

INFORMATION MEMORANDUM



SAUMYA CONSULTANTS LIMITED

Registered Office: A-402 Mangalam 24/26 Hemanta Basu Sarani
Kolkata - 700001, West Bengal
Tel: 033-22436242, 033-22436243
E-mail: saumyaconsultants@gmail.com
Website: www.saumyaconsultants.com

Compiled By:



203-204, Jaipur Tower, M.I. Road,
Jaipur -302 001

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates, the following terms have the meaning given below. References to Statutes, rules, regulations, guidelines and policies will be deemed to include all amendments and modifications notified thereto.

In this Information Memorandum, unless the context otherwise indicates, all references to “SCL”, “the Company”, “our Company” are to Saumya Consultants Limited, a company incorporated in India under the Companies Act, 1956 (the “Companies Act”) with its Registered Office at A-402, Mangalam, 24/26 Hemanta Basu Sarani, Kolkata-700 001. Furthermore, all references to the terms “we”, “us” and “our” are to Saumya Consultants Limited.

Act	The Companies Act, 2013 and Companies Act, 1956 (to the extent applicable)
AGM	Annual General Meeting
Articles/AOA	Articles of Association of the Company
Auditors	M/s. V.M.D. & Associates, Chartered Accountants, Statutory Auditors of the Company
Board	Board of Directors of Saumya Consultants Limited
BSE	Bombay Stock Exchange Limited
CDSL	Central Depository Services (India) Limited
Company Secretary / Compliance Officer	Ms. Pooja Sharma, Company Secretary
CSEL	Calcutta Stock Exchange Limited
Depositories Act	The Depositories Act, 1996 as amended from time to time
Depository	A Depository registered with SEBI under the SEBI (Depositories & Participants) Regulations, 1996 as amended
Directors	Directors on the Board of Saumya Consultants Limited
DP	Depository Participant
EOGM/EGM	Extra Ordinary General Meeting
Equity Shares	Fully paid-up shares of ₹ 10/- each of the Company
Equity Shareholders	Equity Shareholders of the Company
“Existing Promoters”/	The existing promoter of our Company is Mr. Arun Kumar Agarwalla

Promoters	and Mrs. Sudha Agarwalla.
Financial Year/Fiscal/FY	Period of 12 month ended March 31 of that particular year unless stated otherwise.
Information Memorandum	This Information Memorandum as filed with BSE
ISIN	International Securities Identification Number
I T Act	Income Tax Act, 1961 and subsequent amendments thereto
Listing Agreement	Listing Agreement entered into with Stock Exchange
MCA	Ministry of Corporate Affairs
MOA	Memorandum of Association of Saumya Consultant Limited as amended from time to time.
NSDL	National Securities Depository Limited
Promoter Group Entities/ Promoter Group Companies/ Promoter Group Company/ Promoter Group Entity/Group Entity/ Group Company	Unless the context otherwise requires, refers to such entities which constitute the promoter group of our Company and a list of which is provided in the chapter titled "Our Promoter Group" beginning on page no. 39 of the Information Memorandum.
RBI	Reserve Bank of India
ROC	Registrar of Companies, Calcutta
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI (ICDR) Regulations, 2009	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2009, as amended.
Stock Exchange	Shall refer to the BSE Limited and Calcutta Stock Exchange Limited.
Transfer Agent / Registrars	M/s S.K. Infosolutions Private Limited 34/1,Sudhir Chatterjee Street, Kolkata - 700 001 Tel. : 03322196797 Fax No.:03322194815 Email:skcdilip@gmail.com,contact@skcinfo.com

ABBREVIATIONS

Terms	Description
CFO	Chief Financial Officer
FDI	Foreign Direct Investment
FI	Financial Institutions
FII	Foreign Institutional Investor
HNI	High Net worth Individual
ICAI	The Institute of Chartered Accountants of India
No.	Number
SWOT	Strengths, weakness, opportunities & threats
UPSI	Unpublished price sensitive information
U.T.	Union Territory
Yrs	Years

Notwithstanding the foregoing, terms in “**Main Provisions of Articles of Association of the Company**”, shall have the meanings given to such terms in that section.

CERTAIN CONVENTIONS; PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA AND CURRENCY OF PRESENTATION**CERTAIN CONVENTIONS**

All references to “India” contained in this Information Memorandum are to the Republic of India. In this Information Memorandum, our Company has presented numerical information in “lacs” units. One lac represents 1,00,000.

In this Information Memorandum, the terms “we”, “us”, “our”, the “Company”, “our Company”, “Saumya Consultants Limited” and “SCL”, unless the context otherwise indicates or implies, refers to Saumya Consultants Limited. In this Information Memorandum, unless the context otherwise requires, all references to one gender also refers to another gender and the word “Lac / Lakh” means “one hundred thousand”, the word “million (mn)” means “ten lac / lakh”, the word “Crore” means “ten million” and the word “billion (bn)” means “one hundred crore”. In this Information Memorandum, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off.

Financial Data

Unless indicated otherwise, the financial data in this Information Memorandum is derived from our financial statements prepared in accordance with the Generally Accepted Accounting Principles in India (“Indian GAAP”) and the Companies Act, 2013, and Companies Act, 1956 to the extent applicable (“Companies Act”) included elsewhere in this Information Memorandum. The financial year commences on April 1 and ends on March 31, so all references to a particular financial year are to the twelve-month period ended March 31 of that year. In this Information Memorandum, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off.

Industry and Market Data

Unless stated otherwise, industry data and the market data used throughout this Information Memorandum have been obtained from industry publications, websites and other authenticated published data. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although, the Company believes that industry data used in this Information Memorandum is reliable, it has not been independently verified. Similarly, internal company reports, while believed by us to be reliable, have not been verified by any independent sources.

The extent to which the market and industry data used in this Information Memorandum is meaningful depends on the readers familiarity with the understanding of the methodologies used in compiling such data. There are no standard valuation methodologies or accounting policies in the said industry in India and methodologies and assumptions may vary widely among different industry sources.

Currency Information

All references to “Rupees” or “Rs.” Or “INR” or “`” are to Indian Rupees, official currency of the Republic of India. All references to “\$”, “US\$”, “USD”, “U.S.\$”, “U.S. Dollar(s)” or “US Dollar(s)” are to United States Dollars, the official currency of the United States of America.

FORWARD LOOKING STATEMENTS

This Information Memorandum contains certain words or phrases, including, “will”, “aim”, “will likely result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “would”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions, that are forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Important factors that could cause actual results to differ materially from the Company’s expectations include, among others:

- Changes in law and regulations that apply to the industries in India, wherein the Company is operating;
- Our ability to successfully implement our strategy, our growth and expansion, our exposure to market risks that have an impact on our business activities or investments;
- The changes in monetary and fiscal policies of India, inflation, deflation, unanticipated;
- Turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices.;
- The performance of the financial markets in India and globally changes in domestic and foreign laws, regulations and taxes and changes in competition in our industry;
- General economic and business conditions in the markets in which the Company operates and in the local, regional and national economies;
- Changes in the value of the Rupee vis-à-vis other currencies;
- Changes in political, socio-economic conditions & government policies in India;
- The Company’s ability to meet its capital expenditure requirements;
- Fluctuations in operating costs;
- Company’s ability to attract and retain qualified personnel;
- Changes in technology;
- _Any adverse outcome in the legal proceedings in which the Company might get involved in future.

ABSOLUTE RESPONSIBILITY OF SAUMYA CONSULTANTS LIMITED

Saumya Consultants Limited having made all reasonable inquiries, accepts responsibility for, and confirms that this Information Memorandum contains all information with regard to the Company, which is material, that the information contained in the Information Memorandum is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Information Memorandum as a whole or any of such information or the expression of any such opinions are intentions misleading in any material respect.

LISTING

The existing shares of our company are currently listed on the Calcutta Stock Exchange Limited. Now the Company proposes to list equity shares on the BSE Limited (BSE) under Direct Listing norms of BSE Ltd.

The Information Memorandum is for the Listing of 69,06,908 Equity Shares of ` 10/- each.

SECTION II – RISK FACTORS

Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein.

1. Our Business is vulnerable to interest rate risks. Volatility in interest rates may adversely affect our income from our operations and could adversely affect our financial performance & profitability.

Management Perception

In NBFC Business, we are exposed to higher interest rates. If the yield on our Company's interest earning assets does not increase to the same extent as our cost of funds or cost of funds does not decline to the same extent as yield on interest earning assets our net interest income or net interest margin could be adversely affected. This could have adverse affect on financial position of the company. Also customers may not enter into any financial arrangements with the Company due to increase in interest rates.

2. Material changes in Regulation that govern our company could have adverse impact on performance of the company

Management Perception

NBFCs in India are subject to supervision and regulation by RBI. Any changes in the regulatory framework affecting NBFCs including the provisions of NPA, capital adequacy requirements, applicable tax rates could adversely affect the profitability of our business and our future financial performance.

3. Our growth will depend on our ability to develop our brand and failure to do so will adversely affect our ability to compete in the industry.

Management Perception

We believe that promoting and positioning our brand is necessary for achieving recognition of our services. Brand promotion activities may not yield increased revenues and even if they do, increased revenues may not offset the expenses we incur in brand building. If we fail to promote our brand, our business, financial condition and result of operation could be affected.

5. Any downgrading of India's debt rating by an independent agency may harm ability to raise debt financing.

Management Perception

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely affect ability to raise additional financing and the interest rates and other commercial terms at which such additional financing is available. This could have a material adverse effect on capital expenditure plans, business and financial performance.

6. Terrorist attacks, civil unrest and other acts of violence or war involving India and other countries could adversely affect the financial markets and our business.

Management Perception

Terrorist attacks and other acts of violence or war may negatively affect the Indian financial markets and also adversely affect the worldwide financial markets. In addition, any deterioration in relations between India and its neighboring countries might result in investor concern about stability in the region, which could adversely affect the business. India has witnessed civil disturbances in the past and it is possible that future civil unrest as well as other adverse social, economic and political events in India could have a negative impact. Such incidents could also create perception in the minds of investors that, investment in Indian Companies involve a higher degree of risk.

7. Natural calamities could have a negative impact on the Indian economy and cause our business to suffer.

Management Perception

India has experienced natural calamities such as earthquake, tsunami, floods and drought in the past. The extent and severity of these natural disasters determines their impact on the Indian economy, which have an adverse impact on our business.

8. A slowdown in economic growth in India could cause business to suffer.

Management Perception

The performance and growth of the company and the industry are dependent on the health of the Indian economy as well the secondary industries. The economy could be adversely affected by various factors such as political or regulatory action, including adverse changes in liberalization policies, social disturbances, terrorist attacks and other acts of violence or war, natural calamities, interest rates, commodity and energy prices and various other factors.

Any slowdown in the Indian economy may adversely impact business and financial performance and the price of Equity Shares.

SECTION III-INTRODUCTION

SUMMARY OF BUSINESS

Business Overview

Our Company was originally incorporated on December 15, 1993, as “Saumya Consultants Private Limited” under the provisions of the Companies Act, 1956 with the Registrar of Companies, Calcutta. Subsequently, our Company was converted into a public limited consequent to name change to “Saumya Consultants Limited” by passing a special resolution on December 28, 1995 in terms of section 44 of Companies Act, 1956 and received fresh Certificate of Incorporation on February 8, 1996 issued by the Registrar of Companies, Calcutta. The Corporate Identification Number of the Company is L67120WB PLC061111.

The Registered Office of our company is situated at A-402 Mangalam, 24/26 Hemanta Basu Sarani, Kolkata-700001.

Saumya Consultants Limited (registered with the Reserve Bank of India (RBI) as a Non-Banking Financial Company), is presently engaged in investment in securities, mutual funds ,real estate and such allied fund based activities.

Changes in the Registered Office

Details of changes in the registered office of the company since its incorporation:

S.No.	Particulars
1.	From 23A N.S Road,1 st floor Room No. 27A Calcutta 700001 to 85 Metcalfe Street, 3 rd floor Room No.301 Calcutta on 2.1.1995 then
2.	14, Ganesh Chandra Avenue, Kent House,2 nd Floor Calcutta-700 013 on 27.07.1998 then
3.	A-402 Mangalam, 24/26 Hemanta Basu Sarani, Kolkata on 30.01.2001

Key Events and Mile Stones

Year	Key Events / Milestone / Achievements
1993	Incorporation of the Company in the name and style of “Saumya Consultants Pvt. Ltd” Commencement of Production N.A
1996	Our Company was converted into a public limited company with the name Saumya Consultants Limited and received a fresh certificate of incorporation consequent upon change in status from the ROC.
2004	Got certificate of Registration no. B-05.06222 dated 4/3/2004 from Reserve Bank of India to carry out business of non-banking financial institution.

SUMMARY OF FINANCIAL INFORMATION

STATEMENT OF ASSETS AND LIABILITIES
(Amount in `)

Particulars	31.03.2014	31.03.2013	31.03.2012	31.03.2011	31.03.2010
EQUITY AND LIABILITIES					
1 Shareholder's Funds					
(a) Share Capital	69,069,080	69,069,080	69,069,080	69,069,080	69,069,080
(b) Reserve and Surplus	398,930,334	374,714,033	357,471,924	359,971,013	334,162,339
(c) Money received against share warrants	-	-	-	-	-
2 Share Application Money Pending Allotment	-	-	-	-	-
3 Non-Current Liabilities					
(a) Long Term Borrowings	1,232,582	-	-	189,635	722,197
(b) Deferred Tax Liabilities (Net)	178,224	138,929	107,480	55,868	163,966
(c) Other Long Term Liabilities	-	-	-	-	-
(d) Long Term Provisions	12,201,324	12,290,231	12,135,458	-	-
4 Current Liabilities					
(a) Short-Term Borrowings	-	-	-	-	-
(b) Trade Payables	-	-	-	-	-
(c) Other Current Liabilities	1,219,987	426,928	746,309	972,742	702,934
(d) Short-Term Provisions	13,930,501	7,986,152	3,739,685	12,035,762	7,706,306
TOTAL	496,762,032	464,625,353	443,269,936	442,294,100	412,526,822
ASSETS					
1 Non-Current Assets					
(a) Fixed Assets					
(i) Tangible Assets	5,802,285	3,376,485	3,629,561	3,887,444	2,633,329
(ii) Intangible Assets	-	-	-	-	-
(iii) Capital Work-in Progress	-	-	-	-	-
(iv) Intangible assets under development	-	-	-	-	-
(b) Non-Current Investments	28,507,591	28,455,461	28,455,461	10,259,737	9,029,440
(c) Deferred Tax Assets (Net)	-	-	-	-	-
(d) Long-Term Loans & Advances	13,757,350	25,747,350	24,247,350	33,630,350	32,817,350
(e) Other Non-Current Assets	-	-	-	-	-
2 Current Assets					
(a) Current Investments	289,674,582	231,518,011	263,167,897	282,114,581	310,719,131
(b) Inventories	27,538,344	27,241,925	18,622,227	15,609,126	13,010,607
(c) Trade Receivables	2,510,675	73,583	1,000	1,000	202,744
(d) Cash and Cash Equivalents	1,682,420	1,577,906	2,931,730	4,790,439	2,858,415
(e) Short-Term Loans & Advances	127,283,624	146,627,517	102,209,043	91,901,513	41,112,027
(f) Other Current Assets	5,161	7,115	5,667	99,911	143,779
TOTAL	496,762,032	464,625,353	443,269,936	442,294,100	412,526,822

STATEMENT OF PROFIT AND LOSS
(Amount in `)

Particulars	31.03.2014	31.03.2013	31.03.2012	31.03.2011	31.03.2010
1) Revenue From Operations	12,776,402	31,986,011	5,209,078	13,737,011	24,007,984
2) Other Income	29,286,697	20,170,545	17,877,899	34,711,100	26,520,196
3) Total Revenue (1+2)	42,063,099	52,156,556	23,086,977	48,448,111	50,528,180
4) Expenses:					
Employee Benefits Expense	5,422,790	4,346,404	3,728,411	3,102,551	2,659,913
Finance Costs	-	-	-	-	-
Cost of goods sold	3,452,591	22,953,065	4,682,205	10,818,165	21,099,603
Depreciation & Amortization Expense	474,200	336,757	336,183	257,858	180,249
Other Expenses	2,566,270	2,798,139	2,326,190	1,995,314	1,265,375
Total Expenses	11,915,851	30,434,365	11,072,989	16,173,888	25,205,140
5) Profit/(Loss) before exceptional and extraordinary items and tax (3-4)	30,147,248	21,722,190	12,013,988	32,274,223	25,323,040
6) Exceptional items	-	-	-	-	-
7) Profit before extraordinary items and tax (5-6)	30,147,248	21,722,190	12,013,988	32,274,223	25,323,040
8) Extraordinary Items	-	-	-	-	-
9) Profit before Tax (7-8)	30,147,248	21,722,190	12,013,988	32,274,223	25,323,040
10) Tax Expenses					
(1) Current Tax	(5,944,349)	(4,246,467)	(2,326,007)	(6,366,479)	(4,255,605)
(2) Deferred Tax	(39,295)	(31,449)	(51,612)	108,098	(3,187,170)
	(36,210)	(47,392)	-	(207,168)	(87,641)
11) Profit/(Loss) for the year from continuing operations (9-10)	24,127,394	1,7396,882	9,636,369	25,808,674	17,792,624
12) Profit/(Loss) from discounting operations	-	-	-	-	-
13) Tax expenses of discounting operations	-	-	-	-	-
14) Profit/(Loss) from discontinuing operations (after tax) (12-13)	-	-	-	-	-
15) Profit/(Loss) for the year (11+14)	24,127,394	17,396,882	9,636,369	25,808,674	17,792,624
16) Earning per Equity share:					
(1) Basic	3.49	2.52	1.40	3.74	2.58
(2) Diluted	3.49	2.52	1.40	3.74	2.58

GENERAL INFORMATION

Our Company was originally incorporated on December 15, 1993, as "Saumya Consultants Private Limited" under the provisions of the Companies Act, 1956 with the Registrar of Companies, Calcutta. Subsequently, our Company was converted into a public limited company as "Saumya Consultants Limited" by passing a special resolution dated December 28, 1995 in terms of section 44 of the Companies Act 1956 and received fresh Certificate of Incorporation dated February 8, 1996 issued by the Registrar of Companies, Calcutta. The Corporate Identification Number of the Company is L67120WB PLC061111.

REGISTERED OFFICE OF OUR COMPANY

"Saumya Consultants Limited"
A-402 Mangalam,
24/26 Hemanta Basu Sarani
Kolkata – 700 001
Contact Details – 033-22436242
E-mail: saumyaconsultants@gmail.com
Website: www.saumyaconsultants.com

COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. Pooja Sharma
Mobile No.: + 91-9024954598
Email id.: cspoojasharma22@gmail.com

REGISTRAR TO THE COMPANY

M/s S.K. Infosolutions Private Limited
34/1^o Sudhir Chatterjee Street Kolkata-70006
Contact Details: 033 22196797
Fax No.: 03322194815
Email: skcdilip@gmail.com
Website: www.skcinfo.com
Contact Person: Mr. Dilip Bhattacharya
SEBI Regn. No. : INR000003886

AUDITOR TO THE COMPANY

M/s V.M.D & Associates
10, Mullick Street,
Burra Bazar, 2nd Floor,
Kolkata- 700 007
Contact No.: 033- 22700271
E-mail: vinay_tiwari1976@yahoo.com
Contact Person: Mr. V.K. Tiwari

BANKER TO THE COMPANYOriental Bank of Commerce

“Sagar estate Building “ 2,
NC dutta sarni, Sarand Road,
Kolkatta -700 001
Tele: 033-22108607
Fax No: 033-22300180
Website: www.obcindia.co.in

HDFC Bank

Stephen House 4 BBD Bag (East)
Kolkata – 700 001
Tel No: 033 - 61606161
Website: www.hdfcbank.com

Now the Equity Shares of the Company i.e. Saumya Consultants Limited shall be admitted to trading on BSE. Such admission for trading will be subject to fulfillment by the Company of Direct listing criteria of BSE and also subject to such other terms and conditions as may be prescribed by BSE at the time of the application by the Company seeking listing.

Eligibility Criterion

The Company is submitting its Information Memorandum, containing information about itself, making disclosures in line with the disclosure requirement for public issues, as applicable, to BSE for making the said Information Memorandum available to public through their website viz. www.bseindia.com and its website: www.saumyaconsultants.com

Prohibition by SEBI

The Company, its directors, its promoters, other companies promoted by the promoters and companies with which the company’s directors are associated as directors have not been prohibited from accessing the capital markets under any order or direction passed by SEBI.

Caution

The Company accepts no responsibility for statements made otherwise than in the Information Memorandum or any other material issued by or at the instance of the Company and anyone placing reliance on any other source of information would be doing so at his or her own risk. All information shall be made available by the company to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner.

Filing

Copies of Information Memorandum have been filed with BSE in due compliance.

Listing

Application has been made to BSE for permission to deal in and for an official quotation of the Equity Shares of the Company. The Company has already taken steps for the completion of necessary formalities for commencement of trading at the Stock Exchanges mentioned above.

DEMAT Credit

The Company has executed Agreements with CDSL and NSDL for its securities in DEMAT form as per the following details:

Dematerialization of Shares

Tripartite agreements have been signed by the Company, Registrar and Depositories (CDSL and NSDL). The ISIN No. allotted to the Company is INE563C01015.

The details of shares in demat mode as on 30.09.2014 are given hereunder:

S. No.	Details	No. of Shares	Percentage of Total
1	Dematerialized Equity Shares	54,07,620	78.29 %

CAPITAL STRUCTURE OF THE COMPANY

The Details of Share Capital as on date of Information Memorandum is set forth below:

SHARE CAPITAL:

Particulars	Amount in (`)
Authorised Capital 70,00,000 Equity Shares of ` 10/- Each	7,00,00,000
Issued, Subscribed and Paid Up Capital 69,06,908 Equity Shares of ` 10/- Each Fully Paid Up	6,90,69,080

NOTES TO CAPITAL STRUCTURE:**DETAILS OF INCREASE/CHANGES IN AUTHORIZED SHARE CAPITAL OF OUR COMPANY:**

Sr. No	Particulars	Date of Meeting	Type of Meeting
1	Authorised Capital with Rs.1,00,000 divided into in 10000 Equity Shares of Rs.10/- each.	Incorporation	-
2	Increase in the authorized share capital of the Company from Rs.1,00,000 divided into 10000 Equity Shares of Rs.10/- each to Rs.40,00,000 divided into 400000 Equity Shares of Rs.10/- each.	24-01-1995	EGM
3	Increase in the authorized share capital of the Company from Rs.40,00,000 divided into 400000 Equity Shares of Rs.10/- each to Rs. 3,20,00,000 divided into 3200000 Equity Shares of Rs.10/- each	13-02-1996	EGM
4	Increase in the authorized share capital of the Company from Rs.3,20,00,000 divided into 3200000 Equity Shares of Rs.10/- each to Rs. 5,00,00,000 divided into 5000000 Equity Shares of Rs.10/-each	15-01-2000	EGM
5	Increase in the authorized share capital of the Company from Rs.5,00,00,000 divided into 5000000 Equity Shares of Rs.10/- each to Rs.7,00,00,000 divided into 7000000 Equity Shares of Rs.10/-each	27-03-2008	EGM

EQUITY SHARE CAPITAL HISTORY OF OUR COMPANY:

Date of Allotment / Date Fully Paid Up	No. of Equity Shares allotted	Cumulative No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Cumulative Securities Premium Account (₹)	Cumulative Paid-up Capital (₹)	Consideration	Nature of Issue and Category of Allottees
15.12.1993	200	200	10	10	Nil	2,000	Cash	Subscribers to the Memorandum
30.01.1995*	2,49,800	2,50,000	10	10	Nil	2500,000	Cash	Allotment to Promoters, Directors & their relatives
30.01.1995*	35,200	2,85,200	10	10	Nil	28,52,000	Cash	Allotment to Promoters, Directors & their relatives
31.03.1995	19,000	3,04,200	10	10	Nil	30,42,000	Cash	Allotment to Promoters, Directors & their relatives
28.02.1996	1,26,300	4,30,500	10	10	Nil	43,05,000	Cash	Allotted to Promoters, Directors & their relatives.
17.09.1996	5,69,500	10,00,000	10	10	Nil	1,00,00,000	Cash	Allotted to Promoters, Directors & their relatives.
17.09.1996	20,00,000	30,00,000	10	10	Nil	3,00,00,000	Cash	Public Issue
12.02.2000	18,00,000	48,00,000	10	10	Nil	4,80,00,000	Cash	Allotted to Promoters, Directors & their relatives.
23.06.2008	21,06,908	69,06,908	10	10	Nil	6,90,69,080	Cash	Amalgamation /Merger & Allotment to public through Initial Public Offer.

*Form -2 not available

DETAILS OF EQUITY SHARES ISSUED FOR CONSIDERATION OTHER THAN CASH

As on date, our Company has not issued any Equity Shares for consideration other than cash.

SHAREHOLDING PATTERN AS ON 15th November 2014 :

Category	No. of Shares	% of Shares
Promoters:-		
Individuals	37,90,420	54.88
Body Corporate	-	-
Public Shareholding:-		
Individuals	7,11,450	10.30
Body Corporate	24,05,038	34.82
Total	69,06,908	100.00

Distribution of shareholding as on 30.09.2014 :

Range	No. of Shareholders	As a % of Total Shareholders	Total Holdings in ()	As a % of Total Paid-up Capital
1- 500	895	85%	416450	6.03
501- 1000	134	12.72%	120800	1.75
1001-3000	3	0.28%	7500	0.11
3001-5000	1	0.09%	4000	0.06
5001-10000	1	0.09%	10000	0.14
10001-50000	7	0.66%	168600	2.44
50001-100000	1	0.09%	72000	1.04
100001 and above	11	1.04%	6107558	88.43
Total	1053	100%	6906908	100%

SHAREHOLDING PATTERN AS ON 30th June 2014 AS PER CLAUSE 35 OF LISTING AGREEMENT

Introductory sub-table (I) (a)

Partly Paid Up Shares	No. of partly paid up Shares	As a % of total no. of partly paid up shares	As a % of total no. of shares of the company
Held by Promoter / Promoter Group	0	0.00	0.00
Held by Public	0	0.00	0.00
Total	0	0.00	0.00

Outstanding convertible securities	No. of outstanding securities	As a % of total no. of outstanding convertible securities	As a % of total no. of shares of the company assuming full conversion of the convertible securities
Held by Promoter / Promoter Group	0	0.00	0.00
Held by Public	0	0.00	0.00
Total	0	0.00	0.00

Warrants	No. of Warrant	As a % of total no. of Warrants	As a % of total no. of shares of the company assuming full conversion of Warrants
Held by Promoter / Promoter Group	0	0.00	0.00
Held by Public	0	0.00	0.00
Total	0	0.00	0.00
Total Paid-up capital of the company assuming full conversion of warrants and convertible securities			` 69,06,9080

Category of Shareholder	No. of Shareholders	Total No. of Shares	Total No. of Shares held in Dematerialized Form	Total Shareholding as a % of Total No. of Shares		Shares pledged or Otherwise encumbered	
				As a % of (A+B)	As a % of (A+B+C)	No. of shares	As a % of Total No. of Shares
(A) Shareholding of Promoter and Promoter Group							
(1) Indian							
Individuals / Hindu Undivided Family	4	37,90,420	37,90,420	54.88	54.88	0	0.00
Central Government/ State Government (s)	0	0	0	0.00	0.00	0	0.00
Bodies Corporate	0	0	0	0.00	0.00	0	0.00
Sub Total(A) (1)	4	37,90,420	37,90,420	54.88	54.88	0	0.00
(2) Foreign		0	0	0.00	0.00	0	0.00
Sub Total(A) (2)	0	0	0	0.00	0.00	0	0.00
Sub Total (A1) + (A2)	4	37,90,420	37,90,420	54.88	54.88	0	0.00
(B) Public Shareholding							
(1) Institutions	0	0	0	0.00	0.00	0	0.00
Sub Total(B) (1)	0	0	0	0.00	0.00	0	0.00
(2) Non-Institutions							
(A)Bodies Corporate	16	2405038	725900	34.82	34.82	0	0.00
(B)Individuals							
i. Individual shareholders holding nominal share capital up to `1 lakh	1031	557850	21750	8.08	8.08	0	0.00
ii. Individual shareholders holding nominal share capital in excess of `1 lakh	4	153600	153600	2.22	2.22	0	0.00
Any Others (Specify)	0	0	0	0.00	0.00	0	0.00
Sub Total (B) (2)						0	0.00
Sub Total (B1) + (B2)	1051	3116488	901250	45.12	45.12	0	0.00
Total (A)+(B)	1055	6906908	4691670	100.00	100.00	0	0.00
(C) Shares held by Custodians and against which Depository Receipts have been issued							

(1) Promoter and Promoter Group	0	0	0	0.00	0.00	0	0.00
(2) Public	0	0	0	0.00	0.00	0	0.00
Sub Total(C)	0	0	0	0.00	0.00	0	0.00
GRAND TOTAL (A)+(B)+(C)	1055	6906908	4691670	100.00	100.00	0	0.00

(1)(b) Statement Showing Holding of Securities includes (shares, warrants, convertible securities) of person belonging to the category “promoter and promoter group”

Name of the Shareholder	Details of Shares held		Encumbered shares (*)			Detail s of warra nts		Details of converti ble securitie s		Total shares (includin g underl ying shares assuming full conversio n of warrant s and Converti ble securit ies) as a % of diluted share capital
	No. of Shares held	As a % of grand total (A)+(B)+(C)	No.	As a %	As a % of grand total (A)+(B)+(C)	No. of warra nts held	As a % total no. of warra nts of the sam e	No. of conve r tible securiti es held	As a % total numb e r of conve r tible securiti es of	
Arun Kumar	1,671,920	24.21	-	-	-	-	-	-	-	24.21
Arun Kumar Agrawalla HUF	1,047,100	15.16	-	-	-	-	-	-	-	15.16
Sudha Agrawalla	685,000	9.92	-	-	-	-	-	-	-	9.92
Gaurang Agrawalla	386,400	5.59	-	-	-	-	-	-	-	5.59
Total	37,90,420	54.88	0	0.00	0.00	0	0.00	0	0.00	54.88

(1)(c)(i) Statement Showing Holding of Securities includes (shares, warrants, convertible securities) of person belonging to the category "public " and holding more than 1% of the total number of shares

S.No.	Name of the Shareholder	No. of Shares held	Shares as % of Total No. of Shares	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				No. of warrants held	As a % total no. of warrants of the same class	No. of convertible securities held	% w.r.t total no. of convertible securities of the same class	
1	Dhanverdhi Exports limited	476400	6.90	0	0.00	0	6.90	6.90
2	Core Mercantile Private Limited	332100	4.81	0	0.00	0	4.81	4.81
3	Swagtam Distributors Private Limited	296400	4.29	0	0.00	0	4.29	4.29
4	Bright Finance Private Limited	291500	4.22	0	0.00	0	4.22	4.22
5	Vidyut Dealers Private Limited	286288	4.14	0	0.00	0	4.14	4.14
6	Superlight Finance Private Limited	221750	3.21	0	0.00	0	3.21	3.21
7	Windsor Mercantile Private limited	202700	2.93	0	0.00	0	2.93	2.93
8	Windsor Mercantiles Private Limited	110000	1.59	0	0.00	0	1.59	1.59
9	Superlight Finance Private Limited	100000	1.45	0	0.00	0	1.45	1.45
10	Sanjiv Kumar Verma	72000	1.04	0	0.00	0	1.04	1.04
	Total	23,89,138	34.59	0	0.00	0	34.59	34.59

(1)(c)(ii) Statement Showing Holding of Securities includes (shares, warrants, convertible securities) of person belonging to the category "public" and holding more than 5% of the total number of the share of the Company

S N o	Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them	No. of Shares	Share s as % of Total No. of Shares	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Num ber of warr ants	As a % total number of warrants of the same class	Number of convertibl e securities held	% w.r.t total number of convertible securities of the same class	
1	Dhanverdhi Exports Limited	476400	6.90	0	0.00	0	0.00	0
	Total	476400	6.90	0	0.00	0	0.00	0

(I)(d) Statement showing details of locked-in shares

S.No.	Name of the Shareholder	No. of Shares	Locked-in Shares as % of Total No. of Shares
-----NOT APPLICABLE-----			

(II)(a) Statement showing details of Depository Receipts (DRs)

S.No.	Type of Outstanding DR (ADRs, GDRs, SDRs, etc.)	No. of Outstanding DRs	No. of Shares Underlying outstanding DRs	Shares Underlying Outstanding DRs as % of Total No. of Shares
-----NOT APPLICABLE-----				

(II)(b) Statement showing holding of Depository Receipts (DRs), where underlying shares held by "promoter/promoter group" are in excess of 1% of the total number of shares

S.No.	Name of the DR Holder	Type of Outstanding DR (ADRs, GDRs, SDRs, etc.)	No. of Shares Underlying Outstanding DRs	Shares Underlying Outstanding DRs as Total No. of Shares
-----NOT APPLICABLE-----				

SHAREHOLDING PATTERN AS ON 30th September 2014 AS PER CLAUSE 35 OF LISTING AGREEMENT

Introductory sub-table (I) (a)

Partly Paid Up Shares	No. of partly paid up Shares	As a % of total no. of partly paid up shares	As a % of total no. of shares of the company
Held by Promoter / Promoter Group	0	0.00	0.00
Held by Public	0	0.00	0.00
Total	0	0.00	0.00

Outstanding convertible securities	No. of outstanding securities	As a % of total no. of outstanding convertible securities	As a % of total no. of shares of the company assuming full conversion of the convertible securities
Held by Promoter / Promoter Group	0	0.00	0.00
Held by Public	0	0.00	0.00
Total	0	0.00	0.00

Warrants	No. of Warrant	As a % of total no. of Warrants	As a % of total no. of shares of the company assuming full conversion of Warrants
Held by Promoter / Promoter Group	0	0.00	0.00
Held by Public	0	0.00	0.00
Total	0	0.00	0.00

Total Paid-up capital of the company assuming full conversion of warrants and convertible securities	` 69,06,9080		
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Category of Shareholder	No. of Shareholders	Total No. of Shares	Total No. of Shares held in Dematerialized Form	Total Shareholding as a % of Total No. of Shares		Shares pledged or Otherwise encumbered	
				As a % of (A+B)	As a % of (A+B+C)	No. of shares	As a % of Total No. of Shares
(A) Shareholding of Promoter and Promoter Group							
(1) Indian							
Individuals / Hindu Undivided Family	4	37,90,420	37,90,420	54.88	54.88	0	0.00
Central Government/ State Government (s)	0	0	0	0.00	0.00	0	0.00
Bodies Corporate	0	0	0	0.00	0.00	0	0.00
Sub Total(A) (1)	4	37,90,420	37,90,420	54.88	54.88	0	0.00
(2) Foreign		0	0	0.00	0.00	0	0.00
Sub Total(A) (2)	0	0	0	0.00	0.00	0	0.00
Sub Total (A1) + (A2)	4	37,90,420	37,90,420	54.88	54.88	0	0.00
(B) Public Shareholding							
(1) Institutions	0	0	0	0.00	0.00	0	0.00
Sub Total(B) (1)	0	0	0	0.00	0.00	0	0.00
(2) Non-Institutions							
(A)Bodies Corporate	14	2405038	1441850	34.82	34.82	0	0.00
(B)Individuals							
i. Individual shareholders holding nominal share capital up to `1 lakh	1031	557850	21750	8.08	8.08	0	0.00
ii. Individual shareholders holding nominal share capital in excess of `1 lakh	4	153600	153600	2.22	2.22	0	0.00
Any Others (Specify)	0	0	0	0.00	0.00	0	0.00
Sub Total (B) (2)	1049	3116488	1617200	45.12	45.12	0	0.00
Sub Total (B1) + (B2)	1049	3116488	1617200	45.12	45.12	0	0.00
Total (A)+(B)	1053	6906908	5407620	100.00	100.00	0	0.00
(C) Shares held by Custodians and against which Depository Receipts have been issued							

(1) Promoter and Promoter Group	0	0	0	0.00	0.00	0	0.00
(2) Public	0	0	0	0.00	0.00	0	0.00
Sub Total(C)	0	0	0	0.00	0.00	0	0.00
GRAND TOTAL (A)+(B)+(C)	1053	6906908	5407620	100.00	100.00	0	0.00

(1)(b) Statement Showing Holding of Securities includes (shares, warrants, convertible securities) of person belonging to the category “promoter and promoter group”

Name of the Shareholder	Details of Shares held		Encumbered shares (*)			Details of warrants		Details of convertible securities	
	No. of Shares held	As a % of grand total (A)+(B)+(C)	No.	As a %	As a % of grand total (A)+(B)+(C)	No. of warrants held	As a % total no. of warrants of the same class	No. of convertible securities held	As a % total number of convertible securities of the same class
Arun Kumar Agrawalla	1,671,920	24.21	-	-	-	-	-	-	-
Arun Kumar Agrawalla HUF	1,047,100	15.16	-	-	-	-	-	-	-
Sudha Agrawalla	685,000	9.92	-	-	-	-	-	-	-
Gaurang Agrawalla	386,400	5.59	-	-	-	-	-	-	-
Total	37,90,420	54.88	0	0.0	0.00	0	0.00	0	0.00

(1)(c)(i) Statement Showing Holding of Securities includes (shares, warrants, convertible securities) of person belonging to the category "public " and holding more than 1% of the total number of shares

S.No.	Name of the Shareholder	No. of Shares held	Shares as % of Total No. of Shares	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				No. of warrants held	As a % total no. of warrants of the same class	No. of convertible securities held	% w.r.t total no. of convertible securities of the same class	
1	Dhanverdhi Exports limited	476400	6.90	0	0.00	0	6.90	6.90
2	Core Mercantile Private Limited	332100	4.81	0	0.00	0	4.81	4.81
3	Swagtam Distributors Private Limited	296400	4.29	0	0.00	0	4.29	4.29
4	Bright Finance Private Limited	291500	4.22	0	0.00	0	4.22	4.22
5	Vidyut Dealers Private Limited	286288	4.14	0	0.00	0	4.14	4.14
6	Superlight Finance Private Limited	321750	4.66	0	0.00	0	3.21	4.66
7	Windsor Mercantile Private limited	312700	4.53	0	0.00	0	2.93	4.53
8	Sanjiv Kumar Verma	72000	1.04	0	0.00	0	1.04	1.04
	Total	23,89,138	34.59	0	0.00	0	34.59	34.59

(1)(c)(ii) Statement Showing Holding of Securities includes (shares, warrants, convertible securities) of person belonging to the category "public" and holding more than 5% of the total number of the share of the Company

S N o	Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them	No. of Shares	Share s as % of Total No. of Share s	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Num ber of warr ants	As a % total number of warrants of the same class	Number of convertibl e securities held	% w.r.t total number of convertible securities of the same class	
1	Dhanverdhi Exports Limited	476400	6.90	0	0.00	0	0.00	0
	Total	476400	6.90	0	0.00	0	0.00	0

(I)(d) Statement showing details of locked-in shares

S.No.	Name of the Shareholder	No. of Shares	Locked-in Shares as % of Total No. of Shares
-----NOT APPLICABLE-----			

(II)(a) Statement showing details of Depository Receipts (DRs)

S.No.	Type of Outstanding DR (ADRs, GDRs, SDRs, etc.)	No. of Outstanding DRs	No. of Shares Underlying outstanding DRs	Shares Underlying Outstanding DRs as % of Total No. of Shares
-----NOT APPLICABLE-----				

(II)(b) Statement showing holding of Depository Receipts (DRs), where underlying shares held by "promoter/promoter group" are in excess of 1% of the total number of shares

S.No.	Name of the DR Holder	Type of Outstanding DR (ADRs, GDRs, SDRs, etc.)	No. of Shares Underlying Outstanding DRs	Shares Underlying Outstanding DRs as Total No. of Shares
-----NOT APPLICABLE-----				

LIST OF TOP 10 SHAREHOLDERS ALONGWITH THE NUMBER OF SHARES HELD as on 31st March 2014

S. No	Name of Shareholders	No. of Shares	% of total No. of Shares
1	Mr. Arun Kumar Agarwalla	1671920	24.21
2	Mr. Arun Kumar Agarwalla (HUF)	1047100	15.16
3	Mrs. Sudha Agarwalla	685000	9.92
4	M/s Dhanverdhi Exports Limited	476400	6.90
5	Mr. Gaurang Agarwalla	386400	5.59
6	M/s Core Mercantile Pvt. Ltd	332100	4.81
7	M/s Superlight Finance Pvt. Limited	321750	4.66
8	M/s Windsor Mercantile Pvt. Limited	312700	4.53
9	M/s Swagtam Distributors Pvt. Ltd	296400	4.29
10	M/s Bright Finance Pvt. Limited	291500	4.22

Details of Outstanding Convertible Instruments including Warrants Pending Conversion.: Not Applicable

Details of Group/Subsidiary companies, such as name of the company, the stock exchanges where they are listed and the market prices of their securities during the week preceding the date of application for listing on this Exchange.

Our Company does not have any Group / Subsidiary Companies which are listed on any stock exchange except the below mentioned Company:-

S.No.	Name of the Company	Name of the Stock Exchange where the company is listed.
1.	Valley Magnesite Company Limited	Calcutta Stock Exchange

Statement showing dividends and cash bonuses paid during the last 10 years or such shorter period as the company has been in existence.

Our Company has not allowed for any dividend and cash bonuses at any time during the last 10 years.

Statement containing particulars of the dates of and parties to all material contracts, agreements (including agreements for technical advice and collaboration), concessions and similar other documents (except those entered into in the ordinary course of business carried on or intended to be carried on by the company) together with the brief description of terms, subject matter and general nature of the documents, if applicable.

Not Applicable.

Statement containing particulars of any commission, brokerage, discount or other special terms including an option for the issue of any kind of securities granted to any person, if applicable.

Not Applicable.

SECTION IV –ABOUT THE COMPANY BUSINESS OVERVIEW

INTRODUCTION

Saumya Consultants Limited (registered with the Reserve Bank of India (RBI) as a Non-Banking Financial Company), is presently engaged in business of investment in securities & mutual funds, inter corporate loans, and such allied fund based activities.

OUR SERVICES

Investment in Securities

Investment in Securities can be related to high returns and low expenses with the process of liberalization and deregulation in the country. The policies of the government have made this area as an attractive option for financial service companies.

Investment in mutual funds

Investment in mutual funds can be related to steady flow of income, high capital appreciation with high income & providing income or capital appreciation with tax benefits

Inter-corporate Loans

Saumya Consultants Limited proposes to integrate its financial services activities by entering into expanding its operations in Inter Corporate Loans. Commercial banks also offer this facility, but this is found to be inadequate and the finance Companies can be an alternate source.

Loans and Advances

Our Company does the business of financing and advancing short term and long term loans, credits, to individuals or associations of person by a whatever name called either on securities such as land, buildings or part thereof, machinery, plants, shares, debentures, government securities, stock certificates, life insurance policies, units, stock-in-trade or on guarantee on such terms as may seem expedient and to release or discharge any debt or obligation owing to the company.

INDUSTRY STRUCTURE AND DEVELOPMENTS

Saumya Consultants Limited is a NBFC and is engaged mainly in the business of investing in Securities. The industry structure relevant to the Company's operations is mainly concerned with the loans and advances.

The NBFCs sector is undergoing a significant transformation at present and has come to be recognized as an important element of the financial system. The recent issue in financial sector has highlighted the necessity, importance and significant role, the NBFCs play in development of nation's infrastructure.

In the financial system of India, importance of NBFCs has been much discussed. RBI has been setting right its regulatory and supervising policies from time to time to keep pace with the changes in the environment. NBFCs have been actively fuelling the growth of the economy – especially the infrastructure part of the economy and have been supplementing the Banking system effectively and thus enhancing competition

and diversification in the financial sector.

The NBFCs have attracted substantial investments during the recent years both from the retail and from the wholesale side. The growth also has been significant during this year. The NBFCs have been catalysts in accelerating the growth in the semi urban and rural areas. The projections made by RBI and other financial forecasts give substantial growth opportunities for the industry in the coming years.

FUTURE BUSINESS PROSPECTUS

With the gradual liberalization of the capital market, the financial sector in the country is opening up and thus providing an increasing array of business opportunities in domestic as well as global context. The most remunerative field of investment is capital and money market as is apparent from the shifting of the household savings from fixed interest bearing securities to the primary and secondary market operations, as disclosed in the Bombay Stock Exchange directory. The economy of India is experiencing the vast rehabilitating measures adopted by the government after the deteriorated situation in 1990-91, Extensive reforms in form of liberalization and globalization has been inducted in Indian economy policy and as a result of which the companies in India have been able to exploit lots of potential in the industrial and financial channels of production and services.

OPPORTUNITIES & THREATS

Capital markets at present are going through turbulent times due to slow-down in domestic economy, slow-down in reforms, uncertain global economic environment, economic crisis faced by a few countries in Europe, fluctuations in currency rates, etc. Although the inflation has remained steady during the year but it is still under pressure due to hike in petrol prices, burden of diesel subsidies, high fiscal deficit, etc. However, we feel that the opportunities will soon arise in the markets upon the corrective policies by the government and better fiscal management which will strengthen the economy.

The NBFC industry holds immense potential and the Government of India's increased focus towards Financial Inclusion has created various opportunities for existing NBFCs to leverage on their established customer base in rural areas. The recent steps by the Government of India to create Infrastructure for NBFC and to provide banking license for NBFCs is a positive signal. The above opportunities have made the Industry highly competitive with the emergence of new category of systematically important NBFCs. Along with existing local and Multinational players leading to tough competition within the industry.

CHALLENGES & FUTURE OUTLOOK

While NBFCs have witnessed substantial growth over the years, there are few areas of concern which need to be addressed. For instance, while NBFCs have enjoyed an edge over banks in semi-urban & rural markets where banking network is not yet strong, they have limited spread in urban markets. Nonetheless, in recent years, NBFCs have begun to create niches for themselves that are often neglected by banks. These primarily include providing finance to non-salaried individuals, traders, transporters, stock brokers, etc.

The growth of the Company depends directly upon the performance of the Securities Market, the Regulatory framework and other micro and macro economic factors in the economy viz-a-viz movements in the interest rates, fluctuation in the currency rates, etc. that have a direct bearing on the investment decisions of the Company.

INTERNAL CONTROL SYSTEMS

The Company has built adequate systems of internal controls towards achieving efficiency and effectiveness in operations, optimum utilization of resources, and effective monitoring thereof as well as compliance with all applicable laws. The internal control mechanism comprises of well-defined organization structure, documented policy guidelines, predetermined authority levels and processes commensurate with the level of responsibility.

HUMAN RESOURCES MANAGEMENT

The Company's belief in trust, transparency and teamwork improved employee efficiency at all levels. The Company's commitment to harmonious industrial relations resulted in enhancing effectiveness of operations and enabled the achievement of benchmarks in industry. The company's ongoing objective is to create an inspirational work climate where talented employees engaged in creating sustained value for the stakeholders.

Training and orientation programs are being arranged periodically, to update the employees in the work techniques. The overall human resources are positive and we would be able to effectively achieve the desired objectives. The Company has developed an environment of harmonious and cordial relations with its employees.

SWOT ANALYSIS:

<p><u>STRENGTHS</u></p> <ul style="list-style-type: none"> ✓ Strong customer relationship ✓ Experienced Management Team ✓ Easy and fast appraisal and disbursements ✓ Focus on recovery 	<p><u>WEAKNESSES</u></p> <ul style="list-style-type: none"> ✓ Recession in any of the industries where the company has deployed/proposes to deploy its funds ✓ Higher regulatory restrictions ✓ Inherent credit risk due to involvement in fund based activities
<p><u>OPPORTUNITIES</u></p> <ul style="list-style-type: none"> ✓ Capital market provides ample opportunities for profitable investments ✓ Blurring gap with banks in terms of cost of funds ✓ Rapid industrial & infrastructural development leads to growth of financial services industry ✓ Personal loans, home equity, IPO financing are new areas to boost profitability 	<p><u>THREATS</u></p> <ul style="list-style-type: none"> ✓ Increased Competition from public sector institutions, banks and other companies ✓ Economic crisis and economic instability ✓ Growing retail thrust within banks ✓ Entry of foreign players in post 2009 scenario

HISTORY AND CORPORATE STRUCTURE

Our Company was originally incorporated on December 15, 1993, as “Saumya Consultants Private Limited” under the provisions of the Companies Act, 1956 with the Registrar of Companies, Calcutta. Subsequently, our Company was converted into a public limited company as “Saumya Consultants Limited” by passing a special resolution dated December 28, 1995 in terms of section 44 of the Companies Act 1956 and received fresh Certificate of Incorporation dated February 8, 1996 issued by the Registrar of Companies, Calcutta. The Corporate Identification Number of the Company is L67120WB PLCO61111.

The Registered Office of our company is situated at A-402 Mangalam, 24/26 Hemanta Basu Sarani, Hare Street, Kolkata 700001.

The following four companies were merged into Saumya Consultants Limited:-

- Intellect Merchants Private Limited
- Bakshiram Uderam Marketing Private Limited
- Decolic Dealers Private Limited
- Bhagats Joshi(India) Limited

BUSINESS MODEL

The securities market achieves one of the most important functions of channeling idle resources to productive resources or from less productive resources to more productive resources. Hence in the broader context the people who save and investors who invest focus more towards the economy's abilities to invest and save respectively. This enhances savings and investments in the economy, the two pillars for economic growth. The Indian Capital Market has come a long ways in this process and with a strong regulator it has been able to usher an era of a modern capital market regime. The past decade in many ways has been remarkable for securities market in India. It has grown exponentially as measured in terms of amount raised from the market, the number of listed stocks, market capitalisation, trading volumes and turnover on stock exchanges, and investor population. The market has witnessed fundamental institutional changes resulting in drastic reduction in transaction costs and significant improvements in efficiency, transparency and safety.

Changes in Memorandum of Association

Except as stated below there has been no change in the Memorandum of Association of our Company since its Incorporation:

S.No		Date of Meeting	Type of Meeting
1	Authorised Capital with Rs.1,00,000 divided into in 10000 Equity Shares of Rs.10/- each.	Incorporation	-
2	Increase in the authorized share capital of the Company from Rs.1,00,000 divided into 10000 Equity Shares of Rs.10/- each to Rs.40,00,000 divided into 400000 Equity Shares of Rs.10/- each.	24-01-1995	EGM
3	Increase in the authorized share capital of the Company from Rs.40,00,000 divided into 400000 Equity Shares of Rs.10/- each to Rs. 3,20,00,000 divided into 3200000 Equity Shares of Rs.10/-each	13-02-1996	EGM

4	Increase in the authorized share capital of the Company from Rs.3,20,00,000 divided into 3200000 Equity Shares of Rs.10/- each to Rs. 5,00,00,000 divided into 5000000 Equity Shares of Rs.10/-each	15-01-2000	EGM
5	Increase in the authorized share capital of the Company from Rs.5,00,00,000 divided into 5000000 Equity Shares of Rs.10/- each to Rs.7,00,00,000 divided into 7000000 Equity Shares of Rs.10/-each	27-03-2008	EGM

MAIN OBJECTS OF OUR COMPANY:

The main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

1. To carry on all or any of the business as buyers, sellers, suppliers, traders merchants, importers, exporters, indentors, brokers, agents, assemblers packers, stockists ,distributors and dealers of and in all kinds of ,foodarticles,forestproducts,minerals,metals,chemicals,Industrial and other gases alcohols, wines & beverages, eligible and non-eligible oils, fats petrol and diesel oil and other petroleum products, consumers and domestic and household articles, hardware goods, plant and machinery equipments ,component, store spare parts and accessories and other engineering goods, fibres and fibrous substances, commercial natural and man made fibres, readymade garments textiles granite of all kinds, all types of yarns, jute and jute products, cement, dyes ,building materials ,vehicles and vehicle parts, machine parts and Industrial components plastics and electronic parts and devices, bullan, gems. Ivory, precious stockers, jewellery and ornaments, food grains and all kinds of articles, merchandise and other things required in connection therewith.
2. To carry on business as advisers and /or consultants on matters and problems relating to the ,capital marketing, share broker, orrul and industrial taxation administration, ,accountancy, costing, finance, marketing, Import, export, commercial and economic activities, quality control and data processing, technical know how, operation, manufacture, production storage, distribution sale and purchase of goods and properties other activities of and in relation to any business, trade, commerce Industry, housing or real estate.

MATERIAL CONTRACTS

The Company has not entered into any material contract, concessions and similar other documents except those entered into in the ordinary course of the business carried on or intended to be carried on by the company.

OUR SUBSIDIARIES

As on date of the Information Memorandum our Company has no subsidiary.

COLLABORATIONS

The Company has so far not entered into any technical or financial collaboration agreement.

MANAGEMENT

BOARD OF DIRECTORS

Under our Articles of Association, our Company is required to have not less than three (3) directors and not more than twelve (12) directors. Our Company currently has 5 directors on Board. The following table sets forth current details regarding our Board of Directors:

S. No.	Name, Father's name, Address, Experience, Occupation, Qualification & DIN	Age	Status of Directorship in our Company	Other Directorships
1	Mr. Arun Kumar Agarwalla Father's Name - Mr.Kishan Lal Agarwalla Address - 3B Harikunj, 7 Iron Side Road Kolkata- - 700019 Experience - 33 Years Occupation -Business Qualifications -B.Com DIN - 00607272 PAN - ABQPA8379M	54 Years	Managing Director	<ul style="list-style-type: none"> ❖ Singhal Towers Pvt Ltd. ❖ Balaji Vaisneo Trading Co. Pvt Ltd. ❖ Ganodaya Finlease Ltd. ❖ Valley Magnesite Co. Ltd.
2	Mrs. Sudha Agarwalla Father's Name - Mr. Bhagwati Prasad Jalan Address - 3B Harikunj, 7 Iron Side Road Kolkata- 700019 Experience - 19Years Occupation - Business Qualifications - B. Com DIN - 00938365 PAN - AECPA2307L	50 Years	Non- Executive Director	<ul style="list-style-type: none"> ❖ Singhal Towers Pvt Ltd. ❖ Ganodaya Finlease Ltd. ❖ Valley Magnesite Co. Ltd.
3	Mr. Uttam Banerjee Father's Name - Late Ananda Prasad Banerjee Address - Hospital Road, Barakar, Burdwan, - 713324 , West Bangal Experience - 20 Years Occupation - Service Qualifications - BCOM DIN - 00607337 PAN -ADBPB7207J	54 Years	Non - Executive Director	<ul style="list-style-type: none"> ❖ Vidyt dealers Private Limited ❖ Sashwat Infraprojects Private Limited ❖ Swagatam Distributers Pvt. Ltd. ❖ Dhanverdhi Exports Limited
4	Mr. Rajesh Kumar Routh Father's Name - Mr. Ram Deo Routh Address - P.o. Chirkunda,Dist. Dhanbad- 828202 (Jharkhand) Experience - 16 Years Occupation - Business	40 Years	Non- Executive Independent Director	<ul style="list-style-type: none"> ❖ Windsor Mercantile Pvt. Ltd. ❖ Core Mercantiles Pvt. Ltd ❖ Ganodaya Finlease Ltd.

	Qualifications - B.Com DIN - 00939206 PAN- AFOPR0243M			
5	Mr. Sambhu Nath Modi Father's Name - Mr. Mahavir Prasad Modi Address - P.o. Chirkunda, Dist. Dhanbad-828202 (Jharkhand) Experience - 35 Years Occupation - Business Qualifications - B.Com DIN - 02782718 PAN-ADLPM0470G	58 Years	Chairman & Non-Executive Independent Director	❖ Amarshakti Commerce & Industries Ltd. ❖ Dhanverdhi Exports Limited ❖ Ganodaya Finlease Limited ❖ Valley Magnesite Company Limited

BRIEF PROFILE OF DIRECTORS

A. Mr. Arun Kumar Agarwalla

Mr. Arun Kumar Agarwalla aged 54 years is a Commerce Graduate from Ranchi University .He is the Managing director of the Company having experience of 33 years in the field of Accounts, Investments & Fund Management. He has been instrumental in formation of our company. He is also well-versed in technical and fundamental analysis of Capital Markets and has attended various seminars for the purpose. Under his dynamic leadership and vast experience, we are able to deliver constant value to our customers time and again. He has been the architect of our company's projects and expansion strategy.

B. Mrs. Sudha Agarwalla

Mrs. Sudha Agarwalla, aged 50 years, is a Commerce Graduate from Guwahati University. She is Director of the Company having experience of more than 19 years in the field of Investment and Finance business. She is recognized for her experience in the field of Accounts, Finance and Fund Management. The Company will surely benefit in the long-run from her varied experience in financial markets.

C. Mr. Uttam Banerjee

Mr. Uttam Banerjee aged 54 years has perused Bachelor of Commerce (B.com) from Burdwan University. He is having experience of more than 30 years in the field of Accounts, Finance and Fund Management. He is Non-Executive Dependent Director of the Company.

D. Mr. Rajesh Kumar Rauth

Mr. Rajesh Kumar Routh aged 40 years is a Commerce Graduate from Ranchi University. He is Director of the Company having experience of more than 16 years of experience in the field of Investment and Finance business.

E. Mr. Shambhu Nath Modi

Mr. Shambhu Nath Modi aged 58 years is a Commerce Graduate from Ranchi University. He is Non-Executive Independent Director of the Company having experience of more than 35 years in the field of Investment and Finance business. His excellent people management and team building abilities besides infusing the spirit of action and a result oriented work culture. He is a firm believer in value based strategies.

CHANGES IN BOARD OF DIRECTORS DURING LAST THREE YEARS

There has been no change in our board of Director, except the below changes:-

Sr. No.	Name of Director	Appointment	Cessation
1.	Mrs. Astha Loyalka	-	22.03.2013
2.	Mr. Anil Kumar Meharia	-	18.06.2014
3.	Mr. Gaurang Agarwalla	-	18.06.2014
4.	Mr. Shambu Nath Modi	18.06.2014	-
5.	Mr. Uttam Banerjee	18.06.2014	-

SHAREHOLDING OF DIRECTORS

Sr. No.	Name of Director	No. of Shares Held	% of Total No. of Shares
1.	Mr. Arun Kumar Agarwalla	1671920	24.21 %
2.	Mrs. Sudha Agarwalla	685000	9.92%
3.	Mr. Rajesh Kumar Routh	20000	0.29%

CORPORATE GOVERNANCE

Corporate Governance is administered through our Board and the Committees of the Board. In compliance with Clause 49 of the Listing Agreement with the Stock Exchange, we have formed the Audit Committee, Shareholders' / Investors Grievance Committee and Remuneration Committee. However, the primary responsibility for upholding Corporate Governance and providing necessary disclosures within the framework of legal provisions and institutional conventions with commitment to enhance shareholders' value vests with our Board.

Our Company being listed Company; we are in compliance with the applicable provisions of the Listing Agreements pertaining to Corporate Governance, including composition of Board of Directors, appointment of Independent Directors.

The Board of Directors of the Company consists of 5 (Five) members and out of 5 (Five) Directors 2 (Two) are Non Executive Independent Directors, and 1 (one) is Executive Director and 2(Two) are Non - Executive Director.

Our Company has constituted an Audit Committee, Remuneration Committee and Stakeholder Relationship committee, as per the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement to be entered with Stock Exchanges. The terms of reference of Audit Committee, Remuneration Committee and Shareholders/Investor's Grievance committee complies with the requirements of Clause 49 of the Listing Agreement, entered into with the Stock Exchanges.

In terms of the above stated provision of listing agreement, the Company reconstituted its Audit Committee, Remuneration Committee and Shareholder/ Investor Grievance Committee on 18th June, 2014.

Committee	Designation
Audit Committee	
Shambu Nath Modi	Chairman
Rajesh Kumar Routh	Member
Sudha Agarwalla	Member
Nomination & Remuneration Committee	
Rajesh Kumar Routh	Chairman
Shambu Nath Modi	Member
Sudha Agarwalla	Member
Stakeholder Relationship Committee	
Shambu Nath Modi	Chairman
Rajesh Kumar Routh	Member
Arun Kumar Agarwalla	Member

BOARD PROCEDURE

The Board of Directors meets at least once in a quarter and there will be not less than 4 meetings in a year. The agenda for the meeting together with the relevant notes are circulated in accordance with the provisions of the Act.

REPORT ON CORPORATE GOVERNANCE

Our Company is in compliance with the provisions of the clause 49 of the Listing Agreement of the Stock Exchange.

CODE OF CONDUCT

The Company has adopted the Code of Conduct and ethics for Directors and Senior Management. The code has been circulated to all the Member of the Board and Senior Management and the same has been put on the company's website. The Board Members and Senior Management has affirmed their compliance with the code of conduct and a declaration signed by the Managing Director of the Company is appearing elsewhere in the Annual Report.

DECLARATION OF OPERATING RESULTS

We declare the Quarterly operating results which are reported to the Stock Exchange in compliance with the provisions of the Listing Agreement. The un-audited/audited quarterly results are declared as per Clause 41 of the Listing Agreement.

PAYMENT OR BENEFITS

No amount or benefit (other than salary) has been paid or given by our Company within two preceding years or intended to be given to any officer of Our Company.

LOAN TAKEN BY DIRECTORS/ KEY MANAGEMENT PERSONNEL

Our Company has not provided any loan to Directors / Key Managerial Personnel.

OUR PROMOTERS

Our Promoter of the Company is Mr. Arun Kumar Agarwalla & Mrs. Sudha Agarwalla

A. Mr. Arun Kumar Agarwalla

Mr. Arun Kumar Agarwalla aged 54 years is a Commerce Graduate from Ranchi University .He is the Chairman & Managing director of the Company having experience of 33 years in the field of Accounts, Investments & Fund Management. He has been instrumental in formation of our company. He is also well-versed in technical and fundamental analysis of Capital Markets and has attended various seminars for the purpose. Under his dynamic leadership and vast experience, we are able to deliver constant value to our customers time and again. He has been the architect of our company's projects and expansion strategy. He is the Chairman of the Stakeholder Relationship Committee.

Identification

Particulars	Details
Name	Mr. Arun Kumar Agarwalla
Permanent Account Number	ABQPA8379M
Passport No-	K4911081

B. Mrs Sudha Agarwalla

Mrs. Sudha Agarwalla, aged 50 years, is a Commerce Graduate from Guwahati University. She is Director of the Company having experience of more than 19 years in the field of Investment and Finance business. She is recognized for her experience in the field of Accounts, Finance and Fund Management. The Company will surely benefit in the long-run from her varied experience in financial markets.

Identification

Particulars	Details
Name	Mrs. Sudha Agarwalla
Permanent Account Number	AECPA2307L
Passport No-	H5713181

OUR PROMOTER GROUP

Promoter Group Entities as per Regulation 2 sub regulation (zb) of SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2009

a) The immediate relative (Individual) of the promoter

Relationship	Mr. Arun Kumar Agarwalla	Mrs. Sudha Agarwalla
Father	Late Mr. Kishan Lal Agarwalla	Mr. Bhagwati Pd. Jalan
Mother	Late Mrs .Moni Devi Agarwalla	Mrs. Gayatri Devi Jalan
Spouse	Mrs. Sudha Agarwalla	Mr. Arun Kumar Agarwalla
Brother	Mr. Basu Deo Agarwalla Mr.Gajanand Agarwalla Mr. Bajrang Agarwalla,	Mr. Krishna Jalan, Mr. Ratan Jalan
Sister	Mrs. Radha Bhiwaniwala Mrs. Sima Bajla Mrs. Rukmini Devi Agarwalla Mrs. Gita Agarwalla, Mrs. Sushila Himatsingka Mrs. Santosh Agarwalla Mrs. Lata Rasiwasia.	Mrs. Mridula Agarwalla Mrs. Madhu Siotia
Son	Mr. Gaurang Agarwalla	Mr.Gaurang Agarwalla
Daughter	Mrs. Astha Loyalka Mrs. Sanchi Khetawat	Mrs. Astha Loyalka Mrs.Sanchi Khetawat
Spouse's Father	Mr. Bhagwati Pd.Jalan	Late Mr.Kishan Lal Agarwalla
Spouse's Mother	Mrs. Gayatri Devi Jalan	Mrs. Moni Devi Agarwalla
Spouse's Brother	Mr. Krishna Jalan Mr. Ratan Jalan	Mr.Basu Deo Agarwalla Mr.Gajanand Agarwalla Mr. Bajrang Agarwalla
Spouse's Sister	Mrs. Mridula Agarwalla Mrs. Madhu Siotia	Mrs. Radha Bhiwaniwala Mrs. Sima Bajla Mrs. Rukmini Devi Agarwalla Mrs. Gita Agarwalla Mrs. Sushila Himatsingka Mrs. Santosh Agarwalla Mrs. Lata Rasiwasia.

b) Companies, Firms and HUFs which form part of our Promoter Group are as follows:

S.No.	Nature of Relationship	Entity
(1)	Any company in which 10% or more of the share capital is held by the Promoter or an immediate relative of the Promoter or a firm or HUF in which the Promoter or any one or more of his immediate	<ul style="list-style-type: none"> ❖ Valley Magnesite Company Limited ❖ Singhal Towers Private Limited ❖ Sashwat Infraprojects Private Limited

	relative is a member	
(2)	Any company in which a company mentioned in (1) above, holds 10% or more of the total share capital	NIL
(3)	Any HUF or firm in which the aggregate share of the Promoter and his immediate relatives is equal to or more than 10% of the total holding	Firms: - NA Hindu Undivided Family:- A.K. Agarwalla (H.U.F)

OUR PROMOTER GROUP ENTITIES**1. Valley Magnesite Company Limited :**Corporate Information:

Valley Magnesite Company Limited was incorporated on 03.11.1988 vide Certificate of Incorporation issued by registrar of Companies, Calcutta. The CIN of Valley Magnesite Company Limited is L23109WB1988PLC045491

Interest of Promoters & Promoter Group:

Name	Number of Shares held	%age of Shareholding
Mr. Arun Kumar Agarwalla	161900	15.42
Mrs. Sudha Agarwalla	106000	10.10

2. Singhal Towers Private LimitedCorporate Information:

Singhal Towers Private Limited was incorporated on 07.05.1991 vide Certificate of Incorporation issued by registrar of Companies, Calcutta. The CIN of Singhal Towers Private Limited is U45201WB1991PTC051649.

Interest of Promoters & Promoter Group:

Name	Number of Shares held	%age of Shareholding
Mr. Arun Kumar Agarwalla	1600	16.18

3. Sashwat Infraprojects Private LimitedCorporate Information:

Sashwat Infraprojects Private Limited was incorporated on 04.09.2009 vide Certificate of Incorporation issued by registrar of Companies, Calcutta. The CIN of Sashwat Infraprojects Private Limited is U70109WB2009PTC138227.

Interest of Promoters & Promoter Group:

Name	Number of Shares held	%age of Shareholding
Mr. Arun Kumar Agarwalla	2500	25%
Mrs. Sudha Agarwalla	2500	25%

SECTION V - OUTSTANDING LITIGATION & MATERIAL DEVELOPMENT

There are no outstanding or pending litigation, suit, criminal or civil prosecution, proceeding or tax liabilities against our Company, Promoters, Directors, Promoter Group Companies that would have a material adverse effect on our business and there are no defaults, non-payment or overdue of statutory dues, institutional/ bank dues that would have a material adverse effect on our business.

MATERIAL DEVELOPMENTS

There have not arisen, since the date of the last financial statements disclosed in this Information Memorandum, any circumstances which materially and adversely affect or are likely to affect the performance and prospects of the Company in any manner.

SECTION VI - DISCLAIMER CLAUSE OF BSE

As required, a copy of this Information Memorandum is being submitted to BSE.
The BSE does not in any manner:

- Warrant, certify or endorse the correctness or completeness of any of the contents of this Information Memorandum; or
- Warrant that this Company's securities will be traded or will continue to be traded on the BSE; or
- Take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

And it should not for any reason be deemed or construed to mean that this Information Memorandum has been cleared or approved by the BSE. Every person who desires to acquire any securities of this company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription / acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

Filing

Copies of Information Memorandum have been filed with BSE in due compliance.

Listing

Application has been made to BSE for permission to deal in and for an official quotation of the Equity Shares of the Company. The Company has already taken steps for the completion of necessary formalities for commencement of trading at the Stock Exchanges mentioned above.

SECTION VII- MATERIAL DOCUMENTS FOR INSPECTION

1. Memorandum and Articles of Association of the Company, as amended.
2. Certificate of Incorporation dated 15th December, 1993 of the Company.
3. Fresh Certificate of Incorporation consequent on Change of status to public company dated 8th February, 1996.
4. Copies of Annual Reports of Saumya Consultants Securities Limited for the last five financial years ended 31st March 2014, 31st March 2013, 31st March 2012, 31st March 2011, and 31st March 2010.
5. Copy of Prospectus dated August 20th 1996, issued by the Company for Initial Public Offer.

SECTION VIII- DECLARATION

All relevant provisions of the Companies Act, 2013 and Companies Act, 1956 (to the extent applicable) and all the legal requirements connected with the Direct Listing as also the guidelines, instructions etc. issued by SEBI, Government and any other competent authority in this behalf have been duly complied with and no statements made in this Information Memorandum are contrary to the provisions of the Companies Act, 1956 and the Companies Act, 2013 (to the extent applicable), the Securities and Exchange Board of India Act, 1992 or the rules made there under or regulations issued, as the case may be. We further certify that all the statements in this Information Memorandum are true and correct.

ON BEHALF OF THE BOARD OF DIRECTORS

For SAUMYA CONSULTANTS LIMITED

PLACE: Kolkata
DATE: 12.01.2015

(MR.ARUN KUMAR AGARWALLA)
MANAGING DIRECTOR