – 05235417

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

I, Hariram P Rajbhar, Managing 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 2015.

Place: Chandigarh
Date:31/08/2015

By Order of the Board
For SHUBH POULTRIES LTD

Sd/-
Hariram P Rajbhar
(Managing Director)
DIN – 06922000

Sd/-
Namdev P Parsekar
(Director)
DIN – 05235417

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SUBH POULTRIES LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **SUBH POULTRIES LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and the cash flow statement for the year then ended, and a summary of the 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 and presentation 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 or error.

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 there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of 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, of the state of affairs of the Company as at 31st March, 2015, and its profit and its cash flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015, ('the Order') issued by the Central Government of India in exercise of power conferred by sub section 11 of section 143 of the Act, we enclose in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
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 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 it appears from our examination of those books.
 - c) the Balance Sheet, the 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 as specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) on the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is

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

- f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company did not have any pending litigation.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amount which were required to be transferred, to the Investor Education and Protection Fund by the Company.

For **VERMA MEHTA & ASSOCIATES.**

Chartered Accountants

Firm Regd. No. 112118W

Mrugen H Shah
Partner
M. No. : 114770

Place : Mumbai
Dated :29/05/2015

ANNEXURE TO AUDITORS' REPORT

The Annexure referred to in our Independent Auditor's Report to the members of the Company on the financial statements for the year ended 31st March 2015, we report that:

- (i) This clause is not applicable as the company did not have any fixed assets.
- (ii) (a) As per the information and explanations given to us, the inventories have been physically verified by the management at reasonable intervals during the year.

(b) In our opinion and as per the information and explanations given to us, procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.

(c) The Company is maintaining proper records of inventories. In our opinion, discrepancies noticed on physical verification of inventory were not material in relation to the operations of the Company and the same have been properly dealt with in the books of account.
- (iii) The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act')
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of inventory, goods and services. During the course of our audit, we have not observed any major weakness in the internal control system.
- (v) The Company has not accepted any deposits from the public within the meaning of section 73 of the Act and the rules framed there under.
- (vi) In our opinion, maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, are not applicable to the Company.
- (vii) (a) According to the information and explanation given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income tax, Wealth tax, Sales tax, Service tax, Excise duty, Value added tax, cess, Professional tax and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.
According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales tax, Excise duty, Value added tax, Wealth tax, Cess, Professional tax were in arrears

as at March 31, 2015 for a period of more than six months from the date they became payable.

(b) As at 31st March, 2015, there are no pending amounts to be deposited on account of any dispute due to Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax and Cess matters.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company, accordingly the provisions of clause 3(vii c) of the Order are not applicable to the Company.

- (viii) The Company does not have any accumulated losses at the end of financial year and has not incurred cash losses in the financial year and in the immediately preceding year.
- (ix) According to the information and explanations given to us, the Company does not have any borrowings from any financial institution or bank and does not issued any debentures as at the balance sheet date, accordingly the provisions of clause 3(9) of the order are not applicable to the company.
- (x) In our opinion and according to the information and the explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xi) In our opinion and according to the information and the explanations given to us, the Company has not raised any term loans, according the provision of clause 3(11) are not applicable.
- (xii) According to the information and explanations given to us, no material fraud on or by the company has been noticed or reported during the course of our audit.

For **VERMA MEHTA & ASSOCIATES.**

Chartered Accountants

Firm Regd. No. 112118W

Mrugen H Shah
Partner
M. No. : 114770

Place : Mumbai
Date : 29/05/2015

Hariram P Rajbhar

(Managing Director)

Profit and Loss statement for the year ended 31st March, 2015

		(Rs. Lacs)		
	Particulars	Note	2014-15	2013-14
I.	Revenue from operations	9	462.67	391.88
II.	Other Income	10	5.99	-
III.	Total Revenue (I +II)		468.66	391.88
IV.	<u>Expenses:</u>			
	Cost of materials consumed		-	-

	Purchase of Stock in Trade	11	383.55	287.83
	Changes in inventories of finished goods and Stock-in- Trade		-	-
	Employee benefits expense	12	22.83	23.66
	Finance costs		-	-
	Depreciation and amortization expense		-	-
	Other expenses	13	15.51	5.96
	Total Expenses		421.89	317.45
V.	Profit before tax (III - IV)		46.77	74.43
VI.	Tax expense:			
	(1) Current tax/ Provision for Tax		10.59	24.81
	(2) Short Excess Provision of Earlier years		-	-
	(3) Deferred tax		-	-

VII.	Profit/(Loss) for the period (V - VI)		36.18	49.62
VIII.	Earning per equity share:			
	(1) Basic		1.06	1.32
	(2) Diluted		1.06	1.32

Significant Accounting Policies

See accompanying Notes to the Financial Statements

1 to 14

As per our report of even date**For VERMA MEHTA & ASSOCIATES****Chartered Accountants**
Firm Regd. No. 112118W

Sd/-

Mrugen H Shah**(Partner)****For and on behalf of the Board****Shubh Poultries Limited**

Sd/-

Hariram P Rajbhar

Sd/-

Namdev P.Parsekar

M.No. 114770

(Managing Director)

(Director)

Din - 06922000

Din -05235417

Place : Mumbai

Place : Chandigarh

Date: 29/05/2015

Dated: 29/05/2015

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

Particulars	(Rs. Lacs)	
	2014-2015	2013-2014
A.CASH FLOW FROM OPERATING ACTIVITIES		
PROFIT/(LOSS) BEFORE INTEREST,TAX AND EXTRAORDINARY ITEMS	46.77	74.43
Adjustments for		
Depreciation		
Interest Income	-	
Finance Costs	-	
	46.77	74.43

OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES

Adjustments for increase/decrease in :

(a) Trade Receivables/Borrowings	(2.08)	(42.43)
(b) Inventories	(311.55)	-
(c) Other Current Assets	276.06	-
(d) Trade Payables	-	(40.12)
(e) Other Current Liabilities	(8.77)	26.16
(f) Short Term Loans Provisions	12.79	-

CASH GENERATED FROM OPERATIONS

	(33.55)	(56.39)
Provision for Tax	(10.59)	(24.81)
Cash Flow Before Extraordinary Items	-	-
Extraordinary Items	-	-

NET CASH FROM OPERATING ACTIVITES (A)**2.63****(6.77)**

B.CASH FLOW FROM INVESTING ACTIVITIES

Sale of Fixed Assets

- 7.38

NET CASH USED IN INVESTING ACTIVITIES (B)

- 7.38

C.CASH FLOW FROM FINANCING ACTIVITIES

Long Term Loans & Advances Provided

- -

NET CASH USED IN FINANCING ACITIVITES (C)

- -

**NET INCREASE IN CASH AND CASH EQUIVALENTS
(A+B+C)**

2.63 0.61

Opening Balance of Cash and Cash Equivalents

1.12 0.51

Closing Balance of Cash and Cash Equivalents

3.75 1.12

NET INCREASE/DECREASE IN CASH EQUIVALENTS

2.63 0.61

NOTE : FIGURES IN BRAKETS SHOWS OUTFLOW

As per our report of even date

For and on behalf of the Board

For VERMA MEHTA & ASSOCIATES

Chartered Accountants
Firm Regd. No. 112118W

Shubh Poultries Limited

Sd/-

Sd/-

Sd/-

Mrugen H Shah

Hariram P Rajbhar

Namdev P.Parsekar

(Partner)

(Managing Director)

(Director)

M.No. 114770

Din - 06922000

Din -05235417

Place : Mumbai

Place : Chandigarh
Dated: 29/05/2015

Date: 29/05/2015

Note: 14

Significant Accounting Policies

a) Basis of Accounting

These financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

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

c) 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.

d) Inventories

Items of inventories are measured at lower of cost and net realizable value after providing for obsolescence, if any, except in case of by-products which are valued at net realizable value. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition.

e) Assets & Liabilities

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

f) 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 be realized.

g) Miscellaneous Expenditure

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

h) 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 recognized prospectively in current and future periods.

i) 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.

j) Related Party Disclosure

Related Parties and their relationship	
Key Managerial Personnel	
Mr. Rajesh V.Dudhwadkar (Appointed from Oct 30 2014)	Director
Mr. Laxman H.Patil (Appointed from Oct 30 2014)	Director
Mr. Namdev P.Parsekar	Director
Mrs. Prema B. Kunder	Director
Mr. Hari Ram P. Rajbhar (Appointed from Oct 30 2014)	Director

k) Contingent Liabilities / Assets

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 recognized because it is not probable that an outflow of resources will be required to 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 existence in the financial statements.

Contingent assets are not recognized 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 recognized in the period in which the change occurs.

l) Employee Benefits

Provident Fund & Gratuity is not applicable to the Company

m) 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.

n) 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.

o) Previous year's figures have been regrouped / rearranged wherever deemed necessary.

As per our attached report of even date	For and on behalf of the Board	
For Verma Mehta & Associates.	Shubh Poultries Limited	
Chartered Accountants Firm Regd.No.112118W		
Sd/-	Sd/-	Sd/-
Mrugen H.Shah	Hariram P Rajbhar	Namdev P.Parsekar
(Partner)	(Managing Director)	(Director)
M. No. 114770	Din - 06922000	Din -05235417
Place : Mumbai	Place: Chandigarh	
Date: 29/05/2015	Date: 29/05/2015	

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the meeting hall.

Name and Address of the Member	Registered Folio No.	Client ID & DP ID No.	Number of Shares held

I/We hereby record my/our presence at the Annual General Meeting of the Company to be held on Wednesday 30th September, 2015 at 10.00 a.m. at SCO 23-24-25, IInd Floor, Sector 34-A, Chandigarh – 160022.

Signature of the Member or the Proxy Attending the Meeting

If Member, please sign here	If Proxy, please sign here

Note: members are requested to bring their copies of Notice to the meeting as the same will not be circulated at the meeting.

FORM NO MGT-11

PROXY FORM

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

Name of the Company: **SHUBH POULTRIES LIMITED**

Regd. Office: SCO 23-24-25, IInd floor, Sector 34-A, Chandigarh -160022.

Name of the Member(s) :	
Registered Address :	
E mail Id :	
Folio No / Client ID:	
DP ID :	

I / We, being the member(s) of _____ shares of the above named company, hereby appoint:

(1)Name..... Address.....
 Email ID Signature..... or failing him/her
 (2)Name..... Address.....
 Email ID Signature..... or failing him/her
 (3)Name..... Address.....
 Email ID..... Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Wednesday 30th September, 2015 at 11.00 a.m. at the Registered Office of the Company situated SCO 23-24-25, IInd floor, Sector 34-A, Chandigarh -160022 and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTION NO.		For (Assent)	Against (Dissent)
Special Business			
ITEM NO. 1.	To adopt the Audited Balance Sheet & Profit & Loss Account for the FY 2014-15		
ITME NO. 2.	Appointment of M/s. Verma Mehta & Associates, Chartered Accountant as Statutory Auditors for a term of five years subject to ratification at each AGM & Fix their remuneration.		
ITEM NO 3.	Re-Appointment of Mr. Hariram Phulchand Rajbhar, who retire by rotation as an Director.		

ITEM NO 4.	Appointment of Mr. Laxman Hari Patil as an Independent Director for a term of 5 years.		
ITEM NO 5.	Appointment of Mr. Rajesh Vinayak Dudhwadkar as an Independent Director for a term of 5 years.		

Signed this _____ day of _____ 2015.

Affix Revenue Stamp Re 1/-

Signature of the Shareholder

Signature of Proxy holder(s)

Notes: 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.

Form No. MGT-12
Polling Paper

Ballot Form

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of Company: SHUBH POULTRIES LIMITED

Registered Office: SCO 23-24-25, IInd floor, Sector 34-A, Chandigarh -160022

Ballot Form

1	Name of the First Named Shareholder (In block letters)	:	
2	Name of the Joint Holder(s) if any	:	
3	Registered address of the sole/first named Shareholder	:	
	Registered Folio No./ DP No./ Client ID No.	:	

4			
5	Class of shares & No. of shares held	:	

I/We hereby exercise my/our vote in respect of **Resolutions** enumerated below by recording my assent or dissent to the said resolutions in the following manner:

Item No.	Items	No. of shares	I/We assent to the Resolution	I/We dissent to the Resolution
Ordinary Business				
1.	To adopt the Audited Balance Sheet & Profit & Loss Account for the FY 2014-15			
2.	Appointment of M/s. Verma Mehta & Associates, Chartered Accountant as Statutory Auditors for a term of five years subject to ratification at each AGM & Fix their remuneration.			
Special Business				
3.	Re-Appointment of Mr. Hariram Phulchand Rajbhar, who retire by rotation as an Director.			
4.	Appointment of Mr. Laxman Hari Patil as an Independent Director for a term of 5 years.			
5.	Appointment of Mr. Rajesh Vinayak Dudhwadkar as an Independent Director for a term of 5 years.			

Place:

Date:

Signature of the Shareholder

Note:

1. Please read carefully the instructions overleaf before exercising your vote.
2. If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
3. Please note that the last date for receipt of Postal Ballot Forms by the Scrutinizer is Mr. S K Pandey.

INSTRUCTIONS

1. General Instructions:

- a. There will be one Ballot Form/e-voting for every Client ID No./Folio No., irrespective of the number of joint holders.
- b. Members have option to vote either through Ballot Form or through e-voting. If a member has opted for Physical Ballot, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical postal ballot and e-voting, then vote cast through e-voting shall prevail and vote cast through Physical Postal Ballot shall be considered as invalid.
- c. Voting in the ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization, as stated below.
- d. The Scrutinizer's decision on the validity of a Ballot/E-voting shall be final and binding.

2. Instructions for voting physically by Postal Ballot Form:

- a. A member desirous of exercising his/her Vote by Ballot may complete this Ballot Form and send it to the Scrutinizer, Mr. S.K.PANDEY, Practicing Company Secretaries, Address - Raja Bahadur Building, 1st Floor, 45 Tamarind Lane, M.P. Shetty Marg, Fort, Mumbai - 400 001.Call

- +91 9821051427 Email ID: - pandeyk2004@yahoo.co.in in the attached self addressed envelope. Postage will be borne and paid by the Company. Further, any envelopes containing postal ballot, if deposited in person or sent by courier at the expense of the Registered Member(s) will also be accepted.
- b. The self-addressed postage pre-paid envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
 - c. This Form must be completed and signed by the Member, as per specimen signature registered with the Company or Depository Participant, as the case may be. In case of joint holding, this Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.
 - d. In respect of shares held by corporate and institutional members (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(is) duly attested.
 - e. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (☐) in the appropriate column in the Ballot Form. The assent or dissent received in any other form shall not be considered valid.
 - f. Members are requested to fill the Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
 - g. Duly completed Ballot Form should reach the Scrutinizer not later than the close of working hours by 5.30 p.m. on Tuesday, 29th September, 2015. All Ballot Forms received after this date will be strictly treated as if no reply has been received from the Member.
 - h. A Member may request for a duplicate Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.2 (g) above.
 - i. Members are requested not to send any other paper along with the Ballot Form. They are also requested not to write anything in the Ballot Form except giving their assent or dissent and putting their signature. If any such other paper is sent, the same will be destroyed by the Scrutinizer.
 - j. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.
 - k. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e voting period unblock the votes in the presence of at least two (2) witness not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website within two (2) days of passing of the resolutions at the AGM of the Company and shall be communicated to the Stock Exchange, where its securities are listed.

FORM A 