

**32nd Annual Report
2015-2016**

SHREE VIJAY INDUSTRIES LIMITED

CIN: L45202PB1984PLC018009



CORPORATE INFORMATION

Board of Directors

Mr. Baldev Prasad Gupta	Managing Director
Mr. Abhishek Gupta	Director
Mr. Mukesh Kumar (till 4 th November, 2015)	Independent Director
Ms. Nishi Talwar	Independent Director
Mr. Mukesh Shrimal Kumar (from 21 st March, 2016)	Additional Director

KEY MANAGERIAL PERSONNEL

Mr. Baldev Prasad Gupta	Managing Director
Mr. Ishwar Chander Jha	Chief Financial Officer (CFO)

Statutory Auditors

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

SECRETARIAL AUDITOR

Tanay Ojha, Practising Company Secretary
473, Patel Nagar, P.O. Harjinder Singh,
Chakeri, Kanpur-208007, U.P.

Registrar & Transfer Agent

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

Annual General Meeting

Date : 29th September, 2016

Time : 1:00 P.M.

Day : Thursday

Venue : 179, Industrial Area-A,
Ludhiana- 141003.

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

1. Metropolitan Stock Exchange of India Limited

Registered Office

179, Industrial Area-A, Ludhiana- 141003

CONTENTS		
S. No.	Particulars	Page No.
1	Notice of Annual General Meeting	1
2	Director's Report	7
4	Management Discussion & Analysis Report	24
3	Report on Corporate Governance	25
5	Auditor's Certificate on Corporate Governance	35
6	Auditor's Report on the Financial Statements	36
7	Balance Sheet	40
8	Profit and Loss Account	41
9	Cash Flow Statement	42
10	Significance Accounting Policies and Notes on Accounts	44
11	Attendance Slip & Proxy Form	51

NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of the Members of **Shree Vijay Industries Limited (CIN L45202PB1984PLC018009)** will be held at 179, Industrial Area-A, Ludhiana, Punjab on Thursday, the 29th September, 2016 at 1:00 P.M. to transact the following Business:

Ordinary Business

1. To consider and adopt the audited financial statements of the Company for the year ended 31st March, 2016, together with the Report of the Directors and Auditors' thereon.
2. To appoint a director in place of Abhishek Gupta (**DIN: 00074317**), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139(2) and 142(1) of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, pursuant to the recommendations of the audit committee of the Board of Directors, M/s Vinay & Associates (Firm registration No: 004462N), Chartered Accountants, Statutory Auditors of the Company retiring at the conclusion of the ensuring Annual General Meeting and being eligible offered themselves for re-appointment be and are hereby re-appointed as Statutory Auditors of the Company to hold office till the conclusion of sixth Annual General Meeting (subject to Ratification by members in every AGM conducted after this AGM) and recommend their appointment to members."

Special Business

4. **To confirm the appointment of Mr. Mukesh Shrimal Kumar as the Director of the Company:** To re-appoint Mr. Mukesh Shrimal Kumar (DIN: 07270056) as an Independent Director and in this regard to consider and if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made there under read with schedule IV to the said Act, consent of the Company be and hereby accorded to re-appoint Mr. Mukesh Shrimal Kumar as an Independent Director of the Company to hold the office from 29th Day of September, 2016 To 28th September, 2021, not liable to retire by rotation."

5. **To confirm the appointment of Ms. Heena Arora as the Director of the Company:** To re-appoint Ms. Heena Arora (DIN: 07576361) as an Independent Director and in this regard to consider and if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made there under read with schedule IV to the said Act, consent of the Company be and hereby accorded to re-appoint Ms. Heena Arora as an Independent Director of the Company to hold office from 29th Day of September, 2016 To 28th September, 2021, not liable to retire by rotation."

By Order of the Board
For Shree Vijay Industries Limited

Sd/-
Baldev Prasad Gupta
Chairman
DIN:00254454

Date: 02nd September, 2016
Place: Ludhiana

Notes:

1. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. **A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ONLY AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, PROXY FORMS DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.**
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the 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 or shareholder.
4. Members/Proxies should bring their attendance slips duly filled in for attending the meeting.
5. Members are requested to bring their copy of the Annual Report with them at the Annual General Meeting, as the copies of the report will not be circulated at the meeting.
6. The Register of Members and Share Transfer Registers of the Company will remain closed from 27th September, 2016 to 29th September, 2016 (both days inclusive).
7. Explanatory statements pursuant to section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting under Item No.4 is Annexed hereto.
8. Members who hold shares in dematerialized form are requested to bring their Depository ID Number and Client ID Number for easier identification of attendance at the Annual General Meeting.
9. 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.
10. A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his request to the Company at least 7 days prior to the Meeting so that the required information can be made available at the Meeting.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Registrar **M/s Skyline Financial Services Private Limited**, D-153A, 1st floor, Okhla Industrial Area, Phase-1, New Delhi-110020.
12. **Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.**

The details of directors who are proposed to be reappointed/newly appointed are given in Corporate Governance Report. There are no inter-se relationships between the Board Members.
13. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members' facility to exercise their right to vote at the 32nd AGM by electronic means and the business shall be transacted through e-voting services provided by Central Depository Services Limited ("CDSL"). The facility for voting through ballot paper will also be made available at the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.
14. The cut off date for determining the eligibility to vote by electronic means or by ballot in the general meeting shall be 23rd September, 2016.

15. The members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting in terms of notification issued by the Ministry of Corporate Affairs dated 19.03.2015.
16. The Board of Directors of the company has appointed **Ms. Preeti Jain**, Practicing Company Secretary, Noida, as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
17. A separate communication containing all necessary instructions and relevant information is being sent separately.
18. 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."

19. The instructions for shareholders voting electronically are as under:

(i) The voting period begins on September 26, 2016 (09:00 A.M.) and ends on September 28, 2016 (5:00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).
	<ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on separate annexure.
	<ul style="list-style-type: none"> 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. Eg. If your name is Rahul Kumar with sequence number 1 then enter RA00000001 in the PAN field
Dividend Bank Details	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.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> 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).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.

- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant **Shree Vijay Industries Limited** on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 23rd September, 2016 may follow the same instructions as mentioned above for e-Voting.
- (ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

Item no. 4:**Appointment of Independent Director**

In terms of Section 149 (10), (11), (13) and Section 152 (6), (7) of the Companies Act, 2013 read with schedule IV of the said Act, an Independent Director shall hold office for not more than two consecutive terms of five years and the tenure of an Independent Director on the date of commencement of this Act shall not be counted as a term under above mentioned sub sections. Furthermore, the provisions relation to retirement by rotation shall not be applicable to Independent Directors.

So to comply with relevant provision of Companies Act, 2013, all Independent Directors needs to be reappointed on non rotational basis and up to five year at a time.

In the opinion of the Board, Independent Directors of the Company fulfill the conditions for their appointment as an Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board also opined that they all possess appropriate skill, experience and Knowledge as required occupying the position of an Independent Director.

The Board has also received declaration from the Independent Directors that they meets the Criteria of Independence as prescribed under section 149(6) read with schedule IV of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends the re-appointment of Independent Directors Mr. Mukesh Shrimal Kumar (DIN: 07270056) from 29th September, 2016 to 28th September, 2021.

Item no. 5:**Appointment of Independent Director**

In terms of Section 149 (10), (11), (13) and Section 152 (6), (7) of the Companies Act, 2013 read with schedule IV of the said Act, an Independent Director shall hold office for not more than two consecutive terms of five years and the tenure of an Independent Director on the date of commencement of this Act shall not be counted as a term under above mentioned sub sections. Furthermore, the provisions relation to retirement by rotation shall not be applicable to Independent Directors.

So to comply with relevant provision of Companies Act, 2013, all Independent Directors needs to be reappointed on non rotational basis and up to five year at a time.

In the opinion of the Board, Independent Directors of the Company fulfill the conditions for their appointment as an Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board also opined that they all possess appropriate skill, experience and Knowledge as required occupying the position of an Independent Director.

The Board has also received declaration from the Independent Directors that they meets the Criteria of Independence as prescribed under section 149(6) read with schedule IV of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends the re-appointment of Independent Directors Ms. Heena Arora (DIN: 07576361) from 29th September, 2016 to 28th September, 2021.

ANNEXURE TO THE NOTICE

Profile of the Directors Mentioned in Item no 2,4 and 5 seeking Reappointment/Appointment at the Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015.

Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding the Directors seeking appointment/reappointment in the AGM

Name	Mr. Abhishek Gupta
DIN	00074317
Date of Birth	10/05/1974
Date of Appointment	01/07/2010
Expertise in specific functional area	Finance
No. of Shares in the Company	370000
Qualification	Graduate
Other Directorship	1. BP ALLOYS LIMITED 2. PRACHI STEEL INDUSTRIES PRIVATE LIMITED
Position held in Mandatory Committees of the Other Companies	Nil

Name	Mr. Mukesh Shrimal Kumar
DIN	07270056
Date of Birth	10/05/1974
Date of Appointment	21/03/2016
Expertise in specific functional area	Finance
No. of Shares in the Company	Nil
Qualification	Graduate
Other Directorship	Nil
Position held in Mandatory Committees of the Other Companies	Nil

Name	Ms. Heena Arora
DIN	07576361
Date of Birth	18/11/1989
Date of Appointment	10/08/2016
Expertise in specific functional area	Compliance & Secretarial Work
No. of Shares in the Company	Nil
Qualification	B.Com., CS
Other Directorship	Nil
Position held in Mandatory Committees of the Other Companies	Nil

BOARD'S REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the Annual Report together with the Audited Statement of Accounts of **Shree Vijay Industries Limited** for the year ended 31st March, 2016.

1. SUMMARISED FINANCIAL HIGHLIGHTS

In Lacs

PARTICULARS	2015-16	2014-15
Revenue from Operation	4.08	27.84
Other Income	2.40	0.27
Financial Cost	-	2.31
Depreciation and Amortization expenses	-	-
Net Profits/(Loss) before Tax	1.61	1.19
Tax Provision	0.34	0.39
Net Profits/(Loss)	1.27	0.80

2. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As required under regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchange, a detailed Management Discussion and Analysis Report is presented in a separate section forming part of the annual report.

3. DIVIDEND

To conserve the resources, your Directors have not recommended any dividend for the year under review.

4. STATE OF COMPANY'S AFFAIRS

Company lays emphasis on being customer-centric and further strives on a well organized management team of skilled and trained professionals to deliver quality to its customers. The Company is dealing in textile products.

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

There are no material changes and commitments between the end of financial year of the company, i.e, 31.03.2016 and the date of the report.

6. RESERVES

The company has proposed to transfer Rs. 161,060.50 to reserves & surplus.

7. SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2016 was Rs.0.742 Crores. During the year under review the company has not issued any shares or any convertible instruments.

8. CORPORATE SOCIAL RESPONSIBILITY

The Company has not formulated a Corporate Social Responsibility Committee due to non applicability of the relevant provisions to the Company.

9. HUMAN RESOURCES

The well disciplined workforce which has served the company for three decades lies at the very foundation of the company's major achievements and shall well continue for the years to come. The management has always carried out systematic appraisal of performance and imparted training at periodic intervals. The company has always recognized talent and has judiciously followed the principle of rewarding performance.

10. LISTING OF SECURITIES

The Securities of Company are listed on Metropolitan Stock Exchange of India Limited (MSEI).

11. CODE OF CONDUCT

The Board of Directors has laid down the code of conduct for all the Board Members and members of the senior Management of the Company. Additionally all Independent directors of the company shall be bound by duties of Independent Directors as set out in Companies Act, 2013 read with schedules and Rules there under.

All the Board Members Senior Management Personnel have affirmed compliance with the Code of Conduct.

The Code of Conduct is available on the website of the company.

12. BUSINESS RISK MANAGEMENT

Although the company has long been following the principle of risk minimization as is the norm in every industry, it has now become a compulsion.

Therefore, in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board members were informed about risk assessment and minimization procedures after which the Board formally adopted steps for framing, implementing and monitoring the risk management plan for the company.

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are: Regulations, competition, Business risk, Technology obsolescence, Investments, retention of talent and expansion of facilities.

Business risk, inter-alia, further includes financial risk, political risk, fidelity risk, legal risk.

As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same.

As per the requirement of Section of 134(3)(n) of the Companies Act, 2013 the Board of Directors has approved and adopted a Risk Management Policy.

13. SUBSIDIARY COMPANIES

The Company does not have any subsidiary Company.

14. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal auditor of the company checks and verifies the internal control and monitors them in accordance with policy adopted by the company. Even through this non-production period the Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

15. VIGIL MECHANISM / WHISTLE BLOWER POLICY

As per Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behaviour the company has adopted a vigil mechanism policy. This policy is explained in corporate governance report and also posted on the website of company.

16. DIRECTORS/KEY MANGERIAL PERSONNEL

During the year under review, your Company appointed Mr. Mukesh Shrimal Kumar (DIN: 07270056) as an Independent

Director with effect from March 21, 2016 shall and hold the office up to the date of ensuing Annual General Meeting. The Board of Directors in its meeting held on August 10, 2016 had appointed Ms. Heena Arora (DIN : 07576361) as Additional Director w.e.f. August 10, 2016.

In accordance with the provisions of Companies Act, 2013 Mr. Abhishek Gupta (DIN: 00074317), Executive Director retires by rotation and being eligible offers himself for re-appointment.

All independent directors have given declaration that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013.

During the Year, Mr. Mukesh Kumar, Director of the Company resigned from the Board of the Company. The Board expresses its gratitude for valuable contribution made by him towards the company during his tenure as Director.

Apart from this there was no change in the composition of Board.

17.1 BOARD EVALUATION

Pursuant to the provisions of companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholder committee. The manner in which the evaluation has been carried out has been explained in Corporate Governance Report.

17.2 REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

17.3 MEETINGS

During the year Nine Board Meetings and one independent directors' meeting was held. The Details of which are given in Corporate Governance Report. The provisions of Companies Act, 2013 and listing agreement were adhered to while considering the time gap between two meetings.

17.4 AUDIT COMMITTEE

The company is having an audit committee comprising of the following directors:

Name	Status	Category
Nishi Talwar	Chairperson	Independent Director
Abhishek Gupta	Member	Non-Executive Director
Mukesh Kumar*	Member	Independent Director
Baldev Prasad Gupta**	Member	Executive Director
Mr. Mukesh Shrimal Kumar***	Member	Independent Director

*Mr. Mukesh Kumar has resigned w.e.f. 02.11.2015

**Mr. Baldev Prasad Gupta appointed as a member w.e.f. 02.11.2015

***Mr. Mukesh Shrimal Kumar has been appointed w.e.f. 21.03.2016

17.5 NOMINATION AND REMUNERATION COMMITTEE

The company is having a Nomination and Remuneration Committee comprising of the following directors:

Name	Status	Category
Abhishek Gupta	Chairman	Non- Executive Director
Nishi Talwar	Member	Independent Director
Mukesh Kumar*	Member	Independent Director
Mukesh Kumar Shrimal**	Member	Independent Director

*Mr. Mukesh Kumar has resigned w.e.f. 02.11.2015

**Mr. Mukesh Shrimal Kumar has been appointed w.e.f. 21.03.2016

18. DECLARATION BY INDEPENDENT DIRECTOR

All Independent directors have given declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013.

19. RELATED PARTY TRANSACTIONS

There were no contracts or arrangements entered into by the company in accordance with provisions of section 188 of the Companies Act, 2013. However, there were material related party transactions in terms of Regulation 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. All material related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

All Related Party Transactions are placed before the Audit Committee as also the Board for approval.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website. None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

20. DEPOSITS

During the year under review the Company has not accepted deposits in terms of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 and also no amount was outstanding on account of principal or interest thereon, as on the date of balance sheet.

21. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

22. AUDITORS**22.1 STATUTORY AUDITORS**

The Audit Committee has recommended M/s Vinay & Associates for appointment as a statutory Auditor. M/s Vinay & Associates (Firm registration No. 004462N), Chartered Accountant, have conveyed their consent to be appointed as Statutory Auditors of the Company.

22.2 SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Tanay Ojha (CP No.: 10790, ACS: 29658), Company Secretaries to undertake the secretarial audit of the company. The Secretarial Audit Report is annexed herewith as 'Annexure A'.

22.3 INTERNAL AUDITORS

The Company had appointed internal auditor to carry out the Internal audit functions. The Internal auditor submits a quarterly report to the audit committee.

23. CORPORATE GOVERNANCE

As per Regulation 34(3) and Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, a separate section on corporate governance practices followed by the Company, together with a certificate from the Company's Secretarial Auditor confirming compliance forms an integral part of this Report.

24. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

As per Section 135 of the Companies Act, 2013, the Company does not fulfill the criteria of Net Worth or turnover for Corporate Social Responsibility (CSR), hence the same is not applicable to the company.

25. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

In view of the nature of activities which are being carried on by the company, the particulars as prescribed under Section 134(3) (m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, regarding Conservation of Energy and Technology Absorption are not applicable to the Company.

Further, there were no foreign exchange earnings and outgo during the year under review.

26. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as “Annexure B” in accordance with Section 92(3) of the Companies Act, 2013.

27. PARTICULARS OF EMPLOYEES

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

The company has One Executive Director and due to financial constraints being faced by the company they have forgone remuneration. Further, no sitting fees have been paid to any director during the year.

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

- a) Employed throughout the year Nil
- b) Employed for part of the year Nil

The remuneration paid to all Key management Personnel was in accordance with remuneration policy adopted by the company.

28. LOANS, GUARANTEES OR INVESTMENT

The company has not given any Loans and Guarantees in terms of provisions of Section 186 of the Companies Act, 2013.

29. PREVENTION OF SEXUAL HARASSMENT POLICY

The Company has in place a Prevention of Sexual Harassment policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

During the year 2015-2016, no complaints were received by the Company related to sexual harassment.

30. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(5) of the Companies Act, 2013:

- a) that in the preparation of the annual financial statements for the year ended March 31, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) that such accounting policies as mentioned in Notes to the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the profit of the Company for the year ended on that date;
- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that the annual financial statements have been prepared on a going concern basis;

- e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- f) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

31. ACKNOWLEDGEMENTS

The company has been very well supported from all quarters and therefore your directors wish to place on record their sincere appreciation for the support and co-operation received from Employees, Dealers, Suppliers, Central and State Governments, Bankers and others associated with the Company.

Your Directors wish to thank the banks, financial institutions, shareholders and business associates for their continued support and cooperation.

We look forward to receive the continued patronage from all quarters to become a better and stronger Company.

By Order of the Board
For Shree Vijay Industries Limited

Sd/-
Baldev Prasad Gupta
Chairman
DIN:00254454

Date: 02.09.2016
Place: Ludhiana

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 Rs.)

S. No.	Particulars	Details
1.	Name of the subsidiary	None
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.	Currency : Indian Rupee Exchange Rate : 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

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations- Not Applicable
- Names of subsidiaries which have been liquidated or sold during the year- Not Applicable

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 associates/Joint Ventures	None
1	Latest audited Balance Sheet Date	31.03.2016
2	Shares of Associate/Joint Ventures held by the company on the year end	None
	No.	Not Applicable
	Amount of Investment in Associates/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	
	i) Considered in Consolidation	Not Applicable
	ii) Not Considered in Consolidation	Not Applicable

- Names of associates or joint ventures which are yet to commence operations.
- Names of associates or joint ventures which have been liquidated or sold during the year.

FOR SHREE VIJAY INDUSTRIES LTD

Place : Ludhhiana
Date : 02.09.2016

Baldev Prasad Gupta
(Managing Director)
DIN No: 00254454

Mukesh Shrimal Kumar
(Director)
DIN No: 07270056

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 arm's length transactions under third proviso thereto

1	Details of contracts or arrangements or transactions not at arm's length basis	None
a)	Name(s) of the related party and nature of relationship	Nil
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	None
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 : As Per Annexure 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

FOR SHREE VIJAY INDUSTRIES LTD

Place : Ludhhiana
Date : 02.09.2016

Baldev Prasad Gupta
(Managing Director)
DIN No: 00254454

Mukesh Shrimal Kumar
(Director)
DIN No: 07270056

Annexure A

SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016**

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

To,
The Members,
Shree Vijay Industries Limited
L45202PB1984PLC018009
179, Industrial Area-A
Ludhiana-141003

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

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

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Shree Vijay Industries Limited** ("the Company") for the financial year ended on **31st March, 2016** 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;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable to the Company during the audit period)**
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable to the Company during the audit period)**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the audit period)**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **(Not applicable to the Company during the audit period)**

- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, **(Not applicable to the Company during the audit period)**
 - (i) The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015
 - (vi) The Environment (Protection) Act, 1986
 - (vii) The EPF & Misc. Provisions Act, 1952;

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

- (i) Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with **Metropolitan Stock Exchange of India Ltd.**

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

1. The Company has not appointed Company Secretary in Whole-Time employment as required under Rule 8 of the companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

2. I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

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

- (i) Public/Right/Preferential issue of Shares/debentures/sweat equity, etc.
- (ii) Redemption /buy back of Securities
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- (iv) Merger/ Amalgamation/ reconstruction, etc.
- (v) Foreign technical collaborations

For **Tanay Ojha**
Practising Company Secretary

Tanay Ojha
Company Secretary
ACS No.: 29658
C P No.:10790

Place: Kanpur

Date: 02/09/2016

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

Annexure B

To,
The Members,
Shree Vijay Industries Limited
L45202PB1984PLC018009
179, Industrial Area-A
Ludhiana-141003

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Tanay Ojha
Practising Company Secretary

Tanay Ojha
Company Secretary
ACS No.: 29658
C P No.:10790

Place: Kanpur
Date: 02/09/2016

Annexure A to Board's Report

Form No. MGT-9

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31st March, 2016 of
SHREE VIJAY INDUSTRIES LIMITED[Pursuant to Section 92(1) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	L45202PB1984PLC018009
Registration Date	21/12/1984
Name of the Company	Shree Vijay Industries Ltd.
Category / Sub-Category of the Company	Company having share capital
Address of the Registered Office and contact details	179, Industrial Area-A, Ludhiana-141003, Ph no. : +91-161-2600967,2609619
Whether listed company	Yes, Metropolitan Stock Exchange
Name, Address and contact details of Registrar & Transfer Agents (RTA), if any	Skyline Financial Services Private Limited D-153, 1 st Floor, Okhla Ind. Area, Phase-1, New Delhi-110020 Tel No. : 011-26812682/3

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:-

Sl No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1.	Iron Trading	27190	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and Address of the company	CIN/GLN	Holding / Subsidiary Associate	% of shares held	Applicable Section
1.	None				
2.					

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				No. of Shares held at the end of the year				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1) Indian									
a) Individual / HUF	Nil	471800	471800	63.54	Nil	471800	471800	63.54	Nil
b) Central Govt.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) State Govt (s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Any Other...	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (A) (1) :-	Nil	471800	471800	63.54	Nil	471800	471800	63.54	Nil

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2) Foreign									
a) NRIs-Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Other Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Any Other...	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (A) (2) :-									
Total shareholding of Promoter									
(A) = (A)(1)+(A)(2)	Nil	471800	471800	63.54	Nil	471800	471800	63.54	Nil
B. Public Shareholding									
1) Institutions									
a) Mutual Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Central Govt.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
g) FIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h) Foreign Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (B)(1) :-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
2) Non-Institutions									
a) Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Indian	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
ii) Overseas	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Individuals shareholders holding nominal share capital upto Rs.1 lakh	Nil	151600	151600	20.42	Nil	151600	151600	20.42	Nil
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	Nil	95500	95500	12.86	Nil	95500	95500	12.86	Nil
c) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Trusts	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Custodians / Clearing member	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
NRIsHUF	Nil	23600	23600	3.18	Nil	23600	23600	3.18	Nil
Sub-total(B)(2) :- Total Public Shareholding (B)=(B)(1)+(B)(2)	Nil	270700	270700	36.46	Nil	270700	270700	36.46	Nil
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	Nil	742500	742500	100.00	Nil	742500	742500	100.00	Nil

(ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ emcumbered to total shares of the company	No. of Shares	% of total Shares of the company	% of Shares Pledged/ emcumbered to total shares of the company	
1	Abhishek Gupta	370000	49.83	Nil	370000	49.83	Nil	Nil
2	Baldev Gupta	60300	8.12	Nil	60300	8.12	Nil	Nil
3	Daya Devi Gupta	15500	2.09	Nil	15500	2.09	Nil	Nil
4	Arun Gupta	26000	3.50	Nil	26000	3.50	Nil	Nil
	Total	471800	63.54	Nil	471800	63.54	Nil	Nil

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

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	No changes during the year			
	Data wise Increase / Decrease in Promoters Share holding during the Year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat / equity etc.)	No changes during the year			
	At the end of the year	No changes during the year			

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

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Meghna Dembla	30000	4.04	30000	4.04
2	Hemant Dembla	30000	4.04	30000	4.04
3	Dev Prasad Sharma	20000	2.69	20000	2.69
4	Vidhyavati Devi	15500	2.09	15500	2.09
5	Rajni Gupta	8000	1.08	8000	1.08
6	Hemant Kumar Dembla (HUF)	8000	1.08	8000	1.08
7	Gain Chand Dembla(HUF)	7900	1.06	7900	1.06
8	Tilak Raj Dembla (HUF)	7700	1.04	7700	1.04
9	Neeraj Gupta	7300	0.98	7300	0.98
10	Tilak Raj Dembla	5500	0.74	5500	0.74

(v) Shareholding of Directors and Key Managerial Personnel :

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	No change during the year			
	Data wise Increase / Decrease in Promoters Share holding during the Year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat / equity etc.)	No change during the year			
	At the end of the year	No change during the year			

V. INDEBTEDNESS

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

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	Nil	1608180	Nil	1608180
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)		1608180		1608180
Change in Indebtedness during the financial year				
• Addition	Nil	Nil	Nil	Nil
• Reduction	Nil	1608180	Nil	1608180
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
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 :

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
1.	Independent Directors				
	• Free for attending board / committee meetings	-	-	-	-
	• Commission	-	-	-	-
	• Others, please specify	-	-	-	-
	Total (1)	-	-	-	-
2.	Other Non-Executive Directors				
	• Free 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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
	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) of the Income-tax Act, 1961	Nil	Nil	Nil	Nil
	Stock Option	Nil	Nil	Nil	Nil
	Sweat Equity	Nil	Nil	Nil	Nil
	Commission-as % of profits-others, specify..	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil

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)
A. COMPANY					
Penalty			None		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			None		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			None		
Punishment					
Compounding					

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 the industry output, employment generation, and the export earnings of the company.

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, 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 Account and other financial statements forming the 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**

**Sd/-
Baldev Prasad Gupta
Chairman
DIN: 00254454**

**Date: 02.09.2016
Place: Ludhiana**

CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The company

The Company believes that Corporate Governance is a set of processes, customs, policies, rules, regulation and laws for ensuring transparency, professionalism and accountability in its dealings with its customers, principal, employees, shareholders and with every individual who comes in contact with the Company. The Company's philosophy on Corporate Governance is bounded upon a rich legacy of fair ethical governance practices which has been in practice since the beginning. In fact the company has long been a staunch supporter of this code even before it became mandatory. Integrity, transparency, accountability and compliance with laws which are columns of good governance have always been the hallmark of company. The Company is in full compliance with the requirements of Corporate Governance under Regulation 34 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and in this regard, submits a report on the matters mentioned in the said regulation and also the practices followed by the Company as stated below:

BOARD COMPOSITION

Size and Composition of Board of Directors

The composition of Board of Director's as detailed below is in conformity with regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sl. No.		DIN	Category
1	Mr. Baldev Prasad Gupta	00254454	Managing Director
2	Mr. Abhishek Gupta	00074317	Non-Executive Director
3	Ms. Nishi Talwar	03548431	Independent Director
4	Mr. Mukesh Kumar*	07043116	Independent Director
5	Mr. Mukesh Shrimal Kumar **	07270056	Independent Director

*Mr. Mukesh Kumar has resigned w.e.f. 02.11.2015

**Mr. Mukesh Shrimal Kumar has been appointed w.e.f. 21.03.2016

Board of Directors

- i. The Company has 4 Directors of which 1 is an Executive Director and 3 are Non-Executive/Independent Directors. The composition of the Board is in conformity with regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with the stock Exchanges.
- ii. The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanship /Memberships held by them in other companies is given below. Other directorships do not include alternate directorships, directorships of Private Limited Companies, section 8 companies, and of companies incorporated outside India. Chairmanship / Membership of Board Committees include only Audit committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

Name of Director	Number of the board of meetings held during the year 2015-16 Held Attended		Whether attended last AGM held on 26 th September, 2015	No. of Directorship in other Companies	No. of Board Committee Memberships	No. of Board Committee Chairmanships
Mr. Baldev Prasad Gupta	9	9	Yes	1	1	Nil
Mr. Abhishek Gupta	9	9	Yes	2	3	1
Ms. Nishi Talwar	9	9	Yes	-	3	1
Mr. Mukesh Kumar*	9	6	Yes	-	3	Nil
Mr. Mukesh Kumar Shrimal**	9	1	No	-	1	Nil

*Mr. Mukesh Kumar has resigned w.e.f. 02.11.2015

**Mr. Mukesh Shrimal Kumar has been appointed w.e.f. 21.03.2016

Except Abhishek Gupta and Baldev Prasad Gupta none of other Directors are not related to each other in terms of definition of "Relative" as defined in Section 2 (77) of Companies Act, 2013 and Rule 4 of the companies (Specification of definitions details) Rule 2014

Nine Board Meetings were held during the year and the gap between two meetings did not exceed four months. The dates on which the Board Meetings were held are as follows:

- 22nd May, 2015 - 27th October, 2015
- 25th May, 2015 - 4th November, 2015
- 8th August, 2015 - 13th February, 2016
- 27th August, 2015 - 29th February, 2016

The company issued formal letters of appointment to independent directors in the manner as provided in the Companies Act, 2013. The terms and conditions of appointment are disclosed on the website of the company.

The company has 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. The details of such familiarization programmes are disclosed in the website of the company.

Code of Conduct for Board members and Senior Management

The Board of Directors has laid down the code of conduct for all the Board members and members of the Senior Management of the Company. Additionally all independent directors of the company shall be bound by duties of independent directors as set out in the Companies Act, 2013 read with the Schedules and Rules there under.

All the Board members and Senior Management personnel have affirmed compliance with the code of conduct.

The Code of Conduct is available on the website of the company.

BOARD COMMITTEES

The terms of reference of Board Committees are determined by the Board from time to time. Presently the Company has three committees i.e Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship 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:

AUDIT COMMITTEE

The audit committee was reconstituted in accordance with the provisions of Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015. The major tasks performed by the audit committee may be grouped under the following heads:

Statutory audit, internal audit, reporting and other aspects

- i. The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process. The Committee acts as a link between the Management, Auditors and the Board of Directors of the Company and has full access to the financial information.
- ii. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible and ensuring timely submission to statutory authorities.
- iii. Reviewing the Management Discussion & Analysis of financial and operational performance.
- iv. Reviewing with the management, the quarterly financial statements and annual financial statements and auditor's report thereon before submission to the board for approval.
- v. Review the adequacy and effectiveness of the company's system and internal control.
- vi. Evaluation of internal financial controls and risk management systems.

vii. To review the functioning of the Whistle Blower mechanism.

Audit & other duties

- i. 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.
- ii. Discussion with internal auditors of any significant findings and follow up there on.
- iii. 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.
- iv. To recommend to the Board the remuneration of the Statutory Auditors and internal auditors.
- v. To grant approval for related party transactions which are in the ordinary course of business and on an arms length pricing basis and to review and approve such transactions subject to the approval of the Board.

Composition of Audit Committee and attendance of each Director during the meetings held in financial year 2015-16 are given below:

Name	Status	Category	No of Meetings Attended during the year 2015-16
Nishi Talwar	Chairperson	Independent Director	4
Abhishek Gupta	Member	Non-Executive Director	4
Mukesh Kumar*	Member	Independent Director	3
Baldev Prasad Gupta**	Member	Executive Director	4
Mukesh Shrimal Kumar***	Member	Independent Director	0

*Mr. Mukesh Kumar has resigned w.e.f. 02.11.2015

**Mr. Baldev Prasad Gupta appointed as a member w.e.f. 02.11.2015

***Mr. Mukesh Shrimal Kumar has been appointed w.e.f. 21.03.2016

Four Audit Committee meetings were held during the year and the gap between two meetings never exceeded four months. The dates on which such meetings were held are as follows:

- 25th May, 2015 - 8th August, 2015 - 4th November, 2015 – 13th February, 2016

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration committee was reconstituted in accordance with the provisions of Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

The terms of reference of the committee are as follows:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. 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 their appointment and removal.

The remuneration policy as adopted by the company envisages 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.

Although no remuneration is paid to any director at present the company retains the option to do so in future. As and when it is done it shall be revealed in the report.

The committee meetings were held on 4.11.2015 and 21.03.2016 and both of the committee meetings were chaired during the year by Abhishek Gupta who has been appointed as chairman. Mr. Mukesh Kumar who was inducted in to the committee during the year and attended the one meeting. The details of the composition of the Remuneration Committee are as under:

NAME	Status	CATEGORY	No. of meeting during the year 2015-16	
			Held	Attended
Abhishek Gupta	Chairman	Non Executive Director	2	2
Nishi Talwar	Member	Independent Director	2	2
Mukesh Kumar*	Member	Independent Director	2	1
Mukesh Shrimal Kumar **	Member	Independent Director	2	1

*Mukesh Kumar resigned w.e.f November 02, 2015

** Mukesh Shrimal Kumar appointed w.e.f March 21, 2016

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Shareholders / Investors Grievance Committee was renamed and reconstituted as Stakeholders Relationship Committee.

The Committee performs following functions:

1. Transfer/Transmission of shares
 1. Issue of Duplicate Share Certificates.
 2. Review of Share dematerialization and rematerialization.
 3. Monitoring the expeditious Redressal of Investor Grievances.
 4. Monitoring the performance of company's Registrar & Transfer Agent.
 5. All other matters related to the shares.

During 2015-16 the committee was chaired by Mr. Abhishek Gupta who is Non-Executive Director. At present the committee comprises of two Non-Executive Directors and one Executive director. Two meetings were held as under:

04th August, 2015 4th November, 2015

The details of composition of the Committee are as under:

NAME	Status	CATEGORY	No. of meeting during the year 2015-16	
			Held	Attended
Baldev Prasad Gupta	Chairman	Executive Director	2	2
Abhishek Gupta	Member	Non-Executive Director	2	2
Nishi Talwar	Member	Independent Director	2	2
Mukesh Kumar*	Member	Independent Director	2	2

*Mukesh Kumar resigned w.e.f November 02, 2015

Mr. Baldev Prasad Gupta, was the Director & Compliance Officer during the year under review. He performed the functions of monitoring the complaints received vis-à-vis share transfer and other related processes and reported them to the Board. He also carried out his responsibility as liaison officer with the investors and regulatory authorities, such as SEBI, Stock Exchanges, Registrar of Companies, RBI in respect of implementing laws, rules and regulations, and directives of such authorities concerning investor service and complaints.

No complaints were received from the shareholders during the year.

INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on March 21, 2016, inter alia to discuss:

- i. review the performance of non-independent directors and the Board as a whole;
- ii. review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- iii. assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

FORMULATION OF POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

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

1. Criteria of selection of Non Executive Directors

- a. The Non Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.
- b. In case of appointment of Independent Directors, the Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- c. The Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- d. The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.
 - i. Qualification, expertise and experience of the Directors in their respective fields;
 - ii. Personal, Professional or business standing;
 - iii. Diversity of the Board.
- e. In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

2. Remuneration

The Non Executive Directors shall be entitled to receive remuneration by way of sitting fees for participation in the Board / Committee meetings and commission as detailed hereunder:

- i. A Non Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee meeting attended by him/her at his/her discretion of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;
- ii. The Committee may recommend to the Board, the payment of commission on uniform basis, to reinforce the principles of collective responsibility of the Board.
- iii. The payment of such commission would be at the discretion of board only and shall not exceed 1% of the net profit of the Company;
- iv. The Independent Directors of the Company shall not be entitled to participate in the Stock Option Scheme of the Company, if any, introduced by the Company.

3. Managing Director & Whole Time Director - Criteria for selection / appointment

For the purpose of selection of the Managing Director or Whole Time Director the Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

Remuneration for the Managing Director or Whole Time Director

- i. At the time of appointment or re-appointment, the Managing Director or Whole Time Director may be paid such remuneration as may be mutually agreed between the Company (which includes the nomination & Remuneration Committee and the Board of Directors) and the Managing Director or Whole Time Director within the overall limits prescribed under the Companies Act, 2013.
- ii. The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- iii. The remuneration of the Managing Director or Whole Time Director may be broadly divided into fixed and variable components. The fixed component shall comprise salary, allowances, perquisites, amenities and retirement benefits. The variable component shall comprise performance bonus.
- iv. In determining the remuneration (including the fixed increment and performance bonus) the Committee shall ensure / consider the following:
 - a. the relationship of remuneration and performance benchmarks is clear;
 - b. balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
 - c. responsibility required to be shouldered by the Managing Director or Whole Time Director, the industry benchmarks and the current trends.

REMUNERATION POLICY FOR THE SENIOR MANAGEMENT EMPLOYEES

- I. In determining the remuneration of the Senior Management Employees (i.e. KMPs and senior officers just below the board level) the Committee shall ensure / consider the following:
 - i. the relationship of remuneration and performance benchmark is clear;
 - ii. the balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
 - iii. the remuneration is divided into two components viz. fixed component comprising salaries, perquisites and retirement benefits and a variable component comprising performance bonus;
 - iv. the remuneration including annual increment and performance bonus is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, individuals performance and current compensation trends in the market.
- II. The Managing Director or Whole Time Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors and thereafter shall recommend the annual increment and performance incentive to the Committee for its review and approval.

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Regulation 19 and Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non

Independent Directors was carried out by the Independent Directors. The board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as stakeholder relationship committee. The Directors expressed their satisfaction with the evaluation process.

RELATED PARTY TRANSACTIONS

All transactions entered into with Related Parties as defined under Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year were in the ordinary course of business and on arms length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes to the Financial Statements.

PREVENTION OF INSIDER TRADING

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

Disclosures

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

In accordance with requirement of Companies Act as well as listing agreement a vigil mechanism has been adopted by the board of directors and accordingly a whistle blower policy has been formulated with a view to provide a mechanism for employees of the company to approach Internal Auditor or Chairman of the Audit Committee of the Company to report any grievance. A link to such policy is also provided in the website of the company.

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

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

Compliance with Accounting Standards

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant to Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provision of the Companies Act, 1956 read with General Circular 8/2014 dated April 04, 2014, issued by the Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

GENERAL BODY MEETING

The details of last three Annual General Meeting of the Company held are given below :

Financial Year	Location of the Meeting	Date	Time
2014-15	179, Industrial Area-A, Ludhiana-141003	26/09/2015	11.00 A.M.
2013-14	179, Industrial Area-A, Ludhiana-141003	30/09/2014	01:00 P.M.
2012-13	179, Industrial Area-A, Ludhiana-141003	30/09/2013	09:00 A.M.

No Extraordinary General Meetings of the Members was held during the year 2014-15.

No resolution was passed through postal ballot last year.

MEANS OF COMMUNICATION

The quarterly and half yearly un-audited and annual results were published in a National level English newspaper(s) as well as regional language newspaper circulating in the territory of Ludhiana, Punjab. The results are also displayed on the Company's website www.shreevijay.com on regular basis.

SHAREHOLDER INFORMATION**Registered Office**

179, Industrial Area-A, Ludhiana-141010

E-mail : svilttd1984@gmail.com

E-mail : www.shreevijayg.com

Registrar and Transfer Agent

Shareholders may contact the Company's Registrar and Share Transfer Agent (for both physical and demat segments) at the following address for any assistance regarding dematerialization of shares, share transfers, transmission, change of address, non-receipt of annual report and any other query relating to the shares of the Company:

Skyline Financial Services Private Limited

D-153, 1st Floor, Okhla Ind. Area, Phase-1, New Delhi-110020

Telephone No: 011-26812682/3

Fax: 011-30857562

E Mail: admin@skylinerta.com

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participant.

Compliances***Mandatory Requirements***

The Company has fully complied with the applicable mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2016.

As required by the Securities & Exchange Board of India (SEBI) quarterly audit of the Company's share capital for the quarter ended June & September is being carried out by **M/S Parveen Rastogi & Co.** (CP No.:2883, FCS: 4764) Company Secretaries and for quarter ended December & March is being carried out by **M/S HM & Co.** (CP No.:15106, ACS: 36956) with a view to reconcile the total share capital admitted with National Securities Depository Limited (NSDL) and Central Depository Services (I) Limited (CDSL) and held in physical form, with the issued and listed capital. The Auditors' Certificate in regard to the same is submitted to Metropolitan Stock Exchange Limited.

A secretarial audit report for the year 2015-16 carried out by Mr. Tanay Ojha (CP No.: 10790, ACS: 29658), Practicing Company Secretary is annexed to the Directors Report and forms a part of the Annual Report.

Adoption of non-mandatory requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2016***Shareholders Rights:***

The quarterly and half-yearly financial results are published in widely circulated dailies and also displayed on Company's website www.shreevijayg.com. Hence, these are not individually sent to the Shareholders.

Audit Qualification:

The Qualifications given in the Auditors' Report on Financial Accounts are adequately dealt with in Directors' Report.

Separate posts of Chairman and CEO:

The company does not have a CEO and therefore there are no separate posts.

Reporting of Internal Auditor:

The internal auditor reports to audit committee.

General Shareholders Information**Annual General Meeting**

Date : 29th September, 2016

Day : Thursday

Time : 01.00 P.M

Venue : 179, Industrial Area-A, Ludhiana,-141010, Punjab

FINANCIAL CALENDAR

- o Financial Year : 1st April to 31st March
- o For the year ended 31st March, 2016, results were announced on or before:
 - 08th August 2015 : First Quarter
 - 13th February 2016 : Third Quarter
 - 4th November 2015 : Second Quarter
 - 28th May 2016 : Audited Results

Book Closure

The dates of book closure are from 27th September, 2016 to 29th September, 2016 (inclusive of both days).

LISTING ON STOCK EXCHANGE

1. Metropolitan Stock Exchange of India Limited

SHARE TRANSFER SYSTEM

The Company's shares are in demat mode. The shares received for transfer in physical mode are registered and returned within a period of 15 days from the date of receipt, if the documents are clear in all respect.

MARKET PRICE DATA:

Since there is No Trading in Securities of your company on the exchanges, where the shares of the Company are Listed, so there is no Stock Market Share price data available.

Shareholding pattern as on 31st March, 2016

Category Code	Category	Total Shares	% of Share Capital
A	Shareholding of Promoter & Promoter Group		
	1. Indian Promoters	471800	63.54
	2. Foreign Promoters	Nil	Nil
	Sub – Total	471800	63.54
B	Public Shareholding		
	1. Institutions		
	a. Mutual Funds / UTI	Nil	Nil
	b. Financial Institutions / Banks	Nil	Nil
	c. Central Govt. / State Govt.	Nil	Nil
	d. F.I.I	Nil	Nil
	2 Non Institutions		
	a. Bodies Corporate	Nil	Nil
	b. Individual Holding		
	i. Nominal Share Capital up to Rs 1 Lakh	151600	20.42
	ii. Nominal Share Capital in excess of Rs. 1 Lakh	95500	12.87
	Non Resident Individual		
	Others	23600	3.17
	Sub Total	270700	36.46
Grand Total	742500	100	

ADDRESS OF CORRESPONDENCE

Shareholders may contact:

Shri Baldev Prasad Gupta,
(Managing Director & Compliance Officer)

Shree Vijay Industries Limited

179, Industrial Area, Ludhiana-141010

E-mail: svilttd1984@gmail.com

E-mail: www.shreevijayg.com

CEO/CFO CERTIFICATION

I, Ishwar Chander Jha, Chief Financial Officer responsible for the finance function certify that:

- a) I have reviewed the financial statements and cash flow statement for the year ended 31st March 2016 and to the best of our knowledge and belief:
 - i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) To the best of my knowledge and belief, no transactions entered into by the Company during the year ended 31st March 2016 are fraudulent, illegal or violative of the Company's code of conduct.
- c) 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 have indicated to the Auditors and the Audit committee.
 - i. Significant change in internal control over financial reporting during the year.
 - ii. Significant Changes in accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
 - iii. There have been no instances of fraud either by the management or an employee having a significant role in the Company's internal control system of financial reporting.

Sd/-
Ishwar Chander Jha
Chief Financial Officer

COMPLIANCE WITH CODE OF CONDUCT

I, **Baldev Prasad Gupta**, the Managing Director of the Company, do hereby declare that all the Board Members and Senior Management personnel of the Company have affirmed their compliance on an annual basis with the Code of Conduct as laid down by the Company pursuant to the requirements of Regulation 17 (5) (a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Place: Ludhiana
Date: 02.09.2016

Sd/-
Baldev Prasad Gupta
Managing Director

AUDITOR'S CERTIFICATE

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

**TO THE MEMBERS OF
SHREE VIJAY INDUSTRIES LIMITED**

We have examined the compliance of conditions of Corporate Governance by **Shree Vijay Industries Limited** for the year ended March 31, 2016 stipulated in Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the said Company with Stock Exchanges.

The Compliance of condition of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company to ensure Compliance with the condition of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has fully complied with all the mandatory conditions of Corporate Governance as stipulated in Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For **Vinay & Associates.**
(Chartered Accountant)

Sd/-
Vinay k. Shrivastav
Partner
M. No: 082988
FRN No.: 004462N

Date: 28.05.2016
Place: Ludhiana

INDEPENDENT AUDITOR'S REPORT

TO
THE MEMBERS OF SHREE VIJAY INDUSTRIES LIMITED

1. Report on the Financial Statements

We have audited the accompanying standalone financial statements of **SHREE VIJAY INDUSTRIES LIMITED**, which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and the cash flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

2. Management's Responsibility for the Standalone Financial Statements

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

3. Auditor's Responsibility

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

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

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

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

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

4. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and its profit and its cash flows for the year ended on that date.

5. Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016('the order') issued by the Central Government of India in terms of sub section (11) of Section 143 of the act, we give in the Annexure-A, a statement on the matters specified in the paragraph 3 and 4 of the order to the extent applicable.

2. As required by section 143 (3) of the Act, we report that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) In our opinion and to the best of our information given to us, there is no branch office of the company therefore no comments is called for.
 - d) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - e) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - f) In our opinion and to the best of our information, there is no observation or comments on financial transactions or matters which have any adverse effect on the functioning of the company.
 - g) On the basis of the written representations received from the directors as on 31st March, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - h) In our opinion, there is no qualification, reservation or adverse remark relating to the maintenance of accounts and other matters connected therewith.
 - i) In our opinion, the company has adequate internal financial control system and operation thereof is effective.
and
 - j) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there are any material foreseeable losses.
 - iii. There is no requirement for any amount to be transferred to the Investor Education and Protection Fund by the Company.

FOR VINAY & ASSOCIATES
Chartered Accountants
Firm Registration No-004462N

PLACE: LUDHIANA
DATED: 28.05.2016

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 2016, we report that:

1. The company has not any Fixed Assets hence no comments is called for.
2. As per the information furnished, the inventories have been physically verified by the management at reasonable intervals during the period. In our opinion having regard to the nature of stocks, the frequency of the physical verification is reasonable and no material discrepancies were noticed.
3. As per the information furnished, company has not granted any secured or unsecured loans other than Trade Advances, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013, therefore no comments is called for.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans and investments made.
5. According to information and explanation given to us, the company has not accepted any deposits in contravention of sections 73 to 76 of Companies Act 2013 and the rules framed there under.
6. According to information and explanation given to us, the Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
7. a) According to the information and explanations given to us and records examined by us, the company has been regular in depositing undisputed statutory dues with the appropriate authorities in respect of Provident Fund, Income tax, Sale Tax, Value Added Tax, Duty of Customs, Service Tax, Cess, Excise Duty & other Material statutory dues.

According to the information and explanations given to us, no undisputed arrear of statutory dues were outstanding as at 31st March, 2016 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.
DATED: 28.05.2016

VINAY K. SRIVASTAV
Partner
M.NO.082988

To
Vinay & Associates
Chartered Accountants
30-2nd Floor, Feroze Gandhi Market,
LUDHIANA.

Sub: - Confirmation of Evidence needed for Audit of SHREE VIJAY INDUSTRIES LTD. for the year ended 31.03.2016

Sir,

This is with reference to your requirement needed for Audit Report under Companies Act,1956 & Tax Audit Report we hereby confirm that

1. Physical verification of inventory has been conducted at reasonable intervals by the management.
2. Company has maintained proper records of inventory & no material discrepancies noticed on physical verification of the inventory
3. Company has made entry in the register regarding the transaction in pursuance of section 301 of the act & each of these transaction have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
4. Term Loan taken by the company is applied for the purpose for which the loan were obtained.
5. Payments covered u/s 40A (3) is made through account payee cheques or account payee Bank drafts and no deviation has been occurred.
6. All the Loans & Advances taken or repaid during the year are in accordance with the Provision of Section 269SS/269T
7. There are no creditors covered under Micro and Small Enterprises under the Micro Small & Medium Enterprises Development Act,2006.
8. There are no disputed amounts payable in respect of Provident Fund, Income Tax, VAT Tax, Custom Duty, Excise Duty & Cess.
9. Company has not defaulted in payment of dues to financial Institution or Debenture holder.
10. Company has an adequate internal control procedures commensurate with the size of the company and the nature of its business for the purchase of inventory, fixed assets and also for sale of goods.

Thanking You

Yours truly,

FOR SHREE VIJAY INDUSTRIES LTD.
Baldev prasad gupta
(Managing Director)

BALANCE SHEET AS AT 31.03.2016

In Rupees

PARTICULARS	NOTES	AS ON 31.03.2016	AS ON 31.03.2015
I. EQUITY AND LIABILITIES			
(1) SHARE HOLDER'S FUND			
(a) Share Capital	1	7,425,000.00	7,425,000.00
(b) Reserves and Surplus	2	4,305,927.24	4,335,969.74
(2) NON CURRENT LIABILITIES			
(a) Long Term Borrowings	3	-	1,608,180.00
(3) CURRENT LIABILITIES			
(a) Trade Payables	4	5,037,786.05	7,321,994.05
(b) Other Current Liabilities	5	4,867,985.00	5,105,789.00
(c) Short Term Provision			
-Provision for Taxation		34,070.00	-
TOTAL (I)		21,670,768.29	25,796,932.79
II. ASSETS			
NON CURRENT ASSETS			
(a) Fixed Assets		-	-
(b) Non Current Investments			
- B.P. ALLOYS LTD.		2,779,625.00	2,779,625.00
CURRENT ASSETS			
a) Current Investments	6	-	300,000.00
b) Inventories		19,530.00	-
c) Trade Receivables	7	15,536,430.59	19,922,617.59
d) Cash and cash equivalents	8	2,180,058.93	1,417,458.35
e) Other Current Assets	9	1,155,123.77	1,377,231.85
SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNT	1-16		
TOTAL (II)		21,670,768.29	25,796,932.79

Auditor's Report
Subject To Our Separate Report of Even Date
For Vinay & Associates
Chartered Accountants

For & On Behalf Of Board Of Directors,

Sd/-
(Vinay K.Shrivastav)
Partner
M.No: 082988
FR. No: 004462N
Date: 28.05.2016
Place: Ludhiana

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

Sd/-
Mukesh Shrimal Kumar
(Director)
DIN: 07270056

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31.03.2016

In Rupees

PARTICULARS	NOTES	CURRENT YEAR	PREVIOUS YEAR
INCOME			
REVENUE FROM OPERATIONS	10	407,818.00	2,783,638.00
OTHER INCOME	11	240,404.50	27,199.00
INCREASE IN STOCK		19,530.00	-
TOTAL REVENUE		667,752.50	2,810,837.00
EXPENSES			
- MATERIAL CONSUMED		328,916.72	1,815,153.00
- EMPLOYEES BENEFIT EXP.	12	130,565.00	36,912.00
- FINANCE COST	13	-	231,465.00
- OTHER EXPENSES	14	47,210.28	607,749.55
TOTAL EXPENSES		506,692.00	2,691,279.55
PROFIT :			
- PROFIT BEFORE TAX		161,060.50	119,557.45
- PROVISION FOR TAXATION		34070.00	39,300.00
-DEFERRED TAX ASSETS		-	-
- DEFERRED TAX CHARGE		-	-
PROFIT FOR THE YEAR AFTER TAX		126,990.50	80,257.45
Earnings per Equity Share-Basic & Diluted (in Rs.)	15	0.17	0.11
(Face Value of Rs.10/- each)			
SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNT	1-16		

Auditor's Report
Subject To Our Separate Report of Even Date
For Vinay & Associates
Chartered Accountants

For & On Behalf Of Board Of Directors,

Sd/-
(Vinay K.Shrivastav)
Partner
M.No: 082988
FR. No: 004462N
Date: 28.05.2016
Place: Ludhiana

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

Sd/-
Mukesh Shrimal Kumar
(Director)
DIN: 07270056

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016

In Rupees

PARTICULARS	2015-16	2014-15
A. CASH FLOW FROM OPERATIONS		
Net Profit/(Loss) Before Tax And Extraordinary Items	161060.50	351022.45
Adjustment For Non Cash & Non Operating Items:-		
Interest Received	(4110.00)	(8560.00)
Interest Paid	0.00	0.00
Income Tax Written off	0.00	0.00
Profit on sale of fixed assets	0.00	18639.00
Profit on Mutual Fund	(232504.86)	0.00
	(75554.36)	323823.45
Less: Provision for Taxation	0.00	0.00
Profit on sale of Fixed Assets	0.00	0.00
Sundry Balance W/off	0.00	0.00
Income Tax & FBT for earlier year	157033.00	0.00
	157033.00	0.00
Operating Profit Before Working Capital Changes	(232587.36)	323823.45
Adjustment For Working Capital		
Increase in Inventory	(19530.00)	0.00
Decrease in current assets	300000.00	0.00
Decrease in other current assets	222108.08	404280.00
Decrease in trade payables	(2284208.00)	(1035351.00)
Decrease in Current Liabilities	(237804.00)	(2055438.11)
Decrease in trade receivables	4386187.00	3061048.00
	2366753.08	374538.89
Cash Flow From Operating Activities Before Tax & Extraordinary Items	2134165.72	698362.34
Direct Tax Paid	0.00	(39300.00)
Net Cash From Operating Activities	2134165.72	659062.34
B. CASH FLOW FROM INVESTING ACTIVITIES		
Interest Received	4110.00	8560.00
Profit on sale of fixed assets	0.00	18639.00
Profit on Mutual fund	232504.86	0.00
Sale Of Fixed Assets	0.00	254061.00
Net Cash Genrated in Investing Activities	236614.86	281260.00

C. CASH FLOW FROM FINANCING ACTIVITIES:		
Increase in Term Loan	0.00	0.00
Finance Cost	0.00	(231465.00)
Increase in Long Term Borrowing		156766.00
Decrease in Long Term Borrowing	(1608180.00)	0.00
Net Cash Genrated/(used) in Financing Activities	(1608180.00)	(74699.00)
Net Increase/(Decrease) in Cash and Cash Equivalents	762600.58	865623.34
Opening Cash and Cash Equivalents	1417458.35	551835.01
Closing Cash and cash Equivalents	2180058.93	1417458.35

Auditor's Report
Subject To Our Separate Report of Even Date
For Vinay & Associates
Chartered Accountants

For & On Behalf Of Board Of Directors,

Sd/-
(Vinay K. Shrivastav)
Partner
M.No: 082988
FR. No: 004462N
Date: 28.05.2016
Place: Ludhiana

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

Sd/-
Mukesh Shrimal Kumar
(Director)
DIN: 07270056

AUDITORS CERTIFICATE

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

Place : Ludhiana
Dated : 28.05.2016

For Vinay & Associates
Chartered Accountants
(VINAY K. SHRIVASTAV)

SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS AS ON 31.03.16**1. SIGNIFICANT ACCOUNTING POLICIES:****i) ACCOUNTING CONVENTION:**

The Financial statements are prepared under the historical cost convention, in accordance with applicable accounting standards and relevant presentational requirements of the Companies Act, 1956.

ii) REVENUE RECOGNITION:

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

iii) INVENTORIES:

a) The basis of valuation of inventories is at cost.

iv) INVESTMENTS:-

Investments are valued at cost

v) GENERAL:

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

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

vii) TAXATION:

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

viii) USE OF ESTIMATES:

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

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

3. The information required by pursuant to paragraph 5 of general instructions for preparation of the statement of Profit & Loss Account as per revised Schedule-VI of the companies Act, 1956.

A. BIFURCATION OF MATERIAL AND STORE CONSUMED				
PARTICULARS	31.03.2016		31.03.2015	
	Value	%age	Value	%age
Raw Material	NIL		NIL	
Store Consumed	NIL		NIL	
B. EARNING IN FOREIGN EXCHANGE				
	31.03.2016		31.03.2015	
	---	---	---	---
- FOB Value of Export	---NIL---	-----NIL----		
C. EXPENDITURE IN FOREIGN CURRENCY				
FOREIGN TRAVELLING		---NIL---		---NIL---
D. CIF VALUE OF IMPORT				
		---NIL---		---NIL---

1. RETIREMENT BENEFIT:

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

**SUBJECT TO OUR SEPARATE
REPORT OF EVEN DATE
FOR VINAY & ASSOCIATES
CHARTERED ACCOUNTANTS**

FOR & ON BEHALF OF THE BOARD

**Sd/-
(VINAY K. SHRIVASTAV)**

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

**Sd/-
Mukesh Shrimal Kumar
(Director)
DIN-07270056**

**PLACE: LUDHIANA
DATED: 28.05.2016**

NOTES FORMING PART OF THE FINANCIAL STATEMENTS**NOTE 1 SHARE CAPITAL**

PARTICULARS	AS ON 31.03.2016	AS ON 31.03.2015
AUTHORISED CAPITAL		
- 1000000(1000000) Equity Share of Rs. 10/- Each.	10,000,000.00	10,000,000.00
TOTAL	10,000,000.00	10,000,000.00
ISSUED, SUBSCRIBED & PAID CAPITAL		
- 742500 (742500) Equity share of Rs. 10/- Each Fully Paid Up	7,425,000.00	7,425,000.00
TOTAL	7,425,000.00	7,425,000.00

1.1 RECONCILIATION OF THE SHARES OUTSTANDING AT THE BEGINNING AND AT THE END OF THE YEAR

PARTICULARS	As on 31.03.2016	As on 31.03.2015
Equity Shares of Rs.10 each fully paid	Number	Number
Shares outstanding at the beginning of the year	742500	742500
Shares issued during the year	-	-
Shares bought back during the year	-	-
Shares outstanding at the end of the year	742500	742500

1.2 TERMS / RIGHTS ATTACHED TO SHARES

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

1.3 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	49.83
2	Sh. Baldev Prasad Gupta	8.12

1.4 Company has not reserved any share for issue under any options and contracts/commitments for the sale of shares/disinvestments.**1.5 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-----	

1.6 Details of convertible securities into equity/ preference share

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

1.7

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

1.8

DETAILS OF FORFEITED SHARES WITH	
ORIGINAL PAID UP AMOUNT	NIL

NOTE 2 RESERVES AND SURPLUS

PARTICULARS	AS ON 31.03.2016	AS ON 31.03.2015
GENERAL RESERVE	4,300,000.00	4,300,000.00
SURPLUS AS PER PROFIT & LOSS A/C		
Balance at the beginning of the year	35,969.74	55,712.29
Add: Net profit for the current year	126,990.50	80,257.45
Sub Total	162,960.24	135,969.74
Less : Income Tax & FBT W/off	157,033.00	-
Trfd. To General reserve	-	100,000.00
Balance at the closing of the year	5,927.24	35,969.74
TOTAL	4,305,927.24	4,335,969.74

NOTE 3 LONG-TERM BORROWINGS

PARTICULARS	AS ON 31.03.2016	AS ON 31.03.2015
SECURED LOANS		
UNSECURED LOANS		
Loans and advances from related parties: Directors		
-AANCHAL GUPTA	-	1,608,180.00
TOTAL	-	1,608,180.00

NOTE 4 TRADE PAYABLES

PARTICULARS	AS ON 31.03.2016	AS ON 31.03.2015
SUNDRY CREDITORS		
- Due to Micro, Small & Medium Enterprises	-	-
- Others	5,037,786.05	7,321,994.05
TOTAL	5,037,786.05	7,321,994.05

4.1 MICRO, SMALL & MEDIUM ENTERPRISE DEVELOPMENT ACT, 2006:

The Company has so far not received information from vendors regarding their status under the Micro Small & Medium Enterprise Development Act, 2006 and hence disclosure relating to amounts unpaid as at the year end together with interest paid/payable under this Act has not been given.

NOTE 5 OTHER CURRENT LIABILITIES

PARTICULARS	AS ON 31.03.2016	AS ON 31.03.2015
A. ADVANCES FROM CUSTOMERS	4,855,390.00	4,855,890.00
B. OTHER PAYABLES		
SUNDRY PAYABLES	12,595.00	249,899.00
	NOTE 5.1	
TOTAL	4,867,985.00	5,105,789.00

5.1 SUNDRY PAYABLES AS ON 31.03.2016

PARTICULARS	AS ON 31.03.2016	AS ON 31.03.2015
TDS PAYABLE	-	65,500.00
ART POINT LUDHIANA	750.00	
M. R. KAMDAR	-	119,604.00
N.K.BECTOR & CO	-	24,719.00
AUDIT FEE PAYABLE A/C.	12,595.00	-
CHEQUE ISSUED BUT NOT CLEARED	-	1,823.00
S.K. SONI	-	37,503.00
TOTAL	12,595.00	249,899.00

NOTE 6 CURRENT INVESTMENTS

PARTICULARS	AS ON 31.03.2016	AS ON 31.03.2015
P.N.B. Principal Large Cap Fund (Growth) 11464.159 Units of Rs. 10/-each at cost	-	300,000.00
TOTAL	-	300,000.00

NOTE 7 TRADE RECEIVABLES

PARTICULARS	AS ON 31.03.2016	AS ON 31.03.2015
Unsecured considered good unless otherwise stated	-	-
Outstanding for a period exceeding six month	15,418,974.59	18,471,693.59
Others	117,456.00	1,450,924.00
TOTAL	15,536,430.59	19,922,617.59

NOTE 8 CASH AND CASH EQUIVALENTS

PARTICULARS	AS ON 31.03.2016	AS ON 31.03.2015
A) Balances With Banks		
PUNJAB NATIONAL BANK- A/C NO. 4364	7,911.72	5,000.00
PUNJAB NATIONAL BANK- A/C NO. 1657	1,463.21	8.35
B) Cash on Hand (Including Imprest)	2,170,684.00	1,412,450.00
TOTAL	2,180,058.93	1,417,458.35

NOTE 9 OTHER CURRENT ASSETS

PARTICULARS	AS ON 31.03.2016	AS ON 31.03.2015
- RAJIV KUMAR SONI	357,422.85	257,422.85
- VAT REVERSAL	405,943.00	405,943.00
- VAT	391,757.92	387,251.00
- ADVANCE INCOME TAX (2014-15)	-	74,860.00
- ADVANCE INCOME TAX (2009-10)	-	9,570.00
- ADVANCE INCOME TAX (2012-13)	-	48,450.00
- ADVANCE INCOME TAX (previous year)	-	87,939.00
- ADVANCE INCOME TAX (2015-16)	-	105,796.00
TOTAL	1,155,123.77	1,377,231.85

NOTE 10 REVENUE FROM OPERATIONS

PARTICULARS	AS ON 31.03.2016	AS ON 31.03.2015
SALE OF PRODUCT		
- SALES OF PRODUCTS	407,818.00	1,982,679.00
COMMISSION EARNED	-	800,959.00
TOTAL	407,818.00	2,783,638.00

NOTE 11 OTHER INCOME

PARTICULARS	AS ON 31.03.2016	AS ON 31.03.2015
INTEREST RECEIVED	4,110.00	8,560.00
MISC INCOME	1.64	-
INTEREST ON INCOME TAX REFUND	3788.00	-
PROFIT ON SALE OF FIXED ASSETS	-	18,639.00
PROFIT ON REDEMPTION OF PRINCIPAL LARGE CAPITAL MUTUAL FUND	232,504.86	-
TOTAL	240,404.50	27,199.00

NOTE 12 EMPLOYEES BENEFIT EXPENSES

PARTICULARS	AS ON 31.03.2016	AS ON 31.03.2015
BONUS	11,155.00	3,219.00
SALARY	111,550.00	32,193.00
LEAVE WITHWAGES	7,860.0	1,500.0
TOTAL	130,565.00	36,912.00

NOTE 13 FINANCE COST

PARTICULARS	AS ON 31.03.2016	AS ON 31.03.2015
INTEREST PAID		
-Unsecured loans	-	174,186.00
-Bank (working capital)	-	57,279.00
TOTAL	-	231,465.00

NOTE 14 OTHER EXPENSES

PARTICULARS	AS ON 31.03.2016	AS ON 31.03.2015
A) SELLING & DISTRIBUTION EXPENSES		
Commission on sale to agents	-	480,784.00
Freight & Octroi outward	-	1,200.00
B) ADMINISTRATIVE EXPENSES		
Bank Commission	935.28	8,747.00
Diwali Expenses	900.00	1,200.00
Fees & Taxes	3,000.00	635.00
Legal Expenses	-	3,409.00
Misc. Expenses	110.00	201.00
Motor Car Expenses	-	13,604.00
Postage Expenses	780.00	920.00
Printing & Stationery	1,110.00	1,872.00

PARTICULARS		AS ON 31.03.2016	AS ON 31.03.2015
	Rent	24,000.00	24,000.00
	Sales Tax Penalty	1,575.00	3,550.00
	Staff Welfare	1,230.00	1,780.00
	Telephone Expenses	-	17,182.55
	Travelling Expenses	975.00	1,045.00
	Income Tax W/off	-	22,901.00
	AUDITORS REMUNERATION	12,595.00	24,719.00
	TOTAL	47,210.28	607,749.55

23.5 AUDITORS REMUNERATION FOR THE YEAR ENDED 31.03.2016

PARTICULARS	31.03.2016	31.03.2015
- AS AUDIT FEES	11,000.00	22,000.00
- SERVICE TAX	1,595.00	2,719.00
TOTAL	12,595.00	24,719.00

NOTE 15 EARNING PER SHARE AS ON 31.03.2016

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders	126,990.50	80,257.45
Weighted Average Number of Equity Shares used as denominator for calculating EPS	742,500	742,500
Basic and Diluted Earnings per Share	0.17	0.11

NOTE 16 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

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)

PROXY FORM

Form No. MGT-11

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

SHREE VIJAY INDUSTRIES LIMITED

CIN: L45202PB1984PLC018009

Registered Office: 179, Industrial Area-A, Ludhiana-141003

Website : www.shreevijayg.com, E-mail Id : svilt1984@gmail.com

Name of the Member(s)			
Registered address			
E-mail I.d			
Folio no./Client Id		DP Id	

I/We, being the member (s) of..... shares of Shree Vijay Industries Limited, hereby appoint:

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the company, to be held on Thursday, the 29th day of September, 2016 at 01:00 pm at the Registered Office of the company at 179, Industrial Area-A, Ludhiana-141003 and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Resolution	For	Against
1.	Adoption of financial statement for the year ended March 31, 2016 together with the report of Directors and Auditor's thereon.		
2.	Re-appointment of Mr. Abhishek Gupta (DIN: 00074317) as the Director of the Company, who retires by rotation and offers himself for reappointment.		
3.	Appointment of M/s Vinay & Associates, Chartered Accountant as Statutory Auditors and fix their remuneration for the Financial Year 2016-17.		
4.	Appointment of Mr. Mukesh Shrimal Kumar as an Independent Director		
5.	Appointment of Ms. Heena Arora as an Independent Director		

Signed this..... day of _____ 2016.

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue
Stamp
of Rs. 1/-

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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 or shareholder.
- ** (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) 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.

SHREE VIJAY INDUSTRIES LIMITED

CIN: L45202PB1984PLC018009

Registered Office: 179, Industrial Area-A, Ludhiana-141003

Website : www.shreevijayg.com, E-mail Id : svilttd1984@gmail.com

Sl. No.

BALLOT PAPER

32ND ANNUAL GENERAL MEETING of the members of the company to be held at Registered office of the company at 179, Industrial Area-A, Ludhiana-141003

Folio No./DPID & Client ID	
No. of Shares held	
Name of the Shareholder or name of the Proxy	

S. No.	Brief of Resolutions	In favor of resolutions*	Against the Resolutions
1.	Adoption of financial statement for the year ended March 31, 2016 together with the report of Directors and Auditor's thereon.		
2.	Re-appointment of Mr. Abhishek Gupta (DIN: 00074317) as the Director of the Company, who retires by rotation and offers himself for reappointment.		
3.	Appointment of M/s Vinay & Associates, Chartered Accountant as Statutory Auditors and fix their remuneration for the Financial Year 2016-17.		
4.	Appointment of Mr. Mukesh Shrimal Kumar as an Independent Director		
5.	Appointment of Ms. Heena Arora as an Independent Director		

Signature of Member(s)/proxy

* Please tick in the appropriate column

SHREE VIJAY INDUSTRIES LIMITED

CIN: L45202PB1984PLC018009

Registered Office: 179, Industrial Area-A, Ludhiana-141003

Website : www.shreevijayg.com, E-mail Id : svilttd1984@gmail.com

ATTENDANCE SLIP

32nd Annual General Meeting

I/we hereby confirm and record my / our presence at the 32nd Annual General Meeting of SHREE VIJAY INDUSTRIES LIMITED to be held on 29th day of September, 2016 at 1:00 p.m. at Registered Office: 179, Industrial Area-A, Ludhiana-141003

Folio No.:	DP ID*	Client ID*
Full name and address of the Shareholder/Proxy Holder (in block letters)		
Joint Holder 1		
Joint Holder 2		
No. of Shares Held		

Member's / Proxy's signature

NOTES :

Shareholders attending the Meeting in person or by proxy are requested to complete the attendance slip and handover at the entrance of the premise.

*Applicable for shareholders holding shares in electronic form.

ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	User ID	Password / PIN
160906093	Please enter your DP ID / CL ID or Folio No.	Use your existing password or enter your PAN with Bank A/c. No. / Date of Birth

Note : Please read the instructions printed under the Note No. 19 to the Notice of the 32nd Annual General Meeting. The Voting period starts from 09.00 a.m.(IST) on 26th September, 2016 and ends at 5.00 p.m. (IST) on 28th September, 2016. The voting module shall be disabled by CDSL for voting thereafter.

BOOK POST

If undelivered please return to :
SHREE VIJAY INDUSTRIES LIMITED
179, INDUSTRIAL AREA-A,
LUDHIANA- 141003

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