

# **SHIVKRUPA MACHINERIES AND ENGINEERING SERVICES LTD**

**(FORMERLY HARIGANGA MACHINERIES  
AND ENGINEERING SERVICES LTD)**

**(CIN:L45208MH1980PLC022506)**

**35TH Annual Report 2014-15**

**Name of the Company:** **ShivkrupaMachineries And Engineering Services Ltd**  
(Formerly Hariganga Machineries And Engineering Services Ltd)

**Directors :**

Shri Harish Agrawal	- Executive Director
*Shri Chetan Shinde	- Executive Director
Shri RadheshyamAgrawal	- Non Executive Director
Shri Krishan Kumar Agrawal	- IndependentDirector
*Shri Bhushan Adhatrao	- IndependentDirector
**Smt Sapna Khandelwal	- IndependentDirector

**Company Secretary & Compliance Officer:**

Mr. Vedant Bhatt

\*Appointed as Director on 20.10.2014

\*\*Appointed as Director on 31.03.2015

**Auditors :**

M/s.Arpan Chudgar & Associates  
Chartered Accountant

**Registered Office:**

Old Motor Stand, Itwari, Nagpur-440008.

**Registrar and Share Transfer Agent :**

Adroit Corporate Services Private Limited  
17/18/19/20, JaferbhoyInd.Estate, 1st Floor,  
Makwana Road, Marol Naka, Andheri (E),  
Mumbai-400059

**Bankers**

: HDFC Bank  
Mumbai

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## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 35<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF SHIVKRUPA MACHINERIES AND ENGINEERING SERVICES LTD (FORMERLY HARIGANGA MACHINERIES AND ENGINEERING SERVICES LTD) WILL BE HELD AT REGISTERED OFFICE SITUATED AT OLD MOTOR STAND, ITWARI, NAGPUR- 440008 ON SATURDAY, 26<sup>TH</sup> SEPTEMBER 2015 AT 2.00P.M. TO TRANSACT FOLLOWING BUSINESS:**

### **ORDINARY BUSINESS:**

1. To Receive, Consider and Adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2015, Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To Appoint a Director in place of Mr. Harish Agrawal, Director (holding DIN: 00291083) who retires by rotation and being eligible offers himself for re-appointment as a Director.
3. To Ratify appointment of Statutory Auditors of the Company and to fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT M/s Arpan Chudgar & Associates, Chartered Accountants, Mumbai registered with the Institute of Chartered Accountants of India vide firm registration no 133877W who were appointed as Statutory Auditors of the Company at the Annual General Meeting held on 30<sup>th</sup> September, 2014 (hereinafter referred as said AGM) from the conclusion of the said AGM till the conclusion of 37<sup>th</sup> Annual General Meeting to be held in the year 2017, be and is hereby ratified for the financial year 2015-16 to audit the accounts of the Company, including the audit of Cash Flow statements, on a remuneration plus service tax and out of pocket expenses to be mutually decided by the Board in consultation with the Statutory Auditors of the Company.”**

### **SPECIAL BUSINESS:**

4. To Consider and if thought fit, to pass with or without modification (s), the Following resolutions as an **Ordinary Resolution**:

**“RESOLVED THAT Mr. Chetan Dhondu Shinde (holding DIN 06996605) who was appointed as an Additional Director on 20<sup>th</sup> October, 2014 by the Board of Directors of the Company pursuant to Section 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 be and is hereby appointed as Managing**

Director of the Company for a period of 5 years, pursuant to the provisions of Section 196 & 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and such other approvals / consents as may be required, the consent of the members of the Company is hereby accorded to appoint Mr. Chetan Shinde as a Managing Director of the Company with effect from 01/09/2015 to 31/08/2020 on the terms and conditions including remuneration as specified in the Explanatory Statement annexed to this Notice, with liberty and power to the Board of Directors (hereinafter referred to as 'the Board'), in the exercise of its discretion, to alter and vary from time to time the terms and conditions of the said appointment and remuneration subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013."

5. To Consider and if thought fit, to pass with or without modification (s), the Following resolutions as an **Ordinary Resolution**:

**"RESOLVED THAT Mr. Bhushan Vishwanath Adhatrao** (holding DIN 06577945) who was appointed as an Additional Director on 20<sup>th</sup> October, 2014 by the Board of Directors of the Company pursuant to Section 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 be and is hereby appointed as Director on the Board of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to sign, execute, file and paper, document, deed or writing and to do all such acts, deeds and things as may be required for effecting aforementioned resolution including but not limiting to file and submit the necessary e-forms with Registrar of the Companies and also to inform other regulatory authority for such appointment being made by the Company as required."

6. To Consider and if thought fit, to pass with or without modification (s), the Following resolutions as an **Ordinary Resolution**.

**"RESOLVED THAT Mrs. Sapna Khandelwal** (holding DIN 07155903) who was appointed as an Additional Director on 31<sup>st</sup> March, 2015 by the Board of Directors of the Company pursuant to Section 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 be and is hereby appointed as Director on the Board of the Company.

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to sign, execute, file and paper, document, deed or writing and to do all such acts, deeds and things as may be required for effecting aforementioned resolution including but not limiting to file and submit the necessary e-forms with Registrar of the Companies and also to inform other regulatory authority for such appointment being made by the Company as required."

7. To Consider and if thought fit, to pass with or without modification (s), the Following resolutions as an **Special Resolution**:

**“RESOLVED THAT** in supersession of the earlier resolutions passed and pursuant to the provisions of section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof for the time being in force and all other applicable Acts, laws, rules, regulations, and guidelines for the time being in force; and subject to such terms and conditions as may be imposed by them, consent be and hereby accorded to the Board of Directors of the Company, to lease or mortgage, charge or create any security on the whole or substantially the whole of the undertaking of the Company including moveable or immoveable properties and assets of the Company, to secure the repayment of term loan/financial assistance obtained/to be obtained for business purpose for an amount which shall not at any time exceed Rs. 100 Crore (Rupees Hundred Crores Only) for availing credit facilities from various Financial Institutions, Banks, and / or Bodies Corporate for the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to vary and/or alter the terms and conditions of the security aforesaid in consultation with the financial institutions/banks/other lenders and mortgages as may be necessary”.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to prepare, finalize, and execute in favour of the said financial institution/banks/other lenders the documents, writing, and such other agreements, as may be necessary for creating mortgages and/or charges as aforesaid and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf.”

8. To Consider and if thought fit, to pass with or without modification (s), the Following resolutions as a **Special Resolution**:

**“RESOLVED THAT** in supersession of the earlier resolutions passed, the consent of the Company be and is hereby accorded in terms of Section 180(1)(c) and other applicable provisions, if, any, of the Companies Act, 2013 to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) for borrowing from time to time any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company' bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 100 Crores (Rupees Hundred Crores Only).

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

**"RESOLVED THAT** the consent of the Company be and is hereby accorded in terms of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors of the Company (here in after referred to as "the Board" which term shall be deemed to include any Committee thereof) to acquire by way of subscription , purchase or otherwise securities of any other body corporate in one or more tranches for an amount not exceeding Rs. 100 Crores (Rupees Hundred Crores Only) at any given point of time."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and are hereby severally authorized to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf."

10. To Consider and if thought fit, to pass with or without modification (s), the Following resolutions as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this Meeting be and are hereby approved and adopted in substitution of the existing Articles of Association of the Company."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company or any other person authorized in this behalf, be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

**Notes:**

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- 2) A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
- 3) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.  
The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.

- 4) The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.
- 5) Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting and also their copy of the Annual Report.
- 6) The Register of Members and Share Transfer Register in respect of equity shares of the Company will remain closed from Saturday, September 19<sup>th</sup> 2015 to Saturday, September 26<sup>th</sup>, 2015 (both days inclusive).
- 7) As a measure of economy, copies of the Annual Reports and Accounts will not be distributed at the Meeting. Members are therefore, requested to bring their copies to the Meeting.
- 8) In furtherance of Green Initiative in Corporate Governance by Ministry of Corporate Affairs, the Shareholders are requested to register their email id with the Company or with the Registrar and Transfer Agents.
- 9) Members/Proxies are requested to produce the attendance slip duly signed, sent along with the Annual Report and Accounts, for admission to the meeting hall.
- 10) Members who are holding shares in identical order or names in more than one folio are requested to write to the Company to enable the Company to consolidate their holdings in one folio.
- 11) Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updation of Savings Bank Account details to their respective Depository Participants.
- 12) Members are requested to kindly notify changes including email address, if any, in their address to the R & T Agent of the Company, Adroit Corporate Services Pvt. Ltd situated at 17/18/19/20, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai 400059. E-mail:- [pratapp@adroitcorporate.com](mailto:pratapp@adroitcorporate.com) Website: [www.adroitcorporate.com](http://www.adroitcorporate.com)
- 13) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. The Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts.
- 14) Electronic copy of the Notice of the 35<sup>th</sup> Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice

**15)** Members may also note that the Notice of the 35<sup>th</sup> Annual General Meeting and the Annual Report for 2015 will also be available on the Company's website **[www.shivkrupamachineries.com](http://www.shivkrupamachineries.com)** for their download. The physical copies of the aforesaid documents as enumerated in the said Annual Report will also be available at the Company's Registered Office at Nagpur for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the Shareholders may also send requests to the Company's investor email id: **[shivkrupamachineries@gmail.com](mailto:shivkrupamachineries@gmail.com)**.

**16)** Voting through electronic means :

**Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means.**

The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

**A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)]:**

(i) Open email and open PDF file viz; "Shivkrupa Machineries And Engineering Services Limited e-Voting.pdf" with your Client ID or Folio No. as password.

The said PDF file contains your user ID and password / PIN for e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>

(iii) Click on Shareholder – Login

(iv) Put user ID and password as initial password / PIN noted in step (i) above.

Click Login.

(v) Password change menu appears.

Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.

(vii) Select "EVEN" of Shivkrupa Machineries And Engineering Services Limited.



(viii) Now you are ready for e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.

(x) Upon confirmation, the message “Vote cast successfully” will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [gautam.s.bhandari@gmail.com](mailto:gautam.s.bhandari@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**B. In case a Member receives physical copy of the Notice of AGM and Attendance Slip [for members whose email IDs are not registered with the Company / Depository Participants(s)] or requesting physical copy:**

(i) Initial password is provided at the bottom of the Attendance Slip for the AGM: EVEN (E-voting Event Number) USER ID PASSWORD/PIN.

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) Above, to cast vote.

(2) Voting at AGM: The members who have not cast their vote by remote e-voting can exercise their voting rights at the AGM. The Company will make arrangements of ballot papers in this regards at the AGM Venue.

## OTHER INSTRUCTIONS

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

If you are already registered with NSDL for e-voting then you can use your existing user ID and password /PIN for casting your vote.

You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Saturday, 19th September, 2015, are entitled to vote on the Resolutions set forth in this Notice.

The remote e-voting period will commence at 9.00 p.m. on Wednesday, 23<sup>rd</sup> September, 2015 and will end at 5.00 p.m. on Friday, 25<sup>th</sup> September, 2015. During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19<sup>th</sup> September, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.

The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 19th September, 2015.

Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 19th September, 2015 may obtain the login ID and password by sending an email to [shivkrupamachineries@gmail.com](mailto:shivkrupamachineries@gmail.com) or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) by mentioning their Folio No. /DP ID and Client ID No. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting through ballot papers.

Mr. GautamBhandari, Practicing Company Secretary, is been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall within 3 days of conclusion of the meeting submit a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing.

The results along with the Scrutinizers Report shall be placed on the website of the Company and on the website of NSDL and shall be communicated to Calcutta Stock Exchange Limited.

- 1) A member can opt only for one mode of voting i.e either through e-voting or by Ballot. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- 2) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 6.00 pm) on all working days, up to and including the date of the Annual General Meeting of the Company.

**FOR SHIVKRUPA MACHINERIES AND ENGINEERING SERVICES LTD**  
(Formerly Hariganga Machineries And Engineering Services Limited)

**SD/-**  
**HARISH AGRAWAL**  
**CHAIRMAN**  
**DIN:00291083**



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO. 4**

The resolution seeks approval of the members in terms of section 196 and other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) for the appointment of Mr. Chetan Shinde as the Managing Director of the Company from 01/09/2015 to 31/08/2020.

The terms and conditions of his appointment are as follows :

1. Mr. Chetan Shinde will perform such duties as shall from time to time be entrusted to him by the Board of Directors subject to superintendence, guidance and control of the Board of Directors.
2. Salary Payable: Rs. 2,40,000/- per annum.
3. Reimbursement of Expenses: The Managing Director shall be entitled for reimbursement of payments made for official purpose / for enhancement of Company's business and such reimbursement shall not form part of the remuneration for the purpose of ceilings, wherever applicable.

Except Mr. Chetan Shinde being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

**ITEM NO.5:**

**Mr. Bhushan Vishwanath Adhatrao** was appointed as an Additional Director by the Board of Directors of the Company on 20<sup>th</sup> October, 2014. By virtue of provisions of Section 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, he would hold office only up to the date of ensuing Annual General Meeting of the Company.

The Company has received notice in writing along with the deposit of requisite amount from Mr. Bhushan Vishwanath Adhatrao under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director. A brief profile of Mr. Bhushan Vishwanath Adhatrao has been given elsewhere in this Report. The Board recommends for the approval of Members, the appointment of Mr. Bhushan Adhatrao as Director of the Company.

Except Mr. Bhushan Vishwanath Adhatrao being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

**HIGHLIGHTS**

**Ms. Sapna Khandelwal** was appointed as an Additional Director by the Board of Directors of the Company on 31<sup>st</sup> March, 2015. By virtue of provisions of Section 161 of the Companies Act, 2013 read with Companies (Appointment of Qualification of Directors) Rules, 2014, she would hold office only up to the date of ensuing Annual General Meeting of the Company.

Also Ms. Sapna Khandelwal pursuant to provisions of Section 149(1), 150, 152, Schedule IV and all other applicable provisions of Companies Act, 2013, The Companies (Appointment and Qualification of Directors) Rules, 2014, Clause 49 of the Listing Agreement, and any other applicable law, appointed as Women Director in terms of Proviso II of Section 149 of the Companies Act, 2013 read with Companies (Appointment of Qualification of Directors) Rules, 2014

The Company has received notice in writing along with the deposit of requisite amount from Mrs. Sapna Khandelwal under the provisions of Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director. The Board recommends for the approval of Members, the appointment of Mrs. Sapna Khandelwal as Director of the Company.

Except Ms. Sapna Khandelwal being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

<b>Name of Director</b>	<b>Mr. Chetan Shinde</b>	<b>Mr. Bhushan Adhatrao</b>	<b>Mrs. Sapna Khandelwal</b>	<b>Mr. Harish Agrawal</b>
Date of Appointment	20/10/2014	20/10/2014	31/03/2015	05/12/2005
Qualification	M.Com	C.A.	B.Com	B.Com
Experience in specific functional area.	I.T.	Finance	Accounts	Administration
Name(s) of other Companies in which Directorship held	Nil	Nil	Bullish Bonds & Holdings Limited	-HARIYANA METALS LIMITED - PRABHU STEEL INDUSTRIES LIMITED - CELESTIAL STEEL STRUCTURES PRIVATE LIMITED
Chairman / Member of the committee of other companies*	Nil	Nil	Nil	-HARIYANA METALS LIMITED - PRABHU STEEL INDUSTRIES LIMITED
No. of shares held of Rs. 10/- each	Nil	Nil	Nil	NIL

**ITEM NO. 7& 8**

The Company proposes to raise terms loans/financial assistance in near future in view of the meeting its working capital needs. The borrowings of loans from the Banks / Financial Institutions will require the Company to create mortgage/charge on the whole or substantially the whole of the undertakings of the Company for the purpose of securing financial assistance. Therefore, pursuant to the provisions of Section 180 of the Companies Act, 2013; Shareholders' approval is required by way of special resolution in general meeting.

Section 180(1)(c) of the Companies Act, 2013 provides, inter-alia, that the Board of Directors of the Company shall not without the consent of Shareholders in the General Meeting borrow moneys where the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loan obtained from the bankers of the Company in the ordinary course of business) exceeding the aggregate of paid-up capital and free reserves of the Company. It is expected that the ceiling may be exceeded after the acceptance of loans/financial assistance and therefore, your Directors place before you the proposal to increase the maximum borrowing limits to Rs. 100 Crores (Rupees Hundred Crores) at any point of time for your approval Section 180(1)(a) of the Companies Act, 2013 provides, inter-alia, that the Board of Directors of the Company shall not, without the consent of Shareholders in the General Meeting, sell, lease or create any security on the assets of the Company or otherwise dispose off the whole, or substantially the whole, of the undertaking of the Company, or if Company owns more than one undertaking, of the whole, or substantially the whole, of any such undertaking. Since the mortgage of the Company's immovable and movable properties may be regarded as disposal of Company's properties/undertakings, consent of the Members is being sought for the purpose. The Board of Directors accordingly recommends the Resolutions set out at Item Nos. 7 and 8 of the accompanying Notice for the approval of the Members. None of the Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in aforementioned resolution(s).

**ITEM NO. 9**

The Company may have to acquire by way of subscription, purchase or otherwise securities of any other body corporate for an amount exceeding the limits prescribed under Section 186 of the Companies Act, including rules made thereunder. Therefore consent of the members required to give authority to Board of Directors in terms of Section 186 of the Companies Act for the purpose as set out in Resolution No. 9 of the aforesaid notice.

The Board of Directors accordingly recommends the Resolutions set out at Item Nos. 9 of the accompanying Notice for the approval of the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in aforementioned resolution(s).

**ITEM NO. 10**

The existing Articles of Association ("AoA") of the Company are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013 ("the Act"). As the Companies Act, 2013 is now in force, the provisions of the Companies Act, 1956 are required to be replaced by provisions of the Companies Act, 2013 and the rules made thereunder. Accordingly, it is proposed to replace the existing Articles to streamline and align it with the corresponding provisions of the Companies Act, 2013. Members' attention is invited to certain salient provisions of the Companies Act, 2013, which are applicable to the existing AoA of the Company viz.:

- (i) A member may exercise his vote at a meeting by electronic means in accordance with Section 108 and shall vote only once.
- (ii) Company's lien now extends also bonuses declared from time to time in respect of shares over which lien exists.
- (iii) The Nominee(s) of a deceased sole member are recognized as having titled to the deceased's interest in the shares.
- (iv) Existing Articles have been streamlined and aligned with the Act and provisions of the existing AoA which are already part of statute in the Act have not been reproduced as they would only lead to duplication – their non-inclusion makes the new AoA crisp, concise and clear and aids easy of reading and understanding.

The Directors recommend the Resolution at Item No. 10 of the Notice for your approval. None of the Directors / Key Managerial Personnel of the Company and their relatives is/are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution No. 10 of the Notice.

**FOR SHIVKRUPA MACHINERIES AND ENGINEERING SERVICES LTD**  
**(Formerly Hariganga Machineries And Engineering Services Limited)**

**SD/-**  
**HARISH AGRAWAL**  
**DIRECTOR**  
**DIN:00291083**

**Date: 25.08.2015**  
**Place of Signature: Mumbai**

## DIRECTOR'S REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the Thirty Fifth Annual Report with the Audited Balance Sheet, Statement of Profit & Loss, Cash Flow Statement and the notes and schedules thereon for the year ended 31<sup>st</sup> March 2015.

### 1. FINANCIAL RESULTS:

The Financial results are briefly indicated below:

	Year ended on 31.03.2015 (Rupees)	Year ended on 31.03.2014 (Rupees)
Total Income	47,691,42	4,823,13
Total Expenditure	36,709,05	2,589,13
Net Profit before Tax	10,982,38	2,234,00
Less: Provision for Income Tax	2,09,269	45,000
Provision for Deferred Tax	3,49,428	(27,061)
Net Profit after Tax	5,60,559	2,054,61
Previous years profit brought forward	(1,705,040)	(19,105,00)
Balance Profit carried forward	(11,44,481)	(1,705,040)

### 2. REVIEW OF OPERATION:

The Company has earned Profit of Rs.5,60,559/- during the financial year. Your Directors expect to achieve better performance in the future taking maximum efforts to control the costs and optimize the results in the coming years.

### 3. DIVIDEND:

Since there is no distributable profit as on 31<sup>st</sup> March 2015, your Directors do not recommend any dividend for the financial year.

In order to conserve the resources, your Director has not declared any Dividend for the year 31<sup>st</sup> march 2015.

**4. DEPOSITS:**

The Company has neither accepted nor renewed any deposits during the year under review.

**5. REVOCATION OF SUSPENSION:**

The shares of the Company were suspended by Calcutta Stock Exchange (CSE) for non compliance of various provisions of the Act. The Company has made an application during the financial year for revoking suspension of trading of securities and your Directors are glad to inform that the suspension of trading of securities was revoked on 10/11/2014 by CSE vide issuing letter to this effect.

**6. CHANGE THE NAME OF THE COMPANY:**

During the year, the name of the Company is altered from Hariganga Machineries And Engineering Services Limited to its present name as Shivkrupa Machineries And Engineering Services Limited vide fresh certificate of Incorporation received from the Registrar of Companies, Mumbai dated 05<sup>th</sup> August, 2015.

Subsequently the Company also informed about the change of name to Calcutta Stock Exchange (CSE) vide its letter dated 11<sup>th</sup> August, 2015 which is duly accepted by CSE and issued Notice dated 17<sup>th</sup> August, 2015 confirming the changed name.

**7. APPLICATION FOR DIRECT LISTING:**

Further the Company has also made application with Bombay Stock Exchange Limited (BSE) to list its securities thereon. The Company has got the In- principle approval for listing of the securities from BSE Ltd on 04<sup>th</sup> August 2015.

**8. DIRECTORS:**

Mr. Bhushan Vishwanath Adhatrao and Mr. Chetan Dhondu Shinde were inducted as an Additional Director on the Board of the Company on 20<sup>th</sup> October, 2014 in terms of Section 161 of the Companies Act, 2013. As per provisions of said section, they would hold office till the conclusion of ensuing Annual General Meeting. Your Directors hereby recommends their appointment as Director of the Company and resolution for their appointment is put forward for your approval.

Mr. Chetan Shinde is being designated as Managing Director of the Company upon the approval of the members of the Company at the ensuing Annual General Meeting for a term of 5 year w.e.f 01/09/2015 to 31/08/2020.

Likewise, Mrs. Sapna Khandelwal was inducted as an Additional Director on the Board of the Company on 31<sup>st</sup> March, 2015 in order to comply with the provisions of Section 149 of the Companies Act, 2013 requiring a listed Company to have a woman Director. She would hold office till the conclusion of ensuing Annual General Meeting. Your Directors hereby recommends her appointment as Director of the Company and resolution for her appointment is put forward for your approval.

Mr. Harish Agrawal is liable to retire by rotation in this Annual General Meeting and being eligible he has offered himself for reappointment.

The Company has received notice in writing from member along with requisite fee proposing candidature of Mr. Bhushan Vishwanath Adhatrao, Mr. Chetan Dhondu Shinde and Mrs. Sapna Khandelwal as Directors of the Company. Your Directors recommend their appointment.

**9. DIRECTORS RESPONSIBILITY STATEMENT :**

In terms of Section 134(5) of the Companies Act, 2013 The Board of Directors of the Company hereby confirms:

- (i) That in the preparation of the annual accounts, the applicable accounting standards have been followed and there has been no material departure.
- (ii) That the selected accounting policies were applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015, and that of the profit of the Company for the year ended on that date.
- (iii) 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.
- (iv) That the annual accounts have been prepared on a going concern basis. and
- (v) The Board has laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (vi) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**10. INTERNAL AUDITORS :**

The Company has appointed Mr. Ashvin Thumar, Chartered Accountants, Mumbai, as an Internal Auditor of the Company for financial year 2015-16.

**11. DECLARATION OF INDEPENDENT DIRECTORS :**

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(7) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

**12. NUMBER OF BOARD MEETING CONDUCTED DURING THE YEAR :**

During the financial year, the Board had met Ten (10) times on 30<sup>th</sup> May, 2014 ; 11<sup>th</sup> August, 2014 ; 2<sup>nd</sup> September, 2014; 20<sup>th</sup> October, 2014; 13<sup>th</sup> November, 2014 ,24<sup>th</sup> November 2014, 24<sup>th</sup> December 2014 14<sup>th</sup> February, 2015, 27<sup>th</sup> March 2015 and 31<sup>st</sup> March, 2015.

**13. PARTICULARS OF EMPLOYEES:**

In accordance with the provisions of Section 197(12) of the Companies Act, 2013 and Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the names and other particulars of employees are set out in the annexure to the Directors' Report. In terms of the provisions of Section 136(1) of the Companies Act, 2013, the Directors' Report is being sent to the Shareholders without this annexure. Shareholders interested in obtaining a copy of the annexure may write to the Company Secretary at the Company's registered office.

The Nomination and Remuneration Committee of the Company has affirmed at its meeting held on 28<sup>th</sup> January, 2015 that the remuneration is as per the remuneration policy of the Company.



**14. SUBSIDIARY JOINT VENTURES AND ASSOCIATE COMPANIES :**

The Company does not have any subsidiary, Joint Venture or Associate Company and therefore provision with respect to Section 129 of the Companies Act, 2013 are not applicable to the Company.

**15. CONSERVATION OF ENERGY-TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE ETC. :**

Since the Company is not a manufacturing unit, the information with respect to the Conservation of Energy and Technology absorption as required by Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is not mentioned in this report as the same are not applicable to the Company. The details of Foreign Exchange earnings and outgo are mentioned herein:

Actual Inflow of Foreign Exchange	NIL
Actual Outflow of Foreign Exchange	NIL

**16. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND :**

There were no unclaimed or unpaid dividends lying in the Books of Accounts for the period of seven years as mentioned in the Section 124 (5) of the Companies Act, 2013 and therefore no amount is transferred to Investor Education and Protection Fund during the Financial Year.

**17. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY :**

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed also discussed at the meetings of the Audit Committee and the Board of Directors of the Company.

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. These are routinely tested and certified by Statutory Auditors. Significant audit observations and follow up actions thereon are reported to the Audit Committee.

**18. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY. :**

The Net worth and /or Turnover and / or Net profit of the Company are under the limits prescribed under Section 135 of the Companies Act, 2013 read with Companies Corporate Social Responsibility (Policy) Rules, 2014. Therefore the Company has neither constituted Corporate Social Responsibility committee nor formed any policy there under as the same were not applicable to the Company during the financial year.



**19. PARTICULARS OF THE LOANS, GUARANTEES OR INVESTMENT MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013 :**

Loans made and / or guarantee given under Section 186 of the Companies Act, 2013 are within the specified limits set under the respective Sections

Amount (In Rs.)	Particulars of loan made / guarantee given
178,41,778	Loan

The particulars of investment made under Section 186 of the Companies Act, 2013 is made hereunder

Amount (In Rs.)	Particulars of Investment	Purpose of Investment
74,36,899	Investment in Equity	Profit

**20. WHISTLE BLOWER POLICY AND VIGIL MECHANISM:**

Your Company recognizes the value of transparency and accountability in its administrative and management practices. The Company promotes the ethical behavior in all its business activities. The Company has adopted the Whistle blower Policy and Vigil Mechanism in view to provide a mechanism for the Directors and employees of the Company to approach Audit Committee of the Company to report existing/probable violations of laws, rules, regulations or unethical conduct.

**21. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES :**

The Company has not entered into any or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 including Rules made thereunder and therefore Form AOC - 2 of the rules prescribed under Chapter IX relating to Accounts of Companies under the Companies Act, 2013, is not appended herewith

**22. CORPORATE GOVERNANCE :**

The Company is committed to maintaining the highest standards of Corporate Governance and adhering to the Corporate Governance requirements as set out by Securities and Exchange Board of India. The Report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement forms part of the Annual Report and is annexed hereto. The Certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance as stipulated under Clause 49 is also published elsewhere in this Annual Report as **Annexure C**.

**23. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT :**

The Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is annexed to this report.

**24. ANNUAL RETURN :**

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in **Annexure B** and is attached to this Report.

**25. AUDITORS. :**

M/s. Arpan Chudgar & Associates., Chartered Accountants, Mumbai bearing ICAI Firm Registration No as 133877W were appointed as Statutory Auditors at their Annual General Meeting held on 30<sup>th</sup> September 2014 for the period of three(3) years. i.e for the Annual General Meeting to be held in year 2017 subject to ratification at each Annual General Meeting. The Company has received letter from them to the effect that their appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified from appointment

The resolution for ratification of his appointment is put forward for your approval in the ensuing Annual General Meeting.

**26. SECRETARIAL AUDITOR :**

The Company has appointed Mr. Gautam Bhandari, Practicing Company Secretary as Secretarial Auditor of the Company to carry out the Secretarial Audit for the Financial Year 2015-16 and to issue Secretarial Audit Report as per the prescribed format under rules in terms of Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

**27. SECRETARIAL AUDIT REPORT :**

The Board of Directors of the Company has appointed Mr. Gautam Bhandari, Practicing Company Secretary; to conduct the Secretarial Audit and his Report on Company's Secretarial Audit is appended to this Report as **Annexure A**.

**28. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS :**

Management of the company is making all efforts to put adequate systems and process in the Company commensurate with the size and operation of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**29. INCREASE AND RECLASSIFICATION AUTHORISED SHARE CAPITAL :**

During the financial year, at the Extra Ordinary General Meeting of the members of the Company held on 12th December, 2014 the Company has increased and reclassified its authorized share capital from **Rs. 1,25,00,000 (One Crore Twenty Five Lacs)** divided into 11,00,000 (Eleven Lacs) Equity Shares of Rs. 10/- each aggregating to 1,10,00,000 (One Crore Ten Lacs Only) and 15,000, 10% Redeemable cumulative Preference shares of Rs.100 each aggregating to Rs. 15,00,000 (Fifteen Lacs Only) to **Rs. 7,00,00,000 (Rupees Seven Crores only)** divided into 70,00,000 (Seventy Lacs) Equity Shares of Rs.10/- each.

**30. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS. :**

During the financial year, at the Extra Ordinary General Meeting of the members of the Company held on 12th December, 2014 and the Company had taken the approval for issue and allotment, for cash, upto 56,15,500 (Fifty Six Lakhs Fifteen Thousand Five Hundred Only). The Company has allotted 41,92,500 (Forty One Lakhs Ninety Two Thousand Five Hundred Only) Equity Shares of Rs. 10/- each after obtaining requisite approval from Calcutta Stock Exchange for the same.

The said shares were then allotted on 24.12.2014. Post allotment of Equity shares as mentioned above the paid up capital of the Company was 46,925,00 Equity Shares of Rs. 10/- each aggregating to Rs.46,925,000/-.

**31. ANNUAL EVALUATION BY THE BOARD :**

The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- i. Attendance of Board Meetings and Board Committee Meetings
- ii. Quality of contribution to Board deliberations
- iii. Strategic perspectives or inputs regarding future growth of Company and its performance
- iv. Providing perspectives and feedback going beyond information provided by the management
- v. Commitment to Shareholder and other stakeholder interests

The evaluation involves Self-Evaluation by the Board Member and subsequently assessment by the Board of Directors. A member of the Board will not participate in the discussion of his / her evaluation.

**32. OTHER DISCLOSURES :**

The Company does not have any Employees Stock Option Scheme in force and hence particulars are not furnished, as the same are not applicable.

**33. ACKNOWLEDGEMENTS :**

Your Directors take this opportunity to express their gratitude for the continued co-operation extended by the employees and stakeholders of the Company.

**FOR SHIVKRUPA MACHINERIES AND ENGINEERING SERVICES LTD**  
(Formerly Hariganga Machineries And Engineering Services Limited)

**SD/-**  
**HARISH AGRAWAL**  
**CHAIRMAN**  
**DIN:00291083**

**Annexure A****Form No. MR-3****FOR FINANCIAL YEAR ENDED ON 31ST MARCH, 2015.**

[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,

**SHIVKRUPA MACHINERIES AND ENGINEERING SERVICES LTD**

**(formerly known as HARIGANGA MACHINERIES AND ENGINEERING SERVICES LTD)**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SHIVKRUPA MACHINERIES AND ENGINEERING SERVICES LTD (formerly known as HARIGANGA MACHINERIES AND ENGINEERING SERVICES LTD)** (hereinafter called "The Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period ended on 31st March, 2015, 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:

I have examined the books, papers and minute books as mentioned in **Annexure 1**, Forms and returns filed and other records maintained by **SHIVKRUPA MACHINERIES AND ENGINEERING SERVICES LTD (formerly known as HARIGANGA MACHINERIES AND ENGINEERING SERVICES LTD)** ("The Company"), for the year ended on 31st March, 2015 to the extent applicable to the provisions of:

- I. The Companies Act, 2013 ("**The Act**") and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ("**SCRA**") and the Rules made thereunder;

- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") to the extent applicable to the Company:-
- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - e. The Equity Listing Agreements entered into with the Calcutta Stock Exchange Limited. (CSE Ltd)
- VI. I have relied on the representation made by the Company and its Officers for systems and mechanism put in place by the Company for Compliances under other applicable Act, Laws and Regulations to the Company.

I report that, since the Secretarial Standard-1 "Meeting of Board of Directors" and Secretarial Standard-2 "General Meetings" are effective from 1st July, 2015, compliance are not required for the year ended 31st March, 2015 as per notification dated 23rd April, 2015 issued by the Institute of Company Secretaries of India. I further report that the Company has complied with the applicable clauses of the Listing Agreement entered into by the Company with the CSE Limited subject to the following observations:

- The Company has issued 56,15,500 Equity Shares of Rs. 10/- each on Preferential basis after obtaining requisite approval from CSE Ltd out of which the Company has allotted 41,92,500 (Forty One Lakh Ninety Two Thousand Five Hundred) Equity Shares of Rs. 10/- each on Preferential basis after obtaining requisite approval from CSE Ltd. The said shares were later listed and admitted for trading with effect from 22<sup>nd</sup> January, 2015.
- The Company has also made an application to Bombay Stock Exchange Limited (BSE Ltd) for listing of its securities on its exchange. The Company has obtained in principal approval letter from BSE Ltd on 4<sup>th</sup> August, 2015 for the same.

- The trading of the securities of the Company was suspended by the CSE Ltd due to non-Compliance of the various listing provisions. The suspension was revoked by the CSE Ltd with effect from 10<sup>th</sup> November, 2014. In light of the above I have not verified various applicable listing compliances till the suspension was revoked by CSE Ltd.
- The Company has not made any newspaper publication as required by various listing provisions.

During the period under review the company has complied with the provisions of the Act, Rules, Regulations, and Guidelines, mentioned above subject to the following observations.

- The Company has changed its name from Hariganga Machineries and Engineering Services Limited to Shivkrupa Machineries and Engineering Services Limited vide obtaining Fresh Certificate of Incorporation consequent to Change of Name issued by Registrar of Companies, Mumbai dated 5<sup>th</sup> August, 2015.
- The Company has not appointed any Managing Director and Chief Financial Officer as Key Managerial Personnel as required by Section 203 of the Companies Act, 2013 during the period under review. However the Company was functioning under the supervision of Executive Directors in whole-time employment of the Company during the said period. The Company had appointed Ms. Neelam Tekwani as Company Secretary in whole time employment of the Company with effect from 9<sup>th</sup> March, 2015. She resigned on 10<sup>th</sup> April, 2015 and thereafter Mr. Vedant Bhatt was appointed as Company Secretary in whole time employment with effect from 10<sup>th</sup> April, 2015.
- The Company has appointed Internal Auditors as required by Section 138 of the Companies Act, 2013 on 13<sup>th</sup> November, 2014 with immediate effect.
- The Company has not provided e-voting facility to its Shareholders as required by Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 for the Annual General Meeting held on 30<sup>th</sup> September, 2014.
- The Company has altered Memorandum and Articles of Association of the Company during the year under review without adequately complying with provisions of Section 13 and 14 of the Companies Act, 2013.
- The Company has not adequately complied with the provisions of Section 179(3) read with Rule 8 of the Companies (Meeting of Board and its Powers) Rules, 2014 and Section 117 of the Companies Act, 2013.

**I further report that:**

As on 31<sup>st</sup> March, 2015, 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 year under review were carried out in compliance with the provisions of the Act.

Post Revocation of suspension of trading of Securities of the Company by CSE Ltd with effect from 10<sup>th</sup> November, 2014, 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.

**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:

1. Passed Special Resolution at the Extra Ordinary General meeting of the Company held on December 12, 2014 to Alter the Articles of Association of the Company.
2. Passed Special Resolution at the Extra Ordinary General meeting of the Company held on December 12, 2014 to issue 56,15,500 Equity Shares of Rs. 10/- each of the Company on Preferential basis.
3. Passed Special Resolution at the Extra Ordinary General meeting of the Company held on December 12, 2014 to change the name of the Company.

**For GB & Associates  
Company Secretaries**

**Sd/-  
Gautam Bhandari  
Proprietor  
ACS No.: 27163  
CP No.: 10249**

**Date: August 25, 2015  
Place: Mumbai**

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

**Annexure – I****BOOKS, PAPERS AND MINUTE BOOKS MAINTAINED BY THE COMPANY**

1. Book containing the Minutes of Board Meeting, General Meeting and Committee Meeting.
2. Book of accounts.
3. Register of Members.
4. Register of index of members.
5. Register of Transfer.
6. Register of Directors and Key managerial personnel and their shareholding.
7. Register of Charges.
8. Register of investments or loans made, guarantee or security provided.
9. Register of particulars of contracts.
10. Attendance Register.

**For GB & Associates  
Company Secretaries**

**Sd/-  
Gautam Bhandari  
Proprietor  
ACS No.: 27163  
CP No.: 10249**

**Date: August 25, 2015  
Place: Mumbai**



**Annexure – II**

To,

The Members,

**SHIVKRUPA MACHINERIES AND ENGINEERING SERVICES LTD**  
**(formerly known as HARIGANGA MACHINERIES AND ENGINEERING SERVICES LTD)**

My 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. My responsibility is to express an opinion on these Secretarial records based on my audit.
2. I 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 check basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness appropriateness of financial records and books of accounts of the Company.
4. Where ever required, I 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 the management. My examination was limited to the verification of procedures on test check basis.
6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For GB & Associates**  
**Company Secretaries**

**Sd/-**  
**Gautam Bhandari**  
**Proprietor**  
**ACS No.: 27163**  
**CP No.: 10249**

**Date: August 25, 2015**  
**Place: Mumbai**

**Annexure B**

<b>FORM NO. MGT 9</b>
<b>EXTRACT OF ANNUAL RETURN</b>
<b>as on financial year ended on 31.03.2014</b>
<b>Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management &amp; Administration ) Rules, 2014.</b>

**I REGISTRATION & OTHER DETAILS:**

i	CIN	L45208MH1980PLC022506
ii	Registration Date	11.04.1980
iii	Name of the Company	SHIVKRUPA MACHINERIES AND ENGINEERING SERVICES LTD
iv	Category/Sub-category of the Company	Company Limited By Shares/Indian Non-Government Company
v	Address of the Registered office & contact details	OLD MOTOR STAND ITWARI, NAGPUR, MAHARASHTRA- 440008
vi	Whether listed company	Listed at CSE
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Adroit Corporate Services Pvt Ltd Address: 17/18/19/20, jaferbhoy Ind.Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai-400059. Tel no: +91-22-42270400

**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

<b>SL No</b>	<b>Name &amp; Description of main products/services</b>	<b>NIC Code of the Product /service</b>	<b>% to total turnover of the company</b>
1	Maintenance contract		58.40%
2	Dealing in Machineries		41.60%

## III SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

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	
<b>A. Promoters</b>									
(1) Indian	0	0	0	0	0	0	0	0	0
a) Individual/HUF	0	145200	145200	29.04	0	145000	145000	3.09	-25.95
b) Central Govt. or State Govt.	0	0	0	0	0	0	0	0	0
c) Bodies Corporates	0	0	0	0	0	0	0	0	0
d) Bank/FI	0	0	0	0	0	0	0	0	0
e) Directors	0	0	0	0	0	200	200	0	0
f) Any other	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL: (A) (1)</b>	0	145200	145200	29	0	145200	145200	3.09	-25.91
<b>(2) Foreign</b>									
a) NRI- Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any other...	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (A) (2)</b>	0	0	0	0	0	0	0	0	0
<b>Total Shareholding of Promoter</b>									
<b>(A)= (A)(1)+(A)(2)</b>	0	145200	145200	29	0	145200	145200	3.09	-25.91
<b>B. PUBLIC SHAREHOLDING</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
c) Cenntal govt	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIS	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (B)(1):</b>	0	0	0	0	0	0	0	0	0
<b>(2) Non Institutions</b>									
a) Bodies corporates	0	0	0	0	0	0	0	0	0
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	0	354800	354800	70.96	47100	307700	354800	7.56	63.4
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	0	0	0	0	3322500	870000	4192500	89.34	89.34
c) Others (specify)	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (B)(2):</b>	0	354800	354800	70.96	3369600	1177700	4547300	96.91	25.95
<b>Total Public Shareholding</b>									
<b>(B)= (B)(1)+(B)(2)</b>	0	354800	354800	70.96	3369600	1177700	4547300	96.91	25.95
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	0	500000	500000	100	3369600	1322700	4692500	100	0

## (iv) SHARE HOLDING OF PROMOTERS

Sl No.	Shareholders 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	NO of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	TARAMANI AGRAWAL jty HARISH AGRAWAL	32000	6.4		32000		0.68	
2	GANGA DEVI AGRAWAL jty HARISH AGRAWAL	25000		5	25000		0.21	
3	OM PRAKASH AGRAWAL	20000		4	20000		0.43	
4	PURUSHOTTAM AGRAWAL	20000		4	20000		0.43	
5	KAILASH CHANDRA AGRAWAL	20000		4	20000		0.43	
6	PUSHPADEVI AGRAWAL jty HARISH AGRAWAL	18000		3.6	18000		0.38	
7	GOPAL AGRAWAL	10000		2	10000		0.21	
8	HARISH GANGARAM AGRAWAL	200		0.04	200		0	
	TOTAL	145200	29.04		145200		3.09	

## (v) CHANGE IN PROMOTERS' SHAREHOLDING ( SPECIFY IF THERE IS NO CHANGE)

Sl. No.	Share holding at the beginning of the Year		Cumulative Share holding during the year	
	No. of Shares	% of total shares of the company	No of shares	
At the beginning of the year	145200	29.04		
Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	24.12.2014 - PREFERENTIAL ISSUE			
At the end of the year	145200	3.09		

There was no change in Promoter's Shareholding during the year

## (VI) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters &amp; Holders of GDRs &amp; ADRs)

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the opening of the year		Sl. No	For Each of the Top 10 Shareholders	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	Sadique Ansari	5,000	1	1	Mukeshbhai Bhayabhai Patel	400,000	8.52
2	Nawal Purohit	5,000	1	2	Himmatbhai Babubhai Sorathia	400,000	8.52
3	Arman Kumar Bansal	5,000	1	3	Jigna Bhadrash Shah	180,000	3.83
4	Harinakshi C Dahale jity Vikrant C Dahale	5,000	1	4	Harshad Shantilal Tank	100,000	2.13
5	Ankit K Agrawal	5,000	1	5	Ashok Vohra	100,000	2.13
6	Ashok Gadve	5,000	1	6	Niruben Shantilal Tank	100,000	2.13
7	Rajesh Singh	5,000	1	7	Rajkumar Sharma	100,000	2.13
8	Vikrant C Dahale jity Vishpala C Dahale	5,000	1	8	Harshad tolia	100,000	2.13
9	Chandrakant N Dahale jity Harinakshi C Dahale	5,000	1	9	Veeral Shantilal Tank	100,000	2.13
10	Vishpala C Dahale jity Harinakshi C Dahale	5,000	1	10	Hemant Gamanlal Mehta	100,000	2.13

## (VII) Shareholding of Directors &amp; KMP

Sl. No	For Each of the Directors & KMP	Shareholding at the end of the year		Cumulative Shareholding during the year
		No. of shares	% of total shares of the company	
	At the beginning of the year	0	0	0
	Date wise increase/decrease in Directors Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	200		
	At the end of the year	200	0	0

## VIII INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment					
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness	
<b>Indebtness at the beginning of the financial year</b>					
i) Principal Amount	NIL	43,075	NIL	43,075	
ii) Interest due but not paid	NIL		NIL		
iii) Interest accrued but not due	NIL		NIL		
<b>Total (i+ii+iii)</b>	NIL	43075	NIL	43,075	
<b>Change in Indebtedness during the financial year</b>					
Additions	NIL	1,080,000		1,123,075	
Reduction	NIL	1,123,075		NIL	
<b>Net Change</b>	NIL	0		0	
<b>Indebtedness at the end of the financial year</b>					
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	
<b>Total (i+ii+iii)</b>		0		0	

## IX REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl.No	Particulars of Remuneration	Name of the MD/WTD/Manager			Total Amount	
1	<b>Gross salary</b>	CHETAN SHINDE	Harish Agrawal			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	1,40,000/-	NIL			
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	NIL	NIL			
	(c ) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	NIL	NIL			
2	Stock option	NIL	NIL			
3	Sweat Equity	NIL	NIL			
4	Commission	NIL	NIL			
	as % of profit	NIL	NIL			
	others (specify)	NIL	NIL			
5	Others, please specify	NIL	NIL			
	<b>Total (A)</b>	1,40,000/-	NIL			
	<b>Ceiling as per the Act</b>					

## B. Remuneration to other directors:

Sl.No	Particulars of Remuneration	Name of the Directors			Total Amount	
1	Independent Directors	Krishan Agrawal	Bhushan Adhatrao	Sapna Khandelwal		
	(a) Fee for attending board committee meetings	NIL	NIL	NIL	NIL	
	(b) Commission	NIL	NIL	NIL	NIL	
	(c ) Others, please specify	NIL	NIL	NIL	NIL	
	<b>Total (1)</b>					
2	Other Non Executive Directors	NIL	NIL	NIL	NIL	
	(a) Fee for attending board committee meetings					
	(b) Commission	NIL	NIL	NIL	NIL	
	(c ) Others, please specify.	NIL	NIL	NIL	NIL	
	<b>Total (2)</b>					
	<b>Total (B)=(1+2)</b>	0	0	0	0	
	<b>Total Managerial Remuneration</b>					
	<b>Overall Ceiling as per the Act.</b>					

## C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total	Total
1	<b>Gross Salary</b>	CEO	Company Secretary	CFO	Total	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	NIL	NIL	NIL	NIL	

	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961		NIL	NIL	NIL	NIL	
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961		NIL	NIL	NIL	NIL	
2	Stock Option		NIL	NIL	NIL	NIL	
3	Sweat Equity		NIL	NIL	NIL	NIL	
4	Commission		NIL	NIL	NIL	NIL	
	as % of profit		NIL	NIL	NIL	NIL	
	others, specify		NIL	NIL	NIL	NIL	
5	Others, please specify		NIL	NIL	NIL	NIL	
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	

### X PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

There were no penalty, punishment, compounding of offences for the Company, directors or any other officers in default in respect of the Companies Act, 1956 & Companies Act, 2013.

## **DIRECTORS' REPORT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2015.**

### ***CORPORATE GOVERNANCE REPORT***

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#### **1. Company's philosophy**

The Company firmly believes in and has consistently practiced good Corporate Governance. The Company's essential character is shaped by the values of transparency, professionalism and accountability. The Company will endeavour to improve on these aspects on an ongoing basis.

#### **2. Board of Directors**

The Board of the Company comprises of 6 Directors out of which: Two Executive Director including Chairman, Three Non-exe Independent Director and one Non-Exe Director. The Company has appointed women Director in terms of revised clause 49 of the Listing Agreement and Section 149 of the Companies Act, 2013

None of the Directors have any pecuniary or business relationship with the Company No Director of the Company is either member in more than ten committees and/or Chairman of more than five committees across all Companies in which he is Director.

During the year there were in total Ten (10) times on 30<sup>th</sup> May, 2014 ; 11<sup>th</sup> August, 2014 ; 2<sup>nd</sup> September, 2014; 20<sup>th</sup> October, 2014; 13<sup>th</sup> November, 2014, 24<sup>th</sup> November 2015, 24<sup>th</sup> December 2014, 14<sup>th</sup> February 2015, 27<sup>th</sup> March 2015 and 31<sup>st</sup> March, 2015. The time gap between the two meetings was not more than four months. All the information required to be furnished to the Board was made available to them along with detailed Agenda notes.

The composition of the Directors and their attendance at the Board Meetings during the year and at the last Annual General Meeting as also number of other Directorships/membership of committees is as follows:

Name of Director	Category of Directorship	No. of Board Meetings attended	Attendance at the last AGM	No. of other Directorships in other Public Companies	Committee Memberships in other Companies
Krishankumar Agarwal	ID	10	Yes	02	06
Radheshyam Agarwal	NED	10	Yes	01	03
Harish Agarwal	ED	10	Yes	02	06
*Bhushan Adhatrao	ID	05	No	00	00
*Chetan Shinde	ED	05	No	00	00
@Sapna Khandelwal	ID	00	No	01	00

ED – Executive Director NED – Non Executive Director

\* \*Appointed wef 20<sup>th</sup> October, 2014 @ Appointed wef 31<sup>st</sup> March, 2015



***Director seeking appointment /re-appointment at the forthcoming Annual General Meeting (pursuant to Clause 49 VI (IA) of the Listing Agreement).***

**A) Appointment of Mr. Harish agrawal, Director retiring by rotation, eligible for re-appointment:**

A	Name of Director:	:	Harish Agrawal
B	Age	:	52
C	Qualifications	:	B.COM
D	Expertise in functional areas	:	Administration
E	Directorships in other Indian public Limited Companies	:	2
F	Shareholding	:	0.00

**B) Appointment of Mr. Bhushan Adhatrao Director of the Company who was appointed as an Additional Director:**

A	Name of Director:	:	Mr. Bhushan Adhatrao
B	Age	:	37
C	Qualifications	:	Chartered Accountant
D	Expertise in functional areas	:	Finance
E	Directorships in other Indian public Limited Companies	:	00
F	Shareholding	:	0.00

**C) Appointment of Mr. Chetan Shinde Director of the Company who was appointed as an Additional Director:**

A	Name of Director:	:	Mr. ChetanShinde
B	Age	:	24
C	Qualifications	:	M.com
D	Expertise in functional areas	:	I.T.
E	Directorships in other Indian public Limited Companies	:	0
F	Shareholding	:	0.00

D) Appointment of Ms. Sapna Khandelwal, Director of the Company who was appointed as an Additional Director:

A	Name of Director:	:	Ms. Sapna Khandelwal
B	Age	:	38
C	Qualifications	:	B.COM
D	Expertise in functional areas	:	Accounts
E	Directorships in other Indian public Limited Companies	:	1
F	Shareholding	:	0.00

#### **Guidelines regarding appointment of Directors**

The Board has formulated the Nomination and Remuneration Policy of Directors, Key Managerial Personnel (KMPs) and other employees in terms of the provisions of the Companies Act, 2013 and the Listing Agreement. The said Policy outlines the appointment criteria and qualifications, the term / tenure of the Directors on the Board of Shivkrupa Machineries And Engineering Services Ltd and the matters related to remuneration of the Directors. The said Policy has been published as an Annexure to Director's Report elsewhere in this Annual Report.

#### **Membership term**

As per the Articles of Association of the Company, at least two-thirds of the Board of Directors should be retiring Directors. One-third of these Directors are required to retire every year and if eligible, the retiring Directors qualify for re-appointment.

#### **Succession policy**

The Board constantly evaluates the contribution of its members and recommends to Shareholders their re-appointment periodically as per the statute. Executive Directors are appointed by the Shareholders for a maximum period of three years at one time, but are eligible for re-appointment upon completion of their term. Non-Independent, Non-Executive Directors do not have any term, but retire by rotation as per the law.

The Board has adopted a retirement policy for its Executive Directors. The maximum age of retirement of Executive Directors is sixty years, provided that the term of the person holding this position may be extended beyond the age of sixty years with the approval of Shareholders by passing a special resolution

based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond sixty years.

### 3. Committees of the Board:

#### a. Audit Committee

The Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Companies Act, 2013 read with revised Clause 49 of the Listing Agreement. The Audit Committee comprises of 2 Non Executive Independent Directors & 1 Non-Executive Director.

Following are the members of the Committee.

- Mr. Bhushan Adhatrao—Chairman
- Mr. Krishan Agrawal – Member
- Mr. Radheshyam Agrawal – Member

The Audit Committee has held 4 meetings during the year. The attendance of the meetings is given below.

Name of Director	Category of Directorship	No. of Committee Meetings attended
Bhushan Adhatrao	Chairman & ED	4
Krishan Agrawal	ID	4
Radheshyam Agrawal	Non-Exe & ID	4

#### **Broad terms of reference of the Audit Committee are as per following:**

- 1) 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
- 2) Recommending the appointment, remuneration and terms of appointment of auditors of the Company
- 3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors
- 4) Reviewing, with the management the annual financial statements and the auditor's report thereon, before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in Director's Responsibility Statement included in Board's report
  - b. Changes, if any, in accounting policies and practices and reasons for the same

- c. Major accounting entries based on exercise of judgment by management
  - d. Significant adjustments made in the financial statements arising out of audit findings
  - e. Compliance with listing and other legal requirements relating to financial statements
  - f. Disclosure of any related party transactions
  - g. Qualifications in the draft audit report
- 5) Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
  - 6) Reviewing, with the management, statement of uses and application of funds raised through an issue, statement of funds utilised for other purposes and report of monitoring agency
  - 7) Review and monitor the auditors' independence and performance, and effectiveness of audit process.
  - 8) Approval or any subsequent modification of transactions of the Company with related parties
  - 9) Scrutiny of inter-corporate loans and investments.
  - 10) Valuation of undertakings or assets of the Company, wherever it is necessary;
  - 11) Evaluation of internal financial controls and risk management systems;
  - 12) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
  - 13) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit
  - 14) Discussion with internal auditors of any significant findings and follow up there on.
  - 15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
  - 16) Discussion with statutory auditors before the audit commences about nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
  - 17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, Shareholders (in case of non-payment of declared dividends) and creditors.
  - 18) To review the functioning of the Whistle Blower mechanism.

19) Approval of appointment of CFO

20) To review report submitted by Monitoring Agency informing material deviations in the utilisation of issue proceeds and to make necessary recommendations to the Board, if, when and where applicable.

21) Carrying out any other function as is mentioned in the terms of reference of the Audit committee.

#### **b. Nomination and Remuneration Committee**

Pursuant to the changes in the composition of the Board of Directors of the Company in 2014, the Committee was reconstituted by the Board of Directors. Also, pursuant to Section 178(1) of the Companies Act, 2013, the Committee was renamed by the Board of Directors as "Nomination and Remuneration Committee".

The Nomination and Remuneration Committee met four times in financial year 2014-15. The necessary quorum was present in all the meetings. The Chairman of the Nomination and Remuneration Committee was present at the last Annual General Meeting of the Company held on 30<sup>th</sup> September 2014. The composition of the Committee during 2014 and the details of meetings held and attended by the Directors are as under:

Name of Director	Category of Directorship	No. of Committee Meetings attended
Krishan Agrawal	Independent Director	04
Radheshyam Agrawal	Chairman	04
Bhushan Adhatrao	Independent Director	04

The broad terms of reference of the Nomination and Remuneration Committee are :

- To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a Director (Executive and Non-Executive) and recommend to the Board, policies relating to the remuneration of the Directors, key managerial personnel and other employees;
- To formulate the criteria for evaluation of all the Directors on the Board;
- To devise a policy on Board diversity; and
- To lay out remuneration principles for employees linked to their effort, performance and achievement relating to the Company's goals.

The Nomination and Remuneration Policy devised in accordance with Section 178(3) and (4) of the Companies Act, 2013 has been published elsewhere in this Report as an Annexure to the Directors Report. Further, the details of remuneration paid to all the Directors and the other disclosures required to be made under revised clause 49 of the Listing Agreement have been published in the previous section of this Report titled "Board of Directors".

### Remuneration Policy

The remuneration of the managing Director and executive Director is recommended by the remuneration committee, then approved by the board of Directors and subsequently by the Shareholders in general meeting within the limits prescribed in Companies Act, 2013. The non-executive Directors are paid sitting fees for board meetings attended by them.

Details of remuneration paid to Executive Directors:

Name of Director	Designation	Salary	Provident Fund & Gratuity Fund
Harish Agrawal	ED	Nil	NA
ChetanShinde	ED	1.4 lakhs	

During the year the Non-Executive Directors were paid sitting fees as per the details given below.

### Sitting Fees

Name	Rupees	No. of equity shares	Nonconvertible instruments
Krishan Agrawal	NIL	NIL	NIL
Bhushan Adhatrao	NIL	NIL	NIL
Sapna Khandelwal	NIL	NIL	NIL

The Company has no pecuniary relationship or transactions with any of the Directors of the Company save as otherwise mentioned in this annual report.

### c) Stakeholder Relationship Committee

Pursuant to the changes in the composition of the Board of Directors of the Company in 2014, the Committee was reconstituted by the Board of Directors . Also, pursuant to Section 178(5) of the Companies Act, 2013, the Committee was renamed by the Board of Directors on 28<sup>th</sup> January as “Stakeholders’ Relationship Committee”.

The Committee periodically reviews the status of Shareholders’ grievances and redressal of the same. The Committee met 04 times in FY 2014-15. The necessary quorum was present for all the meetings. The Chairman of the Committee was present at the last Annual General Meeting of the Company held on 30<sup>th</sup> September 2014.

The Shareholders/Investors Grievance Committee has been constituted. The committee consists of two Non ExecutiveIndependentDirectors & One Non ExecutiveDirector. The committee looks into the Shareholders and investors grievances that are not settled at the level of Compliance Officer and helps to expedite the share transfers and related matters.

Following are the members of the Committee.

1. Mr. Bhushan Adhatrao – Chairman
2. Mr. Krishan Agrawal – Member
3. Mr. Radheshyam Agrawal –Member

The composition of the Committee during 2014 and the details of meetings held and attended by the Directors are as under:

Name of Director	Category of Directorship	No. of Committee Meetings attended
Mr. Bhushan Adhatrao	Chairman	04
Mr. Krishan Agrawal	ID	04
Mr. Radheshyam Agrawal	ID	04

**Number of Shareholders Complaints received during the Financial Year: Nil**

**Number of complaints not solved to the satisfaction of the Shareholders: Nil**

**Number of pending Complaints: Nil**



**4. General Body Meetings:**

Financial Year	AGM/EGM	Date	Time	Venue	Special Resolution(s)
2013-14	AGM	30 <sup>th</sup> Sept 2014	11.00 A.M.	Registered Office of the Company situated at Old Motor Stand, Itwari.	NIL
2013-14	EGM	12 <sup>th</sup> December, 2014	10.00 A.M.	Registered Office of the Company situated at Old Motor Stand, Itwari.	3
2012-13	AGM	27 <sup>th</sup> Sept 2013	10.00 A.M.	Registered Office of the Company situated at Old Motor Stand, Itwari.	NIL
2011-12	AGM	29 <sup>th</sup> Sept 2012	10.00 A.M.	Registered Office of the Company situated at Old Motor Stand, Itwari.	NIL

No special resolutions were put through postal ballot as all the above special resolutions were voted unanimously by show of hands.

**5. Meeting of Independent Directors**

The Company's Independent Directors met on 30<sup>th</sup> March 2015 without the presence of the Managing Director & CEO, the Non-Executive, Non-Independent Directors and the Management Team. The meeting was attended by all the Independent Directors and was conducted informally to enable the Independent Directors to discuss matters pertaining to the Company's affairs and put forth their combined views to the Board of Directors of the Company.

**6. Disclosures**

During the year under review, there were no other related party transactions with the promoters, Directors, the management or their relatives during the year with potential conflict of interest with the Company at large.

The shares of the Company were suspended by Calcutta Stock Exchange (CSE) for non-compliance of various provisions of the Act. The Company has made application during the financial year for revoking suspension of trading of securities and your Directors are glad to inform that the suspension of trading of securities were revoked on 07<sup>th</sup> January 2015 by CSE vide issuing letter to this effect.

Further the Company has also made application with Bombay Stock Exchange Limited (BSE) to list its securities. The Company has obtained in principle approval letter from BSE Ltd. on 4th August, 2015 for the same.

The board affirms that no person has been denied access to the audit committee during the year. The Company has complied with mandatory provisions of corporate governance and is in the process of adopting the non-mandatory provisions of corporate governance.

## 7. Vigil Mechanism and Whistle-Blower Policy

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and the revised clause 49 of the Listing Agreement, the Company has a Whistle-Blower Policy for establishing a vigil mechanism for Directors and employees to report genuine concerns regarding unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct and Ethics policy. The said mechanism also provides for adequate safeguards against victimization of persons who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. We affirm that no employee of the Company was denied access to the Audit Committee. The said Whistle-Blower Policy has been hosted on the website of the Company at [www.shivkrupamachineries.com](http://www.shivkrupamachineries.com).

## 8. Means of Communication

The quarterly/yearly results are normally submitted to Stock Exchanges immediately after board meetings. Due to poor financial condition of the Company during the financial year 2014-15, the Quarterly and Annual Financial Results could not be published in any Newspaper. Your Directors are taking best efforts to rectify the deficiency however the results are displayed at the Company's website at [www.shivkrupamachineries.com](http://www.shivkrupamachineries.com). Matters of material nature are communicated to the stock exchanges post revocation of Suspension of trading w.e.f. 10/11/2014.

No presentation was made during the year either to Institutional Investors or to the analysts.

Management Discussion & Analysis Report is attached herewith forming part of the Annual Report.

## 9. General Shareholder Information

- i. The 35<sup>th</sup> Annual General Meeting is proposed to be held at registered office situated at Old Motor Stand, Itwari, Nagpur- 440008 on Saturday, 26<sup>th</sup> September at 2.00p.m.
- ii. The financial year of the Company is from April to March.

### Financial calendar

- |                                  |                                      |
|----------------------------------|--------------------------------------|
| * Audited annual results of year | By 4 <sup>th</sup> week of May       |
| * Annual General Meeting         | By 4 <sup>th</sup> week of September |

- \* First Quarter results                      By Mid August
- \* Second Quarter & Half year results By Mid November
- \* Third Quarter results                      By Mid February

#### **10. Dates of book closure**

19th September 2015 to 26th September 2015 (both days inclusive)

#### **11. Dividend**

Since there is no distributable profit as on 31st March 2015, your Directors do not recommend any dividend for the financial year.

#### **12. Listing of equity shares on Stock Exchanges**

The Company's Shares are listed on Calcutta Stock Exchange (CSE) with scrip code as 18096.

The Company has also made application to Bombay Stock Exchange (BSE) for listing of its securities and the said application has got the In-principle approval for the listing of securities from BSE.

#### **13. Names of depositories for dematerialization of equity shares**

Name of depository	ISIN No.
National Securities Depository Ltd.	INE583R01011
Central Depository Services (India) Ltd.	INE583R01011

#### **14. Stock market price data for the year 2014-15**

During the financial year, the shares of the Company were not traded in Calcutta Stock Exchange and therefore Stock Market price data of the Company are not available.

#### **15. Performance in comparison to broad-based indices**

Since the shares of the Company are not traded, the performance of the scrip in comparison with broad based indices cannot be established.

## 16. E-Voting Facility to members

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the 35<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depositories Limited (NSDL).

Pursuant to the amendments made in clause 35B of the Listing Agreement by SEBI, the Company has sent assent/dissent forms to the members to enable those who do not have access to e-Voting facility to cast their vote on the Shareholders resolution to be passed at the ensuing Annual General Meeting, by sending their assent or dissent in writing.

## 17. Registrar and Share Transfer Agent

The Company has appointed M/s Adroit Corporate Services Pvt. Ltd for processing and approving the transfer of shares. Their contact details are as follows:

**Registrar and Share Transfer Agent :** Adroit Corporate Services Private Limited  
17/18/19/20, Jaferbhoy Ind. Estate, 1st Floor,  
Makwana Road, Marol Naka, Andheri (E),  
Mumbai-400059  
Email id pratapp@adroitcorporate.com  
Contact details +91-22-42270400, 91-22-28503748

## 18. Share Transfer System

The share transfer of securities in physical form are registered, duly transferred and dispatched within 15 days of the receipt, if the transfer documents are in order. The share transfers are approved every fifteen days. The shares in de-materialized form are processed and transferred within 15 days from receipt of de-materialization requests.

## 19. De-materialization of shares

As on 31.03.2015, 71.81% of the Company's total shares representing 3369600 shares were held in de-materialized form & the balance 28.19% representing 1322900 shares in paper form. The details are given below.

Type	No. of Shares Held	% Shareholding
<u>De-materialized shares</u>		
With N.S.D.L	995000	21.21
With C.D.S.L	2374600	50.60
Total demat shares	3369600	71.81
Physical shares	1322900	28.19
	4692500	100.00

Company has not issued ESOP or any GDRs/ADRs/ Warrants/Convertible instrument.

**20. Categories of Shareholders as on March 31, 2015**

Category	No. of Shares Held	% Shareholding
<b><u>Promoters</u></b>		
Directors & their relatives	200	0.00
Individual / HUF	145000	3.09
<b><u>Public</u></b>		
General Public	4547300	96.91
	4692500	100.00

**21. Distribution of shareholding as on March 31, 2015**

No. of shares	No. of Share- holders	% of Share- holders	Share- holding (Rs.)	% of Share- holding
Up to 5000	585	87.18	347500	07
5001 – 10000	02	0.3	17500	0.37
10001 – 20000	04	0.6	78000	02
20001 – 30000	39	5.81	952500	20
30001 – 40000	13	1.93	507000	11
40001 – 50000	12	1.79	600000	13
50001– 100000	13	1.94	1210000	26
100001 & above	03	0.45	980000	21
	671	100%	4692500	100%

**Address for correspondence**

The Company's registered office is situated at Old Motor Stand, Itwari, Nagpur, 440008

The Company's Corporate and Administrative office is situated at F-24, 1st Floor, Raghuleela Mega Mall, Behind Poisar Depot, Kandivali (W), Mumbai - 400067.

The Company also has Corporate office at Office No. 303, 3<sup>rd</sup> Floor, Premises No. 71, Metcaffe Street, Bowbazar, Kolkata – 700 013

**COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE**

To  
The Members,  
**HARIGANGA MACHINERIES AND ENGINEERING SERVICES LIMITED,**  
Nagpur

We have read the report of the Board of Directors on Corporate Governance and have examined the relevant records relating to compliance condition of corporate governance of **HARIGANGA MACHINERIES AND ENGINEERING SERVICES LIMITED** ("the Company") for the year ended **31<sup>st</sup> March, 2015** as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of the conditions of the corporate governance is the responsibility of the management. Our examination, conducted in the manner described in the Guidance note on Certification of Corporate governance" issued by the Institute of Chartered Accountants of India was limited to procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance. Our examination was neither an audit nor was it conducted to express an opinion on the financial statements of the Company.

In our opinion and to the best of our information and explanations given to us and on the basis of our examination described above, the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 the above-mentioned Listing Agreement. The Company has been advised to strictly adhere to the compliance of Clause 49 of the Listing Agreement for which the Company management has agreed to take immediate steps for necessary compliances.

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

**For, Arpan Chudgar & Associates**  
*Chartered Accountants*  
FRN: 133877W

**(CA. ArpanChudgar)**  
*Proprietor*  
M. No. 131876  
Place: Ahmedabad  
Date: 30.05.2015

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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**Your Directors have pleasure in presenting the Management Discussion and Analysis report for the year ended on 31st March 2015.**

### **INDUSTRY STRUCTURE & DEVELOPMENT:**

Most of the major raw materials required by our machineries and engineering unit are namely iron and steel, which are also vital material for the construction as well as our job work business, so that there is the risk of shortages of raw materials.

Stock Market has been the best avenue for investment in securities since last 10 years. For securities, the higher the standard deviation, the grater the dispersion of returns and the higher the risk associated with the investment. Risk depends on individual companies. In general large cap stocks are of low risk, but small cap companies especially with high promoter stake are of high risk.

Also stock markets are widely affected by global and national economic factors, rumours (for short term only), inflation, commodities alterations, companies quarterly results, industrial production, GDP numbers, economic surveys and reports etc. a lot of factors. All these 'Market Factors when negative to stock markets can be considered as risk factors. But also risk varies, depending on security you bought. Future trading (highly risky). Options trading (relatively low risk than futures, but high risk than cash segment) Cash market/ direct shares (comparatively low risk than above two). So always consider the risk factors before investing your money in stock markets, but no fear. Simply follow long-term investments, the best technique to avoid risk.

### **PERFORMANCE & SEGMENT-WISE PERFORMANCE:**

The Company has passed through a very unusual phase, any worthwhile comparison of performance between two periods would be inconclusive. There is, yet, considerable scope for improvement.

### **OPPORTUNITIES AND THREATS:**

The threats to the segments in which the Company operates are, pricing pressure arising due to competition from low cost suppliers, technology up gradation, severe competition among competitor and newly emerging competitive nations and stricter environment laws. Further the Indian economy is now integrated with the world economy to a very large extent and therefore vulnerable to the direct impact of global slow down; such an impact could adversely affect the Company's performance as well.

**STRENGTH:**

The existing management has a strong technical, finance and administrative expertise in various industries and corporate sectors including the business of the Company.

**RISKS AND CONCERNS:****• Operation Risk Factors**

To control the risk of possible disruption of job work facilities, at various sites of the Clients the Company has conducted the following actions:

- Implemented predictive programs and preventive maintenance consistently.
- Conducting studies on the operating performance of its Job work facilities/ trading activities and activities relating to investment and real estate development.
- Assess and implement the revitalization program to ensure reliable operation of job work and its financial Assets.

Job work operations in projects and engineering sites are always subjected to fast changing environments. The stability of such is affected by numerous internal factors viz. quality considerations, commercial dealings, internal safety and security of resources, accidents, errors in estimation, design alterations, labour strikes, material wastages, equipment breakdowns, contractor disputes, corruption etc.

As regards, the investment activities of the Company, we face the risk of default and non-payment by borrowers and other counterparties. Any such defaults and non-payments would result in write-offs and/or provisions in our financial statements which may materially and adversely affect our profitability and asset quality.

**• Environmental Impact Risk**

Environmental pollution, for any reason, can have a negative impact on the work environment, employee health, and safety of workplace equipment. Any negative factor can affect overall growth of the Company.



## EXTERNAL RISKS FACTORS

### • Economic Risk

The steel and construction industries are ancillary and co-related to each other; there performance is strongly influenced by general economic growth.

The Economic Development of the Country represented by GDP and RBI's norms, policies and various rates have large impact on the investment and trading activities of the Company.

### • Raw Materials Scarcity Risks

Most of the major raw materials required by our machineries and engineering unit are namely iron and steel, which are also vital material for the construction as well as our job work business, so that there is the risk of shortages of raw materials.

The efforts by the Company to minimize the negative impact of the risk of scarcity of raw materials include among others

1. Encourage the establishment of a local scrap processor to support the needs of scrap raw materials.
2. Working closely with university research institutes and the private sector in research to maximize the utilization of local raw materials.
3. Expand the network of suppliers for Long term supply of raw materials.
4. Improving the database and evaluating the performance of suppliers.
5. Establish incentives for loyal suppliers who have proven track records in supporting the Company's business activities.

### • Business Competition Risk

To control this risk, the Company initiated the following:

-Improve cost competitiveness in all areas.

-Ensure accuracy and speed in handling consumer claims.

-Meet on time delivery and quality demands.

- Conduct annual customer gatherings to strengthen the Company's relationships with customers, while also enhancing customer loyalty.

- Conduct annual customer satisfaction surveys to determine the level of customer satisfaction with the Company's products, and to determine aspects that need to be improved on an on-going basis.

- **Risk of Government Policy**

External factors such as unstable political, economic and financial conditions, natural disasters like fires and floods and manmade hazards like burglary and fraud. This results in the instability of the project environment thereby causing uncertainty. The uncertainties generate the element of risk into the project.

Trends in world trade liberalization, together with domestic macro socio-economic conditions influence government policy, such as the privatization of State Owned Enterprises. As a precaution against possible negative impacts, the Company initiated a variety of efforts including studying the impact of government policies against the Company and new enactments.

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

The internal control system is looked after by Directors themselves, who also looked after the day to day affairs to ensure compliances of guide lines and policies adhere to the management instructions and policies to ensure improvements in the system. The Company has proper and adequate internal control system commensurate with the size of the business operations geared towards achieving efficiency in its various business operations, safeguarding assets, optimum utilization of resources and compliance with statutory regulations. Efforts for continued improvement of internal control system are being consistently made in this regard.

## **HUMAN RESOURCES VIS-À-VIS INDUSTRIAL RELATIONS**

The Company values and appreciates the dedication and drive with which its employees have contributed towards improved performance during the year under review. The relations with workers and staff are cordial during the year under review. All issues pertaining to staff matters are resolved in harmonious and cordial manner.

## **CAUTIONARY STATEMENT**

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates changes in the Government regulations, tax laws, and other statutes and other incidental factors.

## **Independent Auditors' Report**

**To,  
The Members,  
Hariganga Machineries and Engineering Services Limited**

### **Report on the Financial Statements:**

We have audited the accompanying financial statements of **HARIGANGA MACHINERIES AND ENGINEERING SERVICES LIMITED**, which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

As required by the Companies (Auditor's Report) Order 2015 issued by Government of India in terms of Section 143(11) of the Companies Act, 2013, we enclose herewith in annexure.

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

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these 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 the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility:**

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

We 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 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 true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by 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 financial statements.

**Opinion:**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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;

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at **March 31, 2015**;
- b) In the case of the Statement of Profit and Loss, of the **profit** for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

**Report on other Legal and Regulatory Requirements:**

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 appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the other matters included in the Auditor's Report and to our 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 were any material foreseeable losses.

III. There were no amount which required to be transferred to the Investor Education and Protection Fund by the Company.

**For, Arpan Chudgar & Associates**

*Chartered Accountants*

*FRN: 133877W*

**(CA. Arpan Chudgar)**

*Proprietor*

*M. No. 131876*

Place: Mumbai

Date: 30.05.2015

**Annexure to the Independent Auditors' Report**

The Annexure referred to in our Independent Auditors' Report to the members of **HARIGANGA MACHINERIES AND ENGINEERING SERVICES LIMITED** for the year ended **31 March 2015**, we report that:

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
  
(b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- ii. As the Company does not have any Inventories, the relevant Para i.e. ii (a), (b) and (c) is not applicable.
- iii. (a) The Company has not granted loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').  
  
(b) In view of our comments in (a) above no further comments are warranted on receipt of principal amount and rate of interest on such loan.  
  
(c) There are no overdue amounts of more than rupees one lakh in respect of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act.
- iv. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets and sale of services. The activities of the Company do involve purchase of inventory and the sale of goods. We have not observed any major weakness in the internal control system during the course of the audit.
- v. The Company has not accepted any deposits from the public.
- vi. We are informed that maintenance of cost records has not been prescribed by the Central Government U/s 148 of the Act.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of

customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at **31<sup>ST</sup> March 2015** for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no material dues of wealth tax, duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute.

(c) No amount are required to be transferred to investor education and protection fund in accordance with the relevance provisions of the Companies Act, 2013 and rules made there under.

- viii. In our Opinion, the accumulated losses of the company as on **31<sup>st</sup> March, 2015** are not more than 50% of its Net Worth. The company has not incurred cash losses during the financial year covered by our audit and also in immediately preceding financial year.
- ix. The Company did not have any outstanding dues to financial institutions, banks or Debenture holders during the year.
- x. In our opinion and according to the information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- xi. The Company did not have any term loans outstanding during the year.
- xii. According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

**For, Arpan Chudgar & Associates**

*Chartered Accountants*

*FRN: 133877W*

**(CA. Arpan Chudgar)**

*Proprietor*

*M. No. 131876*

Place: Mumbai

Date: 30.05.2015

**Hariganga Machineries and Engineering Services Ltd**  
**BALANCE SHEET AS AT 31st March, 2015**

Particulars	Note No	As At 31st March 2015	As At 31st March 2014
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	2	46,925,000	5,000,000
(b) Reserves and Surplus	3	(1,144,481)	(1,705,040)
(c) Money received against share warrants			-
<b>(2) Share application money pending allotment</b>			
<b>(3) Non-Current Liabilities</b>			
(a) Long-term borrowings		-	-
(b) Deferred tax liabilities (Net)		8,950	-
(c) Other Long term liabilities		-	-
(d) Long term provisions		-	-
<b>(4) Current Liabilities</b>			
(a) Short-term borrowings	4	-	43,075
(b) Trade payables	5	230,766	244,213
(c) Other current liabilities		-	-
(d) Short-term provisions	6	305,498	195,518
<b>Total</b>		<b>46,325,732</b>	<b>3,777,765</b>
<b>II.Assets</b>			
<b>(1) Non-current assets</b>			
(a) <i>Fixed assets</i>			
(i) Tangible assets	7	99,962	-
(ii) Intangible assets		-	-
(iii) Capital work-in-progress			
(iv) Intangible assets under development			
(b) Non-current investments	8	7,436,899	-
(c) Deferred tax assets (net)		-	340,478
(d) Long term loans and advances	9	11,000,000	-
(e) Other non-current assets		-	-
<b>(2) Current assets</b>			
(a) Current investments			-
(b) Inventories		-	-
(c) Trade receivables	10	2,884,418	532,418
(d) Cash and cash equivalents	11	1,565,793	185,403
(e) Short-term loans and advances	12	22,926,778	2,719,466
(f) Other current assets	13	411,882	-
<b>Total</b>		<b>46,325,732</b>	<b>3,777,765</b>
Summary of significant accounting policies	1		

The accompanying notes are an integral part of the financial statements.  
As per our report of even date

For Arpan Chudgar & Associates  
ICAI Firm Registration No. -133877W  
Chartered Accountants

For and on behalf of the Board  
Hariganga Machineries and  
Engineering Services Ltd

(Arpan Chudgar )  
Proprietor

Membership No : 131876  
Place: Mumbai  
Date: 30.05.2015

**Sd/-**

(Chetan D. Shinde)  
Director

**Sd/-**

(Krishankumar R. Agarwal)  
Director



**Hariganga Machineries and Engineering Services Ltd**  
**Statement Of Profit & Loss for the year ended 31st March, 2015**

Particulars	Note No	For the Year Ended 31st March 2015	For the Year Ended 31st March 2014
I. Revenue from Operations	14	4,281,186	482,313
II. Indirect Income	15	487,956	-
III. Total Revenue (I + II)		<b>4,769,142</b>	<b>482,313</b>
IV. Expenses:			
<u>Manufacturing Expenses</u>	16	1,542,234	235,000
<u>Administrative &amp; Selling Expenses</u>			
Employee Benefit Expenses	17	275,750	-
Other Administrative and Selling Expenses	18	1,852,573	23,913
Other Misc. Expenses		-	-
Finance Costs		-	-
Depreciation and Amortization Expense		348	-
Total Expenses		<b>3,670,905</b>	<b>258,913</b>
V. Profit before Exceptional and Extraordinary Items and Tax (III - IV)		1,098,238	223,400
VI. Exceptional Items		-	-
VII. Profit before Extraordinary Items and Tax (V - VI)		1,098,238	223,400
VIII. Extra Ordinary Items		-	-
IX. Profit before Tax (VII - VIII)		1,098,238	223,400
X. Tax Expense:			
(1) Current Tax		209,269	45,000
(2) Deferred Tax		349,428	(27,061)
(3) Previous Year Taxes		(21,018)	-
XI. Profit/ (Loss) for the period from Continuing Operations (IX - X)		560,559	205,461
XII. Profit/Loss from Discontinuing Operations		-	-
XIII. Tax Expense of Discontinuing Operations		-	-
XIV. Profit/ (Loss) from Discontinuing Operations (after Tax) (XII - XIII)		-	-
XV. Profit/ (Loss) for the Period (XI + XIV)		560,559	205,461
XVI. Earnings Per Equity Share			
(1) Basic		0.34	0.41
(2) Diluted		0.34	0.41
Summary of significant accounting policies	1		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For Arpan Chudgar & Associates

ICAI Firm Registration No. -133877W  
Chartered Accountants

For and on behalf of the Board  
Hariganga Machineries and  
Engineering Services Ltd

(Arpan Chudgar )  
Proprietor  
Membership No : 131876  
Place: Mumbai  
Date: 30.05.2015

**Sd/-**  
(Chetan D Shinde)  
Director

**Sd/-**  
(Krishankumar R. Agarwal)  
Director

**Hariganga Machineries and Engineering Services Ltd**  
**Annexures to the Balance Sheet**

Particulars	As At 31st March 2015		As At 31st March 2014	
<b>NOTE # 2</b>				
<b>Share Capital</b>				
<b>Authorised Capital</b>				
70,00,000 (1100000) Equity Shares of Rs 10/- each	70,000,000		11,000,000	
(15000) 10% Redeemable Cumulative Preference Shares of Rs. 100 Each	-		1,500,000	
<b>Total</b>	<b>70,000,000</b>		<b>11,000,000</b>	
<b>Issued,Subscribed and Paid up:</b>				
46,92,500(500000) Equity Shares of Rs10/- each Fully Paid up	46,925,000		5,000,000	
<b>Total</b>	<b>46,925,000</b>		<b>5,000,000</b>	
<b>(i)Reconciliation of number of share outstanding at beginning and at the end of the reporting period:</b>				
Number Of Shares at the beginning of the year	500,000		500,000	
Add: Issue of Shares by way of Preferential Allotment	4,192,500		-	
Number Of Shares at the end of the year	<b>4,692,500</b>		<b>500,000</b>	
<b>(ii) Terms/ right attached to Equity Shares</b>				
The Company has Only one Class of equity shares having par value of Rs.10 per Shares. Each holder of Equity Shares is Entitled to one vote per share. In the event of liquidation of the company, the holders of equity share will be entitled to receive remaning assets of the Company, after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders.				
<b>(III) Detail of shares held by the holding company, the ultimate holding company, their subsidiaries and associates :</b>	NIL		NIL	
<b>(IV)Details of Share held by each shareholder holding more than 5% shares :</b>	-		-	
Name of the Shareholder	<b>As at 31st March, 2015</b>		<b>As at 31st March, 2014</b>	
	<b>No of Shares</b>	<b>%</b>	<b>No of Shares</b>	<b>%</b>
SMT. TARAMANI PURSHOTTAM AGARWAL	-	-	32,000	6.40
SMT.GANGADEVI OMPRAKASH AGARWAL	-	-	25,000	5.00
HIMATBHAI BABUBHAI SORATHIA	400,000	8.52	-	0.00
MUKESHKUMAR BHAYABHAI PATEL	400,000	8.52	-	0.00
	<b>800,000</b>	<b>17.04</b>	<b>57,000</b>	<b>11.40</b>

<b>NOTE # 3</b>			
<b>Reserves and Surplus</b>			
(a) Capital Reserve	-		-
As per last Balance Sheet	-		-
Addition during the year	-		-
	-		-
(b) Securities Premium			
As per last Balance Sheet	-		-
Addition during the year	-		-
	-		-
(c) Surplus i.e. Balance in the Statement of Profit & Loss			
As per last Balance Sheet	(1,705,040)		(1,910,501)
Addition during the year	560,559		205,461
	<b>(1,144,481)</b>		<b>(1,705,040)</b>
	<b>(1,144,481)</b>		<b>(1,705,040)</b>
<b>NOTE # 4</b>			
<b>Short-Term Borrowings</b>			
<b>Unsecured Loan</b>			
(a) Loans and advances from related parties			
Secured	-		-
Unsecured	-		43,075
(b) Deposits			
Secured	-		-
Unsecured	-		-
	-		<b>43,075</b>
* Borrowings shall be further classified as Secured/ Unsecured. Nature of security to be disclosed.			
<b>NOTE # 5</b>			
<b>Trade Payables</b>			
Acceptances	-		
other the Acceptances	230,766		244,213
	<b>230,766</b>		<b>244,213</b>
<b>NOTE # 6</b>			
<b>Short-Term Provisions</b>			
Provision for Taxation (F.Y 2014-2015)	209,269		45,000
professional Tax on Salary Payable	1,750		
Profession Tax Payable			2,500
Salary payable	74,000		
Vat Payable	4,520		
Arpan Chudghar & Associates	12,500		
TDS on Profession Fees	3,459		
Other payable			148,018
	<b>305,498</b>		<b>195,518</b>

<b>NOTE # 8</b> <b>Non-Current Investments</b> Investment Property Investments in Equity Instruments Investments in Preference Shares Investments in Government or Trust Securities Investments in Debentures/ Bonds Investments in Mutual Funds Investments in Partnership Firms	7,436,899	-
	<b>7,436,899</b>	-
<b>NOTE # 9</b> <b>Long-Term Loans and Advances</b> Capital Advances- Advance for acquiring Plot Loans and advances to Other Parties	11,000,000	-
	-	-
	<b>11,000,000</b>	-
<b>NOTE # 10</b> <b>Trade Receivables</b> Secured, Considered Good - Outstanding for a period exceeding six months - Others Less: Allowance for Bad & Doubtful Debts Unsecured, Considered Good - Outstanding for a period exceeding six months - Others Less: Allowance for Bad & Doubtful Debts	-	-
	-	-
	-	-
	-	-
	2,884,418	532,418
	-	-
	-	-
	<b>2,884,418</b>	<b>532,418</b>
<b>NOTE # 11</b> <b>Cash and Cash Equivalents</b> Balance with Banks Cash on Hand	1,182,554	40,042
	383,239	145,361
	<b>1,565,793</b>	<b>185,403</b>
* Earmarked Balances with Banks (e.g. Unpaid Dividend) shall be separately disclosed.		
<b>NOTE # 12</b> <b>Short-Term Loans and Advances</b> <u><b>Loans and advances</b></u> - Loans - Advances <b>Deposits</b>	-	-
	-	-
	17,841,778	1,024,300
	5,000,000	1,695,166
	85,000	-
	<b>22,926,778</b>	<b>2,719,466</b>
<b>NOTE # 13</b> <b>Other Current Assets</b> (Residual Head) Others (specify nature) India Infoline share receivable - Income Tax (F.Y 2014-2015) - MAT Credit with Income Tax	154,478	-
	233,276	-
	24,128	-
	<b>411,882</b>	-

**Hariganga Machineries and Engineering Services Ltd**  
**Annexures to the Profit & Loss Statement**

Particulars	For the Year Ended 31st March 2015	For the Year Ended 31st March 2014
<b>NOTE # 14</b>		
<b>Revenue From Operations</b>		
Sale of Products	1,780,800	482,313
Sale of Services	2,500,386	-
Other Operating Revenues	-	-
Less: Excise Duty	-	-
	<b>4,281,186</b>	<b>482,313</b>
<b>NOTE # 15</b>		
<b>Other Incomes</b>		
Direct Income	-	-
Dividend Income	-	-
Other Non-Operating Income	487,956	-
	<b>487,956</b>	-
<b>NOTE # 16</b>		
<b>Manufacturing Expenses</b>		
Cost of Materials Consumed	-	-
Purchases of Stock-in-Trade	1,542,234	235,000
Changes in Inventories of Finished Goods,	-	-
Work-in-Progress and Stock-in-Trade	-	-
Other Manufacturing Expenses	-	-
	<b>1,542,234</b>	<b>235,000</b>
<b>NOTE # 17</b>		
<b>Employee Benefit Expenses</b>		
Salaries and Wages	275,750	-
Contribution to PF and Other Funds		
Staff Welfare Expenses		
	<b>275,750</b>	-
<b>NOTE # 18</b>		
<b>Other Administrative and Selling Expenses</b>		
Audit Fees	25,000	9,550
Contractor Payment	1,000,000	
Law & Legal Expenses		11,695
Advertisement Exp	7,333	
Demat Charges	750	
Profession Tax	3,072	2,500
Interest on Profession Tax	192	
Bank Charges	11,696	168
National Securities Depository Limited Fees	6,742	
Internet Services	500	
Professional Fees	23,500	
Kolkatta Stock Exchange Fees	112,360	
Printing & Stationery Charges	1,411	
MCA Expenses	547,000	-
Office Rent- Kolkatta	9,000	
CDSL Fees	17,978	
RTA Fees	38,868	
Office Expenses	41,791	
Vat Registration Fees	5,025	
Telephone Expenses	354	
	<b>1,852,573</b>	<b>23,913</b>

Hariyanga Machineries and Engineering Services Ltd

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31,2015**

**Note - 7 (Fixed Assets As Per Company Act )**

Tangible Assets as on 31st March 2015 as per companies Act 2013

S.NO.	PARTICULARS	GROSS BLOCK				DEPRECIATION BLOCK				NET BLOCK	
		COST AS ON 01.04.2014	ADDITIONS DURING THE YEAR	SALE / DISPOSAL DURING THE YEAR	TOTAL AS ON 31.03.2015	UPTO 01.04.2014	FOR THE YEAR	ADJUSTMENT	UPTO 31.03.2015	NET CARRYING AMOUNT AS ON 31.03.2014	NET CARRYING AMOUNT AS ON 31.03.2015
1	Computer Equipments	-	100,310		100,310	-	348	-	348	-	99,962
	TOTAL	-	100,310	-	100,310	-	348	-	348	-	-
	Previous Year	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

## Hariganga Machineries and Engineering Services Ltd

### CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

PARTICULARS	31.03.2015 (Rupees)	31.03.2014 (Rupees)
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit /(Loss) before tax and Extra Ordinary items	560,559	223,400
Adjustment for-		
Depreciation	348	-
Misc. Balance Written Off		-
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>		223,400
Adjustment for-		
Increases Deferred tax Liabilities	8,950	
Decreases Deferred tax Assest	340,478	
Increases Trade and other receivables	(13,447)	10,806
Decreases Trade Payables	109,981.00	(4,600,123)
Others Current Assets	(22,971,194)	-
Cash geneated from operations	(21,964,325)	(4,589,317)
Direct Taxes Paid	-	(45,000)
Extra-Ordinary Items		
<b>NET CASH FLOW FROM OPERATING ACTIVITIES I</b>	(21,964,325)	(4,410,917)
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(100,310)	-
Sale of Fixed Assets		-
Purchase of Investments	(7,436,899)	-
Sale of Investments		-
Interest Received		-
Dividend Received		-
<b>NET CASH USED IN INVESTING ACTIVITIES II</b>	(7,537,209)	-
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Loan From Directiors & Relatives		4,654,834
Precceeds from Long term Loan and Advances	(11,000,000)	
Precceeds from issue of share capital	41,925,000	
Payment of Long term borrowings	(43,075)	-
Repayment of Financial Liabiliy & Advances		-
Dividend Paid		-
Proceed from Share Allotment		(317,000)
<b>NET CASH USED IN FINANCING ACTIVITIES III</b>	30,881,925	4,337,834
<b>NET INCREASE/(DECREASE) IN CASH OR CASH EQUIVALE(I + II + III)</b>	1,380,391	(73,083)
<b>Add:- CASH &amp; CASH EQUIVALENTS AS AT BEGINNING</b>	185,403	258,486
<b>CASH &amp; CASH EQUIVALENTS AT AT END</b>	1,565,793	185,403

For Arpan Chudgar & Associates  
CHARTERED ACCOUNTANTS

For Hariganga Machineries and Engineering Services Ltd

(Arpan Chudgar )  
Proprietor  
MEM. NO : 131876  
Firm No. 133877W

Sd/-  
(Chetan D. Shinde)  
Director

Sd/-  
(Krishankumar R. Agarwal)  
Director

Place: Mumbai  
Date: 30/05/2015

## HARIGANGA MACHINERIES AND ENGINEERING SERVICES LIMITED

### Notes to financial statements for the year ended 31<sup>st</sup> March, 2015

#### NOTES FORMING PART OF THE ACCOUNTS

##### Note 1:

##### A. SIGNIFICANT ACCOUNTING POLICIES

##### **1. Basis of Preparation of Financial statement.**

The financial statements of Hariganga Machineries And Engineering Services Limited have been prepared and presented in accordance with Generally Accepted Accounting Principles (GAAP) on the historical cost convention on the accrual basis. GAAP comprises accounting standards notified by Central Government of India under the relevant provision of Companies Act, 2013.

##### **2. Use of Estimates**

The preparation of financial statements is in conformity with Generally Accepted Accounting Principles (GAAP) in India requires management to make estimates and assumption that affect the reported amounts of assets and liabilities and the disclosures of contingent liabilities on the date of the financial statements and reported amounts of income and expenses during the period.

##### **3. Revenue Recognition:**

The Company follows the mercantile system of Accounting and recognizes income and expenditure on accrual basis.

##### **4. Investments:**

Investments are stated at cost i.e., cost of acquisition, inclusive of expenses incidental to acquisition wherever applicable.

##### **5. Fixed Assets & Depreciation**

Fixed Assets are stated at cost less Depreciation. Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Straight Line Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Depreciation on addition / deletions is calculated on pro- rata with respect to date of addition / deletions.

##### **6. Taxation:**

The current charge for income tax is calculated in accordance with the relevant tax regulations applicable to the Company. Deferred tax asset and liability is recognized for future tax consequences attributable to the timing differences that result between the profit offered for income tax and the profit as per the financial statements. Deferred tax asset & liability are measured as per the tax rates/laws that have been enacted or substantively enacted by the Balance Sheet date.



**7. Earnings per Share:**

The earning considered in ascertaining the company's earnings per share comprises net profit after tax. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the year.

**8. Impairment of Assets**

The carrying amount of assets is reviewed at each balance sheet date to determine if there is any indication of impairment thereof based on external / internal factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount, which represents the greater of the net selling price of assets and their value in use. The estimated future cash flows are discounted to their present value at appropriate rate arrived at after considering the prevailing interest rates and weighted average cost of capital

**9. Gratuity:**

No provision for gratuity has been made as no employee has put in qualifying period of service for entitlement of this benefit.

Under the Micro Small and Medium Enterprises Development Act ,2006, certain disclosures are required to be made relating to Micro, Small and Medium Enterprises. The company is in the process of complying relevant information from its suppliers about their coverage under the Act . Since the relevant information is not presently available, no disclosures have been made in the accounts.

**For, Hariganga Machineries and Engineering Services Limited,**

**Sd/-**  
**(Chetan D. Shinde)**  
**Director**

**Sd/-**  
**(Krishankumar R. Agarwal)**  
**Director**

**For, Arpan Chudgar & Associates**

**CA. Arpan Chudgar**  
*Chartered Accountants*  
*M.No.131876*  
*Proprietor*  
FRN: 133877W

**Place: Mumbai**  
**Date: 30.05.2015**

## HARIGANGA MACHINERIES AND ENGINEERING SERVICES LIMITED

### Notes to financial statements for the year ended 31<sup>st</sup> March, 2015

#### NOTE B. NOTES TO FINANCIAL STATEMENTS

- a) None of the Earning/Expenditures is in Foreign Currency.
- b) Balance of Debtors, Loans and Advances are subject to confirmation and reconciliation.
- c) In the opinion of the Board, the Current Assets, Loans & Advances are approximately of the value stated if realized in the ordinary course of business. The provision for depreciation and all known liabilities are adequate and not in excess of the amounts reasonably necessary.
- d) Previous years figures have been regrouped, rearranged wherever necessary to make them comparable with those of current year.
- e) Related Party Disclosure

Name Of Key Management Personnel		Transactions Made(Rs. In Lacs )		
	Salary	Amount	Amount	Year End
	Paid	Received	Paid	Balance
Chetan Shinde	1.20	-	1.20	

- f) In the opinion of the management and to the best of their knowledge and belief the value under the head of the current assets and non current assets are approximately of the value stated, if realized in ordinary course of the business, except unless stated otherwise. The provision for all the known liabilities is adequate and not in excess of amount considered reasonably necessary.

#### g) Auditors Remuneration

Particulars	Current Year (Rs.)	Previous Year (Rs.)
Audit Fee	25,000.00	9,550.00

h) There are no dues to SSI Units outstanding for more than 30 days.

**For, Hariganga Machineries and Engineering Services Limited,**

<b>Sd/-</b> <b>(Chetan D. Shinde) (Krishankumar R. Agarwal)</b> <b>Director</b>	<b>Sd/-</b> <b>(Chetan D. Shinde) (Krishankumar R. Agarwal)</b> <b>Director</b>
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**For, Arpan Chudgar & Associates**

**CA. Arpan Chudgar**  
*Chartered Accountants*  
*Proprietor*  
FRN: 133877W  
*M.No.131876*

**Place: Mumbai**  
**Date: 30.05.2015**

**CEO/CFO CERTIFICATION**

**To,**  
**The Board of Directors,**  
**FOR SHIVKRUPA MACHINERIES AND ENGINEERING SERVICES LTD**  
(Formerly Hariganga Machineries And Engineering Services Limited)

I do hereby certify that:

- (a) I have reviewed financial statements and the Cash Flow statement for the year and that to the best of my knowledge and belief:
- (i.) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii.) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standard, applicable laws and regulations,
- (b) There are to the best of my Knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal, or in violation of the Company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the auditors and the Audit Committees.
- (i) Significant changes in internal control over financial reporting during the year.
  - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management having a significant role in the Company's internal control system over financial reporting.

**FOR SHIVKRUPA MACHINERIES AND ENGINEERING SERVICES LTD**  
(Formerly Hariganga Machineries And Engineering Services Limited)

**Sd/-**

**Harish Agrawal**  
**Director**  
**DIN: 00291083**

**Sd/-**

**ChetanShinde**  
**Director**  
**DIN: 06996605**

**DECLARATION ON CODE OF CONDUCT**

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I, Mr.Chetan Shinde, Executive Director of the Company hereby declare that all Board members and senior management personnel shall affirm compliance with the code on an annual basis.

**FOR SHIVKRUPA MACHINERIES AND ENGINEERING SERVICES LTD**  
**(Formerly Hariganga Machineries And Engineering Services Limited)**

**Sd/-**  
**CHETAN SHINDE**  
**EXECUTIVE DIRECTOR**  
**DIN:06996605**

**Place : Mumbai**  
**Date : 30.05.2015**

**SHIVKRUPA MACHINERIES AND ENGINEERING SERVICES LTD**  
**(Formerly Hariganga Machineries And Engineering Services Ltd)**

Regd. Office: Old Motor Stand, Itwari, Nagpur- 440008

CIN: L45208MH1980PLC022506

**ATTENDANCE SLIP**

Name and Address of Shareholder:	Folio No.
No. of Shares	Client ID

I hereby record my presence at the 35<sup>th</sup>Annual General Meeting of the Company at Old Motor Stand, Itwari, Nagpur- 440008 held on Saturday, 26th September, 2015 at 2.00 P.M.

\_\_\_\_\_ Signature of the Shareholder or Proxy

\_\_\_\_\_

Email Address:

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report at the meeting.

**SHIVKRUPA MACHINERIES AND ENGINEERING SERVICES LTD**  
(Formerly Hariganga Machineries And Engineering Services Limited)  
Regd off: Old Motor Stand, Itwari, Nagpur- 440008

**PROXY FORM**

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

CIN: L45208MH1980PLC022506

Name of the Company: **Shivkrupa Machineries And Engineering Services Ltd.**

(Formerly Hariganga Machineries And Engineering Services Limited)

Registered Office: Old Motor Stand, Itwari, Nagpur 440008.

Tel: 0712-2768748/2768749

Website: www.shivkrupamachineries.com

Email: shivkrupamachineries@gmail.com

Name of the Member(S):	
Registered Address:	
Email –id:	
Folio No. Client ID:	DP ID:

I/We, being the member(s) having \_\_\_\_\_ shares of the above named Company, hereby appoint

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

EmailId: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

EmailId: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of Shivkrupa Machineries & Engineering Services Limited to be held on the 26th day of September, 2014 at 02.00 p.m. on Saturday at Old Motor Stand, Itwari, Nagpur- 440008 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution No.	Resolution
<b>Ordinary Business</b>	
1.	Adoption of Audited Financial Statements for the year ended 31st March, 2015.
2.	Re-appointment of Mr. Harish Agrawal (DIN: 00291083) who retires by rotation and being eligible, offers himself for re-appointment.
3.	Appointment of M/s. Arpan Chudgar & Associates, Chartered Accountants as Statutory Auditor and fixing their remuneration.
<b>Special Business</b>	
4.	Appointment of Mr. Chetan Dhondur Shinde (DIN 06996605) as Managing Director of the Company.
5.	Appointment of Mr. Bhushan Adhatrao (Din: 06577945) as Director of the Company.
6.	Appointment of Mrs. Sapna Khandelwal (Din: 07155903) as Director of the Company.
7.	To take the approval of Shareholders for creating charge(s)/hypothecation(s) under section 180(1)(a).
8.	To take the approval of Shareholders for borrowing monies under section 180(1)(c).
9.	To take the approval of Shareholders for investing monies under section 186.
10.	To adopt the new set of Articles of Association as per the new Companies Act 2013.

Signed this..... day of..... 2015

Signature of Shareholder.....

Signature of Proxy holder(s).....

Affix  
Revenue  
Stamp

**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. Please complete all details including details of member(s) before submission.

**BOOK-POST**

If undelivered please return to:

**SHIVKRUPA MACHINERIES AND ENGINEERING SERVICES LTD**

---

Regd off: Old Motor Stand, Itwari, Nagpur- 440008