

Shiva Medicare Limited

CIN: L93090TG1993PLC088165

Registered Office: Flat No.4; House No.3-6-521/A,
Navneet Villa Apartments, Himayatnagar,
HYDERABAD-500029; TELANGANA STATE.
URL: www.shivamedicare.com

Ref: SML/BSE-DEC/2016 – 06

Date: 02nd January, 2017

To
Deputy Manager
Dept. of Corporate Services,
Bombay Stock Exchange Limited
P J Towers, Dalal Street,
Fort, MUMBAI – 400001

Dear Sir/Madam,

Sub: 25th Annual General meeting ('AGM') Voting Result, Scrutinizers Report & Annual Report of Shiva Medicare Limited

Ref: Regulation 34 & 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; Script Code# 524602

With reference to the above captioned subject matter we herewith submit the following:



1. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as Annexure – I.
2. Report of Scrutinizer dated August 12, 2016, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014.
3. Annual Report for the financial year 2015-16 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 duly approved and adopted by the members as per the provisions of the Companies Act, 2013.

We request you to take note of the Voting results, Scrutinizers Report & 25th Annual report of the Company on your records and acknowledge the receipt of the same.

Thanking you,

Yours faithfully,

For Shiva Medicare Limited



Kishan Prasad Palaypu

Director

DIN: 01154438

Encl: Voting results, Scrutinizers Report & Annual Report

SHIVA MEDICARE LIMITED

CIN: L93090TG1993PLC088165

25th Annual Report ***2015-16***

SHIVA MEDICARE LIMITED

CIN: L93090TG1993PLC088165

Regd Off Add: Flat #4, House #3-6-521/A, Navneeth Villa Appts, Himayat Nagar,
Hyderabad-500029, Telangana, India.

NOTICE

NOTICE is hereby given that the 25th Annual General Meeting of the Members of Shiva Medicare Limited (CIN: L93090TG1993PLC088165) will be held on Saturday, 31st day of December, 2016 at 10.00 Hrs. at Hotel Kens, Plot No. 53, Srinagar Colony, Beside Karnataka Bank, Hyderabad, Telangana – 500 073 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2016 and Profit and Loss Account for the financial year ended as on that date together with the Directors' Report and Auditor's Report thereon.
2. **To consider the Appointment of M/s. SPED & Co., Charartered Accountants (Firm No.006987S), Hyderabad, as a Statutory Auditor of the Company:**

To consider and, if thought fit, to pass, with or without modification(s) the following Resolution as a Ordinary Resolution

“RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s. SPED & Co., Chartered Accountants (FRN:006987S), Hyderabad be and is hereby appointed as the Statutory Auditors of the Company and to hold the office from the conclusion of this 25th Annual General Meeting till the conclusion of 30th Annual General Meeting of the Company, subject to ratification as to the said appointment at every Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.

FURTHER RESOLVED THAT any of the Board of Directors, be and are, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms with Registrar of Companies.”

Special Business:

3. **Appointment of Mr. Kishan Prasad Palaypu (DIN: 01154438) as a Director:**

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 152 & 161 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Kishan Prasad Palaypu (DIN: 01154438) who was appointed as an Additional Director (Non-Executive under Professional Category) of the Company by the Board of Directors at its meeting held on 18th May, 2016 and whose term of office expires at this Annual General Meeting (‘AGM’) and in respect of whom the Company has received a notice in writing from him along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

FURTHER RESOLVED THAT any of the Board of Directors, be and are, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms with Registrar of Companies.”

4. Appointment of Mr. Shivarama Babu Velchuri (DIN: 06866062) as a Director (Executive Director under Professional Category).

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 sections 196, 197 and 152 and other applicable provisions if any of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with schedule V thereof as amended up to date, and subject to such other approval as may be required consent of the Company be and is hereby accorded to the appointment of Mr. Shivarama Babu Velchuri (DIN: 06866062), who was appointed as an Additional Director in board of directors meeting held on 6th December 2016 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting(AGM) and in respect of whom the Company has received a notice in writing from him along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director(Executive Director under Professional), be and is hereby appointed as a Director of the Company, liable to retire by rotation.

FURTHER RESOLVED THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to fix his salary within the salary scale approved, increasing thereby, proportionately, all benefits related to the quantum of salary

FURTHER RESOLVED THAT any of the Board of Directors, be and is, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms with Registrar of Companies.”

5. Appointment of Mr. Mahesh Kumar Vellaboyina (DIN: 07304691) as a Director (Non -Executive Director under Professional Category).

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 152 & 161 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Mahesh Kumar Vellaboyina (DIN: 07304691), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 06th December, 2016 and whose term of office expires at this Annual General Meeting (‘AGM’) and in respect of whom the Company has received a notice in writing from him along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director(Non-Executive Director under Professional), be and is hereby appointed as a Director of the Company, liable to retire by rotation.

FURTHER RESOLVED THAT any of the Board of Directors, be and are, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms with Registrar of Companies.”

6. Appointment of Mr. Raghu Ramaiah Kaveti (DIN: 03288531) as a Independent Director.

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under, including any amendment, modification, variation or re-enactment thereof read with Schedule IV to the Companies Act, 2013, for the time being in force, and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Mr. Raghu Ramaiah Kaveti (DIN: 03288531), who was appointed as an Additional Director in board of directors meeting held on 6th December 2016 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5(five) consecutive years with effect from 06th December, 2016 to 05th December, 2021.”

RESOLVED FURTHER THAT Mr. Raghu Ramaiah Kaveti an Independent Director shall not be liable for retirement by rotation during the tenure of her office.”

RESOLVED FURTHER THAT any of the Board of Directors or company secretary of the company be and are hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms with Registrar of Companies.”

7. Appointment of Mr. Ram Murthy Telukuntla (DIN: 01715859) as a Independent Director.

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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Mr. Ram Murthy Telukuntla (DIN: 01715859), who was appointed as an Additional Director in board of directors meeting held on 6th December 2016 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5(five) consecutive years with effect from 06st December, 2016 to 05th December, 2021.”

RESOLVED FURTHER THAT Mr. Ram Murthy Telukuntla an Independent Director shall not be liable for retirement by rotation during the tenure of her office.

RESOLVED FURTHER THAT any of the Board of Directors or company secretary of the company be and are hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms with Registrar of Companies.”

**By the Order of the Board
For Shiva Medicare Limited**

Place: Hyderabad

Date: 06th December, 2016

Sd/-
Kishan Prasad Palaypu
Director
DIN: 01154438

NOTES:

1. AN EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 WITH RESPECT TO THE SPECIAL BUSINESS SET OUT IN THE NOTICE IS ANNEXED HERETO.
2. EVERY MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM/HER SELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

3. Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
5. The Register of Members and Share Transfer Books of the company will remain closed from 21st December, 2016 to 31st December, 2016 (both days inclusive) for the purpose of the Annual General Meeting.
6. Details as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
7. Electronic copy of the Notice of the 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 Participant(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 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.
8. Notice of the Annual General Meeting and the Annual Report for the Financial Year 2015-2016 will also be available on the Company's website www.shivamedicare.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Hyderabad 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 email id: contact@shivamedicare.com, Section 108 of Companies Act 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 provides for the mandatory electronic voting facility to all the members of the Company to exercise their right to vote at the general meetings through electronic means. The Company in compliance of the provisions is providing the electronic voting facility to all the members at the cutoff date for transacting the businesses at the Annual General Meeting through CDSL. A member may exercise his right to vote at the Annual General Meeting by electronic means by following the e-Voting process. The complete detail of the instructions for e-voting is annexed to this Notice.

Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting. Members may please note that no gifts/ gift coupons shall be distributed at the venue of the Annual General Meeting.

Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

All future shareholders' communications would be sent to you electronically on this e-mail address. Please inform any changes in your e-mail address to the Depository through your Depository Participant in case you hold the shares electronically and to the Registrar & Share Transfer Agent (RTA) or the Company, in case you hold the shares physically.

Kindly note that in case you wish to get a hard copy of the above documents, the same will be provided to you, free of cost, upon receipt of request from you. You may, in that case, write to the Company at the aforesaid address

9. Voting through electronic means;
 - a. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL).
 - b. The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins on 28th December, 2016 and 09:00 Hrs and ends on 30th December, 2016 and 17:00 Hrs. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 24th December, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

- (xx) Other instructions:
- a. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 21st day of December, 2016.
 - b. Mrs. Manjula Aleti, Practicing Company Secretary (Membership # 31661), has been appointed as the scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- c. The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizers' report of the total votes cast in favor of against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - d. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.shivamedicare.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchanges where the Company's shares are listed.
10. 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 9.00am to 5.00 pm on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

**By the Order of the Board
For Shiva Medicare Limited**

Place: Hyderabad
Date: 06th December, 2016

Sd/-
Kishan Prasad Palaypu
Director
DIN: 01154438

**Statement pursuant to Section 102(1) of the Companies Act, 2013
("Act")**

The following Statement set out all material facts relating to Item Nos. 2 to 7 mentioned in the accompanying Notice.

Item No.2

V Ramachandra Rao, Chartered Accountants(Membership #203292), Hyderabad tendered their resignation from the position of Statutory Auditors of the Company due to their pre-occupancy's, resulting into a vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act").

The vacancy so caused due the resignation of auditors can only be filled up by the Company in general meeting. Board proposes that M/s. SPED & Co., Chartered Accountants (Firm Regn No.006987S), Hyderabad, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of Mr. V Ramachandra Rao, Chartered Accountants.

M/s. SPED & Co., Chartered Accountants (Firm Regn No.006987S), Hyderabad 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. 3, 4 and 5

Mr. Kishan Prasad Palaypu, Mr. Shivarama Babu Velchuri, and Mr. Mahesh Kumar Vellaboyina was appointed as an Additional Director w.e.f. 18th May, 2016(Mr. Kishan Prasad Palaypu) and 06th December, 2016(Mr. Shivarama Babu Velchuri & Mr. Mahesh Kumar Vellaboyina) in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Mr. Kishan Prasad Palaypu, Mr. Shivarama Babu Velchuri & Mr. Mahesh Kumar Vellaboyina candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Mr. Kishan Prasad Palaypu, Mr. Shivarama Babu Velchuri and Mr. Mahesh Kumar Vellaboyina on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 3, 4 & 5 for adoption.

The profile and specific areas of expertise of Mr. Kishan Prasad Palaypu, Mr. Shivarama Babu Velchuri, and Mr. Mahesh Kumar Vellaboyina is provided in annexure to this notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the

said resolution. The Board recommends resolutions under Item No. 3, 4 & 5 to be passed as an ordinary resolution.

Item No. 6 and 7

As per the provisions of Section 149(4) of the Companies Act, 2013, every listed company shall have at least 1/3rd of its total number of directors as independent directors. Section 149(6) of the said Act, lays down the criteria for independence. Mr. Raghu Ramaiah Kaveti and Mr. Ram Murthy Telukuntla non-executive directors of the Company have furnished declarations to the Company under Section 149(7) of the Companies Act, 2013, confirming that they meet the criteria prescribed for independent directors under Section 149(6) of the said Act.

In the opinion of the Board these individuals are persons of integrity, possess the relevant expertise and experience, fulfill the conditions specified in the said Act and the rules made there under and are independent of the management of the Company. In terms of Section 149 of the Companies Act, 2013, an independent director shall hold office for two terms of up to 5 consecutive years each on the board of a company, but shall be eligible for re-appointment on passing of a special resolution by the company and disclosure of the same in the Directors' report. Further, in terms of Section 149(13) of the said Act, independent directors are not liable to retire by rotation.

Accordingly, the Board proposes to appoint Mr. Raghu Ramaiah Kaveti and Mr. Ram Murthy Telukuntla as Independent Directors of the Company for a period of 5 years with effect from 06th December, 2016, as set out at Item Nos. 6 to 7 of this Notice. Notices as required under Section 160 of the Companies Act, 2013 have been received from some Members proposing the candidature of the said Independent Directors of the Company. Upon the confirmation of the appointment of these individuals as Independent Directors by the Members of the Company, the appointment shall be formalised by the issue of a letter of appointment by the Company to the said Independent Directors.

Brief profile of the said Independent Directors, in terms of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided after this Notice.

The Board accordingly recommends the resolutions at Item Nos. 6, and 7 of this Notice for the approval of the Members as ordinary resolutions. None of the said Directors are related to each other.

None of the Directors or Key Managerial Personnel of the Company or their relatives other than those mentioned in the respective resolutions and their relatives are in any way concerned or interested, financially or otherwise, in the resolutions at Item Nos. 6 and 7 of this Notice.

**By the Order of the Board
For Shiva Medicare Limited**

Place: Hyderabad
Date: 06th December, 2016

Sd/-
Kishan Prasad Palaypu
Director
DIN: 01154438

SPECIFIC ATTENTION OF SHAREHOLDERS

Sub: Furnishing of E-mail ID

Members are requested to provide their e-mail IDs so as to enable the Company to send documents like notice calling general meetings, audited financial statements, Directors' report, Auditors' report etc., by way of e-mail.

Shareholders:

1. Physical Mode: E-mail ID be furnished to the Company in the format enclosed.
2. Electronic / Demat Mode: E-mail ID be furnished to the DP with whom demat account has been opened and not to the Company. The Company cannot act on e-mail IDs received directly from the Members holding shares in Demat Mode for registration of e-mail IDs.

SHIVA MEDICARE LIMITED
E-MAIL REGISTRATION FORM
(Exclusively for Shareholders holding shares in physical form)

To
Cameo Corporate Services Limited
Subramaniam Building,
No1, Club House road,
Chennai - 600002
Phone: 044-28460390, 28460391

Dear Sir,

Sub: Registration of E-mail

Ref Unit: Shiva Medicare Limited

Regd. Folio No. :

- Full Name of Shareholder: 1.
- Full Name(s) of Joint
Shareholder(s): 2.
- Full Name(s) of Joint
Shareholder(s): 3.

E-mail ID to be registered:

Signature of the Applicant

Date:
Place:

Note:

1. On registration of e-mail, all the communications, including the Annual Reports, will be sent at the said registered e-mail.
2. Shareholders are requested to keep the Company informed of any change in their e-mail ID.

Annexure to the Notice

Details of the Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting

Name	Kishan Prasad Palaypu	Shivarama Babu Velchuri	Mahesh Kumar Vellaboyina	Raghu Ramaiah Kaveti	Ram Murthy Telukuntla
Date of Birth	15 th August, 1958	01 st February, 1977	28 th August, 1970	01 st July, 1950	07 th April, 1959
Date of Appointment	18 th May, 2016	06 th December, 2016	06 th December, 2016	06 th December, 2016	06 th December, 2016
Qualifications	Chartered Accountant	D.E.C	Batcher of Engineering & MBA	IRTS(Rtd)	B.Com, Chartered Accountant, M.B.A
Experience in Specific Functional Areas	professional advisory cum Management Consultancy services to several Corporate Entities in the lines of Capital Budgeting, Taxation, Business Structuring, Mergers, Acquisitions, Amalgamations, Strategic Business Planning; Financial Restructuring; Debt restructuring etc.	working experience for more than 18 years on both the hemispheres of the globe in the areas of IT, Plant Automation & Financial systems. His vast travel experience during his business trips to all corners of the world fetched him invaluable insight about the lives of various Ethnic groups.	Experienced solution architect and management Professional with 24 years of experience. Conceptualized and developed several products from ground-up with rich, extensive and customizable functionality to meet the demands of various Fortune 500 companies. Armed with passion about new technologies and its use in everyday life, Mahesh has evolved to be a startup enthusiast and a strategic investor.	30 years of service in Ministry of Railways and Ministry of Shipping, Government of India. He was Chairman, Paradip Port for 5 years from 2005 to 2010. He had vast experience in Corporate Affairs, Port Management, Port Operation & Maintenance, Management of Port Railway, Port Connectivity, Logistics, Infrastructure Projects, Finance, Personnel Management and Procurement etc	More than 30 years experience in the field of Audit, Project Finance, Income Tax matters, US tax works, & Infrastructure facilities
Directorship Held in other public companies (Excluding foreign companies and Section 25 Companies)	Grey Mat Techno Solutions Limited	None	None	Seaways Shipping And Logistics Limited	None
Memberships / Chairmanships of Committees of other public Companies (includes only Audit	None	None	None	None	None

Committee and Shareholders. Investors grievance Committee					
Number of Shares held in the Company	None	None	None	None	None

SHIVA MEDICARE LIMITED

CIN: L93090TG1993PLC088165

Registered office: Flat No.4, H.No.3-6-521/A, Navneeth Villa Aparts, Himayat
nagar, Hyderabad - 500029

Ph: 040-27660781, e-mail: contact@shivamedicare.com, website:
www.shivamedicare.com

ATTENDENCE SLIP

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

Full name of the member attending _____

Member's Folio No/Client ID : _____ No.of shares held

Name of Proxy _____

(To be filled in, if the Proxy attends instead of the member)

I hereby record my presence at the 25th Annual General Meeting of the Shiva Medicare Limited, at Hotel Kens, Plot No.53, Srinagar Colony, Beside Karanataka bank, Hyderabad – 500 073 on Saturday, 31st December, 2016 at 10.00 Hrs.

Member's / Proxy's Signature

Notes :

1. Members are required to bring their copies of the Annual Report to the meeting , since further copies will not be available.
2. The Proxy to be effective should be deposited at the Registered office of the Company not less than FORTY-EIGHT HOURS before the commencement of the meeting.
3. A Proxy need not be a member of the company.
4. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other jointholders, Seniority shall be determined by the order in which the names stand in the Register of Members.
5. This form of proxy confers authority to demand or join in demanding a poll.
6. The submission by a members of this form of proxy will not procedure such member from attending in presence and voting at the meeting.

SHIVA MEDICARE LIMITED

CIN: L93090TG1993PLC088165

Registered office: Flat No.4, H.No.3-6-521/A, Navneeth Villa Aparts,
Himayat nagar, Hyderabad - 500029

Ph: 040-27660781, e-mail: contact@shivamedicare.com, website:
www.shivamedicare.com

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 member (s):
Registered Address:
E-mail Id:
Folio No./Client ID:
DP ID:

I/We being the member(s) of Shares of the above mentioned
Company hereby appoint:

1. Name.....Address.....
.....
Email ID.....Signature.....or
falling him/her:
2. Name.....Address.....
.....
Email ID.....Signature.....or
falling him/her
3. Name.....Address.....
.....
Email ID.....Signature.....or
falling him/her

as my/our proxy to attend and vote (on a Poll) for me /us and on my/our
behalf at the 25th Annual General Meeting of the Company to be held on

Saturday, the 31st Day of December, 2016 at 10.00 Hrs at Hotel Kens, Plot No.53, Srinagar Colony, Beside Karnataka Bank, Hyderabad – 500 073 and at any adjournment thereof in respect of such resolutions as are indicated below:-

S. No.	Resolutions	For*	Against*
	Ordinary Business		
1.	Adoption of Financial Statements for the year ended 31 st March 2016		
2.	Appointment of M/s. SPED & Co., Charartered Accountant(Firm No.006987S), Hyderabad, as a Statutory Auditor of the Company		
	Special Business		
3.	Appointment of Mr. Kishan Prasad Palaypu (DIN: 01154438) as a Director		
4.	Appointment of Mr. Shivarama Babu Velchuri (DIN: 06866062) as a Director (Executive Director under Professional Category)		
5.	Appointment of Mr. Mahesh Kumar Vellaboyina (DIN: 07304691) as a Director (Non -Executive Director under Professional Category)		
6.	Appointment of Mr. Raghu Ramaiah Kaveti (DIN: 03288531) as a Independent Director		
7.	Appointment of Mr. Ram Murthy Telukuntla (DIN: 01715859) as a Independent Director		

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

Signature of Shareholder.....

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

Affix
Revenue
Stamp

Notes:

The instrument of Proxy in order to be effective, should be deposited at the registered office of the company, duly completed and signed, not later than 48 hours before the commencement of the meeting.

For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the 25th Annual General Meeting.

It is optional to put a `X' in the appropriate column against the resolutions indicated in the Box. If you leave the `For' or `Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

SHIVA MEDICARE LIMITED

CIN: L93090TG1993PLC088165

DIRECTORS' REPORT

To
Shareholders,
Shiva Medicare Limited

Your Directors would like to present the 25th Annual Report together with the Audited Accounts for the year ended 31st March, 2016. The financial highlights of your Company for the year ended 31st March, 2016 are as follows:

1. FINANCIAL RESULTS:

Particulars	Financial Year ended 31 st March, 2016(in Rs.)	Financial Year ended 31 st March, 2015 (in Rs.)
Revenue from Operations	67,000	145,000
Indirect Income	0	0
Total Income	67,000	145,000
Finance Costs	0	0
Depreciation	0	0
Total Expenditure	542,536	125,000
Profit/Loss Before Tax	(475,536)	(20,000)
Less: Tax Expenses	0	0
Net Profit /Loss After Tax	(85,125,036)	(84,649,500)
Earnings per share: Basic & Diluted	(135.76)	(135.05)

2. OPERATIONS:

During the year under review the company achieved total turnover of Rs.67,000/- is marginally lower than that of the previous year. The operations in the year have ended in a loss of Rs.475,536/- as against a profit of Rs.20,000/- in the previous year.

The Company's operations have been affected by as the company has been through the procedures:

- 1) Resumption in Trading of Equity Shares of Company at BSE Ltd
- 2) New Project Planning & Execution.
- 3) Restructuring of Company's balance sheet through Capital Reduction.

The Company is optimistic and re-working its strategies to overcome such issues in the current year.

3. CHANGE IN SHARE CAPITAL:

There is no change in Share Capital of the company during the year under review.

4. DIVIDEND:

In view of losses incurred by the Company during the year under review, the Board is not a position to recommend the dividend.

5. EXPORTS:

During the year under review there are no exports.

6. DEPOSITS:

Your Company did not invite or accept any Deposit during the year under review.

7. FUTURE OUTLOOK:

The company has further plans to modernize/expand its operations

8. CORPORATE GOVERNANCE:

A separate report on Corporate Governance is enclosed as a part of this Annual Report. A certificate from the Auditors of the Company regarding compliance with conditions of Corporate Governance norms stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to the Report on Corporate Governance as **Annexure - I**.

9. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements), 2015 is presented in a separate section forming part of the Annual Report as **Annexure - II**.

10. ENVIRONMENT AND POLLUTION CONTROL:

The Company ensures the very minimum quantity of generation of waste, low emission levels and low noise pollution levels during the operations. As of now there was no such manufacturing facility is available.

11. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**A. APPOINTMENT AND CESSATION****a) APPOINTMENT:**

There was no Appointment during the year under review. However, Board of Directors in their meeting held on 18th May, 2016 and 6th December 2016 proposes to appoint following members on the board of the Company:

SHIVA MEDICARE LIMITED

CIN: L93090TG1993PLC088165

1. To Appoint Mr. Kishan Prasad Palaypu (DIN: 01154438) as a Director (Non- Executive under Professional category);
2. To Appoint Mr. Shivarama Babu Velchuri (DIN: 06866062) as an Additional Director(Executive Director under Professional Category);
3. To Appoint Mr. Mahesh Kumar Vellaboyina (DIN: 07304691) as an Additional Director(Non-Executive Director under Professional Category);
4. To Appoint Mr. Raghu Ramaiah Kaveti (DIN: 03288531) as a Additional Director(Non-Executive Director under Independent Category);
5. To Appoint Mr. Ram Murthy Telukuntla (DIN: 01715859) as an Additional Director(Non-Executive Director under Independent Category).

b) CESSATION:

There is no cessation of Directors during the year under review. However Board of Directors in their meeting held on 6th December 2016 taken note of resignation of the following Directors and KMP's of the Company:

1. To take note of resignation of Mr. John Wilson Babu Chebrolu (DIN: 05160184), Director of the Company;
2. To take note of resignation Mr. Srinivasulu Vuppala (DIN: 05351230), Director of the Company.

B. EVALUATION OF THE BOARD'S PERFORMANCE:

Board carried out through a structured evaluation process covering various aspects of the Board's functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board, Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment etc.

The evaluation of the Independent Directors and that of the Chairman was carried out by the entire Board excluding the Director being evaluated and the evaluation of Non-Independent Directors was carried out by the Independent Directors. A separate meeting of Independent Directors was also held during the year wherein the performance of Chairman, Board and Executive Directors was evaluated.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

C. REMUNERATION POLICY:

The company follows a policy on remuneration of Directors and Senior Management Employees.

The Objectives of the policy

1. To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and key Managerial positions and to determine their remuneration.
2. To determine remuneration based on the company's size and financial position and trends and practices on remuneration prevailing in peer Companies.
3. To carry our evaluation of the performance of Directors,
4. To provide them regard linked directly to their effort, performance, dedication and achievement relating to the Company's operations.

D. DECLARATION BY INDEPENDENT DIRECTORS:

All the Independent Directors of the Company have given declaration stating that they meet the criteria of independence as provided under Companies Act, 2013.

E. FAMILIARIZATION PROGRAMME OF INDEPENDENT DIRECTORS:

The Company has formulated a familiarization program for Independent Directors to provide insights into the Company's insight and other important aspects to enable the Independent Directors to understand its business in depth and contribute significantly to the Company. The Company Secretary briefs the Director about their legal and regulatory responsibilities as a Director.

12. AUDITORS & AUDITORS' REPORT:**A. STATUTORY AUDITORS:**

Mr. V Ramachandra Rao, Chartered Accountants(Membership#203292), have intimated their inability to continue as Statutory Auditors of the company vide their letter dated 26.11.2016 and have tendered their resignation with effect from the conclusion of ensuing 25th Annual General Meeting, thereby resulting in casual vacancy of Auditors. The Board of Directors considered and approved the resignation of M/s. SPED & Co., w.e.f from 31st December, 2016.

In order to fill in the casual vacancy, M/s. SPED & Co., Chartered Accountants (FRN #006987S), Hyderabad, are being considered to be appointed as Statutory Auditors by the Members at this 25th Annual General Meeting. M/s. SPED & Co., vide letter dated 06.12.2016 have consented and have confirmed their eligibility to be appointed as the statutory auditors of the company.

B. SECRETARIAL AUDITOR:

During the year, the Company has appointed Mrs. Manjula Aleti, Company Secretary in Practice, have been appointed Secretarial Auditor of the Company. The report of the Secretarial Auditor is given as **Annexure – III**. to this report. The Secretarial Audit Report does not contain any reservation, qualification or adverse remark.

C. INTERNAL AUDITOR:

Since there is No Operations hence No Internal Audit is required.

13. DIRECTORS' RESPONSIBILITY STATEMENT:

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

(c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) the directors had prepared the annual accounts on a going concern basis;

(e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and

(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.

14. RELATED PARTY TRANSACTIONS:

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

Your Directors draw attention of the members to Note 2.15 to the financial statement which sets out related party disclosures.

15. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

Your Company has no activity with regard to conservation of energy or technology absorption. Your Company does not have any foreign exchange earnings or outgo during the year.

16. INTERNAL FINANCIAL CONTROLS:

The Company has in place adequate internal financial controls with reference to financial statements.

17. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:

The information required pursuant to Section 197(12) of Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of the employees of the Company, will be provided upon request in terms of Section 136 of the Act.

No employee was in receipt of remuneration in excess of the limits prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended and hence the disclosure as required under Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not required.

18. POLICY ON SEXUAL HARASSMENT:

The Company has adopted policy on Prevention of Sexual Harassment of Employees at workplace in accordance with The Sexual harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the year under review, the Company has not received any complaints pertaining to sexual harassment.

19. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

The Company has not made any loan, given guarantee or provided security pursuant to the provisions of Section 186 of Companies Act, 2013. The details of investments made by the Company pursuant to the provisions of Section 186 of Companies Act, 2013 is provided in the financial statement.

20. DISCLOSURES:**A. EXTRACT OF ANNUAL RETURN:**

Extract of Annual Return of the Company is annexed herewith as **Annexure IV** to this Report.

SHIVA MEDICARE LIMITED

CIN: L93090TG1993PLC088165

B. COMPOSITION OF AUDIT COMMITTEE:

The Audit Committee comprises Mr. John Wilson Babu (Chairman), Mr. Srinivasa Vuppala and Mrs. Seema Manoj Jha as other members.

All the recommendations made by the Audit Committee were accepted by the Board.

C. VIGIL MECHANISM:

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. There were no complaints received during the year 2015-16.

D. NUMBER OF BOARD MEETINGS:

The Board of Directors of the Company met Six (6) times during the year. For further details, please refer report on Corporate Governance.

E. LISTING FEES:

The Company confirms that it has paid listing fees for the year to BSE Limited where its shares are listed.

21. GENERAL:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- a. The Company has no subsidiaries, joint ventures or associate companies.
- b. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

22. APPRECIATION:

The Board of Directors is pleased to place on record their appreciation of the co-operation and support extended by Government of India, various State Governments and their concerned Department / Agencies / Regulatory Authorities for their continued support and co-operation. The Director also wish to place on record the support extended by every stakeholders of the company.

**By the Order of the Board
For Shiva Medicare Limited**

Place: Hyderabad

Date: 06th December, 2016

Sd/-
John Wilson Babu Chebrolu
Director
DIN: 05160184

Sd/-
Srinivasulu Vuppala
Director
DIN: 05351230

CORPORATE GOVERNANCE REPORT

1. BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company aims at achieving transparency, accountability and equity in all facets of its operations and in all interactions with stakeholders, including shareholders, employees, government, lenders and other constituents, while fulfilling the role of a responsible corporate representative committed to good corporate practices. The Company is committed to achieve good standards of Corporate Governance on a continuous basis by laying emphasis on ethical corporate citizenship and establishment of good corporate culture which aims at true Corporate Governance.

The Company believes that all its operations and actions must result in enhancement of the overall shareholders value in terms of maximizing shareholder's benefits, over a sustained period of time.

2. BOARD OF DIRECTORS:

a) Composition and provisions as to Board and Committees:

The policy is to have appropriate mix of executive and independent directors to maintain the Board and to separate the Board functions of governance and management. The total strength of the Board as on March 31, 2016 is 3 (Three) Directors comprising of Independent Directors. The Board periodically evaluates the need for increasing or decreasing its size. Following is the present composition of our Board and their number of directorships in other companies as on 31.03.2016.

Name of the Director	Category	No. of other Directorships as on 31.03.2016	No. of membership(s) of Board Committees* in other companies as on 31.03.2016	No. of Chairmanship(s) of Board Committees* in other Companies as on 31.03.2016	No. of Shares held
Mr. John Wilson Babu DIN: 05160184	Independent Director	2	-	-	-
Mr. Srinivasa Vuppala DIN: 05351230	Independent Director	2	-	-	-
Mrs. Seema Manoj Jha	Independent Women Director	-	-	-	-

DIN: 0697054 4					
----------------------	--	--	--	--	--

*Memberships/Chairmanships of only Audit Committees and Stakeholders' Relationship Committees in all public limited companies (excluding Shiva Medicare Limited) have been considered

b) Attendance of each Director at the Board of Directors Meeting and the last Annual General Meeting:

Name of the Director	No. of Board meetings held from 01.04.2015 to 31.03.2016	No. of Board meetings attended from 01.04.2015 to 31.03.2016	Attendance at last AGM (28.09.2015)
Mr. Srinivasa Vuppala	6	6	Yes
Mr. John Wilson Babu	6	6	Yes
Mrs. Seema Manoj Jha	6	6	Yes

c) No of Board of Director Meetings held, dates on which meetings were held: During the financial year ended 31st March, 2016, Six (6) Board Meetings were held on **18.05.2015, 27.07.2015, 05.08.2015, 29.10.2015, 03.02.2016 and 30.03.2016.**

d) Disclosure of relationships between directors inter-se:

There is no inter-se relationship between the Board Members.

e) Details of Familiarization Programme imparted to Independent Directors:

The Company has formulated a familiarization program for Independent Directors to provide insights into the Company's manufacturing, marketing, finance and other important aspects to enable the Independent Directors to understand its business in depth and contribute significantly to the Company. The Company Secretary briefs the Director about their legal and regulatory responsibilities as a Director.

f) Re-appointment of Directors:

There was no such re-appointment take place during the period.

3. AUDIT COMMITTEE:

a) Composition, name of members and Chairperson

- | | |
|--------------------------|----------------------------------|
| 1. Mr. John Wilson Babu | - Chairman, Independent Director |
| 2. Mr. Srinivasa Vuppala | - Member, Independent Director |
| 3. Mrs. Seema Manoj Jha | - Member, Non-Executive Director |

b) Meetings and attendance during the year

During the financial year ended March 31, 2016 – Five (5) Audit Committee Meetings were held on 29.05.2015, 27.07.2015, 05.08.2015, 29.10.2015 and 03.02.2016

Name	No. of meetings attended
Mr. John Wilson Babu	5
Mr. Srinivasa Vuppala	5
Mrs. Seema Manoj Jha	5

c) Brief Description of Terms of reference

- (1) Oversight of Company's financial reporting process and disclosure of financial information;
- (2) Review of financial statements before submission to Board;
- (3) Review of adequacy of internal control systems and internal audit functions;
- (4) Review of Company's financial and risk management policies; and
- (5) Adequacy of internal financial control system in place and operating effectiveness of such controls.

4. NOMINATION AND REMUNERATION COMMITTEE:

a) Composition, Name of members and Chairperson

1. Mr. John Wilson Babu – Chairman, Independent Director
2. Mr. Srinivasa Vuppala – Member, Independent Director
3. Mrs. Seema Manoj Jha – Member, Non-Executive Director

b) Meetings and attendance during the year

There was no meeting held during the financial year ended 31st March, 2016

c) Brief description of terms of reference

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal; and
5. To ensure that the level and composition of remuneration involves a balance reflecting short and long term performance objectives appropriate to the working of the Company and its goals is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.

d) Performance Evaluation Criteria for Independent Directors

The Board has adopted a formal performance evaluation policy for evaluating the performance of the Independent Directors. The exercise was carried out through a structured evaluation process covering various aspects such as attendance at meetings of Board and its committees, contribution at the meetings, independent judgment, experience & competencies, performance of specific duties & obligations, etc. The evaluation of the Independent Directors was carried out by the entire Board excluding the Director being evaluated.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Independent Directors.

5. REMUNERATION OF DIRECTORS:

- (a) All pecuniary relationship or transactions of the non-executive directors vis-à-vis the listed entity – The Non-executive Directors do not have any pecuniary relationship or transactions vis-à-vis the listed entity except for receiving sitting fees for attending meetings of the Board and Committees.
- (b) Criteria of making payments to non-executive directors – Criteria of making payments to non-executive Directors have been disclosed in the Remuneration Policy of the Company.
- (c) Disclosures with respect to remuneration:
- (i) All elements of remuneration package of individual directors summarized under major groups -

(Rs. in Lakhs)

Sl. No.	Name of the Director	Salary	Perquisites	Sitting fees paid	Commission	Total
1	Mr. Srinivasa Vuppala	0	0	0	0	0
2	Mr. John Wilson Babu	0	0	0	0	0
3	Mrs. Seema Manoj Jha	0	0	0	0	0

- (ii) Details of fixed component and performance linked incentives, along with the performance criteria – The Company does not have any performance linked incentive for the Executive Directors.
- (iii) Service contracts, notice period, severance fees – Nil
- (iv) Stock option details - The Company does not have any stock option plans at present.

6. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

a. Name of Non-Executive Director heading the Committee:

Mr. John Wilson Babu

b. Name and designation of Compliance Officer:

Mr. Srinivasulu Vuppala

c. Number of Shareholders Complaints received so far:

No. of Complaints received for the 4th Quarter – Nil

No. of Complaints received for the Year ended 31st March 2016 - 1

d. Number not solved to the satisfaction of shareholders: NIL

e. Number of pending complaints : NIL

7. GENERAL BODY MEETINGS:

a) Location and time, where last three AGMs held:

Financial Year	Date	Venue	Time
2014-2015	28.09.2015	Flat No.4, House No.3-6-521/A, Navneeth Villa Aparts, Himayat nagar, Hyderabad - 500029	09.00 A.M.
2013-2014	14.07.2014	Flat No.4, Navneeth villa Aparts, 3-6-521/A, Himayat Nagar, Hyderabad - 500029	10.00 A.M.
2012-2013	23.08.2013	Himayat Nagar, Hyderabad - 500029	11.00 A.M

b) List of Resolutions passed in the previous three AGMs:

At the AGM held on 28.09.2015, the following special resolutions were passed:

1. To regularize the Appointment of Shri. Srinivasulu Vuppala (DIN: 05351230), Independent Director
2. To regularize the Appointment of Smt. Seema Manoj Manoj Jha (DIN: 06970544), Independent Director

At the AGM held on 14.07.2014, the following special resolutions were passed:

1. Appointment of Mr. John Wilson Babu (DIN: 05160184) as Independent Director
2. Appointment of Mr. Durga Prasad Rao Kolapalli (DIN: 05164189) as Independent Director
3. Adoption of new Articles of Association containing regulations inconformity with the Companies Act, 2013
4. Reduction of Share Capital of the Company

At the AGM held on 23.08.2013, the following special resolutions were passed:

1. Voluntary Delisting of Securities from Madras Stock Exchange and Delhi Stock Exchanges

c) Whether Special resolutions were put through postal ballot during the financial year 2014-15, details of voting pattern: Nil

d) None of the businesses proposed to be transacted at the ensuing Annual General Meeting require passing a resolution through postal ballot.

Provisions of Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding passing of resolutions through postal ballot shall be complied with whenever necessary.

8. MEANS OF COMMUNICATION:

a. Quarterly results & website - The Company's quarterly financial results are informed to BSE Limited and also uploaded on the Company's website: www.shivamedicare.com

b. Newspapers wherein results are normally published - The results are usually published in Business Standard and Nava Telangana / Vaartha.

c. Display of official news releases and the presentations made to institutional investors or to the analysts - The website shall be used for this purpose, whenever the occasion arises.

9. GENERAL SHAREHOLDER INFORMATION

a) AGM – Date, time and Venue:

Day, Date	:	Saturday, 31 st December, 2016
Time	:	10.00 Hrs
Venue	:	Hotel Kens, Plot No 53, Srinagar Colony, Beside Karnataka Bank, Hyderabad – 500073, Telangana

b) Financial Year: 1st April to 31st March of the following year

c) Date of Book closure: 21st December, 2016 to 31st December, 2016 (both days inclusive)

d) Dividend payment date: N.A.

e) Listing on Stock Exchanges:

Name of Stock Exchange BSE Limited

Address: P.J.Towers, Dalal Street, Mumbai – 400001

f) Stock code : 524602

Listing Fees: The Company has paid annual listing fees to the Stock Exchange.

g) Market price data & performance in comparison to broad-base indices i.e., SENSEX: There was No trading during the period. Except in the Month of September, 2015 High: 0.56 and Low 0.54

h) Performance in comparison to broad-based indices such as BSE sensex, CRISIL Index etc -NA

i) Securities are suspended from trading: Yes, as there was no minimum trading carried out by the company

j) Registrar & Transfer Agent:
Cameo Corporate Services Ltd
Subramanian Building, No.1,
Club House Road, Chennai - 600002
Ph No.:044-28460390 / 391

k) Share transfer system:
Shares sent for transfer in physical form are registered and returned by our Registrar and Share Transfer Agent in 15 days of receipt of the documents, provided the documents are found to be in order. Shares under objection are returned within two weeks.

l) Distribution of shareholding:

Shareholding pattern as on 31.03.2016

S. No.	Particulars	No. of shares	% of Holding
(A)	Shareholding of Promoter and Promoter Group:		
1	Indian	116714	18.61
2	Foreign	45000	7.18
	Total Shareholding of Promoter and Promoter Group	161714	25.79
(B)	Public Shareholding:		
1	Institutions	11320	1.81
2	Non-Institutions	453973	72.40
	Total Public Shareholding	465293	74.21
(C)	Shares held by Custodians and against which Depository Receipts have been issued		
1	Promoter and Promoter Group	0	0
2	Public	0	0
	Total (A+B+C)	627007	100

Distribution of shareholding as on 31.03.2016

Category	Holders		Amount	
	Number	% to total	In Rs.	% to total
up to 5000	8,820	99.82	3,791,950	60.47
5001 - 10000	6	0.07	422,200	6.73
10001 - 20000	6	0.07	839810	13.40
20001 - 30000	2	0.02	416,110	6.64
30001 - 40000	1	0.01	350,000	5.58
40001 - 50000	1	0.01	450,000	7.18
50001 - 100000	0	0	0	0

100001 & ABOVE	0	0	0	0
TOTAL	8,836	100	6,270,070	100

m) Dematerialization of shares and liquidity

The Company's shares are available for dematerialization on both the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). 1,660,073 shares amounting to 72.91% of the paid-up capital have been dematerialized by investors as on 31st March, 2016.

ISIN: INE875N01028

Address of Registrar for Dematerialisation of Shares:

M/s Cameo Corporate Services Ltd
Subramanian Building, No.1,
Club House Road, Chennai - 600002
Ph No.:044-28460390 / 391

n) Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity-

Not Applicable as the Company has not issued any of the above instruments.

o) Commodity price risk or foreign exchange risk and hedging activities – Not Applicable

p) Plant Locations - Nil

q) Address for correspondence:

i. For transfer / dematerialization of share, change of address of members and other queries relating to shares of the Company:

M/s Cameo Corporate Services Ltd
Subramanian Building, No.1,
Club House Road, Chennai - 600002
Ph No.:044-28460390 / 391

ii. Any queries relating to dividend of earlier years & annual reports, etc.

The Company Secretary,
Shiva Medicare Limited
Flat no.4, Navneeth Villa Appts
3-6-521/A, Himayat Nagar,
Hyderabad-500029
Ph: 040-27660781,
Fax: 040-27660782
Email ID: contact@shivamedicare.com
Website: www.shivamedicare.com

10. OTHER DISCLOSURES

- a. Disclosures on materially significant related party transactions that may have potential conflict with the interests of Company at large.

During the period under review, the Company had not entered into any material transaction with any of its related parties. None of the transactions with any of related parties were in conflict with the Company's interest. Attention of members is drawn to the disclosure of transactions with related parties set out in Note No. 2.15 of Audited Financial Statements, forming part of the Annual Report.

All related party transactions are negotiated on an arm's length basis in the ordinary course of business, and are intended to further the Company's interests.

Omnibus approval was granted by the Audit Committee for transactions entered with related parties for the financial year 2015-16 and the same was reviewed/cleared by the Audit Committee at regular intervals.

- b. Details of non-compliance by the company, penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years. Nil

- c. Whistle Blower policy:

The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The Company has a Vigil mechanism/Whistle blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct.

The reportable matters may be disclosed to the Compliance Officer who operates under the supervision of the Audit Committee. Employees may also report to the Chairman of the Audit Committee. During the year under review, no personnel has been denied access to the Audit Committee.

- a. Details of compliance with mandatory requirements and adoption of non-mandatory requirements.

Mandatory requirements: All complied with.

Non-mandatory requirements:

- b. Audit qualifications: The Company is in the regime of unqualified financial statements.
- c. Separate posts of Chairman and Managing Director: The Company is in the process of appointing Chairman and Managing Director.
- d. Reporting of Internal Auditor: As there are no operations in the Company, hence no internal auditor is required.

- e. Web link where policy for determining 'material' subsidiaries is disclosed – Not Applicable as the Company has no subsidiaries
 - f. Web link where policy on dealing with related party transactions is disclosed – www.shivamedicare.com
 - g. Disclosure of commodity price risks and commodity hedging activities - Nil
- 11.** Non-compliance of any requirement of corporate governance report of sub-
paras (2) to (10) above, with reasons thereof
- Not Applicable as all requirements have been complied with.
- 12.** The extent to which the discretionary requirements as specified in Part E of
Schedule II have been adopted are disclosed under Para 10(d) of Corporate
Governance Report.
- 13.** The Company has complied with corporate governance requirements
specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of
regulation 46 of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015 as were applicable.

The above report has been approved by the Board of Directors in their
meeting held on 06.12.2016

DECLARATION

As provided under Schedule V of the SEBI (Listing Obligations and Disclosure
Requirements) Regulations, 2015, I, John Wilson Babu Chebrolu & Srinivasulu
Vuppala, Directors of the Company hereby declare that all members of the Board of
Directors and Senior Management Personnel have affirmed compliance with Shiva
Medicare Limited Code of Conduct for the year ended March 31, 2016.

**By the Order of the Board
For Shiva Medicare Limited**

Place: Hyderabad

Date: 06th December, 2016

Sd/- John Wilson Babu Chebrolu Director DIN: 05160184	Sd/- Srinivasulu Vuppala Director DIN: 05351230
--	--

NOTE: Disclosures with respect to Demat suspense account/unclaimed suspense
account have not been given as there are no shares in demat suspense
account/unclaimed suspense account.

CEO/CFO CERTIFICATE UNDER PART B OF SCHEDULE II OF SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Board of Directors
M/s. Shiva Medicare Limited

We hereby certify that:

- A. We have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee:
1. significant changes in internal control over financial reporting during the year;
 2. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 3. instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**By the Order of the Board
For Shiva Medicare Limited**

Place: Hyderabad
Date: 06th December, 2016

Sd/-
John Wilson Babu Chebrolu
Director
DIN: 05160184

AUDITORS' CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE

To the members of
Shiva Medicare Limited

We have examined the compliance of conditions of Corporate Governance by Shiva Medicare Limited, for the year ended on 31st March, 2016, as stipulated in Securities and Exchange Board of India (Listing obligations and Disclosure requirements) Regulations, 2015 as per the listing agreement entered into by the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance of the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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

**For and on behalf of the
V Ramachandra Rao**

Place: Hyderabad
Date: 06th December, 2016

Sd/-
V Ramachandra Rao
Proprietor
Membership # 203292

MANAGEMENT DISCUSSION ANALYSIS FORMING PART OF THE ANNUAL REPORT

1. INDUSTRY STRUCTURE & DEVELOPMENT

The Indian Pharmaceutical industry currently tops the charts amongst India's science based industries with wide ranging capabilities in the complex field of drug manufacture & technology. With Leading MNC players from around the world scouting for potential takeover of Indian Companies and Indian Pharma Sector is growing very healthy along with economy. A highly organized sector, the Indian pharmaceutical industry is estimated to be worth \$6 billion, growing about 8 to 9% annually against the GDP projection of 6%. It ranks very high amongst all the third world countries. The pharma industry in India meets around 70% of the country's demand for bulk drugs, drug intermediaries, pharma formulations, tablets, capsules, orals and injectibles. There are approximately 250 large units which form the core of the pharma industry in India.

2. ABOUT THE COMPANY

During the year ended the company is in process of manufacturing some very vital Pharma Ingredients that will have an assured buy back arrangement with couple of leading Pharmaceuticals manufacturers. Your company has already paid advance for identifying suitable land to put up a state of Art plant in coming near future. Management of company is working very hard to add to share holder's value.

3. OPPORTUNITIES & THREATS

Indian Pharma Sector is one of the sunrise Sectors. With the new government initiative of MAKE IN INDIA there is significant new opportunity in the Indian Pharma Industry. With many MNC's acquiring small and midsize Pharma companies. Your company foresees a better future in years to come.

The company is also trying to identify suitable land parcel where in company can start its further activities. Advances for the same have already been given and the process to negotiate and finalize should be completed once the Capital Restructuring process is over.

THREATS:

Firms in Pharmaceutical sector are facing following problems in adding capacity due to:

- Non-Availability of Adequate raw materials in terms of quantity and quality and at attractive prices
- Lack of Infrastructure
- Shortage of skilled manpower and labour related issues
- Uncertainty in market conditions
- High financial charges

4. OUTLOOK

The management is trying to bring back company on the growth trajectory and revive its operations there by significantly adding to share holder's value.

5. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an adequate internal control system commensurate with the size and complexity of the organization. The Company has undertaken a comprehensive review of all internal control systems to take care of the needs of the expanding size of the Company and also upgraded the IT support systems.

6. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:

There are no material developments in the Human Resources area. The industrial relations have been generally satisfactory. The Company constantly reviews the man power requirements and has a properly equipped Department to take care of the requirements. The total number of people employed by the Company as on 06.12.2016 was 20.

7. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The total Revenue for the year 2015-16 was Rs. 67,000/- and incurred loss of Rs. 4.75 lakhs.

8. DISCLOSURE OF ACCOUNTING TREATMENT

In the preparation of financial statements, no treatment different from that prescribed in Accounting Standard has been followed.

NOTE:

1. Readers are advised to kindly note that the above discussion contains statements about risks, concerns, opportunities, etc., which are valid only at the time of making the statements. A variety of factors known / unknown, expected or otherwise may influence the financial results. These statements are not expected to be updated or revised to take care of any changes in the underlying presumptions.
2. Readers may therefore appreciate the context in which these statements are made before making use of the same.

Form No. MR-3

SECRETARIAL AUDIT REPORT

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014] for the Financial Year ended 31st March, 2016

To,

The Members,

Shiva Medicare Limited
Flat No.4, H.No.3-6-521/A
Navneeth Villa Apartments,
Himayat Nagar,
Hyderabad – 500029.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by SHIV A MEDICARE LIMITED (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2016 complied with the Statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the extent in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2016 according to the provisions of;

- i. The Companies Act, 2013 (the Act) and the rules made there under and the Companies Act, 1956 and the Rules made there under to the extent applicable;
- ii. The Securities Contracts (Regulation) Act, 1956 and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-Laws framed there under;
- iv. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India, 1992:
 - (a) The Securities and Exchange Board of India(Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
 - (c) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfers Agents) Regulations, 1993 regarding Companies Act dealing with client.

- v. I have also examined compliance with the applicable clauses of the following:
 - (a) The Secretarial Standards issued by the Institute of Company Secretaries of India.
 - (b) Uniform Listing Agreement entered into by the Company with BSE Limited
 - (c) SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

- vi. Based on the information and explanation provided, the Company had no transactions during the period covered under the Audit requiring the compliance of the provisions of:
 - (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
 - (b) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
 - (c) The Securities and Exchange of India (Share Based Employee Benefits) Regulations, 2014
 - (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
 - (e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009
 - (f) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998

- vii. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above subject to the following observations:

We further report that-

1. As per the provisions of Companies Act, 1956, Mr. John Wilson Babu Chebrolu appointed as an additional Director of the company on 24.03.2012 and he has been regularized as a Director in its Annual General Meeting held on 17.08.2012, However the relevant form is not been filed with the concerned Registrar of Companies till date.

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 and detailed notes on Agenda was given to all Directors at least seven days in advance to schedule the Board Meetings. There exist a system for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decision at Board Meetings and Committee Meetings are carried unanimously as recorded in the minutes of the Meetings of the Board of Directors or Committee of the Board, as the case maybe.

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.

We further report that during the period covered under the audit, the Company has no specific actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, referred to above.

For MANJULA ALETI
Company Secretary in Practice

Sd/-
CS Manjula Aleti
ACS Membership #31661
COP: 13279

Place: Hyderabad
Date: 31.08.2016

To,
The Members,
Shiva Medicare Limited
Flat No.4, H.No.3-6-521/A
Navneeth Villa Apartments,
Himayat Nagar,
Hyderabad – 500029.

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

1. Maintenance of Secretarial records 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 the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of 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 basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

For MANJULA ALETI
Company Secretary in Practice

Sd/-
CS Manjula Aleti
ACS Membership #31661
COP: 13279

Place: Hyderabad
Date: 31.08.2016

Extract of Annual Return**Form No.MGT-9**

as on financial year ended on 31.03.2016

(Pursuant to section 92(3)of the Companies Act,2013 and
Rule 12(1) of the company (Management & Administration) Rules,2014)**I. Registration Details :**

i.	CIN	L93090TG1993PLC088165
ii.	Registration Date	05.08.1993
iii.	Name of the Company	Shiva Medicare Limited
iv.	Category /Sub -category of the company	Public Company/ Limited by Shares
v.	Address of the Registered office & contact Details	Flat No. - 4, House No.-3-6-521/A, Navneeth Villa Apartments, Himayat Nagar, Hyderabad – 500029, Telangana, India. contact@shivamedicare.com
vi.	Whether Listed Company	Yes
vii.	Name, Address & contact details of the Registrar & transfer Agents, if any	M/s. Cameo Corporate Services Limited Subramanian Building, No-1, Club House Road, Chennai – 600002

II. Principal Business Activities of the Company:

All the business activities contributing 10% or more of the total turnover of the company shall be stated

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Other Pharma Products	24231	100%

III. Particulars of Holding, Subsidiary & Associate Companies:

Sl No	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% Of shares held	Applicable Section
	NA	NA	NA	NA	NA

Venture Capital Funds									
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-Total (B)(1):	0	11320	11320	1.80	0	11320	11320	1.80	0
(2) Non-Institutions	0	0	0	0	0	0	0	0	0
a) Bodies Corporate	0	0	0	0	0	0	0	0	0
i) Indian	0	105920	105920	16.89	0	105920	105920	16.89	
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual Shareholders holding nominal share capital upto Rs.1 lakh	0	279,681	279,681	44.61	0	279,681	279,681	44.61	0
ii) Individual Shareholders holding nominal share capital in excess of Rs.1 lakh	0	68,372	68,372	10.90	0	68,372	68,372	10.90	0
c) Others (specify)									
i) NRI	0	0	0	0	0	0	0	0	0
ii) Clearing Members / Clearing House	0	0	0	0	0	0	0	0	0
Sub-Total (B)(2):	0	453973	453973	72.40	0	453973	453973	72.40	0
Total Public Shareholding (B)=(B)(1)+(B)(2)									
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	0	627007	627007	100.00	0	627007	627007	100.00	0

II. Shareholding of Promoters & Promoter Group

SN	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Shiva Paper Mills Ltd	35000	5.5820	Nil	35000	5.5820	Nil	Nil

2	Slab Properties Pvt Ltd	1000	0.1594	Nil	1000	0.1594	Nil	Nil
3	Indocount Finance Ltd	1540	0.2456	Nil	1540	0.2456	Nil	Nil
4	Charla Paper Pvt Ltd	1000	0.1594	Nil	1000	0.1594	Nil	Nil
5	Damani Shipping Pvt Ltd	500	0.0797	Nil	500	0.0797	Nil	Nil
6	TechnoPvt Ltd G D	250	0.0398	Nil	250	0.0398	Nil	Nil
7	Shiva Services Limited	6910	1.1020	Nil	6910	1.1020	Nil	Nil
8	Indocount Securities Limited	30	0.0047	Nil	30	0.0047	Nil	Nil
9	Steril TX (USA) Inc.	45000	7.1769	Nil	45000	7.1769	Nil	Nil
10	Parmod Jain	16371	2.6109	Nil	16371	2.6109	Nil	Nil
11	Kiran Jain	21001	3.3494	Nil	21001	3.3494	Nil	Nil
12	Amit Jain	15500	2.4720	Nil	15500	2.4720	Nil	Nil
13	Rajat Jain	15500	2.4720	Nil	15500	2.4720	Nil	Nil
14	Kiran Jain	1500	0.2392	Nil	1500	0.2392	Nil	Nil
15	Davinder Kumar	251	0.0400	Nil	251	0.0400	Nil	Nil
16	Agarwal J K	1	0.0001	Nil	1	0.0001	Nil	Nil
17	Shika Jain	350	0.558	Nil	350	0.558	Nil	Nil
18	Satish Jain	10	0.0015	Nil	10	0.0015	Nil	Nil
Total		161714	25.79	Nil	1617140	161714	Nil	Nil

III

Change in Promoter's Shareholding (Specify if there is no change):

Sl. No		Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	No changes in Promoters shareholding during the year			
2	Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	No changes in Promoters shareholding during the year			
3	At the end of the year	No changes in Promoters shareholding during the year			

IV. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs) :

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
1	Foresight Financial Services Ltd	20610	3.2870	20610	3.2870
2	Synergy Financial Exchange Ltd	14540	2.3190	14540	2.3190
3	Worldlink Finance Ltd	11960	1.9075	11960	1.9075
4	Integrated Advisory Services Ltd	10110	1.6124	10110	1.6124
5	Mefcom Capital markets Ltd	9720	1.5502	9720	1.5502
6	Capital Services Ltd 3A	9390	1.4976	9390	1.4976
7	Pressman Ltd	5450	0.8692	5450	0.8692
8	South Asian Financial Exchange ltd	5400	0.8612	5400	0.8612
9	Bank of Baroda	5350	0.8533	5350	0.8533
10	Goodluck Commercial Ltd	4000	0.6380	4000	0.6380

V. Shareholding of Directors and Key Managerial Personnel:

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

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	0	1,32,88,864	0	1,32,88,864
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	1,32,88,864	0	1,32,88,864
Change in Indebtedness during the financial year	0	0	0	0
* Addition	0	0	0	0
* Reduction	0	8938864	0	0
Net Change	0	8938864	0	0
Indebtedness at the end of the financial year				
i) Principal Amount	0	4350000	0	4350000
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	4350000	0	4350000

VII. Remuneration of Directors and Key Managerial Personnel

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

(Amount in Rupees)

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission - as % of profit - others, specify...	Nil	Nil
5	Others, please specify	Nil	Nil
	Total (A)		
	Ceiling as per the Act	Nil	Nil

B. Remuneration to other directors:

	Particulars of Remuneration	Name of Directors				Total Amount
1	1.Independent Directors	Nil	Nil	Nil	Nil	Nil
	Fee for attending board /committee meetings	Nil	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil	Nil	Nil
2	2.Other Non-Executive Directors	Nil	Nil	Nil	Nil	Nil
	Fee for attending board committee meetings	Nil	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil	Nil
3	Total (2)	Nil	Nil	Nil	Nil	Nil
4	Total (B)=(1+2)	Nil	Nil	Nil	Nil	Nil
5	Total Managerial Remuneration	Nil	Nil	Nil	Nil	Nil
6	Overall Ceiling as per the Act	Nil	Nil	Nil	Nil	Nil

C. Remuneration to Key Managerial Personnel:

Sl.N	Particulars of Remuneration	Name of KMP			
		CEO	CS	CFO	Total
1.	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil	Nil
	others, specify...	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
	Total				

VIII. Penalties / Punishment / Compounding of Offences:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. Company					
Penalty	None				
Punishment					
Compounding					
B. Directors					
Penalty	None				
Punishment					
Compounding					
C. Other Officers in Default					
Penalty	None				
Punishment					
Compounding					

Statement of Particulars as per Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014

I. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year. - NA

I. Remuneration to Non-Executive Directors:

The Board on the recommendation of the Nomination and Remuneration Committee (NRC) shall review and approve the remuneration payable to the Non-executive Directors of the Company within the overall limits as permitted under the Act and approved by the shareholders.

Non-Executive Directors shall be entitled to sitting fees for attending the meetings of the Board and the Committees thereof.

II. Remuneration to other employees

Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization, Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile, skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

**By the Order of the Board
For Shiva Medicare Limited**

Place: Hyderabad

Date: 06th December, 2016

Sd/-
John Wilson Babu Chebrolu
Director
DIN: 05160184

Sd/-
Srinivasulu Vuppala
Director
DIN: 05351230

INDEPENDENT AUDIT REPORT

**To the Members of
M/s. SHIVA MEDICARE LIMITED**

Report on the Financial Statements

We have audited the accompanying financial statements of **SHIVA MEDICARE LIMITED** which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

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 hereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating

effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the 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, of the state of affairs of the Company as at March 31, 2016, and its Profit/Loss and its Cash Flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
 - d. In our opinion, the aforesaid 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 March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.

- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure**”.
- g. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Sd/-

V.RAMAC HANDRA RAO

Proprietor

Membership number: 203292

Place:

HYDERABAD

Date:

06.12.2016

“Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2016:

- 1)
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
 - (c) The title deeds of immovable properties are held in the name of the company.
- 2)
 - (a) The management has conducted the physical verification of inventory at reasonable intervals.
 - b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.

- 7)
 - (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2016 for a period of more than six months from the date on when they become payable.
 - b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.

- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.

- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

Sd/-

V.RAMACHANDRA RAO

Proprietor

Membership number: 203292

Place: Hyderabad

Date: 06.12.2016

“Annexure B” to the Independent Auditor’s Report of even date on the Standalone Financial Statements of SHIVA MEDICARE LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting Of SHIVA MEDICARE LIMITED (“the Company”) as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016.

Sd/-

V.RAMAC HANDRA RAO

Proprietor

Membership #203292

Place: HYDERABAD

Date: 06-12-016

Shiva Medicare Limited				
Balance Sheet as at 31 March 2016				
I	Particulars	Notes	As 31 March 2016	As at 31 March 2015
	EQUITY & LIABILITIES			
	1) Shareholder's Funds			
	a) Share Capital	2.01	6,270,070	62,700,700
	b) Reserves & Surplus	2.02	-18,058,815	-74,013,909
	2) Share Application Money Pending Allotment		0	0
	3) Non-Current Liabilities			
	a) Unsecured Loans	2.03	4,350,000	0
	b) Other Long Term Liabilities	2.04	71,586	1,713,482
	4) Current Liabilities			
	a) Short Term Borrowings	2.05	10,748,528	10,748,528
	b) Trade Payables	2.06	0	16,854
	c) Other Current Liabilities	2.07	810,000	810,000
	Total		4,191,369	1,975,655
II	ASSETS			
	1) Non-Current Assets			
	a) Long Term Loans & Advances	2.08	1,954,546	1,954,546
	2) Current Assets			
	a) Trade Receivables	2.09	2,068,431	20,000
	b) Cash & Cash Equivalents	2.10	161,692	1,109
	c) Other Current assets	2.11	6,700	0
	Total		4,191,369	1,975,655

Significant Accounting Policies

Notes to Accounts

the notes referred above form an integral part of financial statement
as per our report attached

For V. RAMACHANDRA RAO.,

Chartered Accountant

Proprietor

Membership No. 203292

For and On behalf of the Board of

Sd/-

John Wilson Babu

Chebrolu

Director

Sd/-

Srinivasulu

Vuppala

Director

Date : 06 -12-2016

Place : Hyderabad

Shiva Medicare Limited				
Profit and Loss for the year ending 31 March 2016				
	Particulars	Notes	As 31 March 2016	As at 31 March 2015
	Income			
	I) Revenue from Operations	2.12	0	0
	II) Other income	2.13	67,000	145,000
	III) Total Revenue		67,000	145,000
	IV) Expenses			
	Other Expenses	2.14	542,536	125,000
	Total Expenses		-475,536	20,000
	V) Profit before exceptional items, extraordinary items & tax		-475,536	20,000
	VI) Exceptional Items			
	Liabilities no longer payable-Written Back			
	VII) Profit before Extraordinary Items & Tax (IV-V)		-475,536	20,000
	VIII) Extraordinary Items			
	Previous Year Expenses		0	0
	Interest on delayed payments		0	0
	IX) Profit before Tax		-475,536	20,000
	X) Tax Expenses			
	Income Tax - Current Year		0	0
	Income Tax - Previous Year		-84,649,500	-84,669,500
	Deferred Tax		0	0
	XI) Profit/Loss for the period-Loss		-85,125,036	-84,649,500
	XII) Earnings per Share			
	1) Basic			
	2) Diluted			

Significant Accounting Policies

Notes to Accounts

the notes referred above form an integral part of financial statement as per our report attached

For V. RAMACHANDRA RAO.,

Chartered Accountant

Proprietor

Membership No. 203292

Date : 06 -12-2016

Place: Hyderabad

For and On behalf of the Board of SHIVA MEDICARE LIMITED

Sd/-

John Wilson Babu Chebrolu

Director

DIN: 05160184

Sd/-

Srinivasulu Vuppala

Director

DIN: 05351230

Shiva Medicare Limited			
Cash Flow Statement for the year ended 31 March 2016			
		For the year ended 31-Mar-16	For the year ended 31-Mar-15
A	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit/(Loss) Before Tax	(475,536)	(242307)
	Adjustment for :		
	Liabilities no longer payables written back	0	0
	Operating Profit/(Loss) Before Working Capital Changes	(475,536)	(242,307)
	Adjustment for :		
	Decrease/(Increase) in loans and advances	(2055131)	0
	Increase/(Decrease) in current liabilities	(16854)	0
	Cash generated from operating activities before taxes	(2,547,521)	(242,307)
	Direct taxes paid (net of funds)	0	0
	Net cash generated from operating activities	(2,547,521)	(242,307)
B	CASH FLOW FROM INVESTING ACTIVITIES		
		0	0
C	CASH FLOW FROM FINANCING ACTIVITIES		
	Increase in short term borrowings	0	227578
	increase in long term borrowings	4350000	0
	Repayment of long term borrowings	0	0
	Decrease in other borrowings	1641896	0
	Net cash generated from financing activities	2708104	227578
	INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	160,583	(14,729)
	Cash and cash equivalent at the beginning of the year	1109	15838
	Cash and cash equivalent at the end of the year	161692	1109

Note: The Cash flow Statement has been prepared in accordance with the ' Indirect Method' specified in Accounting Standard 3 "Cash Flow"

For V. RAMACHANDRA RAO.,
Chartered Accountant
Proprietor

**For and On behalf of the Board of
SHIVA MEDICARE LIMITED**

Membership No. 203292

Sd/-
John Wilson
Babu Chebrolu
Director
DIN: 05160184

Sd/-
Srinivasulu
Vuppala
Director
DIN: 05351230

Date : 06 -12-2016
Place : Hyderabad

Shiva Medicare Limited

Notes to the financial statements for the year ended 31st March 2016

(Amount in Indian Rupees)

2.01	Share Capital	As at 31 March 2016		As at 31 March 2015	
		No. of Shares	Amount	No. of Shares	Amount
	<u>Authorized</u>				
	Equity Shares of Rs.10 each	10,000,000	100,000,000	10,000,000	100,000,000
	<u>Issued, Subscribed and fully paid</u>				
	Equity Shares of Rs.10 each fully paid:				
	At the beginning of the year	6,270,070	62,700,700	6,270,070	62,700,700
	Add: Issued during the year	0	0	0	0
	Less: Capital Reduction		56,430,630		
	At the end of the year	6,270,070	6,270,070	6,270,070	62,700,700
	Total	6,270,070	6,270,070	6,270,070	62,700,700
	<p>* Each holder of equity shares is entitled to one vote per share with a right to receive dividend per share declared by the company. In the event of liquidation, the equity share holders are entitled to receive remaining assets of the company (after distribution of all preferential amounts) in the proportion of equity shares held by the share holders. During the year ended 31st March 2013, the company has recorded per share dividend of Rs.Nil (previous years Rs.Nil) to equity share holders.</p>				
	<u>Details of share holding more than 5% of the company</u>				
	Name of the shareholder	As at 31 March 2016		As at 31 March 2015	
		No. of Shares	% of holding in the class	No. of Shares	% of holding in the class
	Equity Shares of Rs.10 each fully paid held by:				
	a) M/S Shiva Paper Mills Limited	350,000	5.58	350,000	5.58
	b) Sterlix USA	450,000	7.18	450,000	7.18
	Total	800,000	12.76	800,000	12.76
2.02	Reserves & Surplus	As at 31 March 2016		As at 31 March 2015	
(a)	Capital Reserve				
	Balance at the beginning of the year		10,205,091		10,205,091
	Addition during the year				
	Deduction during the year				
	Balance at the end of the year		10,205,091		10,205,091
(b)	Forfeited Shares				

	Balance at the beginning of the year		430,500		430,500
	Addition during the year				
	Deduction during the year				
	Balance at the end of the year		430,500		430,500
(c)	<u>Profit & Loss Account Balance (Deficit/Surplus)</u>				
	Balance at the beginning of the year		-84,649,500		-84,669,500
	Share Capital - Capital Reduction		56,430,630		
	Addition during the year		-475,536		20,000
	Balance at the end of the year		-28,694,406		-84,649,500
	Total		-18,058,815		-74,013,909
2.03	Borrowings	<u>Long Term - Non-current portion</u>		<u>Short Term</u>	
		As at 31st March 2016	As at 31st March 2015	As at 31st March 2016	As at 31st March 2015
	Unsecured Loans	4,350,000	0	0	0
	Total	4,350,000	0	0	0
2.04	Other Long Term Liabilities	<u>Long Term - Non-current portion</u>		<u>Short Term</u>	
		As at 31st March 2016	As at 31st March 2015	As at 31st March 2016	As at 31st March 2015
	Expenses payable	0	0	0	0
	Other Liabilities	0	0		
	Other Liabilities - related Parties	840,162	840,162	0	
	Share Application Money refundable			0	
	Statutory Liabilities	873,320	873,320		
	Total	1,713,482	1,713,482	0	0
2.05	Borrowings	<u>Long Term - Non-current portion</u>		<u>Short Term</u>	
		As at 31st March 2016	As at 31st March 2015	As at 31st March 2016	As at 31st March 2015
	Demand Loans - Related Parties			2,216,500	2,216,500
	Demand Loans			8,532,028	8,532,028
	Total	0	0	10,748,528	10,748,528
2.06	Trade Payable	<u>Long Term - Non-current portion</u>		<u>Short Term</u>	
		As at 31st March 2016	As at 31st March 2015	As at 31st March 2016	As at 31st March 2015
	Payable to suppliers covered under the Micro, Small & medium Enterprises Development Act	0	0	0	16,854

	Others				
	Total	0	0	0	16,854
2.07	Other Current Liabilities				
			As at 31st March 2016		As at 31st March 2015
	Others		810,000		810,000
	Total		810,000		810,000
2.08	Loans & Advances	Long Term - Non-current portion		Short Term	
		As at 31st March 2016	As at 31st March 2015	As at 31st March 2016	As at 31st March 2015
	Balance with Tax Authorities	54,546	54,546	0	0
	Loans & Advances to others	1,900,000	1,900,000	0	0
			0	0	0
	Total	1,954,546	1,954,546	0	0
2.09	Trade Receivables				
			As at 31st March 2016		As at 31st March 2015
	Debts outstanding for a period of 6 months		2,068,431	0	20,000
	less: Provision		0	0	0
	Total	0	2,068,431	0	20,000
2.10	Cash & Bank Balances		As at 31st March 2016		As at 31st March 2015
	Cash & Equivalents				
	Balance with Banks in current accounts		60,892		1,008
	Cash in Hand		100,800		101
	Total		161,692		1,109
2.11	Other Current Assets		As at 31st March 2016		As at 31st March 2015
	TDS Receivable		6,700		0
	Total		6,700		0
2.12	Revenue from Operations		As at 31st March 2016		As at 31st March 2015
	Revenue from Operations-Gross		0		0
	Total		0		0
2.13	Other Income		As at 31st March 2016		As at 31st March 2015
	Others		67,000		145,000
	Total		67,000		145,000
2.14	Other Expenses		As at 31st March 2016		As at 31st March 2015
	Advertisement		14,800		0

	Rates, Taxes & Fee		210,880		0
	Share transfer agent fee		0		10,000
	Bank Charges		2,009		0
	Subscription Charges		210,607		0
	Printing and Stationery		104,240		0
	Miscellaneous Expenses		0		115,000
	Total		542,536		125,000
2.12	Earnings per Share		As at 31st March 2016		As at 31st March 2014
	Profit for calculation of EPS RS.		-475,536		
	Weighted No. of Equity Shares		6,270,070		6,270,070
	Basic/Diluted EPS (Rs.)		0		0.00
2.13	Contingent Liabilities & Commitments		As at 31st March 2016		As at 31st March 2015
	01) Contingent liabilities:				
	a)Other Money for which the company is contingently Liabile		0		0
	Total		0		0
2.13	Deferred Tax Assets/Liability		As at 31st March 2016		As at 31st March 2015
	In compliance of the Accounting Standard 22 issued by the Institute of Chartered Accountants of India, the company has not made provision for net differed tax assets.		0		0
	Total		0		0
2.14	Segment Information		As at 31st March 2016		As at 31st March 2015
	The company has not carried any business activity during the year and the previous year, hence there are no disclosure to be provided under the Accounting Standard 17 'Segment reporting' other than those already provided in the financial statements.		0		0
	Total		0		0
2.15	Transactions With related Parties		As at 31st March 2016		As at 31st March 2015
	List of parties with whom transactions have taken place during the year:				
	1) Entities under common control	2) Key Managerial Personnel			
	a)Shiva Paper Mills Limited	a)Sh.Amit Jain			
	b)Shiva Services Limited				
	c)R.N.Finance Limited				
	d)Shiva Kymen Sukka Limited				

		3) Relatives of Key Management Personnel			
		a) Sh.Parmod Jain			
		b) Sh.Parmod Jain HUF			
		c) Smt. Kiran Jain			
		d) Sh. Rajat Jain			
	Transactions during the year with related Parties				
	Nature of Transactions		As at 31st March 2016		As at 31st March 2015
		Entitles under common control	Key Management Personnel & their relatives	Year ended 2015-16	Year ended 2014-15
		(1)	(2)	Rs.	Rs.
	Share Application money	0		0	
	Unsecured Loans		0	0	
	Repayment During The Year				
	Shiva Papermills limited				

SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31 MARCH, 2015.

(I) SIGNIFICANT ACCOUNTING POLICIES:

- **Basis of preparation of Financial Statements**

The financial statements are prepared and presented under the historical cost convention on the accrual basis of accounting in accordance with the generally accepted accounting principles and comply with accounting standards issued by the Institute of Chartered Accountants of India and relevant provisions of Companies Act, 2013 to the extent applicable.

- **Current Assets**

Current assets, loans and advances are approximately of the value stated, if realized in the ordinary course of business.

- **Inventory**

Raw material has been valued at cost and as per FIFO basis. Work in progress has been valued at cost incurred in bringing the inventory to its stage of production. Finished goods have been valued at cost or net realizable value whichever is less.

- **Revenue Recognition**

Sales are recognized on the basis of delivery of goods and passage of title. Interest income is recognized on accrual basis and on time proportion basis.

- **Taxation**

- Provision for current tax is made on the taxable income in accordance with the rates applicable as per the Income Tax Act, 1961.
- Deferred Tax liability appearing on the financial statements reflects the tax effect of timing difference arising due to difference in the rates of depreciation provided on the fixed assets as per the Schedule XIV of the Companies Act, 1956 and the Income Tax Act, 1961.

(II) NOTES ON ACCOUNTS:

- Previous year figures are regrouped or rearranged wherever necessary to correspond with the current year figures.
- Debit and credit balances are subject to confirmation of parties.
- **Related Party Disclosures.**

As per Accounting standard AS-18 on Related Party disclosures issued by the Institute of Chartered Accountants of India, the disclosure of transactions with the related party as defined in the Accounting standard are given below:

- **List of Related Parties**

- Key management personnel :
- Companies controlled by Directors.
- **Summary of transactions**

Sr. no.	Particulars	Current year 2016	Previous Year 2015
1.	-	-	-
2.	-	-	-
3.	-	-	-
4.	-	-	-
5.	-	-	-
6.	-	-	-
7.	-	-	-

- **Imports** (valued on cost, insurance and freight basis)

Particulars	Year ended 31.3.2016 (Rs.)	Year ended 31.3.2015(Rs.)
Raw Material	-	-

As per our report of even date attached.

For and on behalf of Board of Directors

**Sd/-
V. Ramachandra Rao
Chartered Accountant**

**Sd/-
Director**

**Sd/-
Director**

**Place: Hyderabad
Date: 06-12-2016.**

Route Map to the AGM Venue as per Secretarial Standards

