

**SHREE MANUFACTURING  
COMPANY LIMITED**

**39<sup>th</sup>  
ANNUAL REPORT (2015-16)**

**BOARD OF DIRECTORS**

Mr. Vishal Dedhia  
 Ms. Namrata Malu  
 Mr. Dinesh Bainwal

Whole Time Director & CFO  
 Independent Director  
 Independent Director

**REGISTERED OFFICE**

**Address:** 9, Brabourne Road, 7th Floor,  
 Kolkata, West Bengal - 700001  
**Website:** www.smcl.co.in;  
**Email:** shreemanufacturing@hotmail.com.

**AUDITORS****Mr. Chetan Dedhia**

Chartered Accountant

**Add:** 48 Patwa Chambers, 104/108 Clive Road  
 Masjid Bunder, Mumbai- 400 009

**Tel:** 022-23481354

**Fax:** 91-22-23484334

**Email:** cachetandedia@gmail.com

**REGISTRAR & SHARE TRANSFER****PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED**

**Add:** Unit No. 9, Shiv Shakti Ind. Estate  
 Lower Parel (East), Mumbai – 400 011

**Tel:** 022-23016761/8251

**Fax:** 022-23012517

**Email:** busicomp@vsnl.com

**Web:** www.purvashare.com

**ANNUAL GENERAL MEETING**

<b>Day</b>	Friday
<b>Date</b>	30/09/2016
<b>Venue</b>	Suite# 712, Prasad Chambers, Opera House, Mumbai- 400004
<b>Time</b>	11.00 AM

**INDEX**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Pg. No.</b>
<b>1.</b>	<b>Notice</b>	2
<b>2.</b>	<b>Directors' Report</b>	6
	i. MGT – 9	11
	ii. MR-3	17
<b>3.</b>	<b>Management discussion and analysis Report</b>	21
<b>4.</b>	<b>CEO and CFO Certification</b>	22
<b>5.</b>	<b>Independent Auditors Report</b>	23
	i. Balance sheet	27
	ii. Statement of Profit and Loss Account	28
	iii. Cash Flow Statement	29
	iv. Notes to the Financial Statement	30
<b>6.</b>	<b>Proxy Form</b>	36
<b>7.</b>	<b>Attendance Slip</b>	37

**NOTICE TO THE MEMBERS**

**SHREE MANUFACTURING COMPANY LIMITED**

CIN : L36999WB1976PLC030796

Regd. Off.: 9, Brabourne Road, 7th Floor,

Kolkata, West Bengal – 700001

Tel: 022 66631999

Website: [www.smcl.co.in](http://www.smcl.co.in) |

Email: [shreemanufacturing@hotmail.com](mailto:shreemanufacturing@hotmail.com)

**NOTICE** is hereby given that the 39<sup>th</sup> Annual General Meeting of the Members of **SHREE MANUFACTURING COMPANY LIMITED** will be held on **Friday, 30<sup>th</sup> September, 2016 at 11.00 AM** at Suite# 712, Prasad Chambers, Opera House, Mumbai-400004 to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2016, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint Director in place of Mr. Vishal Dedhia (DIN 00728370) who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint, DPSY and Associates, Chartered Accountant (Firm No.135764W), Mumbai as the Statutory Auditor of the Company in place of Mr. Chetan Dedhia, Chartered Accountants (Membership No. 044402), retiring auditor, to hold office from the conclusion of this Meeting until the conclusion of the 44th Annual General Meeting of the Company (subject to ratification of his appointment at every Annual General Meeting) on such remuneration as may be agreed between the Board of Directors of the Company and the Auditor.”

**By Order of the Board of Directors**

**Place: Mumbai**

**Date: 9<sup>th</sup> August 2016**

**Vishal Dedhia**

**Whole-time Director**

**Registered Office:** 9, Brabourne Road, 7th Floor,  
Kolkata, West Bengal - 700001

**NOTES**

1. A statement giving the relevant details of the Director seeking re-appointment under Item Nos. 2, of the accompanying Notice.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the company not later than forty eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.  
  
A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
5. Share Transfer Books of the Company will remain closed from 24<sup>th</sup> September, 2016 to 30<sup>th</sup> September, 2016 (both days inclusive) for the purpose of Annual General Meeting (AGM) of the Company to be held on 30<sup>th</sup> September, 2016.
6. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.

7. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
8. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
9. The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants.
10. Members who hold shares in physical form are requested to send their e-mail address to the following: [busicomp@vsnl.com](mailto:busicomp@vsnl.com)
11. The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar i.e. Purva Sharegistry (I) Pvt Ltd, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of 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 the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
13. E-Voting process

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their voting rights at the 39<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through ‘remote e-voting’ services provided by Central Depository Services (India) Ltd. (CDSL).

**The instructions for shareholders voting electronically are as under:**

- (i) The remote e-voting period begins on 27<sup>th</sup> September, 2016 at 9.00 am and ends on 29<sup>th</sup> September, 2016 at 5.00 pm. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23<sup>rd</sup> September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID  
For CDSL: 16 digits beneficiary ID,  
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,  
Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding Shares in Demat Form and Physical Form</b>	
<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>▪ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>▪ In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters.</li> </ul> Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
<b>DOB</b>	Enter the Date of Birth as recorded in your demat account or in the company records for the said

	demat account or folio in dd/mm/yyyy format.
<b>Dividend Bank Details</b>	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>▪ Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant “Shree Manufacturing Company Limited” on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) Those persons, who have acquired shares and have become Members of the Company after the despatch of Notice of the AGM by the Company and whose names appear in the Register of Members or Register of beneficial holders as on cut-off date i.e. 23<sup>rd</sup> September, 2016 shall view the Notice of the 39<sup>th</sup> AGM on the Company’s website or on the website of CDSL. Such Members shall exercise their voting rights through remote e-voting by following the procedure as mentioned above or by voting at the AGM.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxi) M/s. Payal Tachak & Associates, Practicing Company Secretaries, has been appointed as a Scrutinizer to scrutinize the remote e-voting and voting process at the AGM in a fair and transparent manner. E-Voting is optional to the shareholders, the shareholders can alternatively vote in the AGM by physically attending the AGM. The facility for voting, through ballot paper shall also be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM. A Member can opt for only one mode of voting i.e. either through e-voting or in physical form. If a Member casts his/her vote by both modes, then voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.

(xxii) The Voting Results along with the Consolidated Scrutinizer's report shall be placed on the Company's website and on the website of CDSL not later than three days of conclusion of the AGM of the Company and communicated to the Bombay Stock Exchange (BSE).

**ANNEXURE TO ITEMS No. 2 OF THE NOTICE**

Details of Director seeking re-appointment at the forthcoming Annual General Meeting

Name of the Director	Mr. Vishal Dedhia
Director Identification Number (DIN)	00728370
Date of Birth	03/11/ 1982
Nationality	Indian
Date of Appointment on Board	28/08/2012
Qualification	B.Com, MBA
Shareholding in the Company	Nil
List of Directorships held in other Companies (excluding foreign, and Section 8 Companies)	1. SWOJAS ENERGY FOODS LIMITED 2. WILLINGDON PROPERTIES PRIVATE LIMITED 3. WILLINGDON REALTIES PRIVATE LIMITED
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across other Public Companies	Nil

There are no inter-se relationships between the Board Members.

**By Order of the Board of Directors**

**Place: Mumbai**  
**Date: 9<sup>th</sup> August 2016**

**Vishal Dedhia**  
**Whole-time Director**

**DIRECTOR'S REPORT**

To,

The Members,

Your Directors have pleasure in presenting their 39<sup>th</sup> Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2016.

**1. FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY**

The Board's Report shall be prepared based on the standalone financial statements of the company.

<b>Particulars</b>	<b>2015-2016</b>	<b>2014-2015</b>
Gross Income	--	--
Profit / (Loss) Before Interest and Depreciation	-7,86,149	-5,44,977
Finance Charges	-5,20,053	-3,77,483
Gross Profit/(Loss)	-13,06,202	-9,22,460
Provision for Depreciation	--	--
Extraordinary Item	--	-5,10,000
Net Profit/(Loss) Before Tax	-13,06,202	-14,32,460
Provision for Tax	--	--
Net Profit/(Loss) After Tax	-13,06,202	-14,32,460
Balance of Profit brought forward	--	--
Balance available for appropriation	--	--
Proposed Dividend on Equity Shares	--	--
Tax on proposed Dividend	--	--
Transfer to General Reserve	--	--
Surplus carried to Balance Sheet	-13,06,202	-14,32,460

**2. COMPANY'S PERFORMANCE AFFAIR**

Your Directors are positive about the Company's operations and making best efforts to implement the cost reduction measures to the extent feasible.

**3. DIVIDEND**

Considering the present financial status of the Company, your directors do not recommend any dividend for the year under report.

**4. RESERVES AND SURPLUS**

The balance of Profit & Loss statement amounting to Rs. (13,06,202) for financial year under review is transferred to reserves. The total reserves for the financial year 2015-16 is Rs. (9,29,68,188).

**5. SHARE CAPITAL**

The total paid up capital of the Company as on March 31, 2016 is Rs. 8,37,02,770/- comprising of 55,00,277 Equity Shares of Rs. 10/- each amounting to Rs. 5,50,02,770/- and 2,87,000, 12% Cumulative Redeemable Preference Shares of Rs. 100/- each amounting to Rs. 2,87,00,000/-.

**6. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

**7. MEETINGS**

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year Six Board Meetings and Four Audit Committee Meetings were convened and held. The details of which are given as under.

<b>Sr. No.</b>	<b>Date</b>	<b>Sr. No.</b>	<b>Date</b>
	Board Meeting		Audit Committee
1.	12 <sup>th</sup> February, 2016	1.	12 <sup>th</sup> February, 2016
2.	05 <sup>th</sup> November, 2015	2.	05 <sup>th</sup> November, 2015
3.	16 <sup>th</sup> September, 2015	3.	13 <sup>th</sup> August, 2015
4.	13 <sup>th</sup> August, 2015	4.	25 <sup>th</sup> May, 2015
5.	03 <sup>rd</sup> July, 2015		
6.	25 <sup>th</sup> May, 2015		

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

**8. BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration committee.

**9. COMMITTEES OF THE BOARD**

## 1) Audit Committee

The Audit Committee of the Company reviews the reports to be submitted with the Board of Directors with respect of auditing and accounting matters. It also supervises the Company's financial reporting process.

The Audit Committee Comprises of 3 directors and its Composition is as under:

Sr. No.	Name	Category	Designation
1	Ms. Namrata Malu	Independent Director	Chairman
2	Mr. Vishal Dedhia	Whole Time Director	Member
3	Mr. Dinesh Bainwal	Independent Director	Member

## 2) Nomination and Remuneration Committee

The Company's Nomination and Remuneration Committee consist of 3 directors of which two are independent Non-Executive Director and one is executive director. The composition of the Nomination and Remuneration Committee is as under:

Sr. No.	Name	Category	Designation
1	Ms. Namrata Malu	Independent Director	Chairman
2	Mr. Vishal Dedhia	Whole Time Director	Member
3	Mr. Dinesh Bainwal	Independent Director	Member

## 3) Stakeholders Relationship Committee

Shareholders Grievances Committee consists of two directors as members and chaired by non executive Director. The Committee, inter-alia, deals with various matters relating to:

- Transfer/transmission of shares;
- Issue of duplicate share certificates;
- Investors' grievances and redressal mechanism and recommend measures to improve the level of investor services.

The composition of the Stakeholders Relationship Committee is as under:

Sr. No.	Name	Category	Designation
1.	Ms. Namrata Malu	Independent Director	Chairman
2.	Mr. Vishal Dedhia	Whole Time Director	Member
3.	Mr. Dinesh Bainwal	Independent Director	Member

**10. REMUNERATION POLICY**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration.

**11. DIRECTOR'S RESPONSIBILITY STATEMENT**

In terms of Section 134(5) of the Companies Act, 2013, the directors would like to state that:

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- b) 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 true and fair view of the state of affairs of the Company for the year under review.
- c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) The directors have prepared the annual accounts on a going concern basis.
- e) The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

- 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.

## **12. AUDITORS**

The Auditors Mr. Chetan N. Dedhia, Chartered Accountant, Mumbai, has shown his unwillingness to continues statutory Auditor of the company at the ensuing Annual General Meeting and therefore DPSY and Associates, Chartered Accountant (Firm No.135764W), Mumbai is appointed as Statutory Auditor of the Company in place of erstwhile Auditor from this Annual General Meeting [AGM] till the conclusion of 44<sup>th</sup> Annual General Meeting of the Company.

## **13. AUDITORS' REPORT**

The Board has duly examined the Statutory Auditor's report on accounts which is self explanatory and clarifications wherever necessary, have been included in the Notes to Financial Statements of the Annual Report.

## **14. SECRETARIAL AUDIT REPORT**

In terms of Section 204 of the Act and Rules made there under, Ms. Teena Dedhia, proprietress of M/s. Teena Dedhia & Associates, Practicing Company Secretary had been appointed as Secretarial Auditor of the Company for the Financial Year 2015-16, but due to personal reasons she had resigned as Secretarial Auditor of the Company, hence the Board has appointed Ms. Payal Tachak, proprietress of M/s. Payal Tachak & Associates, Practicing Company Secretary for the FY 2015-16.

The report of the Secretarial Auditors is enclosed as Annexure to this report.

Secretarial Auditor's observation and Management's explanation to the Auditor's observation –

- a) Section 203(1) (ii) Non appointment of Company Secretary

The Board would like to bring to your notice that the Company has been trying to recruit a Company Secretary on best efforts basis since a long time but the Company has not been successful.

- b) Regulation 6 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 Non appoint Qualified Company Secretary as Compliance Officer (Applicable from 1st December, 2015)

The Board has designated Vishal Dedhia as Compliance officer to take care of the compliances till the time Company finds suitable candidate for the post of Company Secretary who in turn can be appointed as the Compliance Officer.

- c) Clause 41 of the Listing agreement, Regulation 47 of the SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015, Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration), Rules, 2014 and Section 91 of the *Companies Act 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014* – Publication of Results audited and unaudited in news paper, Voting Through Electronic means, News Paper Advertisement for Book Closure.

The Company has not been doing that since the financial position of the Company does not allow Board to incur such expenditure keeping in mind that the results are made available for investors and market through Stock Exchange. The Company, on timely basis submits the results to the Exchange to bring the information in public domain.

- d) Clause 1.2.4 of Secretarial Standard 2 – Map of the Venue of the Annual General Meeting in the Notice of AGM for the Year 2014-15.

The company was not aware about the said provision. However from now onwards the same will be complied.

- e) Regulation 14 of SEBI (Listing Obligations and Disclosures Requirements) Reg. 2015 – Payment of Annual Listing Fees to Stock Exchange within 30 days from Financial Year end.

The Company currently does not have adequate funds to pay full Listing Fees, so company has made part payment of listing fees. However Company will pay the remaining fees in the near future.

- f) 100% Promoter Shareholding in Demat Form - SEBI Circular SEBI/Cir/ISD/05/2011 dated 30<sup>th</sup> September, 2011 and SEBI Circular SEBI/Cir/ISD/03/2011 dated 17<sup>th</sup> June, 2011.

The management is trying to do the needful to comply with the said provisions.

However, the Company would try and comply with all the provisions to the fullest extent. The report of the Secretarial Auditor is enclosed as Annexure II to this report.

**15. VIGIL MECHANISM**

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at [www.smcl.co.in](http://www.smcl.co.in) under investors/policy documents/Vigil Mechanism Policy link.

**16. RISK MANAGEMENT POLICY**

The Company has laid down a well defined Risk Management Policy. The Board periodically reviews the risk and suggests steps to be taken to control and mitigate the same through a proper defined framework.

**17. EXTRACT OF ANNUAL RETURN**

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in **MGT 9** as a part of this Annual Report as **ANNEXURE I**.

**18. CODE OF CONDUCT**

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The code laid down by the Board is known as "code of business conduct" which forms an Appendix to the Code. The Code has been posted on the Company's website [www.smcl.co.in](http://www.smcl.co.in).

**19. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Conservation of energy, technology absorption, foreign exchange earnings and outgo are nil during the year under review.

**20. INDUSTRIAL RELATIONS:**

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

**21. LISTING WITH STOCK EXCHANGES**

The Company is listed on BSE Limited and Calcutta Stock Exchange Limited (CSE).

**22. OTHER INFORMATION**

Your Directors hereby states that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. There are no contracts or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013.
2. Your Company has not provided Loans, Guarantees or made Investment pursuant to Section 186 of the Companies Act, 2013;
3. The Provision of Section 135 of the Act with respect to Corporate Social Responsibility (CSR) is not applicable to the Company, hence, there is no need to develop policy on CSR and take initiative thereon;
4. The Company does not have any subsidiary, joint venture or associate Company, hence, no need to state anything about the same;
5. The Company has not accepted deposits covered under Chapter V of the Act;
6. No significant material orders were passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.
7. Since, the Company is having paid-up capital less than the threshold provided under Clause 49 of the Listing Agreement, hence, the Company need not required to address Reports on Corporate Governance and certificate/s pertains thereto.

8. There are no employees who are in receipt of salary in excess of the limits prescribed under Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**23. ACKNOWLEDGEMENTS**

An acknowledgement to all with whose help, cooperation and hard work the Company is able to achieve the results.

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

**Place: Mumbai**  
**Date: 9<sup>th</sup> August 2016**

**Vishal Dedhia**  
**Whole-time Director & CFO**

**Namrata Malu**  
**Director**

**ANNEXURE INDEX**

<b><u>Annexure</u></b>	<b><u>Content</u></b>
I	Annual Return Extracts in MGT 9
II	MR-3 Secretarial Audit Report

**Annexure I****FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2016

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management &amp; Administration) Rules, 2014.

**I. REGISTRATION & OTHER DETAILS:**

1	CIN	L36999WB1976PLC030796
2	Registration Date	30 <sup>th</sup> November 1976
3	Name of the Company	Shree Manufacturing Company Limited
4	Category/Sub-category of the Company	Category : Company Limited by Shares Sub-Category : Indian Non-Government Company
5	Address of the Registered office & contact details	Address : 9, Brabourne Road, 7th Floor, Kolkata ,West Bengal - 700001 Email ID: <a href="mailto:shreemanufacturing@hotmail.com">shreemanufacturing@hotmail.com</a>
6	Whether listed company	Listed on BSE Limited and The Calcutta Stock Exchange Limited
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Name: Purva Sharegistry (I) Pvt. Ltd Address : Unit No. 9, Shiv Shakti Ind. Estate J.R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (East), Mumbai – 400 011 Tel: 022-23016761/8251 Fax: 022-23012517 Email: <a href="mailto:busicomp@vsnl.com">busicomp@vsnl.com</a> Web: <a href="http://www.purvashare.com">www.purvashare.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)

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	NIL		

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

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/Associate	% of Shares held	Applicable Section
1	NIL				

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

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2015]				No. of Shares held at the end of the year[As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) <b>Indian</b>									
a) Individual/HUF	--	--	--	0.00%	--	--	--	0.00%	0.00%
b) Central Govt	--	--	--	0.00%					0.00%

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2015]				No. of Shares held at the end of the year[As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) State Govt(s)	--	--	--	0.00%	--	--	--	0.00%	0.00%
d) Bodies Corp.	--	3412597	3412597	62.04%	--	3412597	3412597	62.04%	0.00%
e) Banks / FI	--	--	--	0.00%	--	--	--	0.00%	0.00%
f) Any other	--	--	--	0.00%	--	--	--	0.00%	0.00%
<b>Total shareholding of Promoter (A)</b>	<b>--</b>	<b>3412597</b>	<b>3412597</b>	<b>62.04%</b>	<b>--</b>	<b>3412597</b>	<b>3412597</b>	<b>62.04%</b>	<b>0.00%</b>
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds	--	--	--	0.00%	--	--	--	--	0.00%
b) Banks / FI	429125	3151	432276	7.86%	429125	3151	432276	7.86%	0.00%
c) Central Govt	--	--	--	0.00%	--	--	--	--	0.00%
d) State Govt(s)	--	--	--	0.00%	--	--	--	--	0.00%
e) Venture Capital Funds	--	--	--	0.00%	--	--	--	--	0.00%
f) Insurance Companies	--	--	--	0.00%	--	--	--	--	0.00%
g) FIs	--	--	--	0.00%	--	--	--	--	0.00%
h) Foreign Venture Capital Funds	--	--	--	0.00%	--	--	--	--	0.00%
i) Others (specify)	--	--	--	0.00%	--	--	--	--	0.00%
<b>Sub-total (B)(1):-</b>	<b>429125</b>	<b>3151</b>	<b>432276</b>	<b>7.86%</b>	<b>429125</b>	<b>3151</b>	<b>432276</b>	<b>7.86%</b>	<b>0.00%</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	18601	28435	47036	0.86%	18350	28175	46525	0.85%	0.10%
ii) Overseas	--	--	--	0.00%	--	--	--	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 Lakh	38176	620995	659171	11.98%	42290	616457	658747	11.98%	0.00%
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	165623	780316	945939	17.20%	165623	780316	945939	17.20%	0.00%
c) Others (specify)									
Non Resident Indians	260	--	260	0.00%	260	--	260	0.00%	0.00%
Overseas Corporate Bodies	--	--	--	0.00%	--	--	--	--	0.00%
Foreign Nationals	--	--	--	0.00%	--	--	--	--	0.00%
Clearing Members	--	--	--	0.00%	933	--	933	0.02%	0.02%
Trusts	--	27	27	0.00%	--	27	27	--	0.00%
Hindu Undivided Families	--	--	--	0.00%	2973	--	2973	0.05	0.05%

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2015]				No. of Shares held at the end of the year[As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Foreign Bodies - D R	--	--	--	0.00%	--	--	--	--	0.00%
<b>Sub-total (B)(2):-</b>	<b>225631</b>	<b>1429773</b>	<b>1655404</b>	<b>30.10%</b>	<b>230429</b>	<b>1424975</b>	<b>1655404</b>	<b>30.10</b>	0.30%
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>654756</b>	<b>1432924</b>	<b>2087680</b>	<b>37.86%</b>	<b>659554</b>	<b>1428126</b>	<b>2087680</b>	<b>37.96</b>	0.00%
C. Shares held by Custodian for GDRs & ADRs	--	--	--	0.00%	--	--	--	--	0.00%
<b>Grand Total (A+B+C)</b>	<b>654756</b>	<b>4845521</b>	<b>5500277</b>	<b>100.00%</b>	<b>659554</b>	<b>4840723</b>	<b>5500277</b>	<b>100.00</b>	<b>0.00%</b>

**B) Shareholding of Promoter-**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (31 <sup>st</sup> March, 2015)			Shareholding at the end of the year (31 <sup>st</sup> March, 2016)			% 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	Edge Consultancy Services LLP	3412597	62.04%	0.00%	3412597	62.04%	0.00%	0.00%

**C) Change in Promoters' Shareholding (please specify, if there is no change)**

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year (31 <sup>st</sup> March, 2015)	3412597	62.04%	--	--
2.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
3.	At the end of the year (31 <sup>st</sup> March, 2016)	3412597	62.04%	--	--

**D) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr. No.	For Each of the Top 10 Shareholders	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>1.</b>	<b>HETAL MANOJ MEGHANI</b>				
	At the beginning of the year	699975	12.72%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year	699975	12.72%	--	--
<b>2.</b>	<b>ICICI BANK LIMITED</b>				
	At the beginning of the year	350025	6.36%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g.	No Change	No Change	--	--

Sr. No.	For Each of the Top 10 Shareholders	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
	allotment / transfer / bonus/ sweat equity etc.):				
	At the end of the year	350025	6.36%	--	--
3.	SHANE AHMED WARSI				
	At the beginning of the year	165623	3.01%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year	165623	3.01%	--	--
4.	STATE BANK OF INDIA				
	At the beginning of the year	79,100	1.43%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year	79,100	1.43%	--	--
5.	DINESH KUMAR SINGHANIA				
	At the beginning of the year	50000	0.90%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year	50000	0.90%	--	--
6.	LAVKESH BHATIA				
	At the beginning of the year	30341	0.55%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year	30341	0.55%	--	--
7.	SARAWGI DEVELOPERS PVT LTD				
	At the beginning of the year	25000	0.45%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year	25000	0.45%	--	--
8.	3A CAPITAL SERVICES LIMITED				
	At the beginning of the year	16050	0.29%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year	16050	0.29%	--	--
9.	SHREE KUMAR BHARGAVA ESQ				
	At the beginning of the year	3200	0.05%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year	3200	0.05%	--	--
10.	SONAL AGARWAL HUF				
	At the beginning of the year	2967	0.05%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year	2967	0.05%	--	--

## E) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Vishal Dedhia				
	At the beginning of the year	--	--	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	--	--	--	--
	At the end of the year	--	--	--	--
2.	Namrata Malu				
	At the beginning of the year	--	--	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	--	--	--	--
	At the end of the year	--	--	--	--

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	--	5274069	--	5274069
i) Principal Amount	--	5274069	--	5274069
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
Total (i+ii+iii)	--	5274069	--	5274069
Change in Indebtedness during the financial year	--	--	--	--
* Addition	--	1368040	--	1368040
* Reduction	--	--	--	--
Net Change	--	1368040	--	1368040
Indebtedness at the end of the financial year	--	6642117	--	6642117
i) Principal Amount	--	--	--	--
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
Total (i+ii+iii)	--	6642117	--	6642117

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

Sr.No.	Particulars of Remuneration	Name of WTD
		Mr. Vishal Dedhia, WTD
1	Gross salary	60,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	--
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	--
2	Stock Option	--
3	Sweat Equity	--
4	Commission - as % of profit - others, specify...	--
5	Others, please specify	--
	Total (A)	60,000
	Ceiling as per the Act	11% of the Net of Profit

## B. Remuneration to other Directors:

Sr. No.	Particulars of Remuneration	Name of Directors		Total Amount
		Namrata Malu	Mahendra Ganatra	
1.	<u>Independent Directors</u> · Fee for attending board committee meetings · Commission · Others, please specify	--	--	--
	Total (1)	--	--	--
2.	<u>Other Non-Executive Directors</u> · Fee for attending board committee meetings · Commission · Others, please specify	--	--	--
	Total (2)	--	--	--
	Total (B)=(1+2)	--	--	--
	Total Managerial Remuneration	--	--	--
	Overall Ceiling as per the Act	11% of the Net Profit		

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

Sr. no.	Particulars of Remuneration	Mr. Vishal Dedhia, CFO
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil -- -- --
2.	Stock Option	--
3.	Sweat Equity	--
4.	Commission - as % of profit - others, specify...	--
5.	Others, please specify	--
6.	Total	Nil

## VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: NONE

For and on behalf of the Board of Directors

Place: Mumbai  
Date: 9<sup>th</sup> August 2016Vishal Dedhia  
Whole-time Director & CFONamrata Malu  
Director

Form No. MR-3

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016

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

**To,**  
**The Members,**  
**Shree Manufacturing Company Limited**  
9, Brabourne Road, 7th Floor,  
Kolkata, West Bengal, 700001

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

Based on my verification of the Company'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 March 31, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Shree Manufacturing Company Limited** ("the company") for the financial year ended March 31, 2016 according to the provisions of:
  - i. The Companies Act, 2013 (the Act) and the rules made thereunder;
  - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
  - iii. The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
  - iv. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
    - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
    - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
    - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
2. Provisions of the following Regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 were not applicable to the Company under the financial year 2015-16:
  - a) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - b) 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;
  - c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - d) 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;

- e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
3. Provisions of the Foreign Management Act, 1999 and the rules and Regulations made thereunder to the extent of External Commercial Borrowings were not attracted to the company under the Audit period.
4. I have also examined compliance with the applicable clauses of the following:
- (i) Secretarial Standards issued by The Institute of Company Secretaries of India under the provisions of Companies Act, 2013; and
  - (ii) The Listing Agreements entered into by the Company with BSE Limited (upto 30 November, 2015).

During the period under review and as per the explanations and the clarifications given to us and the representation made by the Management of the Company, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to the extend applicable and subject to the following observation.

1. *Sec 203(1)(ii) of Companies Act, 2013 – Appointment of Key Managerial Personnel*

*Pursuant to the provisions of Sec 203(1)(ii) read with Rule 8 of The Companies (Appointment and Remuneration of Managerial Personnel) every Listed Company shall have the following whole time Key Managerial Personnel,-*

- a) *Managing Director, or Chief Executive Officer or Manager and in their absence, a whole-time director;*
- b) *Company Secretary; and*
- c) *Chief Financial Officer*

***However, during the period under review, the Company has not Appointed Company Secretary as the Key Managerial Personnel.***

2. *Regulation 6 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (Applicable from 1<sup>st</sup> December, 2015)*

*Pursuant to Regulation 6 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 a Listed Company shall designate Qualified Company Secretary as a Compliance officer.*

***However, during the period under review, the Company has not appointed Compliance officer.***

3. *Clause 41 (III)(B) & 41(VI) of the Listing Agreement and Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 – Advertisement in News Paper*

*Pursuant to Clause 41 (III) (B) & 41(VI) of the Listing Agreement and Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company shall issue a public notice in at least in one English daily newspaper circulating in the whole or substantially the whole of India and in one daily newspaper published in the language of the region, where the registered office of the company is situated for following matters:*

- a) *Board meeting wherein quarterly unaudited / audited results are to be considered where Prior 7 clear day's intimation needs to be published.*
- b) *Financial results within 48 hrs of the conclusion of Board or committee meeting at which they were approved.*

***However, during the period under review, the Company has not complied with the requirements of the aforesaid clause of the Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.***

4. *Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration), Rules, 2014 – News Paper notice for Voting Through Electronic means*

*Pursuant to Rule 20 (4) (v) of the Companies (Management and Administration), Rules, 2014 the Company shall cause a public notice by way of an advertisement to be published, immediately on completion of dispatch of notices for the meeting not later than 21 days prior to the date of General Meeting at least once in English newspaper having country wide circulation and once in vernacular language news paper in principle vernacular language of the District in which company is situated, having wide circulation in the District.*

*However, during the period under review, the Company has not complied with the requirements of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration), Rules, 2014.*

5. *Section 91 of the Companies Act 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 – News Paper Advertisement for Book Closure.*

*Pursuant to Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014, a Listed Company closing the Register of Members shall give news paper advertisement for Book Closure at least 7 days prior to the Book Closure in vernacular newspaper in the principle vernacular language of the District and having a wide circulation in the place where registered office of the Company is situated also atleast once in English Language in an English Newspaper circulating in that district and having wide circulation in the place where the Registered office of the Company is situated.*

*However, during the period under review, the Company has not complied with the requirement of Section 91 of the Companies Act read with Rule 10 of the Companies (Management and Administration) Rules, 2014.*

6. *Clause 1.2.4 of Secretarial Standard 2 – Map of the Venue of the Annual General Meeting in the Notice of AGM for the Year 2014-15.*

*Pursuant to clause 1.2.4 of the Secretarial Standards 2 on General Meeting Notice shall contain complete particulars of the venue of the Meeting including route map and prominent land mark for easy location. In case of companies having a website, the route map shall be hosted alongwith the Notice on the website.*

*However, during the period under review, the Company has not given road map and prominent land mark in the AGM notice of the 2014-15.*

7. *Regulation 14 of the SEBI (Listing Obligations and Disclosures Requirements) Reg. 2015- Payment of Annual Listing fees to Stock Exchange within 30 days from Financial Year end.*

*Every Listed company shall pay all such fees or charges, as applicable, to the recognized stock exchange, in the manner specified.*

*However, the Company has not paid full Annual Listing fees to BSE Limited for Financial Year 2016-17.*

8. *100% Promoter Shareholding in Demat Form - SEBI Circular SEBI/Cir/ISD/05/2011 dated 30<sup>th</sup> September, 2011 and SEBI Circular SEBI/Cir/ISD/03/2011 dated 17<sup>th</sup> June, 2011.*

*Further to the SEBI circular SEBI/Cir/ISD/03/2011 dated 17<sup>th</sup> June, 2011 and with reference to the SEBI Circular SEBI/Cir/ISD/05/2011 dated 30<sup>th</sup> September, 2011 SEBI in consultation with Stock Exchanges, has decided that the securities of companies shall be traded in the normal segment of the exchange if and only if, the company has achieved 100% of promoter's and promoter group's shareholding in dematerialized form latest by the quarter ended December, 2011.*

*However, during the year under review the Company has not complied with the SEBI Circular SEBI/Cir/ISD/05/2011 dated 30<sup>th</sup> September, 2011.*

**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. However, as per resolution passed in Annual General Meeting held for FY 2014-15 Mr. Vishal Dedhia, Whole Time Director of the Company is now eligible for Retirement by Rotation as per Section 152(6)(a) of the Companies Act, 2013 and company is now complied with the provision of the said Sections.

**I further report that;** the company is also listed on Calcutta Stock Exchange. However the same is suspended due to penal reason.

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

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

**I further report that;** as represented by the Company and relied upon by us there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that** during the audit period the Company has passed the following Board Resolutions which are having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

- (1) The Company through Postall Ballot passed resolution for Shifting of Registered Office from the State of West Bengal to the State of Maharashtra under Section 13 of the Companies Act, 2013. The declaration of the results of Postal Ballot was on done on 29<sup>th</sup> October, 2015.

**I further report that** during the audit period, there were no instances of:

1. Public/Right/Preferential Issue of securities;
2. Redemption/Buy Back of Securities;
3. Merger/Amalgamation etc.;
4. Foreign technical Collaborations

**I further report that** the compliance by the Company of applicable financial laws, like direct and indirect tax laws, Accounting Standards etc. has not been reviewed in this Audit, since the same is subject to review by designated professional/s during the course of statutory financial audit.

**I further state that** my report of even date is to be read along with "Annexure – A" appended hereto.

**FOR PAYAL TACHAK & ASSOCIATES**  
**Practicing Company Secretary**

**CS PAYAL TACHAK**  
**Proprietor**  
**ACS 38016, CP 15010**  
**Place: Mumbai**  
**Date: 09/08/2016**

**'ANNEXURE A'**

**To,**  
**The Members,**  
**Shree Manufacturing Company Limited**  
9, Brabourne Road, 7th Floor,  
Kolkata ,West Bengal ,700001

Our 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. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We 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. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our 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.

**FOR PAYAL TACHAK & ASSOCIATES**  
**Practicing Company Secretary**

**CS PAYAL TACHAK**  
**Proprietor**  
**ACS 38016, CP 15010**  
**Place: Mumbai**  
**Date: 09/08/2016**

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The key areas of management discussion and analysis are given below.

### **INDUSTRY STRUCTURE AND DEVELOPMENTS**

The textile industry in India plays a vital role in the overall economy. The Indian textile industry is one of the largest in the world with a massive raw material and manufacturing base. It contributes 14% of the industrial production and 3% to the GDP of the country.

During the year under review, the textile industry in India passed through an adverse phase considering the high cotton prices and foreign imports. However, the future would be more optimistic if input costs remain stable.

### **OUTLOOK**

The year 2015-16 was a challenging one as the Indian textile industry was one of the most affected sector. However, the performance of the Indian economy is likely to improve in the next fiscal year aided by a softening inflation and better external factors.

### **OPPORTUNITIES & THREATS**

Indian textiles and apparel sector has an overwhelming presence in the economic life of the country. It plays a pivotal role in contribution of industrial output, export earnings and employment generation. The potential size of the Indian textile industry is expected to reach US\$220 billion by 2020. Further, several measures taken by the government will provide an impetus to the growth of textile sector in India.

The threat of low-cost manufacturing and imports from international markets still exist in India, however with higher quality and better customer service, the Indian textile industry will weather this storm of low-cost imports.

### **RISKS & CONCERNS**

The primary risk for the company is with the unorganized low cost sector. Secondly, import of fabrics has always been a serious concern for the company. Further, with the advancement in technology, the company may be required to make additional capital expenditure for upgrading the manufacturing facilities.

### **INTERNAL CONTROL SYSTEM AND ADEQUACY**

The company has suitable internal control systems which are safeguarding the company's assets and promoting efficiency. The internal control systems are commensurate with the size and the nature of company's business and are regularly reviewed and updated by incorporating changes in regulatory provisions.

### **HUMAN RESOURCES**

The company continues to lay emphasis in nurturing and strengthening the overall development of human resources and has always been recognizing manpower as vital tool in the company's growth.

### **FINANCIAL PERFORMANCE**

The financial performance of the company for the year under review is discussed in detail in the directors report.

**CEO and CFO Certification**

We hereby certify that:

- a) We have reviewed the financial statements and cash flow statement for the year ended 31st March, 2016 and to the best of our knowledge and belief :
  - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) They are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2016 are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d) We have indicated o the Auditors and the Audit Committee that there are no:
  - i) significant changes in internal control over financial reporting during the year under reference;
  - ii) significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
  - iii) instances during the year of significant fraud with involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting.

**Place: Mumbai - 400 004**  
**Date: 9<sup>th</sup> August 2016**

**For and on behalf of the Board**

**Vishal Dedhia**  
**Whole-time Director & CFO**

INDEPENDENT AUDITORS' REPORT

To the Members of

M/s SHREE MANUFACTURING CO LTD

**Report on the Financial Statements**

I have audited the accompanying financial statements of M/s SHREE MANUFACTURING CO LTD ("the Company") which comprise the balance sheet as at 31st March, 2016 and the statement of profit and loss and cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

Management is responsible for the matters in sec 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified u/s 133 of the Act read with Rule 7 of the Companies (Account) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design and implementation and maintenance of 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 misstatements, whether due to fraud or error.

**Auditor's Responsibility**

My responsibility is to express an opinion on these financial statements based on my audit.

I have taken into account the provisions of the Act and matters which are required to be included in the audit report under the provisions of the Act and Rules made there under.

I conducted my audit in accordance with the Standards on Auditing specified u/s 143(10) of the Act, issued by the Institute of Chartered Accountants of India. Those Standards require that I 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 disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

**Basis of Qualified Opinion**

We draw the attention to the fact that the company is having accumulated loss of Rs 929.68 Lakhs as at the year ended 31-03-2016 which is more than its net worth, the company has to be treated as sick as per the provision of SICA, 1985. The company do not have any particular business and as the company has sold all its fixed assets and there are no revenue generated during the year along with other matters set out in the notes of the financial statements, the substantial doubt arise whether the company will be able to continue as going concern.

Further, 287000 12% Cumulative preference shares of Rs. 100 Each fully paid up was redeemable in three equal instalments during the year 2004-05, 2005-06 and 2006-07. But same has not been redeemed till date.

**Qualified Opinion**

In my opinion and to the best of my information and according to the explanations given to me, except for the effect of the matter described in the basis for qualified opinion paragraph, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (i) in the case of the balance sheet, of the state of affairs of the Company as at 31st March, 2016;
- (ii) in the case of the statement of profit and loss, of the profit for the year ended on that date and
- (iii) in the case of the Cash flow statement, of the cash flow for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, I 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, I report that:
  - a. I have obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purpose of my audit;
  - b. in my opinion proper books of account as required by law have been kept by the Company so far as appears from my examination of those books;
  - c. the Balance Sheet and Statement of Profit and Loss dealt with by this Report are in agreement with the books of account;
  - d. in my opinion, the Balance Sheet and Statement of Profit and Loss comply with the Accounting Standards referred to in section 133 of the Act, read with Rule 7 of the Companies(Accounts) Rules 2014 ; and
  - e. on the basis of written representations received from the directors as on 31st March, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016, from being appointed as a director in terms of section 164 of the Companies Act, 2013.
  - f. with respect to the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, we express an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting of the Company.
  - g. with respect to 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 do not have pending litigations on its financial position in its financial statements;
    - ii. The Company has made provisions as required under the applicable law or accounting, standards, for material foreseeable losses if any, on long-term contracts including derivative contracts;
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**CHETAN NANJI DEDHIA**

Chartered Accountants

Membership No: 044402

**Mumbai, 30<sup>th</sup> May, 2016**

**Annexure to the Auditors' Report**

The Annexure referred to in our report to the members of **Shree Manufacturing Co Limited** ('The Company') for the year ended 31 March 2016 and on the basis of such checks as I considered appropriate and according to the information and explanations given to us during the course of our audit, I report that:

- (i) As the Company does not hold any fixed assets for the year, the requirement of clause (i) of paragraph 3 of the Order, is not applicable to the company.
- (ii) As the Company does not hold any inventories for the year, the requirement of clause (ii) of paragraph 3 of the Order, is not applicable to the company.
- (iii) The company has not granted any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained u/s 189 of the Act. The Company has not purchased any goods or fixed assets, and affected any sales during the year, thus requirement of clause (iv) of the Order are not applicable to the Company.
- (iv) The company has not granted any loans, secured or unsecured under section 185, made any investment, provided any guarantee or security. Hence the question of reporting under the cause 3(iv) of the order does not arise.
- (v) In our opinion and according to the information and explanation given to us, the Company has complied with the directives issued by the Reserve Bank of India and the provision of section 73 to 76 or any other relevant provision of the Companies Act and the rules framed there under, to the extent applicable. We are informed by the Management that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any Tribunal in this regard.
- (vi) As informed to us, the Central Government has not prescribed maintenance of Cost Records under sub-section (1) of the section 48 of the Act.
- (vii) a. According to the information and explanation given to us and according to records of the Company examined by us, in our opinion the Company is generally regular in depositing with the appropriate authorities undisputed statutory dues including Provident fund, employees' state insurance, income tax, sales tax, wealth tax, customs duty, excise duty, cess and other material statutory dues wherever applicable.  
  
According to the information and explanation given to us, no undisputed amount payable in respect of aforesaid dues were outstanding as at March 31, 2016 for more than six months from the date they became payable.
- b. According to the information and explanation given to us, there are no disputed amounts payable in respect of income tax, Sales tax, Wealth tax, Customs duty, Excise duty and Cess outstanding as at the year end.
- (viii) As per explanation given to us, no fraud on or by the company has been noticed for reported We have been informed that the Company has not defaulted in repayment of loan or borrowings to financial institution, banks and Government, The Company has not raised any funds through debentures.
- (ix) The Company has not raised money by the way of initial public offer or further public offer (including debt instrument).
- (x) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practice in India and according to the information and during the period by the Company.
- (xi) The managerial remuneration has been paid in accordance with the requisite approvals mandated by the provision of section 197 read with schedule V to the Act
- (xii) The Company is not a chit fund or a Nidhi company. Hence, the question of reporting under clause 3(xii) of the order does not arise.
- (xiii) The Company has complied with the provision of section 177 and 188 of the in respect of transaction with the related parties and the details have been disclosed in the Financial Statement etc as required by the applicable accounting standards.

- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) The Company has not entered into any non-cash transaction with directors or person connected with him covered under the provision of section 192 of the Act.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**Date: 30th May, 2016**  
**Place: Mumbai**

**CHETAN NANJI DEDHIA**

**Chartered Accountant**  
**Membership No : 044402**

**SHREE MANUFACTURING CO LTD**

Registered Office : 9, Brabourne Road, 7th Floor, Kolkata , West Bengal - 700001

CIN : L36999WB1976PLC030796

**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2016**

Particulars		Note No.	As at 31 March, 2016	As at 31 March, 2015
<b>I.</b>	<b>EQUITY AND LIABILITIES</b>			
(1)	<b>Shareholders' funds</b>			
	(a) Share Capital	2	8,37,02,770	8,37,02,770
	(b) Reserves and Surplus	3	(9,29,68,188)	(9,16,61,986)
(2)	<b>Share application money pending allotment</b>		-	-
(3)	<b>Non-current liabilities</b>			
	(a) Other Long Term Liabilities	4	36,09,921	13,40,016
	(b) Long Term Provisions	5	2,90,800	-
(4)	<b>Current liabilities</b>			
	(a) Short-Term Borrowings	6	53,02,101	39,34,053
	(b) Trade Payables	7	-	22,69,905
	(c) Other Current Liabilities	8	1,41,571	5,05,454
	(d) Short-Term Provisions		-	-
	<b>TOTAL</b>		<b>78,975</b>	<b>90,212</b>
<b>II.</b>	<b>ASSETS</b>			
	<b>Non-current assets</b>			
(1)	(a) Fixed assets			
	(i) Tangible assets		-	-
	(ii) Intangible assets		-	-
	(iii) Capital work-in-progress		-	-
	(iv) Intangible assets under development		-	-
	(b) Non-current investment		-	-
	(c) Long-term loans and advances		-	-
	(d) Other non-current assets		-	-
(2)	<b>Current assets</b>			
	(a) Trade receivables		-	-
	(b) Cash and cash equivalents	9	31,290	42,527
	(c) Short-term loans and advances	10	47,685	47,685
	<b>TOTAL</b>		<b>78,975</b>	<b>90,212</b>

The Notes referred to above form an integral part of the Financial Statement

For and on behalf of the Board

Vishal Dedhia

Whole Time Director

Chetan Nanji Dedhia  
Chartered Accountants

Mem. No. : 044402

Namrata Malu

Dinesh Bainwal

Director

Director

Mumbai, 30<sup>th</sup> May, 2016

**SHREE MANUFACTURING CO LTD**

Registered Office : 9, Brabourne Road, 7th Floor, Kolkata ,West Bengal - 700001

CIN : L36999WB1976PLC030796

**PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016**

Particulars		Note No.	As at 31 March, 2016	As at 31 March, 2015
			Rs.	Rs.
<b>I.</b>	Revenue from operations	11	-	-
<b>II.</b>	Other income		-	-
<b>III.</b>	<b>Total Revenue (I + II)</b>		-	-
<b>IV.</b>	<b>Expenses:</b>			
	Employee benefits expense	12	60,000	60,000
	Finance costs	13	5,20,053	3,77,483
	Depreciation and amortization expense		-	-
	Other expenses	14	7,26,149	4,84,977
	<b>Total expenses</b>		<b>13,06,202</b>	<b>9,22,460</b>
<b>V.</b>	<b>Profit before exceptional and extraordinary items and tax (III-IV)</b>		<b>-13,06,202</b>	<b>-9,22,460</b>
<b>VI.</b>	Extraordinary Items		-	5,10,000
<b>VII.</b>	<b>Profit before tax (VII- VIII)</b>		<b>-13,06,202</b>	<b>-14,32,460</b>
<b>VIII.</b>	<b>Tax expense:</b>			
	(1) Current tax		-	-
	(2) Tax expense relating to prior prior years		-	-
	(3) Deferred tax		-	-
<b>IX.</b>	<b>Profit for the period from continuing operations (V-VI).</b>		<b>-13,06,202</b>	<b>-14,32,460</b>
<b>X.</b>	Transferred to General Reserves		-	-
	Balance carried forwarded		-13,06,202	-14,32,460
<b>XI.</b>	<b>Earnings per equity share:</b>			
	(1) Basic		-0.24	-0.26
	(2) Diluted		-0.24	-0.26

The Notes referred to above form an integral part of the Balance Sheet.

**For and on behalf of the Board****Vishal Dedhia**

Whole-time Director &amp; CFO

**CHETAN NANJI DEDHIA**

Chartered Accountants

Mem. No. : 044402

**Namrata Malu**

Director

**Dinesh Bainwal**

Director

**Date: 30<sup>th</sup> May, 2016****Place: Mumbai**

**SHREE MANUFACTURING CO LTD**

Registered Office : 9, Brabourne Road, 7th Floor, Kolkata , West Bengal - 700001

CIN:L36999WB1976PLC030796

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2016**

Particulars		As at 31 March, 2016	As at 31 March, 2015
		Rs.	Rs.
<b>A.</b>	<b><u>Cash Flow form Operating Activities</u></b>		
	Net Profit / (Loss) before extraordinary items and tax	-13,06,202	-14,32,460
	<u>Adjustments for :</u>		
	Interest Paid	5,20,053	3,77,483
	Prior Period Item	-	0
	Extra ordinary item	-	5,10,000
	<b>Operating profit / (loss) before working capital changes</b>	<b>-7,86,149</b>	<b>-5,44,977</b>
	<u>Adjustments for (increase) / decrease in operating assets:</u>		
	Trade receivables	-	-
	<u>Adjustments for increase / (decrease) in operating Liabilities:</u>		
	Trade Payables	-	1,05,690
	Other current liabilities	-73,083	-
	Cash generated from operations before Extra-ordinary items	-8,59,232	-4,39,287
	Less: Extra ordinary Items	-	5,10,000
	<b>Net cash flow from / (used in) operating activities (A)</b>	<b>-8,59,232</b>	<b>-9,49,287</b>
<b>B.</b>	<b><u>Cash flow from investing activities</u></b>		
	Sale of Fixed Assets		-
	<b>Net cash flow from / (used in) investing activities (B)</b>	<b>0</b>	<b>0</b>
<b>C.</b>	<b><u>Cash flow from financing activities</u></b>		
	Proceeds from borrowings	13,68,048	12,89,414
	Call Money Received	-	36,850
	Interest Income	-5,20,053	-3,77,483
	<b>Net cash flow from / (used in) financing activities (C)</b>	<b>8,47,995</b>	<b>9,48,781</b>
	<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>	<b>-11,237</b>	<b>-506</b>
	Cash and cash equivalents at the beginning of the year	42,527	43,033
	<b>Cash and cash equivalents at the end of the year</b>	<b>31,290</b>	<b>42,527</b>

This is the Cash Flow Statement referred to in our report of even date

For and on behalf of the Board

**Vishal Dedhia**  
Whole-time Director & CFO

**CHETAN NANJI DEDHIA**  
Chartered Accountants  
Mem. No. : 044402  
Mumbai, 30<sup>th</sup> May, 2016

**Namrata Malu**  
Director

**Dinesh Bainwal**  
Director

**SIGNIFICANT ACCOUNTING POLICIES & NOTES ON FINANCIAL STATEMENTS****1. SIGNIFICANT ACCOUNTING POLICIES:****Basis for preparation of accounts**

The financial statements have been prepared on an accrual basis of accounting and in accordance with the Generally Accepted Accounting Principles in India, provisions of the Companies Act, 2013 and comply in material aspects with the accounting standards notified under Section 133 of the Act, read with Companies (Accounting Standards) Rules, 2015, except for gratuity which is accounted on cash basis.

**Use of Estimates**

The preparation of financial statements requires the Management of the Company to make estimates and assumptions that affect the reported balance of assets and liabilities, revenue and expenses and disclosures relating to contingent liabilities. The Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates. Any revision of accounting estimates is recognised prospectively in the current and future periods.

**Revenue Recognition**

Revenue is recognised to the extent that is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

**Government Grants and Subsidies**

Government grants in the nature of promoters contribution like investment subsidy, where no repayment is expected in respect thereof, are treated as capital reserve.

**Tangible Fixed Assets**

There are no Fixed Assets.

**Depreciation and Amortisation**

As there are no fixed assets, there is no depreciation provision.

**Valuation of Inventories**

There was no inventory in the current financial year.

**Foreign Currency Transaction**

There was no foreign currency transaction during the year.

**Retirement Benefits**

There is no gratuity liability for the year under review.

**Taxation**

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the provisions of local Income Tax Laws as applicable to the financial year.

**Earnings Per Share**

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

**Deferred Tax**

Company has not recognised deferred tax asset as there is no reasonable certainty that in future sufficient taxable income will be available against which such deferred tax asset can be realised.

**2. SHARE CAPITAL**

Particulars	As at 31 March, 2016	As at 31 March, 2015
<b>i. Authorised</b>		
7000000 Equity Shares of Rs. 10/- each	7,00,00,000	7,00,00,000
3000000 12% Cumulative Redeemable Pref. Shares Rs. 10/- each	3,00,00,000	3,00,00,000
<b>ii. Issued, Subscribed and Fully Paid up</b>		
5500277 Equity Shares of Rs. 10/- each	5,50,02,770	5,50,02,770

## Annual Report 2015-2016

2870000 12% Cumulative Redeemable Pref. Shares Rs. 10/- each	2,87,00,000	2,87,00,000
<b>Total</b>	<b>8,37,02,770</b>	<b>8,37,02,770</b>

iii. There is no change in the shares outstanding at the beginning and at the end of the reporting date and immediately preceding reporting date.

iv. 276109 equity shares of Rs. 10/- each were issued for a consideration other than cash in pursuant of a contract.

v. The Company has one class of equity shares with equal voting and dividend rights and have 12% CRPS with Preferential rights of distribution in case of dissolution.

vi. Details of Shareholders holding more than 5% Equity shares :

Name of Shareholders	As at 31 <sup>st</sup> March 2016		As at 31 <sup>st</sup> March 2015	
	No. of Shares held	% held	No. of Shares held	% held
1. Hetal M Meghani	6 99 975	12.73%	6 99 975	12.73%
2. I C I C I Bank Ltd	3 50 025	6.36%	3 50 025	6.36%
3. Edge Consultancy Services LLP	34 12 597	62.04%	34 12 597	62.04%

vii. Details of Shareholders holding more than 5% Preference shares :

Name of Shareholders	As at 31 <sup>st</sup> March 2016		As at 31 <sup>st</sup> March 2015	
	No. of Shares held	% held	No. of Shares held	% held
1. Edge Consultancy Services LLP	2 87 000	100.00%	287 000	100.00%

### 3. Reserve & Surplus

Particulars	31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2015
i. Central Subsidy	15,00,000	15,00,000
ii. Capital Reserve	32,78,309	32,78,309
iii. Capital Suspense	19,75,430	19,75,430
iv. Profit and Loss Account		
Opening balance	-9,84,15,725	-9,69,83,265
Add : Current Year Profit	-13,06,202	-13,94,231
Less : Prior Period Expense	-	38,229
Closing balance	-9,97,21,927	-9,84,15,725
<b>Total (a + b + c)</b>	<b>-9,29,68,188</b>	<b>-9,16,61,986</b>

(a) The Amount of Rs.19.75 lacs (Rs.19.75 lacs) standing to the credit of Capital Suspense Account required to be converted into paid up equity capital of the Company by issue of 1,99,345(1,99,345) fully paid up Equity Shares of Rs.10 each for consideration other than cash to the resident stock holders of erstwhile Indian Copper Corporation Limited, Holding 7,49,860 (7,49,860) units of stock as and when they will surrender their stock certificates as per the agreement dated 3<sup>rd</sup> January,1977 entered into with the liquidators of Indian Copper Corporation Limited (in Member's Voluntary Liquidation)

(b) Capital Reserve amounting to Rs.32,78,841 represents the excess of assets over liabilities taken over from the Liquidators of Indian Copper Corporation Limited (in Member's Voluntary Liquidation, hereinafter referred to as ICCL) as per the agreement dated 3<sup>rd</sup> January,1977.

Amt in Rs.

### 4. OTHER LONG TERM LIABILITIES

Particulars	Sub-Notes	31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2015
Creditor for Expenses	I	12,90,016	12,90,016
Sundry Deposits	Ii	50,000	50,000
Creditor for Goods	Iii	22,69,905	-
<b>Total</b>		<b>36,09,921</b>	<b>13,40,016</b>

**5. LONG TERM PROVISIONS**

Particulars	31st March, 2016	31st March, 2015
Listing Fees Payable	2,70,000	-
Registrar	20,800	-
<b>Total</b>	2,90,800	-

**6. SHORT-TERM BORROWINGS**

Particulars	Sub-Notes	31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2015
Unsecured Loans	V	53,02,101	39,34,053
<b>Total</b>		53,02,101	39,34,053

**7. TRADE PAYABLES (Short Term)**

Particulars	Sub-Notes	31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2015
Creditor for Goods	Iii	-	22,69,905
<b>Total</b>		-	22,69,905

**8. OTHER CURRENT LIABILITIES**

Particulars	Sub-Notes	31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2015
Statutory Dues - TDS Payable		60,301	46,585
Provision for Expenses	Vi	81,270	4,58,869
<b>Total</b>		1,41,571	5,05,454

**9. CASH AND CASH EQUIVALENTS**

Particulars	31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2015
<u>Balances with banks</u>		
State Bank of Hyderabad	28,002	39,379
Cash on hand	3,288	3,148
<b>Total</b>	31,290	42,527

**10. SHORT-TERM LOANS AND ADVANCES**

Particulars	31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2015
Income Tax Refund Receivable	47,685	47,685
<b>Total</b>	47,685	47,685

**11. REVENUE FROM OPERATIONS**

Particulars	31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2015
a. Income From Operating revenues	-	-
b. Other operating revenues	-	-
<b>Total</b>	-	-

**12. EMPLOYEE BENEFITS EXPENSE**

Particulars	31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2015
<u>Salaries and allowances</u>		
To Directors	60,000	60,000
To Others	-	-
<b>Total</b>	60,000	60,000

**13. FINANCE COST**

Particulars	31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2015
Edge Consultancy LLP	4,40,436	3,06,932
Wave Advisory Services LLP	20,937	18,896
Vibrant Advisory Pvt. Ltd.	58,680	51,299
Others	-	356
<b>Total</b>	<b>5,20,053</b>	<b>3,77,483</b>

**14. OTHER EXPENSES**

Particulars	31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2015
<b>Operating Exp</b>		
<b>Office Administrative Expenses:</b>		
Advertisement Expenses	7,456	-
Auditors Remuneration	29,770	31,000
Bank Charges	600	1,592
Filing Fees	-	7,800
Listing Fees	2,75,897	1,37,360
Legal Expenses	-	12,499
Postage & Telephone	1,68,062	84,642
Printing & Stationary	89,784	89,430
Professional Charges	78,850	81,471
Rates and Taxes	4,400	4,400
R & T Expenses (Folio Maintenance)	66,950	33,708
Sundry Expenses	4,380	1,075
<b>Total</b>	<b>7,26,149</b>	<b>4,84,977</b>

**15. AUDITORS REMUNERATION**

Particulars	31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2015
Statutory Audit	29,770	25,000
Tax Audit	-	-
Certification	-	6,000
<b>Total</b>	<b>29,770</b>	<b>31,000</b>

Name of the Related Parties	Relationship	31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2015
Edge Consultancy LLP	Director is Partner	4,40,436	3,06,932
Wave Advisory Services LLP	Director is Partner	20,937	18,896

**16. EARNING PER SHARES**

In determining earning per shares, the company considers the net profit after tax.

Particulars	31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2015
Net Profit & Loss as per profit & loss account (amount in `) (A)	-13,06,202	-14,32,460
Number of equity shares of ` 10 each at the beginning of the year	55,00,277	55,00,277
Number of equity shares of ` 10 each at the end of the year	55,00,277	55,00,277
Weighted average number of equity shares of ` 10 each outstanding during the year (B)	55,00,277	55,00,277
Earning per shares (Basic and Diluted) (amount in `) (A)/(B)	-0.24	-0.26

Previous year's figures have been regrouped/ reclassified/restated wherever necessary to correspond with the current year's classification/disclosures.

**Sub-Notes on Financial Statements for the year ended 31st March, 2016**

**(i) Creditor For Expenses (Non-Current Liabilities)**

Particulars	31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2015
Expenses for Conversion of shares (Indian Copper Corporation)	12,83,047	12,83,047
Interest on allotment of shares	2,538	2,538
Interest on consolidation of shares	4,430	4,430
<b>Total</b>	<b>12,90,016</b>	<b>12,90,016</b>

**(ii) Sundry Deposits**

Particulars	31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2015
P D Synthetics Pvt Ltd	50,000	50,000
<b>Total</b>	<b>50,000</b>	<b>50,000</b>

**(iii) Creditors for Goods**

Particulars	31st March, 2016	31st March, 2015
	<u>Long-Term</u>	<u>Short-Term</u>
Alacrity Electrics	250	250
A Ratnam	1,650	1,650
ATE Manufacturing Co Ltd	11,610	11,610
Basant Textiles Traders	5,200	5,200
Consolidated Fibre	16,12,028	16,12,028
Deepak Kr Nayak	3,804	3,804
Digicon Systems	21,350	21,350
Dwarka Lubricants	300	300
Electronics India Ltd	586	586
Inder Singh	19,594	19,594
Jain Marketing Agency	4,385	4,385
Kumaresh Yadav	3,709	3,709
Laxwell Enterprises	34,317	34,317
Luxmi Priyam Spng Mills	1,10,000	1,10,000
Mahesh Electric Works	2,74,000	2,74,000
Mukesh Co	1,250	1,250
Perfect Electroplating Works	3,500	3,500
Power Digital Electronics	6,186	6,186
Protex Corporation	472	472
Rajendra Textiles Eng	3,400	3,400
Rasi Printers & Binders	800	800
R G Textiles	4,895	4,895
R J Engineers P Ltd	625	625
Sai Teja Agencies	2,724	2,724
Sandeep Enterprises	17,680	17,680
Sanjay Engg	19,300	19,300
Shiv Shakti Traders	825	825
Shree Laaxmi Electronics	4,250	4,250
Shree Sai Electrical Works	1,250	1,250
Stafi Marketing	9,400	9,400
Surya & Co	13,440	13,440
Trumac Engg Co Ltd	49,290	49,290
Universal Trading Corpn	7,800	7,800
Unpaid Wages	18,221	18,221
Veejay Marketing	696	696
Well Pack Industries	1,118	1,118
<b>Total</b>	<b>22,69,905</b>	<b>22,69,905</b>

## (v) Unsecured Loans

Particulars	31st March, 2016	31st March, 2015
Edge Consultancy Services LLP	45,66,970	32,70,577
Vibrant Advisors Pvt. Ltd.	5,41,813	4,89,001
Wave Advisory Services LLP	1,93,318	1,74,475
<b>Total</b>	<b>53,02,101</b>	<b>39,34,053</b>

## (vi) Provision for Expenses

Particulars	31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2015
Audit Fees Payable	29,770	26,100
Co. Secretary Fees Payable	2,664	2,664
Misc. Exp Provisions	-	55,580
Listing Fees Payable	-	2,70,000
Printing Exp. Payable	48,836	81,725
Registrar	-	20,800
Service Charges Payable	-	2,000
<b>Total</b>	<b>81,270</b>	<b>4,58,869</b>

For on behalf of the Board

**Chetan N. Dedhia**  
Chartered Accountant  
Mem. No. : 044402

**Vishal Dedhia**  
Whole-time Director & CFO

**Namrata Malu**  
Director

Place: Mumbai  
Date : May 30, 2016

**Form No. MGT-11  
Proxy form**

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

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

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company. Hereby appoint

Name :	E-mail Id:
Address:	
Signature , or failing him	
Name :	E-mail Id:
Address:	
Signature , or failing him	
Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39th Annual General Meeting of the company, to be held on Friday, 30<sup>th</sup> September, 2016 at 11.30 a.m. at Suite# 712, Prasad Chambers, Opera House, Mumbai-400004 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2016		
2.	To Re-appoint a Director, Mr. Vishal Dedhia (DIN 00728370) who retires by rotation and, being eligible, offers himself for re-appointment.		
3	To appoint, DPSY and Associates, Chartered Accountant (Firm No.135764W), Mumbai as the Statutory Auditor of the Company in place of Mr. Chetan Dedhia, Chartered Accountants (Membership No. 044402)		

\* Applicable for investors holding shares in Electronic form.

Signed this \_\_\_\_ day of \_\_\_\_ 20\_\_

Affix Revenue Stamps
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Signature of Shareholder Signature of Proxy holder

Signature of the shareholder across

Revenue Stamp

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company

**Shree Manufacturing Company Limited**  
**Registered Office : 9, Brabourne Road, 7th Floor, Kolkata ,West Bengal - 700001**  
**CIN: L36999WB1976PLC030796**

**ATTENDANCE SLIP**

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

I, hereby record my attendance at the Annual General Meeting of the members of Shree Manufacturing Company Limited to be held on Friday, 30<sup>th</sup> September, 2016, at 11.00 a.m. at Suite# 712, Prasad Chambers, Opera House, Mumbai- 400004

<b>DP ID :</b>		<b>CLIENT ID :</b>	
<b>NAME AND ADDRESS OF SHAREHOLDER (IN BLOCK CAPITALS)</b>		<b>FOLIO NO.</b>	

SIGNATURE OF THE SHARE HOLDER OR PROXY: \_\_\_\_\_

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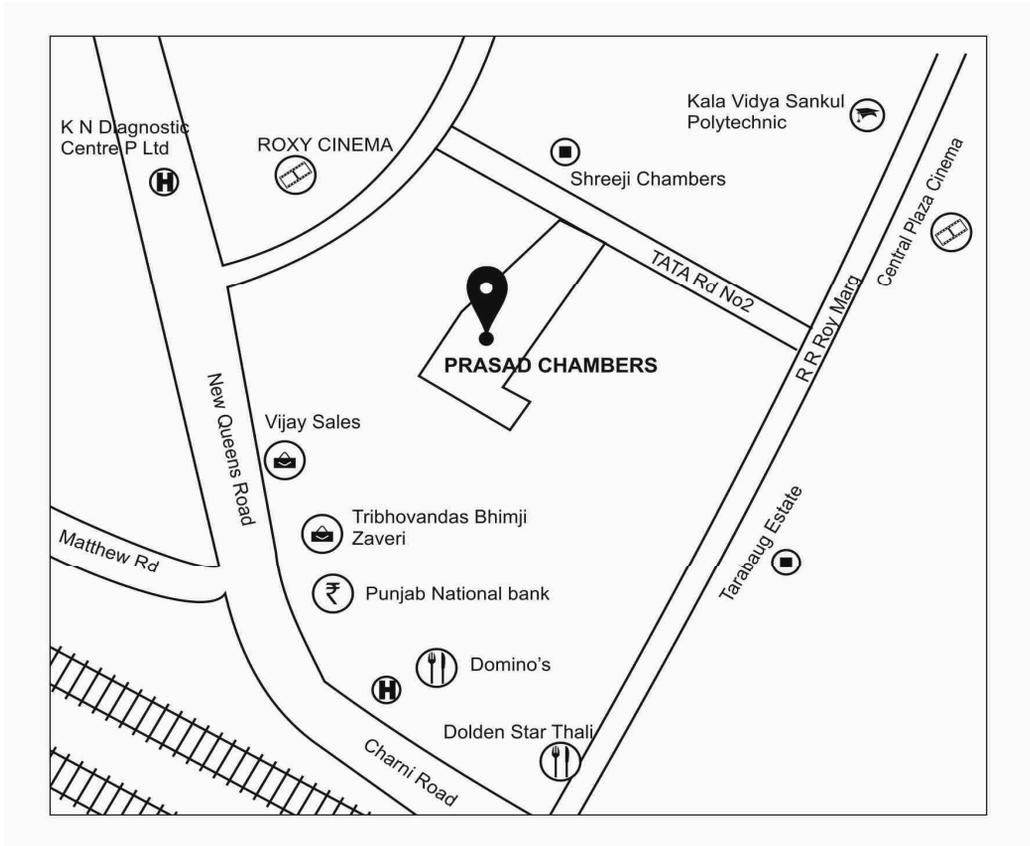
<b>EVSN (Electronic Voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD/PIN</b>

**Note:** E-voting period: 27<sup>th</sup> September, 2016 at 9.00 a.m IST and ends on 29<sup>th</sup> September, 2016 at 05.00 p.m. IST.

If you have any query regarding e-voting Password/PIN, please contact at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

(Member's /Proxy's Signature)

ROUTE MAP FOR THE VENUE OF ANNUAL GENERAL MEETING



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**BOOK-POST**

**SHREE MANUFACTURING COMPANY LIMITED**

Registered Office : 9, Brabourne Road, 7th Floor,

Kolkata ,West Bengal - 700001

Tel: 022 66631999