

# SHREE VIJAY INDUSTRIES LIMITED

Regd. Off: 179, INDUSTRIAL AREA-A, LUDHIANA-141003,  
Phone No: 0161-2600967, 2609619 Fax No.:0161-2225743,  
Website: [www.shreevijayg.com](http://www.shreevijayg.com), Email id: [svilt1984@gmail.com](mailto:svilt1984@gmail.com),  
CIN: L45202PB1984PLC018009

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**Date: 22.09.2018**

To,  
The Head- Listing Compliance  
**Metropolitan Stock Exchange of India Ltd (MSEI)**  
Vibgyor Towers, 4th floor,  
Plot No C 62, G – Block  
Opp. Trident Hotel,  
BandraKurlaComplex,  
Bandra, Mumbai – 400098

**Symbol: SHREEVIJAY**

**Sub: Submission of Annual Report for the Financial Year 2017-18,**

Dear Sir/Madam,

Pursuant to Regulation 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find the attached Annual Report of **Shree Vijay Industries Limited** for the Financial Year 2017-2018.

This is for your information and records.

Thanking You,

Yours faithfully

Sincerely,  
**For Shree Vijay Industries Limited**

 Digitally signed by  
VANDNA  
Date: 2018.09.22  
11:38:13 +05'30'

**(Vandna)**  
**Director**  
**DIN:07646818**



# Annual Report 2017-18

Shree Vijay Industries Limited

## **BOARD OF DIRECTORS**

Mr. Baldev Prasad Gupta      Managing Director  
Mr. Abhishek Gupta          Non- Executive Director  
Mr. Mukesh Shrimal Kumar    Independent Director  
Ms. Vandna                      Independent Director

## **KEY MANAGERIAL PERSONNEL**

Mr. Baldev Prasad Gupta      Managing Director  
Mr. Ishwar Chand Jha          Chief Financial Officer

## **AUDIT COMMITTEE**

Ms. Vandna                      Chairperson  
Mr. Baldev Prasad Gupta      Member  
Mr. Mukesh Shrimal Kumar    Member

## **NOMINATION & REMUNERATION COMMITTEE**

Mr. Abhishek Gupta          Chairperson  
Mr. Mukesh Shrimal Kumar    Member  
Ms. Vandna                      Member

## **STAKEHOLDERS' RELATIONSHIP COMMITTEE**

Mr. Abhishek Gupta          Chairperson  
Mr. Baldev Prasad Gupta      Member  
Mr. Mukesh Shrimal Kumar    Member

## **INTERNAL COMPALINT COMMITTEE**

Ms. Vandna                      Chairperson  
Mr. Abhishek Gupta          Member  
Mr. Mukesh Shrimal Kumar    Member

## **SECRETARIAL AUDITOR**

M/s Jain P & Associates,  
Company Secretaries  
C-273, 2nd Floor,  
Sector-63, Noida-201301

## **STATUTORY AUDITOR**

M/s Vinay & Associates  
Chartered Accountants  
18-G, Shaheed Bhagat Singh Nagar  
Pakhawal Road, Ludhiana-141002

## **REGISTRAR & SHARE TRANSFER AGENT**

Skyline Financial Services Private Limited  
D-153/A, First Floor, Okhla Industrial Area,  
Phase-I, New Delhi-110020.

**CIN** : L45202PB1984PLC018009

## **REGISTERED OFFICE**

179, Industrial Area-A, Ludhiana Punjab-141003

## **CORPORATE OFFICE**

179, Industrial Area-A, Ludhiana Punjab-141003

## **SHARES LISTED AT**

Metropolitan Stock Exchange of India Limited

## **BANKERS**

Punjab National Bank  
Industrial Area Ludhiana, Punjab-141003

**E-MAIL** : [svilt1984@gmail.com](mailto:svilt1984@gmail.com)

**WEBSITE** : [www.shreevijayg.com](http://www.shreevijayg.com)

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## NOTICE

**NOTICE** is hereby given that the **34th Annual General Meeting** of the members of **Shree Vijay Industries Limited** will be held on **Wednesday, 5th September, 2018 at 10:00 A.M.** at the Registered Office of the Company situated at 179, Industrial Area-A, Ludhiana, Punjab-141003 to transact the following businesses:

### **ORDINARY BUSINESS:**

1. Ordinary Resolution to receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2018 together with the reports of the Auditor's and Directors' thereon.
2. Ordinary Resolution to appoint a Director in place of **Mr. Abhishek Gupta (DIN: 00074317)** who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for Re-appointment.
3. Ordinary Resolution to ratify the appointment of **M/s Vinay & Associates, Chartered Accountants (Firm Registration No.004462N)** as the Statutory Auditors of the Company to hold office from the conclusion of ensuing Annual General meeting till the conclusion of the next **Annual General Meeting** of the company and to fix their remuneration.

In this regard, if thought fit, the members will pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 139(2) and 142(1) of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, pursuant to the recommendations of the audit committee of the Board of Directors, the re-appointment of the Statutory Auditors of Company **M/s Vinay & Associates, Chartered Accountants (Firm Registration No. 004462N)** be and is hereby ratified by the members of the Company for the financial year 2018-19 at such remuneration as may be determined by the Board of Directors of the Company.”

**By order of the Board of Directors**

**For Shree Vijay Industries Limited**

**Date: 07/08/2018**  
**Place: Ludhiana**

**Sd/-**  
**(Baldev Prasad Gupta)**  
**Managing Director**

**(DIN:00254454)**  
**Add: H. No. 179, Industrial Area – A,**  
**Miller Ganj, Ludhiana, Punjab-141003**

## NOTES:

1. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business(es) to be transacted at the Meeting is annexed hereto.
2. **A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ONLY AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, PROXY FORMS DULY COMPLETED IN ALL RESPECTS SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.**

A person can act as a proxy on behalf of members **not exceeding fifty** and holding in aggregate **not more than ten percent of the total share capital** of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person(s) or shareholder(s).

3. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a Certified True Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Relevant documents as referred to in the accompanying Notice along with the Statements are open for inspection by members at Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Annual General Meeting.
5. Brief details of Directors seeking re-appointment at the Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) forms part of the notice.
6. The Register of Members and Share Transfer Books will remain closed from **Saturday 1st September, 2018 to Wednesday, 5th September, 2018.(both days inclusive)**.
7. Members holding shares in physical form are requested to consider converting their holding to dematerialized form as required under the amended SEBI guidelines and regulations to eliminate all risks associated with physical shares and for ease in portfolio management. Members may contact the Company or its Registrar & Share Transfer Agent (RTA), for assistance in this regard.
8.
  - a) The members who are holding shares in physical form are requested to intimate any change in their address with pin code immediately either to the Company or to its Registrar & Share Transfer Agent (RTA) promptly.
  - b) The members who are holding shares in demat form are requested to intimate any change in their address with pin code immediately to their Depository Participants.
9. The Ministry of Corporate Affairs, Government of India (vide its circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' by allowing paperless compliances and recognizing delivery of Notices / Documents / Annual Reports, etc., to the shareholders through electronic medium. In view of the above, the Company will send Notices / Documents / Annual Reports, etc., to the shareholders through email, wherever the email addresses are available; and through other modes of service where email addresses have not been registered. Accordingly, members are requested to support this initiative by registering their email addresses in respect of shares held in dematerialized form with their respective Depository Participants

and in respect of shares held in physical form with the Company's Registrar and Transfer Agent.

10. The shares of the Company are at presently listed on Metropolitan Stock Exchange of India Limited.
11. Pursuant to the provisions under Section 108 of Companies Act, 2013 to be read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time along with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members, the facility to exercise their right to vote at the ensuing Annual General Meeting by Electronic Means. The business(s) proposed to be transacted as mentioned in the Annual General Meeting Notice may be transacted through voting by Electronic Means (Remote e-voting) as well. For this, Company is availing the services provided by **Central Depository Services (India) Limited ("CDSL")**. The facility for voting through Ballot Paper will also be made available at the meeting venue, for the members who have not cast their votes by remote e-voting. They shall also be able to exercise their voting rights at the AGM by voting through ballot paper. Members who have already cast their vote by remote e-voting process prior to the date of meeting shall be eligible to attend the Annual General Meeting but shall not be entitled to cast their votes again through ballot process.

The instructions for e-voting by members are annexed to the Notice.

12. The Board of Directors of the Company has appointed **Ms. Preeti Jain, Practicing Company Secretaries, Noida (C.P. No. 17079) as Scrutinizer** for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
13. The Scrutinizer, after scrutinizing the votes cast at the meeting through Poll and through remote e-voting, shall, not later than three days of conclusion of the Meeting, make a "**Consolidated Scrutinizer's Report**" and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on website of the Company at **www.shreevijayg.com** and on the website of Stock Exchange at <https://www.msei.in>. The Report shall simultaneously be placed on Notice Board of the Company at premises of the Registered Office.
14. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the General Meeting i.e, **5th September, 2018**.
15. The login ID and password for remote e-voting along with Process, Manner and Instructions for remote e-voting is being sent to Members who have not registered their E-mail ID(s) with the Company / their respective Depository Participants along with physical copy of the Notice.

Those Members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for remote e-voting along with Process, Manner and Instructions through E-mail.

16. Voting rights shall be reckoned on the Paid-up value of shares registered in the name of Member / Beneficial Owner (in case of shares in Dematerialized form) as on the cut-off date i.e. **31st August, 2018**.
17. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, shall only be entitled to avail the facility of e-voting / Poll.

**Note:** A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

18. No gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the General Meeting.

19. **The Instructions for shareholders voting electronically are as under:**

<b>Date and Time of commencement of e-voting</b>	<b>02-09-2018 at 9.00 A.M.</b>
<b>Date and Time of Conclusion of e-voting</b>	<b>04-09-2018 at 5.00 P.M.</b>

- i. During this period, shareholders' of the Company ,holding shares either in physical form or in dematerialized form, as on the cut-off date i.e.,31st August, 2018 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date through remote E-voting would not be entitled to vote at the meeting venue through Poll.
- iii. The shareholders should log on to the e-voting website of CDSL "www.evotingindia.com."
- iv. Click on Shareholders.
- v. Now Enter your User ID
  - a) For Shareholders holding Demat Account with CDSL: 16 digits beneficiary ID,
  - b) For Shareholders holding Demat Account with NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) 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 and vote done earlier voting of any Company, then your existing password is to be used.
- viii. If you are a first time user then follow the steps given below:

<b>For Members holding shares in Demat Form or 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)
<b>Dividend</b>	<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. E.g. If your name is <b>Ramesh Kumar</b> with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>Bank Details OR Date of Birth (DOB)</b>	<ul style="list-style-type: none"> <li>• Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</li> </ul>

- ix. After entering these details appropriately, click on "SUBMIT."
- x. 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 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.

**Note:** It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- xi. For Members holding shares in physical form, the details can be used for remote e-voting on the resolutions contained in this Notice only.
- xii. Click on the **EVSN** for **Shree Vijay Industries Limited** the relevant resolution on which you choose to vote.
- xiii. On the voting page, you will see “**RESOLUTION DESCRIPTION**” and against the same you will find an 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”.
- xiv. Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution’s details.
- xv. 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.
- xvi. Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on “**Click here to print**” option on the Voting page.
- xviii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on **Forgot Password** & enter the details as prompted by the system
- xix. 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** 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 linked in the login 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.
- 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**, under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

xxi. To address issues/grievances of shareholders relating to the ensuing AGM, including e-voting, the following official has been designated:

Name of Official	<b>Baldev Prasad Gupta</b>
Designation	Managing Director
Address	179, Industrial Area-A, Ludhiana, Punjab-141003.
Contact	0161-2600967
E-mail	svilt1984@gmail.com

#### PROFILE OF PROPOSED DIRECTOR

<b>Name</b>	<b>Mr. Abhishek Gupta</b>
<b>Director Identification Number (DIN)</b>	<b>00074317</b>
<b>D.O.B.</b>	<b>18/11/197</b>
<b>Qualification</b>	<b>Graduation</b>
<b>Expertise in specific area</b>	<b>Management &amp; Administration</b>
<b>Date of First appointment on the Board of the Company</b>	<b>01/07/2010</b>
<b>Shareholding in the Company (Only In case the Director to be appointed is a Non Executive Director)</b>	<b>370000 Shares</b>
<b>List of Directorship held in other Companies</b>	<b>One (M/s B P Alloys Limited)</b>
<b>Names of Listed Entities in which the person holds membership of Committees of the Board</b>	<b>Nil</b>
<b>Relationship between Directors Inter-se</b>	<b>Nephew of Mr. Baldev Prasad Gupta</b>

## DIRECTORS' REPORT

To

The Members

**Shree Vijay Industries Limited,**

Your Directors are pleased to present to the valued stakeholders, the 34th Annual Report of **Shree Vijay Industries Limited** along with the Audited Financial Statements of the Company for the Year ended on March 31st, 2018.

### FINANCIAL HIGHLIGHTS- AT A GLANCE

➤ Overall Performance of your Company

- The Financial Year 2017-18 had been a little tumultuous for the Company as your Company has shown a conventional performance during the year under review. The Net Loss of your Company had gone up from **Rs. (162,788.93)** in F.Y. 2016-17 to the Net Loss in F.Y. 2017-18 of **Rs. (1,157,297.95)**

**Amount (In Rupees)**

Particulars	Standalone	
	2017-18	2016-17
Income from Business Operations	-	17,360.00
Other Income	6,72,796.00	-
<b>Total Income</b>	<b>6,72,796.00</b>	<b>17,360.00</b>
Less: Expenditure except Depreciation, Interest and other Financial Charge(s)	18,30,093.95	1,76,764.93
<b>Profit/Loss before Interest, Depreciation and Tax</b>	<b>(1,157,297.95)</b>	<b>(1,59,404.93)</b>
Less: Interest and other Financial Charge(s)	-	3,384.00
<b>Profit/Loss before Depreciation and Tax</b>	<b>(1,157,297.95)</b>	<b>(1,62,788.93)</b>
Less: Depreciation	-	-
<b>Profit/Loss before Tax</b>	<b>(1,157,297.95)</b>	<b>(1,62,788.93)</b>
Less: Provision for Tax	-	-
Add: Deferred Tax Asset	-	-
<b>Net Profit/Loss after Tax</b>	<b>(1,157,297.95)</b>	<b>(1,62,788.93)</b>
Earnings per share		
Basic	(1.56)	(0.22)
Diluted	(1.56)	(0.22)

### DIVIDEND

No Dividend was declared for the current financial year due to loss incurred by the Company.

## **RESERVES**

The Board proposes no amount to transfer to the reserves as the company is running under loss. transferred to the General Reserve.

## **TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

Since there was no unpaid/unclaimed Dividend declared or paid by the Company, the provisions of Section 125 of the Companies Act, 2013 do not apply.

## **DEPOSITS**

During the year under review, the Company has not accepted any deposits in terms of section 73 of the Companies Act, 2013..

## **EXTRACT OF ANNUAL RETURN**

The details forming part of extract of Annual Return under sub section 3 of Section 92 of the Companies Act, 2013 in Form MGT-9 is annexed herewith as “**Annexure A**”. A copy of the same can also be viewed on website of the Company at “[www.shreevijayg.com](http://www.shreevijayg.com).”

## **SUBSIDIARY / ASSOCIATE/ JOINT VENTURES COMPANIES OF THE COMPANY**

The Company is not having any Subsidiary Company/ Joint Venture/ Associate Company during the financial year 2017-18. Form AOC-1 is also attached herewith as **Annexure B**.

## **MANAGEMENT DISCUSSION & ANALYSIS REPORT**

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate section of this Annual Report.

## **CHANGE IN NATURE OF BUSINESS**

During the year under review, there was no change in nature of business of the Company.

## **CHANGE IN DIRECTORS /KEY MANAGERIAL PERSONNEL DURING THE YEAR**

During the year under review, no change has taken place in the composition of Board of Directors including the change in any Key Managerial Personnel of the Company.

Mr. Abhishek Gupta (DIN: 00074317), Director will be retiring by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board recommends his re-appointment to the Board of the Company at the ensuing Annual General Meeting.

## **STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SECTION 149(6) OF COMPANIES ACT, 2013**

All Independent Directors have given declarations under section 149(7) that they meet the criteria of Independence as laid down under section 149(6) of the Companies Act, 2013 and Rules made thereunder to be read with SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015.

## **DISCLOSURE OF CHANGE IN ACCOUNTING TREATMENT IN FINANCIAL STATEMENTS**

During the period under review, the Company has adopted Indian Accounting Standards for Accounting treatment in the Financial Statements.

## **PARTICULAR OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES UNDER SECTION 188 OF THE COMPANIES ACT, 2013**

In the financial year 2017-2018, Company did not enter into any contracts or arrangements with any related party. AOC-2 is also attached herewith as Annexure C.

## **NUMBER OF MEETINGS OF THE BOARD & COMMITTEES**

During the year under review, Five Board Meetings, Four Audit Committee Meetings, One Nomination & Remuneration Committee Meetings, Four Stakeholders' Relationship Committee Meetings and One Internal Compliant Committee Meetings were convened and held. All the Meetings including Committee Meetings were duly held and convened and the intervening gap between two consecutive meetings was within the period prescribed under the Companies Act, 2013 to be read with the SEBI (Listing Obligations & Disclosure Requirements), Regulations 2015.

The details in respect of the dates of the meetings along with attendance has been provided in the Corporate Governance Report which forms part of this Annual Report.

## **AUDIT COMMITTEE**

The Audit Committee of the Company is constituted in line with the provisions of section 177 of the Companies Act, 2013 to be read with Regulation 18 of the SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015. The Composition of Audit Committee is given in the Corporate Governance Report which forms the integral part of this Annual Report.

## **NOMINATION & REMUNERATION COMMITTEE**

The Nomination & Remuneration Committee of the Company is constituted in line with the provisions of section 178 of the Companies Act, 2013 to be read with Regulation 19 of the SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015. The Composition of the Committee is given in the Corporate Governance Report which forms the integral part of this Annual Report.

## **STAKEHOLDERS' RELATIONSHIP COMMITTEE**

The Stakeholders' Relationship Committee of the Company is constituted in line with the provisions of section 178 of the Companies Act, 2013 to be read with Regulation 20 of the SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015. The Composition of the Committee is given in the Corporate Governance Report which forms the integral part of this Annual Report.

## **BOARD ANNUAL EVALUATION**

The provisions of section 134(3)(p) of the Companies Act, 2013 read with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 mandate that a Formal Annual Evaluation is to be made by Board of its own performance and that of its Committee and individual Directors. Schedule IV of the Companies Act, 2013 states that performance evaluation of the Independent Director shall be done by Directors excluding the Director being evaluated. The Board carried out a formal annual performance evaluation as per the criteria/framework laid down by the Nomination & Remuneration Committee of the Company and adopted by the Board. The evaluation was carried out through a structured evaluation process to judge the performance of individual Directors including the Chairman of the Board. They were evaluated on parameters such as their education, knowledge, experience, expertise, skills, behavior, leadership qualities, level of engagement & contribution, independence of judgment, decision making ability for safeguarding the interest of the Company, stakeholders and its shareholders.

## **REMUNERATION POLICY OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

The Board on the recommendation of Nomination & Remuneration Committee, framed a policy for selection and appointment of Directors, Senior Management Personnel and fixation of their remuneration thereof. The Policy contains, inter-alia, directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director, etc.

## **FAMILIARIZATION POLICY**

Pursuant to the provisions of Regulation 25(7) of Listing Regulations, 2015, the Board has framed a policy to familiarize Independent Directors about the Company.

## **STATUTORY AUDITOR & SECRETARIAL AUDITOR WITH THEIR QUALIFICATION, RESERVATION OR ADVERSE REMARKS ALONG WITH THE EXPLANATION OR COMMENTS BY THE DIRECTORS**

### **A. STATUTORY AUDITOR**

The members at the Annual General Meeting held 29th September 2016, appointed M/s Vinay & Associates, Chartered Accountants (Firm Registration No. 004462N) as Statutory Auditors of the Company for a period of Five years subject to ratification at every AGM. Their period of office will expire at the ensuing Annual General Meeting. Therefore, the auditors have expressed their willingness to continue to act as Statutory Auditor for the Financial Year 2018-19.

#### **Qualification(s) and Directors' comments on the report of Statutory Auditor:**

The Notes on Accounts and observations of the Auditors in their Report on the Accounts of the Company are self-explanatory and in the opinion of the Directors, do not call for any further clarification(s). Also, the report submitted by the Auditor is unqualified.

### **B. SECRETARIAL AUDITOR**

Pursuant to provision of section 204 of the Companies act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014, the Company has appointed M/s Jain P & Associates, Company Secretaries to undertake Secretarial Audit of the Company.

The Secretarial Audit was conducted by Ms. Preeti Jain, Company Secretary, and the report thereon is annexed herewith as "Annexure- D".

#### **Qualification(s) and Directors' comments on the report of Secretarial Auditor:**

The Company has not appointed Company Secretary in Whole-Time employment as required under Section 203 of the Companies Act, 2013

#### **Reply of Management for observation made by the Secretarial Auditors in his report:**

As Companies Act, 2013 has been implemented in the financial year 2014-15, demand for Company Secretaries has gone up substantially. There are more companies than available Company Secretaries in the current scenario. Company is making efforts to appoint Company Secretary and hope to finalize the candidate for the requisite post at the earliest.

## **INTERNAL AUDIT**

The Company had appointed an Internal Auditor of the Company to carry out the Internal Audit Functions. The Internal Auditor submits a "Quarterly Report" to the Audit Committee for its review.

## **DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITOR**

There were no instances of fraud, those have been observed by the Statutory Auditor during audit of the financial statements for the financial year 2017-18, which are required to be disclosed by the company in its Board Report under Section 143 (12) of the Companies Act, 2013.

## **PARTICULAR OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

The Company has not given any loan(s) or guarantee(s) and has not made any investment covered under the provision of the section 186 of the Companies Act, 2013 during the year under review.

## **FINANCIAL POSITION**

### **A) Issue of equity shares with differential voting rights**

No equity shares with differential voting rights has been issued by the Company during the financial year 2017-2018

### **B) Issue of sweat equity shares**

The Company has not issued sweat equity shares pursuant to provisions of Section 54 read with Rule 8 of the Companies (Share Capital and Debenture) Rules, 2014 during the Financial Year.

### **C) Issue of employee stock options**

The Company has not issued shares under employee's stock options scheme pursuant to provisions of Section Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014, so question does not arise about voting rights not exercised by employee during the year under review.

### **D) Buy Back Of Securities**

The Company has not bought back any of its securities pursuant to the provisions of Section 67 and Section 68 of the Companies Act 2013 during the year under review.

### **D1) Voting Rights of Employees**

During the year under review the company has not given loan to any employee for purchase of its own shares as per section 67 (3) (c) of the Companies Act, 2013. Therefore the company is not required to make disclosure as per rule 6 (4) of the Companies (Share Capital and Debentures) Rules, 2014.

## **MATERIAL CHANGES AND COMMITMENTS, IF ANY**

There are no material changes or commitments noticed by the Board between the end of financial year of the Company on 31st March, 2018 and the date of this Report.

## **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

To the best of the Management's knowledge, no significant and material order(s) were passed by any regulator(s) or courts or tribunals which could impact the going concern status and company's operation in future.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUT-GO**

The provision related to Conservation of Energy and Technology Absorption is not applicable to the Company. There were no foreign exchange earnings and outgo during the year under review.

## **RISK MANAGEMENT**

The provisions of SEBI Regulations for formation of Risk Management Committee are not applicable to the Company. However, as per section 134 (3) (n) of Companies Act 2013, the company regularly maintains a proper check in normal course of its business regarding risk management. Currently, the company does not identify any element of risk which may threaten the existence of the company.

## **CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

The Company does not fall under the criteria of net worth, turnover or profit for applicability of Corporate Social Responsibility (CSR) provisions as per Section 135 of the Companies Act, 2013, hence the same are not applicable to the company for the period under review.

## **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

As per Regulation 22 of the SEBI Regulations, 2015, in order to ensure that the activities of the Company & its employees are conducted in a fair & transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior, the company has adopted a vigil mechanism policy. This policy is explained in "Corporate Governance Report" and is also posted on website of the company.

## **PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE**

As per the requirement of "The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013" and Rules made thereunder, your Company has constituted Internal Complaints Committee (ICC) at its workplaces. During the year, no complaints were filed with the Company.

## **CORPORATE GOVERNANCE REPORT**

As per Reg. 34 of SEBI Regulation, 2015 to be read with Part A of Schedule V of the said regulations, a separate section on corporate governance practices followed by the company, together with the certificate from the company's Statutory Auditors/ Practicing Company Secretary confirming compliance forms an integral part of this Report.

## **HUMAN RESOURCE**

The relationship with employees continues to be harmonious. The Company always consider its human resource as its most valuable asset. Imparting adequate and specialized training to its employees is ongoing exercise in the company.

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

The Company has a robust and comprehensive Internal Financial Control system commensurate with the size, scale and complexity of its operation. The system encompasses the major processes to ensure reliability of financial reporting, compliance with policies, procedures, laws, and regulations, safeguarding of assets and economical and efficient use of resources.

The Company has performed an evaluation and made an assessment of the adequacy and the effectiveness of the Company's Internal Financial Control System. The Statutory Auditors of the Company have also



reviewed the Internal Financial Control system implemented by the Company on the financial reporting and in their opinion, the Company has, in all material respects, adequate Internal Financial Control system over Financial Reporting and such Controls over Financial Reporting were operating effectively as on 31st March, 2017 based on the internal control over financial reporting criteria established by the Company.

The policies and procedures adopted by the Company ensure the orderly and efficient conduct of its business and adherence to the company's policies, prevention and detection of frauds and errors, accuracy & completeness of the records and the timely preparation of reliable financial information.

The Internal auditors continuously monitor the efficacy of internal controls with the objective of providing to the Audit Committee and the Board, an independent, objective and reasonable assurance on the adequacy and effectiveness of the organization's risk management with regard to the internal control framework.

Audit committee meets regularly to review reports submitted by the Internal Auditors. The Audit Committee also meet the Company's Statutory Auditors to ascertain their views on the financial statements, including the financial reporting system and compliance to accounting policies and procedures followed by the Company.

## **LISTING AGREEMENT**

The shares of the Company are presently listed at Metropolitan Stock Exchange of India Limited.

## **PERSONNEL RELATIONS**

Your Directors hereby place on record their appreciation for the services rendered by executives, staff and other workers of the Company for their hard work, dedication and commitment. During the year under review, relations between the Employees and the Management continued to remain cordial.

## **CODE OF CONDUCT**

The Board of Directors has laid down the code of conduct for all Board Members and members of the Senior Management of the Company. Additionally, all Independent Directors of the company shall be bound by duties of Independent Directors as set out in Companies Act, 2013 to be read with SEBI Listing Regulations, 2015.

All Board Members, Key Managerial Personnel and Senior Management Personnel have affirmed compliance with the Code of Conduct.

## **PARTICULARS OF EMPLOYEES**

The information required pursuant to Section 197 read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is as follows:

The company has One Executive Directors and the remuneration paid to them is disclosed in MGT-9. Further, no sitting fee has been paid to any director during the year.

The particulars of the employees who are covered by the provisions contained in Rule 5(2) and rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are:

## **DIRECTOR'S RESPONSIBILITY STATEMENT**

In terms of Section 134(3) of the Companies Act 2013, the Directors, would like to state as follows:

(a) In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

(b) the Directors had selected such accounting policies and applied them consistently and made judgments & estimates that are reasonable and prudent so as to give a true & fair view of the state of affairs of the company at the end of the financial year and of the profit & loss of the Company for that period;

(c) The Directors had taken proper & 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 & detecting fraud & other irregularities;

(d) The Directors had 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 such controls are adequate and are operating effectively;

(f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **ACKNOWLEDGEMENT**

Your Directors would like to express their sincere appreciation for assistance and co-operation received from the various stake holders including Financial Institutions, Banks, Governmental authorities and other business associates who have extended their valuable support and encouragement during the year under review.

Your Directors take the opportunity to place on record their deep appreciation of the committed services rendered by the employees at all levels of the Company, who have contributed significantly towards Company's performance and for enhancing its inherent strength. Your Directors also acknowledge with gratitude the encouragement and support extended by our valued stakeholders.

By Order of the Board of Directors  
**For Shree Vijay Industries Limited**

**Sd/-**  
**Baldev Prasad Gupta**  
**Managing Director**  
**DIN:00254454**

**Sd/-**  
**Abhishek Gupta**  
**Director**  
**DIN:00074317**

**Date:**07.08.2018

**Place:** Ludhiana

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
**As on financial year ended on 31.03.2018**  
**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the**  
**Company (Management & Administration) Rules, 2014**

<b>I. REGISTRATION &amp; OTHER DETAILS:</b>		
1	CIN	L45202PB1984PLC018009
2	Registration Date	21-12-1984
3	Name of the Company	<b>SHREE VIJAY INDUSTRIES LIMITED</b>
4	Category of the Company	Company Limited by Shares
5	Sub-category of the Company	Indian Non-Government Company
6	"Address of the Registered office & contact details"	Add: C-193 A, Phase VI, Focal Point, Ludhiana, Punjab- 141010 Ph: +91-161-2676893
7	Whether listed company	Yes
8	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Skyline Financial Services Private Limited D-153, 1st Floor, Okhla Ind. Area, Phase-1, New Delhi-110020 Tel No. : 011-26812682/3, 011-64732681 to 88

**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)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	NIC Code of the Product/service	% of total turnover of the Company
1	NIL	-	-	-

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

S. No.	Name and Address of the Company	CIN/GLN	Holding /Subsidiary/ Associates	% of Shares held	Application Section
<b>NIL</b>					

#### IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of Total Equity)

##### (i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF		4,71,800	4,71,800	63.54%		4,71,800	4,71,800	85.02%	-
b) Central Govt		-	-	-		-	-	-	-
c) State Govt(s)		-	-	-		-	-	-	-
d) Bodies Corp.		-	-	-		-	-	-	-
e) Banks / FI		-	-	-		-	-	-	-
f) Any other		-	-	-		-	-	-	-
<b>Sub Total (A) (1)</b>		<b>4,71,800</b>	<b>4,71,800</b>	<b>63.54%</b>		<b>4,71,800</b>	<b>4,71,800</b>	<b>85.02%</b>	<b>0.00%</b>
<b>(2) Foreign</b>									
a) NRI Individuals		-	-	-		-	-	-	-
b) Other Individuals		-	-	-		-	-	-	-
c) Bodies Corp.		-	-	-		-	-	-	-
d) Any other		-	-	-		-	-	-	-
<b>Sub Total (A) (2)</b>		-	-	-		-	-	-	-
<b>TOTAL (A)</b>		<b>4,71,800</b>	<b>4,71,800</b>	<b>63.54%</b>		<b>4,71,800</b>	<b>4,71,800</b>	<b>85.02%</b>	<b>0.00%</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds		-	-	-		-	-	-	-
b) Banks / FI		-	-	-		-	-	-	-
c) Central Govt		-	-	-		-	-	-	-
d) State Govt(s)		-	-	-		-	-	-	-
e) Venture Capital Funds		-	-	-		-	-	-	-
f) Insurance Companies		-	-	-		-	-	-	-
g) FIs		-	-	-		-	-	-	-
h) Foreign Venture Capital Funds		-	-	-		-	-	-	-
i) Others (specify)		-	-	-		-	-	-	-
<b>Sub-total (B)(1):-</b>		-	-	-		-	-	-	-
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian		-	-	-		-	-	-	-
ii) Overseas		-	-	-		-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh		1,87,600	1,87,600	25.27%		1,87,600	-	0.00%	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh		56,000	56,000	7.54%		56,000	56,000	10.09%	-
c) Others (specify)									
Non Resident Indians		-	-	-		-	-	-	-
Resident Indian HUF		27,100	27,100	3.65%		27,100	27,100	4.88%	-
Overseas Corporate Bodies		-	-	-		-	-	-	-

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Foreign Nationals		-	-	-		-	-	-	-
Clearing Members		-	-	-		-	-	-	-
Trusts		-	-	-		-	-	-	-
Foreign Bodies - D R		-	-	-		-	-	-	-
Sub-total (B)(2):-			2,70,700	2,70,700	36.46%	83,100	83,100	14.98%	-
Total Public (B)			2,70,700	2,70,700	36.46%	83,100	83,100	14.98%	-
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)		7,42,500	7,42,500	100.00%		5,54,900	5,54,900	100.00%	-

**(ii) Shareholding of Promoter**

S. No.	Shareholder's Name	Shareholding at the beginning of the year [As on 31-March-2017]			Shareholding at the end of the year [As on 31-March-2018]			% change in shareholding during the year
		No. of Share	% of total Shares of the company	% of shares pledged to total shares	No. of share	% of total Shares of the Company	% of shares pledged encumbered to total shares	
1	Abhishek Gupta	3,70,000	49.83%	Nil	3,70,000	66.68%	Nil	-
2	Baldev Prasad Gupta	60,300	8.12%	Nil	60,300	10.87%	Nil	-
3	Daya Devi Gupta	15,500	2.09%	Nil	15,500	2.79%	Nil	-
4	Arun Gupta	26,000	3.50%	Nil	26,000	4.69%	Nil	-

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

S. No.	Particulars	Data	Reason	Shareholding at the beginning of the year [As on 31-March-2017]		Cumulative Shareholding during the year [As on 31-March-2018]	
				No. of Shares	% of total Shares	No. of Shares	% of total shares
	<b>At the beginning of the year</b>						
1	Abhishek Gupta			370000	49.83%	370000	49.83%
2	Baldev Prasad Gupta			60300	8.12%	60300	8.12%
3	Daya Devi Gupta			15500	2.09%	15500	2.09%
4	Arun Gupta			26000	3.50%	26000	3.50%
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer /bonus/ sweat equity etc)"			<b>NO CHANGE</b>			
	<b>At the end of the year</b>						
1	Abhishek Gupta			370000	49.83%	370000	49.83%
2	Baldev Prasad Gupta			60300	8.12%	60300	8.12%
3	Daya Devi Gupta			15500	2.09%	15500	2.09%
4	Arun Gupta			26000	<b>3.50%</b>	<b>26000</b>	<b>3.50%</b>

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

S. No.	For each of the Top 10 shareholders	Shareholding at the beginning of the year [As on 31-March-2017]		Cumulative Shareholding during the year [As on 31-March-2018]	
		No. of shares	% of total shares	No. of shares	% of total shares
<b>1</b>	<b>At the beginning of the year</b>				
1	Meghna Dembla	30000	4.04	30000	4.04
2	Hemant Dembla	30000	4.04	30000	4.04
3	Dev Prasad Sharma	20000	2.69	20000	2.69
4	Rajni Gupta	8000	1.08	8000	1.08
5	Hemant Kumar Dembla (HUF)	8000	1.08	8000	1.08
6	Gain Chand Dembla (HUF)	7900	1.06	7900	1.06
7	Tilak Raj Dembla (HUF)	7700	1.04	7700	1.04
8	Neeraj Gupta	7300	0.98	7300	0.98
9	Snehlata Kaim	7000	0.94	7000	0.94
10	Tilak Raj Dembla	5500	0.74	5500	0.74
	"Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus / sweat equity etc)	<b>NO CHANGES</b>			
	At the end of the year (or on the date of separation,if separated during the year)				
1	Meghna Dembla	30000	4.04	30000	4.04
2	Hemant Dembla	30000	4.04	30000	4.04
3	Dev Prasad Sharma	19000	2.69	19000	2.69
4	Rajni Gupta	8000	1.08	8000	1.08
5	Hemant Kumar Dembla (HUF)	8000	1.08	8000	1.08
6	Gain Chand Dembla (HUF)	7900	1.06	7900	1.06
7	Tilak Raj Dembla (HUF)	7700	1.04	7700	1.04
8	Neeraj Gupta	7300	0.98	7300	0.98
9	Snehlata Kaim	7000	0.94	7000	0.94
10	Tilak Raj Dembla	5500	0.74	5500	0.74

(v) **Shareholding of Directors and Key Managerial Personnel:**

S. No.	Shareholding of each Directors and Key Managerial Personnel	Shareholding at the beginning of the year [As on 31-March-2017]		Cumulative Shareholding during the year [As on 31-March-2018]	
		No. of shares	% of total shares	No. of shares	% of total shares
	<b>At the beginning of the year</b>				
1	Abhishek Gupta	3,70,000	49.83%	3,70,000	49.83%
2	Baldev Gupta	60,300	8.12%	60,300	8.12%
3	Mukesh Shrimal Kumar	2,500	0.33%	2,500	0.33%
4	Vandna	6,000	0.81%	6,000	0.81%
	"Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus / sweat equity etc)"	<b>No Change</b>			
	<b>At the end of the year</b>				
1	Abhishek Gupta	3,70,000	49.83%	3,70,000	49.83%
2	Baldev Gupta	60,300	8.12%	60,300	8.12%
3	Mukesh Shrimal Kumar	2,500	0.33%	2,500	0.33%
4	Vandna	6,000	0.81%	6,000	0.81%

## V. INDEBTEDNESS

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

	Particulars	Secured Laons excluding	Unsecured Loans	Deposits	Total Indebtness
i)	Indebtedness at the beginning of the financial year				
i)	Principal Amount	-	-	-	-
ii)	Interest due but not paid	-	-	-	-
iii)	Interest accrued but not due	-	-	-	-
	<b>Total (i+ii+iii)</b>	-	-	-	-
	* Addition	-	-	-	-
	* Reduction	-	-	-	-
	Net Change	-	-	-	-
	Indebtedness at the end of the financial year				
i)	Principal Amount	-	-	-	-
ii)	Interest due but not paid	-	-	-	-
iii)	Interest accrued but not due	-	-	-	-
	<b>Total (i+ii+iii)</b>	-	-	-	-

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount ( In Rs )
	<b>Name</b>				
	<b>Designation</b>				
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	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	<b>Total (A)</b>	-	-	-	-
	<b>Ceiling as per the Act</b>	-	-	-	-

### B. Remuneration to other Directors

S. No.	Particulars of Remuneration	Name of Directors			Total Amount ( In Rs )
1	Independent Directors				
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)	-	-	-	-
2	Other Non-Executive Directors	-	-	-	-
	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	-	-	-	-

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

S. No.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount
		Name			
	Designation	CS	CFO	CS	
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	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	-	-	-

**VII. PENALTIES / PUNISHMENT / COMPOUNDING OFFENCES**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made if any (give Details)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

**For and on behalf of Board of Directors  
Shree Vijay Industries Limited**

**Sd/-  
(Baldev Prasad Gupta)  
Managing Director  
DIN: 00254454**

**Sd/-  
(Abhishek Gupta)  
Director  
DIN: 00074317**

**Date : 07/08/2018  
Ludhiana-141001**



**FORM NO. AOC.2**

*(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)*

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto**

<b>Details of contracts or arrangements or transactions not at Arm's Length basis</b>		
<b>1</b>	Name(s) of the related party and nature of relationship	Not Applicable
	Nature of contracts/arrangements/ transactions	Not Applicable
	Duration of the contracts/ arrangements/ transactions	Not Applicable
	Salient terms of the contracts or arrangements or transactions including the value, if any	Not Applicable
	Justification for entering into such contracts or arrangements or transactions.	Not Applicable
	Date(s) of approval by the Board	Not Applicable
	Amount paid as advances, if any	Not Applicable
	Date on which the special resolution was passed in General Meeting as required under first proviso to section 188.	Not Applicable

<b>Detail of material contracts or arrangement or transactions at Arm's Length basis</b>		
<b>2</b>	Name(s) of the related party and nature of relationship	Not Applicable
	Nature of contracts/arrangements /transactions	Not Applicable
	Duration of the contracts/arrangements/ transactions	Not Applicable
	Salient terms of the contracts or arrangements or transactions including the value, if any:	Not Applicable
	Date(s) of approval by the Board, if any	Not Applicable
	Amount paid as advances, if any	Not Applicable

**By Order of the Board of Directors  
For Shree Vijay Industries Limited**

**Date: 07.08.2018  
Place: Ludhiana**

**Sd/-  
Baldev Prasad Gupta  
Managing Director  
DIN: 00254454**

**Sd/-  
Abhishek Gupta  
Director  
DIN: 00074317**

**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of Subsidiaries/Associate Companies/Joint Ventures**

**Part "A": Subsidiaries**

*(Information in respect of each subsidiary to be presented with amounts in Rupees)*

<b>S. No.</b>	<b>Particulars</b>	<b>Details</b>
	Name of the subsidiary	Nil
	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not Applicable
	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not Applicable
	Share capital	Not Applicable
	Reserves & surplus	Not Applicable
	Total assets	Not Applicable
	Total Liabilities	Not Applicable
	Investments	Not Applicable
	Turnover	Not Applicable
	Profit before taxation	Not Applicable
	Provision for taxation	Not Applicable
	Profit after taxation	Not Applicable
	Proposed Dividend	Not Applicable
	% of shareholding	Not Applicable

Names of subsidiaries which are yet to commence operations **Nil**

Names of subsidiaries which have been liquidated or sold during the year **Nil**

**Part “B”: Associates and Joint Ventures**

**Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

	Name of Associate/Joint Venture	Not Applicable
	Latest audited Balance Sheet Date	Not Applicable
	Shares of Associate/Joint Venture held by the company on the year end	Not Applicable
	No.	Not Applicable
	Amount of Investment in Associate/Joint Venture	Not Applicable
	Extend of Holding%	Not Applicable
	Description of how there is significant influence	Not Applicable
	Reason why the associate/joint venture is not consolidated	Not Applicable
	Net worth attributable to shareholding as per latest audited Balance Sheet	Not Applicable
	Profit/Loss for the year	Not Applicable
	Considered in Consolidation	Not Applicable
	Not Considered in Consolidation	Not Applicable

Names of Associate Companies/Joint Ventures which are yet to commence operations

Not Applicable

Names of Associate Companies/Joint Ventures which have been liquidated or sold during the year

Not Applicable

**By Order of the Board of Directors  
For Shree Vijay Industries Limited**

**Date: 07.08.2018**

**Place: Ludhiana**

**Sd/-**

**Baldev Prasad Gupta  
Managing Director**

**DIN: 00254454**

**H. No. 179, Industrial  
Area-A, Miller Ganj, Ludhiana  
Punjab-141003**

**Sd/-**

**Abhishek Gupta  
Director**

**DIN: 00074317**

**99-100, A Block , Raj Guru  
Nagar, Ferozpur Road, Ludhiana,  
Punjab-141001**

## SECRETARIAL AUDIT REPORT

### FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2018

[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 Vijay Industries Limited**  
179, Industrial Area-A  
Ludhiana-141003

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

Based on our verification of the **Shree Vijay Industries Limited's** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit. We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31<sup>st</sup> March, 2018** 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Shree Vijay Industries Limited** ("the Company") for the financial year ended on **31<sup>st</sup> March, 2018** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **Not applicable during period under review**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **Not applicable to the Company during the audit period**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the audit period)**
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **(Not applicable to the Company during the audit period)**
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, **(Not applicable to the Company during the audit period)**
  - (i) The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015

(vi) The Environment (Protection) Act, 1986

(vii) The EPF & Misc. Provisions Act, 1952;

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

(i) Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with **Metropolitan Stock Exchange of India Ltd.**

During the period under review and as per the explanation & clarification given to me and the representations made by the Management, the company has generally complied with the provision of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

***The Company has not appointed Company Secretary in Whole-Time employment as required under Section 203 of the Companies Act, 2013***

**We further report that**

- ✓ The composition of the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- ✓ Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- ✓ Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**We further report that** based on review of compliance mechanism established by the Company, we are of the opinion that there are adequate systems and processes in place in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines:-

- ✓ As informed, the Company has responded appropriately to the notices received from various statutory/regulatory authorities including initiating actions for corrective measures, wherever found necessary.

**We further report that** during the audit period the company has not undertaken any specific transactions as given below:

1. Public/Right/Preferential issue of Shares/debentures/sweat equity, etc.
2. Redemption /buy back of Securities
3. Merger/ Amalgamation/ reconstruction, etc.
4. Foreign technical collaborations

**For Jain P and Associates  
Company Secretaries**

**Place: Noida  
Date: 07.08.2018**

**Sd/-**

**Preeti Jain  
ACS No.: 41759  
C P No.:17079**

This report is to be read with our letter of even date which is annexed as "**Annexure 1**" and forms an integral part of this report.

To,

The Members,  
**Shree Vijay Industries Limited**  
179, Industrial Area-A,  
Ludhiana, Punjab

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 future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Jain P and Associates  
Company Secretaries**

**Place: Noida  
Date: 07.08.2018**

**Sd/-  
Preeti Jain  
ACS No.: 41759  
C P No.:17079**

## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

### I. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Your Company is committed to practice good Corporate Governance in all its activities and processes. The Directors' endeavor is to create an environment of fairness, equity and transparency with the underlying objective of securing long-term shareholder value, while, at the same time, respecting the rights of all stakeholders.

The Company adheres to the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (hereinafter referred to as SEBI (LODR) Regulations, 2015 or SEBI Regulations) and your management is taking all possible steps to fulfill its commitment in a judicious, fair and transparent manner.

### II. BOARD OF DIRECTORS

The Board is entrusted with the ultimate responsibility of management, general affairs, direction and performance of the Company and had been vested with the requisite powers, authorities and duties.

#### A. *Composition and Category of the Board of Directors*

As on 31<sup>st</sup> March 2018, there were Four Directors comprising of One Executive Director who is the Managing Director, One Non- Executive Director and Two Non-Executive Independent Directors.

**Mr. Abhishek Gupta (DIN: 00074317)**, Director of the Company will be retiring by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board recommends his re-appointment as Director.

The board consists of eminent persons with considerable professional experience in business, industry, finance, audit and law. ***None of the Director is a member of more than ten committees and Chairman of more than five Committees across all the Companies in which they are directors.*** All the members have made disclosures regarding their directorship and memberships in various committees.

As on 31<sup>st</sup> March, 2018, the composition of Board of Directors is in conformity with Regulation 17 of SEBI Regulations, 2015 and the provisions of Companies Act, 2013.

Category and attendance of each of the Directors at the Board Meetings held during 2017 -18 and the last Annual General Meeting is given below:

S. No.	Name	Category	Number of Board Meetings held during the year 2017-2018		Whether attended last AGM held on 28 <sup>th</sup> August, 2017	No. of Membership/ Chairpersonship in mandatory Committees	
			Held	Attended		Membership	Chairpersonship
1.	Mr. Baldev Prasad Gupta	Managing Director	5	5	Yes	2	0
2.	Mr. Abhishek Gupta	Non- Executive Director	5	5	Yes	3	2
3.	Mr. Mukesh Shrimal Kumar	Independent Director	5	5	Yes	4	0
4.	Ms. Vandna	Independent Director	5	5	Yes	3	2

Except Mr. Abhishek Gupta and Mr. Baldev Prasad Gupta none of the present Directors are

“Relative” of each other as defined in Section 2 (77) of Companies Act, 2013 and Rule 4 of the companies (Specification of definitions details) Rules, 2014.

During the period, the Board of Directors of your Company met Five times. The dates on which the meetings were held are 27<sup>th</sup> May, 2017, 19<sup>th</sup> July, 2017, 11<sup>th</sup> August, 2017, 13<sup>th</sup> November, 2017 and 5<sup>th</sup> February, 2018. The gap requirement of 120 days between two meetings has been complied with. The necessary quorum was present for all the meetings.

The Company issued formal letters of appointment to Independent Directors in the manner as provided in the Companies Act, 2013.

The company has also formulated a policy to familiarize the Independent Directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various programmes.

#### **B. Code of Conduct**

The Board has approved the code of conduct for all board members and senior management personnel of the Company. All Board members and senior management personnel have affirmed compliance with the Code of Conduct.

#### **C. Non-Executive Directors Compensation and Disclosures**

The Company does not have any pecuniary relationship with any Non-Executive Directors. No remuneration was given to any of the Non-Executive Director during the financial year 2017-18.

### **III. COMMITTEES OF THE BOARD**

The terms of reference of Board Committees are determined by the Board from time to time. Presently the Company has **Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Internal Compliant Committee**. All the decisions pertaining to the constitution of the Committees, appointment of members, and fixing of terms of reference for committee members are taken by the Board of Directors. Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance, are provided below:

#### **A. Audit Committee**

- i. The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI Regulations, 2015 read with Section 177 of Companies Act, 2013
- ii. The term of reference of the Audit Committee is as per Part C of Schedule II of the SEBI (LODR) Regulations, 2015 and provisions of Companies Act 2013.
- iii. The Audit Committee invites such of the executives, as it considers appropriate (particularly the head of the finance function), representatives of the statutory auditors and representatives of the internal auditors to be present at its meetings.
- iv. The previous Annual General Meeting (AGM) of the Company was held on **28<sup>th</sup> August, 2017** and was attended by Ms. Vandna, Chairperson of the Audit Committee.
- v. The composition of the Audit Committee and the details of meetings attended by its members are given below:

<b>S.No.</b>	<b>Name</b>	<b>Category</b>	<b>No. of Committee Meetings held</b>	<b>No. of Committee Meetings Attended</b>
	Ms. Vandna	Chairperson	4	4
	Mr. Baldev Prasad Gupta	Member	4	4
	Mr. Mukesh Shrimal Kumar	Member	4	4



- vi. Four Audit Committee meetings were held during the year 2017-18 on 27<sup>th</sup> May, 2017, 11<sup>th</sup> August, 2017, 13<sup>th</sup> November, 2017 and 5<sup>th</sup> February, 2018.
- vii. The necessary quorum was present for all the meetings.
- viii. The role of the **audit committee** includes the following:
  1. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
  2. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
  3. Approval of payment to statutory auditors for any other services rendered by the statutory auditor;
  4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
    - a. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
    - b. changes, if any, in accounting policies and practices and reasons for the same;
    - c. major accounting entries involving estimates based on the exercise of judgment by management;
    - d. significant adjustments made in the financial statements arising out of audit findings;
    - e. compliance with listing and other legal requirements relating to financial statements;
    - f. disclosure of any related party transactions;
    - g. modified opinion(s) in the draft audit report;
  5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
  6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency, monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
  7. Reviewing and monitoring the auditor's independence & performance, and effectiveness of audit process;
  8. Approval or any subsequent modification of transactions of the listed entity with related parties;
  9. Scrutiny of inter-corporate loans and investments;
  10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
  11. Evaluation of internal financial controls and risk management systems;
  12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
  13. Reviewing the adequacy of internal audit function, if any, including the structure of the

internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

14. Discussion with internal auditors of any significant findings and follow up thereon;
  15. Reviewing the findings of any internal investigation by the internal auditors in matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
  16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
  18. To review the functioning of the whistle blower mechanism;
  19. Approval of appointment of chief financial officer after assessing the qualification, experience and background, etc. of the candidate;
  20. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- ix. The audit committee shall **mandatorily** review the following information:
1. Management discussion and analysis of financial condition and results of operations;
  2. Statement of significant related party transactions (as defined by the audit committee), submitted by the management;
  3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
  4. Internal audit reports relating to internal control weaknesses; and
  5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
  6. Statement of deviations:
    - a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
    - b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).
- x. **Audit & other duties**
1. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
  2. Discussion with internal auditors of any significant findings and follow up there on.
  3. Review and recommend to the Board the appointment/re-appointment of the Statutory Auditors and Internal Auditors considering their independence and effectiveness and their replacement and removal.
  4. To recommend to the Board the remuneration of the Statutory Auditors and internal auditors.
  5. To grant approval for related party transactions which are in the ordinary course of business and on an arm's length pricing basis and to review and approve such transactions subject to the approval of the Board.

**B. Stakeholders Relationship Committee (erstwhile Shareholders' Grievance Committee)**

- i. Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI LODR Regulations, 2015, the Board has constituted Stakeholders' Relationship Committee to specifically look into the mechanism of redressal of grievances of shareholders and other security holders. Headed by Mr. Abhishek Gupta, Non-Executive Director of the Company.
- ii. The composition of the Stakeholders' Relationship Committee and the details of meetings attended by its members are given below:

<b>S.No.</b>	<b>Name of the Member</b>	<b>Category</b>	<b>No. of Committee Meetings held</b>	<b>No. of Committee Meetings Attended</b>
	Mr. Abhishek Gupta	Chairperson	2	2
	Mr. Baldev Prasad Gupta	Member	2	2
	Mr. Mukesh Shrimal Kumar	Member	2	2

- iii. Four Stakeholders' Relationship Committee meetings were held during the year 2017-18 on 27<sup>th</sup> May, 2017, 11<sup>th</sup> August, 2017, 13<sup>th</sup> November, 2017 and 5<sup>th</sup> February, 2018. The necessary quorum was present for all the meetings.

**iv. Functions and Terms of Reference:**

The Committee considers and resolves the grievances of the security holders of the listed entity including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends.

The functioning and broad terms of reference of the Stakeholders' Relationship Committee of the Company are as under:

- a) To consider and resolve the grievance of security holders of the Company.
- b) To review important circulars issued by SEBI / Stock Exchanges
- c) To take note of compliance of Corporate Governance during the quarter/year.
- d) To approve request for share transfer and transmissions.
- e) To approve request pertaining to demat of shares/sub-division/consolidation/issue of renewed/duplicate share certificate etc.

**v. Name, designation and address of Compliance Officer:**

Name	Baldev Prasad Gupta
Designation	Managing Director
Address	179, Industrial Area-A, Ludhiana, Punjab-141003

- vi. **Details of investor complaints received and redressed during the year 2017-18 are as follows:**

No. of Complaints pending as on 01.04.2017	No. of Complaints received during the year 2017-18	No. of Complaints resolved during the year	No. of Complaints not resolved during the year to the satisfaction of shareholders	No. of Complaints pending as on 31.03.2018
Nil	Nil	Nil	Nil	Nil

### C. Nomination & Remuneration Committee

- i. Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations, 2015, the Board has duly constituted the Nomination & Remuneration Committee, with all members being Non-Executive Directors and Independent Director as Chairperson. The composition of Nomination & Remuneration Committee is as follows:

S.No.	Name	Category	No. of Committee Meetings held	No. of Committee Meetings Attended
	Mr. Abhishek Gupta	Chairperson	1	1
	Mr. MukeshShrimal Kumar	Member	1	1
	Ms. Vandna	Member	1	1

The committee meetings were held on 19<sup>th</sup> July, 2017.

- ii. The terms of reference of the committee are as follows:
- Formulation of the criteria for determining qualification, positive attributes and independence of a director and to recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
  - Formulation of criteria for evaluation of performance of independent directors and the board of directors;
  - Devising a policy on diversity of board of directors;
  - Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
  - Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
  - The remuneration policy as adopted by the company envisages the payment of remuneration according to qualification, experience and performance at different levels of the organization. The workers at the factory as well as those rendering clerical, administrative and professional services are suitably remunerated according to the industry norms.
- iii. Performance Evaluation Criteria For Independent Directors:
- Performance Evaluation Criteria of Board members including Independent Directors as approved by the Board provides:
- Each of the director(s) are required to assign the rating on different parameters for the evaluation of board, independent director(s) and committees of the Board of Directors and has to submit the same to the Nomination & Remuneration Committee.

- b) The rating is to be assigned on a scale of five for the purpose of evaluation of performance as under:

Rating Scale	Scale Performance
5	Exceptionally Good
4	Good
3	Satisfactory
2	Needs Improvement
1	Unacceptable

- c) The Nomination & Remuneration Committee shall receive the Evaluation Forms in sealed cover and summarize the results. The Chairperson of the Nomination & Remuneration Committee may have discussions with individual director where clarification or interpretation is required.
- d) The Chairperson of the NRC shall develop a report on the basis of evaluation rating received. The Committee shall review the result and submit its recommendation for the consideration of Board.
- e) The Board shall review the recommendations of the Nomination & Remuneration Committee and issue necessary directions.

#### iv. **Remuneration of Directors**

The remuneration payable to all Directors including Managing Director, if any is decided by the shareholders in the General Meeting. As per the Companies Act, 2013, the Board of Directors of the Company is empowered to determine the sitting fee payable to Independent Directors within the ceiling prescribed under the Companies Act, 2013.

None of the Independent Directors were paid any sitting fees during the financial year 2017-18.

#### **Remuneration of Executive Directors for the financial year 2017-18**

S. No.	Name of Director	Designation	Salary	Benefits	Performance Related Pay (PRP) for the year 2016-17	Total
	Mr. Baldev Prasad Gupta	Managing Director	Nil	Nil	Nil	Nil

The Company had not given any stock options during the year 2017-18.

There was no pecuniary relationship or transaction with Non-Executive Directors vis-a-vis the Company during the financial year 2017-18.

#### **IV. WHISTLE BLOWER POLICY**

The Company has a well defined Whistle Blower Policy for reporting the instances of unethical/improper conduct and taking suitable steps to investigate and take remedial action. No personnel have been denied access to the Audit Committee. In addition to this, a policy to prevent frauds has also been adopted by the Company for reporting on frauds or suspected frauds, involving employees as well as representatives of vendors, suppliers, contractors, consultants, service providers or any other party doing any type of business with the company. All reports on frauds or suspected frauds are investigated with utmost speed. The mechanism for prevention of frauds is also included in the policy.

During the year under review, no complaint(s) have been reported under Whistle Blower Policy.

## **V. VIGILMECHANNISM**

The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of the Regulation 22 of Listing Regulations, 2015. Protected disclosures can be made by a whistle blower through an e-mail, or dedicated telephone line or letter to the Chairperson of the Audit Committee. The Policy on vigil mechanism and whistle blower policy may be accessed on the Company's website.

The vigil mechanism has provided for adequate safeguards against victimization of director(s) or employee(s) or any other person who avail the mechanism and also provide for direct access to the chairperson of the audit committee in appropriate or exceptional cases.

## **VI. RISK MANAGEMENT**

As per Regulation 21 of SEBI Regulations, 2015, the Company is not required to constitute Risk Management Committee.

## **VII. INDEPENDENT DIRECTORS' MEETING**

During the year under review, the Independent Directors met on 27<sup>th</sup> May, 2017 inter alia to discuss the following matters:

- i. Review the performance of Non-Independent Directors and the Board as a whole;
- ii. Review the performance of the Chairperson of the company, taking into account the views of Executive Directors and Non-Executive Directors;
- iii. Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

## **VIII. FORMULATION OF POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION**

The Nomination & Remuneration Committee discussed and thereafter decided upon the policy for selection & appointment of Directors and their remuneration. The highlights of this policy are as follows:

### **A. Criteria of selection of Non-Executive Directors**

- i. The Non- Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.
- ii. In case of appointment of Independent Directors, the Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- iii. The Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- iv. The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.

### **B. Qualification, expertise and experience of Directors in their respective fields;**

### **C. Personal, Professional or business standing;**

### **D. Diversity of the Board.**

### **E. In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.**

## **IX. REMUNERATION POLICY FOR THE SENIOR MANAGEMENT EMPLOYEES**

- I. In determining the remuneration of Senior Management Employees, the Committee shall ensure / consider the following:

- a) the relationship of remuneration and performance benchmark is clear;
- b) the balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
- c) the remuneration is divided into two components viz. fixed component comprising salaries, perquisites and retirement benefits and a variable component comprising performance bonus;
- d) the remuneration including annual increment and performance bonus is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, individuals performance and current compensation trends in the market.

II. The Independent Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors and thereafter shall recommend the annual increment and performance incentive to the Committee for its review and approval.

#### **X. SUBSIDIARY COMPANIES**

The Company does not have any Subsidiary Company during the financial year under review.

#### **XI. RELATED PARTY TRANSACTIONS:**

During the financial year under review, the Company has not entered into any material transaction with any of its related party. Accordingly, the disclosure of Related Party Transactions as required under section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not applicable.

#### **XII. PREVENTION OF INSIDER TRADING**

Pursuant to SEBI Regulations, 2015 the Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company.

##### **Disclosures**

The company has always ensured fair code of conduct and maintained transparency. There were no instances of non-compliance by the company, penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years which has a bearing on the going concern status of the company.

In accordance with requirement of Companies Act as well as SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, a vigil mechanism has been adopted by the board of directors and accordingly a whistle blower policy has been formulated with a view to provide a mechanism for employees of the company to approach Internal Auditor or Chairperson of the Audit Committee of the Company to report any grievance. A link to such policy is also provided in the website of the company.

Compliance, rules & regulations as laid down by various statutory authorities have always been observed by the company since such change over both in letter as well as in spirit.

The Board has obtained certificates/disclosures from key management personnel confirming that they do not have any material financial or commercial interest in transactions with the company at large.

##### **Compliance with Accounting Standards**

In the preparation of financial statements, the Company has followed Accounting Standards notified till date and has followed the relevant provisions of the Companies Act, 2013. The significant accounting policies which are consistently applied have been set out in the Notes to Financial Statements.

### XIII. GENERAL BODY MEETING

#### a) Annual General Meeting

The details of last three Annual General Meetings (AGM) of shareholders held were as under:

Financial Year	Day and Date	Venue	Time	Whether any Special Resolution passed
2014-15	26/09/2015	179, Industrial Area-A, Ludhiana	11:00 A.M.	No
2015-16	29/09/2016	179, Industrial Area-A, Ludhiana	01:00 P.M.	No
2016-17	28/08/2017	179, Industrial Area-A, Ludhiana	02:30 P.M.	Yes

b) No Extraordinary General Meeting of Members was held during the year under review.

c) No Postal Ballot was conducted during the year under review.

### XIV. MEANS OF COMMUNICATION

The Company's quarterly financial results in the format prescribed under the SEBI Regulations, 2015, were approved and taken on record by the Board within the prescribed period under the Regulations and were sent to all Stock Exchanges on which the Company's shares are listed.

The quarterly, half-yearly and annual results of the Company are normally published both in Vernacular language and English National newspapers. The said results are also displayed on Company's website at [www.shreevijayg.com](http://www.shreevijayg.com).

### XV. DETAILS OF EQUITY SHARES OF THE COMPANY HELD BY THE NON-EXECUTIVE DIRECTORS AS ON MARCH 31, 2018 ARE GIVEN BELOW:

S. No.	Name	No. of Share held	Percentage
	Mr. Abhishek Gupta	3,70,000	49.83%
	Mr. Mukesh Kumar Shirmal	2,500	0.37%
	Ms. Vandna	6,000	0.81%

### XVI. GENERAL SHAREHOLDER INFORMATION

S. No.	Particulars	Information
	Annual General Meeting:	34 <sup>th</sup>
	- Day & Date	Wednesday, 5 <sup>th</sup> September, 2018
	Venue	179 Industrial Area-A, Ludhiana, Punjab- 141003
	Financial year	2017-18
	Book Closure	01.09.2018 to 05.09.2018
	Listed on	Metropolitan Stock Exchange of India Limited
	Dividend payment date	The Company has not recommended or paid any dividend during the financial year under review.

### XVII. Statutory Compliance, Penalties and Strictures

The Company has continued to comply with the requirements of the Stock Exchanges, SEBI, and other statutory authorities on all matters relating to the capital market during the last three years. There were no cases of penalties or strictures imposed on the Company by any Stock Exchange or SEBI or any other statutory authorities for any violation related to the Capital market during the last three years which has a bearing on the going concern status of the company.



## **XVIII. Listing Regulations Compliance**

The company complies with all the mandatory requirements of the SEBI (LODR) Regulations, 2015.

### **XIX. The disclosure of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46:**

According to the criteria laid down in Regulation 15(2) of the SEBI (LODR) Regulations, 2015, as on the last date of closure of financial year 2017-18, the paid up share capital of the Company was Rs. 74,25,000.00 (i.e. below the stipulated limit of Rs. 10 crores) and net worth was Rs. 104,72,246.36 (i.e. below the stipulated limit of Rs. 25 crores). Accordingly, the Company is not under an obligation to adhere to the requirements of Regulations **17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the SEBI (LODR) Regulations, 2015.**

However, in order to follow best practices of corporate governance, the Company has complied with and is committed regularly towards complying with the requirements of the following:

1. The composition of the Board of Directors of the Company is in accordance with the requirements of Regulation 17;
2. The Audit Committee has been constituted in accordance with Regulation 18 with role as mentioned therein read with Part C of Schedule II;
3. Nomination & Remuneration Committee has been constituted in accordance with Regulation 19 read with Part D of Schedule II;
4. Stakeholders' Relationship Committee has been constituted to specifically look into the mechanism of redressal of grievances of shareholders, debenture holders and other security holders with role as mentioned in Part D of Schedule II;
5. Vigil Mechanism has been adopted by the Company pursuant to Regulation 22 of the Listing Regulations, 2015.

### **XX. Outstanding DRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity:**

As on date, there is no outstanding warrants /bonds/ other instruments having an impact on equity

### **XXI. Disclosure of commodity price risks, foreign exchange risks and hedging activities:**

The Company is not exposed to any foreign exchange risk or commodity price risks and therefore, is not involved in commodity hedging activities.

### **XXII. STOCKEXCHANGE CODE**

<b>Stock Exchange</b>	<b>Scrip Code/Symbol/Security Code</b>
Metropolitan Stock Exchange of India Limited	SHREEVIJAY

### **XXIII. Market price data- high, low during each month in last financial year and performance in comparison to broad-based indices:**

The shares of the Company are not being traded currently. Therefore, market price data is not available for the financial year under review.

### **XXIV. REGISTRAR & SHARE TRANSFER AGENT**

The details of Registrar & Share Transfer Agent of the Company are as follows:

**Skyline Financial Services Limited**  
D-153/A, First Floor, Okhla Industrial Area,  
Phase-I, New Delhi-110020  
**Tel. No.** 011-26812682/3  
**Fax:** 011-30857562  
**Email:** [admin@skylinerta.com](mailto:admin@skylinerta.com)

## XXV. SHARE TRANSFER SYSTEM

The share transfer system consists of activities like receipt of shares along with transfer deed from transferees, its verification, preparation of Memorandum of Transfers, etc. Share transfers are approved/ratified by the Stakeholders' Relationship Committee. Share transfer activities are being carried out by 'Skyline Financial Services Limited' being Share Transfer Agent of the Company.

Pursuant to Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate on half yearly basis from Practicing Company Secretary confirming due compliance of share transfer formalities by the Company through its share transfer agent have been submitted to stock exchange(s) within the one month from the end of half financial year.

## XXVI. DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2018:

Shareholding of Nominal value of Rs. 10/-	No. of Shareholders	% of Shareholders	No. of Shares held	Amount	% to total
Up to 5000	518	88.85	59250	592500	7.98
5001-10000	13	2.23	10700	107000	1.44
10001-20000	19	3.26	27550	275500	3.71
20001-30000	12	2.06	30000	300000	4.04
30001-40000	1	0.17	3900	39000	0.53
40001-50000	3	0.51	14500	145000	1.95
50001-100000	10	1.72	68800	688000	9.27
100001 & above	7	1.2	527800	5278000	71.08
<b>Total</b>	<b>583</b>	<b>100</b>	<b>742500</b>	<b>7425000</b>	<b>100</b>

### Categories of Equity shareholders as on March 31, 2018

	Category	No. of Shares	% of Holding
<b>1.</b>	<b>Promoters Holding</b>		
	i. Promoters		
	- Indian Promoters	471800	63.54%
	- Foreign Promoters	-	-
	ii. -Persons acting in concert	-	-
	<b>Sub Total</b>	<b>471800</b>	<b>63.54%</b>
<b>2.</b>	<b>Non Promoters Holding</b>		
	i. Institutional Investor	-	-
	ii. Mutual Fund and UTI	-	-
	iii. Banks, Financial Institutions, Insurance Companies (Central/ State Govt. Institutions/ Non Govt. Institutions)	-	-
	iv. FII's	-	-
	<b>Sub Total</b>	<b>-</b>	<b>-</b>

<b>3.</b>	<b>Others</b>		
	i. Corporate Bodies	-	-
	ii. Indian Public	243600	32.81%
	iii. NRI's/OCB's	-	-
	iv. Any Other (HUF/Firm/Foreign Companies) Clearing Member	27100	3.65%
	<b>Sub Total</b>	<b>270700</b>	<b>36.46%</b>
	<b>Grand Total</b>	<b>742500</b>	<b>100.00%</b>

## XXVII. DEMATERIALIZATION OF SHARES AND LIQUIDITY

The shares of the Company are in the compulsory dematerialized segment and are available for trading with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

The Share Capital Audit Report regarding reconciliation of the total issued, listed and capital held by depositories in a dematerialized form with respect to the Equity Share Capital of the Company was obtained from the Practicing Company Secretary for each quarter during the year and submitted to the Stock Exchanges within the stipulated time.

Number of shares held in dematerialized and physical mode as on **31<sup>st</sup> March 2018**.

Particulars	Total Shares	% to Equity
Shares in dematerialized form with NSDL	NIL	Nil
Shares in dematerialized form with CDSL	NIL	Nil
Physical	7,42,500	100
<b>Total</b>	<b>7,42,500</b>	<b>100</b>

**ISIN of the Company : 1NE838R01019**

The names and addresses of the depositories are as under:

### 1. National Securities Depository Limited

Trade World, A-Wing, 4th & 5th Floors,  
Kamala Mills Compound,  
SenapatiBapatMarg,  
Lower Parel, Mumbai - 400 013

### 2. Central Depository Services (India) Limited

Marathon Futurex, A-Wing, 25th floor,  
NM Joshi Marg, Lower Parel, Mumbai- 400013

**XXVIII. Policy for determining material subsidiaries is available on website of the company.**

**XXIX. Policy on dealing with Related Party Transactions is available on the website of the company**

### XXX. Company Details:

**RegisteredOffice** : 179, Industrial Area-A, Ludhiana, Punjab-141003

**Addressfor communication** : 179, Industrial Area-A, Ludhiana, Punjab-141003

The phone numbers and e-mail addresses for communication are given below:

<b>Particulars</b>	<b>Telephone Number</b>	<b>Fax No.</b>
<b>Registered Office:</b> 179, Industrial Area-A, Ludhiana, Punjab-141003	0161-2600967	0161-2225743
<b>Corporate Office:</b> 179, Industrial Area-A, Ludhiana, Punjab-141003	0161-2600967	0161-2225743

As per Circular of the Securities & Exchange Board of India dated 22.01.2007, exclusive e-mail address for redressal of Investor Complaints is [svilttd1984@gmail.com](mailto:svilttd1984@gmail.com).

**On behalf of Board of Directors  
For Shree Vijay Industries Limited**

**Date: 07.08.2018  
Place: Ludhiana**

**Sd/-  
Baldev Prasad Gupta  
Managing Director**

**COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE**

*(In terms of Regulation 34(3) and Schedule V (E) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)*

To,  
The Members,  
**Shree Vijay Industries Limited**

We have examined the report of Corporate Governance presented by the Board of Directors of **Shree Vijay Industries Limited** for the year ended **31<sup>st</sup> March, 2018** as stipulated in Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule V of the same.

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

In our opinion and according to the information and explanation given to us, the Company has taken required steps to comply with the conditions of corporate governance, to the extent applicable and as stipulated in the aforesaid SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

We state that no investor grievance is pending for the period exceeding one month against the Company as per records maintained by the Stakeholders' Relationship Committee together with the status of Investor Grievance as on SEBI SCORES Portal.

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

**For Vinay & Associates**  
**(Chartered Accountants)**  
**FRN No. 004462N**

**Sd/-**  
**Vinay K. Shrivastav**  
**Partner**  
**M. No. 082988**

**Date: 07.08.2018**  
**Place: Ludhiana**

## **CEO/CFO CERTIFICATION**

I, **Ishwar Chander Jha**, being Chief Financial Officer of Shree Vijay Industries Limited do hereby confirm and certify that:

1. I have reviewed the financial statements and the cash flow statement for the financial year and that to the best of my knowledge and belief:
  - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b. these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. there are, to the best of my knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or vocative of the listed entity's code of conduct.
3. I accept responsibility for establishing and maintaining internal control for financial reporting and have evaluated the effectiveness of internal control system of the listed entity pertaining to financial reporting and have disclosed to the auditor along with the audit committee, deficiencies in the design or operation of such internal control(s), if any, of which I am aware and the steps I have taken or proposed to take to rectify these deficiencies.
4. during the year under reference:
  - a. there were no significant changes in internal control system over financial reporting;
  - b. there were no significant changes in accounting policies and that the same have been disclosed in the notes to the financial statements; and
  - c. there were no instance(s) of significant fraud involved therein, if any, of which the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

**For Shree Vijay Industries Limited**

**Sd/-  
Ishwar Chander Jha  
Chief Financial Officer**

## **COMPLIANCE WITH CODE OF CONDUCT**

I, **Baldev Prasad Gupta, Managing Director** of the Company hereby certify that all the Directors and Senior Management Personnel have affirmed compliance with the code of the conduct of the company for the financial year ended on March 31, 2018.

**Date: 07.08.2018  
Place: Ludhiana**

**Sd/-  
Baldev Prasad Gupta  
Managing Director**

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

We submit herewith the “Management Discussion and Analysis Report” on the business of the Company as applicable to the extent relevant.

### **INDUSTRY OUTLOOK**

The Iron and Steel industry is one of the most important industries in India. India was the third largest producer of raw steel and the largest producer of sponge iron in the world. Most iron and steel in India is produced from iron ore. The Indian Ministry of Steel is concerned with: the coordination and planning of the growth and development of the iron and steel industry in the country, both in the public and private sectors; formulation of policies with respect to production, pricing, distribution, import and export of iron and steel, ferro alloys and refractories; and the development of input industries relating to iron ore, manganese ore, chrome ore and refractories etc., required mainly by the steel industry.

The Indian Iron Industry has an overwhelming presence in the economic life of the country. Apart from providing one of the basic necessities of life, the iron industry also plays a vital role through its contribution to industrial output, employment generation, and the export earnings of the Country.

### **OPPORTUNITIES**

Industrial growth, means of transport, cemented tall buildings, dams, tunnels, bridges, armaments etc. would not have been conceived and built without iron.

Iron and steel is basis for laying the vibrant Indian industry. Production of steel has come to exist as an index of a country's potential, industrial and economic growth.

The making of iron and steel had been known to the people of India since long. The iron pillar of Delhi is a proof of it and speaks of the quality of steel produced in this country in ancient times. Therefore, all these factors provide us reasons for investing in this industry since demand for iron and steel will never go down as these provide means for laying down basic infrastructures of the Country.

### **THREATS**

Based on review of the iron market situation and level of rivalry present in the domestic market, following threats might be present in the market, which can hinder growth of the revenue of the Company:

1. The industry demands huge capital investment.
2. Manufacturing technology is old and of poor quality.
3. The per capita labour productivity of an Indian is far less in comparison to that of Japan and Korea. It is 90-100 tones a year of an Indian worker and 600-700 tones per year in respect of Japanese and Korean workers.
4. Potential utilization rarely exceeds 80%. Strikes, dharnas and lockouts, shortage of raw material, energy and inefficient management adds to under-utilization of this industry.
5. A part of iron demand is met by imports which are done at an exorbitant rate.

### **DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

The financial statements have been prepared in accordance with the requirements of the Companies Act, 2013 and applicable accounting standards issued by the Institute of Chartered Accountants of India. The details of the financial performance of the Company are appearing in the Balance Sheet, Profit & Loss Accounts and other financial statements forming part of this annual report.

## **INTERNAL CONTROL SYSTEM**

Given the magnitude and nature of its business, the Company has maintained sound and commercial practice with an effective internal control system. The system ensures that all transactions are authorized, recorded and reported correctly to safeguard the assets of the Company and protect them from any loss due to unauthorized use or disposition. The adequate internal information system is in place to ensure proper information flow for the decision-making process. The Company also has well-established processes and clearly defined roles and responsibilities for people at various levels. The control mechanism also involves well-documented policies, authorization guidelines commensurate with the level of responsibility and standard operating procedures specific to the respective businesses, adherence to which is strictly ensured. Internal audit is carried out frequently to create awareness and to take corrective actions on the respective units or areas, which need rectification. These reports are then reviewed by the management team and the Audit Committee for follow-up action.

## **HUMAN RESOURCE DEVELOPMENT**

The Company regards its human resources as amongst its most valuable assets and proactively reviews policies and processes by creating a work environment that encourages initiative, provides challenges and opportunities and recognizes the performance and potential of its employees attracting and retaining the best manpower available by providing high degree of motivation.

Your Company believes in trust, transparency & teamwork to improve employees productivity at all levels.

## **CAUTIONARY STATEMENT**

The management discussion and analysis report containing your Company's objectives, projections, estimates and expectation may constitute certain statements, which are forward looking within the meaning of applicable laws and regulations. The statements in this management discussion and analysis report could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operation include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in the governmental regulations, tax regimes, forex markets, economic developments within India and the countries with which the Company conducts business and other incidental factors.

**On behalf of the Board of Directors  
For Shree Vijay Industries Limited**

**Date: 07.08.2018**

**Place: Ludhiana**

**Sd/-  
Baldev Prasad Gupta  
Managing Director  
DIN: 00254454**



## INDEPENDENT AUDITOR'S REPORT

To,

**THE MEMBERS OF SHREE VIJAY INDUSTRIES LIMITED**

### **1. Report on the Financial Statements**

We have audited the accompanying standalone financial statements of **SHREE VIJAY INDUSTRIES LIMITED**, which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss and the cash flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### **2. Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **3. Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### **4. Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2018, and its profit and its cash flows for the year ended on that date.

### **5. Report on Other Legal and Regulatory Requirements**

1. As required by the Companies ( Auditor's Report) Order, 2016( 'the order') issued by the Central Government of India in terms of sub section (11) of Section 143 of the act, we give in the Annexure-A,

a statement on the matters specified in the paragraph 3 and 4 of the order to the extent applicable.

2. As required by section 143 (3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) In our opinion and to the best of our information given to us, there is no branch office of the company therefore no comments is called for.
- d) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- e) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- f) In our opinion and to the best of our information, there is no observation or comments on financial transactions or matters which have any adverse effect on the functioning of the company.
- g) On the basis of the written representations received from the directors as on 31st March, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
- h) In our opinion, there is no qualification, reservation or adverse remark relating to the maintenance of accounts and other matters connected therewith.
- i) With respect to the adequacy of the internal financial control over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in “Annexure –B” and
- j) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there are any material foreseeable losses.
  - iii. There is no requirement for any amount to be transferred to the Investor Education and Protection Fund by the Company.

**For Vinay & Associates  
Chartered Accountants  
FRN No. 004462N**

**Place: Ludhiana  
Dated: 28.05.2018**

**Sd/-  
Vinay K. Srivastav  
Partner  
M. No. 082988**

## **Annexure-A to the Auditors' Report**

The Annexure referred to in the Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31st March 2018, we report that:

1. The company has not any Fixed Assets hence no comments is called for.
2. As per the information furnished, the inventories have been physically verified by the management at reasonable intervals during the period. In our opinion having regard to the nature of stocks, the frequency of the physical verification is reasonable and no material discrepancies were noticed.
3. As per the information furnished, company has not granted any secured or unsecured loans other than Trade Advances, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013, therefore no comments is called for.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans and investments made.
5. According to information and explanation given to us, the company has not accepted any deposits in contravention of sections 73 to 76 of Companies Act 2013 and the rules framed there under.
6. According to information and explanation given to us, the Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
7. a) According to the information and explanations given to us and records examined by us, the company has been regular in depositing undisputed statutory dues with the appropriate authorities in respect of Provident Fund, Income tax, Sale Tax, Value Added Tax, Duty of Customs, Service Tax, Cess, Excise Duty & other Material statutory dues.  
According to the information and explanations given to us, no undisputed arrear of statutory dues were outstanding as at 31<sup>st</sup> March, 2018 from the date they became payable.  
b) According to the information and explanations given to us, there are no material statutory dues which have not been deposited with the appropriate authorities on account of any dispute.
8. According to information and explanation given to us and records examined by us, the company has not defaulted in repayment of dues to Financial Institutions or Bank or government as to the Balance Sheet date.
9. Based on our examination of our records and information and explanation given to us, the company has applied the term loan for the purpose for which they are obtained. The company did not raise any money by way of initial public offer or further public offer.
10. According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.
11. According to the information and explanations given to us and the books of account verified by us, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act
12. In our opinion and according to the information and explanations given to us, the company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
13. According to the information and explanations given to us and based on our examination of the records of the Company, transaction with the related parties are in compliance with sections 177 and 188 of Companies Act, where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

14. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3 (xv) of the Order is not applicable.
16. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

**For Vinay & Associates  
Chartered Accountants  
FRN No. 004462N**

**Place: Ludhiana**

**Sd/-**

**Dated: 28.05.2018**

**Vinay K. Srivastav  
Partner  
M. No. 082988**

## **Annexure - B to the Auditors' Report**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

*We have audited the internal financial controls over financial reporting of **SHREE VIJAY INDUSTRIES LIMITED**, ("the Company") as of 31 March 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.*

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Vinay & Associates  
Chartered Accountants  
FRN No. 004462N**

**Place: Ludhiana**

**Dated: 28.05.2018**

**Sd/-**

**Vinay K. Srivastav  
Partner  
M. No. 082988**

# BALANCE SHEET AS AT 31st MARCH, 2018

(Amount in Rs)

	NOTE	AS AT 31.03.2018	AS AT 31.03.2017	AS AT 01.04.2016
<b>I ASSETS</b>				
<b>(1) Non Current Assets</b>				
(a) Property, Plant and Equipment	3	0.00	0.00	0.00
(b) Capital Work in Progress		0.00	0.00	0.00
(c) Intangible Assets		0.00	0.00	0.00
(d) Financial Assets				
(i) Investments		0.00	27,79,625.00	27,79,625.00
(ii) Loans		0.00	0.00	0.00
(iii) Other Financial Assets	4	0.00	0.00	0.00
(e) Deffered Tax Assets (Net)	5	0.00	0.00	0.00
(f) Other Non Current Assets		0.00	0.00	0.00
		<b>0.00</b>	<b>27,79,625.00</b>	<b>27,79,625.00</b>
<b>(2) Current Assets</b>				
(a) Inventories	6	0.00	0.00	19,530.00
(b) Financial Assets				
(i) Investments		0.00	0.00	0.00
(ii) Trade Receivable	7	82,10,231.59	1,16,09,600.59	1,55,36,430.59
(iii) Cash and Cash equivalents	8	2,33,190.00	14,46,763.00	21,80,058.93
(iv) Other Bank Balances		0.00	0.00	0.00
(v) Other Financial Assets		0.00	0.00	0.00
(c) Current Tax Assets (Net)	9	0.00	0.00	0.00
(d) Non Current Assets Held For Sale		0.00	0.00	-
(e) Other Current Assets	10	<b>20,54,454.77</b>	<b>11,55,123.77</b>	<b>11,55,123.77</b>
		<b>1,04,97,876.36</b>	<b>1,42,11,487.36</b>	<b>1,88,91,143.29</b>
<b>TOTAL</b>		<b>1,04,97,876.36</b>	<b>1,69,91,112.36</b>	<b>2,16,70,768.29</b>
<b>II EQUITY &amp; LIABILITIES</b>				
<b>(1) Equity</b>				
(a) Equity Share Capital	11	74,25,000.00	74,25,000.00	74,25,000.00
(b) Other Equity	12	30,47,246.36	41,12,452.31	43,05,927.24
		<b>1,04,72,246.36</b>	<b>1,15,37,452.31</b>	<b>1,17,30,927.24</b>
<b>(2) Liabilities</b>				
<b>Non Current Liabilities</b>				
(a) Financial Liabilities				
(i) Borrowings	13	0.00	0.00	0.00
(ii) Trade Payables		0.00	0.00	0.00
(b) Provisions	14	0.00	0.00	0.00
(c) Deferred Tax Liabilities (Net)	15	0.00	0.00	0.00
(c) Other Non Current Liabilities		0.00	0.00	0.00
		0.00	0.00	0.00
<b>Current Liabilities</b>				
(a) Financial Liabilities				
(i) Borrowings	16	0.00	0.00	0.00
(ii) Trade Payables	17	0.00	53,93,676.05	50,37,786.05
(iii) Other Financial Liabilities	18	25,630.00	25,914.00	48,67,985.00
(b) Provisions	19	0.00	34,070.00	34,070.00
(c) Other Current Liabilities	20			
(d) Current Tax Liabilities (Net)				
		<b>25,630.00</b>	<b>54,53,660.05</b>	<b>99,39,841.05</b>
<b>TOTAL</b>		<b>1,04,97,876.36</b>	<b>1,69,91,112.36</b>	<b>2,16,70,768.29</b>
<b>Significant Accounting Policies</b>	1			
<b>Notes forming part of Accounts (35-74)</b>	2			

As per our report of even date attached

FOR VINAY & ASSOCIATES  
Chartered Accountants

(Firm Registration No.:004462N)

“Sd/-  
Vinay Kumar Shrivastav  
Partner”

PLACE: LUDHIANA

DATE: 28.05.2018

“FOR & ON BEHALF OF BOARD OF DIRECTORS  
Shree Vijay Industries Limited”

Sd/-  
Baldev Prasad Gupta  
Managing Director  
DIN: 00254454  
H. No. 179, Industrial  
Area-A, Miller Ganj, Ludhiana,  
Punjab-141003

Sd/-  
Abhishek Gupta  
Director  
DIN: 00074317  
99-100, A Block, Raj Guru  
Nagar, Ferozpur Road,  
Ludhiana, Punjab-141001

# STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH,2018

		(Amount in Rs)	
	NOTE	Year Ended 31.03.2018	Year Ended 31.03.2017
<b>I</b>	<b>INCOME</b>		
	REVENUE FROM OPERATIONS	0.00	17,360.00
	OTHER INCOME	6,72,796.00	0.00
	<b>TOTAL REVENUE (I + II)</b>	<b>6,72,796.00</b>	<b>17,360.00</b>
<b>II</b>	<b>EXPENSES</b>		
	Cost of Materials Consumed	0.00	0.00
	Purchase of Traded Stock	0.00	0.00
	Change in Inventories of Finished Goods, Work-in-Progress, Stock-in-Trade	0.00	19,530.00
	Excise Duty on sale of goods	0.00	0.00
	Employee Benefits Expenses	0.00	1,13,467.00
	Finance Costs	0.00	3,384.00
	Depreciation and Amortization Expense	0.00	0.00
	Other Expenses	18,30,093.95	43,767.93
	<b>TOTAL EXPENSES (IV)</b>	<b>18,30,093.95</b>	<b>1,80,148.93</b>
<b>III</b>	<b>Profit/(loss) before exceptional items and tax from continuing operations (III-IV)</b>	<b>(11,57,297.95)</b>	<b>-1,62,788.93</b>
	Exceptional Items	-	0.00
<b>IV</b>	<b>Profit/ (loss) before tax from continuing operations (V-VI)</b>	<b>(11,57,297.95)</b>	<b>-1,62,788.93</b>
<b>V</b>	<b>TAX EXPENSE :</b>		
	Current Tax		
	Earlier Year		
	Deferred Tax	-	0.00
<b>VI</b>	<b>Profit/ (Loss) for the Year from continuing operations (VII-VIII)</b>	<b>(11,57,297.95)</b>	<b>-1,62,788.93</b>
<b>VII</b>	<b>Other Comprehensive Income</b>		
	<b>(A) Items that will be reclassified to profit or loss</b>		
	<b>Other (specify nature)</b>		
	Income tax effect		
	<b>(B) Items that will not be reclassified to profit or loss</b>		
	Re-measurement gains (losses) on defined benefit plans		
	Income tax effect		
	Other Comprehensive Income for the year net of Tax	-	-
<b>VIII</b>	<b>"Total Comprehensive Income for the Year (IX+X)</b> (Comprising Profit/ (Loss) and Other Comprehensive Income for the Year)"	<b>(11,57,297.95)</b>	<b>(1,62,788.93)</b>
<b>IX</b>	<b>Earnings per equity share of `10 each</b>		
	(1) Basic	(1.56)	(0.22)
	(2) Diluted	(1.56)	(0.22)

As per our report of even date attached

FOR VINAY & ASSOCIATES  
Chartered Accountants

(Firm Registration No.:004462N)

"Sd/-  
Vinay Kumar Shrivastav  
Partner"

PLACE: LUDHIANA  
DATE: 28.05.2018

"FOR & ON BEHALF OF BOARD OF DIRECTORS  
Shree Vijay Industries Limited"

Sd/-  
Baldev Prasad Gupta  
Managing Director  
DIN: 00254454  
H. No. 179, Industrial  
Area-A, Miller Ganj, Ludhiana,  
Punjab-141003

Sd/-  
Abhishek Gupta  
Director  
DIN: 00074317  
99-100, A Block , Raj Guru  
Nagar, Ferozpur Road,  
Ludhiana, Punjab-141001



## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2018

		DETAIL	2017-18	DETAIL	2016-17
<b>A.</b>	<b>CASH FLOW FROM OPERATIONS</b>				
	<b>Net Profit/(Loss) Before Tax And Extraordinary Items</b>		<b>(1157297.95)</b>		<b>(162788.93)</b>
	<b>Adjustment For Non Cash &amp; Non Operating Items:-</b>				
	Interest Received	0.00		0.00	
	Interest Paid	0.00		3384.00	
	Income Tax Written off	0.00		0.00	
	Profit on sale of fixed assets	0.00		0.00	
	Profit on Mutual Fund	0.00		0.00	
		<b>0.00</b>	<b>(1157297.95)</b>	<b>3384.00</b>	<b>(159404.93)</b>
<b>Less:</b>	Provision for Taxation	0.00		0.00	
	Profit on sale of Fixed Assets	0.00		0.00	
	Sundry Balance W/off	0.00		0.00	
	Income Tax & FBT for earlier year	(92092.00)		30686.00	
		<b>(92092.00)</b>	<b>(92092.00)</b>	<b>30686.00</b>	<b>30686.00</b>
	<b>Operating Profit Before Working Capital Changes</b>		<b>(1065205.95)</b>		<b>(190090.93)</b>
	<b>Adjustment For Working Capital</b>				
	Increase in Inventory	0.00		19530.00	
	Decrease in current assets	(899331.00)		0.00	
	Decrease in other assets	0.00		0.00	
	Decrease in trade payables	(5393676.05)		355890.00	
	Decrease in Current Liabilities	(34354.00)		(4842071.00)	
	Decrease in trade receivables	3399369.00		3926830.00	
		<b>(2927992.05)</b>		<b>(539821.00)</b>	
	<b>Cash Flow From Operating Activities Before Tax &amp; Extraordinary Items</b>		<b>(3993198.00)</b>		<b>(729911.93)</b>
	Direct Tax Paid	0.00		0.00	
	<b>Net Cash From Operating Activities</b>		<b>(3993198.00)</b>		<b>(729911.93)</b>
<b>B.</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>				
	Interest Received	0.00		0.00	
	Profit on sale of fixed assets	0.00		0.00	
	Profit on Mutual fund	0.00		0.00	
	Sale Of Investments	2779625.00		0.00	
	<b>Net Cash Genrated in Investing Activities</b>	<b>2779625.00</b>	<b>2779625.00</b>	<b>0.00</b>	<b>0.00</b>
<b>C.</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES:</b>				
	Increase in Term Loan	0.00		0.00	
	Finance Cost	0.00		(3384.00)	
	Increase in Long Term Borrowing	0.00		0.00	
	Decrease in Long Term Borrowing	0.00		0.00	
	<b>Net Cash Genrated/(used) in Financing Activities</b>	<b>0.00</b>	<b>0.00</b>	<b>(3384.00)</b>	<b>(3384.00)</b>
	Net Increase/(Decrease) in Cash and Cash Equivalents		(1213573.00)		(733295.93)
	<b>Opening Cash and Cash Equivalents</b>		<b>1446763.00</b>		<b>2180058.93</b>
	<b>Closing Cash and cash Equivalents</b>		<b>233190.00</b>		<b>1446763.00</b>
			<b>1213573.00</b>		<b>733295.93</b>

Place : Ludhiana  
Dated : 28.05.2018

"FOR & ON BEHALF OF BOARD OF DIRECTORS  
Shree Vijay Industries Limited"

Sd/-  
Baldev Prasad Gupta  
Managing Director  
DIN: 00254454  
H. No. 179, Industrial  
Area-A, Miller Ganj, Ludhiana,  
Punjab-141003

Sd/-  
Abhishek Gupta  
Director  
DIN: 00074317  
99-100, A Block , Raj Guru  
Nagar, Ferozpur Road,  
Ludhiana, Punjab-141001

We have checked the above Cash Flow Statement of Shree Vijay Industries Ltd derived from the Audited Annual Financial Statement for the 31 st March, 2016 with the books & records maintained in the ordinary course of business and found the same to be in accordance therewith.

For Vinay & Associates  
CHARTERED ACCOUNTANTS

PLACE : LUDHIANA  
DATED : 28.05.2018

Sd/-  
( VINAY K. SHRIVASTAV)

## **NOTES TO FINANCIAL STATEMENTS**

### **1. CORPORATE INFORMATION**

**SHREE VIJAY INDUSTRIES LIMITED** is a public company incorporated in India under the provisions of the Companies Act, 2013. The Company is engaged in the Trading of Iron and Steel products.

### **2. SIGNIFICANT ACCOUNTING POLICIES:**

#### **2.1 BASIS OF PREPERATION :**

The financial statement of the company has been prepared in accordance with the generally accepted Accounting Principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the Accounting Standards notified under the companies (Accounting Standards) Rules, 2014 and the relevant provisions of the companies act, 2013. The financial statements have been prepared on assumption of going concern and an accrual basis and under the historical cost convention. Accounting policies have been consistently applied.

#### **2.2 USE OF ESTIMATES:**

The Preparation of financial statements requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as on the date of the financial statements and the reported income and expenses during the reporting period. The estimates and assumptions used in the financial statements are based upon the Management's evaluation of the relevant facts and circumstances as on the date of financial statements. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Future results may vary from these estimates.

#### **1.3 REVENUE RECOGNITION:**

##### **i) Sales**

Revenue from sale of goods is recognized:

- a) When all the significant risks and rewards of ownership are transferred to the buyer and the company retains no effective control of the goods transferred to a degree usually associated with ownership : and
- b) No significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods.

##### **ii) Interest**

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

#### **1.4 INVENTORIES:**

The cost in respect of the various items of inventory is computed as under:

- Trading Stock valued at cost.

### **2.5 PROPERTY, PLANT & EQUIPMENT**

#### **i) a) Tangible Assets**

Property, Plant & Equipment is carried at cost less accumulated depreciation and accumulated impairment losses. The cost comprises its purchase price, including inward freight, duties, taxes and incidental expenses relating to acquisition net of subsidy relating to specific property, plant & equipment.

#### **b) Intangible Assets**

Company has no any Intangible Assets therefore no comment is called for.

#### **2.6 DEPRECIATION:**

Depreciation on fixed assets is provided based on the useful life of the assets in the manner prescribed in schedule II to the Companies Act, 2013.

#### **2.7 BORROWING COSTS:**

Borrowing Costs attributable to the acquisition or construction of qualifying assets are capitalized as part of such assets, up to the date when such assets are ready for intended use. Other borrowing costs are charged as

expenditure in the year in which they are incurred.

## 2.8 EMPLOYEE BENEFITS

### i) **Defined Contribution Plan :**

Contribution to Provident Fund is made in accordance with the provisions of the Employees provident fund and miscellaneous provision act, 1952 and is charged to Profit & loss account.

### ii) **Defined Benefit Plans ( Gratuity)**

The company is not paying any gratuity

### iii) **Leave With Wages :**

Leave with wages is considered on the basis of actual amount due which is calculated as per Labour Act.

## 2.9 Accounting for Taxes on Income:

### **Current Tax**

Current tax is determined as the amount of tax payable in respect of taxable income for the period after considering tax allowances & exemptions.

### **Deferred Tax**

Deferred Tax assets & liabilities arising on account of timing difference and which are capable of reversal in subsequent periods are recognized using the tax rates and Tax laws that have been enacted or substantively enacted as on the Balance Sheet date.

## 2.10 Impairment of Assets:

The carrying values of assets/ cash generating units at balance sheet date are reviewed for impairment. There is no indication of impairment exists.

## 2.11 EARNING PER SHARE:

Basic earnings per share is computed by dividing the net profit for the period attributable to Equity share holders by the weighted average number of shares outstanding during the period . Diluted earnings per share is computed by taking into account the aggregate of the weighted average number of Equity Shares outstanding during the period and the weighted average number of equity shares which would be issued on conversion of all the dilutive potential equity shares into equity shares.

## 2.12 The related party Disclosure in accordance with Accounting Standard -18 "Related Party Disclosures" issued by the Institute of Chartered Accountants of India are as under:-

### a) Transactions with the Related Parties:

(In Rs.)

<b>Nature of Transactions during the year</b>	<b>Associates</b>	<b>Key Management Personnel</b>	<b>Relatives of Key Management Personnel</b>
N.A.	N.A.	N.A.	N.A.

For Vinay & Associates  
Chartered Accountants  
FRN: 004462N

Sd/-  
Vinay K. Srivastav  
Partner  
M. No. 082988

For & on Behalf of The  
Board of Directors

Sd/-  
Baldev Parsad Gupta  
Managing Director  
DIN: 00254454

Place: Ludhiana  
Dated: 28.05.2018

**NOTE-7****TRADE RECEIVABLES**

<b>PARTICULARS</b>	<b>AS ON 31.03.2018</b>		<b>AS ON 31.03.2017</b>
<b>Unsecured considered good unless otherwise stated</b>	-		-
- Outstanding for a period exceeding six month	82,10,231.59	1,16,09,600.59	1,16,09,600.59
- Others	-		-
<b>TOTAL</b>	<b>82,10,231.59</b>		<b>1,16,09,600.59</b>

**NOTE -8**

<b>PARTICULARS</b>	<b>AS ON 31.03.2018</b>		<b>AS ON 31.03.2017</b>
A) <b>Balances With Banks</b>			
- Punjab National Bank- A/c No. 4364	75,200.00	13,83,958.00	13,83,958.00
B) <b>Cash on Hand (Including Imprest)</b>	1,57,990.00	62,806.00	62,805.00
<b>TOTAL</b>	<b>2,33,190.00</b>		<b>14,46,763.00</b>

**NOTE -10****OTHER CURRENT ASSETS**

<b>PARTICULARS</b>	<b>AS ON 31.03.2018</b>		<b>AS ON 31.03.2017</b>
- RAJIV KUMAR SONI	3,57,422.85	3,57,422.85	3,57,422.85
- SAMRITI GUPTA	9,00,000.00		-
- VAT REVERSAL	4,05,943.00	4,05,943.00	4,05,943.00
- VAT	3,91,088.92	3,91,757.92	3,91,757.92
	<b>20,54,454.77</b>		<b>1,55,123.77</b>

**NOTE-11****SHARE CAPITAL**

<b>PARTICULARS</b>	<b>AS ON 31.03.2018</b>		<b>AS ON 31.03.2017</b>
<b>AUTHORISED CAPITAL</b>			
- 1000000( 1000000) Equity Share of Rs. 10/- Each.	1,00,00,000.00		1,00,00,000.00
<b>TOTAL</b>	<b>1,00,00,000.00</b>		<b>1,00,00,000.00</b>
<b>ISSUED, SUBSCRIBED &amp; PAID CAPITAL</b>			
742500 (742500) Equity share of Rs. 10/- Each Fully Paid Up	74,25,000.00	74,25,000.00	74,25,000.00
<b>TOTAL</b>	<b>74,25,000.00</b>		<b>74,25,000.00</b>

**11.1 RECONCILIATION OF THE SHARES OUTSTANDING  
AT THE BEGINNING AND AT THE END OF THE YEAR**

<b>PARTICULARS</b>	<b>AS ON 31.03.2018</b>	<b>0.00</b>	<b>AS ON 31.03.2017</b>
<b>Equity Shares of Rs.10 each fully paid</b>	<b>Number</b>		<b>Number</b>
Shares outstanding at the beginning of the year	742500		742500
Shares issued during the year	-		-
Shares bought back during the year	-		-
Shares outstanding at the end of the year	742500		742500

**11.2 TERMS / RIGHTS ATTACHED TO SHARES**

- i) Company has only Equity Share Capital as such no Preference Shares are subscribed and Paid up.
- ii) There is no partly paid up Equity Share
- iii) Issued Capital has equal right of all shareholders including distribution of dividend and repayment of capital
- iv) No part of the share of the company has held by any holding company or its ultimate holding company including subsidiaries or associates thereof.

**11.3 Details of shareholders having more than 5% share of total capital**

<b>S.No.</b>	<b>Name of the Shareholder</b>	<b>% of the share holding</b>
1	Sh. Abhishek Gupta	56.69
2	Sh. Nishu Gupta	16.84

**11.4 Company has not reserved any share for issue under any options and contracts/commitments for the sale of shares/disinvestments.**

**11.5 Detail of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash bonus shares and details of bought back share during the last five years**

<b>S.No.</b>	<b>Aggregating No. and Class of share</b>	<b>Nature of Share</b>
	-----NIL-----	

**11.6 Details of convertible securities into equity/ preference share**

<b>S.No.</b>	<b>Date of Issue of Securities</b>	<b>Earliest Date of conversion</b>
	-----NIL-----	

**11.7 UNPAID CALLS OF ISSUED SHARES INCLUDING SUCH SHARES HELD BY DIRECTORS AND OFFICERS NIL**

**11.8 DETAILS OF FORFEITED SHARES WITH ORIGINAL PAID UP AMOUNT NIL**

## OTHER EQUITY

### NOTE-12

<b>PARTICULARS</b>	<b>AS ON 31.03.2018</b>		<b>AS ON 31.03.2017</b>
<b>GENERAL RESERVES</b>	43,00,000.00	43,00,000.00	43,00,000.00
<b>SURPLUS AS PER PROFIT &amp; LOSS A/C</b>			
Balance at the beginning of the year			
	(1,87,547.69)		5,927.24
<b>Add:</b>			
Net profit for the current year	(11,57,297.95)		(1,62,788.93)
<b>SubTotal</b>	(13,44,845.64)	-	(1,56,861.69)
<b>Less :</b>			
Income Tax Refund & Provision of Tax W/off	(92,092.00)	1,57,033.00	30,686.00
Balance at the closing of the year	(12,52,753.64)		(1,87,547.69)
<b>TOTAL</b>	<b>30,47,246.36</b>		<b>41,12,452.31</b>

### NOTE-12.1

#### AUDITORS REMUNERATION FOR THE YEAR ENDED 31.03.2018

<b>PARTICULARS</b>	<b>31.03.2018</b>		<b>31.03.2017</b>
- AS AUDIT FEES	11,000.00	11,000.00	11,000.00
- SERVICE TAX/GST	1,980.00	1,650.00	1,650.00
<b>TOTAL</b>	<b>12,980.00</b>		<b>12,650.00</b>

### NOTE-13

#### EARNING PER SHARE

<b>PARTICULARS</b>	<b>CURRENT YEAR</b>		<b>PREVIOUS YEAR</b>
Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders	(11,57,297.25)		(1,62,788.93)
Weighted Average Number of Equity Shares used as denominator for calculating EPS	7,42,500		7,42,500
Basic and Diluted Earnings per Share	(1.56)		(0.22)

**NOTE-14**

<b>CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)</b>		
i) In respect of claims against the company not acknowledged as debts	--- Nil---	(Previous year Rs.Nil)
ii) For Guarantees----	--- Nil----	(Previous year Rs.Nil)
iii) Other money for which the company is contingently liable Rs	--- Nil----	(Previous year Rs.Nil)
iv) Estimated amount of contracts remaining to be executed on capital account and not provided for Rs	--- Nil---	(Previous year Rs.Nil)
v) For letter of Credit Rs.	--- Nil---	(Previous year Rs.Nil)
vi) Capital expenditure commitments net of advances is Rs	--- Nil---	(Previous year Rs.Nil)

**NOTE-17****TRADE PAYABLES**

<b>PARTICULARS</b>	<b>AS ON 31.03.2018</b>		<b>AS ON 31.03.2017</b>
<b>SUNDRY CREDITORS</b>			
- Due to Micro, Small & Medium Enterprises	-	-	-
- Others	-	53,93,676.05	53,93,676.05
<b>TOTAL</b>	-		<b>53,93,676.05</b>

**3.1 MICRO, SMALL & MEDIUM ENTERPRISE DEVELOPMENT ACT, 2006:**

The Company has so far not received information from vendors regarding their status under the Micro Small & Medium

Enterprise Development Act, 2006 and hence disclosure relating to amounts unpaid as at the year end together with interest paid/payable under this Act has not been given.

**NOTE-18****OTHER FINANCIAL LIABILITIES**

<b>PARTICULARS</b>	<b>AS ON 31.03.2018</b>		<b>AS ON 31.03.2017</b>
<b>A. OTHER PAYABLES</b>			
<b>NOTE-4.1</b>			
SUNDRY PAYABLES	25,630.00	25,914.00	25,914.00
<b>TOTAL</b>	<b>25,630.00</b>		<b>25,914.00</b>

**NOTE-18.1****SUNDRY PAYABLES**

<b>PARTICULARS</b>	<b>AS ON 31.03.2018</b>	<b>0.00</b>	<b>AS ON 31.03.2017</b>
VAT PAYABLE	-	669.00	669.00
AUDIT FEE PAYABLE	25,630.00	25,245.00	25,245.00
<b>TOTAL</b>	<b>25,630.00</b>	<b>25,914.00</b>	<b>25,914.00</b>

**NOTE-21****REVENUE FROM OPERATIONS****FOR THE YEAR ENDED 31.03.2018**

<b>PARTICULARS</b>	<b>AS ON 31.03.2018</b>		<b>AS ON 31.03.2018</b>
SALE OF PRODUCT			
- SALES OF PRODUCTS	-	17,360.00	17,360.00
<b>TOTAL</b>	<b>-</b>		<b>17,360.00</b>

**NOTE-22****OTHER INCOME****FOR THE YEAR ENDED 31.03.2018**

<b>PARTICULARS</b>	<b>AS ON 31.03.2018</b>		<b>AS ON 31.03.2018</b>
INTEREST ON INCOME TAX REFUND	3,388.00		-
SUNDRY BALANCES W/OFF	6,69,408.00		-
<b>TOTAL</b>	<b>6,72,796.00</b>		<b>-</b>

**NOTE-25****EMPLOYEES BENEFIT EXPENSES****FOR THE YEAR ENDED 31.03.2018**

<b>PARTICULARS</b>	<b>AS ON 31.03.2018</b>		<b>AS ON 31.03.2017</b>
BONUS	-	8,260.00	8,260.00
SALARY	-	99,166.00	99,166.00
LEAVE WITH WAGES	-	6,041.00	6,041.00
<b>TOTAL</b>	<b>-</b>	<b>1,13,467.00</b>	<b>1,13,467.00</b>



**NOTE-26****FINANCE COST****FOR THE YEAR ENDED 31.03.2018**

<b>PARTICULARS</b>	<b>AS ON 31.03.2018</b>		<b>AS ON 31.03.2018</b>
INTEREST PAID			
- Income Tax	-	3,384.00	3,384.00
<b>TOTAL</b>	<b>-</b>		<b>3,384.00</b>

**NOTE 27****OTHER EXPENSES****FOR THE YEAR ENDED 31.03.2018**

<b>PARTICULARS</b>	<b>AS ON 31.03.2018</b>		<b>AS ON 31.03.2018</b>
<b>ADMINISTRATIVE EXPENSES</b>			
Bank Commission	448.95	4,117.93	4,117.93
Fees & Taxes	-	3,000.00	3,000.00
Loss on sale of Shares	17,92,665.00		-
Rent	24,000.00	24,000.00	24,000.00
Auditors Remuneration	12,980.00		12,650.00
<b>TOTAL</b>	<b>18,30,093.95</b>	<b>31,117.93</b>	<b>43,767.93</b>

## SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS AS ON 31.03.18

### 1. SIGNIFICANT ACCOUNTING POLICIES:

#### i) ACCOUNTING CONVENTION:

The Financial statements are prepared under the historical cost convention, in accordance with applicable accounting standards and relevant presentational requirements of the Companies Act, 2013.

#### ii) REVENUE RECOGNITION:

The company is following mercantile system of accounting except for gratuity which is treated on cash basis in terms of section 40-A (7). Sale of goods is considered at the time of dispatch of Finished Goods to the Customers. Sales are exclusive of Sale Tax & Excise Duty.

#### iii) INVENTORIES:

The basis of valuation of inventories is at cost.

#### iv) INVESTMENTS:-

Investments are valued at cost.

#### v) GENERAL:

Accounting policies not specifically referred to are in consistent with the general accepted accounting policies.

#### vi) Previous year figures has been regrouped or recast where necessary.

#### vii) TAXATION:

The provision for Current Tax is computed in accordance with the provisions of the Income Tax Act, 1961.

#### viii) USE OF ESTIMATES:

The Preparation of financial statements requires the management of the Company to make estimates and assumptions that affect the reported balances of the assets and liabilities and disclosure relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the year.

2. Debit or Credit balances are shown at their realizable / payable value as per opinion of board.

3. The information required by pursuant to paragraph 5 of general instructions for preparation of the statement of Profit & Loss Account as per revised Schedule-VI of the companies Act, 2013.

<b>A. BIFURCATION OF MATERIAL AND STORE CONSUMED</b>				
<b>PARTICULARS</b>	<b>Current year</b>		<b>Previous year</b>	
	Value	%age	Value	%age
Raw Material	NIL		NIL	
Store Consumed	NIL		NIL	
<b>B. EARNING IN FOREIGN EXCHANGE</b>				
	<b>Current year</b>		<b>Previous year</b>	
- FOB Value of Export	----NIL---		-----NIL----	
<b>C. EXPENDITURE IN FOREIGN CURRENCY</b>				
FOREIGN TRAVELLING		---NIL---		---NIL---
<b>D. CIF VALUE OF IMPORT</b>				
		---NIL---		---NIL---

1. **RETIREMENT BENEFIT:**

- i) The company is paying gratuity as and when it is payable consequent to retirement or/ resignation of employee.
  - ii) Contribution payable by the Company to the concerned government authorities in respect of Provident Fund, Family Pension Fund and Employee State Insurance are charged to the statement of Profit & Loss.
2. In accordance with Accounting Standard 28, the company has assessed as on the date of applicable of the aforesaid standards & as well as on the Balance Sheet date whether there is any indication with regard to the impairment of any of the assets. Based on such assessment it has been ascertained that no potential loss is present. Therefore no provision for any impairment loss has been made in the books of accounts.
  3. As the company's business activity falls within a single primary as the company's business activity falls within a single primary business segment viz. "Steel Products". The Disclosure requirements of Accounting Standards (AS-17) "Segment Reporting" issued by The Institute of Chartered Accountants of India are not applicable.
  4. In accordance with Accounting Standard 28, the company has assessed as on the date of applicable of the aforesaid standards & as well as on the Balance Sheet date whether there is any indication with regard to the impairment of any of the assets. Based on such assessment it has been ascertained that no potential loss is present. Therefore no provision for any impairment loss has been made in the books of accounts.

**Subject To Our Separate Report of Even Date  
For Vinay& Associates  
Chartered Accountants**

**For & on Behalf of the Board of Directors**

**Sd/-  
Vinay K. Shrivastav**

**Sd/-  
Baldev Prasad Gupta  
Director**

**Sd/-  
Abhishek Gupta  
Director**

**Place: Ludhiana**

**Dated: 28.05.2018**



**SHREE VIJAY INDUSTRIES LIMITED**  
**Regd. Off:** 179, Industrial Area-A, Ludhiana, Punjab-141003,  
**CIN:** L45202PB1984PLC018009  
**Tel:** 0161-2600967, 2609619, **Fax No.:** 0161-2225743  
**Website:** www.shreevijayg.com, **Email:** svilt1984@gmail.com,

**PROXY FORM**  
**Form No. MGT-11**

*[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 I. d.....Folio no./Client Id\*/DP ID.....

I/We, being the member(s) of **Shree Vijay Industries Limited** holding \_\_\_\_\_ shares hereby appoint:

- 1 Name .....  
Address .....  
E-Mail I.D.....Signature.....or failing him
- 2 Name .....  
Address .....  
E-Mail I.D.....Signature.....or failing him
- 3 Name .....  
Address .....  
E-Mail I.D.....Signature.....or failing him

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on **Wednesday, 5<sup>th</sup> September, 2018 at 10:00A.M.** at the Registered Office of the company at **179, Industrial Area-A, Ludhiana, Punjab -14100** and at any adjournment thereof in respect of such resolutions as are indicated below

S. No.	Brief of Resolutions	In favor of Resolutions	Against the Resolutions
	Adoption of Financial Statement for the year ended 31st March, 2018 together with report of Director's and Auditor's thereon.		
	Appointment of <b>Mr. Abhishek Gupta (DIN: 00074317)</b> as the Director of the Company, who retires by rotation and being eligible offers himself for re-appointment.		
	Ratification of appointment of <b>M/s Vinay &amp; Associates, Chartered Accountants</b> as Statutory Auditor and fixation of their remuneration for the Financial Year 2018-19.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018.

Affix Revenue  
Stamp of Rs. 1/-

**Signature of Shareholder**

**Signature of Proxy holder(s)**

Notes:

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the meeting.
2. A Proxy need not be a member of the Company.
3. For the resolutions, statement setting out material facts, notes and instructions please refer to the notice of Annual General Meeting.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
5. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
6. Please complete all details including details of member(s) and proxy(ies) in the above box before submission.



**SHREE VIJAY INDUSTRIES LIMITED**

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**Form No. MGT-12**

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

**BALLOT PAPER**

**34<sup>th</sup> Annual General Meeting** of the members of **M/s Shree Vijay Industries Limited** to be held on **Wednesday, 5<sup>th</sup> September, 2018** at **10:00A.M.** at registered office of the Company situated at **179, Industrial Area-A, Ludhiana Punjab-141003:-**

Name of First Named Shareholder  
(In Block Letters) .....

Postal Address .....

Folio No./DP ID & Client ID .....

No. of Shares held .....

Class of Shares .....

I hereby exercise my vote in respect of Ordinary/ Special Resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

S. No.	Brief of Resolutions	In favor of Resolutions	Against the Resolutions
1	Adoption of Financial Statement for the year ended 31st March, 2018 together with report of Director's and Auditor's thereon.		
2	Appointment of <b>Mr. Abhishek Gupta (DIN: 00074317)</b> as the Director of the Company, who retires by rotation and being eligible offers himself for re-appointment.		
3	Ratification of appointment of <b>M/s Vinay &amp; Associates, Chartered Accountants</b> as Statutory Auditor and fixation of their remuneration for the Financial Year 2018-19.		

**Date:**  
**Place:**

**Signature of Shareholder**

*\* Please tick in the appropriate column*

**SHREE VIJAY INDUSTRIES LIMITED**

**Regd. Off:** 179, Industrial Area-A, Ludhiana, Punjab-141003,

**CIN:** L45202PB1984PLC018009

**Tel:** 0161-2600967, 2609619, **Fax No.:** 0161-2225743

**Website:** www.shreevijayg.com, **Email:** svilttd1984@gmail.com

**ATTENDANCE SLIP**

**(To be handed over at the entrance of the meeting hall)**

**34<sup>th</sup> Annual General Meeting, on Wednesday, 5<sup>th</sup> September, 2018 at 10:00 A.M.** at the registered office of the Company at **179, Industrial Area-A, Ludhiana Punjab-141003**

Name of the Member  
(In Block Letters) .....

Folio No./DP ID & Client ID .....

No. of Shares held .....

Name of Proxy  
(To be filled in, if the proxy attends instead of the member) .....

I, hereby certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 34<sup>th</sup> Annual General Meeting of the Company on **Wednesday, 5<sup>th</sup> September, 2018 at 10:00 A.M.** at the registered Office of the Company at **179, Industrial Area-A, Ludhiana Punjab-141003**

**Member's /Proxy's Signature**

*Note:*

- 1) *Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be distributed at the meeting venue.*



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**GREEN INITIATIVE IN CORPORATE GOVERNANCE  
E-COMMUNICATION REGISTRATION FORM  
(In terms of Section 20 of the Companies Act, 2013)**

Folio No. / DP ID & Client ID : .....  
.....  
.....  
Name of 1<sup>st</sup> Registered Holder : .....  
Name(s) of Joint Holder(s) : .....  
.....  
Registered Address : .....  
.....  
Email ID (to be registered) : .....

I/We shareholder(s) of Shree Vijay Industries Limited agree to receive communication from the Company in electronic mode under relevant provisions of the Companies Act, 2013. Please register my above e-mail in your records for sending communication through mail.

Signature:- \_\_\_\_\_  
(First Holder)

Date: \_\_\_\_\_

**\*Note: Shareholder(s) are requested to keep the Company informed as and when there is any change in the e-mail address.**

# ROUTE MAP



**Registered office:**

**SHREE VIJAY INDUSTRIES LIMITED**

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