

SHIVKRUPA MACHINERIES AND ENGINEERING SERVICES LTD.

(Formerly Hariganga Machineries And Engineering Services Ltd.)

Regd Off: Old Motor Stand, Itwari Nagpur- 440 008, Maharashtra.

Telephone: 0712- 2768748/2768749

Corp. Off:- F- 24, First Floor, Raghuleela Mega Mall, Behind Painsur Depot, Kandivali (West),
Mumbai- 400067. Tel No:- 022- 65552261

Website : www.shivkrupamachineries.com | Email ID : shivkrupamachineries@gmail.com

CIN NO:- L45208MH1980PLC022506

Date: 12th October, 2016

To, The Department of Corporate Services, Bombay Stock Exchange Limited 14 th Floor, P.J. Towers, Dalal Street, Mumbai - 400 001.	The Calcutta Stock Exchange Limited, 7, Lyons Range, Kolkata - 700 001
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BSE Scrip Code: 539359

CSE Scrip Code:18096

Sub: Submission of Annual Report for Financial Year 2015-2016 as per Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Dear Sir,

Please find attached Annual Report 2015-2016 duly approved and adopted in the 36th Annual General Meeting held on Monday, 26th September, 2016 at 10.30 A. M. at Registered Office Situated at Old Motor Stand, Itwari, Nagpur- 440008

Kindly take the same on your record and acknowledge the receipt of the same.

Thanking You,

For **SHIVKRUPA MACHINERIES AND ENGINEERING SERVICES LTD**
(Formerly Known As Hariganga Machineries and Engineering Services Ltd)

Vedant Bhatt
Company Secretary & Compliance Officer



Encl: A/a

Corp. Off:- Office No. 303, 3rd Floor, Premises No. 71, Metcaffe Street, Bowbazar,
Kolkata - 700 013, West Bengal Telephone: 033- 65555464



36th

**Annual Report
2015-2016**



**Shivkrupa Machineries and
Engineering Services Limited**

NAME OF THE COMPANYShivkrupa Machineries And
Engineering Services Limited**CIN NO**

: L45208MH1980PLC022506

DIRECTORS

Mr. Chetan Shinde

- Managing Director

Mr. Harish Agrawal

- Executive Director

Mr. Krishan Agrawal

- Independent Director

Mr. Bhushan Adhatrao

- Independent Director

Mrs. Sapna Khandelwal

- Independent Director

COMPANY SECRETARY

Mr. Vedant Bhatt

CHIEF FINANCIAL OFFICER

Mr. Harish Agrawal (From 13.08.2016)

REGISTERED OFFICEOld Motor Stand Itwari Nagpur
Maharashtra - 440008**AUDITORS**M/s. Arpan Chudgar & Associates
Chartered Accountant**BANKERS**

HDFC Bank

REGISTRAR TRANSFER AGENTS: Adroit Corporate Services Private Limited
17/18/19/20, Jaferbhoy Ind.Estate, 1st Floor,
Makwana Road, Marol Naka, Andheri (E),
Mumbai-400059.**CONTENTS**

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE 36TH 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 MONDAY, 26TH SEPTEMBER 2016 AT 10.30 A.M. TO TRANSACT FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2016, 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.

SPECIAL BUSINESS:

3. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“Resolved that pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s Koshal & Associates, Chartered Accountants, (Membership No- 043746) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Arpan Chudgar & Associates, Chartered Accountants.

“RESOLVED THAT as per the provisions of Section 139 of the Companies Act, 2013 or any other applicable provisions or Rules / Regulations made thereunder, M/s. Koshal & Associates, Chartered Accountants, be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of ensuing Annual General Meeting (AGM) till the conclusion of 39th AGM i.e. for a period of five (05) consecutive years (subject to ratification by the Members at every AGM during the term of their appointment) on such remuneration as may be approved by the Board of Directors of the Company, based on the recommendation of the Audit Committee and reasonable out-of-pocket expenses incurred by them in connection with the audit of Accounts of the Company.”

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

“RESOLVED that pursuant to the provisions of Sections 197 and 198 read together with Schedule V and the Rules framed there under and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”), as amended from time to time, the approval of the Members be and is hereby accorded to the payment of the following remuneration as Minimum Remuneration to Mr. Chetan Shinde, Managing Director in case of no profits or inadequacy of profits in any financial year during the three financial years commencing from April 1, 2016:-

- (i) Salary: Upto a maximum of `2,00,000/- p.a. with authority to the Board or a Committee thereof to fix the salary and annual increments, which would be effective April 1, every year, as may be decided by the Board, based on merit and taking into account the Company's performance, within the said maximum amount;
- (ii) incentive remuneration, if any, based on certain performance criteria to be laid down by the Board;
- (iii) benefits, perquisites and allowances as may be determined by the Board from time to time."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 197 and the Rules framed thereunder, read together with Schedule V and other applicable provisions, if any of the said Act, the Members do hereby ratify and confirm the remuneration paid in excess of the limits prescribed under the provisions of Sections 198, read together with Schedule V of the Companies Act, 2013 amounting upto `2,40,000/- to the Managing Director for the Financial Year ended March 31, 2016 and waive the recovery of the above mentioned sum from him, being the remuneration agreed to be paid to him, as per the terms approved by the Members, to the extent it exceeds the statutory limit laid down under the Companies Act, 2013 and also approve the consequential retention thereof by him.

By Order of the Board
**For Shivkrupa Machineries And
Engineering Services Limited**

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

**Sd/-
Mr. Chetan Shinde
Managing Director**

**Date: 13.08.2016
Place: Mumbai**

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 Monday, September 19th 2016 to Monday, September 26th, 2016 (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 Website: 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. 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 36th 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 of the 36th 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 in the permitted mode
- 15) Members may also note that the Notice of the 36th Annual General Meeting and the Annual Report for 2016 will also be available on the Company's website **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.

16) Details of Directors seeking Appointment/Reappointment at the Annual General Meeting

Particulars	Mr. Harish Agrawal
Date of Birth	10/07/1963
Qualification	B.com
Experience	Administration
Date of appointment on the Board of the Company	05/12/2005
3. Nature of expertise in specific functional Areas	Accounts & Finance
4. Name(s) of other Companies in which Directorship held	-Hariyana Metals Limited -Prabhu Steel Industries Limited -Celestial Steel Structures Private Limited
5. Name(s) of other companies in which he is Chairman / Member of the Committee(s)	-Hariyana Metals Limited -Prabhu Steel Industries Limited
6. No. of shares held of Rs.10/- each	NIL

* Directorship in Private Limited Company are not considered.

17) 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 jayminleads@gmail.com with a copy marked to 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

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 Monday, 19th September, 2016, are entitled to vote on the Resolutions set forth in this Notice.

The remote e-voting period will commence at 9.00 a.m. on Friday, 23rd September, 2016 and will end at 5.00 p.m. on Sunday, 25th September, 2016. During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19th September, 2016, 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, 2016.

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, 2016 may obtain the login ID and password by sending an email to shivkrupamachineries@gmail.com or 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.

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. Jaymin Modi, 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 Stock Exchanges where the shares of the Company are listed.

18) 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.

19) 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.

By Order of the Board
**For Shivkrupa Machineries And
Engineering Services Limited**

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

Sd/-
**Mr. Chetan Shinde
Managing Director**

Date: 13.08.2016
Place: Mumbai

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 3**

M/s. Arpan Chudgar & Associates, Chartered Accountants, have tendered their resignation from the position of Statutory Auditors due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139 (8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditors can only be filled up by the Company in General Meeting. Board proposes that M/s Koshal & Associates, Chartered Accountants, be appointed as the Statutory Auditors of the Company to fill the Casual vacancy caused by the resignation of M/s. Arpan Chudgar & Associates, Chartered Accountants. M/s Koshal & Associates, Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a Confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

ITEM NO. 4

The Members at their Annual General Meeting held on September 26, 2016 had by way of Ordinary Resolutions approved the appointment of Mr. Chetan Shinde as Managing Director for a period of 5 years commencing September 01, 2015 on terms and conditions, including remuneration payable to the Managing Directors.

The term of appointment of the Managing Director, inter alia, provide for payment of Salary with the authority to the Board or a Committee thereof to fix the salary and annual increments, which would be effective April 1, every year, based on merit and taking into account the Company's performance, incentive remuneration and/or commission based on certain performance criteria, benefits, perquisites and allowances and other retirement benefits as per the policy of the Company as may be determined by the Board from time to time.

In case of no profits or inadequacy of profits in any Financial Year, the terms of appointment of Managing Director provide for payment of Minimum Remuneration during the currency of their respective tenures as per details mentioned in the Resolutions.

Pursuant to the provisions of Section 197 read together with Schedule V of the Act, in respect of the payment of managerial remuneration in case of no profits or inadequacy of profits as calculated under Section 198 of the Act, the Company may pay such remuneration upto the ceiling limits as specified in Schedule V and the Members' approval by way of a special resolution has been passed for payment of remuneration for a period not exceeding 3 years. Any remuneration paid/to be paid to the Executive Directors in excess of the prescribed limits shall be subject to the approval of the Central Government. Taking into consideration the above and the terms of appointment and remuneration (including minimum remuneration) agreed with Mr. Chetan Shinde, it is proposed to obtain Members approval by way of Special Resolutions, as stated herein above, to:

- The waiver of the recovery of excess remuneration paid/payable by the Company upto March 31, 2016 in case of Mr. Chetan Shinde and;
- The payment of minimum remuneration, where the Company has no profits or its profits are inadequate, to Mr. Chetan Shinde during the three financial years commencing from April 1, 2016.

The Board and the Nomination and Remuneration Committee of the Board on May 30 2016 respectively accorded their approvals to the above and in the interest of the Company has recommended the aforesaid resolutions as set out in this Notice for approval of the Members. None of the Directors, Key Managerial Personnel of the Company and their respective relatives is in any way concerned or interested in the said Resolution, except for Mr. Chetan Shinde.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE ACT.

I. General Information:

(1) Nature of industry

The Company is mainly engaged in the business of dealing in Machineries and and service contracts.

(2) Date or expected date of commencement of commercial production

The Company was incorporated on 11th day of April, 1980 and Commencement of Business Certificate was granted on 25th day of April. The Company had since commenced its business.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. - *Not applicable.*

(4) Financial performance based on given indicators

Year	2015-16	2014-15	2013-14
Gross Revenue	59,74,832	47,69,142	4,82,313
Profit Before Tax	8,84,598	10,98,238	2,23,400
Profit for the period	6,10,674	5,60,559	2,05,461

(5) Foreign investments or collaborators, if any - *Not applicable.*

II. Information about the appointee:

(1) Background details:

Mr. Chetan Shinde has done graduation and Masters in Commerce and since then have been actively indulged in Accounts and Finance Sector. He was appointed in the Company w.e.f 20.10.2014 and was designated as Managing Director w.e.f 01.09.2014.

(2) Past Remuneration – Not Applicable

(3) Recognition or awards – Not Applicable

(4) Job profile and his suitability:

Mr. Chetan Shinde has done graduation and Masters in Commerce and since then have been actively indulged in Accounts and Finance Sector. The Company gets benefit of his Knowledge and Experience in Finance Sector by way of Investment in better return giving prospects.

(5) Remuneration proposed:

- (i) Salary: Upto a maximum of `2,00,000/- p.a. with authority to the Board or a Committee thereof to fix the salary and annual increments, which would be effective April 1, every year, as may be decided by the Board, based on merit and taking into account the Company's performance, within the said maximum amount;
- (ii) incentive remuneration, if any, based on certain performance criteria to be laid down by the Board;
- (iii) benefits, perquisites and allowances as may be determined by the Board from time to time."

6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.

The remuneration of the MD was commensurate with remuneration of expatriates appointed at CEO/MD levels of similar sized Corporate.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. Besides the remuneration paid/payable to Mr. Chetan Shinde he does not have any other pecuniary relationship with the Company or with the managerial personnel.

III. Other information:

(1) Reasons of loss or inadequate profits:

The prolonged slowdown in the economic activity, service sector, weak consumer sentiments, subdued infrastructure activity, tight financing environment with high interest rate, impact the performance of the Company.

(2) Steps taken or proposed to be taken for improvement:

The Company has taken various initiatives to maintain its leadership, services provided and creating value. It has been aggressively pursuing and implementing its strategies to improve volumes and reduce costs.

(3) Expected increase in productivity and profits in measurable terms

Though the Service Sector is witnessing a continued slowdown, in anticipation of revival of the overall economy in future, the aforesaid steps taken/ to be taken by the Company are expected to improve the Company's performance and profitability.

DIRECTORS' REPORT

Dear Shareholders,

The Directors have pleasure in presenting their 36th Annual Report on the business and operations together with the Audited Statement of Accounts of the Company for the year ended 31st March, 2016.

1. FINANCIAL RESULTS:

The Financial results are briefly indicated below:

Particulars	Financial Year 2015-16	Financial Year 2014-15
Total Income	59,74,832	47,69,142
Total Expenditure	50,90,234	36,70,905
Profit/(Loss) before Taxation	8,84,598	10,98,238
Profit/ (Loss) after Taxation	6,10,674	5,60,559

2. REVIEW OF OPERATION:

The Company has made profit of Rs. 6,10,674/- during the financial year. Your Director expects to achieve better performance in the future taking maximum efforts to control the costs and optimize the results in the coming years.

3. DIVIDEND:

With a view to utilize the profit for future expansion, your Directors are of the opinion not to distribute the profit as dividend amongst the members of the Company.

4. DEPOSITS:

The Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

5. PARTICULARS OF EMPLOYEES:

Disclosure required under Section 197 of the Companies Act, 2013 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended up to date is not applicable since your Company has no such employees.

6. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Company has given loans covered under the provisions of section 186 of the Companies Act, 2013 and in line with the approval taken from the shareholders in the previous AGM. The details of the Loans given is mentioned under the schedules annexed to Balance Sheet

7. CORPORATE SOCIAL RESPONSIBILITY (CSR):

The provisions of Section 135 of the Companies Act relating to Corporate Social Responsibility are not applicable as the Company is having Net worth less than rupees Five Hundred Crore, Turnover less than rupees One Thousand Crore and Net Profit less than rupees Five Crore.

8. RELATED PARTY TRANSACTIONS:

There are no materially significant related party transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the Company at large. Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Annexure in Form AOC-2 and the same forms part of this report. **ANNEXURE B**

9 NUMBER OF MEETINGS:

The Board has met Four times during the financial year, the details of which are as under:

30th May 2015, 14th August 2015, 09th November 2015, 12th February 2016.

The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

10 COMPOSITION OF COMMITTEES:

During the FY 2015-16, Four **Audit Committee Meetings**, Four **Stakeholder Grievance Committee Meetings**, and One **Nomination And Remuneration Committee Meeting** were held and the Composition as on 31.03.2016 is as below:

AUDIT COMMITTEE	
Mr .Bhushan Adhatrao	Chairman & Independent Director
Mr. Krishan Agrawal	Member & Independent Director
Mrs. Sapna Khandelwal	Member & Independent Director

STAKEHOLDER GRIEVANCE COMMITTEE	
Mr .Bhushan Adhatrao	Chairman & Independent Director
Mr. Krishan Agrawal	Member & Independent Director
Mrs. Sapna Khandelwal	Member & Independent Director

NOMINATION AND REMUNERATION COMMITTEE	
Mrs. Sapna Khandelwal	Chairman & Independent Director
Mr. Krishan Agrawal	Member & Independent Director
Mr .Bhushan Adhatrao	Member & Independent Director

11. BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 the Board has carried out an evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration, and Stakeholder's Relationship Committees.

12. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**A. RE-APPOINTMENT OF DIRECTOR:**

Mr. Harish Agrawal who retires by rotation being eligible offers himself for re-appointment at the ensuing Annual General meeting.

B. INDEPENDENT DIRECTORS:

The Company has received declaration from all the Independent Directors of the Company confirming that they meet with criteria of Independence as prescribed under sub-section (6) of section 149 of the Companies Act, 2013 and under clause 49 of the Listing Agreements with the Stock Exchanges. None of the Directors of your Company is disqualified under Section 162 (2) of the Companies Act, 2013. As required by law, this position is also reflected in the Auditors' Report.

C. CESSATION OF DIRECTOR:

During the F.Y. 2015-16, Mr. Radheshyam Agrawal resigned from the post of Independent Director on the Board of Directors of the Company w.e.f. 01.02.2016. The Board placed on record its appreciation for the assistance and guidance provided by Radheshyam Agrawal during his tenure as an Independent Director of the Company.

D. KEY MANAGERIAL PERSONNEL:

The following persons have been designated as Key Managerial Personnel of the Company pursuant to Section 2(51) and Section 203 of the Act, read with the Rules framed there under.

- (i) Mr. Chetan Shinde – Managing Director
- (ii) Mr. Vedant Bhatt – Company Secretary & Compliance Officer
- (iii) Mr. Harish Agrawal – Chief Financial Officer (appointed w.e.f 13.08.2016)

13. SUBSIDIARIES:

Since the Company has no subsidiaries, provision of Section 129 (3) of the Companies Act, 2013 is not applicable.

14. DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 134 (5) of the Companies Act, 2013, with respect to Directors Responsibilities Statement, it is hereby confirmed:

- a) that in the preparation of the annual accounts for the financial year ended 31st March, 2016 the applicable accounting standards had been followed along with proper explanation relating to material departures.
- b) that the Directors has selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year review.
- c) that the Directors had taken proper and sufficient care 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, and,

- d) The Directors had prepared the accounts for the financial year ended 31st March, 2016 on a going concern basis.
- e) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

15. AUDITORS & AUDITORS REPORT:

The Board put forward the appointment of M/s. Koshal & Associates, Chartered Accountants, as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Arpan Chudgar & Associates, Chartered Accountants who has also given their consent to act as a Statutory Auditor for the year 2016-17.

Necessary Resolution of their Appointment has been proposed in the Notice of Annual General Meeting for the consideration of the Members of the Company.

16. INTERNAL AUDITORS:

The Company has re-appointed Mr. Ashvin Thumar, Chartered Accountants, and Mumbai, as internal auditor of the Company for financial year 2016-17.

17. STATEMENTS OF PARTICULARS UNDER COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988:

Information in accordance with the provisions of Section 134 (3)(m) of the Act read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo during the reporting period is attached herewith and marked as **Annexure – A**.

18. SECRETARIAL AUDIT REPORT:

As required under section 204 (1) of the Companies Act, 2013 and Rules made there under the Company has appointed Mr. Rajvirendra Singh Rajpurohit, Company Secretary as Secretarial Auditor of the Company for the financial Year 2015-16. The Secretarial Audit Report forms part of the Annual report as Annexure to the Board's Report. This report contains a qualification as mentioned below:

"The Company has not published notice of meeting of Board of Directors and its quarterly results in newspapers as required under Regulation 47 (a) and (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the June'15 and September'15 Quarter during the period under review.

The Company has been properly complying with the above provisions since it has got listed on BSE Ltd.

The Copy of Secretarial Audit Report for the Financial Year 2015-16 issued by Mr. Rajvirendra Singh Rajpurohit, Company Secretary in Practice has been attached with this mail and marked as **Annexure – C**.

20. EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as Annexure to the Board Report. **ANNEXURE B**

21. IMPLEMENTATION OF RISK MANAGEMENT POLICY:

The Company has formulated a policy and process for risk Management. The Company has set up a core group of leadership team, which identifies, assesses the risks and the trends, exposure and potential impact analysis at different level and lays down the procedure for minimization of risks. Risk Management forms an integral part of Management policy and is an ongoing process integrated with the operations.

Company has identified various strategic, operational and financial risks which may impact Company adversely. However management believes that the mitigation plans for identified risks are in place and may not threaten the existence of the Company.

22. 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.

23. STOCK EXCHANGES:

The Company's shares are listed on the following Stock Exchanges:

- (I) Calcutta Stock Exchange
- (ii) Bombay Stock Exchange Limited (BSE Ltd.)

The shares of the Company i.e. 46,92,500 Equity Shares of Rs. 10/- got listed on Bombay Stock Exchange Limited (BSE Ltd) through Direct Listing route and got the Trading Approval from BSE Ltd with effect from 29th September, 2015.

24. CORPORATE GOVERNANCE:

As per Regulation 15(2) of SEBI (Listing Obligation and Disclosures requirement) Regulation, 2015, report on Corporate Governance is not applicable as the Company is not falling within the prescribed ambit as mentioned there in since the paid up Share Capital of the Company is Rs. 4,69,25,000/- (Four Crore Sixty Nine Lakhs, Twenty Five Thousand Only) and Net worth is 4,63,91,193/- (Four Crore Sixty Three Lakhs Ninety One Thousand One Hundred Ninety Three Only).

25. MANAGEMENT DISCUSSION ANALYSIS REPORT:

The details forming part of Management Discussion and Analysis Report is annexed herewith as Annexure to the Board Report. **ANNEXURE D.**

26. DEMATERILISATION OF SHARES

The Company has connectivity with NSDL & CDSL for dematerialization of its equity shares. The ISIN No. INE583R01011 has been allotted for the Company. 84.63% of the Company's Paid-up Share Capital is in dematerialized form as on 31st March, 2016 and balance 15.37% is in physical form.

Further the Company does not have any Equity shares lying in the Suspense Account.

27. ACKNOWLEDGEMENTS:

Your Directors wish to express their sincere appreciation to all the Employees for their contribution and thanks to our valued clients, Bankers and shareholders for their continued support

By Order of the Board
**For Shivkrupa Machineries And
Engineering Services Limited**

Registered Office:

Old Motor Stand,
Itwari,
Nagpur – 440008
CIN: L45208MH1980PLC022506

Sd/-
Mr. Chetan Shinde
Managing Director
Din : 06996605

Date: 13.08.2016

Place: Mumbai

ANNEXURE 'A' TO DIRECTORS' REPORT

RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO.**A. Research & Development****1. Future plan of action**

The Company is taking necessary steps for the revival of operations.

B. Technology absorption:**1. Efforts in brief made towards technology absorption, adoption and innovation.**

No new technology was introduced during the Year ended 2015-16.

2. Benefits derived as a result of the above efforts.

None.

3. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year):**C. Foreign Exchange Earnings and Outgo**

Nil

i. Earning- FOB value of Exports
Nil

ii. Outgo- CIF Value of Imports
Nil

ANNEXURE 'B' TO DIRECTORS' REPORT**FORM NO. AOC -2**

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

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	NIL
2.	Nature of contracts/arrangements/transaction	NIL
3.	Duration of the contracts/arrangements/transaction	NIL
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
5.	Justification for entering into such contracts or arrangements or transactions'	NIL
6.	Date of approval by the Board	NIL
7.	Amount paid as advances, if any	NIL
8.	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NIL

2. Details of contracts or arrangements or transactions at Arm's length basis.

No material contracts or arrangement or transactions at arm's length basis.

For on behalf of the board
For Shivkrupa Machineries And Engineering Services Limited

Date: 13.08.2016
Place: Mumbai

Sd/-
Mr. Chetan Shinde
Managing Director

ANNEXURE 'C' TO DIRECTORS' REPORT**MGT-9****EXTRACT OF ANNUAL RETURN
AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2016****]Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the
Companies (Management and Administration) Rules, 2014]****I. REGISTRATION AND OTHER DETAILS:**

i.	CIN	L45208MH1980PLC022506
ii.	Registration Date	11-04-1980
iii.	Name of the Company	SHIVKRUPA MACHINERIES AND ENGINEERING SERVICES LIMITED
iv.	Category/Sub-Category of the Company	COMPANY LIMITED BY SHARES
v.	Address of the Registered office and contact details	OLD MOTOR STAND ITWARI NAGPUR MAHARASHTRA 440008 Ph: 022-65202220
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Adroit Corporate Services Pvt. Ltd. 17/18/19/20, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai - 400 059.

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:-

Sr.No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Dealing in Machineries		68%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
1.					
2.		NOT APPLICABLE			
3.					

I. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**i. CATEGORY-WISE SHARE HOLDING**

Category of Shareholders	No. of Shares held at the beginning of the year (01/04/2015)				No. of Shares held at the end of the year (31/03/2016)				% Change during The year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	0	145200	145200	3.09	83200	0	83200	1.77	-1.32
b) Central Govt.									
c) State Govt(s)									
d) Bodies Corp									
e) Banks / FI									
f) Any Other									
Sub-total(A)(1):-	0	145200	145200	3.09	0	0	0	0	0
2) Foreign									
g) NRIs-Individuals									
h) Other-Individuals									
i) Bodies Corp.									
j) Banks / FI									
k) Any Other....									
Sub-total(A)(2):-	0	0	0	0	0	0	0	0	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds									
b) Banks / FI									
c) Central Govt.									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-total(B)(1)	0	0	0	0	0	0	0	0	0
2. Non Institutions									
a) Bodies Corp.									
(i) Indian					25000	0.00	25000	0.53	0.53
(ii) Overseas									

b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	47100	3,07,700	354800	7.56	140750	25400	166150	3.54	-4.02
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	3322500	8,70,000	4192500	89.34	3722500	695650	4418150	94.15	4.81
c) Others(Specify)									
Sub-total(B)(2)	3369600	11,77,700	45,47,300	96.91	3888250	721050	4609300	100	
Total Public Shareholding (B)=(B)(1)+ (B)(2)	3369600	11,77,700	45,47,300	96.91	3888250	721050	4609300	100	
C. Shares held by Custodian for GDRs & ADRs3									
Grand Total (A+B+C)	3369600	11,77,700	46,92,500	100	3971450	721050	4692500	100	

v. SHAREHOLDING OF PROMOTERS

	Shareholder's Name	Shareholding at the beginning of the year (01.04.2015)			Sr. No.	Shareholder's Name	Shareholding at the end of the year (31.03.2016)			
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares			No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	% change in share holding during the year
1.	Taramani Agrawal jtly Harish Agrawal	32000	0.68	0.00	1.	Harish Agrawal	83200	1.77	0.00	1.77
2.	Ganga Devi Agrawal jtly Harish Agrawal	25000	0.53	0.00						
3.	Om Prakash Agrawal	20000	0.43	0.00						
4.	Purushottam Agrawal	20000	0.43	0.00						
5.	Kailash Chandra Agrawal	20000	0.43	0.00						
6.	Pushpadevi Agrawal jtly Harish Agrawal	18000	0.38	0.00						
7.	Gopal Agrawal	10000	0.21	0.00						
8.	Harish Gangaram Agrawal	200	0.00	0.00						
	Total	145200	3.09	0.00			NIL	NIL	NIL	-2.32

iii. CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE)

Sr. no.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
01	Taramani Agrawal jtly Harish Agrawal				
	At the beginning of theyear	32000	0.68	0.0	0.0
	19.12.2015 - Sold th rough Off Market	32000	0.68	0.0	0.0
	At the End of the year	NIL	NIL	NIL	NIL
02	Ganga Devi Agrawal jtly Harish Agrawal				
	At the beginning of theyear	25000	0.21	0.0	0.0
	21.12.2015 - Transmission to Harish Agrawal	25000	0.21	0.0	0.0
	At the End of the year	NIL	NIL	NIL	NIL
03	Om Prakash Agrawal				
	At the beginning of theyear	20000	0.43	0.0	0.0
	21.12.2015 - Transmitted to Harish Agrawal due to death of Om Prakash Agrawal	20000	0.43	0.0	0.0
	At the End of the year	NIL	NIL	NIL	NIL
04	Purushottam Agrawal				
	At the beginning of theyear	20000	0.43	0.0	0.0
	21.12.2015 - Transmission to Harish Agrawal due to death of Purushottam Agrawal	20000	0.43	0.0	0.0
	At the End of the year	NIL	NIL	NIL	NIL
05	Kailash Chandra Agrawal				
	At the beginning of theyear	20000	0.43	0.0	0.0
	19.12.2015 - Sold th rough Off Market	20000	0.43	0.0	0.0
	At the End of the year	NIL	NIL	NIL	NIL
06	Pushpadevi Agrawal jtly HarishAgrawal				
	At the beginning of theyear	18000	0.38	0.0	0.0
	21.12.2015 - Transmission to Harish Agrawal	18000	0.38	0.0	0.0
	At the End of the year	NIL	NIL	NIL	NIL
07	Gopal Agrawal				
	At the beginning of theyear	10000	0.21	0.0	0.0
	19.12.2015 - Sold th rough Off Market	10000	0.21	0.0	0.0
	At the End of the year	NIL	NIL	NIL	NIL
08	Harish Gangaram Agrawal				
	At the beginning of theyear	200	0.0	200	0.0
	21.12.2015 - Transmissi on from Ganga Devi Agrawal	25000	0.53	25200	0.53
	21.12.2015 - Transmission from Pushpadevi Agrawal	18000	0.38	43200	0.91
	21.12.2015 - Transmission from Om Prakash Agrawal on account of his death	20000	0.43	63200	1.34
	21.12.2015 - Transmission from Purushottam Agrawal on account of his death	20000	0.43	83200	1.77
	At the End of the year	83200	1.77	83200	1.77

IV. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS & HOLDERS OF GDRS & ADRS):-

Sl. No	Shareholding at the beginning of the year			Shareholding at the end of the year		
	For Each of the Top 10 Shareholders	No. of shares	% of total shares of the company	For Each of the Top 10 Shareholders	No of shares	% of total shares of the company
1	Mukesh Bhayabhai Patel	400000	8.52	Mukesh Bhayabhai Patel	400000	8.52
2	Himmatbhai Babubhai Sorathia	400000	8.52	Himmatbhai Babubhai Sorathia	400000	8.52
3	Jigna Bhadresh Shah	180000	3.83	Jigna Bhadresh Shah	180000	3.83
4	Harshad Shantilal Tank	100000	2.13	Anupa Vohra	104500	2.23
5	Ashok Vora	100000	2.13	Ashok Vora	104500	2.23
6	Niruben Shantilal Tank	100000	2.13	Niruben Shantilal Tank	100000	2.13
7	Rajkumar Sharma	100000	2.13	Rajkumar Sharma	100000	2.13
8	Harshad Tolia	100000	2.13	Harshad Tolia	100000	2.13
9	Veeral Shantilal Tank	100000	2.13	Veeral Shantilal Tank	100000	2.13
10	Hemant Gamanlal Mehta	100000	2.13	Hemant Gamanlal Mehta	100000	2.13

V. SHAREHOLDING OF DIRECTORS & KMP

During the Year none of the directors were holding any shares in the Company except for Mr. Harish Agrawal who is holding 83200 shares of the Company as on 31.03.2016

VI. INDEBTEDNESS

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

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

VIII. REMUNERATION OF DIRECTORS AND KEYMANAGERIAL PERSONNEL**A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
1.	Gross salary	Chetan Shinde (Managing Director)		
	(a)Salary as per provisions contained in section17(1) of the Income-tax Act, 1961	2,40,000		2,40,000/-
	(b)Value of perquisites u/s 17(2)Income-tax Act, 1961	NIL		
	(c)Profits in lieu of salary under section 17(3) Income taxAct,1961	NIL		
2.	Stock Option	NIL		
3.	Sweat Equity	NIL		
4.	Commission - as % of profit - others, specify...	NIL		
5.	Others, please specify (Sitting Fees)	10,000		10,000
6.	Total(A)	2,50,000		2,50,000

B. REMUNERATION TO OTHER DIRECTORS:

Sl. No.	Particulars of Remuneration	Harish Agrawal	Bhushan Adhatrao	Krishan Agrawal	Sapna Khandelwal	Total Amount
	<u>Independent Directors</u> ·Fee for attending board committee meetings ·Commission ·Others, please specify	NIL	50,000	NIL	40000	90000
	Total(1)	NIL	50,000	NIL	40000	90000
	<u>Other Non-Executive Directors</u> ·Fee for attending board committee meetings ·Commission ·Others, please specify					
	Total(2)					
	Total(B)=(1+2)	NIL	50,000	NIL	40000	90000
	Total Managerial Remuneration	NIL	50,000	NIL	40000	90000

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

Sl. no.	Particulars of Remuneration	Key Managerial Personnel	
		Mr.Vedant Bhatt (Company Secretary)	Total
1.	Gross salary		
	(a)Salary as per provisions contained in section17(1)of the Income-tax Act,1961	3,47,400	3,47,400
	(b)Valueof perquisitesu/s 17(2)Income-tax Act,1961	0.00	0.00
	(c)Profitsinlieuof salaryundersection 17(3)Income-tax Act,1961	0.00	0.00
2.	StockOption	0.00	0.00
3.	SweatEquity	0.00	0.00
4.	Commission - as % of profit - others, specify	0.00	0.00
5.	Others,please specify	0.00	0.00
6.	Total	3,47,400	3,47,400

VII. 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.

Annexure D

FORM NO. MR - 3

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

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

To,

The Members of

Shivkrupa Machineries And Engineering Services Limited

(Formerly Hariganga Machineries And Engineering Services Limited)

We 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 Limited** (hereinafter called "The Company"). We have conducted Secretarial Audit in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the **Shivkrupa Machineries And Engineering Services Limited** (hereinafter called "The Company") books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering from 1st April, 2015 to 31st March, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extend, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the **Shivkrupa Machineries And Engineering Services Limited** for the period covering from 1st April, 2015 to 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and bye laws framed there under;
- (iv) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Director Investment and External Commercial

(V) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act)

- a) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b) SEBI (Prohibition of Insider Trading) Regulations, 1992;
- c) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009; - ***Not Applicable to the Company for the period under review.***
- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - ***Not Applicable to the Company for the period under review.***
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - ***Not Applicable to the Company for the period under review.***
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - ***Not Applicable to the Company for the period under review.***
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - ***Not Applicable to the Company for the period under review*** and
- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(vii)*Other specifically applicable laws to the Company during the period under review;

- (I) Income Tax Act, 1961;
- (ii) Chapter V of the Finance Act, 1994 (Service Tax);
- (iii) Professional Tax;
- (iv) Tax Deducted at Source;
- (v) Securities Transaction Tax (STT).

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India -

The Secretarial Standards SS-1 and SS-2, issued and notified by the Institute of Company Secretaries of India (ICSI) have been complied with by the Company during the financial year under review.

(ii) The Listing Agreement entered into by the Company with The Calcutta Stock Exchange Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreement etc. mentioned above except the following:

1. *The Company has not published notice of meeting of Board of Directors and its quarterly results in newspapers as required under Regulation 47 (a) and (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the June'15 and September'15 quarter during the period under review.*

We further report that

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

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views were captured and recorded as part of the minutes.

We 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.

***For R S RAJPUROHIT & CO.,
Company Secretaries***

Rajvirendra Singh Rajpurohit
Membership No. - 40228
CoP No.- 15891

Date: 30th July, 2016.

Place: Mumbai.

Annexure – 1:

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, We followed provide a reasonable basis for my opinion.
3. We have not verified the correctness appropriateness of financial records and books of accounts of the Company.
4. Where ever required, We have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our 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 R S RAJPUROHIT & CO.,
Company Secretaries***

Rajvirendra Singh Rajpurohit
Membership No. - 40228
CoP No.- 15891

Date: 30th July, 2016.

Place: Mumbai.

ANNEXURE 'E' TO DIRECTORS' REPORT**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Your Directors have pleasure in presenting the Management Discussion and Analysis report for the year ended on 31st March 2016.

INDUSTRY STRUCTURE, DEVELOPMENT:

The Company has been established with the object of dealing in machineries, service contracts, investing in shares, other securities and financing industrial enterprise. 2015-16 was a year of mixed growth for the domestic economy, which had, over the previous two years witnessed a series of domestic and external headwinds.

The industry is showing some improvement as a result of improvement in manufacturing sector and current economic scenario. Going ahead your Directors are expecting better industrial development in the coming years.

SEGMENT-WISE PERFORMANCE:

The Company operates in a single business segment.

OPPORTUNITIES AND THREATS:

The Company is taking maximum efforts to capitalize on business opportunities & further expect a better outlook in the coming years.

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:

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. The identification, measurement, monitoring and management of risks remain a key focus area for the Company. We have in place a proper risk mitigating methods and effective credit operations structure. The Board of Directors of your Company endorses the risk strategy and approves the risk policies.

INFORMATION TECHNOLOGY

Our Company constantly upgrades its technology both in terms of hardware and software. This also helped installing a good management information system for the management to get timely information for decision making.

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 Internal Audit reports are regularly reviewed by the management. Internal Control measures and systems are established to ensure the correctness of the transactions and safe guarding of the assets. The control systems set on place are checked and further supplemented by MIS which provided for planned expenditure and information on disposal and acquisition of assets. 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,
Shivkrupa Machineries and Engineering Services Limited
(Formerly Hariganga Machineries And Engineering Services Limited)

Report on the Financial Statements:

We have audited the accompanying financial statements of **SHIVKRUPA MACHINERIES AND ENGINEERING SERVICES LIMITED**, which comprise the Balance Sheet as at 31 March 2016, 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, 2016;
- 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, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2016, 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: 30.05.2016

Annexure to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of **SHIVKRUPA MACHINERIES AND ENGINEERING SERVICES LIMITED** for the year ended **31 March 2016**, 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 **31ST March 2016** 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 **31st March, 2016** 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.
- ix. 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.
- x. 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: 30.05.2016

BALANCE SHEET AS AT 31ST MARCH, 2016

PARTICULARS	Note No	As At 31st March 2016	As At 31st March 2015
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	469,25,000	469,25,000
(b) Reserves and Surplus	3	(5,33,807)	(11,44,481)
(c) Money received against share warrants			-
(2) Share application money pending allotment			
(3) Non-Current Liabilities			
(a) Long-term borrowings		-	-
(b) Deferred tax liabilities (Net)		16,541	8,950
(c) Other Long term liabilities		-	-
(d) Long term provisions		-	-
(4) Current Liabilities			
(a) Short-term borrowings		-	-
(b) Trade payables	4	16,61,231	2,30,766
(c) Other current liabilities		-	-
(d) Short-term provisions	5	4,38,758	3,05,498
TOTAL		485,07,723	463,25,733
II.Assets			
(1) Non-current assets			
(a) <i>Fixed assets</i>			
(i) Tangible assets	6	83,244	99,962
(ii) Intangible assets		-	-
(iii) Capital work-in-progress			
(iv) Intangible assets under development			
(b) Non-current investments	7	88,93,098	74,36,899
(c) Deferred tax assets (net)		-	-
(d) Long term loans and advances	8	110,00,000	110,00,000
(e) Other non-current assets		-	-
(2) Current assets			
(a) Current investments			
(b) Inventories			
(c) Trade receivables	9	17,08,418	28,84,418
(d) Cash and cash equivalents	10	4,11,624	15,65,793
(e) Short-term loans and advances	11	220,34,504	229,26,778
(f) Other current assets	12	43,76,834	4,11,882
TOTAL		485,07,723	463,25,733
Summary of significant accounting policies	1		
Notes to Account	18		

Arpan Chudgar & Associates
Chartered Accountants

For and on behalf of the Board
Shivkrupa Machineries And
Engineering Services Limited

(Arpan Chudgar)
Proprietor
Membership No : 131876

Sd/-
(Chetan D. Shinde)
Managing Director
06996605

Sd/-
(Krishankumar R. Agarwal)
Director
00291076

Sd/-
(Vedant Bhatt)
Company Secretary

PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

Particulars		Note No	For the Year Ended 31st March 2016	For the Year Ended 31st March 2015
I.	Revenue from Operations	13	40,50,000	42,81,186
II.	Indirect Income	14	19,24,832	4,87,956
III.	Total Revenue (I + II)		59,74,832	47,69,142
IV.	Expenses:			
	<u>Manufacturing Expenses</u>	15	-	15,42,234
	<u>Administrative & Selling Expenses</u>			
	Employee Benefit Expenses	16	7,27,575	2,75,750
	Other Administrative and Selling Expenses	17	43,45,941	18,52,573
	Other Misc. Expenses		-	-
	Finance Costs		-	-
	Depreciation and Amortization Expense		16,718	348
	Total Expenses		50,90,234	36,70,905
V.	Profit before Exceptional and Extraordinary Items and Tax (III - IV)		8,84,598	10,98,238
VI.	Exceptional Items		-	-
VII.	Profit before Extraordinary Items and Tax (V - VI)		8,84,598	10,98,238
VIII.	Extra Ordinary Items		-	-
IX.	Profit before Tax (VII - VIII)		8,84,598	10,98,238
X.	Tax Expense:			
	(1) Current Tax		2,61,226	2,09,269
	(2) Deferred Tax		7,591	3,49,428
	(3) Previous Year Taxes		5,107	821,01
XI.	Profit/ (Loss) for the period from Continuing Operations (IX - X)		6,10,674	5,60,559
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)		6,10,674	5,60,559
XVI.	Earnings Per Equity Share			
	(1) Basic		0.13	0.34
	(2) Diluted		0.13	0.34
	Summary of significant accounting policies	1		
	Notes to Account	18		

Arpan Chudgar & Associates
Chartered Accountants

For and on behalf of the Board
Shivkrupa Machineries And
Engineering Services Limited

(Arpan Chudgar)
Proprietor
Membership No : 131876

Sd/-
(Chetan D. Shinde)
Managing Director
06996605

Sd/-
(Krishankumar R. Agarwal)
Director
00291076

Sd/-
(Vedant Bhatt)
Company Secretary

Place: Mumbai
Date: 30.05.2016

Annexures to the Balance Sheet

Particulars	As At 31st March 2016		As At 31st March 2015	
NOTE # 2				
Share Capital				
Authorised Capital				
70,00,000 Equity Shares of Rs 10/- each	700,00,000		700,00,000	
TOTAL	700,00,000		700,00,000	
Issued,Subcribed and Paid up:				
46,92,500 Equity Shares of Rs10/- each Fully Paid up	469,25,000		469,25,000	
TOTAL	469,25,000		469,25,000	
(i)Reconciliation of number of share outstanding at beginning				
and at the end of the reporting period:				
Number Of Shares at the beginning of the year	46,92,500		46,92,500	
Add: Issue of Shares by way of Preferential Allotment	-		-	
Number Of Shares at the end of the year	46,92,500		46,92,500	
(ii) Terms/ right attached to Equity Shares				
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 remaining 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.				
(III) Detail of shares held by the holding company, the ultimate	NIL		NIL	
holding company, their subsidiaries and associates :				
(IV)Details of Share held by each shareholder holding more than 5% shares :				
Name of the Shareholder	As at 31st March, 2016		As at 31st March, 2015	
	No of Shares	%	No of Shares	%
HIMATBHAI BABUBHAI SORATHIA	4,00,000	8.52	4,00,000	8.52
MUKESHKUMAR BHAYABHAI PATEL	4,00,000	8.52	4,00,000	8.52
TOTAL	8,00,000	17.04	8,00,000	17.04

NOTE # 3		
Reserves and Surplus		
(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	(11,44,481)	(17,05,040)
Addition during the year	6,10,674	5,60,559
TOTAL	(5,33,807)	(11,44,481)
* Borrowings shall be further classified as Secured/ Unsecured. Nature of security to be disclosed.		
NOTE # 4		
Trade Payables		
Acceptances	-	
other the Acceptances	16,61,231	2,30,766
TOTAL	16,61,231	2,30,766

NOTE # 5		
Short-Term Provisions		
Provision for Taxation (F.Y 2014-2015)	-	2,09,269
Provision for Income Tax	2,61,226	-
professional Tax on Salary Payable	4,150	1,750
Professional Fees Payable	25,000	-
Salary payable	1,58,000	74,000
Vat Payable	(4)	4,520
Arpan Chudghar & Associates	-	12,500
TDS on Profession Fees	-	3,459
TDS Payable	20,869	-
Audit Fees Payable	25,000	
Director Sitting Fees Payable	15,000	
Telephone Exp Payable West Bengal	(1,183)	
Ashwin Thumar & Co Tax Payable	(69,300)	
TOTAL	4,38,758	3,05,498
NOTE # 7		
Non-Current Investments		
Investment Property		
Investments in Equity Instruments	88,93,098	74,36,899
Investments in Preference Shares		
Investments in Government or Trust Securities		
Investments in Partnership Firms		
TOTAL	88,93,098	74,36,899
NOTE # 8		
Long-Term Loans and Advances		
Capital Advances- Advance for acquiring Plot	110,00,000	110,00,000
Loans and advances to Other Parties	-	-
TOTAL	110,00,000	110,00,000

NOTE # 9		
Trade Receivables	-	
Secured, Considered Good	-	
- Outstanding for a period exceeding six months	-	-
- Others		-
Less: Allowance for Bad & Doubtful Debts		-
Unsecured, Considered Good	17,08,418	28,84,418
- Outstanding for a period exceeding six months	-	
- Others		-
NOTE # 10		
Cash and Cash Equivalents		
Balance with Banks	1,36,500	11,82,554
Cash on Hand	2,75,124	3,83,239
TOTAL	4,11,624	15,65,793
* Earmarked Balances with Banks (e.g. Unpaid Dividend) shall be separately disclosed.		
NOTE # 11		
Short-Term Loans and Advances		
Loans and advances	219,59,504	228,41,778
Deposits	75,000	85,000
Other Advance Loan		-
TOTAL	220,34,504	229,26,778
NOTE # 12		
Other Current Assets (Residual Head)		
Others (specify nature)		
TDS (2015-2016)	2,58,197	-
India Infoline share receivable	58,609	1,54,478
- Income Tax (F.Y 2014-2015)	-	2,33,276
- MAT Credit with Income Tax	24,128	24,128
-Share Bill Receivable	40,35,900	-
TOTAL	43,76,834	4,11,882

Annexures to the Profit & Loss Statement

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2016	FOR THE YEAR ENDED 31ST MARCH 2015
NOTE # 13		
Revenue From Operations		
Sale of Products	40,50,000	17,80,800
Sale of Services	-	25,00,386
Other Operating Revenues	-	-
TOTAL	40,50,000	42,81,186
NOTE # 14		
Other Incomes		
Interest Income	18,05,907	-
Dividend Income	1,18,925	-
Other Non-Operating Income (short Term)	-	4,87,956
TOTAL	19,24,832	4,87,956
NOTE # 15		
Manufacturing Expenses		
Cost of Materials Consumed	-	-
Purchases of Stock-in-Trade	-	15,42,234
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	-	-
Other Manufacturing Expenses	-	-
TOTAL	-	15,42,234
NOTE # 16		
Employee Benefit Expenses		
Salaries and Wages	7,08,900	2,75,750
Contribution to PF and Other Funds	-	-
Staff Welfare Expenses	18,675	-
TOTAL	7,27,575	2,75,750
NOTE # 17		
Other Administrative and Selling Expenses		
AMC Maintenance Paid	8,79,500	-
Short Term Capital Loss	1,03,770	-
Audit Fees	25,000	25,000
Contractor Payment	14,46,900	10,00,000
Website Domain Booring	4,000	-
Advertisement Exp	11,375	7,333
Demat Charges	-	750
Profession Tax	-	3,072
Interest on Profession Tax	-	192
Bank Charges	6,698	11,696
National Securities Depository Limited Fees	10,884	6,742
Internet Services	-	500
Professional Fees	1,25,000	23,500
Kolkatta Stock Exchange Fees	28,090	1,12,360
Printing & Stationery Charges	45,097	1,411
MCA Expenses	22,800	5,47,000
Office Rent	1,81,000	9,000
CDSL Fees	3,435	17,978
RTA Fees	48,000	38,868

Office Expenses	20,816	41,791
Vat Registration Fees	-	5,025
Telephone Expenses	3,532	354
Director Sitting Fees	1,00,000	-
Electricity Exp	3,328	-
Ac Keeping Fees	630	-
AGM Meeting exp	7,544	-
Bse Lisiting Fees	12,20,000	-
Courier Exp	14,180	-
Interest on TDS	455	-
Intrest on Service Tax	234	-
Late Payment charges	50	-
National Insurance Co	498	-
Travelling Exp	33,125	-
TOTAL	43,45,941	18,52,573

Note - 6 (Fixed Assets As Per Company Act)

Tangible Assets as on 31st March 2016 as per companies Act 2013

S.N o.	Particulars	Gross Block					Depreciation Block			Net Block	
		Cost As On 01.04.2015	Additions During The Year	Sale / Disposal During The Year	Total As On 31.03.2016	Upto 01.04.2015	For The Year	Adjustm ent	Upto 31.03.2016	Net Carrying Amount As On 31.03.2015	Net Carrying Amount As On 31.03.2016
1	Computer Equipments	1,00,310	-		1,00,310	348	16,718	-	17,066	99,962	83,244
		-			-	-		-	-	-	-
					-			-	-	-	-
	TOTAL	1,00,310	-	-	1,00,310	348	16,718	-	17,066	99,962	83,244
	Previous Year	1,00,310	-	-	1,00,310	-	348	-	348	99,962	-

Notes to financial statements for the year ended 31st March, 2016**NOTES FORMING PART OF THE ACCOUNTS****Note 1:****A. SIGNIFICANT ACCOUNTING POLICIES****Basis of Preparation of Financial statement.**

The financial statements of Shivkrupa 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.

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

Revenue Recognition:

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

Investments:

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

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.

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

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.

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

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 and on behalf of the Board
Shivkrupa Machineries And
Engineering Services Limited**

Sd/- Sd/-
(Chetan D. Shinde) (Krishankumar R. Agarwal)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**NOTE 18. 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 year's figures have been regrouped, rearranged wherever necessary to make them comparable with those of current year.

Related Party Disclosure

Name Of Key Management Personnel		Transactions Made(Rs. In Lacs)		
	Salary	Amount	Amount	Year End
	Paid	Received	Paid	Balance
Chetan Shinde	2.40	-	2.40	

- a) 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.

b) Auditors Remuneration

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

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

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

PARTICULARS				<u>31-03-2016</u>	<u>31-03-2015</u>
				<u>(Rupees)</u>	<u>(Rupees)</u>
A	<u>CASH FLOW FROM OPERATING ACTIVITIES</u>				
	Net Profit /(Loss) before tax and Extra Ordinary items			8,84,598	5,60,559
	<u>Adjustment for:-</u>				
	Depreciation			16,718	348
	Misc. Balance Written Off				
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES				
	<u>Adjustment for:-</u>				
	Increases Deferred tax Liabilities			7,591	8,950
	Decreases Deferred tax Assets			-	3,40,478
	Increases Trade and other receivables / Payable			14,30,465	(13,447)
	Decreases Trade Payables			1,33,260.00	1,09,981
	Others Current Assets			(18,96,678)	(229,71,194)
	Cash generated from operations			5,75,954	(219,64,326)
	Direct Taxes Paid			(2,73,924)	-
	Extra-Ordinary Items				
	NET CASH FLOW FROM OPERATING ACTIVITIES	I		3,02,030	(219,64,326)
B	<u>CASH FLOW FROM INVESTING ACTIVITIES</u>				
	Purchase of Fixed Assets			-	(1,00,310)
	Sale of Fixed Assets				-
	Purchase of Investments			(14,56,200)	(74,36,899)
	Sale of Investments				-
	Interest Received				-
	Dividend Received				-
	NET CASH USED IN INVESTING ACTIVITIES	II		(14,56,200)	(75,37,209)
C	<u>CASH FLOW FROM FINANCING ACTIVITIES</u>				
	Loan From Directors & Relatives			-	-
	Proceeds from Long term Loan and Advances			-	(110,00,000)
	Proceeds from issue of share capital			-	419,25,000
	Payment of Long term borrowings			-	(43,075)
	Repayment of Financial Liability & Advances				-
	Dividend Paid				-
	Proceed from Share Allotment				-
	NET CASH USED IN FINANCING ACTIVITIES	III		-	308,81,925
	NET INCREASE/(DECREASE) IN CASH OR CASH EQUIVALENTS	(I + II + III)		(11,54,170)	13,80,391
	<u>Add:- CASH & CASH EQUIVALENTS AS AT BEGINNING</u>			15,65,794	1,85,403
	CASH & CASH EQUIVALENTS AT AT END			4,11,624	15,65,794

Arpan Chudgar & Associates
Chartered Accountants

For and on behalf of the Board
Shivkrupa Machineries And Engineering Services Limited

(Arpan Chudgar)
Proprietor
Membership No : 131876

Sd/- **(Chetan D. Shinde)** Sd/- **(Krishankumar R. Agarwal)**

Place: Mumbai
Date: 30.05.2016

Shivkrupa Machineries And Engineering Services Limited

Regd off: 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 36th Annual General Meeting of the Company at Old Motor Stand, Itwari, Nagpur-440008, Monday, 26th September, 2016 at 10.30 A.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.

ELECTRONIC VOTING PARTICULARS

Electronic Voting Event Number (EVEN)	User ID	Password

Shivkrupa Machineries And Engineering Services Limited

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

CIN: L45208MH1980PLC022506**PROXY FORM****(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]****Name of the Company: Shivkrupa Machineries And Engineering Services Limited****CIN: L45208MH1980PLC022506****Registered Office: Old Motor Stand, Itwari, Nagpur-440008**Website: www.shivkrupamachineries.comEmail: shivkrupamachineries@gmail.com

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

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

1. Name: _____

Address: _____

Email Id _____

Signature: _____ or failing him

2. Name: _____

Address: _____

E-mail Id: _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting of Shivkrupa Machineries And Engineering Services Limited to be held on the 26th day of September, 2016 at 10.30 A.M. on Monday at Old Motor Stand, Itwari, Nagpur-440008 “: and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution No.	Resolution
Ordinary Business	
1.	Adoption of Audited Financial Statements for the year ended 31st March, 2016.
2.	Re-appointment of Mr. Harish Agrawal who retires by rotation and being eligible, offers himself for re-appointment.
Special Business	
3.	Appointment of Statutory Auditor of the Company
4.	Approval for payment of minimum remuneration to Mr Chetan Shinde, Managing Director in case of inadequacy of profits and ratification of the excess remuneration paid for the financial year ended March 31, 2016

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

Signature of shareholder

Signature of Proxy holder(s)

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 LIMITED

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