

**ANNUAL REPORT**  
**2013-2014**

**Shree Vijay Industries Limited**

CIN : L45202PB1984PLC018009

## CORPORATE INFORMATION:

## Directors

Baldev Prasad Gupta	Chairman
Abhishek Gupta	Director
Aanchal Gupta	Director

## Statutory Auditors

N. K. Bector & Co.  
Chartered Accountants  
3297/5, Gurdev Nagar, Ludhiana- 141001.

## Registrar &amp; Transfer Agent

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

## Annual General Meeting

Date	:	30th September, 2014
Time	:	11:00 A.M.
Day	:	Tuesday
Venue	:	179, Industrial Area-A , Ludhiana

## Name of the Stock Exchanges at which the Company's shares are listed

1. Ludhiana Stock Exchange Limited
2. Gauhati Stock Exchange Limited
3. Vadodara Stock Exchange Limited

## Registered Office

179, Industrial Area-A, Ludhiana-141003.

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**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN TO ALL SHAREHOLDERS OF SHREE VIJAY INDUSTRIES LIMITED THAT ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON TUESDAY, THE 30<sup>TH</sup> SEPTEMBER, 2014 AT ITS REGISTERED OFFICE AT 179, INDUSTRIAL AREA-A, LUDHIANA-141 003 AT 1.00 P.M. TO TRANSACT THE FOLLOWING BUSINESS(S):

**ORDINARY BUSINESS**

1. To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March, 2014, Statement of Profit & Loss of the Company for the year ended 31<sup>st</sup> March 2014 and reports of the Directors and auditors thereon.
2. To appoint a Director in place of Mrs. Aanchal Gupta, who retires by rotation and being eligible, offers herself for re- appointment.
3. To appoint M/s N. K. Bector & Co., Chartered Accountants, who retire at the conclusion of ensuing Annual General Meeting and being eligible offer themselves for re-appointment and will hold office from the conclusion of the ensuing Annual General Meeting till the conclusion of Annual General Meeting for the year ended 31.03.2017 of the Company and to fix their remuneration.

**SPECIAL BUSINESS**

**4. To approve the Borrowing Limit of the Company**

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED that pursuant to the provisions of Section 180(1) (C) of The Companies Act, 2013 and other applicable provisions, if any and the provisions of the Companies Rules, 2014, Board of Directors of the company can borrow money up to Rs. 50.00 Crores notwithstanding that money to be borrowed, together with the money already borrowed by the company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed aggregate of its paid-up share capital and free reserves and Board of Directors be and is hereby authorized to provide security and create charge on assets of the company in connection there with."

Further Resolved that the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required."

**5. Creation of charge on the assets of the Company**

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

RESOLVED that in pursuant to section 180(1) (a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the company be and is hereby accorded to the creation by the Board of Directors of the Company of such mortgages, charges & hypothecations as may be necessary or such of the assets of the company, both present & future, in such manner as the board /committee of the board may direct, together with power to take over the management Company in certain events, to or in favour of financial institutions to secure loans & Limits of an outstanding aggregate value not exceeding Rs. 50.00 crore together interest thereon at the aggregate rates, further interest, liquidated damages, premium on pre payment, costs, charges, expenses and all other money payable by the company to the lending agencies under their respective agreements entered / to be entered by the company in respect of the said borrowings

"RESOLVED FURTHER that board be and is hereby authorized to finalize with the lending agencies, the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modification to, or to modify, alter or vary, the terms and conditions of the foresaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this resolution."

By Order of the Board of Directors

Sd/-

(Baldev Prasad Gupta)

Managing Director cum Compliance Officer

DIN: 00254454

Date: 05.09.2014

Place: Ludhiana

**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 SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.**
2. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Members desirous of obtaining any information as regards accounts of the Company are requested to write to the Company at least one week before the Meeting, so that the information required will be made available at the Annual General Meeting.
4. The Register of Member and Share Transfer Books of the company will remain closed from 27th day of September, 2014 to 30th day of September, 2014 (both days inclusive) for the purpose of Annual Closing and AGM.
5. Members holding Shares in physical form are requested to immediately notify change in their address, if any, to the Registrar and Transfer Agent of the Company, viz., Skyline Financial Services Private Limited, D-153, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020, quoting their Folio Numbers(s).
6. Physical copies of the Notice and Annual Report for 2014 are being sent to all the members in the permitted mode alongwith Attendance Slip and Proxy Form.
7. Members/ Proxies are requested to bring the Attendance Slip(s) duly filled in.
8. As a measure of austerity, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
9. Pursuant to the requirements of Corporate Governance under Clause 49 of Listing Agreement entered into with the Stock Exchange(s), the brief particulars of all the Directors proposed to be re-appointed, nature of their expertise in specific functional areas, names of Companies in which they hold Directorships and memberships/chairmanships of Board/ Committees, Shareholding and relationships between Directors inter-se, are provided in the Directors' Report forming part of the Annual Report. Their details are also provided in the explanatory statement to the notice annexed herewith.
10. Members may also note that the Notice of Annual General Meeting and the Annual Report for 2014 will also be available on the Company's website: [www.shreevijayg.com](http://www.shreevijayg.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. For any communication, the Shareholders may also send requests to the Company's designated email id: [svild1984@gmail.com](mailto:svild1984@gmail.com).
11. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. As per Section 118 (10) of the Companies Act, 2013 read with the Secretarial Standards for General Meeting issued by Institute of Company Secretaries of India "No gifts, gift coupons or cash in lieu of gifts shall be distributed to members at or in connection with the meeting.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following Explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to business mentioned at Item Nos. 4 to 5 of the accompanying Notice dated 05.09.2014.

**Item No. 4 & 5**

As per the provisions of the Companies Act, 2013, there is restriction on powers of Board and the Board can borrow money up to aggregate of the paid-up share capital and free reserves of the company and if borrowing by the company exceeds aggregate of the paid-up share capital and free reserves of the Company consent of the Shareholders is required by way of special resolution. During the course of business company may need money beyond the restriction imposed under the Companies Act, 2013.

This resolution is put before shareholders to seek their approval by way of a special resolution.

None of the Directors and KMP is interested in the aforesaid resolution.

By Order of the Board of Directors

Date: 05.09.2014  
Place: Ludhiana

Sd/  
(Baldev Prasad Gupta)  
Managing Director cum Compliance Officer  
DIN: 00254454

**DIRECTORS' REPORT**

Dear Member,

On behalf of the Board of Directors of your Company, we share with you the Annual Report along with the audited financial statements of your Company for the financial year ended March 31, 2014.

**FINANCIAL PERFORMANCE**

Particulars	(Amount in Lacs)	
	2013-14	2012-13
Revenue from Operations	47.71	72.92
Other Income	7.95	9.82
Financial Cost	6.24	7.36
Depreciation and Amortization expenses	0.95	1.82
Profit /Loss before tax	4.43	1.45
Tax Expenses	0.78	0.44
Profit /(Loss) after tax	3.65	1.01

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

As required by Clause 49 of the Listing Agreement with Stock Exchange, a detailed Management Discussion and Analysis Report is presented in a separate section forming part of the annual report.

**DIRECTORS**

Pursuant to Section 152 of the Companies Act, 2013 and in accordance with provisions of Article of Association of the Company, Mrs. Aanchal Gupta, Director of the Company, retires by rotation and being eligible, offer herself for re-appointment.

None of the Directors are disqualified under section 164 (2) of the Companies Act, 2013.

**DIVIDEND**

Due to accumulated losses of the previous years, your Directors are unable to recommend any dividend for the year under review.

**AUDITORS**

M/S. N. K. Bector & Co., CHARTERED ACCOUNTANTS, retire at the ensuing Annual General Meeting of the company and are eligible for reappointment.

**AUDIT REPORT & ACCOUNTS**

The comments on statement of accounts referred to in the report of the auditors are self-explanatory.

**PARTICULARS OF EMPLOYEES**

Particulars of employees required to be furnished under section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, as amended in 2011 to this report are- NIL.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION**

In view of the nature of activities which are being carried on by the Company, the particulars as prescribed under Section 217(1)(e) of the Companies Act, 1956 read with Companies' (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 regarding Conservation of Energy And Technology Absorption are not applicable to the Company.

**FOREIGN EXCHANGE EARNINGS & OUTGO**

The Company mainly deals in domestic market and has NIL sales on account of exports, thereby resulting NIL foreign exchange earnings and outgo during the accounting Year 2013-14.

**DIRECTOR'S RESPONSIBILITY STATEMENT**

Pursuance to section 217(2AA) we state –

- i) That in the preparation of the annual accounts the applicable accounting standards had been followed and there is no material departure;
- ii) that your directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the accounting year and of the profit or loss of the company for that year;
- iii) that your directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities and
- iv) that your directors had prepared the annual accounts on a going concern basis.

**MATERIAL CHANGE**

There was no material change affecting the financial position of the Company between the date of Balance Sheet and the date of this Report.

**CORPORATE GOVERNANCE REPORT**

Your Company always places major thrust on managing its affairs with diligence, transparency, responsibility and accountability thereby upholding the important dictum that an organization's corporate governance philosophy is directly linked to high performance.

The Company understands and respects its fiduciary role and responsibility towards its stakeholders and Society at large, and strives to serve their interests, resulting in creation of value and wealth for all stakeholders.

The Compliance report on corporate governance and a certificate from M/s N. K. Bector & Co., Chartered Accountants, Statutory Auditors of the Company, regarding compliance of the conditions of corporate governance, as stipulated under clause 49 of the listing agreement with the stock exchanges, is attached herewith to this report.

**ACKNOWLEDGEMENT**

Your directors wish to convey their thanks to their Employees, Shareholders, Bankers and auditors for continuance of their support.

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

Date: 05.09.2014  
Place: Ludhiana

Sd/-  
(Abhishek Gupta)  
Director  
DIN 00074317

Sd/-  
(Baldev Prasad Gupta)  
Managing Director & Compliance Officer  
DIN: 00254454

**COMPLIANCE CERTIFICATE**

CIN : L45202PB1984PLC018009  
Authorized Capital : Rs. 1, 00,00,000  
Paid up Capital: Rs. 74,25,000

To,  
The Members  
SHREE VIJAY INDUSTRIES IMITED  
179, INDUSTRIAL AREA –A LUDHIANA

We have examined the registers, records, books and papers of **SHREE VIJAY INDUSTRIES LIMITED** as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the Financial Year ended on **31st March 2014**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, and its officers, we certify that in respect of the aforesaid Financial Year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
2. The Company has filed the forms and returns as stated in Annexure 'B' to this certificate with the Registrar of Companies/Regional Director/Central Government/CLB or other authorities as required under the Act and the rules made there under.
3. The Company is a public limited Company, has the minimum paid-up capital, provisions of restriction clauses under 3 (1) (iii) of the Act, as applicable to private company does not apply.
4. The Board of Directors duly met 6 (Six) times on 28.05.2013, 4.06.2013, 12.08.2013, 01.10.2013, 30.01.2014, 31.03.2014 , and in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
5. The Company had closed its Register of Members from September 27, 2013 to September 30, 2013 for the purpose of Annual General Meeting held on September 30, 2013. There are no Debenture holders in the Company.
6. The Annual General Meeting for the Financial Year ended on 31.3.2013 was held on September 30, 2013 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting was held during the F.Y. 2013-14.
8. As per information and explanation provided to us the company has not advanced any loan to directors or persons or firms or companies referred in section 295 of the Act during the financial year under review.
9. As per information and explanation provided to us the Company has not entered into any contracts falling within the purview of section 297 of the Act.
10. The Company has made necessary entries in the register maintained under section 301 of the Act.
11. As per information and explanation provided to us, there were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, members or Central Government, as the case may be.
12. The Company has not issued duplicate certificates during the Financial Year.
13. The Company has:
  - (i) Delivered all the certificates on lodgment thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act. There was no allotment of securities during the financial year;
  - (ii) declared no dividend including interim dividend, hence no amount is required to be deposited in a separate bank a/c;
  - (iii) no liability to pay/post warrant for dividend to all the members within 30 days from the date of declaration as it has not declared any dividend that it has no unclaimed/unpaid dividend which are required to be transferred to Unpaid Dividend Account of the Company with its bank;
  - (iv) no amount is outstanding in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon, which have remained unclaimed or unpaid for a period of 7 years, hence nothing is required to be transferred to Investor Education and Protection Fund;
  - (v) Duly complied with the requirements of section 217 of the Act.

14. The Board of Directors of the Company is duly constituted. There was no appointment of additional directors, alternate directors and directors to fill casual vacancy during the financial year. There was no resignation of directors.
15. As per information and explanation provided to us, the Company has not appointed any Managing Director/ Whole-Time Director during the Financial Year.
16. The Company has not appointed any sole selling agent during the Financial Year.
17. The Company has not obtained any approvals of the Central Government, CLB, Regional Director, ROC and/or such other authorities as may be prescribed under the various provisions of the Act during the Financial Year.
18. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act, and Rules made there under.
19. The Company has not issued any equity shares during the Financial Year.
20. The Company has not bought back any shares during the Financial Year.
21. There was no redemption of preference shares or debentures during the Financial Year.
22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited/accepted any deposits under Section 58A of the Companies Act, 1956 during the Financial Year.
24. The As per information & explanations provided to us the Company has long term borrowing amounting Rs.14,51,414/- and short term borrowings 18,59,159.11/-at the end of financial year under scrutiny.
25. As per information & explanations provided to us the company has not made loans or advances to body corporates, and no guarantees or provided securities to other body corporate in contravention of provisions of section 372A of the Act.
26. The Company has not altered the provisions of the memorandum with respect to situation of the Company's registered office from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the memorandum with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the memorandum with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the memorandum with respect to the share capital of the capital.
30. The Company has not altered its articles of association during the Financial Year.
31. As per the information provided to us, there was no prosecution initiated against or show cause notices received by the Company, during the Financial Year, for offences under the Act.
32. The Company has not received any money as security from its employees during the Financial Year.
33. The Company has not constituted provident fund for its employees and as such provisions of Section 418 of the Act are not applicable.

Place : Ludhiana  
Date : 05.09.2014

For Nishi Talwar & Associates  
Company Secretaries  
Sd/-  
Nishi Talwar  
C.P. No. 10529



## ANNEXURE - A

REGISTERS AS MAINTAINED BY THE COMPANY

1. Register of Members u/s 150 (1)
2. Minute Books of Board of Directors u/s 193 (1).
3. Minute Books of proceedings of General Meetings u/s 193(1) &196(1).
4. Register of Directors u/s 303(1) of the Act.
5. Books of Accounts u/s 209(1)
6. Register of Returns and register under section 163
7. Register of Charge under section 143.
8. Share Transfer Register.
9. Register of Share Application & Allotment.

## ANNEXURE – B

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the Financial Year ending on 31st March 2014.

S. No.	FORM No./ RETURN	FILED UNDER SECTION	FOR	DATE OF FILING	WHETHER FILED WITHIN IN PRESCRIBED TIME	IF DELAY FILING WHETHER REQUISITE ADDITIONAL FEE PAIDYES / NO
1.	Form 23B	224(1A)	2013-2014	01.11.2013	Yes	NA
2.	Form 32			30.10.2013	-	-
3.	Annual Accounts (F-23AC & 23 ACA XBRL)	220	Financial Year Ended 31.03.2013	30.10.2013	Yes	No
4.	Annual Return (F-20-B)	159	Financial Year Ended 31.03.2013	13.12.2013	No	yes

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

**OPPORTUNITY**

The most significant change in the Indian textile industry has been the advent of man-made fibres (MMF). India has successfully placed its innovative range of MMF textiles in almost all the countries across the globe. The future outlook for the Indian textile industry looks promising, buoyed by both strong domestic consumption as well as export demand. With consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the past decade

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

The financial statements have been prepared in accordance with the requirements of the Companies Act, 1956 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 Account and other financial statements forming part of this annual report.

**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.

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

Date : 05.09.2014  
Place : Ludhiana

Sd/-  
(Abhishek Gupta)  
Director  
DIN 00074317

Sd/-  
(Baldev Prasad Gupta)  
Managing Director & Compliance Officer  
DIN: 00254454

**CERTIFICATION BY CHAIRMAN FOR FINANCIAL YEAR 2013-14**

I, Baldev Prasad Gupta, Managing Director & Compliance Officer, looking after the finance functions certify that:

- a) I have reviewed the financial statements and cash flow statement for the year ended 31<sup>st</sup> March 2014 and to the best of my knowledge and belief:
- i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) To the best of my knowledge and belief, no transactions entered into by the Company during the year ended 31st March 2014 are fraudulent, illegal or violative of the Company's code of conduct.
- c) I accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which I am aware, have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d) i. There has not been any significant change in internal control over financial reporting during the year under reference;
- ii. Changes in accounting policies during the year have been disclosed in the notes to the financial statements; and
  - iii. I am not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

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

Date : 05.09.2014  
Place : Ludhiana

Sd/-  
(Baldev Prasad Gupta)  
Managing Director & Compliance Officer  
DIN: 00254454

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**COMPLIANCE WITH CODE OF CONDUCT**

I, Baldev Prasad Gupta, Managing Director & Compliance Officer of the Company hereby certify that all the Directors and the Sr. Management Personnel have affirmed compliance of the Code of Conduct of the Company for the Financial Year ended March 31, 2014.

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

Date : 05.09.2014  
Place : Ludhiana

Sd/-  
(Baldev Prasad Gupta)  
Managing Director & Compliance Officer  
DIN: 00254454

## REPORT ON CORPORATE GOVERNANCE

Corporate Governance Policies recognize the importance of the transparency to all its constituents including employees, customers, investors and the regulatory authorities and of demonstrating that the shareholders are the ultimate beneficiaries of the Company's economic activities.

Shree Vijay Industries Limited's Corporate Governance philosophy encompasses not only regulatory and legal requirements, including the SEBI Regulations in respect of corporate governance, but also other practices aimed at business ethics, effective supervision and enhancement of value for all shareholders. Shree Vijay Industries Limited's role, function, responsibility and accountability are clearly defined. In addition to its primary role of monitoring corporate performance, the function of the Board includes approving a business plan, reviewing and approving annual budgets and borrowing limits, fixing exposure limits and ensuring that our shareholders are kept informed about our plans, strategies and performance. To enable the Board of Directors to discharge these responsibilities effectively, the management provides detailed reports on performance to the board on a quarterly basis.

The Board of Directors also functions through various Committees such as the Audit Committee, and the Shareholders'/Investors Grievance Committee. These committees meet on regular basis. Your Company understands that the customer is the purpose of our business and every customer is an important stakeholder of your Company, performing ethically and efficiently to generate long term value and wealth for all its stakeholders. The Report on Corporate Governance, as per the applicable provisions of Clause 49 of the Listing Agreement is as under:

### BOARD OF DIRECTORS

#### (i) Composition of the Board

The Board has optimum combination of Promoter, Executive and Non Executive Directors. None of the Directors on the board are members on more than 10 committees and chairman of more than 5 committees (as specified in clause 49 of the Listing agreement), across all the companies in which they are Directors. The directors have made the necessary disclosures regarding committee memberships. The composition of the Board and other relevant details relating to Directors as on 31<sup>st</sup> March, 2014 are given below:

Name of the Director	Designation	Category	Directorship of other Companies	Membership/ Chairmanship in Board Committees
Abhishek Gupta	Director	Non-Executive Director	2	2
Baldev Prasad Gupta	Director	Executive Director	1	0
Aanchal Gupta	Director	Non- Executive Director	1	0

#### (ii) Number of Board Meetings held and attended by Directors

- During the year under review 6 (Six) meetings of the Board of Directors were held and gap between two meetings did not exceed four months. The dates of which the Board Meetings were held are as follows : 28.05.2013, 04.06.2013, 12.08.2013, 29.10.2013, 30.01.2014, 31.03.2014.
- The attendance record of each of the Directors at the Board Meeting during the year ended on 31<sup>st</sup> March, 2014 and of the last Annual General Meeting are as under:

Name of the Director	No. of Board Meeting Attended	Attendance at the last AGM
Abhishek Gupta	6	Yes
Baldev Prasad Gupta	6	Yes
Aanchal Gupta	6	Yes

#### (iii) Code of Conduct

The Board of Directors of the Company has approved and adopted a Code of Conduct for the members of the Board of the Company.

### AUDIT COMMITTEE:

The Board of Directors has constituted an Audit Committee, comprising of three directors namely Abhishek Gupta, Baldev Prasad Gupta and Aanchal Gupta. All the members of the Audit Committee are financially literate. The Committee consists the following:-

The Composition of Audit Committee is as follows:

Name of the Director	Position Held
Baldev Prasad Gupta	Chairman
Abhishek Gupta	Member
Aanchal Gupta	Member

During the year under review, four Audit Committee Meetings were held on 28/05/2013, 12/08/2013, 01/10/2013 and 30/01/2014

Details of attendance of each director who attended Meetings of the company are as follows:

Name of the Director	Designation	No. of Meeting held	No. of Meetings attended
Baldev Prasad Gupta	Chairman	4	4
Abhishek Gupta	Member	4	4
Aanchal Gupta	Member	4	3

The Audit Committee of Shree Vijay Industries Limited performs the following functions:

- Oversee the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

2. Reviewing with Management the Annual Financial Statement before submission to the Board.
3. Any change in accounting policies and practices.
4. Major accounting entries based on exercise of Judgment by Management.
5. Qualification in draft audit report.
6. Significant adjustments arising out of audit.
7. The going concern assumption.
8. Compliance with accounting standards.
9. Any related party transaction i.e. transactions with promoters/Management their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large.
10. Reviewing the adequacy of internal control systems with Management, external and internal auditors.
11. Reviewing the adequacy of internal audit function and reporting the matter to the Board.
12. Reviewing the Company's financial risk Management policies.
13. Reviewing the findings of internal investigation on suspected fraud or irregularities of failure of internal control systems.

Quarterly results of the company are reviewed & duly approved by the committee.

#### REMUNERATION COMMITTEE:

Constitution of remuneration committee by listed public company pursuant to the listing agreement is voluntary. Presently the Company has not constituted any remuneration committee.

#### DIRECTOR'S REMUNERATION

The company has not paid any remuneration to any directors during 2013-14.

#### SHAREHOLDERS'/INVESTORS' GRIEVANCES COMMITTEE:

The Shareholders/Investors Grievances Committee is constituted for good corporate governance. The Composition of Shareholders/ Investors Grievances Committee is as follows

Name of the Director	Designation	Category
Abhishek Gupta	Chairman	Non-Executive Director
Baldev Prasad Gupta	Member	Executive Director
Aanchal Gupta	Member	Non-Executive Director

Details of attendance of each member of Shareholders/ Investors Grievances Committee Meetings of the company are as follows:

Name of the Director	Designation	No. of Meeting held	No. of Meetings attended
Abhishek Gupta	Chairman	4	4
Baldev Prasad Gupta	Member	4	4
Aanchal Gupta	Member	4	4

Share transfer requests received by the Company or by its Registrar and Share Transfer Agents are registered within a period of 15 days from the receipt, if the transfer documents are complete in all respects.

The roles and responsibilities of Shareholders/ Investors Grievances Committee are as follows:

#### ROLE AND RESPONSIBILITIES:

The role of Shareholders/ Investors Grievances Committee includes the review of following:

To monitor the process of expeditious transfer of shares or debentures. To monitor and review the shareholders complaints related to transfer of shares, non-receipt of Balance Sheet, non-receipt of declared dividend etc.

To monitor and review from time to time the systems/ procedures relating to processing of transfer of shares, dematerialization/ re-materialization of share certificates, re-issued of share certificates against split, cancellation, consolidation and lost share certificates etc.

To investigate any activity and seek information from any employee of the company, in discharging its duties. To obtain outside legal or professional services, if considered necessary.

To fix the record date for the purposes as required under the Companies act and/or listing agreement. To consider and approve issue of duplicate share certificate in lieu of those reported lost, misplaced, torn, mutilated etc. Any other powers which are specifically delegated by the board from time to time.

#### GENERAL BODY MEETINGS

Details of last three Annual General Meetings are given below:

YEAR	DATE	VENUE	TIME
2012-13	30.09.2013	179, Industrial Area-A, Ludhiana-141003	12.00 P.M.
2011-12	29.09.2012	179, Industrial Area-A, Ludhiana-141003	11.30 A.M.
2010-11	30 .09.2011	179, Industrial Area-A, Ludhiana-141003	11.00 A.M.

All resolutions proposed for the above said meetings were duly passed by show of hands.

**STATUTORY DISCLOSURES:**

Transactions of material nature have been entered into by the company with the promoters, directors, their related companies, firms, subsidiaries or relatives etc. in relation to this the disclosure as per accounting standard 18 has been annexed with the balance sheet.

**DISCLOSURES:**

There are no materially significant related party transactions, which have potential conflict with the interest of the Company at large. The details of the Related Party Transactions are placed before the Company's Audit Committee are reviewed by it.

The Company has complied with the requirements of the Stock Exchanges/ Securities and Exchange Board of India/ Statutory Authorities on all matters relating to capital markets, during the last three years.

**RISK MANAGEMENT:**

The Company has in place a Risk Management policy, which lays down a robust and dynamic process for identification and mitigation of risks. This policy has been adopted by the Audit Committee as well as the Board of Directors of the Company. The Audit Committee reviews the risk management and mitigation plan from time to time.

**STATUS OF COMPLIANCE WITH MANDATORY REQUIREMENTS:**

- 1) The Company has Complied with mandatory requirements of clause 49 of the Listing Agreement with the Stock Exchange and applicable and in force till on March 31, 2014
- 2) Throughout the year management of the Company has not denied to any person to access the audit committee with regard to any governance issue, though the Company has not formed whistle blower policy in place.

**ANNUAL GENERAL MEETING**

Date : 30<sup>th</sup> September, 2014  
Time : 1.00 P.M.  
Venue : 179, Industrial Area-A, Ludhiana-141003.

**EXTRA ORDINARY GENERAL MEETING**

No Extra Ordinary General Meeting was held during the year under review.

**RESOLUTION PASSED DURING THE FINANCIAL YEAR 2013-14 BY POSTAL BALLOT:**

No resolution was passed by Postal Ballot during the financial year 2013-14.

**FINANCIAL CALENDER (tentative)**

Accounting Year - April 1 to March 31 of the following year  
Financial Reporting for the First Quarter ending 30<sup>th</sup> June, 2014 - on or before 15<sup>th</sup> of August, 2014  
Financial Reporting for the Second Quarter ending 30<sup>th</sup> Sep., 2014 - on or before 15<sup>th</sup> of November, 2014  
Financial Reporting for the Third Quarter ending 31<sup>st</sup> Dec., 2014 - on or before 15<sup>th</sup> of Feb., 2015  
Financial Reporting for the Fourth Quarter ending And year ending on 31<sup>st</sup> March, 2015 - Mid/Last week of May, 2015

**DATE OF BOOK CLOSURE**

The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 27.09.2014 to Tuesday 30.09.2014.

**LISTING ON STOCK EXCHANGE:**

1. Vadodara Stock Exchange Ltd.
2. Ludhiana Stock Exchange Ltd.
3. Gauhati Stock Exchange Ltd.

**SHARE DETAILS:**

Listed at : Ludhiana Stock Exchange Ltd, Gauhati Stock Exchange Ltd & Vadodara Stock Exchange Limited  
ISIN for Dematerialization : We are in the process of obtaining demat. Connectivity with both the depositories NSDL & CDSL

**MARKET PRICE DATA**

**Stock Code:**

Since there is No trading in Securities on the exchanges, where the shares of your company are listed, there is no Stock Market Share price Data.

**REGISTRAR & SHARE TRANSFER AGENT**

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

**SECRETARIAL AUDIT**

Pursuant to Clause 47(c) of the Listing Agreement with the Stock Exchanges, Certificates on half yearly basis have been issued by the Company Secretary in practice for due Compliance of Share Transfer formalities of the Company.

To reconcile the total admitted capital, total issue and listed capital a secretarial audit is carried out by a Practicing Company Secretary on quarterly basis.

**STATUS FOR SHAREHOLDERS' COMPLAINTS FOR THE PERIOD 01.04.2013 TO 31.03.2014**

Complaint received from the shareholders of the company during the year was duly resolved upto the satisfaction of our shareholders & no complaint was pending at the end of financial year.

**SHAREHOLDING PATTERN (DISTRIBUTION SCHEDULE) OF THE COMPANY AS ON 31/03/2014**

Holders	No. of Shares	% of Total
Promoters		
(a) Indian	471800	63.53
(b) Foreign		
Non Promoters		
Financial Institution and Banks		
Non-Resident, OCB's, Foreign Banks		
Other Bodies Corporate		
Mutual Funds		
Clearing member		
Public	270700	36.47
<b>Total</b>	<b>742500</b>	<b>100</b>

**ADDRESS FOR CORRESPONDENCE**

Baldev Prasad Gupta  
 Managing Director & Compliance Officer  
 179, Industrial Area-A, Ludhiana-141003.  
 Phone no.: 0161-2600967, 2609619  
 e-mail: [svilt1984@gmail.com](mailto:svilt1984@gmail.com)

**DECLARATION**

As provided under Clause 49 of the Listing Agreement with the Stock Exchange, all Board members and Senior Management Personnel have affirmed compliance with Shree Vijay Industries Limited's Code of Business Conduct and Ethics for the year ended 31st March, 2014.

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

Date : 05.09.2014  
 Place : Ludhiana

Sd/-  
 (Abhishek Gupta)  
 Director  
 DIN 00074317

Sd/-  
 (Baldev Prasad Gupta)  
 Managing Director & Compliance Officer  
 DIN: 00254454

**AUDITOR'S CERTIFICATE**

The Members,  
**SHREE VIJAY INDUSTRIES LIMITED**

We have examined the compliance of conditions of corporate governance by **SHREE VIJAY INDUSTRIES LIMITED** for the year ended on 31<sup>st</sup> March 2014 as stipulated in clause 49 of the Listing Agreement of the said company with the stock exchanges.

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

In our and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of corporate governance as stipulated in the above-mentioned listing agreement as required by the guidance note issued by the Institute of Chartered Accountants of India, we have to state that no investor grievance relating to the shares is pending for a period exceeding one month against the company as per the records made available to us.

For N.K. Bector & Co.  
(Chartered Accountants)

Sd/-

N.K. Bector  
(Proprietor)

M.No-081095

FRN- 002045N

Date : 25.05.2014  
Place : Ludhiana



**INDEPENDENT AUDITOR'S REPORT**

The Members,  
Shree Vijay Industries Limited,  
Ludhiana.

**Report on the Financial Statements**

We have audited the accompanying financial statements of Shree Vijay Industries Limited which comprise the Balance Sheet as at 31 March 2014, & the Statement of Profit and Loss and for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position & financial performance of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- i. in the case of the balance sheet, of the state of affairs of the Company as at 31 March 2014;
- ii. in the case of the statement of profit and loss, of the profit for the year ended on that date;
- iii. in the case of Cash Flow Statement, of the cash flows for the year ended on that date,

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2003, as amended, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
  - a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c. the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account [and with the returns received from branches not visited by us];
  - d. in our opinion, the Balance Sheet & Statement of Profit and Loss comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956; and
  - e. on the basis of written representations received from the directors as on 31 March 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
  - f. Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

**Annexure to Independent Auditor's Report**

(Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date)

1. In respect of its Fixed Assets :
  - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - b) The Company has physically verified certain assets during the year in accordance with a programme of verification, which in our opinion provides for physical verification of the Fixed assets at reasonable intervals. According to the information and explanations given to us no material discrepancies were noticed on such verification.
  - c) In our opinion and according to the information and explanations given to us, the Company has not made any substantial disposals during the year.

2. In respect of its inventories:
  - a) As explained to us, inventories were physically verified during the year by the management at reasonable intervals.
  - b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management were reasonable and adequate in relation to the size of the Company and nature of its business.
  - c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
3. In respect of loans secured or unsecured granted or taken by the Company to or from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act,1956, according to the information and explanations given to us :
  - (a) The Company has not granted Unsecured loan to parties covered in the register maintained under section 301 of the Companies Act, 1956.
  - (b) The Company has taken Unsecured loan from parties covered in the register maintained u/s 301 of the Companies Act,1956. The amount borrowed during the year was NIL. The amount payable as at the close of the year is Rs.14.51 Lacs and the terms and conditions on which these loans have obtained are not prejudicial to the interest of the Company.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory and Fixed Assets and for the sale of goods.
5. In respect of transactions entered in the register 301 of the Companies Act,1956.
  - a) To the best of our knowledge and belief and according to the information and explanations given to us, transactions that needed to be entered into the register have been so entered.
  - b) In our opinion and according to the information and explanations given to us, the transactions in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act,1956 aggregating during the year to Rs.5,00,000/- (Rupees. Five Lac only) or more in respect of any party have been entered into at the prevailing market prices.
6. The Company have not accepted any public deposits during the year under reference.
7. The Company did not have internal audit system during the year under reference.
8. The cost records are not required to be maintained by the Company.
9. The Company have deposited Statutory & other Government dues in time and there was no arrears of whatsoever nature as on 31.03.2014.
10. The Company neither have accumulated losses at the end of the year, nor incurred cash losses during the current and the immediately preceding financial year.
11. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the company has not defaulted in the repayment of dues to financial institutions and banks.
12. According to the information and explanations given to us, the Company has not given any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. No guarantees have been given by the Company.
14. To the best of our knowledge and belief and according to the information and explanations given to us, term loans availed by the Company were, prima facie, applied by the Company during the year for the purposes for which the loans were obtained.
15. According to the Balance Sheet and other records examined by us and the information and explanations given to us, on an overall basis, funds raised on short term basis have, prima facie, not been used during the year for long term investment (fixed assets etc.) and vice versa, other than temporary deployment pending application.
16. The Company has not made any preferential allotment during the year.
17. The Company have not issued any debentures.
18. The Company has not raised any money by public issued during the year.
19. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the year.

As per our Report of even date

Place: Ludhiana  
Date: 25<sup>th</sup> May, 2014

For N.K. Bector & Co.  
(Chartered Accountants)  
Sd/-  
N.K. Bector  
(Proprietor)  
M.No-081095  
FRN- 002045N

## BALANCE SHEET AS AT 31ST MARCH, 2014

(Amount in Rupees)

Particulars	Note	As at 31st March, 2014		As at 31st March, 2013	
		AMOUNT	TOTAL	AMOUNT	TOTAL
<b><u>EQUITY AND LIABILITIES</u></b>					
<b>1 Shareholder's Funds</b>					
a) Share Capital	1	<u>7425000.00</u>		<u>7425000.00</u>	
b) Reserve & Surplus	2	<u>4255712.29</u>	11680712.29	<u>3891469.45</u>	11316469.45
<b>2 Non-Current Liabilities</b>					
a) Long-Term Borrowings	3		1451414.00		1627621.00
<b>3 Current Liabilities</b>					
a) Short-Term Borrowings	4	<u>1859159.11</u>			1649375.91
b) Trade Payables	5	<u>8357345.05</u>			23726080.05
c) Other Current Liabilities	6	<u>5302068.00</u>			5372552.00
d) Short-Term Provisions	7	<u>0.00</u>	15518572.16	<u>0.00</u>	30748007.96
<b>TOTAL :</b>			<b>28650698.45</b>		<b>43692098.41</b>
<b><u>ASSETS</u></b>					
<b>1 Non-Current Assets</b>					
a) <b><u>Fixed Assets</u></b>	8				
(i) Tangible		<u>254061.00</u>		<u>510557.00</u>	
(ii) Intangible		<u>0.00</u>	254061.00	<u>0.00</u>	510557.00
<b>2 Non Current Investments</b>	9		2779625.00		2779625.00
<b>3 Current Assets</b>					
a) Current Investments	10	<u>300000.00</u>			300000.00
b) Inventories	11	<u>0.00</u>			144080.00
c) Trade Receivables	12	<u>22983665.59</u>			20982726.59
d) Cash & Bank Balances	13	<u>551835.01</u>			15719536.97
e) Short-Term Loans & Advances	14	<u>1781511.85</u>	25617012.45	<u>3255572.85</u>	40401916.41
<b>TOTAL :</b>			<b>28650698.45</b>		<b>43692098.41</b>

**Notes to Financial Statements**

1-23

**Significant Accounting Policies**

1-14

As per our report of even date.  
for N.K.BECTOR & CO.,  
CHARTERED ACCOUNTANTS

ON BEHALF OF THE BOARD  
For Shree Vijay Industries Limited

Sd/-  
(N.K.BECTOR)  
PROPRIETOR  
M. No.:- 081095  
FR No :- 002045 N.

Sd/-  
(BALDEV PRASAD GUPTA)  
MANAGING DIRECTOR

Sd/-  
(ABHISHEK GUPTA)  
DIRECTOR

Place : LUDHIANA  
Date : 25th May, 2014

## STATEMENT OF PROFIT &amp; LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

(Amount in Rupees)

Particulars	Note	As at 31st March, 2014		As at 31st March, 2013	
		AMOUNT	TOTAL	AMOUNT	TOTAL
<b>INCOME</b>					
Revenue from Operations	15	4771880.00		7292291.00	
Other Income	16	795188.00	5567068.00	982993.00	8275284.00
<b>TOTAL REVENUE (I)</b>			<b>5567068.00</b>		<b>8275284.00</b>
<b>EXPENSES</b>					
Cost of Material Consumed	17	3464517.88		4569711.12	
Changes in Inventories of Finished Goods	18	144080.00		1553560.00	
Employee Benefits Expenses	19	121114.00		133720.00	
Finance Costs	20	624459.96		736000.59	
Depreciation and Amortization Expenses	8	95634.00		182330.00	
Other Expenses	21	674314.32	5124120.16	954304.89	8129626.60
<b>TOTAL EXPENSES (II)</b>			<b>5124120.16</b>		<b>8129626.60</b>
<b>Profit Before Tax (I-II)</b>			<b>442947.84</b>		<b>145657.40</b>
<b>Tax Expenses</b>					
Current Tax		61500.00		44000.00	
Income Tax W/off		17205.00		391.00	
Deferred Tax		0.00	78705.00	0.00	44391.00
<b>Profit for the Year</b>			<b>364242.84</b>		<b>101266.40</b>
Earning Per Equity Share of Rs.10/-Each - Basic and Diluted (in Rs.)	22		0.49		0.14
<b>Notes on Financial Statements</b>			1-23		
<b>Significant Accounting Policies</b>			1-14		

As per our report of even date.  
for N.K.BECTOR & CO.,  
CHARTERED ACCOUNTANTS

ON BEHALF OF THE BOARD  
For Shree Vijay Industries Limited

Sd/-  
(N.K.BECTOR)  
PROPRIETOR  
M. No.:- 081095  
FR No :- 002045 N.

Sd/-  
(BALDEV PRASAD GUPTA)  
MANAGING DIRECTOR

Sd/-  
(ABHISHEK GUPTA)  
DIRECTOR

Place : LUDHIANA  
Date : 25th May, 2014

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2014

Particulars	Refer Note No.	As at 31.03.2014	As at 31.03.2013
<b>A. Cash Flow from Operating Activities</b>			
Net Profit before Tax, Interest and Extra Ordinary Items		1,058,279.84	869,703.00
<b>Adjustments for Non Operating &amp; Non cash Items :-</b>			
Depreciation		95,634.00	182,330.00
Other Income		(795,188.00)	(982,993.00)
<b>Operative Profit(loss) before Working Capital Changes</b>		358,725.84	69,040.00
Adjustments for :-			
<b>(Increase)/ Decrease in Current Assets :</b>			
Trade and other receivables		(2,000,939.00)	12,270,094.00
Inventories		144,080.00	1,553,560.00
Loans and Advances		1,474,061.00	13,851,980.00
<b>Increase/ (Decrease) in Current Liabilities :</b>			
Other Current Liabilities		(70,484.00)	
Trade & other payables		(15,368,735.00)	(12,849,408.00)
Short term Borrowings		209,783.20	
<b>Cash generated from operations</b>		(15,253,507.96)	14,895,266.00
Direct Taxes Paid		(78,705.00)	(44,391.00)
<b>Cash Flow before Extra-ordinary items</b>		(15,332,212.96)	14,850,875.00
Extra-ordinary Items		-	
<b>Net Cash Flow from operative Activities</b>		(15,332,212.96)	14,850,875.00
<b>B. Cash Flow from Investing Activities</b>			
Purchase of Fixed Assets		-	-
Sale Of Fixed Assets		420,000.00	-
Other Income		536,050.00	982,993.00
<b>Net Cash Flow in Investing Activities</b>		956,050.00	982,993.00
<b>C. Cash Flow from Financing Activities</b>			
Capital Subsidy Received/Share Capital		-	
Proceeds/(Repayment) of Long Term Borrowings		(176,207.00)	26,046.00
Finance Cost		(615,332.00)	(724,046.00)
<b>Net Cash used in Financing Activities</b>		(791,539.00)	(698,000.00)
<b>Net Increase(Decrease)in Cash &amp; Cash Equivalents</b>		(15,167,701.96)	15,135,868.00
Cash & Cash Equivalents(Opening Balance)		15,719,537.00	583,669.00
Cash & Cash Equivalents(Closing Balance)		551,835.00	15,719,537.00

Notes : 1. Cash & Cash equivalents represent Cash & Bank Balances

As per our report of even date.  
for N.K.BECTOR & CO.,  
CHARTERED ACCOUNTANTS

ON BEHALF OF THE BOARD  
For Shree Vijay Industries Limited

Sd/-  
(N.K.BECTOR)  
PROPRIETOR  
M. No.:- 081095  
FR No :- 002045 N.

Sd/-  
(BALDEV PRASAD GUPTA)  
MANAGING DIRECTOR

Sd/-  
(ABHISHEK GUPTA )  
DIRECTOR

Place : LUDHIANA  
Date : 25th May, 2014

**Note 1 SHARE CAPITAL**

PARTICULARS	AS AT 31st, March, 14	AS AT 31st March, 13
<b>Authorised Share Capital</b>	1000000.00	1000000.00
1000000 Equity Shares of Rs .10/-each Issued, Subscribed, Called and Paid up Capital		
742500 Equity Shares of Rs 10/- each	7425000.0	7425000.0

The Reconciliation of the number of shares outstanding is set out below :

**Note 1 (a)**

Equity Shares at the beginning of the year	742500.0	742500.0
Add : Shares issued during the year	0.0	0.0
Less: Shares cancelled on buy back of Equity Shares	0.0	0.0
Equity Shares at the end of the year	742500.0	742500.0

The details of Shareholders holding more than 5% Shares:

**Note 1(b)**

Name of the Shareholder	As at 31st March, 2014		As at 31st March, 2014	
	No. of Shares	% held	No. of Shares	% held
Shares outstanding at the beginning of the year	3,160,300	24.909,000.00	Nil	Nil
Sh. Abhishek Gupta	420900	56.69%	420900	56.69%
Sh. Nishu Gupta	125000	16.84%	125000	16.84%

**RESERVE & SURPLUS****Note 2**

General Reserve				
<b>As per last Balance Sheet</b>	3800000.00		3700000.00	
Add : Transferred from Profit and Loss Account	400000.00	4200000.00	100000.00	3800000.00
<b>Profit and Loss Account</b>				
As per last Balance sheet	91469.45		90203.05	
Add : Transferred from Profit & Loss Account	364242.84		101266.40	
	455712.29		191469.45	
Less : Appropriations				
Transferred to General Reserve	400000.00	55712.29	100000.00	91469.45
<b>TOTAL :</b>		4255712.29	3891469.45	

PARTICULARS	AS AT 31st, March, 14	AS AT 31st March, 13
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**LONG-TERM BORROWINGS****Note 3**

<b>Secured Loans</b>		
<b>Rupee Term Loans from:</b>		
Punjab National Bank	0.00	74396.00
(Against hypothecation of Car)		
<b>Unsecured Loans</b>		
Loans and advances from related parties:		
from Directors	1451414.00	1553225.00
	1451414.00	1627621.00

**SHORT- TERM BORROWINGS****Note 4**

Cash Credit from:		
Punjab National Bank	1859159.11	1649375.91
	1859159.11	1649375.91

Working Capital facility from bank is Secured by hyp. Of stocks and book debts & collaterally equitable mortgage of Land & Building at 179 Ind. Area 'A' Ludhiana & personal guarantee of Directors

PARTICULARS	AS AT 31st, March, 14	AS AT 31st March, 13
<b>TRADE PAYABLES</b>		
<b>Note 5</b>		
Due To Micro, Small & Medium Enterprises	0.00	0.00
Others	8357345.05	23726080.05
	8357345.05	23726080.05
<b>OTHER CURRENT LIABILITIES</b>		
<b>Note 6</b>		
Statutory Liabilities	105848.00	144810.00
Advance from Customers	4855890.00	4855890.00
Sundry Payables	340330.00	371852.00
	5302068.00	5372552.00
<b>SHORT TERM PROVISIONS</b>		
<b>Note 7</b>		
Provision for Income Tax	0.00	0.00
<b>NON CURRENT INVESTMENTS</b>		
<b>Note 9</b>		
Shares in B.P.Alloys Ltd.(Quoted) (At Cost) (Market Value not available)	2779625.00	2779625.00
<b>CURRENT INVESTMENTS</b>		
<b>Note 10</b>		
P.N.B. Principal Large Cap Fund (Growth) 11464.159 units of Rs. 10-each.at cost (Market Value as on 31.03.2014 Rs. 398380/-)	300000.00	300000.00
	3079625.00	3079625.00
<b>INVENTORIES</b>		
<b>Note 11</b>		
Flat (Rectangular Bar)	0.00	144080.00
	0.00	144080.00
<b>TRADE -RECEIVABLES</b>		
<b>Note 12</b>		
<b>(Unsecured and Considered Good)</b>		
i) Debts outstanding for a period exceeding six months	16181236.59	16372474.59
ii) Other Debts	6802429.00	4610252.00
	22983665.59	20982726.59
<b>CASH AND BANK BALANCES</b>		
<b>Note 13</b>		
1. Cash in Hand	525054.00	754079.00
2. Current Account with Scheduled Banks	26781.01	182285.97
3. Cheques in Hand	0.00	14783172.00
	551835.01	15719536.97
<b>SHORT TERM LOAN AND ADVANCES</b>		
<b>(Unsecured and Considered Good)</b>		
<b>Note 14</b>		
Advances Recoverable in cash or in kind of for value to be received or to be adjusted	1281851.85	2685846.85
Advances to Staff	0.00	7000.00
Prepaid Expenses	1802.00	10796.00
Securities	0.00	500.00
Advance Income tax (net of provision)	97761.00	131355.00
Vat Input Credit	400097.00	420075.00
	1781511.85	3255572.85

**FIXED ASSETS**  
**Note-8**

PARTICULARS	Gross Block			Accumulated depreciation				NET BLOCK Written Down Value		
	Balance As on 01.04.2013	Addition	Deduction	Total As on 31.03.2014	Provided up to 31.03.2013	Adjustment	For the year 2013-2014	Up to 31.03.2014	As on 31.03.2014	As on 31.03.2013
1 COMPUTER	175558.31	0.00	0.00	175558.31	157731.31	0.00	7131.00	164862.31	10696.00	17827.00
2 PAPER SHREDDER MACH.	18000.00	0.00	0.00	18000.00	12851.00	0.00	716.00	13567.00	4433.00	5149.00
3 WATER FILTER	19500.00	0.00	0.00	19500.00	16338.00	0.00	440.00	16778.00	2722.00	3162.00
4 OFFICE EQUIPMENT	4000.00	0.00	0.00	4000.00	3316.00	0.00	95.00	3411.00	589.00	684.00
5 VEHICLES	2617826.01	0.00	626526.00	1991300.01	2134091.01	465664.00	87252.00	1755679.01	235621.00	483735.00
TOTAL	2834884.32	0.00	626526.00	2208358.32	2324327.32	465664.00	95634.00	1954297.32	254061.00	510557.00
PREVIOUS YEAR	2834884.32	0.00	0.00	2834884.32	2141997.32	0.00	182330.00	2324327.32	510557.00	692887.00



PARTICULARS	AS AT 31st, March, 14	AS AT 31st March, 13
<b>REVENUE FROM OPERATIONS</b>		
<u>Note 15</u>		
Sale of Products	4029269.00	6591645.00
Commission Earned (TDS 74261/- Prev yr -70065/-)	742611.00	700646.00
	4771880.00	7292291.00
<u>Details of products sold:</u>		
Sale of Iron & Steel Flat	4029269.00	5204348.00
Sale of Spring Leaf	0.00	1387297.00
	4029269.00	6591645.00
<b>OTHER INCOME</b>		
<u>Note 16</u>		
Interest Earned (TDS Rs.0.00/-, Prev year-290)	0.00	2893.00
Profit On Sale of Car	253638.00	0.00
Income From Trading In Commodities	541550.00	980100.00
	795188.00	982993.00
<b>PARTICULARS OF MATERIAL CONSUMED</b>		
<u>Note 17</u>		
Purchase of Iron & Steel Flat	3464517.88	3213101.00
Purchase of Spring Leaf	0.00	1356610.12
	3464517.88	4569711.12
<b>Changes in Inventories of Finished Goods, Stock-in-progress</b>		
<u>Note 18</u>		
<u>Inventories(at close)</u>	0.00	144080.00
<u>Inventories(at commencement)</u>	144080.00	1697640.00
	144080.00	1553560.00
<b>EMPLOYEE BENEFITS EXPENSE</b>		
<u>Note 19</u>		
Bonus	15511.00	19669.00
Salaries To Staff	99454.00	109260.00
Leave with Wages	3949.00	2366.00
Staff Welfare	2200.00	2425.00
	121114.00	133720.00
<b>FINANCE COST</b>		
<u>Note 20</u>		
On Term Loan	1016.00	18649.00
On Unsecured Loans	417172.00	658787.00
On Interest to Bank (Working Capital)	197144.00	46610.00
Bank Commission	9127.96	11954.59
	624459.96	736000.59
<b>OTHER EXPENSES</b>		
<u>Note 21</u>		
<u>Selling &amp; Distribution Expenses</u>		
<u>Note 21(a)</u>		
Commission to Agents	506496.00	480759.00
Freight & Octroi Outward	2575.00	5550.00
	509071.00	486309.00

PARTICULARS	AS AT 31st, March, 14	AS AT 31st March, 13
<b>Administrative Expenses</b>		
<b>Note 21(b)</b>		
Diwali Expenses	1760.00	1980.00
Fees & Taxes	5535.00	3331.00
Insurance	12598.00	29085.00
Legal Expenses	0.00	1500.00
Misc. Expenses	255.12	378.27
Motor Car Expenses	54411.00	341339.71
Postage & Couriers	780.00	1575.00
Printing & Stationery	3249.00	4867.00
Rent	24000.00	24000.00
Sales Tax Penalty	5000.00	0.00
Telephone Expenses	31956.20	34020.91
Travelling Expenses	980.00	1200.00
	<b>140524.32</b>	<b>443276.89</b>
<b>PAYMENT TO AUDITORS</b>		
<b>Note 21(c)</b>		
<b>(A) Auditor</b>		
Statutory Audit Fees	14000.00	14000.00
Tax Audit	8000.00	8000.00
For Service Tax	2719.00	2719.00
	<b>24719.00</b>	<b>24719.00</b>
<b>TOTAL (a+b+c)</b>	<b>674314.32</b>	<b>954304.89</b>
<b>EARNING PER SHARE</b>		
<b>Note 22</b>		
a) Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (in Lacs)	364242.84	101266.40
b) Weighted Average number of equity shares used as denominator for calculating EPS	742500	742500
c) Basic and Diluted Earning per share (Rs.)	0.49	0.14
d) Face Value as per equity shares (Rs.)	10	10
<b>RELATED PARTY DISCLOSURES</b>		
<b>Note 23</b>		
a) List of Related Parties and Relationships:		
<b>Name of the Related Party</b>		
<b>Relation</b>		
A. - Personnel over which KMP is able to exercise significant influence.		
<b>Key Management Personnel</b>		
B 1. Baldev Prasad Gupta	Director	" "
2. Abhishek Gupta	Director	" "
3. Anchal Gupta	Director	" "
C Shree Vijay Industries		
<b>Enterprises over which KMP is able to exercise significant influence.</b>		
B.P. Alloys Ltd.		" "
Prachi Steel Industries Pvt Ltd		" "
Adap Alloys Pvt Ltd		" "
Mohindra Ispat		" "

## b) Related Party Transactions:

Transactions	Enterprises over which KMP is able to exercise significant influence	Key Management Personnel	Personnel over which KMP is able to exercise significant influence	Total
Purchase during the year	1.73	0.00	0.00	1.73
Sales during the year	37.39	0.00	0.00	37.39
Rent paid during the year	0.24	0.00	0.00	0.24
Commission Recd during the year	7.43	0.00	0.00	7.43
Loan Repay during the year	0.00	2.56	0.00	2.56
Intt.paid during the year	2.46	1.71	0.00	4.17
Debit Balance outstanding as on 31.03.2014	208.64	0.00	0.00	208.64
Credit Balance outstanding as on 31.03.2014	123.51	14.51	0.00	138.02

As per our report of even date.  
for N.K.BECTOR & CO.,  
CHARTERED ACCOUNTANTS

ON BEHALF OF THE BOARD  
For Shree Vijay Industries Limited

Sd/-  
(N.K.BECTOR)  
PROPRIETOR  
M. No.:- 081095  
FR No :- 002045 N.

Sd/-  
(BALDEV PRASAD GUPTA)  
MANAGING DIRECTOR

Sd/-  
(ABHISHEK GUPTA)  
DIRECTOR

Place : LUDHIANA  
Date : 25th May, 2014

**STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES AS ON 31<sup>ST</sup> MARCH,2014**

- 1) **Accounting Convention**  
The financial statements are prepared under the historical cost convention, in accordance with applicable accounting standards and relevant presentational requirements of the Companies Act,1956.
- 2) **Use of Estimates:**  
The preparation of financial statements in conformity with the generally accepted accounting principles, require estimates and assumptions to be made that affect the reported amount of assets and liabilities as of the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results materialize.
- 3) **Revenue Recognition**  
Revenue (Sales) is recognized at the point of dispatch of Finished goods to customers.
- 4) **Employees Benefits :**  
Gratuity : Provision for gratuity is not made because the provisions of Gratuity Act are not applicable to the Company.
- 5) **Fixed Assets**  
All Fixed Assets are stated at cost of acquisition less accumulated depreciation. The cost includes all expenditure and levies directly attributable to bring the assets to their working condition for the intended used.
- 6) **Depreciation**  
Depreciation on Fixed Assets has been provided on WDV method at the rates and in accordance with Schedule XIV to the Companies Act,1956. Pro-rata depreciation is charged in respect of additions to Fixed Assets during the year.
- 7) **Inventories**  
Inventories are valued as under :- Stock in Trade is valued at cost.
- 8) **Borrowing Costs**  
Borrowing Costs incurred by the Company for purchase/installation of Capital Assets upto the date such asset is ready for commercial use, is capitalized.
- 9) **Accounting for Taxes on Income**  
Accounting treatment followed for taxes on Income is to provide for current tax & deferred tax. Current tax is the amount of income tax determined to be payable in respect of taxable income for a period. Deferred tax is the tax effect of timing difference.
- 10) **Earning per share :**  
Basic earning per share is computed by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted earning per share is computed by taking into account 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 dilutive potential equity shares into equity shares.
- 11) **Impairment of Assets**  
At each Balance Sheet date an assessment is made whether any indication exists that an asset has been impaired, if any such indication exists, an impairment loss i.e. the amount by which the carrying amount of an asset exceeds its recoverable amount is provided for the books of accounts.
- 12) **Provision for contingent Liabilities**  
Provision has been made for all known liabilities in the account except for any contingent liabilities, which are declared at their estimated value vide note 6 below.
- 13) Previous Year's figures have been recast re-grouped wherever found necessary.
- 14) **Segment Reporting**  
As the company's business activity falls within a single primary business segment viz. "Steel" the disclosure requirements of Accounting Standard (AS-17) \* Segment Reporting" issued by the Institute of Chartered Accountants of India are not applicable.

**SHREE VIJAY INDUSTRIES LIMITED**

CIN: L45202PB1984PLC018009

Regd. Off: 179, INDUSTRIAL AREA-A, LUDHIANA-141003,

Phone No: 0161-2600967,2609619 Fax No.:0161-2225743

Email id: svtltd1984@gmail.com, website:www.shreevijayg.com, Mob:9971034640

**PROXY FORM**

I/We.....of.....

..... being a member/members of the above named company hereby appoint

.....of

..... as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the company to be held on Tuesday, the 30th September, 2014 at 1.00 P.M at 179, Industrial Area-A, Ludhiana-141003.

Signed this..... day of \_\_\_\_\_ 2014.



**NOTE :**

- a) A Member entitled to attend and vote at the meeting is entitled to appoint a proxy and vote instead of himself.
- b) Proxy need not be a member.
- c) The proxy form duly completed should be deposited at the registered office of the company not less than 48 hours before the time fixed for holding the meeting.

**HREE VIJAY INDUSTRIES LIMITED**

CIN: L45202PB1984PLC018009

Regd. Off: 179, INDUSTRIAL AREA-A, LUDHIANA-141003,

Phone No: 0161-2600967,2609619 Fax No.:0161-2225743

Email id: svtltd1984@gmail.com, website:www.shreevijayg.com, Mob:9971034640

**ATTENDANCE SLIP**

(Please present this slip at the entrance of the meeting venue)

Regd. Folio..... Shares held .....

I hereby record my presence at the Annual General Meeting of the company to be held Tuesday, the 30th September, 2014 at 1.00 P.M at 179, Industrial Area-A, Ludhiana-141003.

Name of the Shareholder :

Name of the Proxy :

Signature of member/proxy :

**Note:**

- 1) To be signed at the time of handing over this slip.  
Members are requested to register their names at least 15 minutes prior to the commencement of the meeting.

**Registered Post**

*If undelivered, please return to:*

**SHREE VIJAY INDUSTRIES LIMITED**

CIN: L45202PB1984PLC018009

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