

24th

Annual Report

2014-15

SHIVA MEDICARE LIMITED

SHIVA MEDICARE LIMITED

BOARD OF DIRECTORS

Sri Amit Jain
Director

Sri Gagan Lamba
Director

Sri John Wilson Babu Chebrolu
Director

Sri Durgaprasad Kolapalli
Director (Till 31/03/2015)

Sri Srinivasa Upalla
Director (w.e.f 31/03/2015)

Smt Seema Jha Manoj
Director (w.e.f 31/03/2015)

CIN NO

L93090TG1993PLC088165

AUDITORS

V. Ramachandra Rao
Advocate Colony, Ground Floor
Himayat Nagar, Hyderabad-29

BANKERS

Vijaya Bank

Registrar & Transfer Agent:

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

REGISTERED OFFICE

Flat no.4, Navneeth Villa Appts
3-6-521/A, Himayat Nagar,
Hyderabad-500029
Ph: 040-27660781,
Fax:040-27660782
cs.shivamedi@gmail.com
info@i41.in
www.i41.in

SHIVA MEDICARE LIMITED

Flat No.4, H.No. 3-6-521/A, Navneeth Villa Appts,
Himayat Nagar, Hyderabad-500029
CIN: L93090TG1993PLC088165

NOTICE

Notice is hereby given that the 24th Annual General Meeting of the Members of Shiva Medicare Limited (CIN: L93090TG1993PLC088165) will be held on Monday 28th September, 2015 at 9.00 A.M. at the Registered Office of the Company at Flat No.4, H.No. 3-6-521/A, Navneeth Villa Appts, Himayat Nagar, Hyderabad-500029 to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2015 and Profit and Loss Account for the year ended as on that date together with the Directors' Report and Auditor's Report thereon.
2. To appoint a Director in place of Shri. Gagan Lamba (Din no 03512097) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Shri. Ramachandra Rao (Registration No. 203292), Chartered Accountants, Hyderabad, the retiring auditors, appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of next Annual General Meeting on such remuneration as may be fixed by the Board of Directors of the company.

Special Business

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

"RESOLVED THAT the term of office of Shri. Srinivasulu Vuppala (DIN: 05351230) who was appointed during the year as an Additional Director (Independent) of the Company expires at this Annual General Meeting and based on the recommendations of the Board of Directors, approval of the Shareholders be and is hereby accorded to his appointment as an Independent Director of the Company to hold office for a term of 5(five) consecutive years from 31st March, 2015 to 30th March, 2020 u/s. 149(10), 150(2), 152(2) and Schedule IV of Companies Act, 2013 read with Companies (Appointment & Qualification of Directors) Rules, 2014 and the amended Clause 49 of the Listing Agreement with the Stock Exchange."

"RESOLVED FURTHER THAT Any one of the Directors of the company be and is hereby authorized to intimate the concerned Regulatory Authorities for giving effect to this resolution."

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

"RESOLVED THAT the term of office of Smt.. Seema Jha Manoj (DIN: 06970544) who was appointed during the year as an Additional Director (Independent) of the Company expires at this Annual General Meeting and based on the recommendations of the Board of Directors, approval of the Shareholders be and is hereby accorded to her appointment as an Independent Director of the Company to hold office for a term of 5(five) consecutive years from 31st March,2015 to 30th March,2020 u/s. 149(10), 150(2), 152(2) and Schedule IV of Companies Act,2013 read with Companies (Appointment & Qualification of Directors) Rules,2014 and the amended Clause 49 of the Listing Agreement with the Stock Exchange."

"RESOLVED FURTHER THAT Any one of the Directors of the company be and is hereby authorized to intimate the concerned Regulatory Authorities for giving effect to this resolution."

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

Sd/-

Place: Hyderabad

Date: 18/08/2015

**AMIT JAIN
Director**

SPECIFIC ATTENTION OF SHAREHOLDERS

Sub: Furnishing of E-mail ID

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

Shareholders:

Physical Mode: E-mail ID be furnished to the Company in the format enclosed.

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

NOTES:

1. An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the notice is annexed hereto.
2. Every Member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of him/her self and such Proxy need not be a member of the company. A person can act as Proxy on behalf of the members not exceeding fifty(50) and holding in the aggregate not more than 10 % of the total share capital of the company.
3. Duly filled in proxy form must be deposited at the Registered Office of the Company before 48 hours of the time fixed for holding the meeting.
4. The Register of Members and Share Transfer Books of the company will remain closed from 21-09-2015 to 28-09-2015 (both days inclusive) for the purpose of the Annual General Meeting.
5. Details as required under the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
6. Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
7. Notice of the Annual General Meeting and the Annual Report for the Financial Year 2014-2015 will also be available on the Company's website www.i41.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Hyderabad for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: cs.shivamedi@gmail.com, Section 108 of Companies Act 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 provides for the mandatory electronic voting facility to all the members of the Company to exercise their right to vote at the general meetings through electronic means. The Company in compliance of the provisions is providing the electronic voting facility to all the members at the cutoff date for transacting the businesses at the Annual General Meeting through CDSL. A member may exercise his right to vote at the Annual General Meeting by electronic means by following the e-Voting process. The complete detail of the instructions for e-voting is annexed to this Notice.

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

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

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

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

8. Voting through electronic means;

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

b. The instructions for e-voting are as under:

1. The e-voting period commences on 25th September, 2015 (9:00 am) and ends on 27th September, 2015 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. The shareholders should log on to the e-voting website www.evotingindia.com.
 - (i) Click on Shareholders.
 - (ii) 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.
 - (iii) Next enter the Image Verification as displayed and Click on Login.

- (iv) 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.
- (v) If you are a first time user follow the steps given below:

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

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) 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 linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xvii) 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.

(xviii) Other instructions:

- a. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 21st day of September, 2015.
 - b. Mrs Manjula Aleti, Practicing Company Secretary (Membership No. 31661), has been appointed as the scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - c. The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizers' report of the total votes cast in favor of against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - d. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.i41.in and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchanges where the Company's shares are listed.
9. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours 9.00am to 5.00 pm on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

Explanatory Statement

(In respect of the Special Business Pursuant to section 102(1) of the Companies Act, 2013)

Item No.4

Based on the recommendations of the Board of Directors at its meeting held on 31st March,2015 had appointed Srinivasulu Vuppala (DIN: 05351230) as an Additional Director (Independent) who holds his office up to the date of this Annual General Meeting, Further, in terms section 149(10) read with Schedule IV of the Companies Act,2013 and the Companies (Appointment and Qualification of Directors) Rules,2014, the Board of Directors had fixed his terms of office for a period of 5years from 31st March,2015 to 31th March,2020 and he shall not be retire by rotation, In terms of Section 161(1) and other applicable provisions, if any of the Companies Act,2013.

Srinivasulu Vuppala has confirmed that he is eligible to be appointed as an Independent Director and has not been disqualified under the Act under the Rules made thereunder. He has also declared that he meets the criteria for being an Independent Director under Section 149(6) of the Act.

None of the Directors, Key Managerial personnel or their relatives, has interest or concern, financially or otherwise, in the above said resolution.

Profile Of Srinivasulu Vuppala:

Srinivasulu Vuppala is a senior person with vast experience in Accounts and marketing. With his immense expertise in the field of commerce he shall guide the company to new heights.

Item No.5

The Securities and Exchange Board of India (SEBI) has mandated that every listed entity shall have a Woman Director and accordingly, the stock exchanges have directed all the listed companies to appoint a Woman Director on their Board before 31st March,2015. In tune with this requirement and based on the recommendations of the Board at its meeting held on 31st March,2015, the Board of Directors of your company has appointed Seema Jha Manoj (Independent) on the Board of your Company to hold office for a term of 5years, in terms of section 149(10) read with Schedule IV of the companies Act,2013 and the Companies (Appointment and Qualification of Director) Rules,2014 and shall not retire by rotation.

Seema Jha Manoj has confirmed that she is eligible to be appointed as an Independent Director and has not been disqualified under the Act under the Rules made thereunder. She has also declared that she meets the criteria for being an Independent Director under Section 149(6) of the Act.

None of the Directors, Key Managerial personnel or their relatives, has interest or concern, financially or otherwise, in the above said resolution.

Profile of Seema Jha Manoj:

Ms. Seema Jha is a Dynamic Women with expertise in Social Sector. Her Experience shall be of beneficial for the future growth of the company.

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

Sd.

Place: Hyderabad
Date: 18/08/2015

**(Amit Jain)
DIRECTOR**

SHIVA MEDICARE LIMITED

DIRECTORS' REPORT

Your Directors would like to present the 24th Annual Report together with the Audited Accounts for the year ended March 31, 2015. The financial highlights of your Company for the year 2014-15 are as follows:

OPERATIONS

During the period under review, the Company has not done any business activity; hence there are no working Results.

You must be pleased to know that the management of company has taken some concrete steps in order to revive the company and bring back the glories years of the company and thereby increasing share holders value. Some of the steps are as follows

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

DIVIDEND

You directors have not recommended payment of any dividend during the period under review.

BRIEF DESCRIPTION OF THE COMPANY'S AFFAIRS

In fact we are pleased to inform you that the company has already received NOC for the draft Scheme of Capital Reduction from BSE Ltd and the petition in the Hon'ble High Court at Hyderabad Judicature is in final stage of hearing and the order is expected any time. Once capital reduction is done the company shall explore all the possibilities of value creation for the shareholders.

Once the company's capital is restructured and carry forward losses are set off, it would enable the management to explore various opportunities to enhance the net worth of the company through suitable means.

With the above measure that the company has planned to initiate in the coming two years, the management of company is quite confident of increasing substantial share holder's value.

DIRECTORATE

In accordance with the provisions of the Companies Act, 2013 read with the Articles of Association of the Company Shri. Gagan Lamba , Director of the Company will retire by rotation at this meeting and being eligible, your Board recommends his re-appointment.

DECLARATION OF INDEPENDENCE BY DIRECTORS

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

SHIVA MEDICARE LIMITED

MEETINGS OF THE BOARD OF DIRECTORS

The Company had 5 Board meetings during the financial year under review. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013. For further details please refer report on Corporate Governance of this Annual Report.

EXTRACT OF THE ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in **MGT-9** and is attached to this Report in **Annexure A**

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an Annual Performance Evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committee and other committees.

In compliance with the provisions of the Companies Act, 2013 and revised Clause 49 of the Listing Agreement with the Stock Exchanges, the Independent Directors held a meeting on February 4, 2015, and:

- Reviewed the performance of non-independent directors and the Board as a whole
- Assessed the quality, quantity and timeliness of flow of information between the Company's management and the Board, which is necessary for the Board to effectively and reasonably perform their duties

FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

Pursuant to Clause 49 of the Listing Agreement, the Company shall familiarize the Independent Directors with the Company and their roles, rights, responsibilities in the Company, nature of industry in which the company operates, business model of the Company etc.

However, the Independent Directors have been a part of the Board for a few years now, and so no separate sessions for Familiarization have been conducted during the year.

REMUNERATION POLICY

The Objectives of the policy

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

SHIVA MEDICARE LIMITED

DETAILS OF SUBSIDIARY / JOINT VENTURES / ASSOCIATE COMPANIES

The company has neither has any subsidiary nor any joint venture(s) during the year.

AUDITOR

In terms of the sub-section (2) of section 139 of the Companies Act,2013 (effective from 01.04.2014) no Listed Company shall appoint or re-appoint an Auditing Firm as the Auditor for more than two terms of five consecutive years. Provided that the firm is eligible to be appointed or re-appointed in the same company after five years from the completion of existing term. In pursuance of the above, every listed Company shall comply with this requirement within a transactional period of three years from the date of commencement of the Act i.e. 1st April,2014.

Shri. Ramachandra Rao, the existing Auditors, have been appointed as the Statutory Auditors of the company for auditing the annual financial statements of the company. The Company would like to comply with this new provision within said transactional period of three years. In the meantime, the Company proposed to re-appoint Mr. Ramachandra rao as Statutory Auditors for the financial year 2015-16 as well.

Shri. Ramachandra Rao, the Statutory Auditors of the Company will retire at the conclusion of this Annual General Meeting and being eligible, they have offered themselves for re-appointment as Statutory Auditors and have confirmed that their re-appointment, if made, would be within the limits prescribed under section 141 of the Companies Act,2013. Accordingly, the Board recommends their reappointment at this AGM. The notes to Accounts forming part of the financial statements are self-explanatory and need no further explanation.

SECRETARIAL AUDIT REPORT

In terms of Section 204 of the Act and Rules made there under, Mrs. Manjula Aleti, Company Secretary in Practice, have been appointed Secretarial Auditor of the Company. The report of the Secretarial Auditor is given as **Annexure B** to this report.

INTERNAL AUDIT & CONTROLS

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

VIGIL MECHANISM

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established.

RISK MANAGEMENT POLICY

The company is primarily exposed to credit risk, interest rate risk, liquidity risk and operational risks. The Board oversees and approves the Company's enterprise wide risk management framework. It reviews credit and operational risks and policies in relation to investment strategy and other risks like interest rate risk and liquidity risk. The Company's management monitors and reports principal risks and uncertainties that can impact its ability to achieve its strategic objectives. The company's management systems, organizational structures, processes, standards and code of conduct together form the risk management governance system of the company.

Your company has a robust Risk Management Methodology which has been implemented effectively outlining the exposure given to the Clients of the Company and ensuring the integrity of the

SHIVA MEDICARE LIMITED

company's accounting and financial reporting systems, including the independent audit and compliance with the law and relevant standards.

DEPOSITS

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

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

Related Party Transaction entered into during the year were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives which could have had a potential conflict with the interests of the Company.

CORPORATE GOVERNANCE

The Corporate Governance regulations as per the Listing Agreements have been fully complied with. The Report of your Directors on the practices of Corporate Governance forms part of this report in **Annexure C**. A Certificate from the Secretarial Auditor of the Company regarding compliance with the Code of Corporate Governance is annexed.

MANAGEMENT DISCUSSION AND ANALYSIS

OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

In order to prevent Sexual Harassment of Women at Workplace the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on December 9, 2013. Under the said Act every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee. Company has adopted a policy for Prevention of Sexual Harassment of Women at Workplace and has set up Committee for implementation of said policy. During the year Company has not received any complaint of Harassment.

PARTICULARS OF EMPLOYEES

There was no employee whose particulars Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are to be reported.

There was no employee whose particulars as per 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, are to be reported.

INFORMATION REQUIRED UNDER SECTION 134(3)(M) OF THE COMPANIES ACT, 2013

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

DIRECTORS' RESPONSIBILITY STATEMENT

As required by Section 134(5) of the Companies Act, 2013, your Directors confirm:

- (a) that in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- (b) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the

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state of affairs of the Company at the end of the financial year ended March 31, 2015, and of the profit/loss of the Company for that year;

- (c) that 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;
- (d) that the Directors have prepared the annual accounts on a going concern basis;
- (e) the Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively;

and

- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

LISTING WITH STOCK EXCHANGES

The Company's Equity Shares continue to be listed on BSE Limited. Listing fees for 2014-15 has been pending to be paid to the Exchange as the company has been facing severe liquidity crisis in wake of pending court order for capital Reduction. However all measures are being taken to make such payment at the earliest.

ACKNOWLEDGMENT

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

Date: 18.08.2015
Place: Hyderabad

By Order of the Board
For Shiva Medicare Limited

SD/-

AMIT JAIN
Director
DIN: 00028335

Annexure- A

Extract of Annual Return
Form No.MGT-9
as on financial year ended on 31.03.2015
(Pursuant to section 92(3)of the Companies Act,2013 and
Rule 12(1) of the company (Management & Administration)Rules,2014)

I. Registration Details :

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

II. Principal Business Activities of the Company:

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

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

III. Particulars of Holding, Subsidiary & Associate Companies:

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

IV. Share holding pattern (Equity Share Capital Breakup as percentage of Total Equity)

I. Category-wise Share Holding:

Category code	Category of Shareholder	No. of shareholders	Total Number of Shares	No. of shares held in Dematerialized form	Total shareholding as a % of Total No of shares		Shares Pledged or otherwise encumbered	
					(VI)	(VII)	(VIII)	(IX)
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)
A.	Shareholding of Promoter and Promoter Group							
1.	Indian							
a.	Individuals / HUF	9	704840	0	11.2413	11.2413	0	0.00
b.	Central Government / State Government(s)	0	0	0	0	0	0	0.00
c.	Bodies Corporate	8	462300	0	7.3731	7.3731	0	0.00
d.	Financial Institutions / Banks	0	0	0	0	0	0	0.00
e.	Others							
	SUB -TOTAL (A)(1)	17	1167140	0	18.6144	18.6144	0	0.00
2.	Foreign							
a.	Individual(Non resident Individuals/ Foreign Individuals)	0	0	0	0	0	0	0.00
b.	Bodies Corporate	1	450000	0	7.1769	7.1769	0	0.00
c.	Institutions	0	0	0	0	0	0	0.00
d.	Qualified Foreign Investor	0	0	0	0	0	0	0.00
e.	Others							
	SUB TOTAL (A)(2)	1	450000	0	7.1769	7.1769	0	0.00
	TOTAL SHAREHOLDING OF PROMOTER & PROMOTER GROUP(A) = (A)(1)+(A)(2)	18	1617140	0	25.7914	25.7914	0	0.00
B.	PUBLIC SHAREHOLDING							
1.	Institutions							
a.	Mutual Funds/UTI	0	0	0	0	0	NA	NA
b.	Financial Institutions/Banks	3	113200	0	1.8054	1.8054	NA	NA
c.	Central	0	0	0	0	0	NA	NA

	Government / State Government(s)							
d.	Venture Capital Funds	0	0	0	0	0	NA	NA
e.	Insurance Companies	0	0	0	0		NA	NA
f.	Foreign Institutional Investors	0	0	0	0	0	NA	NA
g.	Foreign Venture Capital Funds	0	0	0	0	0	NA	NA
h.	Qualified Foreign Investor	0	0	0	0	0	NA	NA
i.	Others	0	0	0	0	0	NA	NA
	SUB TOTAL (B)(1)	3	113200	0	1.8504	1.8504	NA	NA
							NA	NA
2.	NON- INSTITUTIONS						NA	NA
a.	Bodies Corporate	57	1059200	100	16.8929	16.8929	NA	NA
b.	Individuals						NA	NA
	I.Individual Shareholders Holding nominal share capital upto Rs. 1 Lakhs.	8755	3341930	10700	53.2997	53.2997	NA	NA
	II. Individual Shareholders Holding nominal Share Capital in excess of Rs. 1 lakh.	4	138600	0	2.2105	2.2105	NA	NA
c.	Qualified Foreign Investor	0	0	0	0	0	NA	NA
d.	Others						NA	NA
	SUB-TOTAL (B)(2)	8816	4539730	10800	72.4031	72.4031	NA	NA
	TOTAL PUBLIC SHAREHOLDING (B)=(B)(1)+(B)(2)	8819	4652930	10800	74.4031	74.4031	NA	NA
	TOTAL (A)+(B)	8837	6270070	10800	100.00	100.00	NA	NA
							NA	NA
C.	Shares Held by Custodians and against which depository receipts have been issued						NA	NA
	Promoter and Promoter Group	0	0	0	0	0	NA	NA
	Public	0	0	0	0	0	NA	NA
	TOTAL CUSTODIAN (C)	0	0	0	0	0	NA	NA
	GRAND TOTAL (A)+(B)+(C)	8837	6270070	10800		100.00	0	0.00

II. Shareholding of Promoters & Promoter Group

S N	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the compan y	%of Shares Pledged / encumbere d to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbere d to total shares	
1	Shiva Paper Mills Ltd	350000	5.5820	Nil	350000	5.5820	Nil	Nil
2	Slab Properties Pvt Ltd	10000	0.1594	Nil	10000	0.1594	Nil	Nil
3	Indocount Finance Ltd	15400	0.2456	Nil	15400	0.2456	Nil	Nil
4	Charla Paper Pvt Ltd	10,000	0.1594	Nil	10,000	0.1594	Nil	Nil
5	Damani Shipping Pvt Ltd	5000	0.0797	Nil	5000	0.0797	Nil	Nil
6	TechnoPvt Ltd G D	2500	0.0398	Nil	2500	0.0398	Nil	Nil
7	Shiva Services Limited	69100	1.1020	Nil	69100	1.1020	Nil	Nil
8	Indocount Securities Limited	300	0.0047	Nil	300	0.0047	Nil	Nil
9	Steril TX (USA) Inc.	450000	7.1769	Nil	450000	7.1769	Nil	Nil
10	Parmod Jain	163710	2.6109	Nil	163710	2.6109	Nil	Nil
11	Kiran Jain	210010	3.3494	Nil	210010	3.3494	Nil	Nil
12	Amit Jain	155000	2.4720	Nil	155000	2.4720	Nil	Nil
13	Rajat Jain	155000	2.4720	Nil	155000	2.4720	Nil	Nil
14	Kiran Jain	15000	0.2392	Nil	15000	0.2392	Nil	Nil
15	Davinder Kumar	2510	0.0400	Nil	2510	0.0400	Nil	Nil
16	Agarwal J K	10	0.0001	Nil	10	0.0001	Nil	Nil
17	Shika Jain	3500	0.558	Nil	3500	0.558	Nil	Nil
18	Satish Jain	100	0.0015	Nil	100	0.0015	Nil	Nil
	Total	1617140	25.7914	Nil	1617140	25.7914	Nil	Nil

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

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

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

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
1	Foresight Financial Services Ltd	206100	3.2870	206100	3.2870
2	Synergy Financial Exchange Ltd	145400	2.3190	145400	2.3190
3	Worldlink Finance Ltd	119600	1.9075	119600	1.9075
4	Integrated Advisory Services Ltd	101100	1.6124	101100	1.6124
5	Mefcom Capital markets Ltd	97200	1.5502	97200	1.5502
6	Capital Services Ltd 3A	93900	1.4976	93900	1.4976
7	Pressman Ltd	54500	0.8692	54500	0.8692
8	South Asian Financial Exchange ltd	54000	0.8612	54000	0.8612
9	Bank of Baroda	53500	0.8533	53500	0.8533
10	Goodluck Commercial Ltd	40000	0.6380	40000	0.6380

V. Shareholding of Directors and Key Managerial Personnel:

Sl. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	For Each of the Directors and KMP				
1	Amit Jain - Director				
	At the beginning of the year	155000	2.4720	155000	2.4720
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Nil	Nil	-	-
	At the end of the year	155000	2.4720	155000	2.4720

VI. Indebtedness

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year		1,32,88,864		1,32,88,864
i) Principal Amount		-		-
ii) Interest due but not paid		-		-
iii) Interest accrued but not due		-		-
Total (i+ii+iii)		1,32,88,864		1,32,88,864
Change in Indebtedness during the financial year		-		-
* Addition		-		-
* Reduction		-		-
Net Change		-		-
Indebtedness at the end of the financial year		1,32,88,864		1,32,88,864
i) Principal Amount		-		-
ii) Interest due but not paid		-		-
iii) Interest accrued but not due		-		-
Total (i+ii+iii)		1,32,88,864		1,32,88,864

VII. Remuneration of Directors and Key Managerial Personnel

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

(Amount in Rupees)

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

B. Remuneration to other directors:

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

C. Remuneration to Key Managerial Personnel:

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

VIII. Penalties / Punishment / Compounding of Offences:

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

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

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

NA

I. Remuneration to Non-Executive Directors:

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

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

II. Remuneration to other employees

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

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

**Date: 18.08.2015
Place: Hyderabad**

Sd/-	Sd/-
Amit Jain	John Wilson
Director	Director

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members,
SHIVA MEDICARE LIMITED,
Flat No.4, H.No.3-6-521/A
Navneeth Villa Apartments,
Himayat Nagar
Hyderabad-500029

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. SHIVA MEDICARE LIMITED (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of M/s. SHIVA MEDICARE LIMITED books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015 ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. SHIVA MEDICARE LIMITED ("the Company") for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under *except compliance relating to the appointment of Company Secretary Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 201.*
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not applicable to the Company during the Audit Period);

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the Audit Period);
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not applicable to the Company during the Audit Period);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit Period);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the Audit Period); and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period);

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

- i) Secretarial Standards issued by the Institute of Company Secretaries of India (Not applicable to the Company during the audit period)
- ii) Listing Agreements entered into by the Company with the BSE Limited.

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. Appointment of Company Secretary as per the Provisions of Section 203 of Companies Act, 2013 read with Companies (Appointment and Remuneration of Key managerial Personnel) Rules, 2013 -Not Duly Complied.
2. As per the Listing Agreement entered into by the Company with the BSE Limited, the company has not been paid Annual Listing Fee for the Financial Year 2014-15.
3. The company has not been filed the Financial Statements and Annual Return for the FY 2013-14 to the concerned Registrar of Companies till date.

And we further report that:

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

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

Decisions at the Board Meetings, as represented by the management, were taken unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that, as per the explanations given to us and the representations made by the Management and relied upon by us, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that, during the audit period, there were no other specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines etc. having major bearing on the Company's affairs.

Date : 16.08.2015
Place : Hyderabad

SD/-

MANJULA ALETI
Company Secretary in Practice
ACS : 31661
CP: 13279

Note:

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

ANNEXURE – I

To
The Members,
SHIVA MEDICARE LIMITED,
Flat No.4, H.No.3-6-521/A
Navneeth Villa Apartments,
Himayat Nagar
Hyderabad-500029

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

SD/-

MANJULA ALETI
Company Secretary in Practice
ACS : 31661
CP: 13279

Date : 16.08.2015
Place : Hyderabad

SHIVA MEDICARE LIMITED

Annexure - C

Report on Corporate Governane

In compliance with Clause 49 of the Listing Agreement entered into with the stock exchanges, the Company is providing below a report on the matters as mentioned in the said clause and practices followed by the Company.

Philosophy of the Company on the code of governance

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

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

Board of Directors

Size and composition of the Board

The policy is to have appropriate mix of executive and independent directors to maintain the Board and to seperate the Board functions of governance and management. The total strength of the Board as on March 31,2015 is 5 (Five) Directors comprising of 1(One) Promoter Director, 3 (Three) Independent Directors and 1(One) non-Independent Director. Among the Directors, 1 (One) Executive (full time) Directors and 1(one) Non-executive Directors as on March 31,2015. The Board periodically evaluates the need for increasing or decreasing its size. Following is the present composition of our Board and their number of directorships in other companies as on 31.03.2015.

Name of the Director	Category	Director Identification Number	Relationship with other Directors	Number of memberships in Board of other Public Limited Companies	Associated with other Committees of Public Limited Companies	
					Member	Chairman
Amit jain	Executive Director	00028335	None	8	-	-
Gagan Lamba	Non-Executive Director	03512097	None	Nil	-	-
John Wilson Babu Chebrolu	Independent Director	05160184	None	Nil	-	-
Srinivasulu Vuppala	Independent Director	05351230	None	2	-	-
Seemajha Manoj	Independent Women Director	06970544	None	Nil	-	-

Committee membership considered are of other companies only and those as required under the code of corporate Governance.

SHIVA MEDICARE LIMITED

❖ The Board at its meeting held on.31/03/2015 has approved the resignation of Mr. Durga Prasad Kolapalli as Independent Director.

Brief details of Directors seeking appointment / re-appointment at this Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement)

Name of Director	Gagan Lamba	Srinivasulu Vuppala	Seemajha Manoj
Date of Appointment	15.04.2011	31.03.2015	31.03.2015
Qualifications	Graduate	Graduate	SSLC
Expertise in Functional Areas	Marketing	Finance	Marketing
List of Companies in which outside Directorship is held as on 31.03.2015	Nil	1. Achalagold Agritech Investments Limited. 2. Asian Flora Limited	Nil
Chairman /Member of the Committees of other Companies in which he / she is a member as on 31.03.2015	Nil	Nil	Nil

Boar Meetings held during the year

The Board of Director met 5 (Five) times during the year on 30th May 2014, 14th July 2014, 28th October 2014, 29th January 2015, 31st March 2015.

The maximum gap between the two meetings was less than four months.

Directors Attendance and Sitting fee paid

Given in table below is the Board Meeting attendance record of the directors during the year 2014-15

Name of Director	No.of meetings held	No. of meetings attended	Sitting Fees paid (in Rs.)	Presence at last AGM
Amit Jain	5	5	-	No
Gagan Lamba	5	5	-	Yes
• Durga Prasad Kolapalli	5	4	-	Yes
John Wilson Chebrolu	5	5	-	Yes
❖ Srinivasulu Vuppala	-	-	-	NA
❖ Seemajah Manoj	-	-	-	NA

❖ Appointed on: 31.03.2015

• Resigned on 31.03.2015

SHIVA MEDICARE LIMITED

Code of Conduct

The Board of Directors of the company has laid a code of conduct for Directors and the senior management. The code of conduct is posted on the Company's website. All Directors and designated personnel in the senior management have affirmed compliance with the code for the year under review. A declaration to this effect duly signed by Mr. Amit Jain, Director is annexed to this report.

Details of Directors seeking appointment /re-appointment as required under Clause 49 of the Listing Agreement pursuant to the requirements of the Listing Agreement of Stock Exchanges on Corporate Governance, the information about the Directors proposed to be appointed / re-appointed is given as an Annexure to the notice.

Audit Committee

In terms of Clause 49 of the Listing Agreement the Audit Committee constituted by the Board consists of only Non- Executive and Independent Director. The committee has met 4 times. The attendance details for the Committee meetings are as follows.

Name of the Member	Category	No. of meetings	
		Held	Attended
Gagan Lamba	Chairman	4	4
Durga Prasad Kolapalli	Member	4	4
John Wilson Chebrolu	Member	4	3

The terms of reference as stipulated by the Board to the Audit Committee include:

Review of the Company's financial reporting process and disclosure of its financial information

- a. Recommending the appointment and removal of external auditors, fixation of audit fee and recommending payment for any other services.
- b. Reviewing with the management the annual financial statements before submission to the Board, focusing primarily on
 - i. Changes in accounting policies and practices
 - ii. Major accounting entries involving estimates based on the exercise of judgement by the management.
 - iii. Qualifications in the draft audit report
 - iv. Significant adjustments arising out of audit
 - v. The going concern assumption

Nomination & Remuneration Committee

During the year, name of this Committee has been re-christened as Nomination & Remuneration Committee and appointed and the committee comprised as follows:

1. Gagan lamba - Chairman
2. Durga Prasad Kolapalli - Member
3. Johnwilson Babu Chebrolu - Member

The committee has been constituted to recommend/review the remuneration package of the Managing / Whole-time Directors nomination of Directors / Key Managerial Personnel and one level below the Board along with the heads of department apart from deciding other matters such as framing and implementation of stock option plans to employees. etc., The remuneration policy is directed towards rewarding performance based on review of achievements which are being reviewed periodically which is in consonance with the existing industry practices. This Committee meets as and when required.

SHIVA MEDICARE LIMITED

Shareholder's / Investors' Grievance Committee

The Shareholders' / Investors' Grievance Committee comprises of the following three Directors and the majority of whom are Independent Directors.

1. Gagan Lamba - Chairman
2. John Wilson Chebrolu - Member
3. Durga Prasad Kolapalli - Member

The Shareholders' / Investors' Grievance Committee reviews and redresses all the grievances periodically and meets as and when required.

Details of compliants received / resolved during the financial year 2014-15

Nature of Complaint	Recieved	Resolved	Pending
For Non- receipt of			
Annual Report	1	1	Nil
Share Certificate	Nil	Nil	Nil
TOTAL	Nil	Nil	Nil

Annual General Meetings

Year	Date	Time	Venue
2011-12	17.08.2012	11.00AM	D-110, kamla Nagar, Delhi- 110007
2012-13	23.08.2013	11.00 AM	Himayat Nagar, Hyderabad - 500029
2013-14	14.07.2014	10.00 AM	Flat No.4, Navneeth villa Aparts, 3-6-521/A, Himayat Nagar, Hyderabad - 500029

Extraordinary General Meeting / Postal Ballot

During the FY 2014-15 the company had not held any Extra ordinary General Meeting / Postal Ballot.

Disclosures

The Board of Directors received the requisite disclosures, from time to time, relating of financial and commercial transactions from the key managerial personnel of the company.

There have not been any occasion of non-compliance by the Company and therefore, no penalties or strictures have been imposed on the company by Stock Exchanges or SEBI or any other statutory authority on any matter related to capital markets since the Company was listed on the Stock exchanges.

SHIVA MEDICARE LIMITED

SEBI Compliant Redressal System (SCORES)

SEBI has initiated SCORES for processing the investor compliants in a centralized web based redress system and online redressal of all the shareholders compllaints. The company is in compliace with the SCORES and redressed the shareholders compliants well within the stipulated time.

General Shareholder Information

1.	Annual General meeting Day, Date and Time	:	28 th September, 2015, 9.00AM
2.	Book Closure Dates	:	21.9.2015 to 28.09.2015 (both days inclusive)
3.	Listing of Equity shares is at	:	BSE Ltd Floor 25, P J Towers , Dalal Street, Fort, Mumbai- 400001
4.	Stock Code	:	524602
5.	Corporate Indentification Number (CIN)	:	L93090TG1993PLC088165
6.	Share transfer System	:	ShareTransfers requests, which are received in phisical form are processed and the share certificates returned within a period of 15 days in most of the cases, and in any case within 30 days, from the date of receipt, subject to the documents being in order and complete in all respects.
7.	Secretarial Audit	:	Secretarial Audit is being carried out every quarter by a Practicing Company Secretary and her report is placed befor the Board for its perusal and filed regularly with the Stock Exchange within the stipulated time.
8.	Location	:	Registered Office: Flat No.4, House No.3-6-521/A, Navneeth Villa Aparts, Himayat nagar, Hyderabad - 500029
9	Registrar & Share transfer Agents	:	Cameo Corporate Services Ltd Subramanian Building, No.1, Club House Road, Chennai - 600002 Ph No.:044-28460390 / 391

(a) **Address for Correspondence:**

For suggestions / grievances / Queries to

Shiva Medicare Limited

Flat no.4, Navneeth Villa Appts

3-6-521/A, Himayat Nagar,

Hyderabad-500029

Ph: 040-27660781,

Fax: 040-27660782

cs.shivamedi@gmail.com

info@i41.in

www.i41.in

SHIVA MEDICARE LIMITED

Certificate froma Company Secretary in Whole - time Practice on compliance of conditions of Corporate Governance as per Clause 49of the Listing Agreement with Stock Exchanges

To
The Members of
Shiva Medicare Limited

We have reviewed the compliance of conditions of Corporate Governance by **Shiva Medicare Limited**, for the year ended on March 31, 2015 as stipulsted in Clause 49 of the Listing Agreement of the saidcompany with stock exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the mangemnet. we certify that the Company has complied with the conditions of Corporate Governance ass stipulated inClause 49 of the above mentiond Listing Agreement.

We further state that such compliance is neither as assuracne as to teh future viability f the company nor of the efficiency or effectiveness with which the mangement has conducted the affairs of the company

Place: Hyderabad
Date : 16.08.2015

Sd/-
Manjula Aleti
Company Secretary in Practice
ACS - 31661
CP - 13279

DECLARATION BY CEO ON CODE OF CONDUCT AS REQUIRED BY CLAUSE 49I (D) (ii) OF THE LISTING AGREEMENT

I, Amit Jain, Director of Shiva Medicare Limited to best of my knowledge and belief hereby declare that all Board Members and Senior Management Personnel have affirmed compliance with the Company Code of Conduct during the financial year ended 31st March 2015, as envisaged in Clause 49 of the Listing Agreement with the Stock Exchanges.

Place : Hyderabad
Date: 18.08.2015

For Shiva Medicare Limited
Sd/-
Amit Jain
Director

SHIVA MEDICARE LIMITED

Managing Director and Person in-charge of finance Certification under Clause 49 of the Listing Agreement with the Stock Exchanges

I hereby Certify that we have

In relation to the Audited Financial Accounts of the company as at March 31,2015, we hereby certify that

- a) We have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief.
 - I. these statements do not contain any material untrue statement or omit any material fact or contain statements that might be misleading;
 - II. these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.
- d) We have indicated to the Auditors and Audit Committee
 - i. significant changes in internal control over financial reporting during the year;
 - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud which we have become aware and the involvement therein, if any of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Hyderabad

Date: 18.08.2015

Sd/-
Amit Jain
Director

SHIVA MEDICARE LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Structure & Development

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

About the Company

During the year ended the company has filed Capital Reduction petition with Hon'ble High Court at Hyderabad and the petition is in final stage of hearing. Once the Carry Forward Losses are written off the management is confident of restarting operations of the company. Your company has started a new corporate office in Hyderabad and is in process of negotiating manufacturing some very vital Pharma Ingredients that will have an assured buy back arrangement with couple of leading Pharmaceuticals manufacturers. Your company has already paid advance for identifying suitable land to put up a state of Art plant in coming near future. Management of company is working very hard to add to share holder's value.

Opportunities & Threats

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

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

Outlook

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

**By the order of the board
For Shiva Medicare Limited**

Sd/-

**Place: Hyderabad
Date: 18.08.2015**

**Amit Jain
(Director)**

INDEPENDENT AUDITORS' REPORT

**To the Members of
SHIVA MEDICARE LIMITED**

Report on the Financial Statements

We have audited the accompanying financial statements of Shiva Medicare Limited ("the Company") which comprises the balance sheet as at 31 March, 2015, the statement of profit and loss and the cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for 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 Standards notified under sub-section (3C) of Section 211 of the Companies Act, 1956 ("the Act") (which continue to be applicable in respect of Section 133 of the companies Act 2013 in terms of the General Circular 15/2013 dated 13-09-2013 of the Ministry of Corporate Affairs) and in accordance with the Accounting principles generally accepted in India. This responsibility includes the design implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the balance sheet, of the state of affairs of the Company as at 31st March 2015;
- (b) in the case of the statement of profit and loss, of the profit of the Company for the year ended on that date; and
- (c) in the case of the cash flow statement, of the cash flows of the Company for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2003 ("the Order"), as amended, issued by the Central Government in terms of sub-section (4A) of Section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

2. As required by Section 227(3) of the Act, we report 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, the statement of profit and loss and the cash flow statement dealt with by this report are in agreement with the books of account;
- (d) in our opinion, the balance sheet, the statement of profit and loss and the cash flow statement comply with the Accounting Standards notified under the Act (which continue to be applicable in respect of Section 133 of the companies Act 2013 in terms of the General Circular 15/2013 dated 13-09-2013 of the Ministry of Corporate Affairs); and
- (e) on the basis of written representations received from the directors as on 31st March, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of clause (g) of subsection (1) of Section 274 of the Act.

Place: Hyderabad
Date: 30.05.2015.

V.RAMACHANDRA RAO
Chartered Accountant

Membership No.203292

STATEMENT REFERRED TO IN THE AUDIT REPORT

- i. There were no fixed assets during the year ended on 31-03-2015.
 - a. The Company has no Stock and hence the question of physical verification does not arise.
- ii.
 - a) As per the information and explanation given to us, the company has taken interest free loan from parties covered u/s 301 of the Companies Act, and it has not given any loans to any party covered u/s 301 of the Companies Act, 1956.
 - b) The loans are interest free unsecured loan and as per the information and explanation given to us is not prima-facie prejudicial to the interest of the company.
 - c) We have been informed that there are no terms of repayment of the principal and hence the reporting requirement of this clause and clause iii (d) are not applicable.

The details of the loans are as under:-

Name of the party	Opening balance	Receipt during the year	Repayment during the year	Closing balance
Shiva paper mills limited	4,75,000	-	-	4,75,000
Sh.Pramod kumar jain	10,00,000	-	-	10,00,000
Sh. Amit Jain	5,00,000	-	-	5,00,000
Smt. Kiran Jain	1,65,000	-	-	1,65,000

- iii. The entire operation of the company remain closed and there was no employee and consequently the internal control procedures established in the past for purchase of inventory, fixed assets, sale of goods was also not in operation.
- iv.
 - a) According to the information and explanation given to us, we are of the opinion that the transaction that needs to be entered into the register maintained under section 301 of the companies Act, 1956 have been so entered.
 - b) In our opinion and according to the information and explanation given to us, there has been no transaction made in pursuance to contracts or arrangements entered in the register maintained u/s 301 which exceed valued of five lakh in respect of any party during the year.

- c) As per the information and explanation given to us, the company has not accepted any public deposit except outstanding inter-corporate loans and deposits from share holders.
- v. As the operation of the company remain closed during the financial year there was no internal audit system in operation.
- vi. Maintenance of the cost record has not been prescribed by the Central Government u/s 209(1)(d) of the companies Act, 1956.
- vii.
 - a) We have to report that the custom duty of Rs. 36,778, property tax Rs. 817,129, sales tax Rs. 14,874 & TDS on contractors Rs. 4239 & TDS on salaries for Rs. 300 are outstanding as on 31.03.2015.
 - b) according to the information and explanations given to us, except as above there were no other undisputed amounts, payable in respect of income tax, wealth tax, sales tax, custom duty, excise and cess which were arrears, as on 31.03.2015 for a period of more than six months from the date they became payable and that there are no demands pending on account of any disputes before any forum.
- viii. The accumulated losses of the company at the end of the financial year exceed its net worth. The company has incurred cash losses in this financial year.
- ix. As per records of the company and the information and explanations given to us, we have to report that the company had defaulted in repayment of its secured loans to banks. During the year ended 31.03.2006 the company paid entire amount due to banks on one time settlement. Consequently there is no outstanding amount payable to banks.
- x. Based on our examination of documents and records maintained by the company, we are of the opinion that since the company has not granted any loans and advance on the basis of security by way of pledge of shares, debenture and other securities, it is not required to maintain records in respect thereof.
- xi. In our opinion, the company is neither a chit fund nor nidhi / mutual benefit fund/society and hence clause 4 (xiii) of the Order is not applicable to the company.
- xii. In our opinion and as per the information and explanations give by management, the company is not dealing in or trading in shares, securities, debentures and other investments.
- xiii. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the company we report that during the year no funds were raised on shorter basis have been used for long-term investments and no long-term funds have been used to finance short term investments.

- xiv. During the year the company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the companies Act, 1956.
- xv. During the year the company had not issued any debentures and as such creation of security is not applicable.
- xvi. During the year under review, no money was raised by public issue and s such disclosure of end use of money raised is not applicable.
- xvii. Based upon the audit procedure performed and information and explanations given by the management we report that during the year no fraud on or by the company has been noticed or reported by the management.

Place: Hyderabad
Date: 30.05.2015.

V.RAMACHANDRA RAO
Chartered Accountant
Membership No.203292

SHIVA MEDICARE LIMITED

Balance Sheet as at 31 March 2015

(Amount in Indian Rupees)

Particulars	Notes	As at 31 March 2015	As at 31 March 2014
I. EQUITY AND LIABILITIES			
1) Shareholders' funds			
a) Share capital	2.01	62,700,700	62,700,700
b) Reserves and surplus	2.02	(74,013,909)	(74,033,909)
2) Share application money pending allotment			
3) Non -Current Liabilities	2.03		
a) Long Term Borrowings		-	-
b) Trade Payables			
b) Other Long Term Liabilities		1,713,482	1,713,482
3) Current liabilities			
a) Short-term borrowings	2.03	10,748,528	10,748,528
b) Trade payables	2.04	16,854	16,854
c) Other current liabilities	2.05	810,000	810,000
TOTAL		-	1,955,655
II. ASSETS			
1) Non-current assets			
a) Fixed assets			
(i) Tangible Assets	2.06	-	-
b) Non-current investments	2.07	-	-
c) Deferred tax assets (net)		-	-
d) Long-term loans and advances	2.08	1,954,546	1,954,546
e) Non-current trade receivables	2.09	-	-
f) Other non-current assets	2.10	-	-
2) Current assets			
a) Current investments	2.07	-	-
b) Inventories	2.11	-	-
c) Trade receivables	2.09	20,000	-
d) Cash and cash equivalents	2.12	1,109	1,109
e) Short-term loans and advances	2.08	-	-
f) Other current assets	2.10	-	-
Miscellaneous Expenses To the extent not written off or adjusted		-	-
TOTAL		1,975,655	1,955,655

Significant accounting policies 1

Notes to Accounts 2

The notes referred to above form an integral part of the financial statements

As per our report attached

V. RAMACHANDRA RAO
Chartered Accountant

For and on behalf of the Board of
Shiva Medicare Limited

Sd/-
Amit Jain
Director

Sd/-
John Wilson
Director

PROPRIETOR

Membership No.: 203292

Place: Hyderabad

Date: 30/05/2015

SHIVA MEDICARE LIMITED

Statement of Profit and Loss for the year ended 31 March 2015

(Amount in Indian Rupees)

Particulars	Notes	For the year ended	
		31 March 2015	31 March 2014
Income			
I) Revenue from Operations	2.13	-	-
II) Other income	2.14	145,000	-
III) Total Revenue (I+II)		145,000	-
IV) Expenses			
Employee benefit expense	2.15	-	-
Depreciation and amortisation expense	2.17	-	-
Other expenses	2.18	125,000	242,307
Total expenses		125,000	242,307
V. Profit before exceptional items, extraordinary items and tax (III-IV)		20,000	(242,307)
VI. Exceptional items:			
Bad Debts Recovered		-	-
Creditors for Expenses Written off		-	-
Long Term Borrowings Written off		-	-
Loans and Advances Written off		-	-
Preliminary Expenses Written off		-	-
VII. Profit before extraordinary items and tax (V-VI)		20,000	(242,307)
VIII. Extraordinary items		-	-
IX. Profit before tax (VII-VIII)		20,000	(242,307)
X. Tax expense			
(1) Income Tax - Current year		-	-
(2) Income Tax - Previous year		-	-
(3) Deferred tax		-	-
XI. Profit (Loss) for the period		20,000	(242,307)
Profit(Loss)-last year b/d		(84,669,500)	(84,427,193)
ADJUSTMENT OF EARLIER YEARS		-	-
Profit(loss) Carried to Balance Sheet		(84,649,500)	(84,669,500)
XII. Earning per equity share:	2.19		
(1) Basic		0.003	(0.039)
(2) Diluted		0.003	(0.039)

Significant accounting policies 1
 Notes to Accounts 2
 The notes referred to above form an integral part of the financial statements

As per our report attached

V. RAMACHANDRA RAO
 Chartered Accountant

For and on behalf of the Board of
 Shiva Medicare Limited

PROPRIETOR
 Membership No.: 203292
 Place: Hyderabad
 Date: 30/05/2015

Amit Jain John Wilson
 Director Director

SHIVA MEDICARE LIMITED

Notes to the financial statements for the year ended 31 March 2015

(Amount in Indian Rupees)

2.01 Share Capital	As at 31 March 2015		As at 31 March 2014	
	No. of shares	Amount	No. of shares	Amount
Authorised				
Equity shares of Rs.10 each *	10,000,000	100,000,000	10,000,000	100,000,000
	10,000,000	100,000,000	10,000,000	100,000,000
Issued, subscribed and fully paid up				
Equity shares of Rs.10 each fully paid up				
At the beginning of the year	6,270,070	62,700,700	6,270,070	62,700,700
Add: Forfeited shares during the year	-	-	-	-
Add: Issued during the year	-	-	-	-
At the end of the year	6,270,070	62,700,700	6,270,070	62,700,700
Total	6,270,070	62,700,700	6,270,070	62,700,700

* Each holder of equity shares is entitled to one vote per share with a right to receive per share dividend declared by the Company. In the event of liquidation, the equity shareholders are entitled to receive remaining assets of the Company (after distribution of all preferential amounts) in the proportion of equity shares held by the shareholders. During the year ended 31 March 2015, the Company has recorded per share dividend of Rs. Nil (previous year: Rs.Nil) to equity shareholders.

Details of shareholders holding more than 5% shares of the Company

Name of the Shareholder	As at 31 March 2015		As at 31 March 2014	
	Number of shares	% holding in the class	Number of shares	% holding in the class
Equity shares of Rs.10 each fully paid up held by				
M/s Shiva Paper Mills Limited	350000	5.58	350000	5.58
Sterlix USA	450000	7.18	450000	7.18
Total	800,000	12.76	800,000	12.76

2.02 RESERVES & SURPLUS	As at 31 March 2015	As at 31 March 2014
(a) Capital Reserve		
Balance at the beginning of the year	10,205,091	10,205,091
Addition During the year		
Deduction during the year		
Balance at the end of the year	10,205,091	10,205,091
(b) Forfeited Share		
Balance at the beginning of the year	430,500	430,500
Addition During the year		
Deduction during the year		
Balance at the end of the year	430,500	430,500
(c) Share Warrant Option Premium		
Balance at the beginning of the year		
Addition During the year		
Deduction during the year		
Balance at the end of the year		
(d) (Deficit)/ surplus in the Statement of Profit and Loss		
Balance at the beginning of the year	(84,669,500)	(84,427,193)
Add/ (less): Profit/ (loss) for the year	20,000	(242,307)
Less: Appropriations	-	-
Transfer to special reserve		
Balance at the end of the year	(84,649,500)	(84,669,500)
Total	(74,013,909)	(74,033,909)

SHIVA MEDICARE LIMITED

Notes to the financial statements for the year ended 31 March 2015

(Amount in Indian Rupees)

2.03	BORROWINGS	Long Term - Non-current portion		Short Term	
		As at 31 March 2015	As at 31 March 2014	As at 31 March 2015	As at 31 March 2014
	Demand Loans- Related Parties			2,216,500.00	2,216,500.00
	Demand loans			8,532,028	8,532,028
	Total			10,748,528	10,748,528

2.04	TRADE PAYABLE	Long Term		Short Term	
		As at 31 March 2015	As at 31 March 2014	As at 31 March 2015	As at 31 March 2014
	Payable to Suppliers Covered under Micro, Small & Medium enterprises			16854	16854
	Others			-	-
				16,854	16,854

2.05	OTHER LIABILITIES	Long Term		Short Term	
		As at 31 March 2015	As at 31 March 2014	As at 31 March 2015	As at 31 March 2014
	Other Liabilities			810,000	810,000
	Other Liabilities - Related Parties	840,162	840,162	-	-
	Statutory Liabilities	873,320	873,320	-	-
	TOTAL	1,713,482	1,713,482	810,000	810,000

Shiva Medicare Limited

Notes to the financial statements for the year ended 31 March 2015

(Amount in Indian Rupees)

2.06	INVESTMENTS	Long Term		Short Term	
		As at 31 March 2015	As at 31 March 2014	As at 31 March 2015	As at 31 March 2014
	(A) Investment in Equity Instruments - Unquoted				
	Unquoted equity shares	-	-	-	-
	TOTAL UNQUOTED EQUITY SHARES	-	-	-	-
	(B) Investment in Equity Instruments - Quoted				

Shiva Medicare Limited

Notes to the financial statements for the year ended 31 March 2015

(Amount in Indian Rupees)

2.07	INVESTMENTS (contd/-)	Long Term		Short Term	
		As at 31 March 2015	As at 31 March 2014	As at 31 March 2015	As at 31 March 2014
	TOTAL QUOTED EQUITY SHARES	-	-	-	-
	(d) Investments in debentures & bonds				
	Aggregate book value of quoted investments (net of provision for diminution in the value of investment)	-	-	-	-
	Market value of quoted investments	-	-	-	-
	Aggregate book value of unquoted investments (net of provision for diminution in the value of investment)	-	-	-	-
	Aggregate provision in the value of investments	-	-	-	-

2.08	LOANS & ADVANCES	Long Term		Short Term	
		As at 31 March 2015	As at 31 March 2014	As at 31 March 2015	As at 31 March 2014
	Balance with Tax Authorities	54,546	54,546	-	-
	Others	1,900,000	1,900,000	-	-
		1,954,546	1,954,546	-	-
	Aggregate balance of loans and advances to related parties, unsecured - considered good	-	-	-	-

Shiva Medicare Limited

Notes to the financial statements for the year ended 31 March 2015

(Amount in Indian Rupees)

2.13	REVENUE FROM OPERATIONS	As at 31 March 2015	As at 31 March 2014	As at 31 March 2015	As at 31 March 2014
	Income & Finance Charge received		-		-
	Other operating income		-		-
	Revenue from operations (Gross)		-		-
2.14	OTHER INCOME	As at 31 March 2015	As at 31 March 2014	As at 31 March 2015	As at 31 March 2014
	Net profit on sale of assets		-		-
	Dividend income from current/ long-term investments		-		-
	Net gain on sale of investments		-		-
	Excess provision on NPA written back		-		-
	Liabilities no longer payable written back		-		-
	Other Income		145,000		-
			145,000		-
2.15	EMPLOYEE BENEFIT EXPENSES	As at 31 March 2015	As at 31 March 2014	As at 31 March 2015	As at 31 March 2014
	Salaries, wages and bonuses		-		-
	Staff welfare expense		-		-
2.16	MISCELLANEOUS EXPENDITURE-WRITTEN OFF	As at 31 March 2015	As at 31 March 2014	As at 31 March 2015	As at 31 March 2014
	PRELIMINARY EXPENSES		-		-
	PUBLIC ISSUE EXPENSES.		-		-
	DEFERRED REVENUE		-		-
			-		-
2.17	DEPRECIATION & AMORTISATION EXPENSES	As at 31 March 2015	As at 31 March 2014	As at 31 March 2015	As at 31 March 2014
	Depreciation on tangible assets		-		-
	Amortization on intangible assets		-		-
			-		-

Notes to the financial statements for the year ended 31 March 2015

(Amount in Indian Rupees)

2.18	OTHER EXPENSES	As at 31 March 2015	As at 31 March 2015	As at 31 March 2014	As at 31 March 2014
	Share Transfer Agent fee		10,000		10,000
	Bank Charges		-		657
	Listing Charges		-		140,650
	Miscellaneous Expense		115,000		91,000
			125,000		242,307
	Less : Recovery of expenses		-		-
			125,000		242,307
	Legal & professional charges include payment to auditors				
	Audit fee		-		-
	Limited review		-		-
	In other capacity		-		-
	Taxation matters		-		-
	For other services - Issue of certificates		-		-
	For reimbursement of expenses including service tax		-		-
	COMPANY SECRETARY FEE		-		-
	Total		125,000		242,307
2.19	EARNING PER SHARE	As at 31 March 2015	As at 31 March 2015	As at 31 March 2014	As at 31 March 2014
	Profit for calculation of EPS (Rs.)		20,000		(242,307)
	Weighted No. of Equity Shares		6,270,070		6,270,070
	Basic/Diluted EPS (Rs.)		0.003		(0.039)

2.20	CONTINGENT LIABILITIES & COMMITMENTS	As at 31 March 2015	As at 31 March 2015	As at 31 March 2014	As at 31 March 2014
	I) Contingent liabilities:				
	a) Claims against the company not acknowledged as debts		-		-
	b) Guarantees		-		-
	c) Other Money for which the company is contingently liable		-		395,453
	II) Capital Commitments				
	a) Estimated amount of contracts remaining to be executed on capital account		-		-
	b) Uncalled liability on shares & investments partly paid		-		-
	c) other commitments		-		-

Notes to the financial statements for the year ended 31 March 2015

(Amount in Indian Rupees)

2.21	TRANSACTIONS WITH RELATED PARTIES	As at 31 March 2015	As at 31 March 2014	As at 31 March 2015	As at 31 March 2014
	List of parties with whom transactions have taken place during the year :-				
	1) Entities under common control		2) Key Managerial Personnel		
	Shiva Papers Mills Limited		Sh. Amit Jain		
	Shiva Services Limited				
	R.N. Finance Limited		Relatives of Key Management Personnel		
	Shiva Kymen Sukka limited		Sh. Pramod Jain		
			Sh. Pramod Jain HUF		
			Smt. Kiran Jain		
			Sh. Rajat Jain		

Transactions during the year with related parties

Nature of Transactions	Entities under common control (1)	Key Managerial Personnel (2)	Year Ended 31-3-2015 (Rs.)	Year Ended 31-03-2014 (Rs.)
Current Liabilities				
Loans Advanced				
Expenditure				
ii) Director Sitting Fee paid to Directors	-	-	-	-
Income				

2.22	DEFERRED TAX ASSETS / LIABILITIES	As at 31 March 2015	As at 31 March 2014	As at 31 March 2015	As at 31 March 2014
	Deferred tax asset				
	Contingent Provision on Standard Asssets		-		-
	Provision for diminution in investments		-		-
	Difference in the written down value of fixed assets as per the companies act, 1956 and the income tax act, 1961		-		-
	Others		-		-
	Gross deferred tax asset		-		-
	Deferred tax liability				
	Difference in the written down value of fixed assets as per the companies act, 1956 and the income tax act, 1961		-		-
	Gross deferred tax liability		-		-
	Net deferred tax asset/(liability) *		-		-

In compliance of the Accounting Standard 22 issued by the Institute of Chartered Accountants of India, the company has not made provision for net deferred tax assets.

SHIVA MEDICARE LIMITED**Notes to the financial statements for the year ended 31 March 2015****(Amount in Indian Rupees)****2.23 Segment information****As at 31 March
2015****As at 31 March
2014**

As the company's business activities fall under a single business segment and geographical segment, there are no additional disclosure to be provided under Accounting Standard 17 'segment reporting' other than those already provided in the financial statements

2.24 Additional information**As at 31 March
2015****As at 31 March
2014****As at 31 March
2015****As at 31 March
2014**

a) Purchase , Sales & Stocks

Nil

Nil

b) C.I.F. value of Imports

Nil

Nil

c) Expenditure in Foreign Currency

Nil

Nil

d) Remittances in Foreign Currency

Nil

Nil

e) Earning in foreign currency

Nil

Nil

2.25 Others**As at 31 March
2015****As at 31 March
2014**

- i) In the opinion of the management, the Current Assets, Loans and Advances are approximately of the value stated, if realized in the
ii) Paise have been rounded off to nearest rupee.
iv) Previous Year's figures have been regrouped and / or

As per our report attached

V. RAMACHANDRA RAO
Chartered Accountant

For and on behalf of the Board of
Shiva Medicare Limited

PROPRIETOR
Membership No.: 203292
Place: Hyderabad
Date: 30/05/2015

Amit Jain John Wilson
Director Director

Place: Hyderabad
Date: 30/05/2015

SHIVA MEDICARE LIMITED

Cash Flow Statement for the year ended 31 March 2015

	For the year ended 31-Mar-15	For the year ended 31-Mar-14
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) Before Tax	20,000	(242307)
Adjustment for :		
Liabilities no longer payables written back	0	0
Operating Profit/(Loss) Before Working Capital Changes	<u>20,000</u>	<u>-242,307</u>
Adjustment for :		
Decrease/(Increase) in loans and advances	0	0
Increase/(Decrease) in current liabilities	0	0
Cash generated from operating activities before taxes	<u>20,000</u>	<u>-242,307</u>
Direct taxes paid (net of funds)	0	0
Net cash generated from operating activities	<u>20,000</u>	<u>-242,307</u>
B. CASH FLOW FROM INVESTING ACTIVITIES	0	0
C. CASH FLOW FROM FINANCING ACTIVITIES		
Increase in short term borrowings	0	227578
increase in long term borrowings	0	0
Repayment of long term borrowings	0	0
Decrease in other borrowings	0	0
Net cash generated from financing activities	<u>0</u>	<u>227578</u>
INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	20,000	-14,729
Cash and cash equivalent at the beginning of the year	1109	15838
Cash and cash equivalent at the end of the year	<u>21109</u>	<u>1109</u>

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

For V. RAMACHANDRA RAO.,
Chartered Accountant

For and On behalf of the Board of
SHIVA MEDICARE LIMITED

Proprietor
Membership No. 203292

Date : 30/05/2015
Place : Hyderabad

Amit Jain John Wilson
Director Director

SHIVA MEDICARE LIMITED

1. SIGNIFICANT ACCOUNTING POLICIES

ACCOUNTING CONCEPTS

The Company follows the Mercantile System of Accounting and recognizes Income and Expenditure on accrual basis except dividend which is accounted for on cash basis. The accounts are prepared on historical cost basis, as a going concern and are consistent with generally accepted accounting principles.

FIXED ASSETS

Fixed Assets are stated at cost of acquisition, inclusive of inward freight, duties & taxes and incidental expenses related to acquisition. In respect of major projects involving construction and modification cum expansion, related pre-operational expenses form part of the value of the assets capitalized.

DEPRECIATION

Depreciation is calculated on fixed assets on straight-line method at the rates and in the manner provided in Schedule of the Companies Act, 2013.

EARNING PER SHARE

Basic earnings per share is calculated by dividing the net profit/loss for the year attributable to equity shareholders, by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is calculated by dividing the net profit/loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

DEFERRED TAXATION

Deferred Taxation is provided using the liability method in respect of the taxation effect arising from all material timing differences between the accounting and tax treatment of income and expenditure which are expected with reasonable probability to crystallize in the foreseeable future.

Deferred tax benefits are recognized in the financial statements only to the extent of any deferred tax liability or when such benefits are reasonably expected to be realizable in the near future.

CONTINGENT LIABILITIES

Unprovided contingent liabilities are disclosed in the accounts by way of notes giving nature and quantum of such liabilities.

OTHERS:

Other Accounting Policies followed are generally accepted accounting practices.

For **V.Ramachandra Rao**
Chartered Accountants

Amit Jain

John Wilson

Membership No. : 203292
Place: Hyderabad
Date: 30/05/2015

Director

Director

SHIVA MEDICARE LIMITED

E-MAIL REGISTRATION FORM

(Exclusively for Shareholders holding shares in physical form)

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

Dear Sir,

Sub: Registration of E-mail

Unit: Shiva Medicare Limited

Regd. Folio No. :

Name of First Shareholder:

Name(s) of Joint Shareholder(s):

E-mail ID to be registered:

Date:

Signature of the first named Shareholder: _____

Note:

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

SHIVA MEDICARE LIMITED

CIN: L93090TG1993PLC088165

Registered office: Flat No.4, H.No.3-6-521/A, Navneeth Villa Aparts, Himayat nagar, Hyderabad - 29

e-mail: cs.shivamedi@gmail.com website:www.i41.in

ATTENDANCE SLIP

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

Full name of the person attending :

Member's Folio No/Client ID :

No.of shares held :

I hereby record my presence at the 24th Annual General Meeting of the Shiva Medicare Limited, at Flat No.4, H.No. 3-6-521/A, Navneeth villa Appts, Himayat Nagar, Hyderabad-500029 on Monday, 28th September,2015 at 9.00 a.m.

Member's / Proxy's Signature

SHIVA MEDICARE LIMITED

CIN: L93090TG1993PLC088165

Registered office: Flat No.4, H.No.3-6-521/A, Navneeth Villa Aparts, Himayat nagar, Hyderabad - 29

e-mail: cs.shivamedi@gmail.com website:www.i41.in

PROXY FORM

Regd. Folio No.:	DP ID :
No.of Shares held :	Client ID:

I/we being member(s) of _____ shares of Shiva Medicare Limited, hereby appoint

1. _____ of _____ having E-mail ID: _____ or falling him

2. _____ of _____ having E-mail ID: _____ or falling him

3. _____ of _____ having E-mail ID: _____

and whose signature are appended below as my / our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the Twenty Fourth Annual General Meeting of the company to be held on Monday, the 28th day of September,2015 at 9.00 a.m. at Flat No.4, H.No. 3-6-521/A, Navneeth Villa Appts, Himayat Nagar, Hyderabad-500029 and at any adjournment thereof:

SL.No	Resolution(s)	Vote	
		For	Against
Ordinary Business			
1	Adoption of Financial Statements for the financial year ended 31.03.2015		
2	Appointment of Sri. Gagan Lamba as a Director retiring by rotation		
3	Re-appointment of Sri. Ramachandra Rao,Chartered Accountants as a Statutory Auditors		
Special Business			
Ordinary Resolutions			
1	Appointment of Sri. Srinivasulu Vuppala as an Independent Director upto 31.03.2020		
2	Appointment of Sri. Seemajha Manoj as an Independent Director up to 31.03.2020		

Signed this _____ day of _____ 2015

Signature of member _____ Signature of Proxy Holder _____

Note: 1.The Proxy on order to be effective should be duly stamped,completed and signed must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting.

2.The Proxy need not be a members of the company.

- Applicable for investors holding shares i Electronic Form
- Shareholders attending the meeting in person or through proxy shall use the ballot papers as provided at the meeting venue, to exercise their voting rights.

Book Post

To.

If undelivered, please return to:
Shiva Medicare Limited
Flat no.4, Navneeth Villa Appts
3-6-521/A, Himayat Nagar,
Hyderabad-500029