

# 4TH ANNUAL REPORT 2014-15



*KARNIMATA*

*COLD STORAGE*

**KARNIMATA COLD STORAGE LIMITED**

**CIN- L01403WB2011PLC162131**

**Regd. Office:** Village – Chekuasole,

P.O. – Jogerdanga, P.S. – Goaltore,

Dist. – Paschim Medinipur, West Bengal – 721 121

Ph: +91 3227 218314, E-mail – [karnimatacoldstorage@gmail.com](mailto:karnimatacoldstorage@gmail.com)

Fax: +91 3227 265193, Website: [www.karnimatacoldstorage.com](http://www.karnimatacoldstorage.com)

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## CORPORATE INFORMATION



### **BOARD OF DIRECTORS**

- |                        |                              |
|------------------------|------------------------------|
| 1. Mr. Pradip Lodha    | Chairman & Managing Director |
| 2. Ms. Asha Ladia      | Director                     |
| 3. Ms. Venus Kedia     | Independent Director         |
| 4. Ms. Kalpana Agrawal | Independent Director         |

**Chief Financial Officer** Shri. Supreme Lodha

### **AUDITORS**

**M/s. Bidasaria & Associates**

Chartered Accountants

14, Princeep Street, 3<sup>rd</sup> Floor,  
Room No. 5 , Kolkata- 700072

### **PRINCIPAL BANKER**

**SBI, Garbeta, Midnapore (W)**

### **REGISTRARS AND SHARE TRANSFER AGENTS**

**Bigshare Services Private Limited**

E- 2/3, Ansa Industrial Estate, Sakhivihar Road  
Sakinaka, Andheri (E), Mumbai- 400072

Maharashtra, India

Tel: +91-22- 40430200

Fax: +91-22-28475207

Email: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

### **REGISTERED OFFICE**

**Vill:** Chekuasole **PO :** Jogerdanga

**PS :** Goaltore **Dist:** Paschim Medinipur

**West Bengal – 721121**

**Tel No.:** +91 3227 - 218314

**Tele Fax No.:** +91 3227 – 265193

**Email Id:** [karnimatacoldstorage@gmail.com](mailto:karnimatacoldstorage@gmail.com)

**Website:** [www.karnimatacoldstorage.com](http://www.karnimatacoldstorage.com)

**CIN:** L01403WB2011PLC162131

### **AUDIT COMMITTEE**

Ms. Venus Kedia - Chairman

Ms. Kalpana Agrawal - Member

Mr. Pradip Lodha - Member

### **STAKEHOLDERS RELATIONSHIP COMMITTEE**

Ms. Kalpana Agrawal -Chairman

MS. Asha Ladia -Member

Ms. Venus Kedia -Member

### **NOINATION & REMUNERATION COMMITTEE**

Ms. Kalpana Agrawal - Chairman

Ms. Vens Kedia - Member

Ms. Asha Ladia - Member

### **RISK MANAGEMENT COMMITTEE**

Ms. Venus Kedia -Chairman

Ms. Asha Ladia -Member

Mr. Pradip Lodha -Member

Ms. Kalpana Agrawal -Member

### **Company Secretary & Compliance Officer**

Subrat Kumar Nayak



## **KARNIMATA COLD STORAGE LIMITED**

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### **NOTICE OF FOURTH ANNUAL GENERAL MEETING**

Notice is hereby given that the 4<sup>th</sup> Annual General Meeting of the Company will be held on Wednesday, the 23<sup>rd</sup> Day of September, 2015 at the Registered Office of the Company at Vill - Chekuasole, P.O. - Jogerdanga, P.S.- Goaltore, Dist – Paschim Medinipur, West Bengal – 721121 at 2.00 P.M. to transact the following business:-

#### **ORDINARY BUSINESS:**

**1. Adoption of Financial Statement**

To receive, consider, approve and adopt the Audited Balance Sheet as on 31<sup>st</sup> March, 2015, Statement of the Profit and Loss for the year ended on that date and the reports of the Auditors and Directors thereon.

**2. Reappointment of Retiring Director:**

To appoint a director in place of Asha Ladia, (DIN: 03504170), who retires by rotation and being eligible offers herself for her re-appointment.

**3. Appointment of Auditor:**

To ratify the appointment of auditors of the Company, and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof:

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of Companies Act, 2013 and the Rules made there under and pursuant to the recommendations of the Audit Committee of the Board, and pursuant to the resolution passed by the members at the AGM held on 23<sup>rd</sup> September, 2014 ,M/s. Bidasaria and Associates, Chartered Accountants having Firm registration no. 315101E as Statutory Auditors of the Company to hold office till the conclusion of the 8<sup>th</sup> AGM be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2016 as may be determined by the audit committee in consultation with the auditors.”

#### **SPECIAL BUSINESS:**

**4. Increment of Remuneration of Managing Director:**

To consider and, thought fit, to pass with or without modification, the following resolution which will be proposed as an Ordinary Resolution:-

“RESOLVED THAT, pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 (corresponding to Sections 198, 269, 309 and any other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956) , consent of the Company hereby accorded to increase the remuneration of the Managing Director Mr. Pradip Lodha (DIN: 03006602) of the Company so as to not exceed the limits specified in Schedule V of the Companies Act, 2013”

“RESOLVED FURTHER that the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

#### **5. Increasing of the Borrowing Powers of the Company:**

To consider and, thought fit, to pass with or without modification, the following resolution which will be proposed as a Special Resolution:-

“RESOLVED THAT subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in supersession of all the earlier resolutions passed in this regard, the Board of Directors (hereinafter referred to as the Board), including any committee thereof for the time being exercising the powers conferred on them by this resolution, be and are hereby authorized to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any body corporate/ entity/entities and/or authority/authorities and/ or through suppliers credit, any other securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, commercial papers, short term loans or any other instruments etc. and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs. 20 Crores (Rupees Twenty Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

**FURTHER RESOLVED THAT** the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**By Order of the Board**

**Place:** Paschim Medinipur

**Karnimata Cold Storage Limited**

**Date:** 31/07/2015

Sd/-

**Subrat Kumar Nayak**

Company Secretary & Compliance Officer

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND TO VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAT 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 19<sup>th</sup> September, 2015 to 23<sup>th</sup> September, 2015 (both days inclusive).
3. A member desirous of getting any information on the accounts or operations of the Company is required to forward his/her queries to the Company at least seven days prior to the meeting so that the required information can be made available at the meeting.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
5. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted in the Meeting is annexed hereto.
6. Members / Proxies are requested to bring their copies of Annual Report to the meeting, as spare copies are not available with the Company and also to bring the attendance slip duly filled in for attending the meeting.
7. Members who are yet to register their e-mail address with the Company or with the depository are once again requested to register the same. The form for registration of e-mail address with the Company can be downloaded from the Companies Corporate website under the section News and announcement dated 11/08/2014.
8. Members who wish to obtain information on the Company or view the Accounts may visit the Company's website or send their queries at least 10 days before the AGM to the Company Secretary and Compliance Officer at the Registered Office of the Company.
9. The members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
10. Members are requested to send all communications relating to shares to the Company's Share Transfer Agent to **M/s Bigshare Services Pvt. Ltd., E- 2/3, Ansa Industrial Estate, Sakhivihar Road, Saki Naka, Andheri (East), Mumbai- 400072.**
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.
12. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
13. As per the provision of clause 49 (52 of BSE SME) of the Listing Agreement, particulars of Directors to be appointed / re-appointed at the 4<sup>th</sup> Annual General Meeting are given separately in the notice.

14. Notice of Annual General Meeting will be sent to those shareholders / beneficial owners, whose name will appear in the register of the members / list of beneficiaries received from the depositories as on 21st August, 2015.

15. The investors may contact the Company Secretary for redressal of their grievances/queries. For this purpose, they may either write to her at the registered office address or e-mail their grievances/queries to the Company Secretary at the following e-mail address: [karnimatacoldstorage@gmail.com](mailto:karnimatacoldstorage@gmail.com)

16. The name and address of the Stock Exchange where the Company's Shares are listed, is given below:-

**The BSE SME Platform**

**25<sup>th</sup> Floor,P.J. Towers,**

**Dalal Street,Fort, Mumbai- 400 001**

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

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

##### **Item No- 04**

The Board of Directors at their meeting held on 17<sup>th</sup> August, 2013 appointed Mr. Pradip Lodha as a "non-retiring Director" of the Company with effect from 2nd September, 2013 and subject to necessary approvals as the "Managing Director" of the Company for a period of five years with effect from the said date.

Mr. Pradip Lodha completed his B. Com from Kolkata University and also holds a Bachelor's Degree in Law from North Orissa University. He has vast industry experience of agricultural products (especially potatoes) having been associated as a trader, agriculturist and also as a consultant in professional capacity with Cold Storage Units in West Bengal for over 20 years. His role in our company includes supervision of all operational activities as well strategizing and leading the overall organizational execution.

The approval of the members being sought for the increase remuneration of Mr. Pradip Lodha from **Rs. 25,000/- per month to Rs. 32000/- per month** including all benefits.

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, the Board recommends the Ordinary Resolution set out at item no. 04 of the accompanying Notice for the approval of the Members.

Except Mr. Pradip Lodha and Shri Supreme Lodha none of the directors and key managerial persons of the Company, or their relatives is concerned or interested in the resolution set out at Item No.04.

##### **Item No- 05**

As the members may be aware that at the Annual General Meeting of the Company held on the 26<sup>th</sup> September, 2013, the Board of Directors were authorized to borrow money (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) from time to time for the purpose of Company such sum or sums of money not exceeding Rs. 20 crores over and above the paid up capital of the Company and its free reserves. The present borrowings of the Company are within the limits approved by the Company in General Meeting as above. However, as per the requirements of Section 180 (1)(c) of the Companies Act, 2013, as enacted, the approval of the members of the Company by way of special resolution has been stipulated in case the borrowings of the Company exceed its paid-up capital and free reserves. Accordingly, the resolution under

item no.05 is proposed. The attention of the members is drawn that it is not proposed to increase the borrowing limit which is presently at Rs. 20 Crores and their approval is being sought by way of special resolution as the earlier approval at the Annual General Meeting held on 26<sup>th</sup> September, 2013 was obtained by ordinary resolution.

Your Directors recommend the resolution for members' approval as a **Special Resolution**.

None of the Directors & Key Managerial Personnel of the Company including their relatives are, in any way concerned or interested in the said Resolution.

**By Order of the Board**

**Place:** Paschim Medinipur

**Karnimata Cold Storage Limited**

**Date:** 31/07/2015

**Subrat Kumar Nayak**

Company secretary & Compliance Officer

**DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AT THE 4<sup>th</sup> ANNUAL GENERAL MEETING**

Name of the Director/Qualification/DIN/Date of Birth(DOB)/ Date of Appointment(DOA)	Profession/expertise in specific functional Areas	Directorship in other Companies	Committee position held in other Companies
<b>Ms. Asha Ladia</b> B.A and B.Ed. DIN: 03504170 DOB: 26/01/1962 DOA: 29/04/2011	-Relevant experience in Trading and Investment Businesses -Experience of being an agent for Life Insurance Corporation of India.	Nil	Nil

## DIRECTORS' REPORT



To

**The Members,**

**Karnimata Cold Storage Limited**

Your Directors are pleased to present their 4<sup>th</sup> Annual Report on the business and operations of your Company together with the Audited Accounts for the year ended 31<sup>st</sup> March, 2015.

The Financial performance of the Company for the year ended 31<sup>st</sup> March, 2015 is summarized below:-

<b>Financial Result</b>	<b>31<sup>st</sup> March, 2015</b>	<b>31<sup>st</sup> March, 2014</b>
	<b>(Rs. in lacs)</b>	<b>(Rs. in lacs)</b>
Profit for the year ended	6.29	6.64
Less: Provision for Taxation	(1.21)	(1.27)
Add: MAT credit entitlement	1.21	1.27
	<hr/>	<hr/>
Profit after Tax	6.29	6.64
Add: Profit brought forward from previous year	14.08	7.44
	<hr/>	<hr/>
Balance carried over to Balance Sheet	20.37	14.08

### **DIVIDEND:**

Your Directors feel that it is prudent to plough back the profits for future growth of the Company and do not recommend any dividend for the year ended 31<sup>st</sup> March, 2015.

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

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014, the details forming part of the extract of the Annual Return in Form MGT-9 is annexed herewith as "Annexure X".

**INFORMATION TECHNOLOGY AND COMMUNICATION:**

During the financial year 2014-15, apart from upgrading the existing software application with enhanced/added features to meet the current and emerging business needs.

**ENERGY CONSERVATION MEASURES, TECHNOLOGY ABSORPTION AND R & D EFFORTS AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Pursuant to Section 134(3) of the Companies Act, 2013, read with Rule 8 (3) of Companies (Accounts) Rules, 2014, the relevant information is given below:

**CONSERVATION OF ENERGY:**

**RESEARCH AND DEVELOPMENT:**

The Company has no formal research and development department but the Company is continuously making efforts to strength research and development activities to improve quality and reduce cost.

**TECHNOLOGY IMPORT ABSORPTION:**

The Company has not imported any technology. Indigenous technology available is continuously upgraded to improve overall performance. The Company has not made any expenditure on Research & Development throughout the year.

**FOREIGN EXCHANGE EARNINGS AND OUTGO:**

During the year under review there was no earnings and outgo in foreign exchange.

**CORPORATE GOVERNANCE REPORT:**

Pursuant to the Clause 52 of the listing agreement with the SME Platform of Bombay Stock Exchange Limited, Report on Corporate Governance is annexed herewith as "Annexure-I"

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

Pursuant to Clause 52 of the listing agreement with the SME Platform of Bombay Stock Exchange Limited, Report on Management Discussion and Analysis Report is annexed herewith as "Annexure- II"

**PUBLIC DEPOSIT**

Your Company has not accepted any deposits from the public during the year.

**DIRECTOR AND KEY MANAGERIAL PERSONNEL:**

Ms. Asha Ladia, director of the Company liable to retire by rotation and being eligible has offered herself for re-appointment.

During the year Mr. Jay Prakash Heerwal (DIN: 03123914) who was the Independent director of the Company submitted his resignation from the directorship of the Company on 16<sup>th</sup> June, 2014, due to his full time engagement in the practice of Chartered Accountancy and Further Mrs. Sushila Lodha (DIN: 03504185), the Non-executive director of the Company submitted her resignation from the directorship of the Company on 16<sup>th</sup> June, 2014, due to some other pre-occupation. The same were accepted by the Board and the Board hereby places on

record its sincere thanks and gratitude for the valuable contribution made by Mr. Jay Prakash Heerwal and Mrs. Sushila Lodha. The Board on behalf of all the members wishes both Mr. Jay Prakash Heerwal and Mrs. Sushila Lodha a healthy and successful life.

The Board has approved the appointment of Shri. Supreme Lodha, as the CFO of the Company with effect from 18<sup>th</sup> August, 2014. The Board has considered the recommendation of the Nomination and Remuneration Committee and Audit Committee regarding the said appointment.

Declaration by Independent Director:

Mrs. Kalpana Agrawal (DIN: 02976827) and Mrs. Venus Kedia (DIN: 06422518), independent directors of the Company have given declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013

Board Evaluation:

Pursuant to the provisions of Companies Act, 2013 and Listing Agreements, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit Committee and Nomination and Remuneration Committee. The manner in which the evaluation has been carried out is mentioned in the Corporate Governance Report.

Remuneration Policy:

The Board has, on recommendation of the Nomination and Remuneration Committee formulated a policy for selection and appointment of Directors, senior managements and their remuneration.

Meetings:

The details of the number of Board Meetings and meetings of various Committees are given in the Corporate Governance Report. The intervening gap between the meetings was within the time period prescribed under the Companies Act, 2013.

Audit Committee:

Upon the resignation of the Mr. Jay Prakash Heerwal and Mrs. Sushila Lodha, from the directorship of the Company, the Audit Committee of the Company reconstituted on 11<sup>th</sup> August , 2014 as follows;

Mrs. Venus Kedia (DIN: 06422518)-Non-executive Independent Director- Chairman

Mrs. Kalpana Agarwal (DIN: 02976827) - Non-executive Independent Director-Member

Mr. Pradip Lodha (DIN: 03006602)- Managing Director- Member

More details on the Committee are given on the Corporate Governance Report.

**DIRECTOR'S RESPONSIBLY STATEMENT:**

In terms of Section 134 (5) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed:

- a) That in the preparation of the accounts for the financial year ended 31<sup>st</sup> March, 2015; the applicable accounting standards have been followed along with proper explanation relating to material departure.
- b) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 under review.

- c) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) That the Directors have prepared the accounts for the financial year ended 31<sup>st</sup> March, 2015 on a going concern basis.
- e) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

**DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:**

- a. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2014-15, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15 and the comparison of remuneration of each Key Managerial Person (KMP) against the performance of the Company are as under:

Sl. No.	Name of Director/KMP & Designation	Remuneration of Director/KMP for the Financial Year 2014-15 (Rs. in lacs)	% increase in remuneration in the Financial Year 2014-15	Ratio of remuneration of each Director/KMP to median remuneration of employees	Comparison of the remuneration of the KMP against the performance of the Company
1	Pradip Lodha Managing Director	2.16	Nil	3.27	The revenue of the Company increases 36.53% and the profit of the Company decreases 5.27%
2	Supreme Lodha Chief Financial Officer	2.27	26.11	3.43	
3	Subrat Kumar Nayak Company secretary & Compliance Officer	2.00	11.11	3.03	
4	Karunamoy Bandyopadhyay Manager(Operation)	1.50	4.16	2.27	

- b. The median remuneration of employees of the Company during the financial year was Rs. 0.66 lakhs;
- c. There were 13 permanent employees on the rolls of the Company excluding 4 KMPs as on March 31, 2015;
- d. There is no change in remuneration of Managing Director as the Managing Director by self declaration denied to take his increased remuneration approved by the members in the 3<sup>rd</sup> AGM of the Company up to 31<sup>st</sup> March, 2015; and performance of the Company for the financial year ended 31<sup>st</sup> March, 2015 the revenue of the Company increases 36.53% and the profit of the Company decreases 5.27%.
- e. Price Earnings ratio of the Company was 0.12 as at March 31, 2015 as compared to 0.18 on March 31, 2014;
- f. The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendation of the Human Resources, Nomination and Remuneration Committee as per remuneration policy for Directors, Key Managerial Personnel and other employees.

- g. The ratio of the remuneration of the highest paid director to that of the employees who are not directors and KMPs but receive remuneration in excess of the highest paid director during the year- Not applicable.
- h. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees.

**RELATED PARTY TRANSACTION:**

All Related Party Transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the Company at large.

**SUBSIDIARY COMPANY:**

The Company does not have any subsidiary.

**CODE OF CONDUCT:**

The Company has a Code of Conduct which is applicable to directors and management personnel of the Company. The Company believes in conducting business in accordance with the highest standards of business ethics and complying with applicable laws, rules and regulations. The "Code of Conduct" is available on the Corporate Governance section of the Company's website [www.karnimatacoldstorage.com](http://www.karnimatacoldstorage.com).

The Code lays down the standard procedure of business conduct which is expected to be followed by the directors and management personnel in their business dealings and in particular on matters relating integrity in the work place, in business practices and complying with applicable laws etc.

All the directors and management personnel have submitted declaration confirming compliance with the code.

**BONUS ISSUE**

The Company has not allotted any bonus issue during the year.

**PUBLIC ISSUE**

During the year under review your Company has not issued any securities to the public.

**VIGIL MECHANISM/WHISTLE BLOWER POLICY:**

The Board of Directors of the Company on 11<sup>th</sup> August, 2014 has adopted a Vigil Mechanism/Whistle Blower Policy.

This Policy provides a channel to the employees and directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or legal or regulatory requirements, incorrect or mis-representation of any financial statements and reports etc.

This Policy intends to cover serious concerns that could have serious impact on the operations and performances of the Company and malpractices and events which have taken place or suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees.

**PREVENTION OF INSIDER TRADING:**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

All the Board of Directors and designated employees have confirmed compliance with the Code.

**RISK MANAGEMENT POLICY:**

Pursuant to section 134(3) (n) of the Companies Act, 2013, the Board of directors of the Company on 12<sup>th</sup> March, 2015 has adopted a Risk management Policy of the Company. The Company is committed to identifying and managing risk in a manner appropriate to achieve its objectives.

This Policy intends to cover concerns that could have serious impacts on the operational and financial performance of the Company. The scope of the policy is to identify, assess and treat the risk associated with the Company and building framework and risk management programs, reviewing of the effectiveness of such programs and collectively to achieve the target of the Company.

**INTERNAL CONTROLS:**

The Company has maintained adequate internal control system to ensure that its assets are protected against loss of unauthorized use and improper handling. During the year the company appointed M/s Kshitiz & Co., 51, Nalini Sett Road, 5<sup>th</sup> Floor, Room No- 19, Kolkata- 700007. The firm is authorized to by the Audit Committee to access the adequacy and compliance of internal control process, statutory requirements etc. The Audit Committee met regularly to review reports submitted by the Internal Auditor. The Audit Committee upon discussion with internal auditor set up applicable control measures for the Company.

**AUDITORS:**

**STATUTORY AUDITORS**

At the 3<sup>rd</sup> Annual General Meeting held on 25<sup>th</sup> September, 2014, M/s Bidasaria & Associates, Chartered Accountants were appointed as statutory auditors of the Company to hold office till the conclusion of 8<sup>th</sup> Annual General Meeting of the Company. In the terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of M/s Bidasaria & Associates, Chartered Accountants, as Statutory Auditors of the Company, is placed for ratification by the shareholders. In this, regard, the Company has received a certificate from the Auditors to the effect that if they are re-appointed, it would be in-accordance with the provisions of Section 141 of the Companies Act, 2013.

**AUDITORS' REPORT:**

The observations of the auditors in their report are self-explanatory and therefore, in the opinion of the Directors, do not call for further comments.

**SECRETARIAL AUDITOR:**

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed Mr. B L Patni, a whole time Company Secretary in practice having Membership No. 1321, to undertake the Secretarial Audit of the Company.

**SECRETARIAL AUDIT REPORT:**

As required under section 204(1) of the Companies Act, 2013 the Company has obtained a Secretarial Audit Report. The Secretarial Audit report is annexed herewith as "Annexure Y"  
The Report doesn't contain any qualification.

**PARTICULARS OF EMPLOYEE:**

The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the Registered office of the company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the company secretary in advance.

**INVESTOR COMPLAINTS AND COMPLIANCE**

All the investor complaints duly resolved and as on date there is no complaints pending.

**LISTING OF SHARES:**

The equity shares of your Company are listed on the SME Platform of BSE Limited, 25<sup>th</sup> Floor, P.J. Towers, Dalal Street, Mumbai – 400001 and listing fees for the year 2014-15 has been paid.

**ACKNOWLEDGEMENT:**

Your directors place on record their appreciation for co-operation and support extended by the Banks, SEBI, Shareholders, Bankers to the Issue, RTA and farmers and Traders for their continued support extended to the Company at all times.

The Directors further express their deep appreciation to all employees for high degree of professionalism and enthusiastic effort displayed by them during the year.

**For and on behalf of the Board of Director**

**Date:** 31/07/2015

PRADIP LODHA

**Place:** Paschim Medinipur

**Managing Director**

**Form No MGT -9**  
**Extract of Annual Return**  
**as on the financial year ended 31<sup>st</sup> 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:**

1.	<b>CIN</b>	L01403WB2011PLC162131
2.	<b>Registration Date</b>	29/04/2011
3.	<b>Name of the Company</b>	KARNIMATA COLD STORAGE LIMITED
4.	<b>Category/Sub-Category of the Company</b>	NON-GOVT PUBLIC LIMITED COMPANY
5.	<b>Address of the Registered Office and Contact details</b>	Vill: Chekuasole, Po: Jogerdanga, Ps: Goaltore, Dist: Paschim Medinipur, West Bengal: 721121 Email id: <a href="mailto:karnimatacoldstorage@gmail.com">karnimatacoldstorage@gmail.com</a> Website: <a href="http://www.karnimatacoldstorage.com">www.karnimatacoldstorage.com</a> Tel: +91 3227 218314 Fax: +91 3227 265193
6.	<b>Whether Listed Company (Yes/No)</b>	Yes
7.	<b>Name, Address and contact details of Registrar and Transfer Agent, if any</b>	Bigshare Services Private Limited E-2/3, Ansa Industrial Estate Sakhivihar Road, Sakinaka, Andheri (E), Mumbai: 400072, Maharashtra, India Tel: +91-22-40430200 Fax: +91-22-28475207 Contact Person: Mr. Babu Rapheal C Email: <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a> Website: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a>

**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:-

Sl No.	Name and description of main products/services	NIC Code of the product/service	% to total turnover of the Company
1	Supporting transport Services (refrigerated storage services)	9967	66.72
2	Wholesale Trade Services (Potatoes including sweet potatoes)	9961	28.00

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

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/Associate	% of share held	Applicable Section
1	NIL	N.A.	N.A.	N.A.	N.A.

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

**i) Category-wise Share Holding**

Category of shareholder	No. of Shares held at the beginning of the year				No. of Shares at the end of the year				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>A. Promoters</b>									
<b>1. Indian</b>									
a.Individual/HUF	172000	-	172000	3.38	172000	-	172000	3.38	-
b.Central Govt.	-	-	-	-	-	-	-	-	-
C.State Govt.	-	-	-	-	-	-	-	-	-
d.Bodies Corp.	860000	-	860000	16.91	860000	-	860000	16.91	-
e.Bank/FI	-	-	-	-	-	-	-	-	-
f.Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-Total-A(1)</b>	1032000	-	1032000	20.29	1032000	-	1032000	20.29	-
<b>2.Foreign</b>	-	-	-	-	-	-	-	-	-
a.NRI-Individuals	-	-	-	-	-	-	-	-	-
b.Other Individuals	-	-	-	-	-	-	-	-	-
c.Body Corporate	-	-	-	-	-	-	-	-	-
d.Bank/FI	-	-	-	-	-	-	-	-	-
e.Any Others	-	-	-	-	-	-	-	-	-
<b>Sub Total –A(2)</b>	-	-	-	-	-	-	-	-	-
<b>Total shareholder of promoters (1+2)</b>	1032000	-	1032000	20.29	1032000	-	1032000	20.29	-
<b>B. Public Shareholding</b>									
<b>1.Institution</b>									
a.Mutual Funds	-	-	-	-	-	-	-	-	-
b.Bank/FI	-	-	-	-	-	-	-	-	-
c.Cent. Govt.	-	-	-	-	-	-	-	-	-
d.State Govt.	-	-	-	-	-	-	-	-	-
e.Venture Capital	-	-	-	-	-	-	-	-	-
f.Insurance Co.	-	-	-	-	-	-	-	-	-
g.FII's	-	-	-	-	-	-	-	-	-
h.Foreign portfolio Corporate	-	-	-	-	-	-	-	-	-
i.Foreign Venture Capital Fund	-	-	-	-	-	-	-	-	-
j. Others	-	-	-	-	-	-	-	-	-
<b>Sub-Total B(1)</b>	-	-	-	-	-	-	-	-	-
<b>2.Non-Institution</b>									
a.Body Corp	54000	-	54000	1.06	126000	-	126000	2.48	133.96
b.Individual									
i.Individual Shareholders holding nominal share capital upto Rs 1 lakh	824000	1324000	2148000	42.25	1253000	839000	2092000	41.15	-2.60%
j.Individual Shareholders holding nominal share capital in excess of Rs 1 lakh	1168000	580000	1748000	34.38	1312000	420000	1732000	34.07	-0.91%
c.Others (specify)									
i.Clearing member	60000	-	60000	1.18	12000	-	12000	0.24	-80%
ii.Market Maker	42000	-	42000	0.83	90000	-	90000	1.77	114.28%
<b>Sub-Total -B(2)</b>	2148000	1904000	4052000	79.70	2793000	1259000	4052000	79.70	-
<b>C. Shares held by</b>	-	-	-	-	-	-	-	-	-

Custodian for GDRs & ADRs									
Grand Total(A+B+C)	3180000	1904000	5084000	100	3825000	1259000	5084000	100	-

ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding 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	ASHA LADIA	74000	1.46	-	74000	1.46	-	-
2	SUSHILA LODHA	74000	1.46	-	74000	1.46	-	-
3	PRADIP LODHA	24000	0.47	-	24000	0.47	-	-
4	SRG TRADING PRIVATE LIMITED	580000	11.40	-	580000	11.40	-	-
5	PRATYUSH MERCANTILE PRIVATE LIMITED	280000	5.51	-	280000	5.51	-	-
	<b>TOTAL</b>	<b>1032000</b>	<b>20.30</b>	<b>-</b>	<b>1032000</b>	<b>20.30</b>	<b>-</b>	<b>-</b>

Note: There is no change in the shareholding of the promoters of the Company throughout the year.

iii) Change in Promoter's Shareholding (Please specify, if there is no change)

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	<b>At the beginning of the year</b>	<b>1032000</b>	<b>20.30</b>	-	-
	<b>Date wise increase/decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e. g. allotment/transfer/ bonus /sweat equity etc):</b>	-	-	-	-
	<b>At the end of the year</b>	<b>1032000</b>	<b>20.30</b>	-	-

Note: There was no change in promoter's shareholding throughout the year.

iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDR and ADRs):

Sl. No.	Top Ten Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	SONAL AGARWAL	180000	3.54	180000	3.54
2	MONA KEDIA	100000	1.97	100000	1.97
3	RAJESH KUMAR	55000	1.08	55000	1.08
4	NEELU DEVI	55000	1.08	55000	1.08

5	GYARSI LAL GOYAL	50000	0.98	50000	0.98
6	KUMAR RISHAB	50000	0.98	50000	0.98
7	ANJANA PRASAD	50000	0.98	50000	0.98
8	VASUNDHARA MERCHANTS LIMITED	42000	0.83	90000	1.77
9	JAGDISH PRASAD	40000	0.78	40000	0.78
10	KUMAR HARSH	35000	0.69	35000	0.69
11	BRAHMANAND HIMGHAR LIMITED	-	-	42000	0.83
12					
13					

v) **Shareholding of Director's and Key Managerial Personnel:**

Sl. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Shareholding at the end of the year	
		Nam of the Director/KMP	No. of shares	% of total shares of the Company	No. of shares
1	ASHA LADIA	74000	1.46	74000	1.46
2	PRADIP LODHA	24000	0.47	24000	0.47
3	KALPANA AGRAWAL	-	-	-	-
4	VENUS KEDIA	-	-	-	-
5	SUPREME LODHA	-	-	-	-
6	SUBRAT KUMAR NAYAK	-	-	-	-
7	KARUNAMOY BANDHYOPADHYA	-	-	-	-

V. **INDEBTEDNESS**

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

PARTICULARS	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year 01-04-2014</b>	(Rs in Lacs)	(Rs in Lacs)	(Rs in Lacs)	(Rs in Lacs)
1) Principal Amount	1102.32	16.00	-	<b>1118.32</b>
2) Interest due but not paid	-	-	-	-
3) Interest accrued but not due	31.90	-	-	<b>31.90</b>
<b>Total of (1+2+3)</b>	<b>1134.22</b>		-	
<b>Change in indebtedness during the financial year</b>				
Addition	195.43		-	<b>195.43</b>
Reduction	-	16.00	-	<b>(16.00)</b>
Net Change	17.73%	100%	-	
<b>Indebtedness at the End of the year 31-03-2015</b>				
1) Principal Amount	1297.75	-		<b>1297.75</b>
2) Interest due but not paid	-	-		
3) Interest accrued but not due	54.27	-		<b>54.27</b>
<b>Total of (1+2+3)</b>	<b>1352.02</b>			

VI. **REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total amount (Rs in Lacs)
		PRADIP LODHA	
1.	Gross Salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	2.16	2.16
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-
	(c) Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission -as % of profit -others, specify	- -	- -
5.	Others, please specify-	-	-
	<b>Total (A)</b>	<b>2.16</b>	<b>2.16</b>
	Ceiling as per the Act	42 Lacs*	

\*as the company has inadequate profit, limit mentioned is calculated as per effective capital.

B. Remuneration to the other Directors

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount (Rs. In lacs)
		Ms. Venus Kedia	Ms Kalpana Agrawal	
1.	Independent Director			
	- Fee for attending board committee meetings	0.02	0.01	0.03
	- Commission	-	-	-
	- Others, please specify	-	-	-
	<b>Total(1)</b>	<b>0.02</b>	<b>0.01</b>	<b>0.03</b>
2.	Other Non-Executive Director	Asha Ladia		
	- Fee for attending board committee meeting	0.02		0.02
	- Commission	-		-
	- Others, please specify	-		-
	<b>Total(2)</b>	<b>0.02</b>		<b>0.02</b>
	<b>Total B = (1+2)</b>	<b>0.02</b>		<b>0.02</b>
	Ceiling as per the Act	1 lac per meeting		

C. Remuneration to Key Managerial Personnel Other than MD/Manager/WTD

Sl. No.	Particulars of Remuneration	Name of the KMP			Total Amount(Rs. In Lacs)
		Shri Supreme Lodha	Shri Subrat Kumar Nayak	Mr. Karunamoy Bandyopadhyay	
1.	Gross Salary				
	a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	2.27	2.00	1.50	5.77
	b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-		-	
	c) Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961	-		-	
2.	Stock Option	-		-	
3.	Sweat Equity	-		-	
4.	Commission				
	- As % of profit	-		-	
	- Others, specify	-		-	
5.	Others, please specify				
	<b>Total (C)</b>	<b>2.27</b>	<b>2.00</b>	<b>1.50</b>	<b>5.77</b>

VII) 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)
A. Company	N.A.	-	-	-	-
B. Directors	N.A.	-	-	-	-
C. Others Officers in default	N.A.	-	-	-	-

**SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2015**

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

**SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2015**

To,  
The Members,  
Karnimata Cold Storage Limited  
Vill-Chekuasole, PO-Jogerdanga, PS-Goaltore  
Paschim Medinipur-721121

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Karnimata Cold Storage 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 Karnimata Cold Storage Limited's 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 31<sup>st</sup> March, 2015 complied with the statutory provisions listed hereunder and also the Company has proper Board processes and compliance mechanism in place to the extent, 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 Karnimata Cold Storage Limited ("the company") for the financial year ended on 31<sup>st</sup> March, 2015 according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not applicable to the Company during the Audit Period).
- 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(Not applicable to the Company during the Audit Period).

- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999(Not applicable to the Company during the Audit Period).
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008(Not applicable to the Company during the Audit Period).
- 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;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009(Not applicable to the Company during the Audit Period).
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998(Not applicable to the Company during the Audit Period).

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 Agreement entered into by the Company with The BSE SME Platform.

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 have been informed that necessary approvals of the shareholders for borrowing money as required under section 180 (1) (c) of the Companies Act, 2013 will be obtained in the forthcoming Annual General Meeting.**

**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, if any, are captured and recorded as part of the minutes.

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

**I further report that** during the Audit period there was no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc., referred to above.

**Place: Kolkata**

**Signature:**

**Dated: 31<sup>st</sup> July, 2015**

**Name of the Company: BABU LAL PATNI**

**Secretary in Practice**

**FCS No : 2304**

**C.P.No : 1321**

**Note:**

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

To,  
The Members,  
Karnimata Cold Storage Limited  
Vill-Chekuasole, PO-Jogerdanga, PS-Goaltore  
Paschim Medinipur-721121

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis of my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules, and regulations and happenings of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Signature

Babu Lal Patni  
Practicing Company Secretary  
Membership No- 2304  
Certificate of Practice Number-1321

Date: 31<sup>st</sup> July, 2015

Place: Kolkata

## CORPORATE GOVERNANCE REPORT



In terms of Clause 52 of the Listing Agreement with SME Platform of BSE Limited the reports containing details of corporate governance systems and processes at Karnimata Cold Storage Limited is as under:

### COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's Corporate Governance Philosophy is based on trusteeship, transparency, empowerment, control and ethical corporate citizenship. The Company believes that the practice of each of these create a right culture and fulfills the true purpose of Corporate governance. The Company remained committed towards protection and enhancement of overall long term value for its entire stakeholders – customer, lenders, employee and society.

Your company has consistently aimed at developing such policies and implementing best-in-class actions that make it a good model of corporate governance. To that effect your Company has adopted practice mandated in Clause 52 of listing agreement & has established procedure & systems to be fully compliant with it.

### BOARD OF DIRECTORS

In terms of Company's Corporate Governance Policy, all statutory and other significant and material information are placed before the Board to enable it to discharge its responsibility of strategic supervision of Company as trustees of the shareholders.

#### Composition:

The Board of Directors of the Company has an optimum combination of Executive and Non- Executive Directors as per Clause 52 of the listing agreement. The Board comprises of four (4) directors out of which two (2) directors are Promoter-Director and the rest two (2) are Non-Executive Independent Director. The Independent Directors take active part at the Board and Committee meetings, which adds value in the decision making process. Half of the Board comprise of non-executive Independent directors.

Composition of the Board as on 31<sup>st</sup> March, 2015:

Sl. No.	Name of the Director	Designation	Category
1	Pradip Lodha	Chairman & Managing Director	Executive Director & Promoter

2	Asha Ladia	Director	Non-Executive Director & Promoter
3	Kalpana Agrawal	Director	Non-Executive Independent Director
4	Venus Kedia	Director	Non-Executive Independent Director

#### Board Meetings and Attendance of Directors:

During the year under review 4 (four) Board meetings were held, on the following dates.

30-05-2014, 11-08-2014, 14-11-2014 and 12-03-2015

Sl. No	Designation	Name of the Director	Board Meetings during the year 2013-14		*No. of Directorship in other Companies	Number of Outside Committee		Attendance in last AGM held on 25/09/2014
			Held	Attended		Member	Chairperson	
1	Chairman & Managing Director	Pradip Lodha	4	4	Nil	Nil	Nil	Yes
2	Director	Asha Ladia	4	4	Nil	Nil	Nil	Yes
3	Director	Kalpana Agrawal	4	2	2	Nil	Nil	Yes
4	Director	Venus Kedia	4	4	Nil	Nil	Nil	Yes

\*Excludes directorship in Indian private limited companies, unlimited companies, foreign companies and companies incorporated under section 8 of the Companies Act, 2013.

**Note:** None of the Director is Director in more than 10 (ten) public limited companies or acts as an Independent Director in more than 7 (seven) listed companies. None of the Director is a member in more than ten (10) committees and act as a Chairman in more than 5 (five) committee across all companies in which he is a Director.

#### Separate Meeting of Independent Directors:

As stipulated by the code of Independent Directors under the Companies Act, 2013 and the Listing Agreement, a separate meeting of the Independent Directors of the Company was held on 20<sup>th</sup> day of March, 2015 to review the performance of Non-independent directors (including the Chairman) and the Board as a whole. The Independent directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its committees which is necessary to effectively and reasonably perform and discharge their duties.

#### Training to Board Members

The Board is equipped to perform its role through inputs from various sources from time to time. Directors are fully briefed on all matters concerning the business and operation of the Company, risk assessment and minimization procedures and new initiatives proposed by the Company. The Board members regularly interact with the management in order to obtain any information that they may require.

#### Evaluation of Board's performance:

During the year, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through

a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, attendance of the meetings, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

#### **Code of Conduct:**

The Company has a Code of Conduct which is applicable to directors and management personnel of the Company. The Company believes in conducting business in accordance with the highest standards of business ethics and complying with applicable laws, rules and regulations. The "Code of Conduct" is available on the Corporate Governance section of the Company's website [www.karnimatacoldstorage.com](http://www.karnimatacoldstorage.com).

The Code lays down the standard procedure of business conduct which is expected to be followed by the directors and management personnel in their business dealings and in particular on matters relating integrity in the work place, in business practices and complying with applicable laws etc.

All the directors and management personnel have submitted declaration confirming compliance with the code.

### **GENERAL BODY MEETING**

#### **1. Annual General Meeting**

The last two Annual General Meeting of the Company were held within the statutory time period and the details of the same are as under:

<b>Particulars</b>	<b>Date &amp; Time</b>	<b>Venue</b>
<b>1<sup>ST</sup> AGM</b>	<b>29/09/2012 AT 11.00 AM</b>	<b>Lodha Mansion, Vill: Radhanagar, Po: Amlagora, Midnapore, West Bengal- 721 121</b>
<b>2<sup>ND</sup> AGM</b>	<b>26/09/2013 AT 11.00 AM</b>	<b>Village – Chekuasole, P.O. – Jogerdanga, P.S. – Goaltore, Dist. – Paschim Medinipur, West Bengal – 721 121</b>
<b>3<sup>rd</sup> AGM</b>	<b>25/09/2014 AT 02.00 PM</b>	<b>Village – Chekuasole, P.O. – Jogerdanga, P.S. – Goaltore, Dist. – Paschim Medinipur, West Bengal – 721 121</b>

#### **2. Details of Extra Ordinary General Meetings:**

<b>Particulars</b>	<b>Date &amp; Time</b>	<b>Venue</b>
<b>NIL</b>	<b>NA</b>	<b>NA</b>

### Special Resolutions Passed at Previous AGM's/EGM's:

3 <sup>rd</sup> Annual General Meeting held on 25/09/2014	No Special Resolution was passed
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### 3. Postal Ballot:-

The Company has not put any resolution for postal ballot in previous Annual General Meeting. In ensuing Annual General Meeting there is no business requiring postal ballot.

### COMMITTEES OF BOARD

#### A. AUDIT COMMITTEE

The Board has constituted a well qualified Audit Committee. The Audit Committee of the Company reconstituted on 11<sup>th</sup> August, 2014 due to the resignation of Independent Director Mr. Jay Prakash Heerwal and Non-executive Director Mrs. Sushila Lodha from the directorship of the Company from 16<sup>th</sup> August, 2014.

The Audit Committee conforms to extant SEBI guidelines and Clause 52 of Listing Agreement in all respects concerning its constitution, meetings, functioning, role and powers, mandatory review of required information, approved related party transaction and accounting treatment for major items. It also fulfills the requirements as set out in the Companies Act, 2013.

During the financial year the Committee met four (4) times on 30/05/2014, 11/08/2014, 14/11/2014 and 02/02/2015. As the Committee reconstituted on 11<sup>th</sup> August, 2014, the meeting held on 30<sup>th</sup> May, 2014, Mr Jay Prakash Heerwal was acted as the Chairman and Ms Kalpana Agrawal joined the committee on 11<sup>th</sup> August, 2014.

#### Details of Attendance at the Audit Committee:

Name and Designation	Attendance
Ms. Venus Kedia (Chairman)	4
Ms. Kalpana Agrawal (Member)	3
Mr. Pradip Lodha (Member)	4

#### B. NOMINATION AND REMUNERATION COMMITTEE (Formerly Remuneration Committee)

##### ( i ) Brief Description of Terms of Reference

The Nomination and Remuneration Committee has been to recommend and review remuneration package of Managing for the appointment of Independent, Executive and Non- executive directors and also for the other Key Managerial Personnel as and when required.

##### (ii) Composition of the Committee

The Remuneration Committee re-constituted and renamed as Nomination and Remuneration on 11<sup>th</sup> August, 2014 up on resignation of Independent Director Mr. Jay Prakash Heerwal and Non-executive Director Mrs. Sushila Lodha from the directorship of the Company from 16<sup>th</sup> August, 2014, complying with the provisions of Companies Act, 2013. The reconstituted Committee consists of three non-executive directors out of which there

are two independent directors. Mrs. Kalpana Agrawal is the Chairman of the Committee and Ms. Venus Kedia and Ms. Asha Ladia are the members of the Committee. Shri Subrat Kumar Nayak who is the Company Secretary of the Company act as the Secretary of the meeting.

**(iii) Meeting and Attendance**

The Committee met two (2) times during the year on 30/05/2014 and 11/08/2014

**Details of Attendance at the Nomination and Remuneration Committee:**

Name and Designation	Attendance
Ms. Kalpana Agrawal (Chairman)	2
Ms. Venus Kedia (Member)	2
Ms. Asha Ladia (Member)	1

As the Committee reconstituted on 11<sup>th</sup> August, 2014, the meeting held on 30<sup>th</sup> May, 2014 was attended by Ms. Venus Kedia (Chairman), Mr. Jay Prakash Heerwal (Member), Ms. Kalpana Agrawal (Member).

**(iv) Details of Remuneration of Director**

The details of remuneration paid to the directors during the financial year ended on 31<sup>st</sup> March, 2015 are as under:

Name	Remuneration	Commission	Sitting Fees	Total
Mr. Pradip Lodha	` 2,16,000/-	Nil	Nil	` 2,16,000/-
Mrs. Asha Ladia	Nil	Nil	` 2000/-	` 2000/-
Mrs. Venus Kedia	Nil	Nil	` 2000/-	` 2000/-
Mrs. Kalpana Agrawal	Nil	Nil	` 1000/-	` 1000/-

**(v) Shares held by Non- Executive Independence Directors**

All Non- Executive Independent Directors doesn't hold any shares in Karnimata Cold Storage Limited.

**C. STAKEHOLDER'S RELATIONSHIP COMMITTEE (Formerly Shareholders / Investor's Grievances Committee)**

**This committee will address all grievances of Shareholders/Investors and its terms of reference include the following:**

1. Allotment and listing of our shares in future.
2. Redressing of shareholders and investor complaints such as non-receipt of declared dividend, annual report, transfer of Equity Shares and issue of duplicate/split/consolidated share certificates;
3. Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of Equity Shares and other securities issued by our Company, including review of cases for refusal of transfer/transmission of shares and debentures;
4. Reference to statutory and regulatory authorities regarding investor grievances;
5. To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;

6. And to do all such acts, things or deeds as may be necessary or incidental to the exercise of the above powers.

The Company Secretary of our Company acts as the Secretary to the Committee.

**Composition of the Stakeholders Relationship Committee:**

The Stakeholders Relationship Committee constituted on 11<sup>th</sup> August, 2014 which was formerly, the Shareholders'/Investors' Grievance Committee. As on 31<sup>st</sup> March, 2015 consists of two Non- Executive Independent Directors and one Non-Executive Director. Mrs. Kalpana Agrawal is the Chairman of the Committee who is Non-Executive Independent Director of the Company. And Ms. Venus Kedia and Mrs. Asha Ladia are the Members of the Committee. Shri Subrat Kumar Nayak, who is the Company Secretary of the Company act as the Secretary to the Committee.

**Meeting and Attendance:**

The Committee met 5 (five) times i.e. on 28-04-2014, 10-06-2014, 11-08-2014, 30-10-2014 and 16-01-2015

**Details of Attendance at the Stakeholders Relationship Committee:**

Name and Designation	Attendance
Ms. Kalpana Agrawal (Chairman)	5
Ms. Venus Kedia (Member)	3
Ms. Asha Ladia (Member)	3

The Committee meetings held on 28-04-2014 and 10-06-2014 were attended by Mrs. Kalpana Agrawal along with Mr. Jay Prakash Heerwal and Ms. Sushila Lodha. And as on resignation of Mr. Jay Prakash Heerwal and Ms. Sushila Lodha, the Committee reconstituted and renamed as on 11<sup>th</sup> August, 2014.

**Risk Management Committee:**

As per the revised listing agreement it is required to have a risk management committee which has to inform the Board about the risk assessment and minimization procedures and the Board shall be responsible for framing implementing and monitoring the risk management plan of the Company.

The Committee reviewed the risk trend, exposure and potential impact analysis carried out by the management. It was specifically confirmed to the Committee by the Managing Director and senior managements that the mitigation plans are finalized and up to date. The Risk Management Committee met once in a year.

The risk management committee comprises of the following members.

Sl. No.	Name of the Director	Category	No. of meetings held/Attended
1	Ms. Venus Kedia	Independent(Chairman)	1 of 1
2	Ms. Asha Ladia	Non-executive(Member)	1 of 1
3	Mr. Pradip Lodha	Managing Director(Member)	1 of 1
4	Ms. Kalpana Agrawal	Independent (Member)	1 of 1

**Compliance Officer:****Shri. Subrat Kumar Nayak, Company Secretary****KARNIMATA COLD STORAGE LIMITED**

Vill: Chekuasole, Po: Jogerdanga

Ps: Goaltore, Dist: Paschim Medinipur

West Bengal- 721 121

**Tel No.:** +91 3227 - 218314;**Tele Fax No.:** +91 3227 – 265193Email Id: [karnimatacoldstorage@gmail.com](mailto:karnimatacoldstorage@gmail.com)**Details of Shareholders Complaints:**

The details of complaints received /solved/pending during the year are as under:

No. of Shareholders' Complaints received during the year	Nil
No. of Complaints not solved to the satisfaction of shareholder	Nil
No. of pending complaints	Nil

**DISCLOSURES****Related Party Transaction**

The Company has no material significant transactions with its related parties which may have a potential conflict with the interest of the Company at large. The details of transactions with the Company and related parties are given in notes to accounts.

**Statutory Compliance, Penalties and Strictures:**

The Company has complied with the requirements of the Stock Exchanges/ SEBI/ and Statutory Authorities to the extent applicable, accordingly no penalties have been imposed on the Company on any matter related to Capital Markets during the year.

**Whistle Blower Policy:**

The Board of Directors of the Company on 11<sup>th</sup> August, 2014 has adopted a Vigil Mechanism/Whistle Blower Policy.

This Policy intends to cover serious concerns that could have serious impact on the operations and performances of the Company and malpractices and events which have taken place or suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees.

All the employees of the Company and various stakeholders of the Company are eligible to make protected disclosures under the policy in relation to matters concerning the Company.

As per the Policy the company has established a complete process of vigil mechanism which includes receipt and disposal of protected disclosures, the process of investigation, the way the decision taken place and reporting done, the secrecy and confidentiality and the protection of any kind of discrimination, harassment, victimization

or any other unfair practices, to access to the Chairman of Audit Committee directly in exceptional cases, the administration and review of the policy etc.

As per the Policy the Company selected Ms. Asha Ladia (Non-executive Director) as the Nodal Officer of the Company to whom the protected disclosure should be addressed and the protected disclosure against the Nodal Officer should be addressed to the Managing Director and also the said disclosure against the Managing Director should be addressed to the Chairman of the Audit Committee. The policy has been communicated to all employees and also posted on the website of the Company.

#### **Reconciliation of Share Capital Audit:**

In line with the requirements stipulated by Securities Exchange Board of India (SEBI), Reconciliation of Share Capital Audit is carried out on a quarterly basis by a Practicing Company Secretary to confirm that the aggregate number of equity shares National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and in physical form tally with the total number of issued, paid-up, listed and admitted capital of the Company.

#### **Declaration by Independent Director:**

Mrs. Kalpana Agrawal (DIN: 02976827) and Mrs. Venus Kedia (DIN: 06422518), independent directors of the Company have given declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013.

#### **CEO/CFO Certification:**

The MD & CEO and Chief Financial Officer (CFO) have issued certificate pursuant to the provisions of Clause 52 of the listing agreement certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

#### **Compliance with Non-Mandatory Requirements**

The status of compliances with the non-mandatory requirements is as under:

##### **Board**

No separate office for the Chairman is maintained, and hence no reimbursement is made towards the same.

##### **Nomination and Remuneration Committee**

Details regarding Nomination and Remuneration Committee are provided and forms part of this report.

##### **Shareholders' Rights**

The Company has posted its half yearly and yearly financial results on its website- [www.karnimatacoldstorage.com](http://www.karnimatacoldstorage.com)

##### **Audit Qualification**

It has always been the Company's endeavor to present unqualified financial statements. There are no audit qualifications in the Company's financial statements for the year ended 31<sup>st</sup> March, 2015.

### Training to Board Members

The Board is equipped to perform its role through inputs from various sources from time to time. Directors are fully briefed on all matters concerning the business and operation of the Company, risk assessment and minimization procedures and new initiatives proposed by the Company. The Board members regularly interact with the management in order to obtain any information that they may require.

### Means of Communication

The half yearly and yearly financial results are regularly submitted to the Stock Exchange in accordance with the Listing Agreement and also uploaded on the Company's website. Any official news and announcements always posted on the Company's website.

### Code of Conduct for Prevention of Insider Trading

The Company has a Code of Conduct adopted by the Board for prevention of Insider Trading in place as prescribed by the Securities Exchange Board of India. All Board members and senior management personnel have affirmed compliance with the Code of Conduct.

### General Shareholders Information

- 1. Financial Year: 1<sup>st</sup> April to 31<sup>st</sup> March**
- 2. Annual General Meeting: Date & Day- 23<sup>rd</sup> September, 2015, Wednesday, Time: 2.00 P.M.**
- 3. Venue: Vill: Chekuasole, Po: Jogerdanga,Ps: Goaltore, Dist: Paschim Medinipur, WB-721121**
- 4. Financial Calendar:-**  
For the Financial Year 2014-15, Financial Results will be announced as per the following tentative schedule.

Half year ending September, 2015	By 14 <sup>th</sup> November, 2015
Year ending March, 2016	By 30 <sup>th</sup> May, 2016
Annual General Meeting	By September, 2016

### Dividend and Book Closure:

Dividend	No dividend has been declared
Book Closure	19 <sup>th</sup> September, 2015 to 23 <sup>rd</sup> September, 2015 (both days inclusive)

- 5. Face value of equity shares: Rs. 10/- share**
- 6. Listing on Stock Exchanges:**  
The equity shares of the Company are listed on the SME Platform of BSE Limited.
- 7. Stock Code:**

<b>Scrip ID/Code</b>	<b>KCSL/537784</b>
<b>ISIN with NSDL &amp; CDSL</b>	<b>INE576P01019</b>

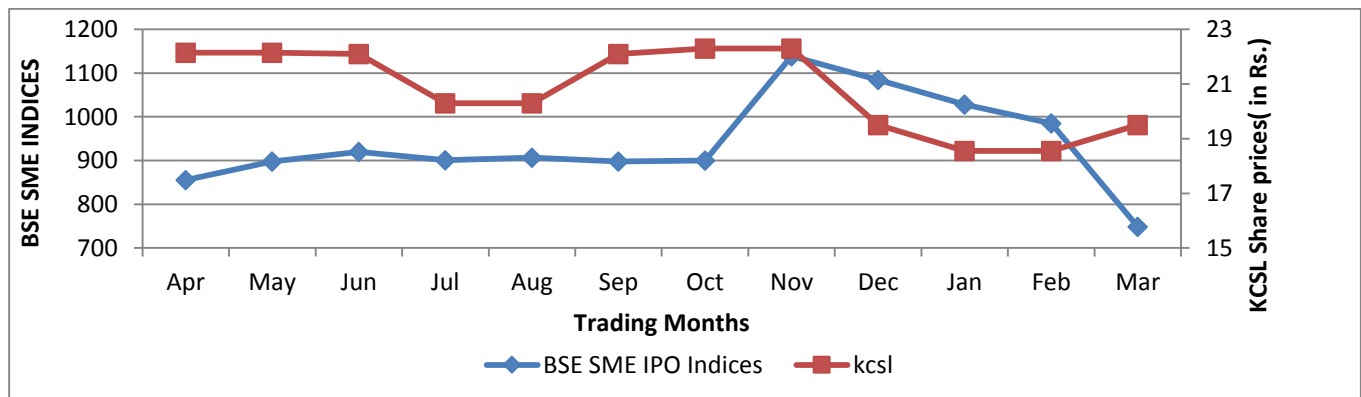
8. Corporate Identity Number : L01403WB2011PLC162131

9. Market Price Data:

The Market price data on SME Platform of BSE Limited for the listing date i.e. 01/04/2014 to 31/03/2015 are given below:

Date	Open	High	Low	Close
01/04/2015	22.15	22.15	22.15	22.15
04/04/2014	22.15	22.15	22.15	22.15
07/04/2014	22.15	22.15	22.15	22.15
23/04/2014	22.10	22.15	20.3	20.30
25/04/2014	22.15	22.15	22.15	22.15
09/05/2014	20.25	20.25	20.25	20.25
22/05/2014	22.15	22.15	22.15	22.15
26/05/2014	22.15	22.15	22.15	22.15
29/05/2014	22.15	22.15	22.15	22.15
09/06/2014	22.15	22.15	22.15	22.15
17/06/2014	22.10	22.10	22.10	22.10
07/07/2014	20.30	20.30	20.30	20.30
25/07/2014	20.30	20.30	20.30	20.30
09/09/2014	22.00	22.00	22.00	22.00
17/09/2014	22.10	22.10	22.10	22.10
20/10/2014	22.30	22.30	22.30	22.30
27/10/2014	21.30	21.30	21.30	21.30
23/12/2014	20.50	20.50	20.50	20.50
26/12/2014	19.50	19.50	19.50	19.50
29/12/2014	19.50	19.50	19.50	19.50
13/01/2015	19.50	19.50	19.50	19.50
14/01/2015	18.50	18.50	18.50	18.50
23/01/2015	18.55	18.55	18.55	18.55
04/02/2015	18.50	18.50	18.50	18.50
23/02/2015	18.55	18.55	18.50	18.55
19/03/2015	19.5	19.50	19.50	19.50

Performance-comparison with BSE SME IPO:



**10. Registrar and Share Transfer Agent:****Bigshare Services Pvt. Ltd.**

E- 2/3, Ansa Industrial Estate,

Sakivihar Road, Saki Naka,

Andheri (E), Mumbai- 400 072

Tel: +91 22 28470652 / 40430200

Fax: +91 22 28475207

Email: [info@bigshareonline.com](mailto:info@bigshareonline.com)Website: [www.bigshareonline.com](http://www.bigshareonline.com)**11. Share Transfer System:**

Share transfers have been normally processed and returned within 21 days from the date of lodgment, provided the necessary documents were in order.

**12. Distribution of Shareholding as on 31<sup>st</sup> March, 2015**

Shareholding of Nominal Rs.	No of Shareholders	Percentage of Total	Share amount (Rs.)	Percentage of Total
30001 - 40000	5	1.2626	200000	0.3934
40001 - 50000	99	25.0000	4950000	9.7364
50001 - 100000	201	50.7576	16010000	31.4910
100001 - 999999999	91	22.9798	29680000	58.3792
Total	396		50840000	100.0000

**13. Category of Shareholders as on 31<sup>st</sup> March, 2015**

Category	No. of shareholders	No of Shares Held	Shareholding %
1.Promoter and Promoter Group	5	1032000	20.30
2. Mutual funds/UTI	0	0	0
3.Banks/Financial Institution	0	0	0
4. Foreign Institutional Investors	0	0	0
5. Bodies Corporate	7	126000	2.48

6. NRIs	0	0	0
7. Clearing Members	2	12000	0.24
8. Market Maker	1	90000	1.77
9. Indian Public	381	3824000	75.22
<b>Total</b>	<b>396</b>	<b>5084000</b>	<b>100</b>

Note: None of the shares of promoters/promoter group's are pledged or encumbered with any of the banks or any financial institutions.

#### **Dematerializations of Shares and Facility of simultaneous transfer**

As on 31<sup>st</sup> March, 2015, the dematerialized shares as follows:

	<b>No of Shares</b>	<b>Percentage (%)</b>
Dematerialized shares on CDSL	12,61,000	24.80
Dematerialized shares on NSDL	25,64,000	50.43
Held in Physical	12,59,000	24.77
<b>Total</b>	<b>50,84,000</b>	<b>100.00</b>

#### **14. Outstanding ADRs / GDRs**

The Company has not issued any ADRs/GDRs.

#### **15. Plant Location**

The location of the Cold Storage Unit is at:

**Vill: Chekuasole, Po: Jogerdanga**

**Ps: Goaltore, Dist: Paschim Medinipur**

**West Bengal- 721 121**

The Registered Office of the Company is within the premises of the Cold Storage Unit.

#### **16. Investor's Correspondence may be addressed to**

**Shri Subrat Kumar Nayak**

Company Secretary & Compliance Officer

**KARNIMATA COLD STORAGE LIMITED**

Vill: Chekuasole, Po: Jogerdanga

Ps: Goaltore, Dist: Paschim Medinipur

West Bengal- 721 121

Tel: +91 3227 218314

Fax: +91 3227 265193

E-mail – [karnimatacoldstorage@gmail.com](mailto:karnimatacoldstorage@gmail.com)

**OR**

**Bigshare Services Pvt. Ltd.**

E- 2/3, Ansa Industrial Estate,

Sakivihar Road, Saki Naka, Andheri (E), Mumbai- 400 072

Tel: +91 22 28470652 / 40430200

Fax: +91 22 28475207

Email: [info@bigshareonline.com](mailto:info@bigshareonline.com)

Website: [www.bigshareonline.com](http://www.bigshareonline.com)

### **17. Compliance Certificate of the Auditors**

A Certificate from the Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Clause 52 of the Listing Agreement is attached to this Report.

**Pradip Lodha**

**Place: Paschim Medinipur**

**Date: 31<sup>st</sup> July, 2015**

**Managing Director**

### **Declaration Regarding Compliance By Board Members And Senior Management Personnel With The Companies Code Of Conduct:**

This is to confirm that the Company has adopted a Code of Conduct for the Board of directors and Senior Management of the Company. The same is available on the website of the Company [www.karnimatacoldstorage.com](http://www.karnimatacoldstorage.com)

As the Chairman and Managing Director of Karnimata Cold Storage Limited and as per compliance with Clause 52(1) (D) of the Listing Agreement of the BSE SME Stock Exchange, I, hereby declare that all the Board Members and senior management personnel of the Company have affirmed compliance with the Code of Conduct for the financial year 2014-15

**Pradip Lodha**

**Managing Director**

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT



### INDUSTRY STRUCTURE & DEVELOPMENTS:

Cold storages in India preserve agricultural produce for a fixed period of time (varying from one day and extending up to several months) at low temperature. Refrigerated storage helps in eliminating sprouting, rottage and tuber moth damage and in reducing weight loss of the agricultural produce. As a general practice, the arrangement of products within the cold storage is managed by the cold storage staff members and not by the product owner, therefore the responsibility to deliver the product in appropriate condition, remains in the hands of the cold storage owner or the insurance company.

Majority of the cold chain infrastructure in India was developed in 1960s which majorly supports the storage of potatoes and potato seeds. About 75% of the total capacity of cold storages is suitable only for potatoes. Cold chain Infrastructure for other temperature sensitive goods is at abysmal state right now. On an average, about 30-40% of horticultural produce gets wasted annually in India. Even though India is the second largest producer of vegetables worldwide but its share in global export of vegetables is around 1.3% only. This is mainly caused by the lack of cold chain infrastructure which includes both storage and transportation facilities.

We believe that the need for setting up and construction of cold storage facilities is highly required for the preservation of potatoes which is a cash crop and the same shall be equally beneficial to both producers and consumers and shall there by strengthen the rural economy of perishable commodities. Our project envisages perfect backward and forward linkage of marketing activities as an essential pre-condition. Further it has become a practice to accommodate necessary finance to hirers of the cold storage against their stocks stored in the cold storage in order to keep the price of potato steady and allow the support price to the growers of potato. Providing this seasonal finance is an important factor in the growth of our business.

### OPPORTUNITIES & THREATS:

The Government of India through the Ministry of Food Processing Industries has formulated a number of policies for extending assistance in the form of grant, subsidy and soft loan to agro food processing industries. In order to give impetus to promotion of all Agro Food Processing Industries several incentives and concessions have been granted. The government has actively supported cold chain, pre and post harvest network area near the production sites. Public-Private Partnership has been encouraged to establish cold chain, pre and post harvest network infrastructures by the West Bengal Government. We believe that since our core business adds tremendous value to the supply chain of agro produce and empowers farmers/traders to be able to get good prices for their produce, this sector shall continue to get support and encouragement from the government going forward.

Our Unit located in the district of Paschim Medinipur of West Bengal, which is traditional potato growing region and also West Bengal is one of the top three potato growing states in India and hence we believe that the chances of shortfall in the crop may not happen in the near future. However there are some threats of crop failure due to the weak monsoons, lower seed sown by farmers as the price volatility of potatoes in the earlier year, natural calamities, crop diseases and labor scarcity etc. As your Company's main revenue is the rental income from storing potatoes and any shortfall in the crop harvest will affect to achieve the targeted capacity.

#### **SEGMENT REPORTING:**

The Company is engaged in the business of providing cold storage facility on rental basis and providing loans to traders and farmers and as such Accounting Standard 17 regarding Segment-wise Reporting issued by the Institute of Chartered Accountants of India and notified under the Companies (Accounting Standards) Rules, 2006 doesn't apply to your Company.

#### **OUTLOOK:**

India cold chain industry has been marked and recognized as the emerging sector as it's holds a lot of untapped opportunities due to large current infrastructural demand and supply gap. With the advent of new technologies and demand generated by the major perishable products, India cold chain market revenue growing rapidly.

In order to increase Foreign Direct Investment (FDI) in cold storage sector, Government has permitted 100% FDI under automatic route as per the extant FDI policy. This policy mandates minimum investment of US\$ 100 million with at least 50% of total FDI being invested in 'back-end infrastructure' within three years of the first tranche of FDI, where 'back-end infrastructure' will include capital expenditure on all activities, excluding that on front-end units.

Potato growing would appear to be increase due to high and stable price of potatoes and also the increasing demand from other neighboring states. Hence the capacity of our unit along with the expanded chamber would achieve the 100% capacity. Accordingly 2014-15 could prove to be satisfactory year for the Cold Storage sector.

#### **RISKS AND CONCERNS:**

The management cautions that the risks outlined below are not exhaustive and are for information purposes only. Stakeholders are requested to exercise their own judgment in assessing various risks associated with the industry and the Company.

Cold storage units provide storage facility to agricultural products on rental basis and your Company providing storage facility of Potatoes. Hence the main revenue of the Company depends on the potato growing, especially in the Paschim Medinipur area and adjacent areas of Paschim Medinipur, West Bengal i.e. the prime areas of potato harvesting. As cold storage industry related to agro products there are several risks associated with. Failure of potato crop in West Bengal State and specifically in and around Paschim Medinipur location, variation in potato prices in West Bengal and technical failures of key utility infrastructure such as power, water, machinery etc. And also in West Bengal the rent chargeable by the Company to the farmers and traders is set and controlled by the State Government. A decrease in rents ordered by the State Government or a substantial increase in operating costs not accompanied by the matching increase in rent would adversely affect our results.

## **Risk Mitigation**

The Company has built excellent relationship over the years with the local farmers and traders of potatoes. Also there is no other cold storage facility of our size and capabilities within a radius of approximately 10kms from our storage unit. And your Management continuously is trying to focus on long term strategies to identify such locations where there is demand supply mismatch; for future growth and expansion and mitigating the risk.

## **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company has proper and effective internal control systems commensurate with its nature of business and size of operations to ensure that all controls and procedures function satisfactorily at all times and all policies are duly complied with as required. These are considered adequate to reasonably safeguard its assets against loss or misappropriation through unauthorized or unintended use.

There is adequate and effective internal audit system that employs periodic checks on on-going process. During the year the Company has appointed M/s Kshitiz & Co., 51, Nalini Sett Road, 5<sup>th</sup> Floor, Room No- 19, Kolkata- 700007 as the Internal Auditor of the Company. The Audit Committee of the Board of Directors regularly reviews the internal audit report and the effectiveness of internal control system in order to ensure due and proper implementation and due compliance with applicable laws, accounting standards and regulatory guidelines.

## **HUMAN RESOURCES**

The Company has dedicated team of employees who have been contributing to the progress and growth of the Company. The manpower requirement of offices of the Company is assessed continuously and recruitment is conducted accordingly.

Your Company takes pride in the commitment, competence and dedication shown by its employees in all areas of business. Your Company has developed a comprehensive “in-house” induction training module to make sure that new employees understand the basic aspect of the Company in its all operations.

## **CAUTIONARY STATEMENT**

Statement in this Directors’ Report and Management Discussion and Analysis describing the Companies objectives, projections, estimates, expectations or predictions may be “forward looking statements” within the meaning of applicable securities, laws and regulations. Actual results may differ materially from those either expressed or implied.

**For and on behalf of the Directors**

**Date:** 31<sup>st</sup> July, 2015

**Place:** Paschim Medinipur

**Pradip Lodha**

**Managing Director**

## CEO & CFO CERTIFICATION TO THE BOARD

To

The Board of Directors,

Karnimata Cold Storage Limited

### Financial Statement for the period ended 31<sup>st</sup> March, 2015

We have reviewed of the Financial Statements for the year ended on 31<sup>st</sup> March, 2015 along with Cash Flow Statement for that period and to the best of our knowledge and belief, certify under Clause 52V of the listing agreement that:-

- 1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- 2) These statements together present a true and fair view of Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- 3) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ending 31<sup>st</sup> March, 2015 that are fraudulent, illegal or volatile of the Company's Code of Conduct.
- 4) We accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting.

We have indicated to the Auditors and the Audit Committee:

- i) Significant changes in internal control over financial reporting during the year;
- ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- iii) Instances of significant fraud, if any, of which we became aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Yours Sincerely,

**Supreme Lodha**

**Chief Financial Officer**

**Place: Paschim Medinipur**

**Date: 31/07/2015**

**Pradip Lodha**

**CEO & Managing Director**

## **AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

**To**

**The Members of**

**Karnimata Cold Storage Limited**

We have examined the Compliance of conditions of Corporate Governance by Karnimata Cold Storage Limited ("the Company"), for the year ended on 31<sup>st</sup> March, 2015 as stipulated in Clause 52 of the Listing Agreement of the said company with Stock Exchange.

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 conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. No investor grievance is pending for a period exceeding one month against the Company as per the records maintained by the Company.

In our opinion and to the best of my information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 52 of the Listing Agreement.

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

For **Bidasaria & Associates**

**Chartered Accountants**

**FRN: 315101E**

**R. K. Bidasaria**

**Partner**

**M. No: 052251**

**Date: 31<sup>st</sup> July, 2015**

## INDEPENDENT AUDITORS' REPORT



**BIDASARIA & ASSOCIATES**

14, PRINCEEP STREET

CHARTERED ACCOUNTANTS

3<sup>RD</sup> FLOOR, ROOM NO. 5

KOLKATA- 700 072

Ph: 033 22129596

033 22129695

E-mail: [bidasaria1@gmail.com](mailto:bidasaria1@gmail.com)

### INDEPENDENT AUDITOR'S REPORT

#### **To the Members of KARNIMATA COLD STORAGE LIMITED**

#### Report on the Financial Statements

We have audited the accompanying financial statements of KARNIMATA COLD STORAGE LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information, which we have signed under reference to this report.

#### 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 flow 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 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 standalone 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:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015; and
- b) in the case of the Statement of Profit and Loss, of the Profit for the year ended on that date.
- c) In the case of Cash Flow Statement, of the cash flows 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", issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "order"), and on the basis of such checks of the books and records of the company as we considered appropriate and according to the information and explanations given to us, We give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
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 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.
- (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 does not have any pending litigations which would impact its financial position.
  - (ii) The Company has no material foreseeable losses on long-term contracts including derivative contracts, if any,
  - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For BIDASARIA & ASSOCIATES**  
*Chartered Accountants*  
(FRN: 315101E)

14, Princep Street  
Kolkata – 700 072

**Dated, the 25th day of May, 2015**

**R. K. BIDASARIA**  
Partner  
M.NO.-052251

**Annexure referred to in paragraph 1 under the heading “Report on other legal and regulatory requirements” of our report of even date**

**Re: KARNIMATA COLD STORAGE LIMITED (The Company)**

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) As explained to us, fixed assets have been physically verified by the management at regular intervals; as informed to us no material discrepancies were noticed on such verification;
- ii. (a) As explained to us the inventory has been physically verified by the management at reasonable intervals.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification adopted 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 inventory and no material discrepancies were obtained on physical verification.
- iii. According to the information and explanations given to us and on the basis of our examination of the books of accounts, the company has not granted loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under section 189 of the Act.
- iv. In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of fixed assets and for the sale of services. Further, on the basis of our examination of the books and records of the Company and according to the information and explanations given to us, no major weakness has not been noticed or reported.
- v. The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013.
- vi. As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act.
- vii. (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is regular in depositing the undisputed statutory dues, including Provident Fund, Employees’ State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and other material statutory dues, as applicable, with the appropriate authorities in India ;
- (b) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues of Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty and Excise Duty which have not been deposited on account of any disputes

(c) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of reporting delay in transferring such sums does not arise.

- viii. The company does not have any accumulated losses and has not incurred cash loss during the preceding financial year and during the current financial year covered by our audit.
- ix. According to the records of the company examined by us and as per the information and explanations given to us, the company has availed loans from banks and is regular in repayment of its dues.
- x. In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loan taken by others from a bank or financial institution during the year
- xi. In our opinion, and according to the information and explanations given to us, the company has not raised any new term loans during the year.
- xii. During the course of our examination of the books and records of the company, carried in accordance with the auditing standards generally accepted in India, we have neither come across any instance of fraud on or by the Company noticed or reported during the course of our audit nor have we been informed of any such instance by the Management.

**For BIDASARIA & ASSOCIATES**  
*Chartered Accountants*  
(FRN: 315101E)

*14, Princep Street*  
*Kolkata – 700 072*

***Dated, the 25th day of May, 2015***

R. K. Bidasaria  
Partner  
M.NO.-052251

**Balance Sheet as at 31st March, 2015**

Particulars	Note No	As at 31st March, 2015 Amount in Rupees	As at 31st March, 2014 Amount in Rupees
<b><u>EQUITY AND LIABILITIES</u></b>			
<b>Shareholders' Funds</b>			
Share Capital	<b>4</b>	50,840,000	50,840,000
Reserves and Surplus	<b>5</b>	13,731,860	13,102,965
<b>Non-Current Liabilities</b>			
Long Term Borrowings	<b>6</b>	59,962,126	69,999,596
<b>Current Liabilities</b>			
Short Term Borrowings	<b>7</b>	58,813,181	33,832,666
Other Current Liabilities	<b>8</b>	19,367,531	12,466,914
Short Term Provisions	<b>9</b>	39,223	75,906
<b>Total</b>		<b>202,753,921</b>	<b>180,318,047</b>
<b><u>ASSETS</u></b>			
<b>Non-Current Assets</b>			
Fixed Assets			
Tangible Assets	<b>10</b>	117,822,201	122,197,048
Non-Current Investments	<b>11</b>	4,987,440	
Long Term Loans & Advances	<b>12</b>	390,528	271,299
Other Non-Current Assets	<b>13</b>	10,547,795	9,327,687
<b>Current Assets</b>			
Inventories	<b>14</b>	743,320	1,045,216
Trade Receivables	<b>15</b>	4,140,314	3,868,098
Cash and Bank balances	<b>16</b>	42,598	2,054,948
Short Term Loans & Advances	<b>17</b>	64,079,725	41,553,751
<b>Total</b>		<b>202,753,921</b>	<b>180,318,047</b>
Summary of significant accounting policies	<b>3</b>		

**The accompanying notes are an integral part of the financial statements**

As per our report of even date

for and on behalf of the Board

**For BIDASARIA & ASSOCIATES**  
(Chartered Accountants)  
Firm Registration No. : 315101E

**Pradip Lodha**  
Managing Director  
DIN: 03006602

**Asha Ladia**  
Director  
DIN: 03504170

**Supreme Lodha**  
Chief Financial Officer

**R.K. BIDASARIA**  
Partner  
Membership No. 052251

**Subrat Kumar Nayak**  
Company Secretary

Place: Kolkata

Dated: 25<sup>th</sup> Day of May, 2015

**Statement of Profit and Loss for the period ended 31st March, 2015**

	Particulars	Note No	For the period ended 31st March, 2015	For the period ended 31st March, 2014
			Amount in Rupees	Amount in Rupees
I	<b>Revenue</b>			
	Revenue from Operations	<b>18</b>	54,204,874	39,646,971
	Other Income	<b>19</b>	2,569,412	1,937,449
	<b>Total Revenue :</b>		<b>56,774,286</b>	<b>41,584,420</b>
II	<b>Expenses</b>			
	Purchases of Stock-in-Trade	<b>20</b>	13,528,225	5,298,830
	Change in Inventories of Stock-in-Trade	<b>21</b>	359,190	5,606,555
	Employee Benefits Expense	<b>22</b>	2,588,740	1,733,789
	Finance Costs	<b>23</b>	15,566,933	10,733,402
	Depreciation & Amortisation Expenses	<b>24</b>	4,386,697	4,383,642
	Other Expenses	<b>25</b>	19,715,606	13,164,296
	<b>Total Expenses :</b>		<b>56,145,391</b>	<b>40,920,514</b>
III	<b>Profit/(Loss) Before Extraordinary Items</b>		628,895	663,906
IV	Extraordinary Items		-	-
V	<b>Profit/(Loss) Before Tax (III - IV)</b>		628,895	663,906
VI	<b>Tax Expense:</b>			
	Current Tax (MAT)		121,021	127,202
	Less: MAT Credit Entitlement		(121,021)	(127,202)
	Deferred Tax		-	-
VII	<b>Profit/(Loss) for the year (V - VI)</b>		<b>628,895</b>	<b>663,906</b>
VIII	Earning per equity share:			
	Basic and Diluted	<b>26</b>	0.12	0.18
	Summary of significant accounting policies	<b>3</b>		

**The accompanying notes are an integral part of the financial statements**

As per our report of even date

for and on behalf of the Board

**For BIDASARIA & ASSOCIATES**  
(Chartered Accountants)  
Firm Registration No. : 315101E

**Pradip Lodha**  
Managing Director  
DIN: 03006602

**Asha Ladia**  
Director  
DIN: 03504170

**Supreme Lodha**  
Chief Financial Officer

**R.K. BIDASARIA**  
Partner  
Membership No. 052251

**Subrat Kumar Nayak**  
Company Secretary

Place: Kolkata

Dated: 25<sup>th</sup> Day of May, 2015

**Cash Flow Statement for the year ended 31st March, 2015**

Particulars	Year ended 31.03.2015(`)	Year ended 31.03.2014(`)
<b>A. Cash Flow from Operating Activities</b>		
Net Profit before Tax	628,895	663,906
<b>Adjustments:</b>		
Add :Depreciation	4,386,697	4,383,642
Preliminary Expenses W/off	-	-
Add :Interest & Financial Charges	15,566,933	10,733,402
Less :Interest Income	(744,566)	(558,850)
<b>Operating cash Flow before working capital changes</b>	<b>19,837,959</b>	<b>15,222,100</b>
<b>Adjustment for :</b>		
(Increase)/ Decrease in Trade Receivable	(272,216)	(872,021)
(Increase)/ Decrease in Inventories	301,896	5,941,678
(Increase)/Decrease in Long Term Loans & Advance	44,692	(72,262)
(Increase)/Decrease in Short Term Loans & Advance	(22,525,974)	(20,729,279)
Increase/(Decrease) in Short Term Provisions	(36,683)	75,906
Increase/(Decrease) in Other Current Liabilities	3,900,617	614,421
<b>Operating cash flow after working capital changes</b>	<b>1,250,291</b>	<b>180,543</b>
<b>Less: Tax Paid</b>		
Income Tax	(163,921)	(54,940)
<b>Net Operating Cash flow</b>	<b>1,086,370</b>	<b>125,603</b>
<b>B. Cash Flow from Investing Activities</b>		
Purchase of Fixed Assets	(11,850)	(37,812,149)
Non-Current Investments	(4,987,440)	-
Sale of Fixed Assets	-	-
Other Non-current Assets	(1,220,108)	(3,305,492)
Interest Income	744,566	558,850
<b>Net Cash Flow from Investing Activities</b>	<b>(5,474,832)</b>	<b>(40,558,791)</b>
<b>C. Cash Flow from Financing Activities</b>		
Proceeds from Term Loan	-	30,000,000
Net Proceeds from working capital loan	3,722,265	5,890,916
Proceeds from Primary marketing loan	49,200,000	26,341,750
Repayment of Primary marketing loan	(26,341,750)	(35,105,000)
Repayment of Term Loan	(7,037,470)	(5,997,014)
Interest and financial charges	(15,566,933)	(10,733,402)
Share Issue Expenses	-	(3,485,113)
Proceeds from unsecured loans	-	2,300,000
Proceeds from Issue of Share Capital + Premium	-	45,720,000
Refund of Share Application Money	-	(15,360,000)
Repayment of Unsecured Loans	(1,600,000)	(6,500,000)
<b>Net Cash flow from Financing Activities</b>	<b>2,376,112</b>	<b>33,072,137</b>
<b>Net Cash Inflow/ (Outflow)</b>	<b>(2,012,350)</b>	<b>(7,361,051)</b>
<b>Cash and Cash eq. at the beginning of the Period</b>	<b>2,054,948</b>	<b>9,415,999</b>
<b>Cash and Cash eq. at the end of the Period</b>	<b>42,598</b>	<b>2,054,948</b>

Notes: 1) The figures in the cash flow statement are based on or have been derived from the financial statement of the Company as on 31-03-2015.

2) The figures in the bracket represents out flow of the cash and cash equivalent.

3) Cash and Cash equivalent comprises of	Year ended 31-03-2015(`)	Year ended 31-03-2014(`)
Cash in hand	12,280	224,946
Cash at bank	30,318	1,830,002

As per our report of even date

for and on behalf of the Board

**For BIDASARIA & ASSOCIATES**  
(Chartered Accountants)  
Firm Registration No. : 315101E

**Pradip Lodha**  
Managing Director  
DIN: 03006602

**Asha Ladia**  
Director  
DIN: 03504170

**Supreme Lodha**  
Chief Financial Officer

**R.K. BIDASARIA**  
Partner  
Membership No. 052251

**Subrat Kumar Nayak**  
Company Secretary

Place: Kolkata

Dated: 25<sup>th</sup> Day of May, 2015

## Notes to the financial statements for the year ended 31st March, 2015

### 1. Corporate Information:

Karnimata Cold Storage Limited was incorporated as a private limited company on 29<sup>th</sup> of April, 2011 later on converted into a public limited company w.e.f. 4<sup>th</sup> December, 2012 under the provisions of the Companies Act, 1956. The company is engaged in cold storage business. It initially set up during FY 2011-12, 18,000 M.T. Cold storage in Medinipur district (West Bengal) for preservation of potatoes and during the FY 2013-14 the capacity was increased by 7,500 M.T. The company came with Initial Public Offering (IPO) of Rs 303.6 Lakhs during the FY -13-14, and was listed on SME Platform BSE Limited on 18<sup>th</sup> March 2014.

### 2. Basis of preparation of financial statements:

The financial statements have been prepared and presented under the historical cost convention on the accrual basis of accounting following generally accepted accounting principles in India (GAAP) and comply with the Accounting Standards issued by the Institute of Chartered Accountants of India & notified under the Companies (Accounting Standards) Rules 2006 as amended and the relevant provisions of the Companies Act, 2013. The financial statements are presented in Indian rupees.

### 3. Summary of significant accounting policies:

- a. **Use of estimates:** The preparation of the financial statements in the conformity with the GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.
- b. **Fixed Assets:** Fixed assets are stated at historical cost of acquisition/construction inclusive of duties, taxes, incidental expenses and erection/commissioning expenses up to the date the asset is ready for intended use.
- c. **Depreciation and amortization:** On fixed assets, depreciation is provided on straight line method. The depreciation has been provided as per schedule II, on the basis of useful life of assets. Useful life of Plant & Machinery (Continuous process plant), and electrical installations as per Schedule II of Companies Act, 2013, is 8yrs and 10yrs respectively but it has been taken 25yrs as per the certificate from technical consultant dated 30.10.2014
- d. **Impairment of assets:** At each Balance Sheet date, management assesses, using external and internal sources, whether there is an indication that an asset may be impaired. Impairment occurs where the carrying value exceeds the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. The impairment loss to be expensed is determined as the excess of the carrying amount over the present value as determined above. Actual results could differ from those estimates.
- e. **Inventories:** Items of inventories are measured at lower of cost or net realizable.

**f. Revenue recognition:**

- i. Sales: Revenue is recognized to the extent that it is probable the economic benefits will flow to the company and revenue can be reliably measured. Revenue from sale of goods is when all the significant risks & rewards of ownership of the goods have been passed to the recognized buyers, usually on delivery of the goods. The provisions of AS-9 are complied with the extent applicable to the company.
- ii. Income and expenditure: Income and Expenditure are accounted for on accrual basis, wherever ascertainable.

**g. Employee benefits:** Short-term employees' benefits are recognized as an expense in the Statement of Profit and Loss of the year in which the related service is rendered.

Regarding post employment benefits, the registration under LIC Group Gratuity scheme is under process. Provision for gratuity has been made in the accounts on the basis of Actuarial valuation made by LIC. Provisions of Employees Provident Funds and Miscellaneous Provisions Act, 1952 are, at present, not applicable to the company.

**h. Foreign exchange transactions:** Since the company did not have any foreign exchange transactions, the provisions of AS -11 are not applicable to the company

**i. Borrowing cost:** Borrowing cost that are directly attributable to the acquisition/ construction of the qualifying asset are capitalized until the time all the substantial activities necessary to prepare such assets for the intended use are complete. All other borrowing costs are recognized as expenditure during the period in which they are incurred

**j. Government grants:** Government Grants related to fixed assets are adjusted with the value of fixed assets/credited to capital reserve.  
Govt. Grants related to revenue items are adjusted with the related expenditure/taken as income.

**k. Contingencies:** Contingent liability is a possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the enterprise, or is a present obligation that arises from past events but is not recognized because either it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, or a reliable estimate of the amount of the obligation cannot be made.

**l. Taxation:** Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

	31.03.2015	31.03.2014
<b>4 Share Capital</b>		
<b>Authorised</b>		
<b>Equity Share Capital</b>		
80,00,000 Equity Shares of Rs. 10 each (80,00,000 Equity Shares of Rs.10 each)	80,000,000 <u>80,000,000</u>	80,000,000 <u>80,000,000</u>
<b>Issued, Subscribed &amp; Paid-up</b>		
<b>Equity Share Capital</b>		
50,84,000 Equity Shares of Rs. 10 each	50,840,000 <u>50,840,000</u>	50,840,000 <u>50,840,000</u>

Terms/Rights attached to Equity Shares

Equity Shares carry voting rights at the General Meeting of the Company and are entitled to dividend and to participate in surplus, if any, in the event of winding up.

**4(a) Reconciliation of the shares outstanding at beginning & at end of the reporting period**

	FV Per Share	No. of Shares	FV Per Share	No. of Shares
<u>Equity Shares:</u>				
Balance as at the beginning of the year	Rs 10/- Share	5,084,000	Rs 10/- Share	3,566,000
Add: Addition during the year	Rs 10/- Share	-	Rs 10/- Share	1,518,000
Total No. of Shares	Rs 10/- Share	5,084,000	Rs 10/- Share	5,084,000
Balance as at the end of the year	Rs 10/- Share	<u>5,084,000</u>	Rs 10/- Share	<u>5,084,000</u>

**4(b)**

Details of shareholders holding more than 5% equity shares in the company	Current Year		Previous Year	
	% holding	No of shares held of Rs. 10 each	% holding	No of shares held of Rs. 10 each
Pratyush Mercantile Private Limited	5.51	280,000	5.51	280,000
SRG Trading Private Limited	11.41	580,000	11.41	580,000

**5 Reserves and Surplus**

**Securities Premium Account**

Opening Balance		11,694,887	-
Additions during the year		-	15,180,000
Deductions during the year			
Set off IPO Expenses		-	(3,485,113)
<b>Closing Balance</b>	<b>(a)</b>	<u>11,694,887</u>	<u>11,694,887</u>

**Surplus/(Deficit) in the Statement of Profit & Loss**

Balance as per last Financial Statements		1,408,078	744,172
Add: Profit for the year		628,895	663,906
<b>Net Surplus /(Deficit)</b>	<b>(b)</b>	<b>2,036,973</b>	<b>1,408,078</b>
	<b>(a+b)</b>	<b>13,731,860</b>	<b>13,102,965</b>

**6 Long Term Borrowing**Secured

Term Loan (old) from State Bank of India, Garbeta		33,984,321	41,999,596
Term Loan (new) from State Bank of India, Garbeta		25,977,805	28,000,000

Unsecured

From Bodies Corporate		-	-
		<b>59,962,126</b>	<b>69,999,596</b>

\* Secured by way of equitable mortgage of land, situated at Chekuasole, Goalture, Paschim Medinipur, 2 residential flats - one situated at paschim medinipur and one situated at kolkata, land & building at Salbony(paschim medinipur) fixed deposits of Rs. 65 lacs, SBI Life Insurance of Rs. 5 lacs and third party guarantee given by directors of the company.

Sactioned Rs. 6 crores on 18.11.2011 and now bears interest @ 12.80% p.a. repayable in 16 half yearly installments comprising of 1st 6 installments of Rs. 30 lacs each next 6 installments of Rs. 40 lacs each and last 4 installments of Rs.45 lacs each due on 30th June and 31st December each year, starting from 30/06/2012.

Sactioned Rs.3 crores on 28.01.2014 and now bears interest @ 13.55% p.a. repayable in 16 half yearly installments comprising of 1st 4 installments of Rs. 10 lacs each next 8 installments of Rs.15 lacs each next 2 installments of Rs.30 lacs each and last 2 installments of Rs.40 lacs each due on 30th September and 31st March each year, starting from 30/09/2014.

**7 Short Term Borrowing****Loans Repayable on Demand from SBI, Garbeta (Secured)**

Primary Marketing Loan (PML) *		49,200,000	26,341,750
Working Capital Loan **		9,613,181	5,890,916

**Unsecured:**

From Directors***		-	1,600,000
		<b>58,813,181</b>	<b>33,832,666</b>

\* Bearing Interest @ 12.35% p.a. sanctioned on 30.01.2015, secured by way of assignment of receipts of potatoes stored.

\*\* Secured against hypothecation of stocks, fuel, lubricants, book debts, rent receivables and other current assets of the company, bearing interest @ 13.50% p.a.

\*\*\* Without any Interest, Repayable on demand

**8 Other Current Liabilities**

Current Maturities of Long Term Debt (Term Loan - SBI)		11,000,000	8,000,000
Interest accrued but not due on borrowings from Banks:			

Term Loan (old)	1,828,823	2,186,439
Term Loan (new)	1,303,181	606,072
Working Capital Loan	291,320	193,456
Primary Marketing Loan	2,003,542	204,566
Creditors for Capital Goods	50,000	117,543
Other Payables	2,890,665	1,158,838
	<b>19,367,531</b>	<b>12,466,914</b>

## 9 Short Term Provisions

Income Tax Provision (Net of TDS)	39,223	75,906
	<b>39,223</b>	<b>75,906</b>

## 10 Tangible Assets

Type of Asset	Useful Life	Addition 2011-12	Addition 2012-13	Addition 2013-14	Gross Block as on 31.03.14	Depn up to 31.03.14	Carrying amount as on 31.03.14	Residual Value (5% of Cost)	Actual period of Use upto 31.03.14	Remaining Useful life	Depriciation for the year 2014-15	Carrying Amt as on 31.03.15
<b>Land &amp; Land Development</b>		<b>7,269,920</b>			<b>7,269,920</b>		<b>7,269,920</b>					<b>7269920</b>
Building 06.03.12	60	8,274,430			8,274,430	279463	7,994,967	413722	2.07	57.93	130866	7864101
Building (21.05.12)	60		157500		157,500	4328	153,172	7875	1.86	58.14	2499	150673
Building (29.01.13)	60		1093662		1,093,662	20806	1,072,856	54683	1.17	58.83	17306	1055550
Building (01.03.14)	60			4260548	4,260,548	5898	4,254,650	213027	0.08	59.92	67453	4187197
<b>Building</b>					<b>13,786,140</b>	<b>310495</b>	<b>13,475,645</b>	<b>689307</b>			218124	13257521
Plant and Machinery	25	72,592,261			72,592,261	7917058	64,675,203	3629613	2.07	22.93	2662084	62013119
P & M (28.2.13)	25		1207340		1,207,340	79654	1,127,686	60367	1.08	23.92	44630	1083056
P & M (1.3.14)	25			32098374	32,098,374	143941	31,954,433	1604919	0.08	24.92	1217985	30736448
<b>*P &amp; M</b>					<b>105,897,975</b>	<b>8140653</b>	<b>97,757,322</b>	<b>5294899</b>			3924699	93832623
<b>Motor Car</b>	<b>8</b>	<b>753,486</b>			<b>753,486</b>	<b>148051</b>	<b>605,435</b>	<b>37674</b>	<b>2.07</b>	<b>5.93</b>	95720	509715
<b>Motor Bike and Cycles (12.05.12)</b>	<b>10</b>		<b>25000</b>		<b>25,000</b>	<b>4483</b>	<b>20,517</b>	<b>1250</b>	<b>1.83</b>	<b>8.17</b>	2359	18158
Electrical Installation	25	1,637,935			1,637,935	178873	1,459,062	81897	2.07	22.93	60056	1399006
Electrical Installation (01.03.14)	25			1417827	1,417,827	6358	1,411,469	70891	0.08	24.92	53800	1357669
<b>*E &amp; Ins</b>					<b>3,055,762</b>	<b>185231</b>	<b>2870531</b>	<b>152788</b>			113856	2756675
Furniture and Fittings	10	127,140			127,140	16647	110,493	6357	2.07	7.93	13129	97364
25.02.13	10		39390		39,390	2725	36,665	1970	1.09	8.91	3895	32770
21.07.12	10		9200		9,200	989	8,211	460	1.70	8.30	933	7278
8.4.13	10			27350	27,350	1698	25,652	1368	0.98	9.02	2692	22960
17.08.13	10			2000	2,000	78	1,922	100	0.62	9.38	194	1728
<b>F &amp; Fittings</b>					<b>205,080</b>	<b>22137</b>	<b>182,943</b>	<b>10254</b>			20843	162100

Laptop 06.03.12	3	13,195			13,195	4423	8,772	660	2.07	0.93	8112	660
28.02.14	3			6050	6,050	87	5,963	303	0.08	2.92	1942	4021
<b>Laptop</b>					<b>19,245</b>	<b>4510</b>	<b>14,735</b>	<b>962</b>			10054	4681
<b>Addition during the year in furniture Rs 11850 on 28.04.14</b>					11850		11850	<b>593</b>		9.08	1042	10808
	10						122,208,898				4,386,697	117,822,201
* Useful life as per new companies act is 8 yrs but practically it should not be less than 25years as per Certificate of the technical engineer												

## 11 Non-Current Investments

### Other Investments

Investments in Unquoted Equity Instruments (Valued at cost)

Bravo Sponge Iron Pvt Ltd (461800 Equity Shares @ Rs 10.80)	4,987,440	-
	<u>4,987,440</u>	<u>-</u>

(None of the bodies corporate are subsidiaries, associates, and joint ventures)

## 12 Long Term Loans & Advances

(Unsecured, Considered Good)

Advance Tax and TDS Receivable	-	1,792
MAT Credit	390,528	269,507
Entitlement	<u>390,528</u>	<u>271,299</u>

## 13 Other Non Current Assets

(Unsecured, Considered Good)

Other Bank Balances:

Deposits with Bank having original maturity exceeding 12 months

Fixed Deposits

Principal Amount	7,827,687	6,825,000	
Addition during the year	50,000	-	
Interest Accrued	670,108	8,547,795	1,002,687
SBI Life Insurance*	2,000,000		7,827,687
	<u>10,547,795</u>		<u>1,500,000</u>
			<u>9,327,687</u>

\* Sushila Lodha (Ex-Director) - Rs. 8,00,000/- (PY Rs 6,00,000), Pradip Lodha (MD) - Rs.12,00,000 (P.Y. Rs. 9,00,000) Taken and pledged with SBI Garbeta as collateral security against term loan. No personal benefit arised or will arise to the policyholders.

## 14 Inventories

(Valued at lower of cost and net realizable value)

Stock-in-Trade - Potatoes	54,040	413,230
Stock of Stores and Spare Parts	311,684	427,186
Stock of Diesel & Lubricants	377,596	204,800
	<u>743,320</u>	<u>1,045,216</u>

<b>15</b>	<b><u>Trade Receivables</u></b>		
	<i>Unsecured, Considered doubtful, under litigation</i>		
	Outstanding for a period exceeding six months from the due date	264,721	264,721
	<i>Secured by receipts of potato stored, Considered good</i>		
	Others	3,875,593	3,603,377
		<b>4,140,314</b>	<b>3,868,098</b>
<b>16</b>	<b><u>Cash &amp; Bank Balances</u></b>		
	<u>Cash and Cash Equivalents:</u>		
	Balances with Banks:		
	In Current Account	12,280	830,002
	In Axis Bank Public Issue Account	-	1,000,000
	Cash in Hand	30,318	224,946
	<i>(As Certified by the Management)</i>		
		<b>42,598</b>	<b>2,054,948</b>
<b>17</b>	<b><u>Short Term Loans &amp; Advances</u></b>		
	<i>(Unsecured, Considered Good)</i>		
	Loans & Advances	56,420,565	40,986,462
	Others Receivables	7,659,160	567,289
		<b>64,079,725</b>	<b>41,553,751</b>
<b>18</b>	<b><u>Revenue from Operations</u></b>		
	Rent from Potato Storage	36,165,117	26,742,448
	Sale of Potatoes	15,179,516	11,513,220
	Interest Income From Loan to Traders/Farmers	2,860,241	1,391,303
		<b>54,204,874</b>	<b>39,646,971</b>
<b>19</b>	<b><u>Other Income</u></b>		
	Sale of Scrap	259,110	60,974
	Interest Income:		
	On FD with SBI	744,566	558,850
	Insurance Claim	1,059,925	1,178,756
	Electricity Subsidy	122,847	-
	Interest on Loans	92,246	-
	Miscellaneous Income	290,718	138,869
		<b>2,569,412</b>	<b>1,937,449</b>
<b>20</b>	<b><u>Purchase of Stock-in-Trade</u></b>		
	Purchase of Potatoes	13,528,225	5,298,830
		<b>13,528,225</b>	<b>5,298,830</b>
<b>21</b>	<b><u>Change in Inventories of Stock-in-Trade</u></b>		
	Stock-in-Trade at the beginning of the year	413,230	6,019,785
	Stock-in-Trade at the end of the year	54,040	413,230
		<b>359,190</b>	<b>5,606,555</b>

<b>22</b>	<b><u>Employee Benefit Expenses</u></b>		
	Salary & Wages	2,399,703	1,527,400
	Staff Welfare Expenses	111,071	113,692
	LIC Gratuity Fund	77,966	92,697
		<b>2,588,740</b>	<b>1,733,789</b>
<b>23</b>	<b><u>Finance Cost</u></b>		
	a) Interest Expenses		
	Interest to Bank	15,284,836	10,616,058
	Interest on Delayed Payment of Advance Tax	6,217	3,644
	b) Other Borrowing Cost		
	Primary Marketing Loan Processing Fees	236,880	91,200
	Working Capital Processing Fees	39,000	22,500
		<b>15,566,933</b>	<b>10,733,402</b>
<b>24</b>	<b><u>Depreciation &amp; Amortisation Expenses</u></b>		
	Depreciation	4,386,697	4,383,642
	Preliminary Expenses Written Off	-	-
		<b>4,386,697</b>	<b>4,383,642</b>
<b>25</b>	<b><u>Other Expenses</u></b>		
	Power and Fuel	8,260,915	6,592,761
	Consumption of Stores and Spare Parts	148,010	488,650
	Rates and Taxes	115,800	84,900
	Repair to Building	547,058	77,740
	Repair to Machinery	1,042,286	267,285
	Insurance	3,000,083	1,707,829
	Marketing Fees	219,662	158,625
	Bank Charges	23,958	66,352
	Loading - Daily Labor	2,245,520	2,032,504
	Unloading - Daily Labor	2,176,550	-
	Market Making Fees	269,664	20,000
	Payment to Auditors:		
	As Auditors		
	Audit Fee	20,224	16,854
	Miscellaneous Expenses	1,645,876	1,650,796
		<b>19,715,606</b>	<b>13,164,296</b>
<b>26</b>	<b><u>Earnings per share:</u></b>	<b>31.03.2015</b>	<b>31.03.2014</b>
	( a ) Profit after taxation as per Statement of Profit & Loss	628,895	663,906
	( b ) Weighted average number of equity share outstanding	5,084,000	3,649,178
	( c ) Basic and diluted earnings per share in rupees.	0.12	0.18
	(Face Value Rs.10/- per share)		

**28 Contingent liability** **2,000,000** **1,300,000**

(For bank guarantee given in favor of WBSED CO.LTD.)

**29 Deferred Tax Asset**

On Carry forward of losses for the year under Income Tax Act in compliance with AS 22 and in consideration of prudence, no deferred tax asset has been created as there is no virtual certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized. On the same grounds no deferred tax Assets has been created in respect of Preliminary expenses.

**30 Government grants:**

The Company has applied for state subsidy under The West Bengal State Support for Industries Scheme, 2008, but no capital subsidy received during the year. Revenue subsidy, in the form of waiver of electricity duty Rs 122,847 received during the year and the same has been duly recognised in the statement of Profit and Loss vide Note No. 19

**31 Related Party Disclosure**

(Parties with whom transactions have taken place during the year.)

<u>Name of the related parties</u>	<u>Short Name</u>	<u>Relationship</u>
(i) Pradeep Lodha	PL	Managing Director
(ii) Asha Ladia	AL	Director
(iii) Sushila Lodha	SL	Wife of PL
(iv) Supreme Lodha	SPL	CEO & Son of PL & SL
(v) Subrat Kumar Nayak	SKN	Company Secretary
(vi) Karunamoy Bandyopadhyay	KB	Manager
(vii) Nand Lal Lodha	NLL	Father of PL
(viii) Janu Infrastructure Private Limited	JIPL	Associates of the Company
(ix) Pratyush Mercantile Private Limited	PMPL	Associates of the Company
(x) SRG Trading Private Limited	STPL	Associates of the Company

The above parties are related parties in the broader sense of the term and are included for making the financial statements more transparent.

<b>Transactions Description</b>	<b>Name of Related Parties</b>	<b>During the year ended 31st March, 2015 (Rs.)</b>	<b>During the year ended 31st March, 2014 (Rs.)</b>
a) Short Term borrowing taken	PL	-	300,000
b) Short Term borrowing taken	SL	-	2,000,000
c) Repayment of Short Term Borrowings	SL	-	700,000
d) Repayment of Short Term Borrowing	PL	300,000	-
e) Repayment of Short Term Borrowing	SL	1,300,000	-
f) Remuneration	PL	216,000	126,000
g) Remuneration	SL	-	75,000
h) Remuneration	AL	-	60,000
i) Remuneration	SPL	232,250	195,000

j) Remuneration	SKN	215,000	100,500
k) Remuneration	KB	162,500	156,000
l) Rent Paid	NLL	-	6,000
m) Allotment of Shares (24000 Shares)	PL	-	480,000
n) Allotment of Shares (24000 Shares)	SL	-	480,000
o) Allotment of Shares (24000 Shares)	AL	-	480,000
p) Allotment of Shares (60000 Shares)	STP L	-	1,200,000
q) Allotment of Shares (30000 Shares, PY 30000 Shares)	PM PL	-	600,000
r) Advance Taken/ (repayment)	JIPL	-	(800,000)

- 32** In the opinion of the board of directors, the current assets, loans and advances are approximately of the realizable value in the ordinary course of business unless otherwise stated. The Provision for all known liabilities is adequate and is not in excess of the amount reasonably necessary.
- 33** Based on the Information available with the company, the balance due to micro, small and medium enterprises as defined under the "Micro, small & medium enterprises development Act, 2006" is NIL
- 34** Previous year's figures have been regrouped/ reclassified wherever necessary to correspond with the current year's disclosure.

As per our report of even date

For and on behalf of the Board

**For BIDASARIA & ASSOCIATES**  
(Chartered Accountants)  
Firm Registration No. : 315101E

**Pradip Lodha**  
Managing Director  
DIN: 03006602

**Asha Ladia**  
Director  
DIN: 03504170

**Supreme Lodha**  
Chief Financial Officer

**R.K. BIDASARIA**  
Partner  
Membership No. 052251

**Subrat Kumar Nayak**  
Company Secretary

Place: Kolkata

Dated: 25<sup>th</sup> Day of May, 2015



## KARNIMATA COLD STORAGE LIMITED

**CIN- L01403WB2011PLC162131**

**Regd. Office:** Village – Chekuasole,  
P.O. – Jogerdanga, P.S. – Goaltore,  
Dist. – Paschim Medinipur, West Bengal – 721 121  
Ph: +91 3227 218314, E-mail – karnimatacoldstorage@gmail.com  
Fax: +91 3227 265193, Website: www.karnimatacoldstorage.com

### **ATTENDANCE SLIP**

#### **4<sup>th</sup> ANNUAL GENERAL MEETING**

DP Id* _____	Name and Address of the registered shareholder
Client Id* _____	_____
Regd. Folio No. _____	_____
	_____

\*Applicable for shareholding in electronic form.

I certify that I am a registered shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the Third (3<sup>rd</sup>) Annual General Meeting of the Company held on 23<sup>rd</sup> September, 2015 at 2.00 PM at Vill: Chekuasole, Po: Jogerdanga, Ps: Goaltore, Dist: Paschim Medinipur, West Bengal- 721 121.

**Signature of Shareholder/Proxy**

#### **Note:**

1. Please complete this attendance slip and hand it over at the entrance of the meeting hall.
2. Only shareholders of the Company or their proxies will be allowed to attend the meeting on production of the attendance slip duly completed and signed.



## KARNIMATA COLD STORAGE LIMITED

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**4<sup>th</sup> ANNUAL GENERAL MEETING**

### PROXY FORM

I / we, being the member (s) holding \_\_\_\_\_ shares of the above named Company, hereby appoint

1. Name :  
Address :

Email Id :

Signature:

(or failing him)

2. Name :  
Address :

Email Id :

Signature: (or failing him)

3. Name :  
Address :

Email Id :

Signature:

as my / our proxy to attend and vote for me/us and on my/our behalf at the 4<sup>th</sup> Annual General Meeting of the Company, to be held on 23<sup>rd</sup> September, 2015 at 2.00PM at Vill: Chekuasole, Po: Jogerdanga, Ps: Goaltore, Dist: Paschim Medinipur, West Bengal- 721 121 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Business	Vote (Optional. See Note 4)		
		For	Against	Abstain
1	Adoption of Financial Statements			
2	Reappointment of Ms Asha Ladia, who retires by rotation			
3	Ratification of Appointment of Auditors and fixing their remuneration.			
4	To increase the remuneration of Managing Director Mr. Pradip Lodha.			
5	Increasing of the Borrowing power of the Company			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015

Affixed

Rs.1  
revenue  
stamp

Signature of the Member:

Registered Folio No.: \_\_\_\_\_ DP Id\*: \_\_\_\_\_ Client Id\*: \_\_\_\_\_

\*Applicable for shareholding in electronic form.

Note:

1. The Proxy need not be a member.
2. The Proxy form must be submitted so as to reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting.
3. In case of joint holders, the signature if any one holder will be sufficient but names of all the joint holders should be stated.
4. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.



## **KARNIMATA COLD STORAGE LIMITED**

**CIN- L01403WB2011PLC162131**

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