



SHREE METALLOYS LIMITED

**Dealers of Non Ferrous, Precious Metals
Manufacturers of Non Ferrous Metals**

(Formerly known as VALLEY INDIANA LEISURE LIMITED)

CIN No. : L67120GJ1994PLC023471

Regd. Office: A/2, North View Appt., Sub Plot IV,
St. Xavier's College Road, Navrangpura,
Ahmedabad - 380 009, Gujarat (India)

Phone: + 91 79 26300054, 26300197
Fax : +91 79 26302231 • M. : +91 9327035601
E-mail: shreemetalloys.ahd@gmail.com

03/10/2016

**TO,
BSE LTD.
FLOOR 25, P. J. TOWERS
DALAL STREET,
MUMBAI - 400001**

SUB.: Submission of Annual Report for the financial year 2015-16 in accordance to the provisions of Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

With reference to the above captioned subject, we hereby submit the soft copy of the Annual Report for the financial year 2015-16 duly approved and adopted by the shareholders of the Company as per the provisions of the Companies Act, 2013, at the 22nd Annual general meeting held on 27th September, 2016.

Kindly take the above information on your record.

Thanking You,

: Yours faithfully,
For, Shree Metalloys Limited

**Pratik R. Kabra
Chairman & Managing Director
DIN: (00006358)**

Works : Plot No. 1, Godown No. 1/B-C,
Naghedi Lakha Baval, Khodiyar Colony Post,
Jamnagar - 361 006 Gujarat, India.

Fax : 0288 2889310
Ph. : 0288 2889210
Mob: 93284 55577

TRADING: Plot No. 1, Godown No. 1/A,
Naghedi Lakha Baval, Khodiyar Colony Post,
Jamnagar - 361 006. Gujarat. India

E-mail : shreemetalloys@gmail.com

22nd
ANNUAL REPORT
2015-2016



SHREE METALLOYS LIMITED

TWENTY SECOND ANNUAL REPORT 2015-16**KEY MANAGERIAL PERSONNEL & BOARD OF DIRECTORS**

Mr. Pratik R. Kabra	Chairman & Managing Director (DIN: 00006358)
Mr. Jogesh D. Chokshi	Director & Chief Financial Officer (DIN: 00006630)
Mr. Bhupendra Singh Rajput	Director (DIN: 00853722)
Mr. Pankhil Desai	Director (DIN: 02908540)
Mrs. Kanchan G. Kabra	Director (DIN: 03417138)

AUDITORS

M/s. Bharadia Maheshwari & Associates,
Chartered Accountants,
Ahmedabad

BANKERS

Punjab National Bank
ICICI Bank

REGISTRAR & SHARE TRANSFER AGENT

MCS Share Transfer Agent Ltd.
12/1/5 Manoharpukur Road,
Kolkata-700026
Email: mcsahmd@gmail.com

REGISTERED OFFICE

A/2, North View Apartment,
St. Xaviers College Road,
Navrangpura,
Ahmedabad -380009
Website : www.shreemetalloys.com
Email: shreemetalloys@gmail.com

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NOTICE**(CIN: L67120GJ1994PLC023471)**

NOTICE is hereby given that the **Twenty Second (22nd)** Annual General Meeting (AGM) of the Members of **Shree Metalloys Limited** will Be held on **Tuesday, 27th September, 2016** At 12.30 P.M. at the Registered Office of the Company at A/2, North View apartment, St. Xaviers College Road, Navrangpura, Ahmedabad – 380 009 to transact the following business:

ORDINARY BUSINESS:

- I.** To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016, Statement of Profits & Loss and together with Cash Flow Statement and Notes forming part thereto (“Financial Statement”) for the year ended on 31st March, 2016 and Report of the Board of Directors and Auditors thereon.
- II.** To appoint a Director in place of **Mr. Jogesh D. Chokshi (DIN: 00006630)** who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
- III.** To ratify the appointment of **M/s. Bharadia Maheshwari & Associates**, Chartered Accountants as statutory auditors of the Company and fix their remuneration.

SPECIAL BUSINESS:

- IV.** To re-appoint **Mr. Pratik Radheshyam Kabra (DIN: 00006358)** as a Managing Director of the Company for the term of 5 (Five) years who shall be liable to retire by rotation.

To consider and, if thought fit, to give your assent/dissent to pass the following resolution as an **Ordinary Resolution:-**

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and in accordance with the provision of Section 196, 197 and 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and the Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded to re-appoint Mr. Pratik R. Kabra, (Din:00006358) as Managing Director of the Company with effect from May 28, 2016 for the term of 5 (Five) year and who shall be liable to retire by rotation, as well as the payment of salary and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached herewith, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Pratik R. Kabra.

RESOLVED FURTHER THAT the remuneration payable to Mr. Pratik R. Kabra, shall not exceed the overall ceiling of the total managerial remuneration as provided under Schedule V and Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

- V.** **To increase the Borrowing power Limit of the Board of Directors upto Rs.15 crores (Rupees Fifteen Crores).**

To consider and, if thought fit, to give your assent/dissent to pass the following resolution as a **Sepcial Resolution:-**

“RESOLVED THAT pursuant to the provisions of Section 180 (1) (c) of the Companies Act, 2013 and other enabling provisions, if any, consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing any sum or sums of moneys for and on behalf of the Company, from time to time from any one or more persons, firms, bodies corporate, bankers, financial institutions, or from others by way of advances, deposits, loans or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties, whether movable or immovable or stock-in process and debts, advances notwithstanding that the sum or sums of moneys so borrowed together with moneys, if any, already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the Company and its free reserves which have not been set apart for any specific purpose, provided that the total amount upto which the moneys may be borrowed shall be increased from Rs.10 crores (Rupees Ten Crores Only) to Rs.15 crores (Rupees Fifteen Crores Only) at any point of time on account of the principal.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

VI. To approve related party transactions to be entered by the Company with related parties:-

To consider and, if thought fit, to give your assent/dissent to pass the following resolution as an **Ordinary Resolution:-**

“RESOLVED THAT, pursuant to the provisions of Section 188 and other applicable provisions of Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to enter into the related party transaction by the Company with the respective related parties and for the maximum amounts per annum, as mentioned herein below:

Sr. no.	Nature of the transactions as per Section 188 of the Companies Act, 2013	Name of the KMP/ Director who is related and nature of their relationship	Name of Related Parties	Receipts (in Rs.)	Payment (in Rs.)
1.	Rent	KMP	Mr. Pratik R. Kabra	-	20,00,000
2.	Job Work/ Sales of Goods	Managing Director, Mr. Pratik R. Kabra is also a Director in Shree Extrusions Ltd	Shree Extrusions Ltd	10,00,00,000	-
	Purchase of Goods			-	5,00,00,000
3.	Sales of goods	Directors’ (Mr. Pratik Kabra) Partnership Firm	Metal Alloys Corporation	10,00,00,000	-
	Purchase of goods			-	10,00,00,000

RESOLVED FURTHER THAT, the transaction may be entered into subject to the compliance of criteria mentioned under Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014 of the Companies Act, 2014.

RESOLVED FURTHER THAT the Board of Directors of the Company/ or Committee thereof be and is hereby authorised to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company”.

By Order of the Board of Directors
For, **Shree Metalloys Limited**

Sd/-
Pratik R. Kabra
Chairman & Managing Director
DIN: (00006358)

Date : 24th August, 2016
Place : Ahmedabad
Registered Office:-
A/2, North View Apartment,
St. Xaviers College Road,
Navrangpura,
Ahmedabad -380009

NOTES

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY.
Proxies, in order to be effective, must be received by the Company, duly filled, stamped and signed, at its Registered Office not less than 48 hours before the Meeting.
Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions / authority letter, as applicable, issued on behalf of the nominating organization.
A person can act as proxy on behalf of Members not exceeding fifty (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 Member.
3. Members/Proxies/Authorized representatives should bring the duly filled Attendance Slip enclosed herewith along with their copy of the Annual Report to attend the Meeting.
4. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote at the AGM.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Relevant documents referred to in the accompanying Notice and the Statement, are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays during business hours up to the date of the Meeting.
7. Profile of the Directors seeking appointment / re-appointment, as required in terms of Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 is annexed to this Notice.
8. Members desirous of getting any information about the Accounts of the Company are requested to write to the Company at least seven days in advance of the Meeting, so that the information can be kept ready at the Meeting.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agent i.e. MCS Share Transfer Agent Ltd., 12/1/5 Manoharpukur Road, Kolkata-700026 , West Bengal.
10. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact MCS Share Transfer Agent Ltd, 12/1/5 Manoharpukur Road, Kolkata-700026, West Bengal for assistance in this regard.
11. The Annual Report of the year 2015-16 of the Company circulated to the Members of the Company will be made available on the Company's website at www.shreemetalloys.com and also on the website of the respective Stock Exchanges at www.bseindia.com and the physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours and only on working days.
Members who have not registered their e-mail addresses so far as requested to receive all communication including Annual Report, Notices, Circulars etc. from the Company electronically, may also registered their e-mail addresses.
12. Equity Shares of the Company are available for dematerialisation, as the Company has entered into an agreement with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for dematerialization services of its Equity Shares. Those Shareholders who wish to hold shares in electronic form may approach their Depository Participant. ISIN No. of the Company's Equity Share is INE914B01012.
13. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of members and share transfer books of the company will remain closed from Wednesday 21st September 2016 to Tuesday 27th September 2016 (both days inclusive).
14. Any recipient of the Notice, who has no voting rights as on the Cut-off date i.e 20th, September, 2016 shall treat this Notice as intimation only.

➤ **VOTING THROUGH ELECTRONIC MEANS:**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, along with Regulation 44 of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members’ facility to exercise their right to vote at the 22nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The members may cast their votes using an electronic voting system through remote e-voting services provided by Central Depository Services Limited (CDSL) from a place other than the venue of the Meeting.

- i. The Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Depositories as on 20th September, 2016 (cut-off date) are entitled to vote on the resolutions set forth in this Notice.
- ii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. 20th September, 2016 shall be entitled to exercise his/ her vote either electronically i.e. remote e-voting or through the Polling Paper at the AGM by following the procedure mentioned in this part.
- iii. The e-voting facility is available at the link www.evotingindia.com.
- iv. The remote e-voting begins on 24th September, 2016 (10:00 a.m.) and will end on 26nd September, 2016 (5:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 20th September, 2016, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above .The e-voting module shall be disabled by CDSL for voting thereafter.
- v. The Company has appointed Mr. Devesh Khandelwal, Proprietor of Khandelwal Devesh & Associates, Practising Company Secretary (Membership No. FCS: 6897; COP No: 4202), to act as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.
- vi. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on the cut-off date i.e. 20th September, 2016.
- vii. Members can opt for only one mode of voting, i.e., either by physical poll or remote e-voting. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical poll will be treated as invalid.
- viii. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- ix. Members who do not have access to remote e-voting facility have been additionally provided the facility of voting through Ballot paper. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- x. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

THE PROCEUDRE AND INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER:-

1. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.
2. Click on “Shareholders” tab.
3. Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”.

Now Enter your User ID

User ID-	<ul style="list-style-type: none"> • For CDSL Users : 16 digits beneficiary ID • For NSDL Users : 8 character DP ID followed by 8 digit client ID • For physical : Folio number registered with shares holders of the company.
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4. Next enter the Image Verification as displayed and Click on Login.

5. 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 but if you are a first time user, follow the steps given below:

Particulars	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the 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.
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records in dd/mm/yyyy format.
Dividend Bank Details*	Enter the Dividend Bank Details as recorded in your demat account or in the Company records. If 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 (s).

Please enter the #DOB or *dividend bank details in order to login.

6. After entering these details appropriately, click on "SUBMIT" tab
7. 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.
(If Demat account holder has forgotten the changed password then enter the user ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.)
8. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
9. Click on the EVSN (Electronic Voting Sequence Number) for the relevant <Company Name> on which you choose to vote.
10. 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.
11. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
12. 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.
13. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
14. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
15. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

16. Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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.

The Scrutinizer shall immediately after the conclusion of voting at the General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the Meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.shreemetalloys.com and on the website of CDSL i.e. www.cdslindia.com within 48 hours after the conclusion of Annual General Meeting of the Company and shall also be communicated to Stock Exchanges where the shares of the Company are listed in pursuant to Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 .

By Order of the Board of Directors
For, **Shree Metalloys Limited**

Sd/-
Pratik R. Kabra
Chairman & Managing Director
DIN: (00006358)

Date : 24th August, 2016

Place : Ahmedabad

Registered Office:-

A/2, North View Apartment,
St. Xaviers College Road,
Navrangpura,
Ahmedabad -380009

BRIEF PROFILE OF DIRECTORS ELIGIBLE FOR RE-APPOINTMENT SEEKING ELECTION AT THE 22ND ANNUAL GENERAL MEETING (vide item no. 2, and 4)**{Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015}**

NAME	Mr. Jogesh Dirajlal Chokshi	Mr. Pratik Radheshyam Kabra
DIN	00006630	00006358
Designation	Director	Managing director
Date of Birth	15/02/1955	30/03/1986
Date of Appointment	28/07/2011	13/11/2007
Qualification and experience in specific functional area	Graduate in Commerce having more than 23 years of experience in accounts and finance.	B.Tech in Electronics having more than 9 years of experience of production and management.
Directorship held in other companies*	NIL	Shree Extrusions Limited
Membership / Chairmanships of Committee in other Public Companies	NIL	NIL
Shareholding of Non-executive Director	N.A	N.A
Relationships between Directors inter-se	N.A	N.A

*Pvt. Companies excluded

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013.**

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

Item No. 4

The Board of Directors of the Company (the 'Board') at its meeting held on 28th May 2016 and also on the basis of recommendation of Nomination and Remuneration Committee of the Company has re-appointed Mr. Pratik R. Kabra, (DIN: 00006358) as Managing Director for a period of Five (5) years w.e.f. 28th May 2016, who shall be liable to retire by rotation and his re-appointment was subject to the approval of shareholders at ensuing General Meeting of the Company.

Keeping in view that Mr Pratik R. Kabra has been involved in the operations of the Company over past period of more than 9 years hence it shall be in the interest of the Company to continue the employment of Mr. Pratik R. Kabra as Managing Director of the Company.

Mr. Pratik R. Kabra, aged 30 years, is B.Tech in Electronics having more than 9 years of experience of production and management.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Mr. Pratik R. Kabra and the terms and conditions of the re-appointment are given below:

I. Period:

For a period of 5 years from 28th May, 2016

II. Salary:

Up to Rs.1, 00,000/- per month which is eligible for revision on a date to be determined by the Nomination and Remuneration Committee.

III. Perquisites:

The Managing Director shall be entitled to all the perquisites listed herein below in addition to the salary mentioned above;

- i. Medical Re-imburement:** Reimbursement of medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalisation, surgical charges, nursing charges and domiciliary charges for self and for family.
- ii. Leave Travel Concession:** For self and family every year incurred in accordance with the rules of the Company.
- iii. Club Fees:** Fees of clubs, subject to a maximum of three clubs.
- iv. Personal Accident Insurance/Group Life Insurance:** Premium not to exceed Rs.6500/- per annum.
- v. Provident Fund/Pension:** Contribution to Provident Fund and Pension Fund to the extent such contributions, either singly or put together are exempt under the Income Tax Act, 1961. Contribution to Pension Fund will be paid on basic salary and commission.
- vi. Gratuity:** Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act and to the extent not taxable under the Income Tax law.
- vii. Use of Car with Driver:** The Company shall provide a car with driver for business and personal use. In addition, the Company shall also reimburse running and maintenance expenses of another car owned by, or leased/ rented to, the Managing Director for business and personal use.
- viii. Telephone facility at residence:** Telephone facility shall be provided at the residence. All personal long distance calls shall be billed by the Company to the Managing Director.

IV. Duties:

Subject to the superintendence, direction, and control of the Board of Directors of the Company, the Managing Director Shall be entrusted with substantial power of management and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time. The headquarter of the Managing Director shall be at Ahmadabad or at such place as the Board of Directors may decided from time to time.

V. TERMINATION:

Managing Director may be removed from his office for gross negligence, breach of duty or trust if a special Resolution to that effect is passed by the Company in its General Meeting. The Managing Director may resign from his office by giving 90 days' Notice to the Company.

VI. COMPENSATION:

In the event of termination of office of Managing Director takes place before the expiration of tenure thereof, he shall be entitled to receive compensation from the Company for loss of office to extent and subject to limitation as provided under Section 202 of the Companies Act, 2013.

VII. OTHER TERMS AND CONDITIONS:

- i.** In the event of absence or inadequacy of profits in any financial year during the tenure of the Managing Director, salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable.
- ii.** "Family" means the spouse and dependent children of Mr. Pratik R. Kabra.
- iii.** Leave with full pay and allowances shall be allowed as per the Company's rules.
- iv.** Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.

- v. No sitting fees shall be paid to the Managing Director for attending the meetings of the Board of Directors or Committees thereof.
- vi. The perquisites as listed in para (III) above shall be valued as per the Income Tax Rules, 1962, as may be applicable.

No Director, Key Managerial Personnel or their relatives, except Mr. Pratik R. Kabra whom the resolution relates, are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 4 for the approval of the members.

Item no. 5

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, and all other applicable provisions, if any, the Board of Directors of a Company cannot borrow money (apart from temporary loans obtained from the company's bankers in the ordinary course of business) in excess of the Company's Paid-up Capital and Free Reserves without the consent of the shareholders by a special resolution,

To enable the Board to borrow money in excess of the Company's capital and free reserves the sanction of the shareholder is required pursuant to provisions of section 180(1)(c) of the Act and the Board of Director have taken power to borrow upto Rs.10 (Rupees Ten Crores only) vide the shareholders Resolution passed in 20th Annual General Meeting held on 29/09/2014. Your Board of Directors considering to expand the business activities of the Company and consider that they may require to borrow more than the limit prescribed by the earlier resolution passed in 20th AGM and therefore the Board of your Company proposes this Resolution under the provisions of section 180(1)(c) of the Act for your approval.

The Resolution set out at item No.5 of the notice is put forth for consideration of the members as a Special resolution pursuant to section 180 (1) (c) of the Companies Act, 2013, authorizing the Board of Directors to borrow upto a sum of Rs. 15 Crores (Rupees Fifteen Crores only) by increasing the existing limit of Rs.10 crores (Rupees Ten Crores only) at any point of time on account of the principal.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are in, any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

Item no. 6

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, requires that for entering into any contract or arrangement as mentioned herein below with the related party, the Company must obtain the prior approval of Board of Directors and in case of;

1. Sale, purchase or supply of any goods or materials directly or through appointment of agents exceeding ten percent of the turnover of the Company or rupees one hundred crore, whichever is lower as mentioned in Clause (a) and Clause (e) respectively of sub-section (1) of Section 188.
2. leasing of property of any kind exceeding ten percent of the net worth or exceeding ten percent of turnover of the Company or rupees one hundred crore, whichever is lower as mentioned in clause (c) of sub-section (1) of Section 188.
3. availing or rendering of any services directly or through appointment of agents exceeding ten percent of the turnover of the Company or rupees fifty Crore, whichever is lower, as mentioned in clause (d) and clause (e) of sub-section (1) of Section 188.

Prior approval of the shareholders by way of an Ordinary Resolution must be obtained:

1. Sale, purchase or supply of any goods or materials;
2. Leasing of property of any kind;
3. Availing or rendering of any services;

SHREE METALLOYS LIMITED

In the light of the provisions of the Companies Act, 2013, the Board of Directors of your Company has approved the proposed transactions along with annual limit that your Company may enter into with the related parties (as defined under section 2(76) of the Companies Act, 2013) the name of the related parties, name of the Director or Key Managerial Personnel who is related, if any and nature of relationship is mentioned in the resolution.

The respective transactions have been carried out on arm's Length basis and all factors relevant to the respective transactions have been considered by the Board.

Except Mr. Pratik R. Kabra and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution.

The Board accordingly recommends the resolution as set out in Item No. 06 of the Notice for the approval of the members.

By Order of the Board of Directors
For, **Shree Metalloys Limited**

Sd/-
Pratik R. Kabra
Chairman & Managing Director
DIN: (00006358)

Date : 24th August, 2016

Place : Ahmedabad

Registered Office:-

A/2, North View Apartment,

St. Xaviers College Road,

Navrangpura,

Ahmedabad -380009

BOARD OF DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the 22nd Annual Report on business and operations of the Company together with the Audited Financial Statements of the Company for the year ended on 31st March, 2016.

I. FINANCIAL RESULTS:

The financial performance of the Company for the year ended 31st March, 2016 is summarized below:

	(Amount in Rupees)	
FINANCIAL RESULTS	F.Y 2015-2016	F.Y 2014-2015
Total Revenue from Operations (Net) (Incl. Changes in Inventories)	43,14,55,274	38,48,19,222
Total Expenditure (Excluding Depreciation)	42,73,92,816	38,08,81,519
Gross Profit/(Loss)	40,62,458	39,37,703
Less:		
Depreciation	2,085,588	19,30,980
Provision for Taxation	3,75,000	3,82,000
Earlier year's Tax	288	41,189
Deferred Tax liabilities	400,038	4,75,345
Extra Ordinary Items (Investments written off)	-	-
Profit/ (Loss) after Tax (PAT)	12,01,543	11,08,189

II. OVERVIEW OF COMPANY'S FINANCIAL PERFORMANCE:

The overall Revenue of the Company for the Current Financial year 2015-16 has increased to Rs.43,14,55,274/- as compared to Rs.38,48,19,222/- in the Previous Financial year 2014-15. The Company's PAT as on 31st March 2016 is recorded at Rupees 12,01,544/-, as against 11,08,189/- in the previous year after a Provision Of Tax of Rupees 3,75,000/-.

Your directors are confident and optimistic of achieving upward growth and achieving much better results in the coming years.

III. AMOUNT TRANSFERRED TO RESERVE:

During the year under review, the Company has not transferred any amount to reserves.

IV. DIVIDEND:

To conserve the resources for the future requirement of the company, your directors have not recommended any dividend for the year.

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

Since there was no unpaid/unclaimed Dividend declared and paid last year, the provisions of Section 125 of the Companies Act, 2013 do not apply.

VI. CHANGES IN SHARE CAPITAL:

At present, the paid up Equity Share Capital of the Company is Rs. 5,25,63,000/- (Five Crore, Twenty Five Lakh, and Sixty Three Thousand rupees only).

The company has neither issued shares with differential rights as to dividend, voting or otherwise nor issued shares (including sweat equity shares) to the employees or directors of the company, under any scheme. Your Company does not have any ESOP scheme for its employees/Directors.

VII. PUBLIC DEPOSITS:

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 and 76 of the Companies Act, 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014

during the period under review. Hence, the requirement for furnishing the details of deposits which are not in compliance with Chapter V of the Act is not applicable. The question of non compliance of the relevant provisions of the law relating to acceptance of deposit does not arise.

VIII. CHANGE IN THE NATURE OF THE BUSINESS:

During the year, there is no change in the nature of the business of the Company.

IX. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

During the year under review, the Company has entered into any contracts or arrangements with related parties in terms of Section 188(1) of the Companies Act, 2013. The particulars of Contracts or Arrangements made with related parties required to be furnished under section 134(3)(h) are disclosed in the prescribed form (**Form AOC-2**) which is attached to this Report as **Annexure- "A"**.

X. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

During the year, the Company has not given any loan, guarantee or provided security in connection with the loan to any other body corporate or person or made any investments hence no particulars of the loans, guarantees or investments falling under the provisions of Section 186 of the Companies Act, 2013 are provided by the Board.

XI. MATERIAL CHANGES AND COMMITMENT AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate and the date of this report.

XII. DISCLOSURE OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL:

No orders have been passed by any Regulator or Court or Tribunal, impacting on the going concern status and the Company's operations in future.

XIII. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES :

The Company does not have any Subsidiary, Joint venture or Associate Company.

XIV. ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

In Pursuant to Section 134(5)(e) of the Companies Act, 2013 the Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. The nature of the Company's business and size and complexity of its operations are in place and have been operating satisfactorily. Internal control systems consisting of policies and procedures are designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and adequately protected.

During the period under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

XV. PARTICULARS OF EMPLOYEES (Disclosure under Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014):

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, forms part of this report as **Annexure "B"**. However, as permitted in terms of Section 136 of the Act, this Annual Report is being sent to all the members and others entitled thereto, excluding the said annexure. Members who are interested in obtaining these particulars may write to the Company at the Registered Office of the Company. The aforesaid annexure is also available for inspection by members at the Registered Office of the Company, any day between the date of the approval of Board Report and the date of AGM, during the Business hours on working days.

XVI. EXTRACT OF ANNUAL RETURN:

The extract of the Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 in Form MGT-9 is appended here in **Annexure- "C"** to this Report.

XVII. PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**i) CONSERVATION OF ENERGY :**

- The steps taken or impact on conservation of energy: As the Company does not have heavy plant and machineries, which could have consume more electricity, therefore, the Company has not taken any steps towards conservation of energy.
- The steps taken by the Company for utilizing alternate sources of energy: The Company has not taken any steps to use alternate sources of energy.
- The Capital investment on energy conservation equipments: Nil

ii) TECHNOLOGY ABSORPTION :

- The efforts made towards technology absorption: No
- The benefits derived like product improvement, cost reduction, product development or import substitution: Nil
- In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- Not Applicable
 - the details of technology imported
 - the year of import;
 - whether the technology been fully absorbed;
 - if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and
- The expenditure incurred on Research and development (R & D) : NIL

iii) FOREIGN EXCHANGE EARNINGS & OUT GO :

- **Foreign Exchange Earning : NIL**
- **Foreign Exchange Outgo :**
 - CIF Value of Import : Rs. 2,85,43,978/-
 - Expenditure in Foreign Currency : NIL

XVIII. AUDITORS :

The matters related to Auditors and their Reports are as under:

A. Statutory Auditors

The Auditors of the Company, M/s. Bharadia Maheshwari & Associates, (Firm Registration No.:123767W) Chartered Accountants, Ahmedabad was appointed as Statutory Auditors in the 20th Annual General Meeting, to hold office till the conclusion of 23rd Annual General Meeting, for a period of 3(three) years, subject to ratification at every Annual General Meeting.

Pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, a resolution seeking Members ratification for the appointment of M/s. Bharadia Maheshwari & Associates, Chartered Accountants, is included at Item No. 3 of the Notice convening the Annual General Meeting.

The requisite certificate pursuant to Section 139(1) of the Companies Act, 2013 has been received by the Company from M/s. Bharadia Maheshwari & Associates, Chartered Accountants to the effect that

they have been reappointed, and it has been in accordance with the provisions of Section 141 of the Companies Act, 2013 read with rules made thereunder and that they are not disqualified for such appointment.

There are no qualifications, reservations or adverse remarks made by M/s. Bharadia Maheshwari & Associates, Chartered Accountants, the Statutory Auditors of the Company, in their report. The observations made by the Statutory Auditors in their report for the financial period ended 31st March 2016 read with the explanatory notes therein are self-explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

B. Secretarial Auditors

Section 204 read with Section 134(3) of the Companies Act, 2013, mandates to obtain Secretarial Audit Report from Practising Company Secretary. M/s Vishwas Sharma & Associates, Practising Company Secretaries had been appointed as Secretarial Auditor of the Company for the financial year 2015-16.

Secretarial Audit Report issued by M/s Vishwas Sharma & Associates, Practising Company Secretaries in Form MR-3 attached and marked as **Annexure-“D”**, for the period under review forms part of this report.

The said report contains observation or qualification relating to the non-appointment of Company Secretary by the Company during the period under review and non-compliance of regulations of 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 i.e. hundred percent of shareholding of promoter(s) and promoter group should be in Dematerialized form.

The Board of Directors of your Company would like to explain on the said observation that your Company took all reasonable steps to do such appointment. The Board of your Company continues its efforts to search right candidate for the post of Company Secretary and will appoint the Company Secretary as soon as possible.

The Board noted the fact about Non-Dematerialisation of some of the Promoters' Share holding and accordingly intimated to the concerned Promoter. The Company has received a positive confirmation from the promoters who are holding shares in Physical form, to initiate the process of converting their shares in Demat form.

Cost Auditors

The Company has not appointed the Cost Auditor as pursuant to Section 148(1) of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, as the cost audit is not applicable to the Company .

XIX. MATTERS RELATED TO DIRECTORS AND KEY MANAGERIAL PERSONNEL:

a) Composition of Board:

Name of Director(DIN)	Designation	Category
Mr. Pratik R. Kabra(DIN: 00006358)	Chairman & Managing Director	Executive (Promoter)
Mr. Jogesh D.Chokshi(DIN: 00006630)	Director	Executive Non-independent
Mr. Bhupendra Singh Rajput(DIN: 00853722)	Director	Non-executive, Independent
Mr. Pankhil D. Desai(DIN: 02908540)	Director	Non-executive, Independent
Kanchan G. Kabra(DIN: 03417138)	Director	Non-executive, Independent Woman Director

The Board of directors consists of 5 Directors showing the fair combination of Executive, Non-Executive and Independent Directors. The directors are different in respect of the knowledge and expertise in the field. Some of the directors are professionals from different field; some are having the vast knowledge and experience of marketing/production.

b) Retire by Rotation and subsequent re-appointment :

Mr. Jogesh D. Chokshi , Director (DIN: 00006630), is liable to retire by rotation at the ensuing AGM in accordance with the provisions of Section 152(6) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of Company and being eligible have offered himself for reappointment. Appropriate resolutions for the re-appointment are being placed for your approval at the ensuing AGM. The Board recommends his re-appointment.

c) Key Managerial Personnel:

The following persons have been designated as Key Managerial Personnel of the Company pursuant to Section 2(51) and Section 203 of the Companies Act, 2013 read with the Rules framed there under:

1. Mr. Pratik R. Kabra - Managing Director
2. Mr. Jogesh D. Chokshi - Chief Financial Officer

In accordance to the provisions of sections 2(19) and 203 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 and other applicable provision (including any modification or enactment thereof), if any, Mr. Jogesh D. Chokshi , has been appointed as a Chief Financial Officer (CFO) of the company, for a period of 3 years with effect from 30th May, 2015.

Mr. Pratik R. Kabra (DIN: 00006358) is the existing Managing Director of the Company. The Board of Directors subject to approval of the shareholders proposes his re-appointment as a Managing Director under Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013, for a further period of five (5) years with effect from 28th May, 2016.

The brief resume of the Directors and other related information has been detailed in the Notice convening the 22nd AGM of your Company.

d) Declaration By Independent Director:

Mr. Bhupendra Singh Rajput (DIN: 00853722), Mr. Pankhil Desai (DIN: 02908540) and Mrs. Kanchan G. Kabra (DIN: 03417138) are the existing Independent Directors the Company.

Your Company has received a statement of declarations from all the Independent Directors that they meet the criteria of independence as laid down under the section 149(6) of the Companies Act, 2013 with the Schedules and Rules issued thereunder, and also in accordance to Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015.

e) Board Evaluation:

Pursuant to the provisions of the Companies Act, 2013 as provided under Schedule IV(Code of independent director) of the Act and the Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, made there under, the Independent Directors held their meeting to evaluate the performance of the Non Independent Directors and the Board as a whole. Each Board member's contribution, their participation was evaluated and the domain knowledge they brought. They also evaluated the manner in which the information flows between the Board and the Management and the manner in which various documents are prepared and furnished by the Board.

Subsequently the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Board functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, contribution at the meetings and otherwise, independent judgment, governance issues etc.

XX. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force) the Board of Directors of your company states its responsibility Statement:

- i. In the preparation of the annual accounts for the financial year ended 31st March, 2016, the applicable accounting standards and Schedule III of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force), have been followed along with proper explanation relating to material departures;
- ii. 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 as at 31st March, 2016 and of the profit or loss of the Company for the year ended 31st March, 2016.
- iii. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force) for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. The directors had prepared the annual accounts on a going concern basis.
- v. 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.
- vi. The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

XXI. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW AND DATES:

The Company had conducted 4 (Four) Board meetings during the financial year 2015-16 under review on: 30th May 2015, 14th August 2015, 6th November 2015, and 11th February 2016

The details of attendance of Directors at the Board Meetings and at the last Annual General Meeting are as under:

Name of Director(s)	Number of Board Meetings held and attended during the year		Attended Last AGM
	Held during the tenure	Attended	
Mr. Pratik R. Kabra	4	4	Yes
Mr. Jogesh D.Chokshi	4	4	Yes
Mr. Bhupendra Singh Rajput	4	4	Yes
Mr. Pankhil D. Desai	4	4	Yes
Ms. Kanchan G. Kabra	4	4	Yes

XXII. COMMITTEES OF THE BOARD:

The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles under which are considered to be performed by members of the Board. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action.

A) AUDIT COMMITTEE:

Pursuant to the provisions of section 177(8) of the Companies Act, 2013, the Board hereby disclose the composition of the Audit Committee and other relevant matters as under:

▪ **Composition of the Committee:**

Name of Directors	Category	Designation	Number of Meeting Held	Number of Meeting Attended
Mr. Bhupendra Singh Rajput	Non-executive & Independent	Chairman	4	4
Mr. Pratik Kabra	Executive(Promoter)	Member	4	4
Mr. Pankhil D. Desai	Non-executive & Independent	Member	4	4

The Audit Committee acts in accordance with the terms of reference specified by the Board of Directors of the Company. Further during the period under review, the Board of Directors of the Company had accepted all the recommendations of the Committee.

During the Year, 4(Four) meetings of the Committee were held on **30th May 2015, 14th August 2015, 6th November 2015 and 11th February 2016**.The necessary quorum was present at the Meetings.

▪ **Vigil Mechanism/Whistle Blower Policy:**

Your Company is committed to highest standards of ethical, moral and legal business conduct of business operations. Accordingly the Board of Directors of the Company has, pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, framed the Whistle Blower Policy for Directors and employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any, financial statements and reports etc.

The employees of the Company have the right/option to report their concern/grievance to the Chairman of the Audit Committee. No person has been denied access to the chairman of the Audit Committee.

During the financial year 2015-16, all the directors and employees had full access to approach the Vigil Mechanism Officer. No complaint was received during the year 2015-16 of any sort from any directors and employee of your company. Whistle Blower Policy is disclosed on the website of the Company www.shreemetalloys.com.

B) NOMINATION AND REMUNERATION COMMITTEE:

▪ **Composition of the Committee:**

Name of Directors	Category	Designation	Number of Meeting Held	Number of Meeting Attended
Mr. Bhupendra Singh Rajput	Non-executive & Independent	Chairman	1	1
Mr. Jogesh D. Chokshi	Executive & Non Independent	Member	1	1
Mr. Pankhil D. Desai	Non-executive & Independent	Member	1	1

The Board has in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013, formulated the policy setting out the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration for Directors, Key

Managerial Personnel and other employees. The said policy is furnished in **Annexure- “E”** and is attached to this report.

▪ **Meeting:**

During the Year, 1 (one) meeting of the committee was held on 30th May, 2016. The meeting was conducted for Appointment of Mr. Jogesh D. Chokshi (DIN: 00006630) as the Chief Financial Officer of the Company and deciding his Remuneration. The Committee duly recommended terms and conditions for the Appointment.

C) STAKEHOLDERS RELATIONSHIP COMMITTEE:

During the period under review, pursuant to Section 178(5) of the Companies Act, 2013 Regulation 20 of the Listing (Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchanges. The Board of Directors of the Company constituted the Stakeholder’s Relationship Committee.

▪ **Composition of the Committee:**

Name of Directors	Category	Designation
Mr. Bhupendra Singh Rajput	Non-executive & Independent	Chairman
Mr. Pankhil D. Desai	Non-executive & Independent	Member
Mrs. Kanchan G. Kabra	Non-executive & Independent	Member

▪ **Details of Investor’s grievances/ Complaints**

No. of investors’ complaints received by the RTA/ Company during the year : Nil
 No. of complaints pending as at the end of the current financial year 31st March, 2016 : One (1)

▪ **Compliance Officer**

The Compliance officer of the Company is Mr. Nimish Bavishi.

XXIII. MANAGEMENT’S DISCUSSION AND ANALYSIS REPORT:

The Management’s Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2)(e) of the Listing Regulations is given as an annexure to this report.

XXIV. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:

The provision of section 135(1) of Companies Act 2013 i.e. Corporate Social Responsibility is not applicable on the company. Therefore the company has not constituted and developed CSR committee neither taken any steps towards Corporate Social Responsibility.

XXV. STATEMENT REGARDING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY:

The Company does not have any Risk Management Policy or any statement concerning development and implementation of risk management policy of the company as the elements of risk threatening the Company’s existence are very minimal.

XXVI. CORPORATE GOVERNANCE:

As per the provisions of SEBI (Listing Obligations and Disclosures requirement) Regulation, 2015, the annual report of the listed entity shall contain Corporate Governance Report and it is also further provided that if the Company is not having the paid up share capital exceeding Rs. 10 crores and Net worth exceeding Rs. 25 crores, the said provisions are not applicable. As our Company does not have the paid up share capital exceeding Rs. 10 crores and Net worth exceeding Rs. 25 crores , the Corporate Governance Report is not applicable and therefore not provided by the Board.

Further, Company has obtained a Certificate from a Practicing Company Secretaries certifying the same.

GENERAL SHAREHOLDERS INFORMATION:

- **Annual general meeting :**

Day and Date	Time	Venue
Tuesday, 27 th September, 2016	12.30 p.m.	A/2, North View Apartment, St. Xaviers College Road, Navrangpura, Ahmedabad -380009

- **Financial Calendar for 2016-2017 (tentative schedule, subject to change)**

The Company expects to announce the unaudited/audited quarterly results for the year 2016-17 as per the following schedule:

Period	Approval of Quarterly results
Quarter ending 30th June, 2016	By 2 nd Week of August 2016
Quarter and half year ending 30th September, 2016	By 2 nd Week of November, 2016
Quarter ending 31st December, 2016	By 2 nd Week of February, 2017
The year ending 31st March, 2017	By end of May, 2017

- **listing:**

The Equity Shares of the Company are listed on Bombay Stock Exchange (BSE). The company has paid its Annual Listing fees to the Stock Exchange for the year 2016-17; further the Company is regular in compliances of various clauses and regulations of the Listing Agreement and/or LODR.

ACKNOWLEDGEMENT:

Your Directors wish to acknowledge and place on record their appreciation for the support extended by Bankers and Office bearers of Government Department and Financial Institutions. Your Directors thank all, esteemed customers, suppliers and business associates for their faith, trust and confidence reposed in the Company. Your Directors also acknowledge the continued invaluable support extended by you our shareholders and the confidence that you have placed in the company.

Regd. Office:

A/2, North View Apartment,
St. Xaviers College Road,
Navrangpura,
Ahmedabad -380009

Date : 24th August, 2016

Place : Ahmedabad

By Order of the Board
For, **Shree Metalloys Limited**

Sd/-
Pratik R. Kabra
Chairman & Managing Director
DIN: (00006358)

**Annexure-“A”
FORM NO. AOC-2**

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

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

1. Details of Contracts or arrangements or transactions not at arm’s Length basis:-

Sr. No.	Name(s) of the related party and nature of relationship	Nature of Contracts/ Arrangements / Transactions	Duration of The Contracts/ Arrangements / Transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advances, if any:	Date on which the special resolution was passed in general meeting as required under first proviso to section 188
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
NIL								

2. Details of contracts or arrangements or transactions at Arm’s length basis:-

Sr. No.	Name(s) of the related party and nature of relationship	Nature of Contracts/ Arrangements/ Transactions	Duration of The Contracts/ Arrangements/ Transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any:
	(a)	(b)	(c)	(d)	(e)	(f)
1.	Pratik R. Kabra (Managing Director)	Rent Paid	Upto 31/03/2018	Rs. 5,16,000/-	30/03/2015	-
2.	Shree Extrusions Ltd.	<ul style="list-style-type: none"> ▪ Job Work Sales ▪ Highseas sales 	Renewable on yearly basis	Rs.27,38,580/- Rs.1,00,26,500/-	30/03/2015	-
3.	Metal Alloys Corporation	<ul style="list-style-type: none"> ▪ Sales of Goods ▪ Purchase of Goods 	Renewable on yearly basis	Sales of Rs. 12,13,220/- Purchase of Rs. 63,768/-	30/03/2015	-

For and on behalf of the Board of Directors

Sd/-
Pratik R. Kabra
Chairman & Managing Director
(DIN: 00006358)

Place : Ahmedabad
Date : 24/08/2016

**Annexure-C
FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
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 & OTHER DETAILS:

i)	CIN	L67120GJ1994PLC023471
ii)	Registration Date	31/10/1994
iii)	Name of the Company	SHREE METALLOYS LIMITED
iv)	Category/Sub-Category of the Company	Company Limited by Shares / Indian Non Government Company
v)	Address of the Registered office and contact details	A/2 North View Apartment, SST St. Xaviers College Road, Navrangpura, Ahmedabad-380009
vi)	Whether listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	MCS Share Transfer Agent Ltd. 12/1/5 Manoharpukar Road, Kolkata, West Bengal-700026 Contact:- 033 40724051/52 Email: mcssta@rediffmail.com

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Wholesale of metal and non-metal waste and scrap	46699	99.32%

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sr. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE
N.A.			

IV SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

	Category of Shareholders	No. of Shares held at the beginning of the year (01/04/2015)				No. of Shares held at the end of the year (31/03/2016)				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	Promoters									
	(1) Indian									
	a) Individual/ HUF	2314548	512100	2826648	53.77	2414687	512100	2926787	55.68	1.9
	b) Central Govt	-	-	-	-	-	-	-	-	-
	c) State Govt(s)	-	-	-	-	-	-	-	-	-
	d) Bodies Corp.	453100	-	453100	8.62	453100	-	453100	8.62	NIL
	e) Banks / FI	-	-	-	-	-	-	-	-	-
	f) Any other Directors/ Relatives	-	-	-	-	-	-	-	-	-
	Sub-total (A)(1):-	2767648	512100	3279748	62.40	2867787	512100	3379887	64.30	1.9
	(2) Foreign									
	a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
	b) Other-Individuals	-	-	-	-	-	-	-	-	-
	c) Bodies Corp.	-	-	-	-	-	-	-	-	-
	d) Bank/FI	-	-	-	-	-	-	-	-	-
	e) Any Other. . .	-	-	-	-	-	-	-	-	-
	Sub-total (A)(2):-	-	-	-	-	-	-	-	-	-
	Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	2767648	512100	3279748	62.40	2867787	512100	3379887	64.30	1.9
B.	Public Shareholding									
	1. Institutions									
	a) Mutual Funds	-	-	-	-	-	-	-	-	-
	b) Banks / FI	-	-	-	-	-	-	-	-	-
	c) Central Govt	-	-	-	-	-	-	-	-	-
	d) State Govt(s)	-	-	-	-	-	-	-	-	-
	e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
	f) Insurance Companies	-	-	-	-	-	-	-	-	-
	g) FIIs	-	-	-	-	-	-	-	-	-
	h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
	i) Others (specify)	-	-	-	-	-	-	-	-	-
	Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-

SHREE METALLOYS LIMITED

Category of Shareholders	No. of Shares held at the beginning of the year (01/04/2015)				No. of Shares held at the end of the year (31/03/2016)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non-Institutions									
a) Bodies Corp.	32178	379400	411578	7.83	17802	379400	397202	7.56	0.27
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	184395	248510	432905	8.24	191616	247910	439526	8.36	0.12
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	250559	152900	403459	7.68	258674	152900	411574	7.83	0.15
c) Others									
1. Hindu Undivided Families	587810	140300	728110	13.85	487811	140300	628111	11.95	1.9
2. Non Resident Repatriates	500	-	500	0.01	-	-	-	0.00	(0.01)
Sub-total (B) (2):-	1055442	921110	1976552	37.60	955903	920510	1876413	35.70	1.9
Total Public Shareholding (B)=(B)(1)+ (B)(2)	1055442	921110	1976552	37.60	955903	920510	1876413	35.70	1.9
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	3823090	1433210	5256300	100	3823690	1432610	5256300	100	Nil

(ii) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year (01/04/2015)			Share holding at the end of the year (31/03/2016)			% 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.	Girjaben R. Kabra	536300	10.20	-	536300	10.20	-	NIL
2.	Govindram L. Kabra	496000	9.44	-	496000	9.44	-	NIL
3.	Mercury Metals Ltd.	453100	8.62	-	453100	8.62	-	NIL
4.	Hansaben G. Kabra	350000	6.66	-	350000	6.66	-	NIL
5.	Neha R. Kabra	300000	5.71	-	300000	5.71	-	NIL
6.	Pratik R. Kabra	339280	6.45	-	439419	8.36	-	1.91
7.	Radheshyam L. Kabra	177400	3.37	-	177400	3.37	-	NIL
8.	Dhwani V. Maheshwari	166313	3.16	-	166313	3.16	-	NIL
9.	Jinal P. Kabra	249255	4.74	-	249255	4.74	-	NIL
10.	Ramswaroop L. Kabra	107900	2.05	-	107900	2.05	-	NIL
11.	Ramprasad M. Kabra	40000	0.76	-	40000	0.76	-	NIL
12.	Ramprakash L. Kabra	36500	0.69	-	36500	0.69	-	NIL
13.	Madhuben Ramprakash	27600	0.53	-	27600	0.53	-	NIL
14.	Gopal Mittal	100	0.00	-	100	0.00	-	NIL
	TOTAL	3279748	62.38	-	3379887	64.30	-	1.91

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

Sr. No.	For each of the Top 10 Shareholders	Reason for increase / decrease	Shareholding at the beginning of the year		Cumulative shareholding during the year	
			No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	At the beginning of the year		3279748	62.38	3279748	62.38
	Date/Quarter wise Increase/Decrease in Promoters Shareholding during the year	Purchase of Shares				
	- 09/03/2016		35600	0.68		
	- 10/03/2016		35539	0.68		
	- 11/03/2016		29000	0.55		
	Total		100139	1.91	3379887	64.30
	At the end of the year		3379887	64.30	3379887	64.30

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

Sr. No.	For each of the Top 10 Shareholders	Reason	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.	APOLLO METACHEM PRIVATE LIMITED					
	At the beginning of the year		258600	4.92	258600	4.92
	Date wise Increase/Decrease in Shareholding during the year	No changes during the year				
	At the end of the year		258600	4.92	258600	4.92
2.	MAHESHNAHARMAL SHAH HUF					
	At the beginning of the year		199133	3.79	199133	3.79
	Date wise Increase/Decrease in Shareholding during the year	No changes during the year				
	At the end of the year		199133	3.79	199133	3.79
3.	ASAWA CHATTARLAL JANKILAL (HUF)					
	At the beginning of the year		150000	2.85	150000	2.85
	Date wise Increase/Decrease in Shareholding during the year (January-March 2016)	Transfer	(100000)	(1.9)	50000	0.95
	At the end of the year		50000	0.95	50000	0.95
4.	SOHANGIRI METALS & ALLOYS PVT. LTD.					
	At the beginning of the year		120800	2.30	120800	2.30
	Date/Quarter wise Increase/Decrease in Shareholding during the year(April-June 2014)	No changes during the year				
	At the end of the year		120800	2.30	120800	2.30
5.	NARESH KAILASHCHANDRA JHAWER					
	At the beginning of the year		106211	2.02	106211	2.02
	Date wise Increase/Decrease in Shareholding during the year	No changes during the year				
	At the end of the year		106211	2.02	106211	2.02
6.	JAGDISHCHANDRA D. BANGUR (HUF)					
	At the beginning of the year		98300	1.87	98300	1.87
	Date wise Increase/Decrease in Shareholding during the year	No changes during the year				
	At the end of the year		98300	1.87	98300	1.87

SHREE METALLOYS LIMITED

Sr. No.	For each of the Top 10 Shareholders	Reason	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
7.	ASHISHKUMAR JAGDISHCHANDRA. BANGUR(HUF)					
	At the beginning of the year		97804	1.86	97804	1.86
	Date wise Increase/Decrease in Shareholding during the year	No changes during the year				
	At the end of the year		97804	1.86	97804	1.86
8.	MUKESHKUMAR JAGDISHCHANDRA BANGUR(HUF)					
	At the beginning of the year		89940	1.71	89940	1.71
	Date wise Increase/Decrease in Shareholding during the year	No changes during the year				
	At the end of the year		89940	1.71	89940	1.71
9.	SWETA NARESH JHAVER					
	At the beginning of the year		89100	1.70	89100	1.70
	Date wise Increase/Decrease in Shareholding during the year	No changes during the year				
	At the end of the year		89100	1.70	89100	1.70
10.	BEENA V JAIN					
	At the beginning of the year		72800	1.39	72800	1.39
	Date wise Increase/Decrease in Shareholding during the year	No changes during the year				
	At the end of the year		72800	1.39	72800	1.39
11.	RAKESH J SHAH					
	At the beginning of the year		50000	0.95	50000	0.95
	Date wise Increase/Decrease in Shareholding during the year	No changes during the year				
	At the end of the year		50000	0.95	50000	0.95

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	Reason	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.	Mr. Pratik R. Kabra					
	At the beginning of the year		339280	6.45	339280	6.45
	Date/Quarter wise Increase/Decrease in Promoters Shareholding during the year	Purchase of Shares	100139	1.91	439419	8.36
	- 09/03/2016		35600	0.68		
	- 10/03/2016		35539	0.68		
	- 11/03/2016		29000	0.55		
	At the end of the year		439419	8.36	439419	8.36
2.	Mr. Jogesh D. Chokshi					
	At the beginning of the year		1700	0.03	1700	0.03
	Date wise Increase / Decrease in Promoters Share holding during the year	-	-	-	-	-
	At the end of the year		1700	0.03	1700	0.03
3.	Mr. Bhupendrasingh N. Rajput					
	At the beginning of the year		NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Share holding during the year		NIL	NIL	NIL	NIL
	At the end of the year		NIL	NIL	NIL	NIL
4.	Mr. Pankhil D. Desai					
	At the beginning of the year		NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Share holding during the year		NIL	NIL	NIL	NIL
	At the end of the year		NIL	NIL	NIL	NIL
5.	Mr. Kanchan G. Kabra					
	At the beginning of the year		NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Share holding during the year		NIL	NIL	NIL	NIL
	At the end of the year		NIL	NIL	NIL	NIL

V. INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year 2015-16				
i) Principal Amount	5,24,41,755	-	-	5,24,41,755
ii) Interest due but not paid	5,13,895	-	-	5,13,895
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	5,29,55,650	-	-	5,29,55,650
Change in Indebtedness during the financial year	-	-	-	-
* Addition	98,43,156	-	-	98,43,156
* Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year 2015-16				
i) Principal Amount	6,21,50,614	-	-	6,21,50,614
ii) Interest due but not paid	6,48,192	-	-	6,48,192
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	6,27,98,806	-	-	6,27,98,806

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Pratik R. Kabra	Jogesh D. Chokshi	
		Managing Director	Executive Director & CFO	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	Rs. 4,40,000	Rs. 4,40,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	
2	Stock Option	-	-	
3	Sweat Equity	-	-	
4	Commission - as % of profit - others, specify...	-	-	
5	Others, please specify	-	-	
	Total (A)	NIL	Rs. 4,40,000	Rs. 4,40,000
	Ceiling as per the Act	Rs. 42,00,000	Rs. 42,00,000	Rs. 42,00,000

B. Remuneration to other directors:

SN.	Particulars of Remuneration	Name of Directors			Total
		Amount			
		Bhupendrasingh Rajput	Pankhil D. Desai	Kanchan Gopal Kabra	
1	Independent Directors	✓	✓	✓	
	Fee for attending board committee meetings	-	-	-	
	Commission	-	-	-	
	Others, please specify	-	-	-	
	Total (1)	-	-	-	
2	Other Non-Executive Directors				
	Fee for attending board committee meetings	-	-	-	
	Commission	-	-	-	
	Others, please specify	-	-	-	
	Total (2)	-	-	-	
	Total (B)=(1+2)	-	-	-	
	Total Managerial Remuneration	-	-	-	
	Overall Ceiling as per the Act	Rs.100000	Rs.100000	Rs.100000	Rs.100000

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

SN.	Particulars of Remuneration	Key Managerial Personnel	Total
		Amount	
		Company Secretary (CS)	
1	Gross salary	Nil	Nil
	(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	Nil	Nil
	- others, specify...	Nil	Nil
5	Others, please specify	Nil	Nil
	Total	Nil	Nil

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made,if any (give Details)
A. COMPANY					
Penalty			N.A.		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			N.A.		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			N.A.		
Punishment					
Compounding					

Annexure-“D”**Form No. MR-3****SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED 31st March, 2016[Pursuant to section 204(1) of the Companies Act, 2013 and
rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
SHREE METALLOYS LIMITED,
A/2, North View Apartment,
St. Xaviers College Road,
Navrangpura,
Ahmedabad -380009

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SHREE METALLOYS LIMITED** (CIN:L67120GJ1994PLC023471) (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2016** ('Audit Period') **complied** with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- i. The Companies Act, 2013 (**the Act**) and the rules made there under and Companies Act, 1956 and Rules made there under to the extent applicable;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing. (**not applicable to the company during the audit period**)
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. (**not applicable to the company during the audit period**)
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**not applicable to the company during the audit period**)
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**not applicable to the company during the audit period**);
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**not applicable to the company during the audit period**);

- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (*not applicable to the company during the audit period*);
- vi. I have relied on the representations made by the Company and its officers for systems and mechanism formed by the Company for compliances of other specific applicable Acts, Laws and Regulations to the Company as mentioned hereunder;
- i) Income-Tax Act, 1961 and Indirect Tax Laws;

I have also examined compliance with the applicable Clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Listing Agreements entered into by the Company with Stock Exchanges;
- (iii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (with effect from 1st December 2015)

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

- (a) *As per Section 203 of Companies Act, 2013 read with rule 8 of the Companies (Appointment and Remuneration of Managerial Personal) Rules, 2014, (a) the Company has not appointed Company Secretary during the audit period.*
- (b) *As per the regulations of 31 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, hundred percent of shareholding of promoter(s) and promoter group should be in Dematerialized form, however the process of dematerialization of hundred percent of shareholding of promoter(s) and promoter group has not been completed.*

I further report that:

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

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

Board take decision by majority of directors while the dissenting directors' views are captured and recorded as part of the minutes.

I further report that:

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable Laws, Rules, Regulations and guidelines.

I further report that:

During the audit period, there were no instances of:

- (i) Public/Rights/Preferential issue of Shares/debentures/sweat equity.
- (ii) Redemption/buy-back of securities.
- (iii) Merger/ amalgamation/ reconstruction etc.
- (iv) Foreign technical collaborations.

For, **Vishwas Sharma & Associates,**
Company secretaries

Vishwas Sharma
Proprietor
ACS: 33017,
COP No.:16942

Place :- Ahmedabad
Date :- 24/08/2016

Note: This report is to be read with my letter of even date which is annexed as Annexure-1 herewith and forms and integral part of this report.

ANNEXURE-1 TO SECRETARIAL AUDIT REPORT

To,
The Members,
SHREE METALLOYS LIMITED
A/2, North View Apartment,
St. Xaviers College Road,
Navrangpura,
Ahmedabad -380009

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. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, followed by me provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representations about the compliance of Laws, Rules and Regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable Laws, Rules, Regulations, and Standards is the responsibility of management. My 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 the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For, **Vishwas Sharma & Associates,**
Company secretaries

Vishwas Sharma
Proprietor
ACS: 33017,
COP No.:16942

Place :- Ahmedabad
Date :- 24/08/2016

Annexure-“E”
NOMINATION AND REMUNERATION POLICY

INTRODUCTION

In pursuance to the Company’s policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, key managerial personnel and employees of the Company, to harmonise the aspirations of human resources consistent with the goals of the company and in terms of the provisions of the Companies Act, 2013, this policy on Nomination and Remuneration of directors, Key Managerial Personnel (KMP) and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC”) and approved by the Board of Directors of the Company.

CONSTITUTION OF COMMITTEE

The Board of Directors of **SHREE METALLOYS LIMITED** (“the Company”) constituted the “Nomination and Remuneration Committee” consisting of three (3) Directors of which majority are Independent Directors in accordance with the provisions of Section 178 of the Companies Act, 2013.

OBJECTIVE**The key objectives of the Committee would be:**

- a) To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- b) Formulate the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration for Directors, Key Managerial Personnel and other employees.
- c) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- d) To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management
- e) To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company’s operations.
- f) To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage
- g) To develop a succession plan for the Board and to regularly review the plan.

DEFINITIONS

“Act” means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.

“Board” means Board of Directors of the Company.

“Directors” mean Directors of the Company.

“Key Managerial Personnel” means

- a) Chief Executive Officer or the Managing Director or the Manager;
- b) Whole-time director;
- c) Chief Financial Officer;
- d) Company Secretary; and
- e) such other officer as may be prescribed.

“Senior Management” means personnel of the company who are members of its core management team excluding the Board of Directors including Functional Heads.

Policy for appointment and removal of Director, KMP and Senior Management**A. Appointment criteria and qualifications**

- I. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- II. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- III. The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

B. Term / Tenure**➤ Managing Director/Whole-time Director:**

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

➤ Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on October 1, 2014 or such other date as may be determined by the Committee as per regulatory requirement; he/ she shall be eligible for appointment for one more term of 5 years only.
- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

C. Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

D. Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

E. Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel

The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

While determining the remuneration of Executive Directors and Key Managerial Personnel, the Committee shall consider following factors:

- i. Industry standards, if the data in this regard is available.
- ii. The job description.
- iii. Qualification and experience level of the candidate.

The remuneration payable to the Executive Directors, including the value of the perquisites, shall not exceed the permissible limits as are mentioned within the provisions of the Companies Act, 2013. They shall not be eligible for any sitting fees for attending any meetings.

The Non-Executive Directors shall not be eligible to receive any remuneration/ salary from the Company. However, the Non-Executive Directors shall be paid sitting fees for attending the meeting of the Board or committees thereof and commission, as may be decided by the Board/ Shareholders from time to time, presently the Company is not paying any sitting fee. They shall also be eligible for reimbursement of out of pocket expenses for attending Board/ Committee Meetings.

DUTIES IN RELATION TO NOMINATION MATTERS

The duties of the Committee in relation to nomination matters include:

- a) Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- b) Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- c) Determining the appropriate size, diversity and composition of the Board;
- d) Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- e) Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- f) Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- g) Recommend any necessary changes to the Board; and

DUTIES IN RELATION TO REMUNERATION MATTERS:

The duties of the Committee in relation to remuneration matters include:

- To consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.

REVIEW AND AMENDMENTS:

- i. The NRC or the Board may review the Policy as and when it deems necessary.
- ii. The NRC may issue guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this policy, if it thinks necessary.
- iii. This Policy may be amended or substituted by the NRC or by the Board and as when required and also by the Compliance Officer where there is any statutory change necessitating the change in the policy.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Management Discussion & Analysis Report Pursuant to Regulation 34(2)(e) of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015.

I. Industry Structure and Development

The Company is engaged in the business of trading of ferrous and non ferrous. The Company also extended its area of operations to manufacturing sector of non-ferrous metals by carrying out job works at its manufacturing facility. The metal industry in which the Company is dealing is recently having trends of volatility and there are very good chances for the Company to develop its area of operation in the metal industry.

Metals sector have always been in the forefront of a nation's economy and India is no exception. Both ferrous and non ferrous metals are equally important towards building up the country's future. Ferrous metals are definitely more in use in India, but at the same time non ferrous metals are also gradually taking the centre stage and the time is not far when it will be regarded as the future. India is one of the richest reserves of all the raw materials required for the metal industry i.e. land, capital, cheap labour, power, coal etc.

II. Opportunities and Threats

For market players of Metal industry, a major cause of volatility is the cost of raw materials, which has been exacerbated by the change from annual to shorter-term price contracts. Shortages in supply have enabled suppliers to re-engineer the pricing mechanisms. However, this has created challenges for market players. They now have to deal not only with the increased volatility in raw material prices, but also with how to maintain margins with fluctuating demand. These developments are significantly affecting the earnings of the Metal industry and try to achieve stability in Metal market.

III. Segment wise Performance:

During the year the Company has not achieved a notable progress in its operations but due to its future expansion plans, projects and emerging opportunities your directors expect increase in its revenue and income. Our Company's operations belong to a single segment and therefore no segment wise performance given.

IV. Recent Trend and Future Outlook:

The sector in which the Company has been operating is developing faster and provides ample growth opportunities. Further due to rise in foreign direct investment in the sector, Company will be able to develop projects at fast pace and looking forward for better development and high investment returns.

V. Internal Control system and their adequacy

The Company has adequate system of internal control commensurate with its size and operations to ensure orderly and efficient conduct of the business. These controls ensure safeguard of assets, reduction and detection of frauds and error, adequacy and completeness of the accounting record and timely preparation of reliable financial information.

VI. Financial performance with respect to operational performance

The financial performance of the Company for the year 2015-16 is described in the Directors Report under the head financial performance.

VII. Material developments in Human Resources/Industrial Relations front, including the number of people employed.

Your Company has undertaken certain employees' Development initiative which have very positive impact on the moral and team spirit of the employees. The Company has continued to give special attention to Human Resource/ Industrial Relations development. Industrial relations remained cordial throughout the year and there was no incident of strike, lock-out etc.

VIII. Cautionary Statement:-

Statement in this Management Discussion and Analysis describing the company's objectives, projections, estimated and expectations are "forward looking statements" Actual results might differ, materially from those anticipated because of changing ground realities

For and on behalf of the Board
For, **Shree Metalloys Limited**

Sd/-
Pratik R. Kabra
Chairman & Managing Director
(DIN: 00006358)

Place : Ahmedabad
Date : 24/08/2016

INDEPENDENT AUDITOR'S REPORT

**To the Members of
SHREE METALLOYS LIMITED**

Report on the Financial Statements

We have audited the accompanying financial statements of **SHREE METALLOYS LIMITED**, which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and 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.

Auditors' Responsibility

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

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

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give 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 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:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- (b) In the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows of the Company 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) issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Profit and Loss Statement, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid standalone 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 the 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 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 has disclosed the impact, if any, of pending litigation on its financial position in its financial statement
 - ii) the Company has made provision, as required under any law or accounting standard, for material foreseeable losses, if any, on long term contracts including derivative contracts,
 - iii) there has been no delays in transferring amount, required to be transfer, to the Investor Education, and Protection fund by the Company

For, **Bharadia Maheshwari & Associates**
Chartered Accountants
(Firm Registration No. 123767W)

(CA Mayur Laddha)

Partner

Membership No: 132414

Place : Ahmedabad
Date : 28.05.2016

ANNEXURE OF THE INDEPENDENT AUDITOR'S REPORT

The annexure referred to in our Independent Auditor's Report to the members of the Company on the standalone financial statement for the year ended 31st March 2016 we report that:

- i) a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) As explained to us, the fixed assets are being physically verified during the year by the management in accordance with the programme of verification, which in our opinion is reasonable having regard to the size of the company and the nature of its assets. As informed to us no material discrepancies have been noticed on such verification.
- c) On the basis of our examination and according to the information and explanations given to us, title deeds of immovable properties are held in the name of the company.
- ii) On the basis of our observation and according to the information and explanations given to us, the physical verification of inventory has been conducted by the management at reasonable intervals and no material discrepancies were noticed on physical verification.
- iii) According to the information and explanation given to us, the Company has not granted any loans, secured or unsecured to companies, firms, LLPs or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore the provisions of clause 3 (iii) of the Order are not applicable to the Company.
- iv) On the basis of our examination and according to the information and explanations given to us, the Company has neither given any loans, guarantees, securities, nor made any investment as provided in section 185 and section 186 of the Companies act 2013. Therefore the provisions of clause 3 (iv) of the Order are not applicable to the Company.
- v) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from the public during the year.
- vi) The Central Government has not prescribed maintenance of cost records under sub section (1) of Section 148 of the Companies Act, 2013 for any of the products manufactured by the Company.
- vii) According to the information and explanation given to us and on the basis of examination of the records of the Company, amount deducted/ accrued in the books of accounts in respect of 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 have been generally regularly deposited to the appropriated authorities wherever applicable, there is no outstanding as on March 31, 2016 for a period of more than six months from the date they became payable.
- viii) On the basis of our examination and according to the information and explanations given to us, the company has not defaulted in repayment of Loans or Borrowings to any financial institution, bank, Government, or dues to Debenture holders as at the balance sheet date.
- ix) In our opinion and according to the information and explanation given to us, neither any moneys raised by Initial public offer/ further public offer (including debt instruments) nor any term loans has been availed by the company, hence purpose of question of proper utilization does not arise.
- x) To the best of our knowledge and belief and accordingly to the information and explanations given to us, neither any fraud by the company nor any fraud on the company by its officers/employees has been noticed or reported during the course of our audit.
- xi) On the basis of our examination and according to the information and explanations given to us, the company has paid/provided the Managerial remuneration according to the provisions of section 197 read with schedule V to the Companies Act 2013.

- xii) To the best of our knowledge and belief and accordingly to the information and explanations given to us, the company is not defined as Nidhi company. Therefore the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- xiii) On the basis of our examination and according to the information and explanations given to us, the company has complied with section 177 and section 188 of the Companies act 2013 regards to Related Party transactions, and the details have been disclosed in the Financial statements according to Accounting standards.
- xiv) On the basis of our examination and according to the information and explanations given to us, the company has not made any preferential allotment/ private placement of shares or fully/ partly convertible debentures during the year under review. Therefore the provisions of section 42 of Companies act 2013 are not applicable to the Company.
- xv) On the basis of our examination and according to the information and explanations given to us, the company has not entered into any Non cash transactions with directors or persons connected with him. Therefore the provisions of section 192 of Companies act 2013 are not applicable to the Company.
- xvi) To the best of our knowledge and belief and accordingly to the information and explanations given to us, the company is not required to be registered under section 45-IA of the Reserve Bank of India act, 1934.

For, **Bharadia Maheshwari & Associates**
Chartered Accountants
(Firm Registration No. 123767W)

(CA Mayur Laddha)

Partner

Membership No: 132414

Place : Ahmedabad
Date : 28.05.2016

BALANCE SHEET AS AT 31ST MARCH, 2016

Particulars	Note No.	As At	As At
		31.03.2016 (Rs.)	31.03.2015 (Rs.)
Equity and Liabilities			
Shareholders Funds			
(a) Share Capital	2	52,563,000	52,563,000
(b) Reserves and Surplus	3	12,081,398	10,879,855
		64,644,398	63,442,855
Non-Current Liabilities			
(a) Long Term Borrowings	4	-	-
(b) Deferred Tax Liabilities (net)	5	803,178	403,140
		803,178	403,140
Current Liabilities			
(a) Short Term Borrowings	6	62,798,806	52,955,650
(b) Trade Payables	7	17,146,222	35,842,396
(c) Other current Liabilities	8	2,070,966	249,788
(d) Short Term Provisions	9	723,086	446,097
		82,739,080	89,493,931
Total		148,186,657	153,339,926
Assets			
Non-Current Assets			
(a) Fixed Assets			
Tangible Assets	10	22,606,552	24,398,779
(b) Non-Current Investments	11	1,302,294	1,302,294
(c) Deferred Tax assets (net)	12	-	-
(d) Long-term Loans and Advances	13	2,014,860	2,011,493
		25,923,706	27,712,566
Current Assets			
(a) Inventories	14	32,699,549	338,019
(b) Trade Receivables	15	57,928,620	72,328,646
(c) Cash and Cash Equivalentents	16	4,987,941	13,789,032
(d) Short-term Loans and Advances	17	26,646,841	39,171,663
		122,262,951	125,627,360
Total		148,186,657	153,339,926
Significant Accounting Policies	1		
Other notes forming part of financial statements	26 to 43		

As per our report of even date
For **Bharadia Maheshwari & Associates**
Chartered Accountants
(Registration No. 123767W)

(CA Mayur Laddha)
Partner
Membership No: 132414
Date : 28th May, 2016
Place : Ahmedabad

For and on behalf of the Board
Shree Metalloys Limited

Jogesh D. Chokshi **Pratik R. Kabra**
Director & CFO *Chairman & Managing Director*
(DIN : 00006630) (DIN : 00006358)
Date : 28th May, 2016
Place : Ahmedabad

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31.03.2016

Particulars	Note No.	For The Year Ended 31.03.2016 (Rs.)	For The Year Ended 31.03.2015 (Rs.)
Revenue from Operations			
Revenue from Operations	18	401,245,702	384,381,490
Other Income	19	525,021	437,732
Changes in Inventories	20	29,684,551	-
Total Revenue		431,455,274	384,819,222
Expenses:			
Changes in Inventories	20	-	16,256,221
Purchase of Stock-in-Trade	21	409,740,046	349,360,914
Cost of Material Consumed	21	3,281,600	-
Employee Benefits Expenses	22	2,124,731	2,861,970
Finance Costs	23	7,769,225	8,295,219
Depreciation and Amortization Expense	24	2,085,588	1,930,980
Other Expenses	25	4,477,214	4,107,195
Total Expenses		429,478,404	382,812,499
Profit Before Tax		1,976,870	2,006,723
Tax Expense			
Current Tax		375,000	382,000
Earliar Years Tax		288	41,189
Deferred Tax Liabilities (Assets)		400,038	475,345
Profit After Tax		1,201,543	1,108,189
Basic and Diluted earnings per share of face value of Rs.10/- each		0.23	0.21
Significant Accounting Policies	1		
Other notes forming part of financial statements	26 to 43		
As per our report of even date For Bharadia Maheshwari & Associates Chartered Accountants (Registration No. 123767W) (CA Mayur Laddha) Partner Membership No: 132414 Date : 28th May, 2016 Place : Ahmedabad		For and on behalf of the Board Shree Metalloys Limited Jogesh D. Chokshi <i>Director & CFO</i> (DIN : 00006630) Date : 28th May, 2016 Place : Ahmedabad	Pratik R. Kabra <i>Chairman & Managing Director</i> (DIN : 00006358)

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

Particulars	Year Ended 31/03/2016		Year Ended 31/03/2015	
	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)
A. Cash Flow from Operating Activities				
Net Profit before tax and Extraordinary Items		1,976,870		2,006,723
Adjusted for				
Add: Depreciation	2,085,588		1,930,980	
	<u>2,085,588</u>		<u>1,930,980</u>	
		2,085,588		1,930,980
Operating Profit before Working Capital Changes		4,062,458		3,937,703
Adjusted for				
Trade and Other Receivable	14,400,026		(33,630,351)	
Inventories	(32,361,530)		16,256,221	
Trade Payable & Other Current Liability	(16,598,005)		34,801,832	
Loans & Advances	12,524,822		(1,488,224)	
		<u>(22,034,687)</u>		<u>15,939,478</u>
CASH GENERATED BY OPERATING ACTIVITIES				
Income Taxes paid		(375,288)		(423,189)
NET CASH GENERATED BY OPERATING ACTIVITIES		(18,347,517)		19,453,992
B. Cash Flow from Investing Activities				
Purchase of Fixed Assets	(293,361)		(4,646,816)	
Sale of Fixed assets	-		-	
Decrease in Investments	-		-	
Increase in Deposits	(3,367)		853,984	
NET CASH USED IN INVESTING ACTIVITIES		(296,728)		(3,792,832)
C. Cash Flow from Financing Activities				
Increase in Share Capital	-		-	
Increase in Secured Loan	9,843,156		(5,502,945)	
Increase in Unsecured Loan	-		-	
Decrease in Secured Loan	-		-	
NET CASH USED IN FINANCING ACTIVITIES		9,843,156		(5,502,945)
NET(DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS		(8,801,091)		10,158,213
Opening Balance of Cash and Cash Equivalents		13,789,032		3,630,819
Closing Balance of Cash and Cash Equivalents		4,987,941		13,789,032

The previous year's figures have been regrouped and reclassified wherever necessary.

As per our report of even date
For **Bharadia Maheshwari & Associates**
Chartered Accountants
(Registration No. 123767W)

(CA Mayur Laddha)
Partner
Membership No: 132414
Date : 28th May, 2016
Place : Ahmedabad

For and on behalf of the Board
Shree Metalloys Limited

Jogesh D. Chokshi **Pratik R. Kabra**
Director & CFO *Chairman & Managing Director*
(DIN : 00006630) (DIN : 00006358)
Date : 28th May, 2016
Place : Ahmedabad

Note -1 SIGNIFICANT ACCOUNTING POLICIES**a) Basis of Preparation of Financial Statements**

These financial statement have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013. The financial statements are prepared on accrual basis.

b) Revenue Recognition

Sale of goods is recognized on dispatch of goods to customers and is recorded net of trade discounts, rebates, sales tax/ value added tax however inclusive of excise duty, which is shown as separately.

c) Fixed Assets

Fixed assets are stated at their cost of acquisition/installation less accumulated depreciation. Fixed Assets are shown net of CENVAT & VAT on Capital Goods.

d) Depreciation and Amortization

Depreciation is provided on the straight line method over the useful lives of the assets as prescribed in Schedule II to the Companies Act, 2013 and preliminary expenses are written off over a period of five years.

e) Investment

Investment has been shown at cost.

f) Inventories

Items of inventories are measured at lower of cost or net realizable value whichever is lower on FIFO basis for Raw Materials. Finished Goods and work in process are valued at the lower of the cost and net realizable value.

g) Employees Benefits

Employee benefits are charged off in the year in which the employees have rendered services. Provision for leave encashment is determined yearly basis and accordingly paid.

h) Taxation

- Provision for current tax is made after taking into consideration benefits admissible under the provisions of Income Tax Act, 1961.
- Deferred tax resulting from “timing differences” between the accounting and taxable profit for the period is accounted for using the tax rates and laws that have been enacted or substantially enacted as at the balance sheet date. Deferred tax assets is recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.
- Minimum Alternative Tax (MAT) credit is recognized as an asset only to the extent there is convincing evidence that the Company will pay income tax higher than that computed under MAT, during the period that MAT is permitted to be set off under the Income Tax Act, 1961.

i) Contingent Liability

Liabilities, which are of contingent nature, are not provided but are disclosed at their estimated amount in the notes.

j) Foreign Currency Transaction

Foreign transactions are recorded at the rates on which they have been settled during the year. Foreign currency denominated assets and liabilities are translated into rupees at the exchange rates prevailing at year-end and overall net gain/loss is adjusted in the Profit and Loss Account.

k) Impairment of Assets

Fixed assets are reviewed for impairment losses, whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the carrying amount of the assets exceeds its recoverable amount, which is the higher of an assets, net selling price and value in use.

l) Borrowing Costs

Borrowing costs comprising interest, finance charges etc to the extent related/ attributed to the qualifying assets, such as new projects and / or specific assets created in the existing business, are capitalized up to the date of completion and ready for their intended use. Other borrowing costs are charged to the statement of Profit and Loss in the period of their accrual.

m) Earnings per Share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity share outstanding during the year are adjusted for events such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding without a corresponding change in resource.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

n) Cash Flow Statement

The Cash Flow Statement is prepared by the indirect method set out in Accounting Standard 3 on Cash Flow Statements and presents the cash flows by operating, investing and financing activities of the company. Cash and cash equivalents presented in the Cash Flow Statement consist of cash on hand and deposits with banks.

NOTES TO AND FORMING PART OF BALANCE SHEET AS AT 31-03-2016

Note No.	Particulars	As At 31.03.2016 (Rs.)	As At 31.03.2015 (Rs.)
2	Share Capital:		
	Authorised:		
	10,000,000 (Previous Year 10,000,000) Equity Shares of Rs.10/- each	100,000,000	100,000,000
	Issued, Subscribed & Paid up :		
	Shares at the Beginning of the Accounting Period		
	5,256,300 (Previous Year 5,256,300) Equity Shares of Rs.10/- each	52,563,000	52,563,000
	Additions during the year	-	-
	Shares at the End of the Accounting Period		
	5,256,300 (Previous Year 5,256,300) Equity Shares of Rs.10/- each	<u>52,563,000</u>	<u>52,563,000</u>

Details of shareholders holding more than 5% shares in the Company (Equity Shares in numbers of Rs. 10 /- each)

Name of Shareholder	As At 31.03.2016		As At 31.03.2015	
	Number	%	Number	%
Girjaben R Kabra	5,36,300	10.20	5,36,300	10.20
Govindram Laluram Kabra	4,96,000	9.44	4,96,000	9.44
Mercury Metals Limited	4,53,100	8.62	4,53,100	8.62
Hansaben Govindram Kabra	3,50,000	6.66	3,50,000	6.66
Neha Ramprakash Kabra	3,00,000	5.71	3,00,000	5.71
Pratik Radheshyam Kabra	439419	8.36	3,39,280	6.45
	24,74,680	48.99	24,74,680	47.08

Note No.	Particulars	As At 31.03.2016 (Rs.)	As At 31.03.2015 (Rs.)
3	Reserve & Surplus:		
	Surplus in the statement of profit and loss		
	As per last Balance Sheet	10,879,855	9,771,666
	Add : Profit after tax during the year	1,201,543	1,108,189
	Allocations and Appropriations	-	-
	Net Surplus in the statement of profit and loss at the end of period	12,081,398	10,879,855
	Total	<u>12,081,398</u>	<u>10,879,855</u>
4	Long Term Borrowings		
	Secured Loans		
	Term Loans From Banks	-	-
	Total	<u>-</u>	<u>-</u>

SHREE METALLOYS LIMITED

Note No.	Particulars	As At 31.03.2016 (Rs.)	As At 31.03.2015 (Rs.)								
5	Deferred Tax Liabilities:										
	Deferred Tax Liabilities (Opening)	403,140	475,345								
	Deferred Tax Liabilities (C.Y.)	400,038	-								
	Deferred Tax Assets(C.Y.)	-	72,205								
	Net Deffered Tax Liabilities	803,178	403,140								
	Current Liabilities:										
6	Short-Term Borrowings:										
	Secured Loans										
	Punjab National Bank										
	Working Capital Loan	62,798,806	52,955,650								
	Total	62,798,806	52,955,650								
	Of the above :										
	Working Capital facilities availed from Punjab National Bank , Ranjit Road Jamnagar Branch Rs. 62798806/- (PY Rs. 52955650) are secured by way of hypotheciation of stock and book debts and Equitable Mortgage of Immovable properties of Director/ Guarantors										
7	Trade Payables										
	Sundry Creditors For Goods	17,045,204	35,150,045								
	Sundry Creditors For Capital Goods	-	627,837								
	Sundry Creditors For Expenses	101,018	64,514								
	Total	17,146,222	35,842,396								
8	Other Current Liabilities										
	Professional Tax Payable	2,700	4,500								
	Employee Benefit Expenses Payable	98,780	236,877								
	Interest Payable On Buyers Credit	31,137	-								
	Advance from Debtors	1,916,700	-								
	TDS Payable	21,650	8,411								
	Total	2,070,967	249,788								
9	Short-Term Provisions										
	Provision for Taxation	673,255	382,000								
	Audit Fees Payable	47,025	61,062								
	Other Expenses Payable	2,806	3,035								
	Total	723,086	446,097								
10	Fixed Assets										
	Assets	As at	Addition	Deletion	As at	As at	Addition	Deletion	As at	As at	
		01.04.2015			31.03.2016	01.04.2015			31.03.2016	01.04.2015	31.03.2016
1	Plant & Machineries	21,673,902	1,781,482	-	23,455,384	1,868,361	1,866,660	-	3,735,021	19,805,541	19,720,363
2	Building	2,493,811	240,020	-	2,733,831	92,511	93,869	-	186,380	2,401,300	2,547,451
3	Vehicles (Motor Car)	1,379,601	-	-	1,379,601	1,005,836	116,483	-	1,122,319	373,765	257,282
4	Vehicles (two wheeler)	57,555	-	-	57,555	33,741	3,739	-	37,480	23,814	20,075
5	Office Equipments	167,635	-	-	167,635	111,323	4,837	-	116,160	56,312	51,475
6	Computers	302,426	-	-	302,426	292,522	-	-	292,522	9,904	9,904
	Total of this year	26,074,930	2,021,502	-	28,096,432	3,404,294	2,085,588	-	5,489,882	22,670,636	22,606,552
7	Capital Work in Progress	1,728,141	73,544	1,801,685	-	-	-	-	-	1,728,141	-
	Grand Total	27,803,071	2,095,046	1,801,685	28,096,432	3,404,294	2,085,588	-	5,489,882	24,398,779	22,606,552
	Total of the Previous Year	23,156,255	4,646,816	-	27,803,071	1,473,315	1,930,980	-	3,404,295	21,682,942	24,398,779

SHREE METALLOYS LIMITED

Note No.	Particulars	As At 31.03.2016 (Rs.)	As At 31.03.2015 (Rs.)
11	Non Current Investment:		
a)	In Equity Shares - Unquoted, Fully Paid Up Advance Bio Coal (India) Ltd. (8,500 Equity Shares of Rs.10/- each (P Y 8,500))	85,000	85,000
b)	Shreeji Phosphate Limited (Formerly Known as Satyam Cement Ltd.) (35,000 Equity Shares of Rs.10/- Each (P Y 35,000))	530,250	530,250
c)	Zora Pharma Ltd. (26,600 Equity Shares of Rs.10/- Each (P Y 26,600))	665,000	665,000
d)	The Nawanagar Co-op Bank Ltd. (500 Equity Shares of Rs.10/- (P Y 500))	5,000	5,000
	Quoted at Cost :		
a)	Riddhi Siddhi Gluco Biols Ltd, (800 Equity Shares of Rs.10/- Each (P Y 800)) (Market value Rs. 2.48 lacs (P Y 3.14 lacs))	17,044	17,044
	Total	1,302,294	1,302,294
12	Deferred Tax Assets (Liabilities):		
	Deferred Tax Assets	-	-
	Defered Tax Assets	-	-
	Net Deferred Tax Assets	-	-
13	Long Term Loans And Advances:		
	Security Deposits (Unsecured Considered good unless otherwise stated)	2,014,860	2,011,493
	Total	2,014,860	2,011,493
	Current Assets		
14	Inventories: (As Taken, Valued & Certified by the Management)		
	Raw Materials	2,676,979	-
	Work in Process	-	-
	Finished Goods	-	-
	Stock in Trade (in respect of Goods acquired for Trading)	30,022,570	338,019
	Total	32,699,549	338,019

SHREE METALLOYS LIMITED

Note No.	Particulars	As At 31.03.2016 (Rs.)	As At 31.03.2015 (Rs.)
15	Trade Receivables: (Unsecured Considered good unless otherwise stated)		
(1)	Debts outstanding for a period exceeding six months from the date they are due	-	-
(2)	Other Debts	57,928,620	72,328,646
	Total	57,928,620	72,328,646
16	Cash & Cash Equivalents :		
(a)	Balance with Banks		
	In Current Accounts:		
	Balance with Scheduled Banks	391,953	6,814,415
	Balance with Other Banks	1,425	158,632
	Fixed Deposits with Banks	4,411,991	6,539,002
(b)	Cash on Hand	182,572	276,983
	Total	4,987,941	13,789,031
17	Short Term Loans & Advances: (Unsecured considered good unless otherwise stated)		
	Advances Recoverable in Cash or in Kind for the Value to be received		
(1)	Advance to Suppliers	22,644,627	37,027,667
(2)	Receivable from Revenue Authorities	3,322,649	1,518,186
(3)	Other Advances	620,375	588,061
(4)	Prepaid Expenses	59,190	37,749
	Total	26,646,841	39,171,663

**NOTES TO AND FORMING PART OF STATEMENT OF PROFIT AND LOSS
FOR THE YEAR ENDED 31.03.2016**

Note No.	Particulars	As At 31.03.2016 (Rs.)	As At 31.03.2015 (Rs.)
18	Revenue from Operations		
	Sale of Products	399,059,513	380,645,983
	Sale of Services	-	-
	Other Operating Revenues	2,738,580	3,735,507
		<u>401,798,093</u>	<u>384,381,490</u>
	Less: Excise Duty	552,391	-
	Net Revenue from Operations	<u>401,245,702</u>	<u>384,381,490</u>
19	Other Income:		
	Interest Income	525,021	292,599
	Dividend Income	-	-
	Kasar	-	9,434
	Exchange Rate Difference	-	135,699
	Total	<u>525,021</u>	<u>437,732</u>
20	Changes In Inventories		
	Traded goods		
	At the Beginning of the Accounting Period	338,019	16,594,240
	At the End of the Accounting Period	30,022,570	338,019
	Total	<u>(29,684,551)</u>	<u>16,256,221</u>
21	Purchases & Consumption		
	Purchases Of Traded Goods	409,740,046	349,360,914
	Cost of Material Consumed	3,281,600	-
	Total	<u>413,021,646</u>	<u>349,360,914</u>
22	Employee Benefits Expense		
	Salary and Wages	1,593,378	2,349,990
	Director's Remunerations	440,000	417,600
	Workers and Staff Welfare	29,603	42,330
	Bonus	61,750	52,050
	Total	<u>2,124,731</u>	<u>2,861,970</u>

SHREE METALLOYS LIMITED

Note		As At	As At
No.	Particulars	31.03.2016	31.03.2015
		(Rs.)	(Rs.)
23	Financial Costs:		
	Interest Expenses	6,899,046	7,881,859
	Other Borrowing Costs	870,179	413,360
	Total	7,769,225	8,295,219
24	Depreciation & Amortization Expense		
	Depreciation	2,085,588	1,930,980
	Total	2,085,588	1,930,980
25	Other Expenses:		
	Manufacturing Expense :		
	Power & Fuel	1,845,421	1,770,693
	Insurance	68,844	59,120
	Frieght	49,791	35,290
	Clearing & Forwarding Expenses	297,421	-
	Labour Charges	59,670	88,692
	Water & Electric Charges	207,236	-
	Rent	420,000	420,000
	General Consumables	274,245	301,710
	Repair & Maintenance	92,064	86,555
		<u>3,314,692</u>	<u>2,762,060</u>
	Administartive Expense		
	Fees & Taxes	282,371	226,832
	General Expenses	90,296	222,153
	Rent Charges	96,000	141,000
	Payments to Auditors	96,523	73,034
	Legal & Professional Charges	322,106	316,426
	Printing & Stationery	18,529	27,916
	Repair & Maintenance	23,795	53,903
	Communication Expenses	37,804	63,482
	Refreshment Expenses	106,009	89,440
		<u>1,073,433</u>	<u>1,214,186</u>
	Selling & Distribution Expense		
	Advertisement Expenses	32,646	23,975
	Travelling & Conveyance Expenses	56,443	106,974
		<u>89,089</u>	<u>130,949</u>
	Total	4,477,214	4,107,195

Other Notes Forming Part of Financial Statements :

26. Payment to Auditors

Sr. No.	Particulars	For the year ended March 31, 2016 (Rs.)	For the year ended March 31, 2015 (Rs.)
1.	As Auditors - Statutory Audit	30,642	33,708
2.	For Taxation Matters	15,321	16,854
3.	For Company Law Matters	Nil	Nil
4.	For Management Services	Nil	Nil
5.	For Other Services	35,560	22,472
6.	Reimbursement of Expenses	Nil	Nil
Total Payment		81,523	73,034

27. C.I.F Value of Imports

Sr.No.	Particulars	Amount (Rs.)
1.	Goods Import	2,85,43,978

28. Expenditure in Foreign Currency

Sr.No.	Particulars	Amount (Rs.)
	Nil	Nil

29. Quantitative Information

For Traded Goods									(In M.T.)
Material	For the year ended 31 st March 2016				For the year ended 31 st March 2015				
	Op. Stock	Purchase	Sales	Cl. Stock	Op. Stock	Purchase	Sales	Cl. Stock	
Aluminium Scrap Taint/Tabor	-	95.34	95.34	-	-	-	-	-	
Brass Scrap	-	1570.31	1473.46	96.85	41.02	1240.91	1281.93	-	
Copper Coils	1.68	-	1.68	-	-	1.68	-	1.68	
Ferro Titanium/ Tin Ingots/ Nickel	-	-	-	-	22.45	22.02	44.47	-	
Scrap Casted Coil-Copper	-	1.54	1.54	-	-	-	-	-	
Scrap - cable	-	1.19	1.19	-	-	-	-	-	
Alluminum Scrap	-	-	-	-	-	89.07	89.07	-	
Total	1.68	1668.38	1573.21	96.85	63.47	1353.68	1415.47	1.68	

SHREE METALLOYS LIMITED

For Manufactured Goods

(In M.T.)

Material	For the year ended 31 st March 2016				For the year ended 31 st March 2015			
	Op. Stock	Purchase	Sales	Cl. Stock	Op. Stock	Purchase	Sales	Cl. Stock
Raw Material								
Cable Scrap	-	18.72	18.72	-	-	-	-	-
Scrap	-	39.86	-	39.86	-	-	-	-
Total	-	58.57	18.71	39.86	-	-	-	-
Finished Goods								
Copper Scrap	-	9.28	9.28	-	-	-	-	-
M. S. Scrap	-	3.80	3.80	-	-	-	-	-
Scrap PVC	-	5.05	4.00	1.05	-	-	-	-
Total	-	18.23	17.18	1.05	-	-	-	-

30. Key Managerial Personnel & Related Parties Disclosures:

S. No.	Name of the Related Party	Nature of Relationship
1	Pratik Radheshyam Kabra	Managing Director
2	Jogesh Dirajlal Chokshi	CFO & Director
3	Kanchan Gopal Kabra	Director
4	Bhupendrasingh Narayansingh Rajput	Director (With effect from 29.09.2015)
5	Pankhil Dineshbhai Desai	Director
6	Kabra Agro Farms Pvt. Ltd.	Under the same Management
7	Shree Extrusions Limited	Under the same Management
8	Mercury Metals Limited	Associate Concern
9	Metal Alloys Corporation	Director's Partnership firm
10	Radheshyam L. Kabra	Director's Relative
11	Ramprakash L Kabra	Director's Relative

Details of transactions made between the company and related parties and outstanding balances as on 31st March, 2016.

Sr. No.	Name of Party	Particulars of transaction & value	Balance outstanding as on 31.03.16 (Rs.)	Nature of Balance
1.	Pratik R. Kabra	Rent Rs. 5,16,000	-	-
2.	Jogesh D. Choksi	Remuneration during the year Rs. 4,40,000	36,800	Credit
3.	Shree Extrusions Ltd.	Job Work Sales of Rs.27,38,580/- Highseas sales of Rs. 1,00,26,500/-	—	--
4.	Metal Alloys Corporation	Sales of Rs. 12,13,220/- And purchase of Rs. 63,768/-	-	-

31. Deferred Tax

The position of Deferred Tax assets and Liabilities computed in accordance with the requirements of AS-22 on 'Accounting for taxes on income' by the Institute of Chartered Accountants of India, is as stated below :

Particulars	As at 31st March, 2016 (Rs.)	Current Year Charge/(Credit) (Rs.)	As at 31st March, 2015 (Rs.)
Deferred Tax Liabilities	8,03,178	4,00,038	4,03,140
Deferred Tax Assets Related to depreciable fixed Assets	NIL	NIL	NIL
Net Deferred Tax Liabilities/(Assets)	8,03,178	4,00,038	4,03,140

The effect of Deferred Tax Liability during the year amounting to Rs. 4,00,038 (Previous Year Rs. 4,75,345) is taken as Deferred Tax in the Profit & Loss Account.

32. Earning Per Share

As per Accounting Standard (AS) -20 on " Earning Per Share ", the particulars of EPS for equity shareholders are as below :

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
Net Profit/ (Loss) as per profit & loss account (Rs.)	12,01,543	11,08,189
Average No. of Equity Shares used for calculating EPS	52,56,300	52,56,300
EPS (Basic)	0.23	0.21
EPS (Diluted)	0.23	0.21
Face value of each equity share(Rs.)	10	10

33. Contingent Liability and Commitments

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
-------------	---	---

I. Contingent Liability not provided for in respect of :**Guarantees, Undertakings & Letter of Credit**

A) Guarantee/ Undertaking Issued by the Company's Bankers towards import of material under Buyer's Credit	Rs. 175.38 lacs	Rs.237.23 lacs
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Statutory Demands	Nil	Nil
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Others	Nil	Nil
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II. Commitments- Capital Contracts remaining to be executed	Nil	Rs. 10.00 lacs
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34. In the opinion of the Board of Directors, the Current Assets, Loans and Advances are stated at approximate value, if realized in the ordinary course of business. The provisions of all known liabilities are adequately provided and not in the excess of amount reasonably necessary.
35. Balances of Sundry Debtors, Sundry Creditors, Unsecured loans, Loans & advances are subject to their confirmation.
36. There are no delays in payment to Micro and Small Enterprises as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006. The information regarding Micro and Small Enterprise has been determine to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the Auditors.
37. The Company does not have employees, who are covered for retirement benefit Scheme. Accordingly AS-15 of Companies (Accounting Standard) Rules, 2006 issued by the Central Government is not applicable.

38. Segment Reporting:

The company's primary business is trading of metals, On the basis of Accounting Standard On "Segment Reporting" [(AS-17) issued by the Institute of Chartered Accountants of India], this activity falls within a single primary business segment and accordingly the disclosure requirement of AS-17 in this regard are not applicable. There being no business outside India, the entire business has been considered as single geographic segment.

39. All the assets have been physically verified by the management during the year and also there is a regular programme of verification which, in our opinion is reasonable having regards to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification; hence no provision for impairment of assets has been made in accordance to AS-28 as prescribed by the Institute of Chartered Accountants of India.
40. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 on pro-rata basis by using straight line method (SLM).
41. Investments in shares of listed companies have been shown under unquoted Investment, due to no transaction in the stock exchange during the year. No provision has been made for the possible diminution in the value of shares held as investment.
42. There are no transactions in Current Account of Bhuj Mercantile Co-operative Bank Limited due to bank account becomes dormant in absence of submission of updated KYC documents.
43. The previous year figures have been regrouped/ reclassified wherever necessary to make them comparable to current year figures.

As per our report of even date
For **Bharadia Maheshwari & Associates**
Chartered Accountants
(Registration No. 123767W)

(CA Mayur Laddha)
Partner
Membership No: 132414
Date : 28th May, 2016
Place : Ahmedabad

For and on behalf of the Board
Shree Metalloys Limited

Jogesh D. Chokshi **Pratik R. Kabra**
Director & CFO *Chairman & Managing Director*
(DIN : 00006630) (DIN : 00006358)
Date : 28th May, 2016
Place : Ahmedabad

SHREE METALLOYS LIMITED

CIN : L67120GJ1994PLC023471

Regd. Office : A/2, North View Apartment, St. Xaviers College Road, Navrangpura, Ahmedabad – 380009

Form-MGT-11

PROXY FORM

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

22nd Annual General Meeting – 27th day of September, 2016 at 12.30 p.m.

CIN : L67120GJ1994PLC023471

Name of the company : SHREE METALLOYS LTD.

Registered office : A/2 North View Apartment, St. Xaviers College Road, Navrangpura, Ahmedabad-380009, Gujarat

Name of the Member(s) : _____

Registered Address : _____

Email : _____

DP ID : _____

Folio No. / Client ID No. : _____

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

1) Name : _____ Address : _____

Signature: _____ E-mail Id : _____

Or falling him/her

2) Name : _____ Address : _____

Signature: _____ E-mail Id : _____

Or falling him/her

3) Name : _____ Address : _____

Signature: _____ E-mail Id : _____

[PTO]



TEAR HERE



SHREE METALLOYS LIMITED

CIN : L67120GJ1994PLC023471

Regd. Office : A/2, North View Apartment, St. Xaviers College Road, Navrangpura, Ahmedabad – 380009

ATTENDANCE SLIP

Full name of the Member attending : _____

Name of Proxy : _____

I hereby record my presence at the Annual General Meeting being held on **Tuesday 27th September, 2016 at 12.30 P.M.** at A/2 North View Apartment, St. Xaviers College Road, Navrangpura, Ahmedabad-380009, Gujarat.

Regd. Folio No. _____

DP Id* _____

Client Id* _____

No. of Share held _____

Member's/Proxy's Signature

(To be signed at the time of handing over the slip)

* Applicable for members holding shares in dematerialised form.

Note : Persons attending the Annual General Meeting are requested to bring their copies of Annual Report.

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual general meeting of the company, to be held on Tuesday, 27th day of September, 2016 at 12.30 P.M. at the registered office of the Company situated At A/2 North View Apartment, St. Xaviers College Road, Navrangpura Ahmedabad-380 009, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

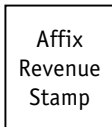
Resolution No. Particulars

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016, Statement of Profits & Loss and together with Cash Flow Statement and Notes forming part thereto ("Financial Statement") for the year ended on 31st March, 2016 and Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of **Mr. Jogesh D. Chokshi (DIN: 00006630)** who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
3. To ratify the appointment of **M/s. Bharadia Maheshwari & Associates**, Chartered Accountants as statutory auditors of the Company and fix their remuneration.
4. To re-appoint Mr. Pratik Radheshyam Kabra (DIN: 00006358) as a Managing Director of the Company for the term of 5 (Five) years who shall be liable to retire by rotation.
5. To increase the Borrowing power Limit of the Board of Directors upto Rs.15 crores (Rupees Fifteen Crores)
6. To approve related party transactions to be entered by the Company with related parties.

Signed this _____ day of _____ 2016

Signature of Member _____

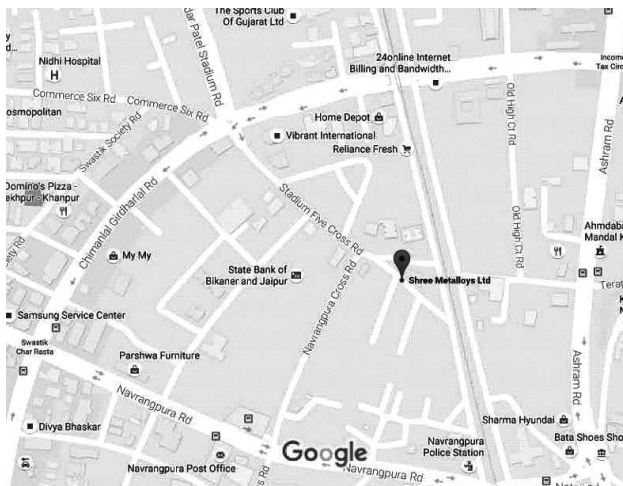
Signature of Proxy holder(s) _____



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



ROUTE MAP OF THE AGM VENUE



Shree Metalloys Limited

A/2, North View Apartment, St. Xavier's College Road, Navrangpura, Ahmedabad -380009, Gujarat.

If undelivered
Please return to :

SHREE METALLOYS LIMITED

Regd. Office : A/2, North View Apartment, St. Xaviers College Road,
Navrangpura, Ahmedabad - 380009