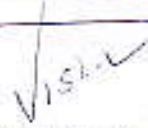

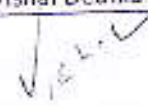


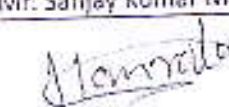

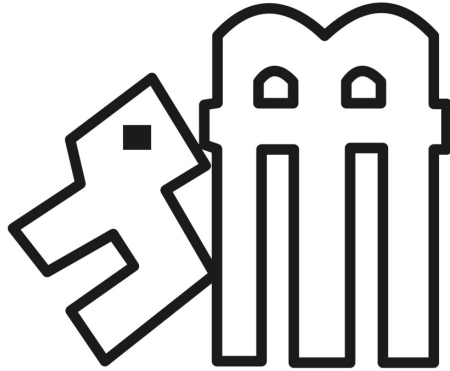


FORM B

1.	Name of the Company	Shree Manufacturing Company Limited
2.	Annual Financial Statement for the year	1 st April, 2014 to 31 st March, 2015
3.	Type of Qualification	Qualified
4.	Frequency of Qualification	In respect of observation a) – Repetitive from the financial year ended on 31 st March, 2000 In respect of observation b) – Repetitive from the financial year ended on 31 st March, 2004
	Draw attention to relevant notes in the annual financial statements and management response to the qualification in the directors report:	<p>Observation:</p> <p>a) Regarding preparation of accounts of the Company on going concern basis in view of erosion of Net Worth.</p> <p>b) Regarding non-redemption of preference shares</p> <p>Management response to the Qualification are as follows:</p> <p>a) Efforts are being made by the management to revive the Company by bringing fresh Capital. Accordingly the accounts of the Company are prepared on going concerned basis.</p> <p>b) The absence of the cash accruals, carried forward losses and due to financial constraints faced by the Company Preference Shares has not been redeemed till date.</p>
	Additional comments from the board/audit committee chair:	The management is taking all necessary steps to protect further erosion. The management believes that the business loss is a temporary phenomenon and is working towards the revival of the Company.
5.	To be signed by-	
	CEO/Managing Director/Whole Time Director	  Vishal Dedhia
	CFO	  Vishal Dedhia
	Auditor of the company	 Mr. Sanjay Kumar Maheswary SANJAY KUMAR MAHESWARY Chartered Accountant M. No. 51625 21, Sarkar Bye Lane, Kolkata-7
	Audit Committee Chairman	 Ms. Namrata Malu 



**SHREE MANUFACTURING
COMPANY LIMITED**

**38th
ANNUAL REPORT (2014-15)**

BOARD OF DIRECTORS

Mr. Vishal Dedhia	Whole Time Director & CFO
Ms. Namrata Malu	Independent Director
Mr. Mahendra Ganatra	Independent Director (upto 3 rd July, 2015)
Mr. Dinesh Bainwal	Independent Director (w.e.f. 3 rd July, 2015)

REGISTERED OFFICE

Address: 9, Brabourne Road, 7th Floor, Kolkata – 700 001
Website: www.smcl.co.in;
Email: shreemanufacturing@hotmail.com.

AUDITORS

MR. SANJAY KUMAR MAHESWARY

Chartered Accountant
Add: 21, Sarkar Bye Lane,
 Kolkata – 700 007
Tel: 033-22413506
Mob: 9231508470
Email: sanjaymaheswary@yahoo.com

REGISTRAR & SHARE TRANSFER

PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED

Add: Unit No. 9, Shiv Shakti Ind. Estate
 Lower Parel (East), Mumbai – 400 011
Tel: 022-23016761/8251
Fax: 022-23012517
Email: busicomp@vsnl.com
Web: www.purvashare.com

ANNUAL GENERAL MEETING

Day	Tuesday
Date	29/09/2015
Venue	9, Brabourne Road, 7th Floor, Kolkata – 700 001
Time	11.30 AM

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NOTICE TO THE MEMBERS

SHREE MANUFACTURING COMPANY LIMITED

CIN : L36999WB1976PLC030796
Regd. Off.: 9, Brabourne Road, 7th Floor, Kolkata – 700 001
Tel: 033-22424752,22424749 | Fax: 033-22426799
Website: www.smcl.co.in | Email:
shreemanufacturing@hotmail.com

NOTICE is hereby given that the 38th Annual General Meeting of the Members of SHREE MANUFACTURING COMPANY LIMITED will be held on **Tuesday, 29th September, 2015 at 11.30 AM** at 9, Brabourne Road, 7th Floor, Kolkata – 700 001 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2015, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint Mr. Chetan Dedhia, Chartered Accountants (Membership No. 044402), as the Statutory Auditor of the Company in place of Mr. Sanjay Kumar Maheswari, (Membership No. 51625), retiring auditor, to hold office from the conclusion of this Meeting until the conclusion of the 43rd Annual General Meeting of the Company (subject to ratification of his appointment at every Annual General Meeting) on such remuneration as may be agreed between the Board of Directors of the Company and the Auditor.”

SPECIAL BUSINESS

3. **To Re-Appoint Ms. Namrata Subhash Malu (DIN: 03583659) as an Independent Director as per Companies Act, 2013.**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Namrata Subhash Malu (DIN: 03583659), a non-executive Independent Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office, for four consecutive years for a term up to the conclusion of the 42nd Annual General Meeting of the Company in the Calendar Year 2019.”

4. **To Regularize appointment of Mr. Dinesh Bainwal (DIN: 06361230) as an Independent Director as per Companies Act, 2013.**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, schedule IV and all other applicable provisions of the Companies Act, 2013 read with (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force Mr. Dinesh Bainwal (DIN: 06361230), who was appointed as an Additional Director (Independent)pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the company and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office, for five years effective from the date of appointment by the Board that is from 3rd July, 2015 to 2nd July, 2020.”

5. **Appointment and Remuneration of Mr. Vishal Dedhia (DIN: 00728370) as Whole-time Director as per Companies Act, 2013.**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as Special Resolution:

“RESOLVED THAT subject to the provisions of Sections 196, 197 and all other applicable provisions of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required, approval of the Company be and is hereby accorded to the re-appointment and remuneration to Mr. Vishal Dedhia (DIN: 00728370) as Whole-time Director of the Company under the Companies Act, 2013 for a period of three years with effect from 1st September, 2015 to 31st August, 2018 (both days inclusive), on terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to the “Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and /or remuneration as it may deem fit and as may be acceptable to Mr. Vishal Dedhia, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.”

6. **Adoption of New Articles of Association as per Companies Act, 2013.**

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

“RESOLVED THAT pursuant to provisions of Section 14 and all other applicable provisions, if any, of Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or amendment thereto or re-enactment thereof for the time being in force), the new set of Articles of Association as placed before the meeting and initialed by the Chairman for the purpose of identification be and is hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to sign and execute such Forms, papers, documents, deeds and instrument and to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient by them for the purpose of giving effect to this resolution.”

7. **Creation of Charge on Movable and Immovable Properties of the Company, Both Present & Future**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180 (1) (a) of the Companies Act, 2013 and other applicable provisions , if any, of the Companies Act, 1956 including any statutory modifications or re-enactments thereof the members of the Company hereby accord their consent to the Board of Directors, including any committee thereof for the time being exercising the powers conferred on them by this resolution, to create mortgage and/or charge on all or any of the moveable and/or immovable assets of the Company, both present and future and/or whole or any part of the company in favour of the lenders, agents, trustees for securing the borrowings of the Company availed/to be availed by way of loans (in foreign currency and/or in Indian currency) and securities (comprising of fully/partly convertible debentures and/or secured premium notes and/or floating rates notes/ bonds or other debt instruments) issued/to be issued by the Company from time to time, in one or more tranches, upto an aggregate limit of 50 Crores (Rupees Fifty Crores Only), together with interest as agreed, additional interest in case of default, accumulated interest, liquidated damages and commitment charges, all other costs, charges and expenses

and all other monies payable by the Company in terms of respective loan agreement(s) or any other document entered / to be entered into between the Company and the lenders/agents/investors and trustees in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or any committees thereof and the lenders, agents or trustees.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to finalize the terms and conditions for creating the aforesaid mortgage and/or charge and to execute the documents and such other agreements and also to agree to any amendments thereto from time to time as it may think fit for the aforesaid purpose and to do all such acts, deeds, matters and things as may be necessary and expedient for giving effect to the above resolution.”

8. Powers to the Board of Directors to Borrow Moneys in Excess of Paid up Capital and Free Reserves of the Company

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

“**RESOLVED THAT** subject to the provisions of Section 180 (1) (c) of the Companies Act, 2013 including any statutory modifications or re-enactments thereof and in supersession of all the earlier resolutions passed in this regard, the Board of Directors (hereinafter referred to as the Board), including any committee thereof for the time being exercising the powers conferred on them by this resolution, be and are hereby authorized to borrow money, as and when required, from, including without limitation, any Bank and/or Public Financial Institution as defined under Section 2 (72) of the Companies Act, 2013 and/or eligible foreign lender and/or any entity/entities and/or authority/authorities and/ or through suppliers credit, any other securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, commercial papers, short term loans or any other instruments etc. and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs. 50 Crores (Rupees Fifty Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specified purpose.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

By Order of the Board of Directors

Place: Kolkata
Date: 13th August 2015

Vishal Dedhia
Whole-time Director

REGISTERED OFFICE:
9, Brabourne Road,
7th Floor Kolkata – 700 001

NOTES

1. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
2. A statement giving the relevant details of the Directors seeking re-appointment under Item Nos. 3, 4 and 5 of the accompanying Notice.
3. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the company

not later than forty eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

4. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
6. Share Transfer Books of the Company will remain closed from 23rd September, 2015 to 29th September, 2015 (both days inclusive) for the purpose of Annual General Meeting (AGM) of the Company to be held on 29th September, 2015.
7. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
8. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
9. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
10. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants.
11. Members who hold shares in physical form are requested to send their e-mail address to the following: busicomp@vsnl.com
12. The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar i.e. Purva Sharegistry (I) Pvt Ltd, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
14. E-Voting process

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their voting rights at the 38th Annual General Meeting (AGM) by electronic means and the business may be transacted through 'remote e-voting' services provided by Central Depository Services (India) Ltd. (CDSL).

The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period begins on 26th September, 2015 at 9.00 am and ends on 28th September, 2015 at 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 22nd September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.

- (iv) Now Enter your User ID
For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

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

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant "Shree Manufacturing Company Limited" on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) Those persons, who have acquired shares and have become Members of the Company after the despatch of Notice of the AGM by the Company and whose names appear in the Register of Members or Register of beneficial holders as on cut-off date i.e. 22nd September, 2015 shall view the Notice of the 38th AGM on the Company's website or on the website of CDSL. Such Members shall exercise their voting rights through remote e-voting by following the procedure as mentioned above or by voting at the AGM.
- (xx) 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.
- (xxi) M/s S.G.Parekh & Co., Practicing Company Secretaries, has been appointed as a Scrutinizer to scrutinize the remote e-voting and voting process at the AGM in a fair and transparent manner. E-Voting is optional to the shareholders, the shareholders can alternatively vote in the AGM by physically attending the AGM. The facility for voting, through ballot paper shall also be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM. A Member can opt for only one mode of voting i.e. either through e-voting or in physical form. If a Member casts his/her vote by both modes, then voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.
- (xxii) The Voting Results along with the Consolidated Scrutinizer's report shall be placed on the Company's website and on the website of CDSL not later than three days of conclusion of the AGM of the Company and communicated to the Bombay Stock Exchange (BSE).

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM NO. 2

Mr. Sanjay Kumar Maheswari, Chartered Accountants, statutory Auditors of the Company who are retiring at this Annual General Meeting have expressed their unwillingness to be re-appointed.

The Company has received special notice under section 140(4) read with section with Section 115 of the Companies Act, 2013 from a Member of the Company recommending appointment of Mr. Chetan Dedhia, Chartered Accountants, as Statutory Auditors at the forthcoming Annual general Meeting of the Company. They have provided their consent, certificates and declarations as required under Section 139 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested in the proposed resolution.

The Board recommends the Resolutions as set out at item Nos. 2 of the Notice for your approval.

ITEM NO. 3

Ms. Namrata Subhash Malu (DIN: 03583659) was appointed as Independent Directors of the Company on 28th August, 2012. She was liable to retire by rotation at Annual General Meetings of the Company as per their terms of appointment. In terms of provisions of Section 149 and 152 of the Companies Act, 2013, an Independent Director of a Company can be appointed for a term of 5 consecutive years and he shall not be liable to retire by rotation. To comply with the above provisions, it is proposed to appoint Ms. Namrata Subhash Malu (DIN: 03583659) as Independent Directors of the Company to hold office as such four consecutive years for a term up to the conclusion of the 42nd Annual General Meeting of the Company in the Calendar Year 2019, who shall not be liable to retire by rotation. Ms. Namrata Subhash Malu (DIN: 03583659) has given the requisite declarations pursuant to Section 149(7) of the Companies Act, 2013, to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. The Company has also received notices along with requisite deposit under section 160 of the Companies Act, 2013 proposing her candidature for the office of Independent Director.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested in the proposed resolution except Ms. Namrata Malu.

The Board recommends the Resolutions as set out at item Nos. 3 of the Notice for your approval.

ITEM NO. 4

Mr. Dinesh Bainwal (DIN: 06361230) was appointed as an Additional Independent Director by the Board of Directors on 3rd July, 2015. In accordance with the provisions of Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member of the company proposing his candidature for appointment as Independent Director of the Company in accordance with the provisions of section 160 of the Companies Act, 2013. Mr. Dinesh Bainwal is not disqualified from being appointed as a Director in terms of section 164 of the act. Section 149 of the Act stipulates the criteria of Independence and pursuant to said section an independent director can hold office for a term upto 5(five) consecutive years on the Board of the company w.e.f. the date of appointment by the Board, i.e. from 3rd July, 2015 to 2nd July, 2020 and shall not be included in the total number of directors for retirement by rotation. The Company has received a declaration from Mr. Dinesh Bainwal (DIN: 06361230) that he meets the criteria of Independence as prescribed under sub- section(6) of section 149 of the Act. The Board feels that presence of Mr. Dinesh Bainwal (DIN: 06361230) on the Board is desirable and would be beneficial to the company and hence recommend the resolution for adoption.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested in the proposed resolution except Mr. Dinesh Bainwal.

The Board recommends the Resolutions as set out at item Nos. 4 of the Notice for your approval.

ITEM NO. 5

The members at the 35th Annual General Meeting held on 25th September, 2012 had approved the appointment of Mr. Vishal Dedhia as Whole-time Director of the Company, for a period of 3 years from 1st September, 2012 to 31st August, 2015 and remuneration of basic salary of Rs. 60,000 per annum for a period of 3 years from 1st September 2012 to 31st August 2015. The term of 3 years of Mr. Vishal Dedhia is expiring on 31st August, 2015. Considering the growth achieved by the Company and the ambitious growth plan for immediate future, the responsibilities borne by the Whole-time Director and the industry standards, the Board of Directors of the Company at its Meeting held on 13th August 2015 has pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the approval of members, approved re-appointment and remuneration of Mr. Vishal Dedhia, as Whole-time Director under the Companies Act, 2013 for a period of 3 years from 1st September, 2015 to 31st August, 2018 (both days inclusive). The Whole-time Director shall also be a Key Managerial Personnel under Section 203 of the Companies Act, 2013.

The other terms of remuneration payable to Mr. Vishal Dedhia, Whole-time Director are set out below :

SALARY:

Basic Salary shall be Rs. 60,000/- (Rs. Sixty Thousand) per year.

PERQUISITES:

Mr. Vishal Dedhia shall not be entitled to any perquisites

COMMISSION:

Mr. Vishal Dedhia shall not be entitled to any commission

The nature of employment of the WTD with the Company shall be contractual and can be terminated by giving three months' notice from either party. Pursuant to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 ("the Act"), including Schedule V to the Act, the remuneration payable to the Whole-time Director is now being placed before the members in the 38th Annual General Meeting for their approval by way of a Special Resolution.

The following additional information as required by Section II of Part II of Schedule V to the Companies Act, 2013 is given below:

I. General Information:

(i) Nature of Industry: The Company was directly engaged in the manufacturing of textiles. But the company has no factory as of today. The company is trying to revive itself by doing some trading business and eventually set up a factory some time in future and restart the manufacturing of textile business that the company was doing earlier.

(ii) Date or expected date of Commencement of Commercial production: As of today it is difficult to give a date but the company is trying its best to commence its manufacturing business but we hope that on best effort basis that day will come soon.

(iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

(iv) Financial performance based on given indicators - as per audited financial results for the year ended

31st March 2015	(Particulars Amt in Rs.)
Turnover & Other Income	Nil
Net profit as per Profit & Loss Account (after tax)	(14,32,460)
Net worth	(79,59,216)

(v) Foreign Investment or collaborations, if any: The Company has not entered into any foreign collaborations. The Company has not made any foreign investments.

II Information about the appointee

(i) Background Details: Mr. Vishal Dedhia, a M B A having vast experience in the fields of financial managements.

(ii) Past remuneration: remuneration drawn by Mr. Vishal Dedhia for the period 1st April 2014 to 31st March 2015 is Rs. 60,000/-.

(iii) recognition or awards: None

(iv) Job profile and her suitability: Mr. Vishal Dedhia, Whole-time Director is responsible for day to day management of the Company. Taking into consideration his qualifications and expertise in Finance and Marketing, the whole-time Director is best suited for the responsibilities of current assigned role.

(v) Remuneration proposed: Basic salary of Rs. 60,000/- per annum.

(vi) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) Taking into consideration the size of the Company, the profile of Mr. Vishal Dedhia, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.

(vii) Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any : Besides the remuneration proposed to be paid to him, Mr. Vishal Dedhia or any of his relatives do not have any other pecuniary relationship with the Company or relationship with the managerial personnel.

III. Other Information

(i) Reasons for loss or inadequate profits: The company is currently going through a loss since the company is not able to explore any business opportunities either in manufacturing or trading of textiles even after its

best efforts. But the expenses of day to day running of a company are always going to be there whether there is revenue or not hence the company is facing loss as of today. But we wish to change the situation soon.

(ii) Steps taken or proposed to be taken for improvement: The company is trying to explore opportunities in manufacturing and trading of textiles in order to change the tide and ensure that the company starts making profits on best effort basis.

(iii) Expected increase in productivity and profits in measurable terms etc.: It will be difficult for the company to comment on the same as of now when there is no business at all. But we assure you that once we kick start the earning process we will be able to give forward looking forecast on all aspects.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested in the proposed resolution except Mr. Vishal Dedhia.

Your Directors recommend Resolution at Item No. 5 as a Special Resolution for approval of the members.

ITEM NO. 6

The Articles of Association (hereinafter referred to as "AOA") of the company as presently in force are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 which is no longer in force. Consequent upon coming into force of the Companies Act, 2013 several regulations of the existing AOA of the Company require alteration or deletion in several articles. It is expedient to replace the existing AOA by the new set of Articles. The company cannot alter its Articles of Association without the approval of members by passing a Special Resolution. The new set of Articles of Association is available for inspection at the registered office of the Company during normal business hours on any working day, excluding Saturday.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested in the proposed resolution.

The Board recommends the Resolutions as set out at item Nos. 6 of the Notice for your approval.

ITEM NO. 7

In furtherance to the Resolution No. 7 of this notice, the said borrowings/ issue of securities may be required to be secured by way of mortgage/ charge over all or any part of the movable and/or immovable assets of the Company and as per provisions of Section 180 (1) (a) of the Companies Act 2013, the mortgage or charge on all or any part of the movable and/or immovable properties of the Company, may be deemed as the disposal of the whole, or substantially the whole, of the undertaking of the Company and hence, requires approval from the shareholders of the Company. Accordingly, it is proposed to pass an enabling resolution authorizing the Board to create charge on the assets of the Company for a value not exceeding Rs. 50 Crores (Rupees Fifty Crores Only).

The Directors recommends the resolution for members' approval as a Special Resolution. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

ITEM NO. 8

As per Section 180 (1) (c) of the Companies Act, 2013, borrowings (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by the Company beyond the aggregate of the paid up capital of the company and its free reserve requires approval from the shareholders of the Company.

The Company is in need of funds in order to recover from the accumulated losses. With a view to meet the funds requirements of the Company for both short term as well as long term, the Company may require to borrow from time to time by way of loans and/or issue of Bonds, Debentures or other securities and the existing approved limit may likely to be exhausted in near future and it is therefore recommended to enhance the borrowing limits of the Company upto Rs.50 Crores (Rupees Fifty Crores Only).

The Directors recommends the resolution for members' approval as a Special Resolution. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

ANNEXURE TO ITEMS 3, 4 AND 5 OF THE NOTICE

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

Name of the Director	Mr. Vishal Dedhia	Ms. Namrata Malu	Mr. Dinesh Bainwal
Director Identification Number (DIN)	00728370	03583659	06361230
Date of Birth	03/11/ 1982	19/09/1982	11/02/1989
Nationality	Indian	Indian	Indian
Date of Appointment on Board	28/08/2012	28/08/2012	07/07/2015
Qualification	B.Com, MBA	B.Com , MBA	Diploma
Shareholding in the Company	Nil	Nil	Nil
List of Directorships held in other Companies (excluding foreign, and Section 8 Companies)	<ol style="list-style-type: none"> 1. WILLINGDON PROPERTIES PRIVATE LIMITED 2. RBD PROPERTIES LLP 3. WILLINGDON REALTIES PRIVATE LIMITED 	<ol style="list-style-type: none"> 1. CHITRADURGA SPINTEX LIMITED 2. EMGEE HOUSING PRIVATE LIMITED 	<ol style="list-style-type: none"> 1. CHPL INDUSTRIES LIMITED
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across other Public Companies	Nil	Nil	<ol style="list-style-type: none"> 1. CHPL INDUSTRIES LIMITED

There are no inter-se relationships between the Board Members.

By Order of the Board of Directors

Place: Kolkata
Date: 13th August 2015

Vishal Dedhia
Whole-time Director

DIRECTOR'S REPORT

To,

The Members,

Your Directors have pleasure in presenting their 38th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2015.

1. FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY

The Board's Report shall be prepared based on the standalone financial statements of the company.

Particulars	2014-2015	2013-14
Gross Income	--	--
Profit / (Loss) Before Interest and Depreciation	(5,44,977)	(2,90,564)
Finance Charges	(3,77,483)	(2,77,668)
Gross Profit/(Loss)	(9,22,460)	(5,68,232)
Provision for Depreciation	--	--
Extraordinary Item	(5,10,000)	--
Net Profit/(Loss) Before Tax	(14,32,460)	(5,68,232)
Provision for Tax	--	--
Net Profit/(Loss) After Tax	(14,32,460)	(5,68,232)
Balance of Profit brought forward	--	--
Balance available for appropriation	--	--
Proposed Dividend on Equity Shares	--	--
Tax on proposed Dividend	--	--
Transfer to General Reserve	--	--
Surplus carried to Balance Sheet	(14,32,460)	(5,68,232)

2. COMPANY'S PERFORMANCE AFFAIR

Your Directors are positive about the Company's operations and making best efforts to implement the cost reduction measures to the extent feasible.

3. DIVIDEND

Considering the present financial status of the Company, your directors do not recommend any dividend for the year under report.

4. RESERVES AND SURPLUS

The Debit balance of Profit & Loss statement amounting to Rs. (14,32,460) for financial year under review is transferred to reserves. The total reserves for the financial year 2014-15 is Rs. (9,16,61,986).

5. SHARE CAPITAL

The total paid up capital of the Company as on March 31, 2015 is Rs. 8,37,02,770/- comprising of 55,00,277 Equity Shares of Rs. 10/- each amounting to Rs. 5,50,02,770/- and 2,87,000, 12% Cumulative Redeemable Preference Shares of Rs. 100/- each amounting to Rs. 2,87,00,000/-.

6. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The members at 35th Annual General Meeting appointed Mr. Vishal Dedhia as Whole-time Director for a period of 3 years. His term of appointment is expiring on 31st August, 2015.

In view of the above Board of Directors are seeking members approval for re-appointment of Mr. Vishal Dedhia as Whole Time Director for a period of 3 years i.e. from 1st September, 2015 and 31st August, 2018 (both days inclusive)

Pursuant to the provisions of Section 203 of the Companies Act, 2013, Mr. Vishal Dedhia has been appointed as Chief Financial Officer in the Board Meeting held on 31st March, 2015.

Further, the the appointment of Mr. Dinesh Bainwal is regularized as per Section 161 of the Companies Act, 2013, who was appointed as an Additional Independent Director on 3rd July, 2015 for the term upto the ensuing Annual General Meeting.

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

7. MEETINGS

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year Six Board Meetings and Four Audit Committee Meetings were convened and held. The details of which are given as under.

Sr. No.	Date	Sr. No.	Date
Board Meeting		Audit Committee	
1.	31 st March, 2015	1.	4 th February, 2015
2.	4 th February, 2015	2.	14 th November, 2014
3.	14 th November, 2014	3.	14 th August, 2014
4.	22 nd August, 2014	4.	30 th May, 2014
5.	14 th August, 2014		
6.	30 th May, 2014		

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

8. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013, 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.

9. COMMITTEES OF THE BOARD

During the year, in accordance with provision of Companies Act, 2013, the Board of Directors of the Company has re-named the existing committees viz., Stakeholders Relationship Committee [formerly known as Shareholders'/Investors' Grievance Committee"] and nomination and Remuneration Committee (formerly known as Remuneration Committee). There are currently three committees of the Board, as following:

1) Audit Committee

The Audit Committee of the Company reviews the reports to be submitted with the Board of Directors with respect of auditing and accounting matters. It also supervises the Company's financial reporting process

The Audit Committee Comprises of 3 directors. The Chairman of the Audit Committee is a Non-executive and Independent Director. The Composition of the Audit Committee is as under:

Sr. No.	Name	Category	Designation
1	Mr. Mahendra Ganatra*	Independent Director	Chairman
2	Ms. Namrata Malu	Independent Director	Chairman
3	Mr. Vishal Dedhia	Whole Time Director	Member
4	Mr. Dinesh Bainwal**	Independent Director	Member

* Ceased to be a Chairman and Member of the Audit Committee w.e.f. 3rd July, 2015.

** Appointed as a Member of the Audit Committee w.e.f. 3rd July, 2015.

2) **Nomination and Remuneration Committee**

The Company has constituted Nomination and Remuneration Committee and presently the Remuneration committee comprises of 3 (three) Director, out of which 2 are non executive and independent Directors.

The composition of the Nomination and Remuneration Committee is as under:

Sr. No.	Name	Category	Designation
1	Mr. Mahendra Ganatra*	Independent Director	Chairman
2	Ms. Namrata Malu	Independent Director	Chairman
3	Mr. Vishal Dedhia	Whole Time Director	Member
4	Mr. Dinesh Bainwal**	Independent Director	Member

* Ceased to be a Chairman and Member of the Nomination and Remuneration Committee w.e.f. 3rd July, 2015.

** Appointed as a Member of the Nomination and Remuneration Committee w.e.f. 3rd July, 2015.

3) **Stakeholders Relationship Committee**

The Board of Directors of the Company has constituted a Committee of Directors which also functions as 'Shareholders'/Investors Grievances Committee', consisting of two members, chaired by non executive Director. The Committee, inter-alia, deals with various matters relating to:

- Transfer/transmission of shares;
- Issue of duplicate share certificates;
- Investors` grievances and redressal mechanism and recommend measures to improve the level of investor services.

Details of shares transfer/transmission approved by the Committee and Shareholders'/Investors' grievances are placed at the Board Meetings from time to time.

Sr. No.	Name	Category	Designation
1	Mr. Mahendra Ganatra*	Independent Director	Chairman
2	Ms. Namrata Malu	Independent Director	Chairman
3	Mr. Vishal Dedhia	Whole Time Director	Member
4	Mr. Dinesh Bainwal**	Independent Director	Member

* Ceased to be a Chairman and Member of the Stakeholders Relationship Committee w.e.f. 3rd July, 2015.

** Appointed as a Member of the Stakeholders Relationship Committee w.e.f. 3rd July, 2015.

10. REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration.

11. DIRECTOR'S RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013, the directors would like to state that:

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- b) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give true and fair view of the state of affairs of the Company for the year under review.
- c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) The directors have prepared the annual accounts on a going concern basis.
- e) The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

- f) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

12. AUDITORS

The Auditors, M/s Sanjay Kumar Maheswary, Chartered Accountants, Kolkata, retire at the ensuing Annual General Meeting and, Mr. Chetan N. Dedhia, Chartered Accountant, Mumbai is appointed as Statutory Auditor of the Company in place of retiring Auditor from this Annual General Meeting [AGM] till the conclusion of 43rd Annual General Meeting of the Company.

13. AUDITORS' REPORT

Auditor's observation and Management's explanation to the Auditor's observation –

The Directors refer to the Auditor's observation in the Auditor's Report and as required under Section 134 (1) (f) of the Companies Act, 2013, provide their expiation as under:

a) **EROSION OF NET WORTH OF THE COMPANY DUE TO ACCUMULATED LOSSES**

Your directors wish to state that the Company is taking all necessary steps to protect further erosion. The management believes that the business loss is a temporary phenomenon and is working towards the revival of the Company.

b) **OTHER OBSERVATIONS**

With reference to the other observations made by the Auditor in this Report, your Directors wish to state that the relevant notes forming part of Company's Accounts are self explanatory and hence do not require any further explanation from the Board.

14. SECRETARIAL AUDIT REPORT

Secretarial Auditor's observation and Management's explanation to the Auditor's observation –

The Director refers to the Auditor's observation in the Secretarial Audit Report and as required under Section 204(1) of the Companies Act, 2013 the Company has obtained a secretarial audit report.

a) **Non redemption and Non Payment of Dividend on Redemption of 287000 12% Cumulative Redeemable Preference Shares of Rs. 100/- each.**

With reference to the above stated remark of Secretarial Auditor your Directors' want to inform you that due to adverse financial position of the Company it was not possible to redeem the Preference shares as per the terms of issue of the said preference shares. Also due to insufficient profits the Company was unable to pay the dividend on time.

The Company had obtained Non objection Certificate from Preference Share Holder with regard to the nonpayment of Dividend and Non redemption of Preference shares.

b) **Non appointment of Company Secretary**

The Board would like to bring to your notice that the Company has been trying to recruit a Company Secretary on best efforts basis since a long time but the Company has not been successful in doing so because of financial constraints.

c) **Clause 41 – Publication of Results audited and unaudited in news paper**

The company has not been doing that since the financial position of the company does not allow Board to incur such expenditure keeping in mind that the results are made available for investors and market through Stock Exchange. The Company on timely basis submits the results to the Exchange to bring the information in public domain.

- d) **Non appointment of Internal Auditor**
Due to financial constraints the Board decided to appoint the Internal Auditor in Next Financial year keeping in mind revival of the Company in near future.
- e) **Delay in compliance with Clause 31 of the Listing Agreement**
The Board would like to inform that there was a delay of 1 day in complying with the requirements of Clause 31. However Company has paid the penalty for the same and also complied with the Clause 31 of the Listing Agreement as well.

The report of the Secretarial Auditors is enclosed as Annexure II to this report.

15. 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. The Vigil Mechanism Policy has been uploaded on the website of the Company at www.smcl.co.in under investors/policy documents/Vigil Mechanism Policy link.

16. RISK MANAGEMENT POLICY

The Company has laid down a well defined Risk Management Policy. The Board periodically reviews the risk and suggests steps to be taken to control and mitigate the same through a proper defined framework.

17. EXTRACT OF ANNUAL RETURN

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in **MGT 9** as a part of this Annual Report as **ANNEXURE I**.

18. CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The code laid down by the Board is known as "code of business conduct" which forms an Appendix to the Code. The Code has been posted on the Company's website www.smcl.co.in.

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

Conservation of energy, technology absorption, foreign exchange earnings and outgo are Nil during the year under review.

20. INDUSTRIAL RELATIONS:

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

21. LISTING WITH STOCK EXCHANGES

The Company confirms that it has paid the Annual Listing Fees for the year 2015-2016 to BSE Limited. The Company is also listed on the Calcutta Stock Exchange Limited (CSE).

22. OTHER INFORMATION

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

1. There are no contracts or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013.

2. Your Company has not provided Loans, Guarantees or made Investment pursuant to Section 186 of the Companies Act, 2013;
3. The Provision of Section 135 of the Act with respect to Corporate Social Responsibility (CSR) is not applicable to the Company, hence, there is no need to develop policy on CSR and take initiative thereon;
4. The Company do not have any subsidiary, joint venture or, associate Company, hence, no need to state anything about the same;
5. The Company has not accepted deposits covered under Chapter V of the Act;
6. No significant material orders were passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.
7. Since, the Company having paid-up capital less than the threshold provided under Clause 49 of the Listing Agreement, hence, the Company need not required to address Reports on Corporate Governance, certificate/s pertains thereto and, Management Discussion and Analysis Report
8. There are no employees who are in receipt of salary in excess of the limits prescribed under Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

23. ACKNOWLEDGEMENTS

An acknowledgement to all with whose help, cooperation and hard work the Company is able to achieve the results.

For and on behalf of the Board of Directors

Place:Kolkata
Date:13th August 2015

Vishal Dedhia
Whole-time Director & CFO

Namrata Malu
Director

ANNEXURE INDEX

<u>Annexure</u>	<u>Content</u>
I	Annual Return Extracts in MGT 9
II	MR-3 Secretarial Audit Report

Annexure I**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

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 & OTHER DETAILS:

1	CIN	L36999WB1976PLC030796
2	Registration Date	30 th November 1976
3	Name of the Company	Shree Manufacturing Company Limited
4	Category/Sub-category of the Company	Category : Company Limited by Shares Sub-Category : Indian Non-Government Company
5	Address of the Registered office & contact details	Address : 9 BRABOURNE ROAD, 7TH FLOOR , KOLKATA – 700001. Email ID: shreemanufacturing@hotmail.com
6	Whether listed company	Listed on BSE Limited and The Calcutta Stock Exchange Limited
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Name: Purva Shareregistry (I) Pvt. Ltd Address : Unit No. 9, Shiv Shakti Ind. Estate J.R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (East), Mumbai – 400 011 Tel: 022-23016761/8251 Fax: 022-23012517 Email: busicomp@vsnl.com Web: www.purvashare.com

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

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

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/Associate	% of Shares held	Applicable Section
1	NIL				

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

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	--	--	--	0.00%	--	--	--	0.00%	0.00%

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
b) Central Govt	--	--	--	0.00%	--	--	--	0.00%	0.00%
c) State Govt(s)	--	--	--	0.00%	--	--	--	0.00%	0.00%
d) Bodies Corp.	--	3412597	3412597	62.04%	--	3412597	3412597	62.04%	0.00%
e) Banks / FI	--	--	--	0.00%	--	--	--	0.00%	0.00%
f) Any other	--	--	--	0.00%	--	--	--	0.00%	0.00%
Total shareholding of Promoter (A)	--	3412597	3412597	62.04%	--	3412597	3412597	62.04%	0.00%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	--	--	--	0.00%	--	--	--	0.00%	0.00%
b) Banks / FI	350025	98301	448326	8.15%	429125	3151	432276	7.86%	-0.29%
c) Central Govt	--	--	--	0.00%	--	--	--	0.00%	0.00%
d) State Govt(s)	--	--	--	0.00%	--	--	--	0.00%	0.00%
e) Venture Capital Funds	--	--	--	0.00%	--	--	--	0.00%	0.00%
f) Insurance Companies	--	--	--	0.00%	--	--	--	0.00%	0.00%
g) FIs	--	--	--	0.00%	--	--	--	0.00%	0.00%
h) Foreign Venture Capital Funds	--	--	--	0.00%	--	--	--	0.00%	0.00%
i) Others (specify)	--	--	--	0.00%	--	--	--	0.00%	0.00%
Sub-total (B)(1):-	350025	98301	448326	8.15%	429125	3151	432276	7.86%	-0.29%
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	2549	28437	30986	0.56%	18601	28435	47036	0.86%	0.30%
ii) Overseas	--	--	--	0.00%	--	--	--	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	32307	626724	659031	11.98%	38176	620995	659171	11.98%	0.00%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	165623	780316	945939	17.20%	165623	780316	945939	17.20%	0.00%
c) Others (specify)									
Non Resident Indians	--	--	--	0.00%	260	--	260	0.00%	0.00%
Overseas Corporate Bodies	--	--	--	0.00%	--	--	--	0.00%	0.00%
Foreign Nationals	--	--	--	0.00%	--	--	--	0.00%	0.00%

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Clearing Members	400	--	400	0.01%	--	--	--	0.00%	-0.01%
Trusts	--	27	27	0.00%	--	27	27	0.00%	0.00%
Hindu Undivided Families	2971	--	2971	0.05%	--	--	--	0.00%	0.05%
Foreign Bodies - DR	--	--	--	0.00%	--	--	--	0.00%	0.00%
Sub-total (B)(2):-	203850	1435504	1639354	29.80%	225631	1429773	1655404	30.10%	0.30%
Total Public Shareholding (B)=(B)(1)+ (B)(2)	553875	1533805	2087680	37.96%	654756	1432924	2087680	37.86%	-0.10%
C. Shares held by Custodian for GDRs & ADRs	--	--	--	0.00%	--	--	--	0.00%	0.00%
Grand Total (A+B+C)	553875	4946402	5500277	100.00%	654756	4845521	5500277	100.00%	0.00%

B) Shareholding of Promoter-

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (31 st March, 2014)			Shareholding at the end of the year (31 st March, 2015)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Edge Consultancy Services LLP	3412597	62.04%	0.00%	3412597	62.04%	0.00%	0.00%

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

Sr. No.	Particulars	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 (31 st March, 2014)	3412597	62.04%	--	--
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 Change	No Change	--	--
3.	At the end of the year (31 st March, 2015)	3412597	62.04%	--	--

**D) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr. No.	For Each of the Top 10 Shareholders	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.	HETAL MANOJ MEGHANI				
	At the beginning of the year	699975	12.72%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g.	No Change	No Change	--	--

Sr. No.	For Each of the Top 10 Shareholders	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
	allotment / transfer / bonus/ sweat equity etc.):				
	At the end of the year	699975	12.72%	--	--
2.	ICICI BANK LIMITED				
	At the beginning of the year	350025	6.36%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year	350025	6.36%	--	--
3.	SHANE AHMED WARSI				
	At the beginning of the year	165623	3.01%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year	165623	3.01%	--	--
4.	STATE BANK OF INDIA				
	At the beginning of the year	79,100	1.43%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year	79,100	1.43%	--	--
5.	DINESH KUMAR SINGHANIA				
	At the beginning of the year	50000	0.90%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year	50000	0.90%	--	--
6.	LAVKESH BHATIA				
	At the beginning of the year	30341	0.55%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year	30341	0.55%	--	--
7.	SARAWGI DEVELOPERS PVT LTD				
	At the beginning of the year	25000	0.45%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year	25000	0.45%	--	--
8.	3A CAPITAL SERVICES LIMITED				
	At the beginning of the year	16050	0.29%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year	16050	0.29%	--	--
9.	SHREE KUMAR BHARGAVA ESQ				
	At the beginning of the year	3200	0.05%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the end of the year	3200	0.05%	--	--
10.	SONAL AGARWAL HUF				
	At the beginning of the year	2967	0.05%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year	2967	0.05%	--	--

E) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	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.	Vishal Dedhia				
	At the beginning of the year	--	--	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	--	--	--	--
	At the end of the year	--	--	--	--
2.	Namrata Malu				
	At the beginning of the year	--	--	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	--	--	--	--
	At the end of the year	--	--	--	--
3.	Mahendra Ganatra				
	At the beginning of the year	--	--	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	--	--	--	--
	At the end of the year	--	--	--	--

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	--	3984655	--	3984655
i) Principal Amount	--	3984655	--	3984655
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
Total (i+ii+iii)	--	3984655	--	3984655
Change in Indebtedness during the financial year	--	--	--	--
* Addition	--	1289414	--	1289414
* Reduction	--	--	--	--
Net Change	--	1289414	--	1289414
Indebtedness at the end of the financial year	--	5274069	--	5274069
i) Principal Amount	--	--	--	--
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
Total (i+ii+iii)	--	5274069	--	5274069

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

Sr.No.	Particulars of Remuneration	Name of WTD
		Mr. Vishal Dedhia, WTD
1	Gross salary	60,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	--
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	--
2	Stock Option	--
3	Sweat Equity	--
4	Commission - as % of profit - others, specify...	--
5	Others, please specify	--
	Total (A)	60,000
	Ceiling as per the Act	11% of the Net of Profit

B. Remuneration to other Directors:

Sr. No.	Particulars of Remuneration	Name of Directors		Total Amount
		Namrata Malu	Mahendra Ganatra	
1.	<u>Independent Directors</u> · Fee for attending board committee meetings · Commission · Others, please specify	-- -- --	-- -- --	-- -- --
	Total (1)	--	--	--
2.	<u>Other Non-Executive Directors</u> · Fee for attending board committee meetings · Commission · Others, please specify	-- -- --	-- -- --	-- -- --
	Total (2)	--	--	--
	Total (B)=(1+2)	--	--	--
	Total Managerial Remuneration	--	--	--
	Overall Ceiling as per the Act	11% of the Net Profit		

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sr. no.	Particulars of Remuneration	Mr. Vishal Dedhia, CFO
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil -- -- --
2.	Stock Option	--
3.	Sweat Equity	--
4.	Commission - as % of profit - others, specify...	--
5.	Others, please specify	--
6.	Total	Nil

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: NONE

For and on behalf of the Board of Directors

Place: Kolkata
Date: 13th August 2015

Vishal Dedhia
Whole-time Director & CFO

Namrata Malu
Director

Annexure II
Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 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,
Shree Manufacturing Company Limited
9 Brabourne Road, 7th Floor, Kolkata
West Bengal- 700001

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

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

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Shree Manufacturing Company Limited ("the company") for the financial year for the ended March 31, 2015 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- 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 thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) 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;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

Other Laws applicable to the Company;

1. Income Tax Act, 1961
2. Finance Act, 1994
3. Profession Tax Act, 1975
4. The Payment of Bonus Act, 1965
5. The Payment of Wages Act, 1936
6. The Payment of Gratuity Act, 1972
7. The Contract Labour (Regulation & Abolition) Act, 1970

8. Employees provident Funds & Miscellaneous Provisions Act, 1952
9. The Minimum Wages Act, 1948
10. The Employee State Insurance Act, 1948
11. Negotiable Instrument Act, 1881
12. The Contract Act, 1872
13. Central sales tax Act, 1956

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited.

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

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

Adequate notice is given to all 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.

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

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

Remarks:

I report that

1. The Company had issued and allotted 2,87,000 (Two Lakhs Eighty Seven Thousand) 12% Cumulative Redeemable Preference Shares of Rs.100/- each as fully paid up on 15th September, 1999 pursuant to a contract without payment being received in Cash but redeemable at par in three equal installments during the years 2004-05, 2005-06 & 2006-07. But the same has not been redeemed till date due to financial constraints faced by the Company. Similarly in absence of cash accruals and carried forward losses the arrear of Dividend on Cumulative Preference Shares Rs. 500.87 lakhs has not been provided.
2. Pursuant to the provisions of Sec 203 every Listed company shall have the following whole-time key managerial personnel:
 - a. Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director
 - b. Company Secretary
 - c. Chief Financial Officer.

However, the Company has not Appointed Company Secretary as Key Managerial Personnel and filed the requisite form with ROC.

3. Pursuant to clause 41 (III)(B) & 41(VI) of the Listing Agreement, the Company shall issue a public notice in at least in one English daily newspaper circulating in the whole or substantially the whole of India and in one daily newspaper published in the language of the region, where the registered office of the company is situated for following matters:
 - a) Board meeting wherein quarterly unaudited / audited results are to be considered where Prior 7 clear days intimation needs to be published.
 - b) Financial results within 48 hrs of the conclusion of Board or committee meeting at which they were approved.
However, the company has not complied with the requirements of the aforesaid clause of the Listing Agreement.

4. With the implementation of new Companies Act, 2013, the Company had paid off all its liabilities which was falling within the ambit of Section 73 as are treated as deposits, except for the one amounting to Rs. 13,40,016/-, for which the Company had purchased goods from its suppliers in the past, which is now standing to its credit in liability side as Long Term Liability, as the supplier of these goods is not available/traceable to return the same as explained to me by the company.
5. Pursuant to the provisions of Section 139 of the Companies Act, 2013, every listed company is required to appoint an Internal Auditor to conduct internal audit of the functions and activities of the Company. On review it was observed that the Company has not appointed an Internal Auditor for the Financial year 2014-15.
6. During the year under review, the Company incurred a cost of **Rs. 1,124/- (Rupees One Thousand one Hundred & Twenty Four only)** as a penalty from Stock exchange for delay in submission of Annual Report to the Stock Exchange pursuant to clause 31 of the Listing Agreement.
7. During the year, the company has paid Rs. 5,10,000/- (Rupees Five Lakh and Ten Thousand Only) as a penalty to SEBI for non compliance of the Disclosure requirements in the years starting from 2002 till 2011 under regulation 8 (3) of SAST Regulations, 1997 with Stock Exchange.

**For Teena Dedhia & Associates
Company Secretaries**

**Place: Mumbai
Date: 28/07/2015**

**Teena Dedhia
(Proprietor)
C.P No. 9214 ACS: 22630**

Note : This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

'ANNEXURE A'

To,
The Members,
Shree Manufacturing Company Limited
9 Brabourne Road, 7th Floor, Kolkata
West Bengal- 700001,

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. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of 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.

**For Teena Dedhia & Associates
Company Secretaries**

**Place: Mumbai
Date: 28/07/2015**

**Teena Dedhia
(Proprietor)
C.P No. 9214 ACS: 22630**

INDEPENDENT AUDITORS' REPORT

**TO THE MEMBERS OF
SHREE MANUFACTURING COMPANY LTD**

Report on the Financial Statements

I have audited the accompanying financial statements of **Shree Manufacturing Company Ltd**, which comprise the Balance Sheet as at **March 31, 2015**, and the Statement of Profit and Loss for the year then ended, and a summary of significant accounting policies and other explanatory information and the Cash Flow Statement for the year ended on that date.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

My responsibility is to express an opinion on these financial statements based on my audit. I have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules there under. I conducted my audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that I 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 whether the has in place an adequate internal financial controls system over financial reporting and operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Basis of Qualified Opinion

The management is of the perception of preparation of accounts on "Going Concern Basis", "which" in my opinion may not be so in view of the present state of the financial affairs of the Company. As fully described in Note No 10.

Further, there is a pending action against the redemption of Preference Shares etc. As fully described in Note No 2.6.

Opinion

In my opinion and to the best of my information and according to the explanations given to me, the financial statements, read with the observations in above para regarding basis of qualified report, give the information required by the Act in the manner so required read with notes appearing thereon give a true and fair view conformity with the accounting principles generally accepted in India.

In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;

In the case of the Profit and Loss Account, of the **loss** for the year ended on that date.

In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 issued by the Central Government of India in terms of sub section (11) of Section 143 of the Act, I give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, I report that:
 - a. I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purpose of my audit;
 - b. In my opinion proper books of account as required by law have been kept by the Company so far as appears from my examination of those books
 - c. The Balance Sheet, Statement of Profit & Loss & Cash Flow Statement referred to in this report is in agreement with the books of accounts.
 - d. In my opinion, the aforesaid financial statements comply with the applicable Accounting Standards specified under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules 2014.
 - e. On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of section 164(2) of the Act.
 - f. In my opinion and to the best of information and according to the explanations given to me, I report as under with respect to other matters to be included in the Auditor's Report in accordance with the Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
 - i. The company does not have any pending litigations which would impact its financial position
 - ii. The company did not have any long term contracts including derivative contracts; as such the requirement of reporting on any material foreseeable losses thereon does not arise
 - iii. On the basis of the information and explanations given to me, I report that there has not been an occasion in case of the Company during the year under report to transfer any sums to the Investors Education and Protection Fund. The question of delay in transferring such sums does not arise.

Annexure referred above, My Report of even date to the members of Shree Manufacturing Company Limited on the accounts of the company for the year ended 31st March, 2015.

On the basis of such checks as I considered appropriate and according to the information and explanations given to me during the course of my audit, I report that:

- i) During the year under review, the Company did not hold any Fixed Assets; therefore the relevant reporting requirement in respect thereof is not applicable.
- ii) As the inventory during the year was NIL, the requirement of reporting on physical verification discrepancy and valuation is not applicable for the year under review.
- iii) According to the information and explanations given to me, the Company has not granted any loan to any company, firms, or other party during the year, covered in the Register maintained U/s. 189 of the Act. Therefore the reporting requirement of relevant portion of the order is not presently applicable to the Company.

- iv) As the company did not purchase any Fixed Assets and/or Sale of any Services, the reporting on its adequate internal control system commensurate with the size of the company and the nature of business etc is not required.
- v) The Company has not accepted any deposits from the public during the year under review covered under section 73 to 76 of the Companies Act, 2013. In the circumstances no further reporting is required.
- vi) In absence of any manufacturing activities during the year under review, the cost audit was not considered necessary by the management.
- vii) According to the information and explanations given to me and based on the records of the company examined by me, the Company was regular in depositing undisputed statutory dues including Provident Fund, Sales Tax, Service Tax, Customs Duty, Employees State Insurance Fund, Income Tax, Excise Duty, Cess and other materials statutory dues as applicable to the Company with the appropriate authorities in India.

According to the information and explanation given to me and based on the records of the company examined by me, there are no dues of Income Tax, Wealth Tax, Service Tax, Sales Tax, Value Added Tax, Customs Duty, Excise Duty which have not been deposited on account of any disputes.

There has not been an occasion in case of the company during the year under report to transfer any sums to Investor Education and Protection Fund. The question of reporting delay in transferring such sums did not arise.

- viii) The Company has incurred cash loss during the year as well as in the immediately preceding financial year. The accumulated losses have eroded the net worth of the company.
- ix) According to the records of the company examined by me, the company has not availed of any loans from any financial institutions or banks and has not issued debentures.
- x) The company has not given any guarantee for loan taken by others from a bank or any other financial institution during the year.
- xi) The company has not raised any term loans during the year.
- xii) During the course of my examination of the books and records of the company, carried in accordance with the auditing standards generally accepted in India, I have neither come across any instance of fraud on or by the company noticed or reported during the course of my audit nor have I been informed of any such instance by the Management.

Place: Kolkata
Dated: 25th May, 2015

SANJAY KUMAR MAHESWARY
Chartered Accountant
Membership No.51625

SHREE MANUFACTURING CO LTD

REGISTERED OFFICE : 9 BRABOURNE ROAD, KOLKATA - 700 001

CIN:L36999WB1976PLC030796

BALANCE SHEET AS AT 31ST MARCH,2015

	NOTE NO.	AS AT 31.03.2015 (Rs.)	AS AT 31.03.2014 (Rs.)
<u>EQUITY AND LIABILITIES</u>			
<u>Shareholders' Funds</u>			
Share Capital	2	837,02,770	836,65,920
Reserves & Surplus	3	(916,61,986)	(902,29,526)
		(79,59,216)	(65,63,606)
<u>Non Current Liabilities</u>			
Long term liabilities	4	13,40,016	13,40,016
<u>Current Liabilities</u>			
Short term borrowings	5	39,34,053	26,44,639
Trade Payables	6	22,69,905	22,69,905
Other Current Liabilities	7	5,05,453	3,99,764
		80,49,427	66,54,324
<u>TOTAL</u>		90,211	90,718
<u>ASSETS</u>			
<u>Current Assets</u>			
Cash & Cash Equivalents			
Cash in hand		3,148	3,934
Balance with Scheduled banks		39,378	39,099
		42,526	43,033
Short Term Loans and Advances			
Un-secured considered doubtful			
Tax deducted at source		47,685	47,685
<u>TOTAL</u>		90,211	90,718

The accompanying notes 1 to 18 form an integral part of the financial statements

In terms of the attached report of even date

For and on behalf of the Board

Sanjay Kumar Maheswary
Chartered Accountant
Membership No.51625

Vishal Dedhia
Whole-time Director &
CFO

Namrata Malu
Director

Mahendra Ganatra
Director

Kolkata - 700 001
Date : May 25,2015

SHREE MANUFACTURING CO LTD

REGISTERED OFFICE : 9 BRABOURNE ROAD, KOLKATA - 700 001

CIN:L36999WB1976PLC030796

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

PARTICULARS	NOTE NO.	FOR THE YEAR ENDED 31.03.2015 (Rs.)	FOR THE YEAR ENDED 31.03.2014 (Rs.)
INCOME			
Income from Operations and Other		-	-
Misc. Income		-	-
TOTAL		-	-
EXPENSES			
Employees Benefit Expenses			
Managerial Remuneration to a Director		60000	60000
Rates and Taxes		4400	4400
Professional Service Charges		81471	83458
Auditors Remuneration			
As Auditors		25000	25000
For Certification		6000	6000
Listing fee		137360	45590
Subscription to CDSL & NSDL		33708	32304
Other Expenses	8	22966	9961
Stationery & Printing		89430	9281
Postage		46413	9395
Expenses for earlier years (Postage)		38229	5175
		5,44,977	2,90,564
Loss for the period before finance charge, extra ordinary item and tax		5,44,977	2,90,564
Add: Finance Cost		377483	277668
Loss for the period before Extra Ordinary Item and tax		922460	5,68,232
Add: Extra Ordinary Item	9	510000	0
Loss for the period after extra ordinary item but before tax		14,32,460	5,68,232
Tax Expenses	10	Nil	Nil
Net Loss for the period		(14,32,460)	(5,68,232)
Basic & Diluted Earnings Per Equity Share of Rs. 10	11	(0.26)	(0.10)

The accompanying notes 1 to 18 form an integral part of the financial statements
In terms of the attached report of even date

For and on behalf of the Board

Sanjay Kumar Maheswary
Chartered Accountant
Membership No. 51625

Vishal Dedhia
Whole-time Director & CFO

Namrata Malu
Director

Mahendra Ganatra
Director

Kolkata - 700 001
Date : May 25, 2015

SHREE MANUFACTURING COMPANY LIMITED			
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015			
PURSUANT TO CLAUSE 32 OF LISTING AGREEMENT			
		Amount in Rs.	
		2014-15	2013-14
A.	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit (Loss) before tax but after Extra Ordinary Item	(1432460)	(568232)
	Adjustment for		
	Interest paid	377483	277668
	Extra Ordinary item Debit	510000	---
	Operating Loss before working capital change	(544977)	(290564)
	Adjustment for		
	Trade and other receivables	---	---
	Trade Payables	105689	52561
		105689	52561
	Cash Generated from operations before Extra Ordinary Item	(439288)	(238003)
	Extra Oprdinary item – Debit	(510000)	---
	Net Cash Flow from Operating Activities	(949288)	(238003)
B.	CASH FLOW FROM INVESTING ACTIVITIES		
	Sale of Fixed Assets	---	---
	Net Cash used in Investing Activities	---	---
C.	CASH FLOW FROM FINANCING ACTIVITIES		
	Proceeds from borrowings	1289414	399900
	Call Money Received	36850	---
	Interest paid	(377483)	(277668)
	Net cash used in Financing Activities	948781	122232
	Net increase / (decrease) in cash and cash equivalents (A)+(B)+(C)	507	115771
	Cash & Cash equivalents		
	At start of the year	43033	158804
	At close of the year	42526	43033
		507	115771
	Represented by		
	a) Cash in hand	3148	3934
	b) Balance with Banks	39378	39099
		42526	43033
	Notes:		
	1. Cash flow statement has been prepared under the indirect method as set out in Accounting Standard - 3 issued by the Institute of Chartered Accountants of India		
	2. Previous year's figures have been regrouped/rearranged where necessary.		
For and on behalf of the Board			
Sanjay Kumar Maheswary		Vishal Dedhia	
Chartered Accountant		Whole-time Director & CFO	
Membership No. 51625			
Kolkata - 700 001		Namrata Malu	
Date : May 25, 2015		Director	
		Mahendra Ganatra	
		Director	

SIGNIFICANT ACCOUNTING POLICIES & NOTES ON FINANCIAL STATEMENTS

1. SIGNIFICANT ACCOUNTING POLICIES:

a) **FIXED ASSETS**

- i) Heather to Fixed Assets were stated at cost less depreciation. Depreciation on Fixed Assets was provided on straight-line method at applicable rates specified in the Companies Act, 1956.
- ii) However there is no Fixed Assets, as on Balance Sheet date and depreciation if any shall be provided in terms of Companies act, 2013.

b) **INVENTORIES**

Normally inventories were valued at lower of cost or net realizable value. However there is no Stock at the year-end.

c) **EMPLOYEES BENEFIT**

Employee's benefits, which include Salary, Bonus, and allowance, are recognized as expenses in the period in which the employee renders the related service. Gratuity & Leave encashment liabilities are accounted for on Cash basis under the Act. However there is no gratuity liability for the year under review.

d) **RECOGNITION OF INCOME AND EXPENDITURE**

Items of Income and Expenditure are recognized on prudent and accrual basis.

e) **INCOME-TAX**

Income Tax Liability for the period comprises current and deferred tax (if any)

The Provision for Income Tax is based on the basis of estimated taxable income. The Company provides for deferred tax as and when such situation arises using the liability method, based on the tax effect of timing differences resulting from the recognition of items in the financial statements and in estimating its current income tax provision.

2. Share Capital	As at March 31, 2015 (Rs.)	As at March 31, 2014 (Rs.)
<i>Authorised</i>		
300000 12% Cumulative Redeemable Preference Shares of Rs. 100 each	30000000	30000000
7000000 Equity shares of Rs. 10 each	70000000	70000000
	100000000	100000000
<i>Issued and Subscribed, Paid up</i>		
287000 12% Cumulative Redeemable Preference Shares of Rs. 100 each fully paid	28700000	28700000
5500277 Equity Shares of Rs. 10 each fully paid	55002770	55002770
Less: Calls in Arrears	--	(36850)
	83702770	83665920

- 2.1 276109 Equity shares of Rs. 10 each were issued in an earlier year and allotted as fully paid up pursuant to a contract without payment being received in Cash
- 2.2 During the year under review the defaulting shareholders responded to the Final Notice send vide Board resolution dated 30th May 2014 and the Company has received Calls in arrear amounting to Rs.36,850/
- 2.3 The Company has one class of equity shares with equal voting and dividend right and have 12% CRPS with preferential right of distribution in case of dissolution.
- 2.4 As there is no movement in Share Capital during the year barring receipt of Call money as stated in Note No.2.2 above, no reconciliation of opening and closing Share Capital is given

2.5 Name of the Share holder holding 5% or more Equity shares	%	No. of Shares	%	No. of Shares
Hetal M Meghani	12.73	699975	12.73	699975
I C I C I Bank Ltd	6.36	350025	6.36	350025
Edges Consultancy Services LLP	62.04	3412597	62.04	3412597

2.6 In an earlier year the company had issued 287000 12% Cumulative Redeemable Preference Shares of Rs.100 each as fully paid up pursuant to a contract without payment being received in Cash but redeemable at par in three equal installments during the years 2004-05, 2005-06 & 2006-07. But the same has not been redeemed till date due to financial constraints faced by the Company. Similarly in absence of cash accruals and carried forward losses the arrear of Dividend on Cumulative Preference Shares Rs. 500.87 lacs (Rs.475.04 lacs) has not been provided .as at the date of the balance sheet

Name of the Shareholder & Holding 5% or more Preference Shares are -
Edge Consultancy Services LLP 100% 2,87,000 100% 2,87,000

2.7 As there is no movement in Share Capital during the year, no reconciliation of opening and closing Share Capital is given

3 Reserve & Surplus

Capital Suspense (Refer note (a) below)	1975430	1975430
Capital Reserve (Refer note (b) below)	3278309	3278309
Central Subsidy	1500000	1500000
	6753739	6753739
Debit Balance of Profit & Loss statement		
Opening Balance	(96983265)	(96415033)
Add: Loss for the period	(1432460)	(568232)
Closing Balance	(98415725)	(96983265)
Total	(91661986)	(90229526)

(a) The Amount of Rs.19.75 lacs (Rs.19.75 lacs) standing to the credit of Capital Suspense Account required to be converted into paid up equity capital of the Company by issue of 1,99,345(1,99,345) fully paid up Equity Shares of Rs.10 each for consideration other than cash to the resident stock holders of erstwhile Indian Copper Corporation Limited, Holding 7,49,860 (7,49,860) units of stock as and when they will surrender their stock certificates as per the agreement dated 3rd January,1977 entered into with the liquidators of Indian Copper Corporation Limited (in Member's Voluntary Liquidation)

(b) Capital Reserve amounting to Rs.32,78,841 represents the excess of assets over liabilities taken over from the Liquidators of Indian Copper Corporation Limited (in Member's Voluntary Liquidation, hereinafter referred to as ICCL) as per the agreement dated 3rd January,1977.

	Amt in Rs.
(i) Being the excess assets over liabilities taken by the Company and credited to Capital Reserve Account in 1977	4,40,245 (4,40,245)
(ii) Tax refund and interest recovered relating to erstwhile said ICCL for assessment year 1975-76, 1976-77 and credited to Capital Reserve Account in 1978	5,49,518 (5,49,518)
(iii) Outstanding dividends for the year 1970 and 1971 declared by the erstwhile said ICCL, credited to the Capital Reserve account in the year 1979	2,85,838 (2,85,838)
(iv) Outstanding fractional entitlement of Bonus Shares issued in 1954, 1956 and 1966 by the erstwhile said ICCL, credited to Capital Reserve Account in 1979	3,240 (3,240)
(v) Surplus tax provision arising out of the Appellate Tribunal Judgement in favour of aforesaid ICCL in respect of the period from 1 st January 1972 to 20 th Setpemner,1972 the relative taxes having been paid by its successor Hindustan Copper Ltd. The Income Tax Departments appeal before the Calcutta High Court against the aforesaid judgment has been disposed in favour of the Company	20,00,000 (20,00,000) <u>32,78,841</u> <u>(32,78,841)</u>

	As at March 31, 2015 (Rs.)	As at March 31, 2014 (Rs.)
4 Non Current Liabilities Unsecured Long Term Liabilities	1340016	1340016
5 Current Liabilities Short Term borrowings Unsecured Loan from bodies Corporate Unsecured loan bearing interests are repayable on demand	3934053	2644639
6 Trade payable (Refer note below)	2269905	2269905

Out of the above a sum of Rs.21.94 lacs represents very old balances of raw material and store suppliers for which neither an approach has been made by the suppliers nor their balance confirmation and / or their status as SME could be obtained. Hence the balance appearing in the books of account are taken as correct.

7. Other Current Liabilities **2014-2015** **2014-2014**

Liabilities for Expenses	458868	363628
Statutory Liabilities	<u>46585</u>	<u>36136</u>
	<u>505453</u>	<u>399764</u>

8. Other Expenses

Legal Expenses	12499	--
R O C filing fees	7800	8000
Misc. Expenses	1075	936
Bank charges	<u>1592</u>	<u>1025</u>
	<u>22966</u>	<u>9961</u>

9. Extra Ordinary Item represents for payment made to Securities & Exchange Board of India on an application made for settlement of Demand for delay in Compliance of Disclosures required under Regulation 8 (b) of SAST Regulation 1977 for the year from 2002-2011

10. On complete erosion of net worth of the company, in an earlier year it was referred to BIFR. While implementing the BIFR order, it disposed off its entire assets and cleared secured and unsecured creditors in the best possible manner. The Company has since been released from SICA.

In an earlier year there was a change in Management. The present management with a view to revive the Company is continuously infusing fresh Working Capital and have also regularized the listing of Company's Shares with Bombay Stock Exchange. Further efforts are being made to revive the Company by brining fresh Capital. Accordingly the accounts have been prepared on going concern basis.

11. Tax Expenses

(a) In view of carried forward unabsorbed depreciation and losses of earlier years, no income tax / MAT liability is envisaged at this stage..

(b) On the basis of the Income-tax return filed and assessment done creation of deferred tax assets on carry forward losses is not considered necessary as future operations are uncertain.(AS-22)

12. In absence of balance confirmation certificates from the parties the debit / credit balance as appearing in the books of accounts is taken as correct. However balance Confirmations for unsecured loan parties are being received

13. Basic and Diluted Earnings (AS 20)

Computation of Basic & Diluted Earning per Equity Shares of Rs. 10 each

$$\text{Loss Attributable to Equity Shareholder} = \frac{\text{Rs.14,32,360}}{\text{No.of Equity share}} = -0.26$$

5500277

14. The requirements of the Segment reporting (AS-17) --- is presently not applicable to the Company

15. Related party Disclosure -

15.1. Key Management Personnel

I. Mr. Vishal Dedhia (Executive Director)

15.2. Enterprises over which key management persons and their/ relatives exercise significant influence.

I. M/s. Edge Consultancy Services LLP.

II. M/s.Wave Advisory Services LLP

15.3 Transactions with related parties

(Amt in Rs.)

	2014-2015		2013-2014	
	With Key Management Personnel	With Enterprises	With Key Management Personnel	With Enterprises
a) Directors Remuneration	60000	NIL	60000	NIL
a) Opening Balance	Nil	2401807	Nil	2025576
b) Loans taken	Nil	750000	Nil	150000
c) Interest (Net of TDS)	Nil	293245	Nil	226231
d) Closing balance inclusive of interest	Nil	3445052	Nil	2401807

16. The Company do not have any assets requiring provisions for impairment of loss (AS-28).

17. Quantitative and other information pursuant to the provisions of Schedule VI to the extent presently applicable to the Company - NIL (NIL)

18. Previous years figures have been re-arranged and / or re-grouped wherever necessary for better presentation

In terms of attached report of even date

On behalf of the Board

SANJAY KUMAR MAHESWARY

**Vishal Dedhia
Whole-time Director& CFO**

**Chartered Accountant
Kolkata
Date : May 25, 2015**

**Namrata Malu
Director**

**Mahendra Ganatra
Director**

**Form No. MGT-11
Proxy form**

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

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

Name :	E-mail Id:
Address:	
Signature , or failing him	
Name :	E-mail Id:
Address:	
Signature , or failing him	
Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38th Annual General Meeting of the company, to be held on Tuesday, 29th September, 2015 at 11.30 a.m. at 9, Brabourne Road, 7th Floor, Kolkata – 700 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2015		
2.	To appointment Mr. Chetan Dedhia , Chartered Accountants as Statutory Auditors & fixing their remuneration		
3.	To re-appoint Ms. Namrata Malu as Independent Director		
4.	Regularization of appointment of Mr. Dinesh Bainwal as Independent Director pursuant to Section 161 of Companies Act, 2013		
5.	Re-Appointment and Remuneration of Mr. Vishal Dedhia as Whole-time Director		
6.	To adopt new set of Articles of Association as per Companies Act, 2013.		
7.	Creation of charge on movable and immovable properties of both present & Future pursuant to Section 180(1)(a)		
8.	Powers to the Board of Directors to borrow moneys in excess of Paid up Capital and Free reserves of the Company pursuant to Section 180(1)(c)		

* Applicable for investors holding shares in Electronic form.

Signed this ___ day of ___ 20__

Affix Revenue Stamps

Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder across
Revenue Stamp

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company

Shree Manufacturing Company Limited
Registered Office: 9, Brabourne Road, 7th Floor, Kolkata – 700 001
CIN: L36999WB1976PLC030796

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the hall

I, hereby record my attendance at the Annual General Meeting of the members of Shree Manufacturing Company Limited will be held on Tuesday, 29th September, 2015, at 11.30 a.m. at 9, Brabourne Road, 7th Floor, Kolkata – 700 001

DP ID :		CLIENT ID :	
NAME AND ADDRESS OF SHAREHOLDER (IN BLOCK CAPITALS)		FOLIO NO.	

SIGNATURE OF THE SHARE HOLDER OR PROXY: _____

-----✂-----✂-----✂-----✂-----✂-----

EVSN (Electronic Voting Event Number)	USER ID	PASSWORD/PIN

Note: E-voting period: 26th September, 2015 at 9.00 a.m IST and ends on 28th September, 2015 at 05.00 p.m. IST.

If you have any query regarding e-voting Password/PIN, please contact at helpdesk.evoting@cdslindia.com

(Member's /Proxy's Signature)

BOOK-POST

SHREE MANUFACTURING CO LTD
9 Brabourne Road, 7th Floor,
Kolkata, West Bengal - 700001