34TH ANNUAL REPORT 2016 - 2017

SM ENERGY TEKNIK & ELECTRONICS LIMITED

34th ANNUAL REPORT 2016 - 2017

BOARD OF DIRECTORS

1. **Vaishali Shetty Oza** *Chairperson*
2. **Atul B. Oza** *Director*
3. **Vinayak K. Sawant** *Director*

MANAGEMENT TEAM

Manohar K. Naik *Business Advisor*
Sanjay Desai *Business Advisor*

AUDITORS

Koshal & Associates
Chartered Accountants,
Mumbai

BANKERS

ICICI BANK LTD.
HDFC BANK LTD.
AXIS BANK LTD.

REGISTERED OFFICE

SM House
11, Sahakar Road,
Vile Parle (East)
Mumbai - 400 057

SECRETARIAL DEPARTMENT :

SM House,
11, Sahakar Road,
Vile Parle (E), Mumbai - 400057.

REGISTRAR & TRANSFER AGENTS

LINK INTIME (INDIA) PVT. LTD.
C - 101, 247 Park,
LBS Marg, Vikhroli (W),
Mumbai - 400 083.

34th Annual General Meeting
on Wednesday, 27th September, 2017
at 11.30 a.m. at Utkarsh Mandal
Vile Parle, Utkarsh Chowk,
Malavia Road,
Vile Parle (E), Mumbai 400 057.

Sharehodlers are requested to bring their copy of the Annual Report along with them at the Annual General Meeting

Contents .....Page No.

Notice 3
Directors' Report 7
Corporate Governance Report 15
Balance Sheet 20
Profit & Loss Account 21
Cash Flow Statement 22
Schedules 23
Auditor's Report 29

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Fourth Annual General Meeting of the Members of SM Energy Teknik & Electronics Ltd will be held on Wednesday, the 27th September, 2017 at 11.30 a.m. at Utkarsh Mandal Vile Parle, Utkarsh Chowk, Malavia Road, Vile Parle (E), Mumbai 400057 to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Directors' Report, Auditors' Report and Audited Balance Sheet and Profit & Loss Account for the year ended 31st March, 2017.

2. To appoint a Director in place of Ms Vaishali Shetty Oza (DIN: 00228554) who retires by rotation and being eligible, offers herself for reappointment.

3. To appoint statutory auditors and to fix their remuneration:

   "RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. Kavathekar & Co, Chartered Accountants, (Firm Reg. No. 102737), be appointed as statutory auditors of the company, in place of retiring auditors, M/s. Koshal & Associates, Chartered Accountants, (Firm Regd. No.121233w) to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 39th AGM, subject to ratification by members every year, as applicable, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company".

On behalf of the Board
SM ENERGY TEKNIK & ELECTRONICS LTD.
CIN No. L51900MH1982PLC026292

Place : Mumbai
Date: 10th August.2017

VAISHALI SHETTY OZA
CHAIRPERSON
DIN : 00228554

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF ON A POLL ONLY AND THE PROXY NEED NOT BE A MEMBER. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

2. Members/proxies should bring the Attendance Slip duly filled in for attending the meeting.

3. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.

4. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, the 25th September, 2017 to Wednesday, the 27th September, 2017 (both days inclusive).

5. As a measure of economy, copies of the Annual Report shall not be distributed at the meeting and therefore the Members are requested to bring their copy of Annual Report to the Meeting.

6. Members are requested to notify immediately any change in their address to their Depository Participants (DPs) in respect of their electronic share accounts and to M/s. Link Intime India Pvt Ltd, C 101, 247 Park, L B S Marg, Vikhroli (W), Mumbai 400 083, Tel No.49186000, Fax No.49186060, email Mumbai@linkintime.co.in.

7. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to Link Intime India Pvt Ltd at their address given in note No.6.

8. Members seeking any information with regard to accounts are requested to send their queries in writing at an early date to the Company so as to enable the Management to keep the information ready.

9. Members/Proxies should fill in the Attendance slip for attending the meeting and bring their Attendance Slips along with their copy of the Annual Report to the meeting. Members are requested to affix their signature at the space provided in the attendance slip with complete details including the Folio No. annexed to the proxy form and hand over the slip at the entrance of the place of meeting. No copies will be distributed at the meeting as a measure of economy.

10. The Company has appointed M/s. Link Intime India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli (W), Mumbai 400 083, as Share Transfer Agents and the members are requested to send/address all their shares related matters/ correspondence directly to them.

11. Change of Address /Bank details: Members are requested to inform M/s. Link Intime India Private Limited, immediately of any change in their address / bank details. Members holding shares in dematerialized form are requested to intimate all changes with respect to their Email Id, signature, address, bank details and mandate etc. to their respective respective Depository Participants. These changes will then be automatically reflected in the Company's records. Members holding shares in physical form are requested to intimate such changes to the Registrar and Share Transfer Agents of the Company viz. M/s. Link Intime India Private Limited.

12. As per Circular No. MRD/Dop/Cir-05/2009 dated May 20, 2009 issued by Securities And Exchange Board of India (SEBI), it is mandatory to quote Permanent Account Number (PAN) for participating in the securities market. Therefore, Members holding shares in dematerialized form are requested to submit the PAN details to their Depository Participant, whereas Members holding shares in physical form are requested to submit the PAN details to the Registrar and Share Transfer Agents of the Company viz. Link Intime India Private Limited.

13. Electronic (soft) copy of the Notice of the 34th Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting and Assent Decent Form along with the Attendance Slip & Proxy Form and the Annual Report for 2016-2017 is being sent to all the Members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail address, physical copies of these documents are being sent in the permitted mode.

14. Voting through electronic means:

In accordance with provisions of Section 108 of the Companies Act, 2013, Rules 20 of the Companies (Management Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 34th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services.

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 e-voting shall be able to exercise their right at the meeting through Ballot papers.

The members who have cast their vote by e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The Company has appointed Mr. Bhushan R Gharpure, Practicing Company Secretary (Mem No: 90004, COP No: 9827) to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.

The instructions for shareholders voting electroni-cally are as under:

(i) The voting period begins on 25th September, 2017 and ends on 26th September, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 25th September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.(iv)Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. 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 (iv).

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

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

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

(xi) Click on the EVSN for the relevant **SM ENERGY TEKNIK & ELECTRONCIS LIMITED** on which you choose to vote.

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

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

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) 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.

(xviii) 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.

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

(xx) The results of e-voting shall be declared by the Chairman on or after the AGM of the Company. The results declared along with the Scrutinizer's Report shall within 48 hours of passing of the resolution at the AGM be communicated to the stock exchanges.

On behalf of the Board
SM ENERGY TEKNIK & ELECTRONICS LTD.
CIN No. L51900MH1982PLC026292

VAISHALI SHETTY OZA
CHAIRPERSON
DIN : 00228554

Place : Mumbai
Date: 10th August.2017

APPOINTMENT/RE-APPOINTMENT OF DIRECTORS :

As required under Regulation 36 of the Listing Agreement, the particulars of director who is proposed to be re-appointed/appointed are given below:

1.	Name	Vaishali Shetty Oza
2.	Date of Birth	11th August, 1976
3.	Educational Qualification	B.E. and MBA in Finance
4.	Date of appointment on the board	19th March, 2015
5.	Experience	She has an experience of over 16 years in the Industry, Finance & Marketing
6.	Shareholding in the Company	Nil
7.	Relationship with other directors, Managers or KMP	She is the wife of Mr. Atul B Oza, Director
8.	No. of meeting attended during the year	5 out of 5
9.	List of other directorship held	*

* List of Other directors held :

Ms Vaishali Shetty Oza

1. Venkataramana Food Specialities Limited
2. Chiteri Biotech Pvt. Ltd.
3. V & A Marketing Communications P. Ltd.
4. SM Holding & Finance P. Ltd.
5. Sai Ganesh Properties P. Ltd.

By Order of the Board
SM ENERGY TEKNIK & ELECTRONICS LTD.
CIN No. L51900MH1982PLC026292

VAISHALI SHETTY OZA
CHAIRPERSON
DIN : 00228554

Place : Mumbai
Date: 10th August.2017

DIRECTORS' REPORT

To the Members,

Your Directors present their 34th Annual Report together with the Audited Accounts for the year ended 31st March, 2017.

FINANCIAL RESULTS :

(Amt. in '000)

	2016-2017 (12 months)	2015-2016 (12 months)
Total Income	-	900
Profit/(loss) before Depreciation & Tax	(2464)	(634)
Less : Depreciation	-	1696
Less : Exceptional Items	-	11,727
Profit/(loss) after depreciation and before tax	(2464)	9,497
Current Tax	-	2,600
Deferred Tax	-	(2,641)
Profit/(Loss) after Tax	(2464)	9,538

DIVIDEND :

Your Directors regret that due to accumulated losses, no dividend could be recommended for the year.

RESERVES :

Since the company has accumulated losses, no amount has been transferred to Reserves.

REVIEW OF OPERATIONS :

The Board is yet to finalize the business models including the envisaged foray in to development of Industrial Park/realty development. The proposed business plans are under consideration by the Board. The Board is hopeful that the ensuing year it should be able to freeze the business model for future development.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS U/S 186 :

There were no loans or guarantees given or any investments made during the year under review.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SUB SECTION (1) OF SECTION 188 :

All contracts/arrangements/transactions entered by the Company during the financial year with related parties

were in the ordinary course of business and on arms-length basis. However, during the year, there has been no substituting contract or arrangement with related parties which warrants disclosure of this particulars u/s. 188 (1).

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO :

The Company did not have any major power and fuel consumption during the year under consideration. No foreign exchange earnings and expenditure were made during the year under consideration. And hence the company has nothing to report as an annexure required under rule 8(3) of Companies (Accounts) Rules, 2014.

DIRECTORS' RESPONSIBILITY STATEMENT :

Pursuant to Section 134 (3)(6) read with Section 134 (5) of the Companies Act, 2013, the Board of Directors of the Company hereby states and confirms that:-

(i) In the preparation of the Annual Accounts, applicable accounting standards have been followed along with proper explanation relating to material departures;

(ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the accounting year and of the loss of the company for that year;

(iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(iv) The Directors have 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 have devised proper system to ensure compliance with the provision of all applicable loss and that such systems were adequate and operating effectively.

AUDITORS AND AUDITORS REPORT :

M/s. Koshal & Associates, Chartered Accountants, (Firm Regn. No.121233w) retires at the conclusion of this Annual General Meeting (AGM). The Board proposes to appoint M/s. Kavathekar & Co, Chartered Accountants, (Firm Reg. No. 102737), as auditors of the company at the ensuring Annual General Meeting.

EMPHASIS OF MATTER OF THE INDEPENDENT AUDITORS' REPORT :

We draw attention to note No. 2.16 of schedules forming part of accounts, forming part of the financial statements, in respect of the status of the Company which is self explanatory. Our opinion is not modified in respect of the matter.

MANAGEMENT REPLY :

Remarks made by the auditors in their report read with notes to accounts thereon are self explanatory

MANAGEMENT DISCUSSION & ANALYSIS :

The management Discussion and analysis report forms part of the Directors report and is annexed herewith.

DEPOSITS :

The Company has not accepted/renewed any deposits during the year.

DIRECTORS AND KEY MANAGERIAL PERSONNEL :

Ms Vaishali Shetty Oza, Chairperson/Director of the Company retires by rotation and being eligible offered herself for reappointment.

Consequent to the disposal of the Textile Machinery Manufacturing Division, the Board is exploring foray in to new business ventures and therefore pending said determination of the business plan, the company is still in the process of identifying/ appointment of Key Managerial Personnel including Company Secretary and CFO.However, as an introductory measure, the company has taken the services of CA C.R. Murali, as Compliance Officer in terms of the Listing Regulations of The Bombay Stock Exchange Ltd.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN MARCH 31, 2017 AND AUGUST 10, 2017 (DATE OF THE REPORT) :

There are no material changes and commitments to report affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE :

The Company has secured approval from The Bombay Stock Exchange Ltd for revocation of trading of shares. The shares of the company are now being freely traded in the stock market.

DETAILS OF HOLDING/SUBSIDIARIES/JOINT VENTURE/ASSOCIATE COMPANY :

The Company also has no subsidiaries/joint venture/ associate company. The company is not subsidiary of any other body corporate. There have been no changes in the status as above.

PARTICULARS OF EMPLOYEES :

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules are required to be provided in the Annual Report. However there were no employees who were in receipt of remuneration for which details need to be disclosed.

SHARE CAPITAL :

During the financial year there was no change in the Share Capital of the Company.

EXTRACT OF THE ANNUAL RETURN :

Pursuant to Section 134(3)(a) of the Companies Act, 2013 an extract of the Annual Return in Form No. MGT – 9 is annexed herewith.

BOARD OF DIRECTORS MEETING :

During the year ended 31st March, 2017, the Company had Five (05) Board Meetings and the gap between the two meetings of the Board is as per Companies Act, 2013. The following dates, namely 13th April, 2016, 30th May, 2016, 12th August, 2016, 10th November, 2016 and 12th February, 2017.

COMMITTEES OF BOARD :

Following are the various Committees formed by Board:

- Audit Committee
- Nomination & Remuneration Committee
- Stakeholder Relationship Committee

The details of the composition of committees, its roles and responsibility along with number of meetings held are given in the Report of Corporate Governance.

As the Company is loss making Corporate Social Responsibility Committee (CSR) and policy is not applicable.

REMUNERATION POLICY :

The remuneration policy, takes into account the circumstance of business so as to attract and retain quality talent and leverage performance significantly.

Remuneration of the Executive Director is determined by the Board, on the recommendation of the Nomination & Compensation Committee which is subject to the approval of the shareholders.

Non-Executive Directors are also entitled to sitting fees for attending meetings of the Board and Committees thereof the quantum of which is determined by the Board. However, No sitting fees was paid to Non-Executive Directors, for any meeting of the Board, Audit Committee, Independent Directors Committee, Nomination and Remuneration Committee and the Stakeholders Relationship Committee

CORPORATE GOVERNANCE CERTIFICATE :

Report on Corporate Governance, as stipulated under Clause 49 of the Listing Agreements with the Stock Exchanges in India, forms part of the Annual Report. Certificate from the Auditor of the Company M/s. Koshal & Associates, Chartered Accountants confirming compliance of conditions of Corporate Governance as stipulated under the aforesaid Clause 49 is annexed to this Report.

PERFORMANCE EVALUATION OF BOARD AND INDEPENDENT DIRECTORS :

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation. The Board has evaluated performance of all the Directors and expressed its satisfaction. Evaluation procedure covered Board's functioning such as adequacy of the size and composition of the Board and its Committees to ensure diversity and adequate skills in the best interest of the Company as a whole.

FAMILIARIZATION PROGRAMME FOR DIRECTORS :

A well informed familiarized Board member can contribute significantly to effectively discharge its role of trusteeship in a manner that fulfils stakeholders' aspirations and societal expectations. In pursuit of this, the Directors are updated on a continuing basis on changes / developments in the domestic / global corporate and industry scenario including those pertaining to statutes / legislations and economic environment, to enable them to take well informed and timely decisions.

RISK MANAGEMENT :

The Company has formulated the Company's Risk Management Policy, identifying the elements of risk that the Company may face, such as strategic,

financial, credit, market, liquidity, security, property, legal, regulatory and other risks, pursuant to the provisions of Section 134 (3)(n) which has been exhibited in the Company's Website.

INTERNAL FINANCIAL CONTROLS :

The Company has in place adequate and effective internal financial control system commensurate with its size and operations.

DECLARATION FROM INDEPENDENT DIRECTORS :

The Company has received necessary declaration from each Independent Director under Section 149(7) of the Act that they meet with the criteria of their independence laid down in Section 149(6).

SECRETARIAL AUDIT REPORT :

The Board has appointed Mr Bhushan Gharpure, Company Secretary in Practice (COP No.9827) to conduct Secretarial Audit for the financial year 2016-17. The Secretarial Audit Report for the financial year ended 31.3.2017 is annexed to this report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark. However certain remarks made by the Company Secretary are being attended by the Management.

DISCLOSURES :

i. Whistleblower Policy

The Company has a Whistleblower Policy to report genuine concerns and grievances. The same is explained in the Corporate Governance Report. The practice of the Whistleblower Policy is overseen by the Audit Committee of the Board and no employee has been denied access to the Committee.

ii. Prevention of Sexual harassment Policy

During the year 2016-17, No Complaints were received by the Company relating the sexual harassment.

iii. Statement pursuant to Rule 5 (2) & (3) of Companies (Appointment and Remuneration of Managerial Personnel,) 2014.

There are no particulars to be disclosed pursuant to Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) 2014.

Similarly, there are no details required to be disclosed pursuant to provisions of Section 197 (12) read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 as well as Schedule V part II Section II (A) of the Companies Act, 2013.

CORPORATE SOCIAL RESPONSIBLE COMMITTEE :

The requirement pursuant to Section 135(1) of the Act for constituting Corporate Social Responsible Committee is not applicable to the company.

LISTING WITH STOCK EXCHANGES :

The Company confirms that it has paid the Annual Listing Fee for the year 2017-18 to Bombay Stock Exchange Ltd , with whom the equity shares of the company have been listed.

ACKNOWLEDGEMENT :

The Board takes this opportunity to thank and acknowledge with gratitude the co-operation and assistance received from various Government Authorities, Professionals and other Agencies during the accounting period under reference.

The Directors also wish to place their deep appreciation to the continued trust and confidence reposed by the Shareholders of the Company.

On behalf of the Board
For SM ENERGY TEKNIK & ELECTRONICS LTD

VAISHALI SHETTY OZA
CHAIRPERSON
DIN : 00228554

ATUL B. OZA
DIRECTOR
DIN : 00112033

Place: Mumbai
Date: 10th August, 2017

EXTRACT OF ANNUAL RETURN

As on the financial year ended on
31st March, 2017
[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12 (1) of the Companies (Management and Administration) Rules, 2014

FORM NO. MGT-9

I REGISTRATION AND OTHER DETAILS:

i) CIN:**L51900MH1982PLC026292**

ii) Registration Date: **9th February, 1982**

iii) Name of the Company: **SM Energy Teknik & Electronics Limited**

iv) Category/ Sub-Category of the Company: **Public Company**

v) Address of the Registered Office and contact details:
SM House, 11, Sahakar Road, Vile Parle(E),
Mumbai 400057
Website:- www.smenergy.com
E-mail:got2invest@rediffmail.com

vi) Whether listed company : **Yes**

vii) Name, Address and Contact details of Registrar and Transfer Agent, if any:

M/s. Link Intime India Pvt Ltd,
C 101, 247 Park, L B S Marg, Vikhroli (W), Mumbai 400083.
Tel No.49186000, Fax No.49186060, email : mumbai@linkintime.co.in

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 turnover the service	% to total service of the Company
1.	Manufacturing of Textile Machineries & spare parts.	B8 35 & 36 - 353	100%

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

Sr. No.	Name and Address of the Company	CIN/GLN/LLPIN	Holding / Subsidiary / Associate	% of Equity shares held	Applicable Section
1.	Jatipura Investment & Finance Pvt Ltd 136, Great Western Building N.M. Road Extn, Fort, Mumbai 400001.	U67120MH1991PTC060293	Associate	4.10%	
2.	Tipu Foods Pvt Ltd 136, Great Western Building N.M. Road Extn, Fort, Mumbai 400001	U65990MH1990PTC058481	Associate	2.23%	
3.	SM Holding & Finance Pvt Ltd SM House, 11 Sahakar Road, Vileparle (E), Mumbai 400057.	U67120MH1982PTC026268	Associate/Director Common	20.06%	
4.	SM Securities Limited 136, Great Western Building N.M. Road Extn, Fort, Mumbai 400001	U67120MH1992PLC065578	Associate	2.73%	
5.	Manjri Metal & Services P Ltd 136, Great Western Building N.M. Road Extn, Fort, Mumbai 400001.	U27201MH1990PTC057873	Associate	3.72%	

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

Sr. No.	Name and Address of the Company	CIN/GLN/LLPIN	Holding / Subsidiary / Associate	% of Equity shares held	Applicable Section
6.	Sai Ganesh Properties Pvt. Ltd SM Centre, 5th Floor, Marol Naka, Andheri (E), Mumbai 400059.	U15201MH2000PTC200339	Associate/Director Common	10.75%	
7.	Primrose Trade Pvt. Ltd. 136, Great Western Building N.M. Road Extn, Fort, Mumbai 400001.	U51990MH1990PTC057885	Associate	11.71%	

IV SHAREHOLDING PATTERN (Equity Share Capital; Breakup as percentage of Total Equity)

I) Category- wise Share Holding

Cate-gory	Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	**Promoters**									
1	**Indian**									
(a)	Individual/Hindu Undivided Family	35764	0	35764	0.29	35764	0	35764	0.29	
(b)	Central Govt(s)	0	0	0	0	0	0	0	0	
(c)	State Govt(s)	0	0	0	0	0	0	0	0	
(d)	Bodies Corporate	6812860	0	6812860	55.31	6812860	0	6812860	55.31	
(e)	Banks / F1	0	0	0	0	0	0	0	0	
(f)	Any Others (Specify)	0	0	0	0	0	0	0	0	
	Sub Total (A) (1)	**6848624**	**0**	**6848624**	**55.60**	**6848624**	**0**	**6848624**	**55.60**	

Cate-gory	Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2	**Foreign**									
(a)	NRIs - Individuals	0	0	**0**	0	0	0	**0**	0	
(b)	Other Individuals	0	0	**0**	0	0	0	**0**	0	
(c)	Bodies Corporate	0	0	**0**	0	0	0	**0**	0	
(d)	Banks / F1	0	0	**0**	0	0	0	**0**	0	
(e)	Any Others (Specify)	0	0	**0**	0	0	0	**0**	0	
	Sub Total (A) (2)	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	
	Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	**6848624**	**0**	**6848624**	**55.60**	**6848624**	**0**	**6848624**	**55.60**	
(B)	**Public shareholding**									
1	**Institutions**									
(a)	Mutual Funds	0	0	**0**	0	0	0	**0**	0	
(b)	Banks / F1	2000	15850	**17850**	0.14	2000	15850	**17850**	0.14	
(c)	Central Govt(s)	0	0	**0**	0	0	0	**0**	0	
(d)	State Govt(s)	0	0	**0**	0	0	0	**0**	0	

(e)	Venture Capital Funds	0	0	**0**	0	0	0	**0**	0	
(f)	Insurance Companies	0	0	**0**	0	0	0	**0**	0	
(g)	FIIs	0	0	**0**	0	0	0	**0**	0	
(h)	Foreign Venture Capital Funds	0	0	**0**	0	0	0	**0**	0	
(j)	Any Other (Specify)	0	0	**0**	0	0	0	**0**	0	
	Sub Total (B) (1)	**2000**	**15850**	**17850**	**0.14**	**2000**	**15850**	**17850**	**0.14**	
(B)2	**Non-Institutions**									
(a)	Bodies Corporate	115420	104358	**219778**	1.79	115420	104358	**219778**	1.79	
(b)	Indian	0	0	**0**	0	0	0	**0**	0	
(c)	Overseas	0	0	**0**	0	0	0	**0**	0	
(d)	**Individuals**	0	0	**0**	0	0	0	**0**	0	
(I)	Individual share holding nominal share capital upto Rs. 1 lakh	1709213	2619947	**4329160**	35.15	1623072	2706086	**4329160**	35.15	
(ii)	Individual share holders holding nominal share capital in excess of Rs. 1 lakh	530084	328177	**858261**	6.97	529994	328267	**858261**	6.97	
(c)	**Others (Specify)**									
(i)	Clearing Members	6838		**6838**	0.06	6838	0	**6838**	0.06	
(ii)	Trusts	0	0	**0**	0	0	0	**0**	0	
(iii)	NRI / OCBs	36355	0	**36355**	0..30	36355	0	**36355**	0.30	
iv)	Foreign Nationals	0	0	**0**	0	0	0	**0**	0	
(v)	Foreign Corporate Body	0	0	**0**	0	0	0	**0**	0	
	Sub Total (B) (2)	**2397910**	**3052482**	**5450392**	**44.30**	**2311679**	**3138713**	**5450392**	**44.30**	
(B)	**Total Public Shareholding (B) = (B)(1)+(B)(2)**	**2399910**	**3068332**	**5468242**	**44.40**	**2313679**	**3154563**	**5468242**	**44.40**	
	TOTAL (A) + (B)	**9248534**	**3068332**	**12316866**	**100.00**	**9248534**	**3068332**	**12316866**	**100.00**	
C)	**Shares held by Custodians for GDRs & ADRs**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	
	GRAND TOTAL (A) + (B) + (C)	**9248534**	**3068332**	**12316866**	**100.00**	**9248534**	**3068332**	**12316866**	**100.00**	

(ii) Shareholding of Promoters

	Shareholders Name	**Shareholding at the beginning of the year**			**Shareholding at the end of the year**			**% change in share holding during the year**
		No. of Share	**% of total shares of the Company**	**% of Shares Pledged/ encumbered to total Shares**	**No. of Share**	**% of total shares of the Company**	**% of Shares Pledged/ encumbered to total Shares**	
1	Jatipura Investment & Finance Pvt. Ltd.	505466	4.10	Nil	505466	4.10	Nil	No Change
2	Tipu Foods Pvt. Ltd.	275099	2.23	Nil	275099	2.23	Nil	No Change
3	SM Holding & Finance Pvt. Ltd.	2471098	20.06	Nil	2471098	20.06	Nil	No Change
4	SM Securities Ltd.	336097	2.73	Nil	336097	2.73	Nil	No Change
5	Manjiri Metal & Services P Ltd.	458600	3.72	Nil	458600	3.72	Nil	No Change

6	Sai Ganesh Properties P Ltd	1324000	10.75	Nil	1324000	10.75	Nil	No Change
7	Prime Trade Pvt. Ltd.	1442500	11.71	Nil	1442500	11.71	Nil	No Change
8	S.M. Shetty	25232	0.20	Nil	25232	0.20	Nil	No Change
9	Geetha M Shetty	10532	0.80	Nil	10532	0.80	Nil	No Change

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

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the beginning of the year	No Change during the year			
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc.)	No Change during the year			
	At the end of the year	No Change during the year			

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

Cate-gory	Category of	Shareholding at the beginning of the year		Shareholding at the end of the year	
	For Each of the To 10 Shareholders	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Pramodbhai B. Goradia	104832	0.85	104832	0.85
2	Harshabhai B Goradia	95833	0.78	95833	0.78
3	Nainaben P Garoda	55000	0.45	55000	0.45
4	Naliniben H Garoda	48333	0.39	48333	0.39
5	Chunilal Savaji Shah	36616	0.30	36616	0.30
6	P Kishore	25500	0.21	25500	0.21
7	Harjit Pal Singh	25000	0.20	25000	0.20
8	P Kishore	24500	0.20	24500	0.20
9	Umesh Kumar Agarwal	24197	0.20	24197	0.20
10	Vimla Ramesh Panchal	23000	0.19	23000	0.19

(v) Shareholding of Directors and Key Managerial personnel : Nil

Sr. No.	For Each of the Directors and KMP		Shareholding at the beginning of the year		Shareholding at the end of the year	
		Category	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the beginning of the year	-	-	-	-	-
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc.)	-	-	-	-	-

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but bit due for payment (Rupees in '000)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	601	-	-	601
ii) Interest due but not paid	-	-	-	-
iii) interest accrued but not due	-	-	-	-
Total (i+ii+iii)	**601**	-	-	**601**
Change in Indebtedness during the financial year	-	-	-	-
• Addition				
• Reduction				
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	601	-	-	601
ii) Interest due but not paid	-	-	-	-
iii) interest accrued but not due	-	-	-	-
Total (i+ii+iii)	**601**	-	-	**601**

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr. No.	Particulars of Remuneration		
1	Gross Salary	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-Tax Ac6, 1961	-	-
	(b) Value of perquisites u/s. 17(2) Income-Tax Act, 1961	-	-
***	(c) in lieu of Salary under section 17(2) Income-Tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	- Others, specify		
5	Others, please specify	-	-
	Total (A)	-	-
	Ceiling as per the Act	-	-

B. Remuneration to Managing Director, Whole-time Directors and/or Manager : No Remuneration Paid (Nil)

Sr. No.	Particulars of Remuneration		
1	Gross Salary	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-Tax Ac6, 1961	-	-
	(b) Value of perquisites u/s. 17(2) Income-Tax Act, 1961	-	-
***	(c) Profits in lieu of Salary under section 17(2) Income-Tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	- Others, specify		
5	Others, please specify	-	-
	Total (A)	**-**	**-**
	Ceiling as per the Act	-	-

C. Remuneration to other Director : No Remuneration Paid :

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
1	* Independent Directors	-	-	-	-	-
	Fees for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
2	** Other Non-Executive Directors					
	Fees for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B) = (1 + 2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-	-

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES :

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

CORPORATE GOVERNANCE :

A detailed report on Corporate Governance, in line with the SEBI prescribed format incorporated in the Listing Agreement is as follows:

1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

SM Energy Teknik & Electronics Ltd (SMET) aims to be one of the investor friendly Companies in the country. The Company is committed to transparency in all its dealings and to provide high quality products and services to its customers and shareholders, places uncompromising emphasis on integrity and regulatory compliance.

The basic philosophy of Corporate Governance in the Company is to achieve business excellence and enhance shareholders value, keeping in view the needs and interests of its shareholders.

2. BOARD OF DIRECTORS

(I) Composition and Category of Directors:

The Board of Directors of the Company had a balanced mix of Composition of the Board and also met the stipulated requirements. The following table gives details of directorship, category, attendance at board meetings and attendance at the last Annual General Meeting and number of membership of Board / Committees of various other companies during the year ended 31 March, 2017:

Name of Director(s)	Category of Directorship	No. of other directorship held	# No. of Committe member-ship in all companies	No. of Board Meetings attended	Attendance at last AGM
Mrs. Vaishali Shetty Oza	Chairperson	5	Nil	5 out of 5	Yes
Mr. Vinayak K. Sawant	Additional Non-Executive	1	Nil	5 out of 5	No
Mr. Atul B. Oza**	Non-Executive & Independent	5	Nil	5 out of 5	Yes

In accordance with Clause 49 of the Listing Agreement, Memberships/ Chairmanships of only Audit Committees and Stakeholders' Relationship Committees in all public limited companies (excluding SM Energy Teknik & Electronics Ltd) have been considered.

(II) Attendance of each Director at the Board Meetings, Last Annual General Meeting:

Directors' category, attendance of each Director at the Board meetings/last AGM and details of their other directorships and other committee chairmanships/memberships are as under:

Name of Director	Category	Attendance particulars		
		No of. B/Ms	B/Ms	Last AGM
Ms. Vaishali Shetty Oza	Non-Executive/ Woman Director	5	5	Y
Mr. Vinayak K. Sawant	Non-Executive	5	5	N
Mr. Atul B. Oza	Non-Executive	5	5	Y

(III) No. & dates of Board Meetings held :

Five Meetings of Board of Directors were held on 13th April, 2016, 30th May, 2016, 12th August, 2016, 10th November, 2016 and 14th February, 2017 during the year.

(IV) Details of Remuneration to all the Directors for the accounting year ended 31st March, 2017 : NIL

The Company has not paid any sitting fees to non-executive directors during the year.

(V) Separate Meeting of Independent Directors :

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the Listing Regulations, a separate meeting of the Independent Directors of the Company was held on 10th November, 2016 to review the performance of Non Independent Directors (including the Chairman/Chairperson) and the entire Board.

(VI) Agenda :

All the meetings are conducted as per well designed and structured agenda. All the agenda items are backed by necessary supporting information and documents (except for the critical price sensitive information, which is circulated separately or placed at the meeting to enable the Board to take informed decisions.

(VII) Support and Role of Company Secretary/Compliance Officer :

In the absence of Company Secretary, the Compliance Officer is responsible for convening the Board and Committee Meetings, preparation & distribution of Agenda and other documents and recording of the Minutes of the Meeting.

(VIII) Board Evaluation :

During the year, the Board started a formal mechanism for evaluating its performance and effectiveness as well as that of its Committees and individual Directors. The exercise was carried out through a structural evaluation process covering various aspects of the Boards functioning such as composition of the Board & Committees, experience & competencies, performance of specific duties & Obligations, governance issues, etc. The Directors were satisfied with the evaluation results, which reflected the overall engagement & effectiveness of the Board and Committees.

(IX) Code of Conduct :

All the Board Members & Senior Management Personnel have confirmed compliance with the Code. A declaration to that effect signed by the Chairperson is attached and forms part of the Annual Report of the Company.

(X) Prevention of Insider Trading Code :

As per SEBI (Prohibition of Insider Trading) Regulation, 2015, the Company has adopted a code of Conduct for Prevention of Insider Trading. The trading window is closed during the time of declaration of results and occurrence of any material events as per the code. The Compliance Officer who is responsible for setting forth procedures and implementation of the code for trading in Company's securities. During the year under review, there has been due compliance with the said code.

(XI) Disclosure of Relationship between Directors inter-se :

Name of Director	Relationship	Name of Director in inter-se relationship
Ms Vaishali Shetty Oza	Spouse	Atul B Oza
Atul B Oza	Spouse	Vaishali Shetty Oza

(XII) No. of Shares held by Non-Executive Director : Nil

(XIII) Weblink : www.smenergy.com

3. BOARD COMMTTEES :

A. AUDIT COMMITTEE

The Board has constituted a well qualified Audit Committee. All the Members of the Committee are Non-Executive Directors with majority of them are independent Directors including Chairperson. They possess sound knowledge on accounts, audit, finance, taxation, internal controls, etc.

The Compliance Officer acts as secretary to the committee.

The Audit Committee has adequate powers and detailed terms of reference to play effective role as required under the provisions of section 149 of the Companies Act, 2013, regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 entered into with the Stock Exchange.

Four meetings of the Audit Committee were held during the year on 30th May, 2016, 12th August, 2016, 10th November, 2016 and 14th February, 2017 which was well attended.

Members	Category	No. of meeting attend
Ms Vaishali Shetty Oza	Executive / Chairperson	4 out of 4
Mr. Vinayak Sawant	Non-Executive & Independent	4 out of 4
Mr. Atul B Oza	Non-Executive & Independent	4 out of 4

B. VIGIL MECHANISM/ WHISTLE BLOWER POLICY

On 30th May, 2014 the Board has approved and adopted Whistle Blower Policy in compliance with Section 177 (9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 and Clause 49 of the Listing Agreement. The Company had established a mechanism for Directors and Employees to report concerns about unethical behavior, actual or suspected fraud, or violation of our Code of Conduct or Ethics policy. It provides for safeguards against the victimization of Directors and employees who avail of the mechanism, and allows direct access to the chairperson of the Audit Committee in exceptional cases. We further affirm that no director or employee has been denied access to the audit committee during the year 2016- 2017.

C. NOMINATION AND REMUNERATION COMMITTEE

The Remuneration Committee of the Company was constituted by the Board and renamed as the Nomination and Remuneration Committee which provides a framework based on which our human resources management aligns their recruitment plans for the strategic growth of the company. The appointment and remuneration of directors and Key Management Personnel are determined by the Committee.

The terms of reference for the Nomination and Remuneration Committee includes:

1. To formulate a Nomination and Remuneration Policy on:
   a. Determining qualifications, positive attributes and independence of a director.
   b. Guiding remuneration of Directors, Key Managerial Personnel ("KMP") and other employees and Board diversity.
2. Recommend Nomination and Remuneration Policy to the Board.
3. Identify candidates who are qualified to become Directors.
4. Identify persons who are qualified to become Senior Management (Senior Management of the Company means employees of the Company who are Divisional Heads and Corporate Functional Heads). Recommend to the Board the appointment and removal of Directors and Senior Management.
5. Lay down the process for evaluation of the performance of every Director on the Board.

The Composition of the Committee during the year ended on 31 March, 2017 is as follows:

Members	Category	No. of meeting attend
Mr. Atul B Oza	Chairman	1 out of 1
Mr. Vinayak Sawant	Member	1 out of 1

D. STAKEHOLDER'S RELATIONSHIP COMMITTEE

The Company has renamed the Shareholders/Investors Grievance Committee as Stakeholder's relationship committee comprising of Mr Vinayak Sawant and Mr Atul B Oza.

Mr Vinayak Sawant is the Non Executive Chairman of the Committee.

There were two meetings held during the year

No. of complaints received during the period – 2

No. of complaints solved to the satisfaction of shareholders – 2

No. of pending complaints – NIL

4. REMUNERATION OF DIRECTORS : NIL

The Company has not paid any sitting fees to non-executive directors during the year under review.

5. GENERAL BODY MEETINGS

Year	Location	Date	Time	Special Resolutions Passed
2013-2014	Utkarsh Mandal Utkarsh Chowk, Malavia Road, Vile Parle, Mumbai 400 057.	26/09/2014	11.30 a.m.	None
2014-2015	Utkarsh Mandal Utkarsh Chowk, Malavia Road, Vile Parle, Mumbai 400 057.	23/09/2015	11.30 a.m.	None
2015-2016	Utkarsh Mandal Utkarsh Chowk, Malavia Road, Vile Parle, Mumbai 400 057.	21/09/2016	11.30 a.m.	None

(II) Special Resolution: NA

No resolution was put through postal ballot during the year under review. This year there is no resolution proposed under postal ballot so far.

6. DISCLOSURES:

i. Details of non-compliances, penalties, strictures by Stock Exchanges / SEBI / Statutory Authorities on any matter related to capital markets during the last three years:

The Company has secured approval from The Bombay Stock Exchange Ltd for revocation of trading of shares. The shares of the company are now being freely traded in the stock market.

ii. Inter-se relationships between Directors of the Company for Financial Year ended 31 March, 2017.

Mr.Atul B Oza and Mrs. Vaishali Shetty Oza are related as husband and wife, as per definition of relatives u/s 2(77) of Companies Act, 2013.

iii. Material significant related party transactions which may have potential conflict with the interests of the Company at large: None

iv. Material financial and commercial transactions of senior management, where they may have had personal interest, and which had potential conflict with the interests of the Company at large: None

7. CODE OF CONDUCT

The Board has laid down the Code of Conduct for all Board members and Senior Managerial personnel of the Company. All Directors and Senior Management personnel have affirmed compliance with the Code of Conduct. The Board has authorized the Executive Director to implement and monitor the various requirements as set out in the Code of Conduct and comply with other formalities

8. CEO/CFO CERTIFICATION

A certificate from Executive Director on the financial statements of the Company was placed before the Board.

9. MEANS OF COMMUNICATION

The Board of Directors of the Company approves and takes on record the unaudited financial results in the proforma prescribed by the Stock Exchange, Mumbai and announces the results to all the Stock Exchanges where the Company's shares are listed and also in Financial Express & Mumbai Lakshadeep. Management discussion and analysis is given in the Directors' Report which is part of Annual Report.

10. GENERAL SHAREHOLDER INFORMATION

a) Financial Calendar :

Financial Year	1st April to 31st March
Adoption of Quarterly Results for the quarter ending :	
June, 2017	1st / 2nd week of August 2017
September, 2017	1st / 2nd week of November 2017
December, 2017	1st / 2nd week of February 2018
March, 2018	Last week of May, 2018
Date of Book Closure (both days inclusive):	25th September, 2017 to 27th September, 2017 (both days inclusive)
Dividend Payment Date	Not Applicable

b) 34th AGM - Day, Date, Time and Venue

Day	Date	Time	Venue
Wednesday	27th September, 2017	11.30 a.m.	Utkarsh Mandal Vile Parle, Ulkarsh Chowk, Malavi Road, Vile Parle (E), Mumbai400057.

b) Listing on Stock Exchanges:

The securities of the Company are listed on Stock Exchange at Mumbai, Ahmedabad, New Delhi, and Vadodara, though trading in shares of the Company has been suspended.

c) Stock Code:

The Stock code of the Company on (BSE) is 522042. ISIN No. in NSDL & CDSL for equity shares is: INE540D01011.

d) Market Price Data:

High/Low market prices of the Company's shares traded on The Stock Exchange, Mumbai during the year is furnished below:

Period	The Stock Exchange, Mumbai		
	Highest (Rs.)	Lowest (Rs.)	Volumes No.of shares
April, 2016	-	Suspended	-
May, 2016	-	Suspended	-
June, 2016	-	Suspended	-
July, 2016	-	Suspended	-
August, 2016	-	Suspended	-
September, 2016	4.89	4.81	1,001
October, 2016	-	Not Available	-
November, 2016	-	Not Available	-
December, 2016	-	Not Available	-
January, 2017	4.72	4.72	200
February, 2017	-	Not Available	-
March, 2017	4.49	3.49	8,102

Place: Mumbai
Date: 10th August.2017

h) Market Price performance

During the accounting year 2016-17 the Company's shares remained suspended up to August, 2016.

i) Registrar & Transfer Agent:

M/s. Link Intime India Pvt Ltd is the Registrars and Transfer Agents of the company for Share Transfer Work in physical and electronic mode. The address of Link Intime India Pvt Ltd is as under:

LINK INTIME INDIA PVT LTD
C-101, 247 Park, L B S Marg,
Vikhroli (W)
Mumbai - 400 083

j) Distribution of Shareholding:

The distribution of shareholding as on 31st March, 2017 is as follows:

No. of equity shares held	No. of Shares	% of shares	No. of share	% of share
Upto 500	16853	93.41	2953849	23.98
501 to 1000	704	3.90	555377	4.51
1001 to 2000	277	1.54	438747	3.56
2001 to 3000	63	0.35	160931	1.31
3001 to 4000	45	0.25	153897	1.25
4001 to 5000	27	0.15	127232	1.03
5001 to10000	36	0.20	261643	2.12
10001 & above	37	0.20	7665190	62.23
Total	**18042**	**100.00**	**12316866**	**100.00**

Categories of shareholders as on 31st March, 2017 is as follows:

Category	No. of Shareholders	No. of Shares	% of Shareholding
Promoters	9	6848624	55.60
Companies (Corporate Bodies)	117	219778	1.78
FIIs, NRIs, OCBs	33	36355	0.30
Mutual Funds, Banks, FIs	6	17850	0.14
Others	17877	5194259	42.18
Total	**18042**	**12316866**	**100.00**

k) Dematerialization of Shares and Liquidity:

The Company had entered into agreements with the National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Limited (CDSL) for dematerialization of its securities in the year 2001.

75.20% of the paid up equity shares capital of the Company have been dematerialized up to 31st March, 2017.

Shares in transit in NSDL	Nil
Shares in transit in CDSL	Nil
Shares dematerialized-	9262511
Awaiting confirmation from	
- NSDL	Nil
- CDSL	Nil

l) Address for Correspondence:

The Compliance Officer, CA C.R. Murali can be contacted at the address of the Company's Registered Office as mentioned below.

SM ENERGY TEKNIK & ELECTRONICS LTD
SM House
11, Sahakar Road,
Vile Parle (East)
Mumbai 400 057
Tel No.022 49145555

MANAGEMENT RESPONSIBILITY STATEMENT

The Management confirms that the Financial Statements are in full conformity with the requirements of the Companies Act, 2013 and the Generally Accepted Accounting Principles (GAAP) in India.

The Management accepts responsibility for the integrity and objectivity of these financial statements as well as for estimates and judgments relating to matters not concluded by the year end. The Management believes that the financial statements of operations reflect fairly the form and substance transactions and reasonably present the Company's financial condition and the results of operations. The Company has a system of internal control which is reviewed, evaluated and updated on an ongoing basis. The Internal Auditors have conducted periodic audits to provide reasonable assurance that the Company's established policies and procedures have been followed. The financial statements have been audited by M/s.Koshal & Associates, Chartered Accountants and have been discussed with the Audit Committee.

For SM ENERGY TEKNIK & ELECTRONICS LTD

VAISHALI SHETTY OZA
CHAIRPERSON
DIN : 00228554

ATUL B. OZA
DIRECTOR
DIN : 00112033

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To The Members of,

SM Energy Teknik & Electronics Ltd.

We have examined the compliance of conditions of Corporate Governance by **SM Energy Teknik & Electronics Limited,** ("the Company") for the year ended on 31st March, 2017 as stipulated in Clause 49 of the Listing Agreement of the said Company with the stock Exchanges.

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

In our opinion and to the best of our information and according to explanations given to us, subject to the following :

a. The Company does not have full time Company Secretary.

We certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Clause 49 of the above mentioned Listing Agreement.

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

For KOSHAL & ASSOCIATES
Chartered Accountants
Firm Registration No.121233W
Koshal Maheshwari
Proprietor
Membership No. 043746

Place : Mumbai
Dated : 10th August, 2017

SECRETARIAL AUDIT REPORT

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

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2016 (01-04-2016 to 31-03-2017)

To,
The Members,
SM ENERGY TEKNIK AND ELECTRONICS LIMITED,
SM House, 11, Sahakar Road,
Vile Parle (East)
Mumbai-400059

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by SM ENERGY TEKNIK AND ELECTRONICS LIMITED (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, 2017 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has adequate 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 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 thereunder and The Companies Act, 1956 (the Old Act) and the rules made thereunder;
(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and External Commercial Borrowings;
(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  (b) i) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (till 15th May 2015);
  ii) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (w.e.f. 15th May 2015)
  (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  (d) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014;
  (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(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;

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

(i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (w.e.f. 1st December, 2015)

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 (BSE);

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

1) The Company has not appointed Managing Director, Company Secretary and Chief Financial Officer as per Section 203 of the Companies Act 2013 during the Audit period.

2) The Company has not filed certain forms with the Ministry of Corporate Affairs as required under the different provisions of the Companies Act, 2013.

3) There was delay in submission of shareholding pattern as required under Regulation 33 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4) The Company has not complied with the requirement of Regulation 33 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as to publication of notice of Board Meeting to consider audited/un-audited results.

5) There was delay is submission of certificate as required under Regulation 40 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

6) The website of the Company is not updated.

7) There was delay in submission of disclosures as required under SEBI (Substantial Acquisition & Takeover Regulations), 2011 by the Company.

8) There was delay in submission of Secretarial Audit Report of Reconciliation of capital Audit as required under Regulation 55A of SEBI (Depositories & Participants) Regulations, 1996.

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. There is change in the composition of the Board of Directors during the period under review.

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

All the decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors of the Board as the case may be.

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

I further report that during the audit period the Company is not having any specific events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

I further observed that the Company has closed its operations. Presently no activities are being carried out by the company except for some business plans under consideration by the Board. The company does not have any employees.

For B.R. Gharpure & Associates
Practicing Company Secretary

Date: 10th August 2017
Place: Kalyan

Bhushan R. Gharpure
Practicing Company Secretary
CP No: 9827
FCS No.:9004

Balance Sheet as at March 31, 2017

(Amt. in '000)

Particulars	Note	As at March 31, 2017 (12 Months)		As at March 31, 2016 (12 Months)	
EQUITY AND LIABILITIES					
1) Shareholders' Funds					
(a) Share Capital	**2.01**	1,23,169		1,23,169	
(b) Reserves and Surplus	**2.02**	(1,84,264)	(61,095)	(1,83,366)	(60,197)
2) Current Liabilities					
(a) Short Term Borrowings	**2.03**	601		601	
(b) Trade Payables	**2.04**	41,531		47,020	
(c) Other Current Liabilities	**2.05**	19,968	62,100	15,147	62,768
TOTAL			**1,005**		**2,571**
ASSETS					
1) Non-current asset					
(a) Other Non Current Assets	**2.06**		456		456
2) Current assets					
(b) Cash and Cash Equivalents	**2.07**		549		2,115
TOTAL			**1,005**		**2,571**
Significant Accounting Policies	**1**				
Notes to Accounts	**2**				

Notes referred to above form an integral part of the financial statements.

As per our Report of even date
For Koshal & Associates
Chartered Accountant
Firm Regn.No.121233W

Koshal Maheshwari
Proprietor:M.No.43746
Mumbai, dated 26th May, 2017

For and on behalf of the Board

Vaishali Shetty Oza
Chairperson
Din : 00228554

Atul B. Oza
Director
Din : 00112033

Statement of Profit and Loss for the year ended March 31, 2017

(Amt. in '000)

Particulars	Note	For the Year Ended March 31, 2017 (12 Months)	For the Year Ended March 31, 2016 (12 Months)
INCOME			
Revenue from Operations		-	-
Other Income	**2.8**	-	900
Total Revenue		**-**	**900**
EXPENDITURE			
Cost of Material Consumed		-	-
Employee Benefit Expenses	**2.09**	-	62
Other Expenses	**2.10**	2,464	1,372
Depreciation and Amortisation Expenses		-	1,696
Total Expenses		**2,464**	**3,130**
Profit/ (Loss) before Exceptional items, Tax and Adjustments		**(2,464)**	**(**2,230**)**
Exceptional Items (income)	**2.11**	**1,636**	11,727
Profit/(Loss) after Exceptional items, before Tax and Adjust		**(828)**	9,497
Tax Expense:-			
Current Tax		-	2,600
Previous Year Taxes		-	-
Deferred Tax		-	(2,641)
Profit/ (Loss) after Tax and Adjustment		**(828)**	**9,538**
Earnings per Share of face value of Rs.10 each fully paid up			
{Refer Note No. 2.22}			
Basic		**(0.07)**	0.77
Diluted		**(0.07)**	0.77
Significant Accounting Policies	**1**		
Notes to Accounts	**2**		

Notes referred to above form an integral part of the financial statements.

As per our Report of even date
For Koshal & Associates
Chartered Accountant
Firm Regn.No.121233W

Koshal Maheshwari
Proprietor:M.No.43746
Mumbai, dated 26th May, 2017

For and on behalf of the Board

Vaishali Shetty Oza
Chairperson
Din : 00228554

Atul B. Oza
Director
Din : 00112033

CASHFLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

(Amt. in '000)

Particulars	Note	For the Year Ended March 31, 2017 (12 Months)	For the Year Ended March 31, 2016 (12 Months)
A. Cash Flow from Operating Activities :			
Net Profit/(Loss) Before Tax and extraordinary items as per statement for Profit & Loss		(828)	9,497
Adjustments for :			
Depreciation		-	1,696
Debit Balance written off		-	4,717
Profit on sale of asset		-	(12,065)
Credit Balance /Excess Provision Written back		(1,636)	(4,379)
Operating Profit before working Capital Changes		**(2,464)**	**(534)**
Adjustments for variation in :			
Trade Receivables and Other Advances		-	1,010
Trade payables and Other Liabilities		898	(24,795)
Cash Generated from Operations		**(1,566)**	**(24,320)**
Tax paid		-	-
Net Cash from Operating Activities (a)		**(1,566)**	**(24,320)**
B. Cash Flow from Investing Activities			
Purchase of Fixed Assets		-	-
Sale of Fixed Assets		-	25,500
Net Cash from Investing Activities (b)		**-**	**25,500**
C. Cash Flow from Financing Activities(c)		**-**	-
Net Increase/(Decrease) in Cash & Cash Equivalents (a+b+c)		(1,566)	1,180
Cash and Cash Equivalent at the beginning of the year		2,115	935
Cash and Cash Equivalent at the end of year		**549**	**2,115**

Note : The previous period figures have been regrouped, rearranged and/or reclassified wherever necessary.

As per our Report of even date
For Koshal & Associates
Chartered Accountant
Firm Regn.No.121233W

Koshal Maheshwari
Proprietor:M.No.43746
Mumbai, dated 26th May, 2017

For and on behalf of the Board

Vaishali Shetty Oza
Chairperson
Din : 00228554

Atul B. Oza
Director
Din : 00112033

Significant Accounting Policies to the Balance Sheet as at March 31, 2017 and Statement of Profit and Loss for the year ended on that date.

1.01 Basis of Preparation of Financial Statements

The financial statements are prepared under historical cost convention on accrual basis of accounting following generally accepted accounting principles in India and comply with Accounting Standards as prescribed under section 133 of the Companies Act,2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules 2014 and the provisions of the Act. Accounting policies have been consistently applied by the Company unless otherwise stated. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Act. Based on the nature of the services and their realisation in cash & cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current or non-current classification of assets and liabilities.

1.02 Recognition of Income and Expenditure

Items of income and expenditure are generally recognised on accrual basis except, certain items of income and expenditure in respect of which the amounts remain unascertained till the receipt or payment such as scrap sales, insurance claims, octroi refund, bank commission, bank charges and sales tax assessment dues.

1.03 Fixed Assets

Fixed assets are stated at cost of acquisition or construction less, accumulated depreciation / amortisation and impairment loss if any.

1.04 Intangible Assets

Intangible assets, namely software is amortised equally over the period of 36 months from the date of put to use.

1.05 Depreciation and Amortisation

a) Pursuant to the enactment of the Companies Act.2013, The Company has effective from 1.4.2014 reassessed the useful life of its assets and has computed Depreciation on Straight Line Method with reference to the useful life of the assets as recommended in Schedule II of the Act.

b) No write off has been made in respect of lease premium paid for leasehold land since the lease is granted for a long period.

1.06 Inventories

a) Basis of Valuation

Raw Materials	:	At Cost on FIFO Basis
Stores and Spares parts	:	At Cost on FIFO Basis
Work-in-Progress	:	At Cost or net realisation value whichever is lower
Finished Goods	:	At Cost or net realisation value whichever is lower

b) Cost of inventories comprises of all cost of purchase, cost of conversion and other costs incurred in bringing them to their present location and condition.

c) The finished goods are inclusive of excise duty.

1.07 Sales & Services

Sales are inclusive of Excise duty and exclusive of Sales Tax. And Job work Income are inclusive of Service Tax.

1.08 Excise Duty

Excise duty has been accounted on the basis of both payments made in respect of goods cleared. And also provision made for lying in bonded warehouses.

1.09 Foreign Currency Transactions

a) Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing on the date of the transaction.

b) Monetary items denominated in foreign currencies at the yearend are restated at the yearend rates. In case of monetary items which are covered by forward exchange contracts, the difference between the yearend rate and rate on the date of the contract is recognised as exchange difference and the premium paid on forward contracts is recognised over the life of the contract.

c) Non - Monetary foreign currency items are carried at cost.

d) Any income or expense on account of exchange difference either on settlement or on translation, is recognised in the profit and loss account.

1.10 Employee Retirement Benefits

a) Gratuity and Leave Encashment liability are provided on actuarial basis.

b) Employer's contribution to Provided Fund is charged to Profit & Loss A/c.

1.11 Borrowing Cost

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. All other borrowing costs are charged to revenue.

1.12 Impairment of Assets

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the profit and loss account in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting periods is reversed if there has been change in the estimate of the recoverable amount.

1.13 Provision for Current Tax, Deferred Tax

Income tax expense comprises current tax i.e. amount of tax for the period determined in accordance with the income tax law and deferred tax charge or credit reflect the tax effects of timing difference between accounting income and taxable income for the period. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantially enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainly that the assets can be realised in future. However, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised only if there is virtual certainty of realisation of such assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonably/ virtually certain (as the case may be) to be realised.

1.14 Provision, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognised but are disclosed in the notes to accounts. Contingent assets are neither recognised nor disclosed in the financial statements.

NOTES ON ACCOUNTS TO BALANCE SHEET AND STATEMENT OF PROFIT AND LOSS ACCOUNT

NOTE 2.01 - SHARE CAPITAL

(Amt. in '000)

Particulars	As at March 31, 2017 (12 months)	As at March 31, 2016 (12 months)
Authorised		
2,00,00,000 Equity Shares of Rs. 10/- each (2,00,00,000)	**2,00,000**	2,00,000
	2,00,000	2,00,000
Issued, Subscribed & Paid up		
1,23,16,866 Equity Shares of Rs. 10/- each fully Paid up (1,23,16,866)	**1,23,169**	1,23,169
	1,23,169	**1,23,169**

(1) Details of Shareholding more than 5% shares in the Company

	March 31, 2017		March 31, 2016	
	%	(No. of Shares) ('000)	%	(No. of Shares) ('000)
Sai Ganesh Properties Pvt. Ltd.	10.75%	1,324	10.75%	1,324
Primrose Trade Pvt. Ltd.	11.71%	1,443	20.06%	1,443
SM Holding & Finance Pvt. Ltd.	20.06%	2,471	20.06%	2,471
		5,238		**5,238**

(2) The company has only one class of equity shares having a par value of 10 per share. Each holder of equity shares is entitled to one vote per share.

(3) Reconciliation of shares outstanding a the biginning and at the end of the reporting period.

	March 31, 2017		March 31, 2016	
	No. of Shares '000	Amt ('000)	No. of Shares '000	Amt ('000)
Equity shares				
At the beginning of the Year	12,317	1,23,169	12,317	1,23,169
Add: Shares issued duing the year	-	-	-	-
At the end of the Year	12,317	1,23,169	12,317	1,23,169

NOTE 2.02 - Reserves & Surplus

(Amt. in '000)

Particulars	As at March 31, 2017 (12 months)		As at March 31, 2016 (12 months)	
Amalgamation reserve				
As per last Balance Sheet		60,302		60,302
Securities Premium Account				
As per last Balance Sheet		4,688		4,688
Surplus/(deficit) in the Statement of Profit and Loss				
As perLast Balance Sheet	(2,60,756)		(2,70,294)	
Transfer to Reserves (Fixed Assets)	(70)		0	
Profit/(Loss) for the year	(828)	(2,61,654)	9,538	(2,60,756)
General Reserve				
As per last Balance Sheet		12,400		12,400
		(1,84,264)		**(1,83,366)**

NOTES ON ACCOUNTS TO BALANCE SHEET AND STATEMENT OF PROFIT AND LOSS ACCOUNT

NOTE 2.03 - Short Term Borrowings **(Amt. in '000)**

Particulars	As at March 31, 2017 (12 months)	As at March 31, 2016 (12 months)
Hire Purchase Loans	601	601
(Secured / to be secured by Hypothecation of specific assets purchased under said scheme) .		
[Payable within one year Rs. 601 thousands (Previous Year Rs. 601 thousands)]	601	601

NOTE 2.04 - Trade Payables **(Amt. in '000)**

Particulars	As at March 31, 2017 (12 Months)	As at March 31, 2016 (12 Months)
Dues to Micro Small and Medium Enterprises Units (Refer Note No. 2.19)	-	-
Others	41,531	47,020
	41,531	**47,020**

NOTE 2.05 - Other Current Liabilities **(Amt. in '000)**

Particulars	As at March 31, 2017 (12 Months)	As at March 31, 2016 (12 Months)
Payable to tax authorities	108	2,653
Advance from Customer & Others	18,874	11,469
Payable to Staff	-	39
Interest Accrued and Due	986	986
	19,968	**15,147**

NOTE 2.06 - Other Non Current Assets **(Amt. in '000)**

Particulars	As at March 31, 2017 (12 Months)	As at March 31, 2016 (12 Months)
Advance Income Tax	169	169
Central Excise - RG23A Pt. II	287	287
	456	**456**

NOTE 2.07 - Cash and Cash Equivalents **(Amt. in '000)**

Particulars		As at March 31, 2017 (12 Months)		As at March 31, 2016 (12 Months)
Cash on Hand		263		194
Balance With Banks				
In Current Accounts	283		1,919	
In Deposit Accounts	3	286	3	1,922
		549		**2,115**

NOTES ON ACCOUNTS TO BALANCE SHEET AND STATEMENT OF PROFIT AND LOSS ACCOUNT

NOTE 2.8 - Other Income

(Amt. in '000)

Particulars	Note	For the Year Ended March 31, 2017 (12 Months)	For the Year Ended March 31, 2016 (12 Months)
Rental Income Received		-	900
		-	**900**

NOTE 2.9 - Employee Benefit Expenses

(Amt. in '000)

Particulars	Note	For the Year Ended March 31, 2017 (12 Months)	For the Year Ended March 31, 2016 (12 Months)
Employee Benefit Expenses			
Salaries (including Managerial Remuneration & Bonus)	-	60	
Employee Welfare and Other Amenities	-	- 2	62
		-	**62**

NOTE 2.10 - Other Expenses

(Amt. in '000)

Particulars	For the Year Ended March 31, 2017 (12 Months)		For the Year Ended March 31, 2016 (12 Months)	
Payment to Auditors		173		171
General Administration Expenses				
Bank Charges	2		5	
Rates and Taxes	-		32	
Filling fees/prof tax co./licence fees/listing fees	1,377		3	
Postage, Telegram and Telephones	8		22	
Travelling and Conveyance	153		209	
Legal and Professional Charges	408		328	
Advertisement	30		71	
Other General Expenses	313	2,292	532	1,201
		2,464		**1,372**

NOTE 2.11 - Exceptional Items (Income)

(Amt. in '000)

Particulars	For the Year Ended March 31, 2017 (12 Months)	For the Year Ended March 31, 2016 (12 Months)
Profit on Sale of Fixed Assets	-	12,065
Creditors Balance Written Back	1,636	4,379
Bad Debts / Debit Balance Written off	-	(4,717)
	1,636	**11,727**

NOTES ON ACCOUNTS TO BALANCE SHEET AND STATEMENT OF PROFIT AND LOSS ACCOUNT

2.12 Previous period figures have been regrouped and/or rearranged.

2.13 Amount in the financial statements are presented in Rupees thousands, except as otherwise stated.

2.14 The Company is exploring various new business ventures including development Industrial part/realty. The business plans are expected to be matured and put into operation during the current year.

2.15 The operations with respect to Textile Machinery division have been completely ceased.

The Board is hopeful that in the ensuing years this business will gather momentum which could result in facilitating revival of the Company's financial position.

2.16 Although the net worth of the company has been fully eroded due to losses incurred, the net worth of the company is being effectively improved by infusion of promoter from time to time. Certain surplus capital assets and the suspended unit at Baroda have been sold and the proceeds of the same have been utilized for clearance of residual liabilities with an initiative to make the company totally debt free and liability free. The total liabilities and majority of the current liabilities have been settled. The Promoters are endearing to clear the balance liabilities by taking adequate necessary steps. The Company is hopeful with the proposal to enter into new areas of operations without fructify in the ensuing years. The foray in to new areas of operations is expected to generate adequate additional profits which would wipe out the existing losses.

In view of the positive developments as above and special circumstances, the accounts of the company are continued to be prepared on going concern basis and consequently no adjustment have made to the carrying values of modification/classification of Balance sheet account.

2.17 Disclosure under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED)

The management has not yet identified enterprises which have provided goods & services to the Company and which qualify under the definition of medium &small enterprises. as defined under micro, small and medium enterprises Development Act.2006.

2.18 Segment Reporting

The Company is mainly engaged in the business of manufacturing of Textile Processing Machineries. All other activities of the Company revolve around the main business, and as such, there are no separate reportable segments as required in Accounting standard 17(AS-17) on “Segment Reporting" notified by the Companies (Accounting Standards) Rule,2006.

2.19 Related Party Disclosures

As per Accounting Standard (AS-18) on "Related Party Disclosure" notified by the companies (Accounting Standards) Rules,2006, the disclosure of transaction with the related parties are given below:

a) List of Related Parties with whom transactions have taken place and relationship:

Name of the Related Party	Relationship
i. Venkataramana Food Specialities Limited	Associate Company

Note: Related party relationship is as identified by the Company and relied upon by the Auditors.

b) Transactions during the period with related parties:

		Associate Company	(Amt. in ‘000) TOTAL
(I)	**Venkataramana Food Specialities Ltd.**		
(a)	Opening balance Receivable	4,383 (2,551)	4,383 (2,551)
(b)	Advance Received during the period	1,637 (2,832)	1,637 (2,832)
(c)	Advance Returned during the period	-- (1,000)	-- (1,000)
(d)	Closing Balance Payable	6,020 (4,383)	6,020 (4,383)

Note : Figures in brackets represent previous period’s amounts.

2.20 Earnings per Share (EPS)

For the purpose of calculation of Basic and Diluted Earning Per Share the following amounts are considered :

(Amt. in ‘000)

		2016-17	2015-16
a)	Amount used as the numerator : Net Profit/(Loss) After Tax as per P & L A/c.	(828)	9,538
b)	Weighted average number of equity Shares (‘000) (used as denominator for calculating EPS) Basic Diluted	 12,317 12,317	 12,317 12,317
c)	Earning / (Loss) Per Share (in Rs.) (Equity share having face value of Rs. 10 each) Basic Diluted	- (0.07) (0.07)	- 0.77 0.77

2.21 Deferred Taxation

In accordance with Accounting Standard 22 (AS-22) on “Accounting for Tax on Income”notified by the companies (Accounting Standards)Rules, 2006,deferred tax assets are constituting mainly of carried forward losses and disallowance of expenses. Deferred Tax Liabilities are constituting mainly of excess depreciation & expenditure claimed in tax

NOTES ON ACCOUNTS TO BALANCE SHEET AND STATEMENT OF PROFIT AND LOSS ACCOUNT

computation The Company has substantial unabsorbed depreciation and carry forward losses under the income tax Act 1961. However ,the availability of sufficient future taxable income against which such depreciation and losses can be set off cannot be stated to be virtually certain. Hence deferred tax asset has not been recognised.

2.22 Contingent Liabilities

a) The income tax demands of earlier years have been nullified/set aside by the various orders of the Appellate Authorities. The company is confident in securing complete relief. Hence the Board is of the opinion that there is no liability, contingent or otherwise, in respect of the above.

b) In respect of Export Obligations, the Company has been advised that the export obligation can be set-off against exports executed by the company in respect of other products in earlier years. Necessary application have already been filed with the appropriate authorities under the applicable Foreign Trade Regulations. The Board is advised that there would be no liability, contingent or otherwise, in respect of the above transaction.

2.23 Licensed and Installed Capacity

The Company is Small Scale Industrial undertaking engaged in manufacturing of various types of Textile/Chemical/Food processing machinery produced as per the specification, hence the Licensed/Installed Capacities cannot be quantified.

2.24 Balance of Trade Receivables and Trade Payables including advance to suppliers are subject to confirmation.

2.25 Except stated otherwise, in the opinion of the Management, the Short-term Loans and Advances, Other Non-Current Assets are approximately of the value stated, if realized in the ordinary course of business. Provision for all known liabilities are adequate and neither in excess or nor in short of the amount reasonably necessary.

For and on behalf of the Board

As per our Report of even date
For Koshal & Associates
Chartered Accountant
Firm Regn.No.121233W

Vaishali Shetty Oza
Chairperson
Din : 00228554

Koshal Maheshwari
Proprietor:M.No.43746
Mumbai, dated : 26th May, 2017

Atul B. Oza
Director
Din : 00112033

INDEPENDENT AUDITOR'S REPORT

To the Members of **SM EnergyTeknik& Electronics Ltd.**

Report on the Financial Statements

We have audited the accompanying financial statement of SM Energy Teknik& Electronics Ltd. ("the Company") which comprises the Balance Sheet as at March 31, 2017, the statement of Profit and Loss and Cash flow statement for the period 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) Rule,2014 (as amended). This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company, preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the Accounting and Auditing Standards and matters which are require to be included in the Audit Report under the provisions of the Act and Rules made there under. We conducted our audit in accordance with the standards on Auditing specified under section 143 (10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedure to obtain audit evidence about the amounts and disclosures in the financial statement. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Director, as well as evaluating the overall presentation of the financial statement.We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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, 2017,

(b) In the case of the statement of Profit and Loss, of the Loss for the period ended on that date; and

(c) In the case of the Cash Flow statement, of the cash flows for the period ended on that date.

Emphasis of Matter

We draw attention to Note no. 2.16 of the Financial Statements regarding the losses incurred by the Company resulting in liability exceeding the assets of the Company and regarding the preparation of financial statements on a going concern basis for reasons stated therein. Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A"a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
2. As required by section 143(3) of the Act, we report, to the extent applicable, that:
   (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.-
   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
   (c) The Balance Sheet, Statement of Profit and Loss and Cash Flow statement dealt with by this report are in Agreement with the books of account;
   (d) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards specified under Section 133 of the Act read with Rules 7 of the Companies (Accounts) Rules, 2014;
   (e) on the basis of written representations received from the directors as on March 31, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of Section 164 (2) of the Act; and
   (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B",
   (g) with respect to the other matters to be included in Auditor 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 explanation given to us,
      (i) The company has disclosed the impact of pending litigationon its financial position in its financial statements- Refer Note no. 2.22.;
      (ii) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
      (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

"ANNEXURE A" TO AUDITORS' REPORT

Referred to in Paragraph 1 under "Reports on Other Legal and Regulatory Requirements" in the Independent Auditors' Report of even date to the members of SM Energy Teknik & Electronics Limited, ('the Company') on the Balance Sheet for the period ended as on March 31, 2017 we report that:

(I) (a) According to the information and explanation given to us and on the basis of re-examination of the records, the company does not have any fixed assets or immovable property at any time during the year.

(b) Hence, question of maintenance of records of said fixed assets and physical verification of fixed assets do not arise.

(ii) The company does not have any inventory hence clause (ii) of the Order is not applicable to the Company.

(iii) According to the information and explanation given to us, the Company has not granted any unsecured/secured loans to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Act. Thus, the paragraph 3(iii) of the Order are not applicable to the Company

(iv) In our opinion and according to the information and explanations given to us, the Company has not granted any loan or given any guarantee on such loans covered under section 185and neither it has made any investment covered under 186 of the Companies Act, 2013.

(v) The Company has not accepted any deposits from the public within the meaning of Section 73, 74, 75 and 76 of the Act and the rules framed there under to the extent notified.

For Koshal & Associates
Chartered Accountants
Firm Registration No.121233W

Koshal Maheshwari
Proprietor
Membership No. 43746

Place : Mumbai
Dated : 26th May, 2017

(vi) We are informed that the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the company.

(vii) (a) According to the information and explanation given to us provident fund, employees state insurance, sales-tax, wealth tax, duty of customs & duty of excise, value added tax cess are not applicable to the company. The Company is regular in depositing undisputed statutory dues including income tax and other statutory dues with the appropriate authorities during the year. There were no arrears as at 31st March, 2017 for a period of more than six months from the date they became payable .

(b) As informed by the Management, the Company is confident for securing relief as per explanation provided under Note No. 2.22(a) in case of Income Tax liability. As regards to demand in relation to Central Excise the Company has made application for set-off as per applicable Foreign Trade Regulations as per explanation provided under Note No. 2.22(b).

(c) As per the records of the company and according to the information and explanations given to us, no amount is required to be transferred to Investor Education and Protection Fund(IEPF). In accordance with the provision of Section 205C of the Companies Act,1956 read with the IEPF (Awareness and Protection of Investors) Rules,2001.

(viii) According to the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to Financial Institutions, Government, Banks or Debenture holders during the year.

(ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable to the Company.

(x) According to the information and explanation given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

(xi) According to the information and explanations given to us, and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Act.(xii) In our opinion and according to the information and explanation given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.

(xiii) According to the information and explanation given to us and based on our examination of the records of the Company, the Company is having transactions with the related parties. Accordingly, paragraph are in compliance with sections 177 and 188 of the Act were applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) According to the information and explanation given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment / private placement of shares or fully or partly convertible debentures during the year.

(xv) According to the information and explanation given to usand based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with the Directors or Persons connected with him. Accordingly, paragraph 3(xv) is not applicable to the Company.

(xvi) The Company is a manufacturing concern and therefore, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

"ANNEXURE - B" TO AUDITORS' REPORT

Referred to in Paragraph 1 in the Independent Auditors' Report of even date to the members of SM Energy Teknik& Electronics Limited, ('the Company') on the Balance Sheet for the period ended as on March 31, 2017

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

We have audited the internal financial controls over financial reporting of SM Energy Teknik & Electronics Ltd. ("the Company") as of March 31, 2017 in conjunction with out audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls
The Company's management is responsible for laying down and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risks that a material weakness exists, and testing and evaluating the design and operating effectiveness on internal financial control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatements of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the inter financial controls system over financial reporting.

Meaning of Internal Financial Control Over Financial Reporting
A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with the generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and
3. Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

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

Opinion
In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Koshal & Associates
Chartered Accountants
Firm Registration No.121233W

Koshal Maheshwari
Proprietor
Membership No. 43746

Place : Mumbai
Dated : 26th May, 2017

SM ENERGY TEKNIK & ELECTRONICS LIMITED

(CIN : L51900MH1982PLC026292)

Registered Office : SM House, 11, Sahakar Road, Vile Parle (E), Mumbai - 400 057.
Phone : 91-22-29201239/40 * email ID: got2invest@rediffmail.com

ATTENDANCE SLIP
34th Annual General Meeting
Please fill in this attendance slip and hand it over at the entrance of the meeting hall

I/We hereby record my/our presence at the 34th Annual General Meeting of the Company to be held at Utkarsh Mandal Vile Parle, Utkarsh Chowk, Malavia Road, Vile Parle (E), Mumbai 400057 on Wednesday, the 27th September 2017 at 11.30 a.m.

SIGNATURE OF THE SHAREHOLDER/PROXY*

_____

_____

_____

_____

***Strike out whichever is not applicable**

SM ENERGY TEKNIK & ELECTRONICS LIMITED

CIN : L51900MH1982PLC026292

Registered Office : SM House, 11, Sahakar Road, Vile Parle (E), Mumbai - 400 057.
Phone : 91-22-4914555 * email ID: got2invest@rediffmail.com

PROXY FORM

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

Name of the member (s) : _____

Registered Address : _____

Email-id : _____ Folio No. / Client ID _____

DP ID :

I/We, being the member(s) of _____ shares of the **SM ENERGY TEKNIK & ELEC. LTD.,** hereby appoint :

1. Name
   Address :
   Email id :
   Signature
   Or failing him / her
2. Name
   Address :
   Email id :
   Signature
   Or failing him / her
3. Name
   Address :
   Email id :
   Signature
   Or failing him / her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **34th Annual General meeting** of the Company, to be held on Wednesday the **27th day of September, 2017 at 11.30 A.M.** at Utkarsh Mandal Vile Parle, Utkarsh Chowk, Malavia Road, Vile Parle (E), Mumbai 400057 and at any adjournment thereof in respect of the resolutions as indicated below :

	Resolutions	For	Against
1.	Adoption of Audited Financial Statements for the year ended 31.3.2017.		
2.	Re-appoiintment of Ms Vaishali Shetty Oza, who retires by rotation.		
3.	Appointment of Statutory Auditor.		

Signed this _____ day of _____2017.

Signature of :

Affix Revenue Stamp

Signature of Shareholder(s)

_____ _____ _____

First Proxy Holder Second Proxy Holder Third Proxy Holder

Notes :- **(1)** ***This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.***
(2) ***Please complete all details including details of member(s) in above box before submission.***

Book - Post

To,

If undelivered, please return to :
SM Energy Teknik & Electronics Ltd.
SM House,
11, Sahakar Road,
Vile Parle (E),
Mumbai - 400 057.