

# 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: [svilttd1984@gmail.com](mailto:svilttd1984@gmail.com),  
CIN: L45202PB1984PLC018009

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Date: 29.08.2019

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

**Symbol: SHREEVIJAY**


**Sub: Submission of Annual Report as per Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

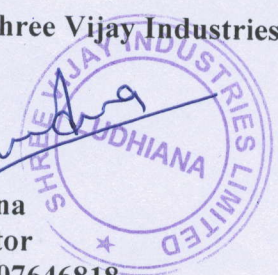
Dear Sir/Ma'am,

Please find attached herewith **Annual Report** for the **Financial Year 2018-19** as per Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Submitted for your information and records.

For Shree Vijay Industries Limited

  
Vandna  
Director  
DIN: 07646818



# **Shree Vijay Industries Limited**

**CIN: L45202PB1984PLC018009**



**35th ANNUAL REPORT  
2018-19**

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## BOARD OF DIRECTORS

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

## KEY MANAGERIAL PERSONNEL

Mr. Baldev Prasad Gupta	Managing Director
Mr. Ishwar Chand Jha	Chief Financial Officer
Mr.Parmal Singh	Company Secretary & Compliance Officer

## 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

## BANKERS

Punjab National Bank  
Industrial Area Ludhiana, Punjab-141003

## SHARES LISTED AT

Metropolitan Stock Exchange of India Limited

**E-MAIL** : svilt1984@gmail.com

**WEBSITE** : www.shreevijayg.com



## NOTICE

**NOTICE** is hereby given that the 35th Annual General Meeting Shree Vijay Industries Limited will be held on Friday, 27th September, 2019 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. Adoption of Standalone Financial Statements

To receive, consider and adopt the standalone financial statements of the Company for the financial year ended 31st March, 2019 including the audited Balance Sheet as at 31st March, 2019, Profit & Loss Statement for the financial year ended on that date together with the Reports of Board of Directors and Auditors thereon.

2. Re-appointment of Mr. Abhishek Gupta DIN: 00074317 as a Director liable to Retire by Rotation

To appoint Mr. Abhishek Gupta (DIN:00074317) , who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for Re-appointment.

By order of the Board of Directors  
For Shree Vijay Industries Limited

Date: 11.07.2019

Place: Ludhiana

Baldev Prasad Gupta  
Managing Director  
(DIN:00254454)  
Add: 179, Industrial Area-A Ludhiana,  
Punjab-141003

## NOTES:

1. **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).

2. 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.

3. 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.

4. 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.

5. The Register of Members and Share Transfer Books will remain closed from Saturday **21.09.2019 to Friday, 27.09.2019** (both days inclusive).
6. 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.
7.
  - 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.
8. 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.
9. The shares of the Company are at presently listed on Metropolitan Stock Exchange of India Limited (MSEI).
10. 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.***

11. The Board of Directors of the company has appointed **M/s. Jain P & Associates, Company Secretaries**, as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
12. 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 Chairperson. The results declared along with the consolidated scrutinizer's report shall be placed on website of the Company 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.
13. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the General Meeting.

14. 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.

15. 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. **Friday, 20<sup>th</sup> September, 2019**.
16. 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.*

17. No gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the General Meeting.
18. The **Instructions for shareholders voting electronically are as under:**

<b>Date and Time of commencement of e-voting</b>	<b>TUESDAY – 24.09.2019, 09:00 A.M.</b>
<b>Date and Time of Conclusion of e-voting</b>	<b>THURSDAY – 26.09.2019, 05:00 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 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: **16digitsbeneficiaryID**,
  - 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 onto www.evotingindia.com and vote done an 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:

ix. **For Members holding shares in Demat Form or Physical Form**

<p>PAN</p>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>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.</p> <p>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 Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
<p>Dividend Bank Details <b>OR</b> Date of Birth (DOB)</p>	<p>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.</p> <p>If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

- x. After entering these details appropriately, click on “SUBMIT” tab.
- xi. 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 where in 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.*
- xii. For Members holding shares in physical form, the details can be used for remote e-voting on the resolutions contained in this Notice only.
- xiii. Click on the EVSN 190819031 for **Shree Vijay Industries Limited**
- xiv. 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”.
- xv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution’s details.
- xvi. 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.
- xvii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xviii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xix. 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.
- xx. **Note for Non-Individual Shareholders and Custodians:-**
  - Non-individual shareholders (i.e.other thanIndividuals,HUF,NRIetc.)and Custodian are required to log onto www.evotingindia.comand 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.



- 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 inked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
  - As canned 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 for matin the system for the scrutinizer to verify the same.
- xxi. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- xxii. 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>Date of Birth</b>	<b>18/11/1976</b>
<b>Date of Appointment in the Board</b>	<b>01/07/2010</b>
<b>Qualification</b>	<b>Graduation</b>
<b>Experience</b>	<b>Management &amp; Administration</b>
<b>Shareholding in the Company</b>	<b>370000 Shares</b>
<b>List of Directorship held in other companies</b>	<b>One ( 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 Shareholders of the Company,

Your Directors are pleased to present this 35<sup>th</sup>. Annual Report together with the Audited Annual Financial Statements for the year ended March 31<sup>st</sup>, 2019.

### FINANCIAL HIGHLIGHTS- AT A GLANCE

- **Overall Performance of your Company**

- The Financial Year 2018-19 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 down from Rs.11.57 Lacs in the Financial Year 2017-18 to Rs.0.37 Lacs in the Financial Year 2018-19.

- **The financial summary, performance highlights operations/state of affair of your Company for the year are summarized below:**

Amount (In Lakhs)

PARTICULARS	Standalone	
	2018-19	2017-18
Income from Business Operations	0.00	0.00
Other Income	0.00	6.73
<b>Total Income</b>	<b>0.00</b>	<b>6.73</b>
Less: Expenditure	0.37	18.30
<b>Profit/Loss before Tax</b>	<b>-0.37</b>	<b>-11.57</b>
Less: Tax Expense	0.00	0.00
Add: Deferred Tax Asset	0.00	0.00
<b>Net Profit/Loss after Tax</b>	<b>-0.37</b>	<b>-11.57</b>
<b>Earnings per share:</b>		
Basic	-0.05	-1.56
Diluted	-0.05	-1.56

### DIVIDEND

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

### RESERVES

The Board proposes no amount to transfer to the reserves as the company is running under losses.

### SHARE CAPITAL

During the year under review, the Company has not issued any shares including Equity Shares, Shares with Differential Voting Rights, Stock Options, Sweat Equity, etc. The Company has not bought back any equity shares during the year 2018-19.

## **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. There were no unclaimed deposits at the end of Financial Year i.e. 31st March, 2019.

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

The Company is not having any Subsidiary Company/ Joint Venture/ Associate Company during the financial year 2018-19. Form AOC-1 is also attached herewith as **Annexure A**.

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

During the year under review, no change has taken place in the composition of Board of Directors.

Further, the Board of Directors have appointed CS Parmal Singh as Company Secretary & Compliance Officer in their meeting held on 01.01.2019.

## **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.

## **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.

## **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 C.**”.

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

The no. of Board Meetings held during the year are given in the Corporate Governance Report. The maximum interval between any two meetings didn't exceed 120 days, as prescribed in the Companies Act, 2013.

## **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.

## **VIGIL MECHANISM COMMITTEE**

The Vigil Mechanism Committee of the Company is constituted in line with the provisions of section 177 of the Companies Act, 2013 to be read with Regulation 22 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.

The performance evaluation of the Independent Directors was carried out by the entire Board except the participation of concerned Independent Director whose evaluation was to be done. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The Board was satisfied with the evaluation process and approved the evaluation results thereof.

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

### A. STATUTORY AUDITOR

The members at the Annual General Meeting held on 29th September 2016, had appointed **M/s Vinay & Associates, Chartered Accountants (Firm Registration No. 004462N)** as Statutory Auditors of the Company for a period of Five years. Therefore, for the financial year 2019-20, he shall continue to act as Statutory Auditor of the Company.

#### **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 Mittal, Company Secretary**, and the report thereon is annexed herewith as "**Annexure- D**".

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

No adverse observation(s) have been recorded by the Secretarial Auditor for the year under review in its report.

### INTERNAL AUDIT

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

### 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.

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

In the financial year 2018-19, company did not enter into any contracts or arrangements with any related party. Form AOC-2 is also attached herewith as **Annexure B**.

### MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There were no material changes and commitments affecting the financial position of the Company occurred between the end of the financial year of the Company to which this financial statement relate and on the date of this report.

### 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 provisions of Section 134(3)(m) of the Companies Act, 2013 do not apply to our Company. There was no foreign exchange inflow or Outflow 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 confirming compliance forms an integral part of this Report.

## **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 31<sup>st</sup> March, 2019 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.

### **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.

### **PARTICULARS OF EMPLOYEES**

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the

Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable on the Company as no employee draws the salary above the prescribed limit.

The company has ONE Executive Director and the remuneration paid to him, if any, is disclosed in MGT-9. **Further, no sitting fee has been paid to any director during the year.**

### **ACKNOWLEDGEMENT**

Your Directors wish to acknowledge their gratitude to the business Associates and Stock Exchange authorities for their continued patronage, assistance and guidance.

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

**Baldev Prasad Gupta  
Managing Director  
DIN:00254454**

**Abhishek Gupta  
Director  
DIN:00074317**

**Date:11.07.2019  
Place: Ludiana**

**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)*

S. No.	Particulars	Details
1.	Name of the subsidiary	Not Applicable
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not Applicable
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not Applicable
4.	Share capital	Not Applicable
5.	Reserves & surplus	Not Applicable
6.	Total assets	Not Applicable
7.	Total Liabilities	Not Applicable
8.	Investments	Not Applicable
9.	Turnover	Not Applicable
10.	Profit before taxation	Not Applicable
11.	Provision for taxation	Not Applicable
12.	Profit after taxation	Not Applicable
13.	Proposed Dividend	Not Applicable
14.	% of shareholding	Not Applicable

1.	Names of subsidiaries which are yet to commence operations	<b>Nil</b>
2.	Names of subsidiaries which have been liquidated or sold during the year	<b>Nil</b>

**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
1.	Latest audited Balance Sheet Date	Not Applicable
2.	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
3.	Description of how there is significant influence	Not Applicable
4.	Reason why the associate/joint venture is not consolidated	Not Applicable

5.	Net worth attributable to shareholding as per latest audited Balance Sheet	Not Applicable
6.	Profit/Loss for the year	Not Applicable
	Considered in Consolidation	Not Applicable
	Not Considered in Consolidation	Not Applicable
1.	Names of Associate Companies/Joint Ventures which are yet to commence operations	Not Applicable
2.	Names of Associate Companies/Joint Ventures which have been liquidated or sold during the year	Not Applicable

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

**Baldev Prasad Gupta  
Managing Director  
DIN: 00254454**

**Abhishek Gupta  
Director  
DIN:00074317**

**Date: 11.07.2019**

**Place: Ludhiana**

**Parmal Singh  
Company Secretary**

**Ishwar Chand Jha  
Chief Financial Officer**

**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**

**1 Details of contracts or arrangements or transactions not at Arm's Length basis**

a)	Name(s) of the related party and nature of relationship	Not Applicable
b)	Nature of contracts/arrangements/ transactions	Not Applicable
c)	Duration of the contracts/ arrangements/ transactions	Not Applicable
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Not Applicable
e)	Justification for entering into such contracts or arrangements or transactions.	Not Applicable
f)	Date(s) of approval by the Board	Not Applicable
g)	Amount paid as advances, if any	Not Applicable
h)	Date on which the special resolution was passed in General Meeting as required under first proviso to section 188.	Not Applicable

**2 Detail of material contracts or arrangement or transactions at Arm's Length basis**

a)	Name(s) of the related party and nature of relationship	Not Applicable
b)	Nature of contracts/arrangements /transactions	Not Applicable
c)	Duration of the contracts/arrangements/ transactions	Not Applicable
d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	Not Applicable
e)	Date(s) of approval by the Board, if any	Not Applicable
f)	Amount paid as advances, if any	Not Applicable

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

**Baldev Prasad Gupta**  
Managing Director  
DIN: 00254454

**Abhishek Gupta**  
Director  
DIN:00074317

Date: 11.07.2019

Place: Ludhiana

**\*Note: Form shall be signed by the persons who have signed the Board's report.**



**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
**As on financial year ended on 31.03.2019**

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	12/21/1984
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: 179, Industrial Area A, Ludhiana, Punjab-141003
7	Whether listed company	Yes
8	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Name: Skyline Financial Services Private Limited ADD: 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	% to 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/ Associate	% of sharehold	Applicable Section
1	NIL				

## 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-2018]				No. of Shares held at the end of the year[As on 31-March-2019]				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF		4,71,800	4,71,800	63.54%	-	4,71,800	4,71,800	63.54%	-
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>63.54%</b>	<b>0.00%</b>
(2) Foreign		-	-	-		-	-	-	-
a) NRI Individuals		-	-	-		-	-	-	-
b) Other Individuals		-	-	-		-	-	-	-
c) Bodies Corp.		-	-	-		-	-	-	-
d) Any other		-	-	-		-	-	-	-
<b>Sub Total (A) (2)</b>		<b>-</b>	<b>-</b>	<b>-</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</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>63.54%</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		1,87,600	187,600	25.27%		1,87,600	187,600	25.27%	

holding nominal share capital upto Rs. 1 lakh									
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh		56,000	56,000	7.54%		56,000	56,000	7.54%	
c) Others (specify)		-	-	-		-	-	-	
HUF		27,100	27,100	3.65%	0	27,100	27,100	3.65%	
Non Resident Indian		-	-	-	-	-	-	-	
Overseas Corporate Bodies		-	-	-		-	-	-	
Foreign Nationals		-	-	-		-	-	-	
Clearing Members		-	-	-		-	-	-	
Trusts	-	-	-	-	-	-	-	-	
Foreign Bodies - D R		-	-	-		-	-	-	
<b>Sub-total (B)(2):-</b>		<b>270,700</b>	<b>270,700</b>	<b>36.46%</b>		<b>270,700</b>	<b>270,700</b>	<b>36.46%</b>	<b>-</b>
<b>Total Public (B)</b>		<b>270,700</b>	<b>270,700</b>	<b>36.46%</b>		<b>270,700</b>	<b>270,700</b>	<b>36.46%</b>	<b>-</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>Grand Total (A+B+C)</b>		<b>742,500</b>	<b>742,500</b>	<b>100.00%</b>		<b>742,500</b>	<b>742,500</b>	<b>100.00%</b>	

**(ii) Shareholding of Promoter**

S. No.	Shareholder's Name	Shareholding at the beginning of the year[As on 31-March-2018]			Shareholding at the end of the year [As on 31-March-2019]			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total Shares	No. of Shares	% of total Shares of the company	% of shares Pledged / encumbered to total shares	
1	Abhishek Gupta	370,000	49.83%	Nil	370,000	49.83%	Nil	-
2	Baldev Prasad Gupta	60,300	8.12%	Nil	60,300	8.12%	Nil	-
3	Daya Devi Gupta	15,500	2.09%	Nil	15,500	2.09%	Nil	-
4	Arun Gupta	26,000	3.50%	Nil	26,000	3.50%	Nil	-
	<b>Total</b>	<b>471800</b>	<b>63.54%</b>		<b>471800</b>	<b>63.54%</b>		

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

S. No.	Particulars	Date	Reason	Shareholding at the beginning of the year [As on 31-March-2018]		Cumulative Shareholding during the year [As on 31-March-2019]	
				No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year						
	At the beginning of the year				Nil		
	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)						
	At the end of the year						

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

S. No.	Name of Shareholders	Shareholding at the beginning of the year[As on 31-March-2018]		Cumulative Shareholding during the year[As on 31-March-2019]	
		No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year				
1	Meghna Dembla	25,000	3.37%	25,000	3.37%
2	Hemant Dembla	12,000	1.62%	12,000	1.62%
3	Dev Prasad Sharma	19,000	2.56%	19,000	2.56%
4	Rajni Gupta	8,000	1.08%	8,000	1.08%
5	Hemant Kumar Dembla (HUF)	8,000	1.08%	8,000	1.08%
6	Hemant Dembla	7,900	1.06%	7,900	1.06%
7	Tilak Raj Dembla (HUF)	7,700	1.04%	7,700	1.04%
8	Neeraj Gupta	7,300	0.98%	7,300	0.98%
9	Snehlata Kaim	7,000	0.94%	7,000	0.94%
10	Vandna	6,000	0.81%	6,000	0.81%
	Date wise Increase /Decrease in Share holding during theyear specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus / sweatequity etc)				
	At the end of the year				
1	Meghna Dembla	25,000	3.37%	25,000	3.37%
2	Hemant Dembla	12,000	1.62%	12,000	1.62%
3	Dev Prasad Sharma	19,000	2.56%	19,000	2.56%
4	Rajni Gupta	8,000	1.08%	8,000	1.08%
5	Hemant Kumar Dembla (HUF)	8,000	1.08%	8,000	1.08%
6	Hemant Dembla	7,900	1.06%	7,900	1.06%
7	Tilak Raj Dembla (HUF)	7,700	1.04%	7,700	1.04%
8	Neeraj Gupta	7,300	0.98%	7,300	0.98%
9	Snehlata Kaim	7,000	0.94%	7,000	0.94%
10	Vandna	6,000	0.81%	6,000	0.81%

**(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-2018]		Cumulative Shareholding during the year[As on 31-March-2019]	
		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 theyear specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus / sweatequity etc)				
	<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**

**(Amt. Rupees)**

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>				
<b>Change in Indebtedness during the financial year</b>				
* Addition	-	-	-	-
* Reduction	-	-	-	-
<b>Net Change</b>				
<b>Indebtedness at the end of the financial year</b>				
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****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount(Rupees)
	<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	-	-	-
	Total (A)	-	-	-
	Ceiling as per the Act	-	-	-

**B. Remuneration to other Directors**

S. No.	Particulars of Remuneration	Name of Directors			Total Amount (Rupees)
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 (Rupees)
		CEO	CFO	CS	
	Name				
	Designation	CEO	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	-	-	-	-
	<b>Total</b>	-	-	-	-

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

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

For and on Behalf of the Board of Directors

For Shree Vijay Industries Limited

Managing Director  
Baldev Prasad Gupta  
DIN:00254454

Director -  
Abhishek Gupta  
DIN:00074317

Date: 11.07.2019

Place: Ludhiana

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**Shree Vijay Industries Limited**  
Add: 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 Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, 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, 2019** 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 the Company for the financial year ended on **31<sup>st</sup> March, 2019** 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 (Listing Obligations & Disclosure Requirements) Regulations, 2015
  - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;**Not applicable for the period under review**
  - (e) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014 - **Not applicable for the period under review.**

- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- **Not applicable during the period under review.**
- (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- **Not applicable during the period under review.**
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998- **Not applicable during the period under review.**
- (j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

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

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

**We further report that**

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was no change in the composition of the Board of Directors during the period under review.
- 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 the 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.

**Place: Noida**  
**Date: 11.07.2019**

**For Jain P and Associates**  
**Company Secretaries**

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

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

**Annexure 1**

[Annexure to the Secretarial Audit Report for the Financial Year ended 31st March, 2019]

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.

**Place: Noida**

**Date: 11.07.2019**

**For Jain P and Associates**

**Company Secretaries**

**Preeti Mittal**

**ACS No.: 41759**

**C P No.:17079.**

## CORPORATE GOVERNANCE REPORT

### 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 2019, there were 4 Directors comprising One Executive Directors who is the Managing Director , One Non- Executive Director and two Non-Executive Independent Directors.

As on 31<sup>st</sup> March, 2019, the composition of Board of Directors is in conformity with Regulation 17 of SEBI Regulations, 2015 and the provisions of Companies Act, 2013. *None of the Non-Executive Directors are responsible for the day to day affairs of the Company.*

Category and attendance of each of the Directors at the Board Meetings held during 2018 -19 and the last Annual General Meeting is given below:

S. No.	Name	Category	Number of Board Meetings held during the year 2018-2019		Whether attended last AGM for FY 2017-18	No. of Membership/ Chairpersonship in mandatory Committees	
			Held	Attended		Chair-personship	Membership
1.	Mr. Baldev Prasad Gupta	Managing Director	5	5	Yes	0	2
2.	Mr. Abhishek Gupta	Non-Executive Director	5	5	Yes	2	2
3.	Mr. Mukesh Shrimal Kumar	Independent Director	5	5	Yes	0	3
4.	Ms. Vandna	Independent Director	5	5	Yes	1	2

Mr Abhishek Gupta and Mr. Baldev Prasad Gupta are relatives to 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 **28.05.2018, 07.08.2018, 13.11.2018, 01.01.2019 & 13.02.2019** and the gap requirement of 120 days between two meetings have 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. 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 2018-19.

**C. Familiarization Program for Directors**

The Company has Familiarization Program Module ("the Program") for Independent Directors ("ID") of the Company. As per the requirement regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the company is required 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 this programme.

**D. Skill/Expertise/Competence of the Board of Directors**

E. In the opinion of the Board the independent directors fulfill the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements), 2015 and are independent of the management.

**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, Internal Compliant Committee and Vigil Mechanism 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 Wednesday 5<sup>th</sup> September, 2018 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:

S.No.	Name	Category	No. of Committee Meetings held	No. of Committee Meetings Attended
1.	Ms. Vandna	Chairperson	4	4
2.	Mr. Baldev Prasad Gupta	Member	4	4
3.	Mr. Mukesh Shrimal Kumar	Member	4	4

- vi. Four Audit Committee meetings were held during the year **2018-19 on 28.05.2018, 07.08.2018, 13.11.2018 & 13.02.2019.**
- 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, the 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:

S.No.	Name of the Member	Category	No. of Committee Meetings held	No. of Committee Meetings Attended
1.	Mr. Abhishek Gupta	Chairperson	1	1
2.	Mr. Baldev Prasad Gupta	Member	1	1
3.	Mr. Mukesh Shrimal Kumar	Member	1	1

- iii. One Stakeholders' Relationship Committee meetings was held during the year 2018-19 on 25.05.2018 and 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:

- To consider and resolve the grievance of security holders of the Company.
- To review important circulars issued by SEBI /Stock Exchanges
- To take note of compliance of Corporate Governance during the quarter/year.
- To approve request for share transfer and transmissions.
- 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 2018-19 are as follows:**

No. of Complaints pending as on 01.04.2018	No. of Complaints received during the year 2018-19	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 31.03.2019
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 members being the Independent Directors and Non - Executive 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
1.	Mr. Abhishek Gupta	Chairperson	1	1
2.	Mr. Mukesh Shrimal Kumar	Member	1	1
3.	Ms. Vandna	Member	1	1

The committee meetings were held on **01.01.2019**

ii. The terms of reference of the committee are as follows:

- a) 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;
- b) Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- c) Devising a policy on diversity of board of directors;
- d) 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.
- e) 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.
- f) 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:

- a) 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:

<b>Rating Scale</b>	<b>Scale Performance</b>
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 2018-19.

#### Remuneration of Executive Directors for the financial year 2018-19

S. No.	Name of Director	Designation	Salary	Benefits	Performance Related Pay (PRP) for the year 2018-19	Total
1.	Mr. Baldev Prasad Gupta	Managing Director	Nil	Nil	Nil	Nil

The Company had not given any stock options during the year 2018-19.

Except as mentioned above, there was no pecuniary relationship or transaction with Non-Executive Directors vis-a-vis the Company during the financial year 2018-19.

#### V. GENERAL BODY MEETING

##### a) Annual General Meeting

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

Financial	Date	Venue	Time	Whether any Special Resolution passed Year
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
2017-18	05/09/2018	179, Industrial Area-A, Ludhiana	10:00 A.M	No

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.

#### VI. 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).

#### VII. GENERAL SHAREHOLDER INFORMATION

S. No.	Particulars	Information
1.	Annual General Meeting: - Date & Time Venue	<b>27<sup>th</sup> September , 2019 , 10:00 A.M</b> <b>179 Industrial Area-A, Ludhiana, Punjab- 141003</b>
2.	Financial year	April 1, 2018 to March 31, 2019

3.	Financial Calendar 2019-20 <b>Results for quarter/year ending : (Tentative Schedule)</b> (a) 30th June, 2019 (b) 30th September, 2019 (c) 31st December, 2019 (d) 31st March, 2020	On or before 14th day of August, 2019 On or before 14th day of November, 2019 On or before 14th day of February, 2020 Before end of 30th day of May, 2020
4.	Book Closure	21.09.2019 to 27.09.2019
5.	Listed on	Metropolitan Stock Exchange of India Limited
6.	Dividend payment date	The Company has not recommended or paid any dividend during the financial year under review
7.	Stock Code	SHREEVIJAY

**VIII. DISCLOSURE**

- a) There have been no materially significant related party transactions which may have potential conflict with the interests of the Company at large.
- b) There have been no instances of non-compliance with any of the legal provisions of law made by the Company nor any penalty or restrictions imposed by the stock exchange or SEBI or any other statutory authority on any matter related to the capital markets during the last 3 years.
- c) The Company has in place vigil mechanism and whistle blower policy under which employees can report any violation of applicable laws and regulations and the Code of Conduct of the Company. Vigil Mechanism of the Company provides adequate safeguards against victimization of persons who use such mechanism and no personnel have been denied access to the Audit Committee.
- d) The Company has complied with all the mandatory requirements of Listing Regulations.
- e) The Company does not have any Subsidiary Company. Therefore, policy for determining 'material' subsidiaries is not required to be framed.
- f) The Company has in place Policy for Related Party Transaction and the same is also placed on Company's website i.e. [www.shreevijayg.com](http://www.shreevijayg.com)
- g) Information pertaining to the disclosure of commodity price risks and commodity hedging activities is not applicable to the Company.
- h) The Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).
- i) A certificate from a Company Secretary in practice that none of the Directors on the Board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board, Ministry of Corporate Affairs or any such statutory authority, forms part of this report.
- j) There were no instances where the Board has not accepted any recommendation of any committee of the board which was mandatorily required during the financial year in concern.
- k) Total fees for all services paid by the listed entity to the statutory auditor and all entities in the network of the statutory auditor is disclosed in the financial statements.
- l) There were no complaints filed/pending/disposed of in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during the financial year in concern.

m) A Practicing Company Secretary has carried out Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd (CDSL) and the total issued and listed capital. The said Audit Report confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

**IX.** The provisions of Corporate Governance as specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company. However, for good Corporate Governance company complies with various requirements as specified therein.

**X. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT OF SUB-PARAS (2) TO (10)**

It is to confirm that the Company has not incurred any non-compliance of any information contained in this Corporate Governance Report.

**XI. DISCLOSURE REGARDING SHARES IN SUSPENSE ACCOUNT**

- (a) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year: NIL
- (b) Number of shareholders who approached issuer for transfer of shares from suspense account during the year: NIL
- (c) Number of shareholders to whom shares were transferred from suspense account during the year: NIL
- (d) aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year: NIL
- (e) that the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares: NIL

**XII. RISK MANAGEMENT**

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

**XIII. INDEPENDENT DIRECTORS**

The Board of the Company has been duly constituted with an optimum combination of Executive Directors, Non-Executive and Independent Directors. All the members are financially literate and possess sound knowledge of accounts, audit, finance, law, etc.

**Meeting of Independent Directors**

As required by the Code of Independent Directors under the Companies Act, 2013 and the Listing Regulations, a meeting of the Independent Directors of the Company was convened during the year to oversee and review the performance of Non Independent Directors and of the Board as a whole.

**XIV. MANAGEMENT DISCUSSION AND ANALYSIS**

A separate chapter on Management Discussion and Analysis is given in this Annual Report.

**XV. CEO/CFO CERTIFICATION**

Mr. Ishwar Chand Jha ,Chief Financial Officer, has furnished a certificate relating to financial statements and internal control systems as per the format prescribed under Regulation 17(8) of the SEBI (LODR) Regulations, 2015 and the Board took the same on record.



**XVI. COMPLIANCE CERTIFICATION**

Compliance Certificate for Corporate Governance obtained from a practicing professional is annexed herewith.

**XVII. CODE OF CONDUCTS**

Details of various policies and codes required to be framed under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 are given under the head "Investors" on the website of the company i.e. [www.shreevijayg.com](http://www.shreevijayg.com).

**XVIII. Market price data- high, low during each month of the financial year 2018-19:**

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

**XIX. DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2019:**

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, 2019**

	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>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%</b>

## XX. 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 2019**.

Particulars	Total Shares	% to Equity
Shares in dematerialized form with NSDL	Nil	Nil
Shares in dematerialized form with CDSL	Nil	Nil
Physical	742500	100
<b>Total</b>	<b>742500</b>	<b>100</b>

ISIN of the Company : 1NE838R01019

The names and addresses of the depositories are as under:

- National Securities Depository Limited**  
Trade World, A-Wing, 4th & 5th Floors,  
Kamala Mills Compound,  
SenapatiBapatMarg,  
Lower Parel, Mumbai - 400 013
- Central Depository Services (India) Limited**  
Marathon Futurex, A-Wing, 25th floor,  
NM Joshi Marg, Lower Parel, Mumbai 400013

**XXI. Company Details:**

**Registered Office** : 179, Industrial Area-A, Ludhiana, Punjab-141003  
**Plant Location** : **Same as Above**  
**Address for communication** : **Same as Above**

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

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

As per Circular of the Securities & Exchange Board of India dated 22.01.2007, exclusive e-mail address for redressal of Investor Complaints is [svilt1984@gmail.com](mailto:svilt1984@gmail.com).

**For and on Behalf of the Board of Directors  
For Shree Vijay Industries Limited**

**Baldev Prasad Gupta  
Managing Director**

**Date: 11.07.2019**

**Place: Ludhiana**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To  
The Members  
**Shree Vijay Industries Limited**  
Add: 179, Industrial Area-A,  
Ludhiana, Punjab-141003

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Shree Vijay Industries Limited having CIN L45202PB1984PLC018009** and having registered office at **179, Industrial Area-A, Ludhiana, Punjab-141003** (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on **31<sup>st</sup> March, 2019** have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S. No.	Name	DIN	Date of Appointment
1.	Mr. Baldev Prasad Gupta	00254454	07.12.1987
2.	Mr. Abhishek Gupta	00074317	01.07.2010
3.	Mr. Mukesh Shrimal Kumar	07270056	21.03.2016
4.	Ms. Vandna	07646818	11.11.2016

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Jain P and Associates  
Company Secretaries

Preeti Mittal  
Company Secretary  
Memb. No.: 41759  
C P No.: 17079

Date: 11.07.2019  
Place: Noida

## 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**

**Baldev Prasad Gupta  
Managing Director  
DIN: 00254454**

**Date: 11.07.2019**

**Place: Ludhiana**

**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, 2019** 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**

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

**Date: 11.07.2019**

**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 violative 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**

**Ishwar Chander Jha**

**Chief Financial Officer**

## DECLARATION FOR COMPLIANCE OF CODE OF CONDUCT

I, **Baldev Prasad Gupta**, Managing Director of the Company hereby declare 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, 2019.

**Date: 11.07.2019**

**Place: Ludhiana**

**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

#### Opinion

We have audited the standalone financial statements **SHREE VIJAY INDUSTRIES LIMITED** ("the Company"), which comprises the balance sheet as at 31st March 2019, and the statement of Profit and Loss, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

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 March 31, 2019, and profit/loss, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### 1. KEY AUDIT MATTERS

**Accuracy of recognition , measurement, presentation and disclosures of revenues and other related balances in view of adoption of IND AS 115 " revenue from contracts with customers"** The application of the new revenue accounting standard involves certain key judgments relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period. Additionally, new revenue accounting standard contains disclosures which involve collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date. Refer to Note No. 12 on the Standalone Financial Statements

#### AUDITOR'S RESPONSE

**Principal Audit Procedures** The company has no revenue during the year.

### 2. KEY AUDIT MATTER

**Accuracy of Revenues and Onerous Obligations in respect of Fixed Price Contracts involves critical estimates** Estimated effort is a critical estimate to determine revenues and liability for onerous obligations.

This estimate has a high inherent uncertainty as it requires consideration of progress of the contract, efforts incurred till date and efforts required to complete the remaining contract performance obligations.

### **AUDITOR'S RESPONSE**

**Principal Audit Procedures** Our audit approach was a combination of test of internal controls and substantive procedures which included the following :

- Evaluated the design of internal controls relating to recording of efforts incurred and estimation of efforts required to complete the performance obligations.
- Selected a sample of contracts and through inspection of evidence of performance of these controls, tested the operating effectiveness of the internal controls relating to efforts incurred and estimated.
- Selected a sample of contracts and performed a retrospective review of efforts incurred with estimated efforts to identify significant variations and verify whether those variations have been considered in estimating the remaining efforts to complete the contract.
- Reviewed a sample of contracts with unbilled revenues to identify possible delays in achieving milestones, which require change in estimated efforts to complete the remaining performance obligations. Performed analytical procedures and test of details for reasonableness of incurred and estimated efforts.

### **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 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our responsibility is to express an opinion on these standalone Ind AS 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 thereunder. We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as 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 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 standalone Ind AS 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 standalone Ind AS 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 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 standalone Ind AS 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 Ind AS financial statements.

### 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 Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
  - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
  - d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
  - g) 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**  
**Firm Registration No-004462N**

**Place: Ludhiana**  
**Date: 16.05.2019**

**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 2019, we report that:

1. The company has not any Fixed Assets hence no comments are called for.
2. The company has no inventories
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 31st March, 2019 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  
Firm Registration No-004462N**

**Place: Ludhiana  
Date: 16.05.2019**

**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**, as of 31 March 2019 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 2019, 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**  
**Firm Registration No-004462N**

**Place: Ludhiana**  
**Date: 16.05.2019**

**VINAY K. SRIVASTAV**  
**Partner**  
**M.NO. 082988**

**SHREE VIJAY INDUSTRIES LIMITED**  
**INDUSTRIAL AREA-A, LUDHIANA**

**NOTES TO FINANCIAL STATEMENTS****NOTES: 1****1. CORPORATE INFORMATION**

**SHREE VIJAY INDUSTRIES LIMITED** is a listed public company incorporated in India under the provisions of the Companies Act, 1956. The Company is engaged in the Trading of Iron and Steel products but currently is inoperative.

**2. SIGNIFICANT ACCOUNTING POLICIES:****2.1 BASIS OF PREPARATION :**

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (IND AS) notified under Companies (Indian Accounting Standards) Rules, 2015. Financial statements for the year ended 31 March 2019 have been prepared in accordance with IND AS notified under the Companies (Indian Accounting Standard) Rules, 2015. 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.

**2.3 REVENUE RECOGNITION:****i) Sales**

The Company is non-operating

**2.4 INVENTORIES:**

The company has no Stock

**2.5 PROPERTY, PLANT & EQUIPMENT****i) a) Tangible Assets**

Company has no Fixed Assets therefore no comment is called for.

**b) Intangible Assets**

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

**2.6 DEPRECIATION:**

Company has no Fixed Assets therefore no comment is called for.

**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 :**

Company is not making any payment to provident Fund

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

The company is not paying any gratuity

iii) **Leave With Wages :**

Company is not making any payment against leave with wages

**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 Indian Accounting Standard -24 "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**

**FOR & ON BEHALF OF THE  
BOARD OF DIRECTORS**

**VINAY K. SRIVASTAV  
Partner  
M. NO. 082988**

**BALDEV PRASAD GUPTA  
MANAGING DIRECTOR  
DIN: 00254454**

**VANDNA  
DIRECTOR  
DIN: 07646818**

**PLACE: LUDHIANA  
DATED: 16.5.2019**

**ISHWAR CHANDER JHA  
CHIEF FINANCIAL OFFICER**

**PARMAL SINGH  
COMPANY SECRETARY**

**SHREE VIJAY INDUSTRIES LIMITED, LUDHIANA**  
**NOTES TO FINANCIAL STATEMENTS**

**Note No. 2****2.1 COMMITMENTS AND CONTINGENCIES:****A) Contingent liabilities (to the extent not provided for) (Amount Rs in Lacs)**

Particulars	As at 31.03.2019	As at 31.03.2018
Liability towards Bank against Bank Guarantee availed*	0.00	0
Others	0.00	-
Total	0.00	0.00

**B) Commitments:** NIL**C) Undrawn Committed borrowing facility:** NIL**D) Other Litigation:** NIL**E) Leases:** NIL**F) Contingent Asset:** NIL**2.2** Disclosures pursuant to Ind AS-19 "Employee Benefits" (specified under section 133 of the Companies Act, 2013, read with Rule 7 of Companies (Accounts) Rules, 2015) are given below:

Contribution to Defined Contribution Plan, recognised as expense for the year is as under:

(Rs in Lacs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Employer's Contribution towards Provident Fund (PF)	0.00	0.00
Leave encashment	0.00	0.00
Employer's Contribution towards Employee State Insurance (ESI)	0.00	0.00

**2.3 Segment Reporting**

The Company has one Operating segment as identified by the Chief decision maker of the company in accordance with Ind AS-108, "Operating Segment" (specified under section 133 of the Companies Act, 2013, read with Rule 7 of Companies (Accounts) Rules, 2015). Therefore no additional disclosure is required to be given.

**2.4** The related parties as per the terms of Ind AS-24, "Related Party Disclosures", (specified under section 133 of the Companies Act, 2013, read with Rule 7 of Companies (Accounts) Rules, 2015) are disclosed below:-

a) Details of Related Parties:

Sr. No	Particulars	Name of Related Parties
1	Enterprises in which directors are interested	i) B.P. ALLOYS LTDii) SHREE VIJAY INDUSTRIES
2	Key Management Personnel	1. Sh. Baldev Prasad Gupta (Managing Director) 2. SH. Abhishek Gupta (Director) 3. Smt. Vandna (Director) 4. Sh. Mukesh Shrimal Kumar (Director) 5. SH. Ishwar Chander Jha (Chief Financial Officer) 6. Sh. Parmal Singh (Company Secretary)

b) Transactions with the Related Parties:

(Rs. in Lacs)

Nature of Transactions during the year	Enterprises in which directors are interested		Key Management Personnel	
	2018-19	2017-18	2018-19	2017-18
<b>Amount Receivable</b>				
Shree Vijay Industries	65.12	65.50	---	---
Mohindra Ispat	16.60	16.60		

## 2.5 Corporate Social Responsibility

The provisions of section 135 of Companies Act, 2013 are not applicable on company. Therefore, no disclosure is required to be made under this clause.

## 2.6 Fair Value Measurements

Set out below, is the comparison by class of the carrying amounts and fair value of the Company's Financial Instruments, other than those with carrying amounts that are reasonable approximations of fair values:

Financial Instruments by category	Carrying Value		Fair Value	
	As at March 31,2019	As at March 31,2018	As at March 31,2019	As at March 31,2018
Financial Assets at amortised cost	2.54	20.54	20.54	20.54
Other Financial Assets (Non-Current)	-	-	-	-
Trade Receivables	81.86	82.10	81.86	82.10
Cash & Cash Equivalents	2.33	2.33	2.33	2.33
Financial Liabilities at amortised cost	-	-	-	-
Borrowings	-	-	-	-
Trade Payables	-	-	-	-
Other Financial Liabilities (current)	0.39	0.26	0.39	0.26

The fair value of financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of the Company's interest-bearing borrowings and loans are determined by using Discounted cash flow method using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period.

Long-term receivables/payables are evaluated by the Company based on parameters such as interest rates, risk factors, individual creditworthiness of the counterparty and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected credit losses of these receivables.

#### Quantitative disclosures of fair value measurement hierarchy as on March 31<sup>st</sup> 2019

	Carrying Value		Fair Value	
	March 31 2019	Level 1	Level 2	Level 3
<b>Financial Assets at amortised cost</b>				
Other Financial Assets (Non-Current)	-	-	-	-
Trade Receivables	81.86	-	-	81.86
Cash & Cash Equivalents	2.33	-	-	2.33
<b>Financial Liabilities at amortised cost</b>		-	-	
Borrowings	-	-	-	-
Trade Payables	245.29	-	-	245.29
Other Financial Liabilities (current)	0.39	-	-	0.39

#### Quantitative disclosures of fair value measurement hierarchy as on March 31, 2018

	Carrying Value		Fair Value	
	March 31, 2018	Level 1	Level 2	Level 3
<b>Financial Assets at amortised cost</b>				
Other Financial Assets (Non-Current)	-	-	-	-
Trade Receivables	82.10	-	-	82.10
Cash & Cash Equivalents	2.33	-	-	2.33
<b>Financial Liabilities at amortised cost</b>		-	-	
Borrowings	-	-	-	-
Trade Payables	-	-	-	-
Other Financial Liabilities (Current)	0.26	-	-	0.26

**2.7 Earnings per share****(Amount Rs in lacs)**

<b>Particulars</b>	<b>Year ended March 31, 2019</b>	<b>Year ended March 31, 2018</b>
<b>Basic Earnings per share</b>		
Numerator for earnings per share		
- Profit after taxation	-0.37	-11.57
Denominator for earnings per share		
- Weighted number of equity shares outstanding (Nos. in lacs) during the year	7.43	7.43
Earnings per share-Basic (one equity share of Rs 10/- each) <b>(Amount in Rs)</b>	-0.05	-1.56
<b>Diluted Earnings per share</b>		
Numerator for earnings per share		
- Profit after taxation	-0.37	-11.57
Denominator for earnings per share		
- Weighted number of equity shares outstanding (Nos. in lacs) during the year	7.43	7.43
Earnings per share-Diluted (one equity share of Rs 10/- each) <b>(Amount in Rs)</b>	-0.05	-1.56

**2.8 Financial risk management objectives and policies**

The Company's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables and cash and cash equivalents that are derived directly from its operations.

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company is exposed to market risk, credit risk and liquidity risk.

The Company's senior management oversees the management of these risks. The senior professionals working to manage the financial risks and the appropriate financial risk governance framework for the Company are accountable to the Board of Directors and Audit Committee. This process provides assurance to Company's senior management that the Company's financial risk-taking activities are governed by appropriate policies and procedures and that financial risk are identified, measured and managed in accordance with Company policies and Company risk objective.

**The Board of Directors reviews and agrees policies for managing each of these risks which are summarized as below:**

**(a) Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity price risk. Financial instruments affected by market risks include loans and borrowings, deposits, investments and foreign currency receivables and payables. The sensitivity analyses in the following sections relate to the position as at March 31 2019. The analyses exclude the impact of movements in market variables on; the carrying values of gratuity and other post-retirement obligations; provisions; and the non-financial assets and liabilities. The sensitivity of the relevant Profit and Loss item is the effect of the assumed changes in the respective market risks. This is based on the financial assets and financial liabilities held as of March 31, 2019.



**(b) Interest Rate Risk**

Interest rate is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's short term debt obligation at floating interest rates. The Company's Term loan outstanding as at March 31, 2019 comprise of fixed rate loans and accordingly, are not expose to risk of fluctuation in market interest rate.

**(c) Credit Risk**

Credit Risk is the risk that the counter party will not meet its obligation under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks, foreign exchange transactions and other financial instruments.

**(i) Trade Receivables**

Customer credit risk is managed by the company based on its established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored and any shipments to major customers are generally reviewed regularly by the management of the company.

An impairment analysis is performed at each reporting date on trade receivables by lifetime expected credit loss method based on provision matrix. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Company does not hold collateral as security. The Company evaluates the concentration of risk with respect to trade receivables as low.

**(ii) Financial instruments and cash deposits**

Credit risk from balances with banks and financial institutions is managed by the Company in accordance with the policy.

The Company's maximum exposure to credit risk for the components of the balance sheet at 31 March 2019 is the carrying amounts. The Company's maximum exposure relating to financial instruments is noted in liquidity table below. Trade Receivables and other financial assets are written off when there is no reasonable expectation of recovery, such as debtor failing to engage in the repayment plan with the Company.

<b>Particulars</b>	<b>As at March 31 2019</b>	<b>As at March 31 2018</b>
Financial assets for which allowance is measured using 12 months Expected Credit Loss Method (ECL)		
Cash & Cash Equivalentents	2.33	2.33
Other Non-Current financial assets	-	-
<b>Financial assets for which allowance is measured using Life time Expected Credit Loss Method (ECL)</b>		
Trade Receivable	81.86	82.10

Balances with banks is subject to low credit risks due to good credit ratings assigned to these banks.

The ageing analysis of trade receivables has been considered from the date the invoice falls due

<b>Particulars</b>	<b>As at March 31 2019</b>	<b>As at March 31 2018</b>
0 to 180 Days due past due date	-	-
More than 180 days past due date	81.86	82.10
<b>Total</b>	<b>81.86</b>	<b>82.10</b>

**(d) Liquidity risk**

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. The Company's objective is to at all times maintain optimum levels of liquidity to meet its cash and liquidity requirements. The Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate source of financing through the use of short term bank deposits and cash credit facility. Processes and policies related to such risks are overseen by senior management. Management monitors the Company's liquidity position through rolling forecasts on the basis of expected cash flows. The Company assessed the concentration of risk with respect to its debt and concluded it to be low.

**Maturity profile of financial liabilities**

The table below provides the details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

<b>As at March 31,2019</b>	<b>Less than 1 Year</b>	<b>More than 1 Year</b>	<b>Total</b>
Borrowings	-	-	-
Other Current Financial Liabilities	0.39	-	0.39
Trade Payables	-	-	-
<b>As at March 31,2018</b>	<b>Less than 1 Year</b>	<b>More than 1 Year</b>	<b>Total</b>
Borrowings	-	-	-
Other Current Financial Liabilities	0.26	-	0.26
Trade Payables	-	-	-

**A. Exemptions and exceptions availed****A. 1 Deemed cost**

The Company has elected to consider fair value of its property, plant and equipment as its deemed cost on the date of transition to Ind AS.

**A. 2 Ind AS mandatory exceptions****A.2.1 Estimates**

An entity estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

**2.9** The balances of Trade Receivables, Loans & Advances, Deposits and Trade Payables are subject to confirmation/ reconciliation and subsequent adjustments if any.

**2.10** In opinion of the Board, all the current assets, loans & advances have the value on realization in the ordinary course of business at least equal to amount at which they are stated.

**2.11** Previous year amounts have been reclassified wherever necessary to confirm with current year presentation.

FOR VINAY & ASSOCIATES  
CHARTERED ACCOUNTANTS  
FRN: 004462N

VINAY K. SRIVASTAV  
Partner  
M. NO. 082988

BALDEV PRASAD GUPTA  
MANAGING DIRECTOR  
DIN: 00254454

FOR & ON BEHALF OF THE  
BOARD OF DIRECTORS

VANDNA  
DIRECTOR  
DIN: 07646818

PLACE: LUDHIANA  
DATED: 16.5.2019

ISHWAR CHANDER JHA  
CHIEF FINANCIAL OFFICER

PARMAL SINGH  
COMPANY SECRETARY

## BALANCE SHEET AS AT 31st MARCH, 2019

(Rs. Lakhs)

	Note No.	As at 31.03.2019	As at 31.03.2018
<b>I ASSETS</b>			
<b>(1) Current Assets</b>			
(a) Inventories		0.00	0.00
(b) Financial Assets			
(i) Trade Receivable	3	81.86	82.10
(ii) Cash and Cash equivalents	4	2.33	2.33
(c) Other Current Assets	5	20.54	20.54
		<b>104.74</b>	<b>104.98</b>
<b>TOTAL</b>		<b>104.74</b>	<b>104.98</b>
<b>II EQUITY &amp; LIABILITIES</b>			
<b>(1) Equity</b>			
(a) Equity Share Capital	6	74.25	74.25
(b) Other Equity	7	30.10	30.47
		<b>104.35</b>	<b>104.72</b>
<b>(2) Liabilities</b>			
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Other Financial Liabilities	8	0.39	0.26
		<b>0.39</b>	<b>0.26</b>
<b>TOTAL</b>		<b>104.74</b>	<b>104.98</b>
<b>Significant Accounting Policies</b>	1		
<b>Notes forming part of Accounts</b>	2		

As per our report of even date attached  
**FOR VINAY & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**FRN: 004462N**

**FOR SHREE VIJAY INDUSTRIES LTD**

**VINAY K. SRIVASTAV**  
Partner  
**M. NO. 082988**

**BALDEV PRASAD GUPTA**  
**MANAGING DIRECTOR**  
**DIN: 00254454**

**VANDNA**  
**DIRECTOR**  
**DIN: 07646818**

**PLACE: LUDHIANA**  
**DATED: 16.5.2019**

**ISHWAR CHANDER JHA**  
**CHIEF FINANCIAL OFFICER**

**PARMAL SINGH**  
**COMPANY SECRETARY**

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST' MARCH, 2019

(Rs. Lakhs)

	Note No.	As at 31.03.2019	As at 31.03.2018
<b>I INCOME</b>			
REVENUE FROM OPERATIONS		0.00	0.00
OTHER INCOME	9	0.00	6.73
<b>TOTAL REVENUE (I + II)</b>		0.00	6.73
<b>II EXPENSES</b>			
Other Expenses	10	0.37	18.30
<b>TOTAL EXPENSES (IV)</b>		0.37	18.30
<b>III Profit/(loss) before exceptional items and tax from continuing operations (III-IV)</b>		-0.37	-11.57
Exceptional Items		0.00	0.00
<b>IV Profit/ (loss) before tax from continuing operations (V-VI)</b>		-0.37	-11.57
<b>V TAX EXPENSE :</b>			
Current Tax		0.00	0.00
Earlier Year		0.00	0.00
Deferred Tax		0.00	0.00
<b>VI Profit/ (Loss) for the Year from continuing operations (VII-VIII)</b>		-0.37	-11.57
<b>VII Other Comprehensive Income</b>			
<b>(A) Items that will be reclassified to profit or loss</b>			
Other (specify nature)		0.00	0.00
Income tax effect		0.00	0.00
<b>(B) Items that will not be reclassified to profit or loss</b>			
Re-measurement gains (losses) on defined benefit plans			
Income tax effect			
<b>Other Comprehensive Income for the year net of Tax</b>		0.00	0.00
<b>VIII Total Comprehensive Income for the Year (IX+X) (Comprising Profit/ (Loss) and Other Comprehensive Income for the Year)</b>		-0.37	-11.57
<b>IX Earnings per equity share of '10 each</b>	11		
(1) Basic		-0.05	-1.56
(2) Diluted		-0.05	-1.56

As per our report of even date attached  
FOR VINAY & ASSOCIATES  
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FOR SHREE VIJAY INDUSTRIES LTD

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DIN: 07646818

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DATED: 16.5.2019

ISHWAR CHANDER JHA  
CHIEF FINANCIAL OFFICER

PARMAL SINGH  
COMPANY SECRETARY

**'CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019**

Rs. Lakhs

	DETAIL	2018-19	DETAIL	2017-18
<b>A. CASH FLOW FROM OPERATIONS</b>				
Net Profit/(Loss) Before Tax And Extraordinary Items		(0.37)		-11.57
Adjustment For Non Cash & Non Operating Items:-				
Interest Received	0.00		0.00	
Interest Paid	0.00		0.00	
	<b>0.00</b>	<b>(0.37)</b>	<b>0.00</b>	<b>-11.57</b>
Less: Income Tax & FBT for earlier year	0.00		-0.92	
	<b>0.00</b>	<b>0.00</b>	<b>-0.92</b>	<b>-0.92</b>
<b>Operating Profit Before Working Capital Changes</b>		<b>(0.37)</b>		<b>-10.65</b>
Adjustment For Working Capital				
Decrease in current assets	0.00		-8.99	
Decrease in trade payables	0.00		-53.94	
Decrease in Current Liabilities	0.13		-0.34	
Decrease in trade receivables	0.24		33.99	
	<b>0.37</b>		<b>-29.28</b>	
Cash Flow From Operating Activities Before Tax & Extraordinary Items		<b>0.00</b>		<b>-39.93</b>
Direct Tax Paid	0.00		0.00	
<b>Net Cash From Operating Activities</b>		<b>0.00</b>		<b>-39.93</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Interest Received	0.00		0.00	
Sale Of Investments			27.80	
<b>Net Cash Genrated in Investing Activities</b>	<b>0.00</b>	<b>0.00</b>	<b>27.80</b>	<b>27.80</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>				
Finance Cost	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>0.00</b>	<b>0.00</b>
Net Increase/(Decrease) in Cash and Cash Equivalents		<b>0.00</b>		<b>-12.14</b>
Opening Cash and Cash Equivalents		<b>2.33</b>		<b>14.47</b>
Closing Cash and cash Equivalents		<b>2.33</b>		<b>2.33</b>

As per our report of even date attached

**FOR VINAY & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**FRN: 004462N**

**FOR SHREE VIJAY INDUSTRIES LTD**

**VINAY K. SRIVASTAV**  
**Partner**  
**M. NO. 082988**

**BALDEV PRASAD GUPTA**  
**MANAGING DIRECTOR**  
**DIN: 00254454**

**VANDNA**  
**DIRECTOR**  
**DIN: 07646818**

**PLACE: LUDHIANA**  
**DATED: 16.5.2019**

**ISHWAR CHANDER JHA**  
**CHIEF FINANCIAL OFFICER**

**PARMAL SINGH**  
**COMPANY SECRETARY**

SHREE VIJAY INDUSTRIES LIMITED, LUDHIANA  
179, INDUSTRIAL AREA-A, LUDHIANA  
CIN NO: L45202PB1984PLC018009

STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019

(' in Lacs)

**EQUITY**

**(A) Equity Share Capital**

**Particular**

**Balance As At 01.04.2017**

Equity share capital issued during the year

**Balance As At 31.03.2018**

Equity share capital issued during the year

**Balance As At 31.03.2019**

**Amount**  
74.25  
-  
74.25  
-  
74.25

**(B) Other Equity**

	Equity Component of Financial Instrument	Reserves and surplus				Other Comprehensive Income			Total
		Capital redemption reserve	Securities Premium	Capital reserves	General reserve	Retained Earning Defined benefit plan	Remeasurement through Comprehensive Income	Equity Instrument at MTM	
<b>As At 01.04.2017</b>				43.00	-1.88				41.12
Profit/(Loss) for the Year	-	-	-	-	-10.65	-	-	-	-10.65
Other comprehensive for the year net of income tax	-	-	-	-	-	-	-	-	-
Dividend including dividend distribution tax	-	-	-	-	-	-	-	-	-
<b>As At 31.03.2018</b>				43.00	-12.53				30.47
Profit/(Loss) for the period	-	-	-	-	-0.37	-	-	-	-0.37
Other comprehensive for the year net of income tax	-	-	-	-	-	-	-	-	-
Addition during the year	-	-	-	-	-	-	-	-	-
Deletion during the year	-	-	-	-	-	-	-	-	-
<b>As At 31.03.2019</b>	0.00	0.00	0.00	43.00	-12.90	0.00	0.00	0.00	30.10

As per our report of even date attached

FOR VINAY & ASSOCIATES  
CHARTERED ACCOUNTANTS  
FRN: 004462N

VINAY K. SRIVASTAV  
Partner  
M. NO. 082988

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PLACE: LUDHIANA  
DATED: 16.5.2019

ISHWAR CHANDER JHA  
CHIEF FINANCIAL OFFICER

PARMAL SINGH  
COMPANY SECRETARY

## SHREE VIJAY INDUSTRIES LIMITED, LUDHIANA.

## TRADE RECEIVABLES

NOTE 3

PARTICULARS	AS ON 31.03.2019	AS ON 31.03.2018
<b>Unsecured considered good unless otherwise stated</b>		
- Outstanding for a period exceeding six month	81.86	82.10
- Others	0.00	0.00
<b>TOTAL</b>	<b>81.86</b>	<b>82.10</b>

## CASH AND CASH EQUIVALENTS

NOTE 4

PARTICULARS	AS ON 31.03.2019	AS ON 31.03.2018
<b>A) Balances With Banks</b>		
PUNJAB NATIONAL BANK- A/C NO. 4364	0.75	0.75
<b>B) Cash on Hand (Including Imprest)</b>	1.58	1.58
<b>TOTAL</b>	<b>2.33</b>	<b>2.33</b>

## OTHER CURRENT ASSETS

NOTE 5

PARTICULARS	AS ON 31.03.2019	AS ON 31.03.2018
- RAJIV KUMAR SONI	3.57	3.57
- SAMRITI GUPTA	9.00	9.00
- VAT REVERSAL	4.06	4.06
- VAT	3.91	3.91
	20.54	20.54

## SHARE CAPITAL

NOTE 6

PARTICULARS	AS ON 31.03.2019	AS ON 31.03.2018
<b>AUTHORISED CAPITAL</b>		
- 1000000( 1000000) Equity Share of Rs. 10/- Each.	100.00	100.00
<b>TOTAL</b>	<b>100.00</b>	<b>100.00</b>
<b>ISSUED, SUBSCRIBED &amp; PAID CAPITAL</b>		
- 742500 (742500) Equity share of Rs. 10/- Each Fully Paid Up	74.25	74.25
<b>TOTAL</b>	<b>74.25</b>	<b>74.25</b>

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

PARTICULARS	AS ON 31.03.2019	AS ON 31.03.2018
<b>Equity Shares of Rs.80 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	0.00	0.00
Shares bought back during the year	0.00	0.00
Shares outstanding at the end of the year	742500	742500

**6.2 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.

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

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

**6.4 Company has not reserved any share for issue under any options and contracts/commitments for the sale of shares/disinvestments.****6.5 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**

S.No.	Aggregating No. and Class of share	Nature of Share
	NIL _____	

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

S.No.	Date of Issue of Securities	Earliest Date of conversion
	NIL _____	

**6.7 UNPAID CALLS OF ISSUED SHARES**

<b>INCLUDING SUCH SHARES HELD BY DIRECTORS AND OFFICERS</b>	NIL
---	-----

**6.8 DETAILS OF FORFEITED SHARES WITH**

<b>ORIGINAL PAID UP AMOUNT</b>	NIL
--------------------------------	-----



**OTHER EQUITY****NOTE 7**

PARTICULARS	AS ON 31.03.2019	AS ON 31.03.2018
<b>GENERAL RESERVES</b>	43.00	43.00
<b>SURPLUS AS PER PROFIT &amp; LOSS A/C</b>		
Balance at the beginning of the year	-12.53	-1.88
Add: Net profit for the current year	-0.37	-11.57
Sub Total	-12.90	-13.45
Less : Income Tax Refund & Provision of Tax W/off	0.00	-0.92
Balance at the closing of the year	-12.90	-12.53
<b>TOTAL</b>	<b>30.10</b>	<b>30.47</b>

**OTHER FINANCIAL LIABILITIES****NOTE 8**

PARTICULARS	AS ON 31.03.2019	AS ON 31.03.2018
A. ADVANCES FROM CUSTOMERS		
<b>B. OTHER PAYABLES</b>		
SUNDRY PAYABLES NOTE 8.1	0.39	0.26
<b>TOTAL</b>	<b>0.39</b>	<b>0.26</b>

**6.9 SUNDRY PAYABLES AS ON 31.03.2019****NOTE 8.1**

PARTICULARS	AS ON 31.03.2019	AS ON 31.03.2018
VAT PAYABLE	0.00	0.01
AUDIT FEE PAYABLE	0.39	0.25
<b>TOTAL</b>	<b>0.39</b>	<b>0.26</b>

**OTHER INCOME  
AS AT 31.03.2019****NOTE 9**

PARTICULARS	AS ON 31.03.2019	AS ON 31.03.2018
INTEREST ON INCOME TAX REFUND	0.00	0.03
SUNDRY BALANCES W/OFF	0.00	6.69
<b>TOTAL</b>	<b>0.00</b>	<b>6.73]</b>

**OTHER EXPENSES  
AS AT 31.03.2019**
**NOTE 10**

PARTICULARS	AS ON 31.03.2019	AS ON 31.03.2018
<b>ADMINISTRATIVE EXPENSES</b>		
Bank Commission	0.00	0.00
Loss on sale of Shares	0.00	17.93
Rent	0.24	0.24
Auditors Remuneration	0.13	0.13
<b>TOTAL</b>	<b>0.37</b>	<b>18.30</b>

**16.1 AUDITORS REMUNERATION FOR THE YEAR ENDED 31.03.2019**

PARTICULARS	31.03.2019	31.03.2018
- AS AUDIT FEES	0.11	0.11
- GST	0.02	0.02
<b>TOTAL :</b>	<b>0.13</b>	<b>0.13</b>

**EARNING PER SHARE  
AS ON 31.03.2018**
**NOTE 11**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders	-0.37	-11.57
Weighted Average Number of Equity Shares used as denominator for calculating EPS	7.43	7.43
Basic and Diluted Earnings per Share	-0.05	-1.56

**CONTINGENT LIABILITIES AND COMMITMENTS  
(TO THE EXTENT NOT PROVIDED FOR)**
**NOTE 12**

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)



S. No.	Resolution	For	Against
1	Adoption of Audited Financial Statements for the year ended March 31, 2019 together with the Director's Report and Report of Auditors		
2	Re-Appointment of Mr. Abhishek Gupta (DIN :0074317) as the Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019.

**Signature of Shareholder**

**Signature of Proxy holder(s)**

Affix Revenue Stamp of Rs. 1/-
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**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) *For the resolutions, statement setting out material facts, notes and instructions please refer to the notice of Annual General Meeting.*
- (3) *Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.*
- (4) *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.*

*Please complete all details including details of member(s) and proxy(ies) in the above box before submission.*

# 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

## 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

35<sup>th</sup> Annual General Meeting of the members of **M/s Shree Vijay Industries Limited** to be held on Friday, 27<sup>th</sup> September, 2019 at 10:00 A.M. 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 Resolutions 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 Audited Financial Statements for the year ended March 31, 2019 together with the Director's Report and Report of the Auditors		
2.	Re-Appointment of Mr. Abhishek Gupta (DIN :0074317) as the Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment		

**Date:**

**Place:**

\* Please tick in the appropriate column

**Signature of Shareholder**

# SHREE VIJAY INDUSTRIES LIMITED

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

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

**35<sup>th</sup> Annual General Meeting, held on Friday, 27<sup>th</sup> September, 2019 at 10.00 A.M.**

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 35<sup>th</sup> Annual General Meeting of the Company on Friday, 27<sup>th</sup> September, 2019, at 10.00 A.M. 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.*

# ROUTE MAP

