

NOTICE**(CIN: L67120GJ1994PLC023471)**

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

ORDINARY BUSINESS:

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

SPECIAL BUSINESS:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Date : 24th August, 2016

Place : Ahmedabad

Registered Office:-

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

NOTES

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY.
Proxies, in order to be effective, must be received by the Company, duly filled, stamped and signed, at its Registered Office not less than 48 hours before the Meeting.
Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions / authority letter, as applicable, issued on behalf of the nominating organization.
A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.
3. Members/Proxies/Authorized representatives should bring the duly filled Attendance Slip enclosed herewith along with their copy of the Annual Report to attend the Meeting.
4. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote at the AGM.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Relevant documents referred to in the accompanying Notice and the Statement, are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays during business hours up to the date of the Meeting.
7. Profile of the Directors seeking appointment / re-appointment, as required in terms of Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 is annexed to this Notice.
8. Members desirous of getting any information about the Accounts of the Company are requested to write to the Company at least seven days in advance of the Meeting, so that the information can be kept ready at the Meeting.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agent i.e. MCS Share Transfer Agent Ltd., 12/1/5 Manoharpukur Road, Kolkata-700026 , West Bengal.
10. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact MCS Share Transfer Agent Ltd, 12/1/5 Manoharpukur Road, Kolkata-700026, West Bengal for assistance in this regard.
11. The Annual Report of the year 2015-16 of the Company circulated to the Members of the Company will be made available on the Company's website at www.shreemetalloys.com and also on the website of the respective Stock Exchanges at www.bseindia.com and the physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours and only on working days.
Members who have not registered their e-mail addresses so far as requested to receive all communication including Annual Report, Notices, Circulars etc. from the Company electronically, may also registered their e-mail addresses.
12. Equity Shares of the Company are available for dematerialisation, as the Company has entered into an agreement with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for dematerialization services of its Equity Shares. Those Shareholders who wish to hold shares in electronic form may approach their Depository Participant. ISIN No. of the Company's Equity Share is INE914B01012.
13. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of members and share transfer books of the company will remain closed from Wednesday 21st September 2016 to Tuesday 27th September 2016 (both days inclusive).
14. Any recipient of the Notice, who has no voting rights as on the Cut-off date i.e 20th, September, 2016 shall treat this Notice as intimation only.

➤ **VOTING THROUGH ELECTRONIC MEANS:**

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

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

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

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

Now Enter your User ID

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

5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used but if you are a first time user, follow the steps given below:

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

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

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

16. Note for Non – Individual Shareholders and Custodians

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

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

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

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

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

Date : 24th August, 2016

Place : Ahmedabad

Registered Office:-

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

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

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

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

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

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

Item No. 4

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

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

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

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

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

I. Period:

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

II. Salary:

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

III. Perquisites:

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

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

IV. Duties:

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

V. TERMINATION:

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

VI. COMPENSATION:

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

VII. OTHER TERMS AND CONDITIONS:

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

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

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

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

Item no. 5

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

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

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

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

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

Item no. 6

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

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

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

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

SHREE METALLOYS LIMITED

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

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

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

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

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

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

Date : 24th August, 2016

Place : Ahmedabad

Registered Office:-

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

SHREE METALLOYS LIMITED

CIN : L67120GJ1994PLC023471

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

Form-MGT-11**PROXY FORM**[Pursuant to Section 105(6) of the Companies Act, 2013 and
Rule 19(3) of the Companies (Management and Administration) Rules, 2014]**22nd Annual General Meeting – 27th day of September, 2016 at 12.30 p.m.**

CIN : L67120GJ1994PLC023471

Name of the company : SHREE METALLOYS LTD.

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

Name of the Member(s) : _____

Registered Address : _____

Email : _____

DP ID : _____

Folio No. / Client ID No. : _____

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

1) Name : _____ Address : _____

E-mail Id : _____

Signature: _____ Or falling him/her

2) Name : _____ Address : _____

E-mail Id : _____

Signature: _____ Or falling him/her

3) Name : _____ Address : _____

E-mail Id : _____

Signature: _____

[PTO]



TEAR HERE

**SHREE METALLOYS LIMITED**

CIN : L67120GJ1994PLC023471

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

ATTENDANCE SLIP

Full name of the Member attending : _____

Name of Proxy : _____

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

Regd. Folio No. _____

DP Id* _____

Client Id* _____

No. of Share held _____

Member's/Proxy's Signature

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

* Applicable for members holding shares in dematerialised form.

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

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

Resolution No. Particulars

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

Signed this _____ day of _____ 2016

Signature of Member _____

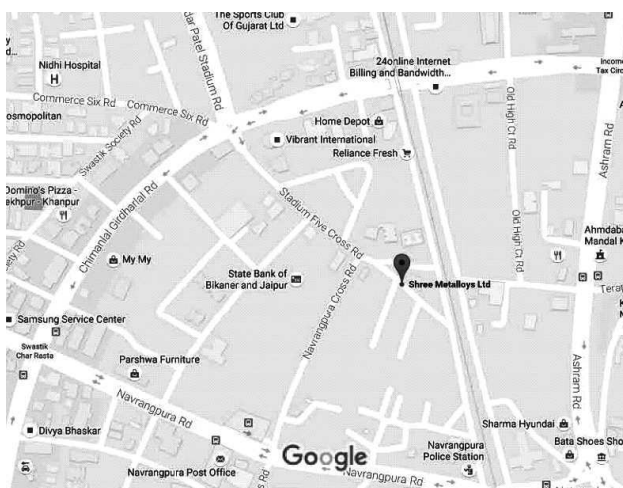
Signature of Proxy holder(s) _____

Affix
Revenue
Stamp

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

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ROUTE MAP OF THE AGM VENUE



Shree Metalloys Limited

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



INDEPENDENT AUDITOR'S REPORT

To the Members of
SHREE METALLOYS LIMITED

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

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

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment





including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

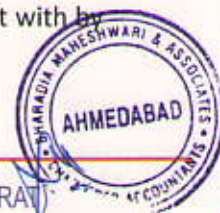
Opinion

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

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- (b) In the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 (the Order) issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Profit and Loss Statement, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.





- d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e. On the basis of the written representations received from the directors as on March 31, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- the company has disclosed the impact, if any, of pending litigation on its financial position in its financial statement
 - the Company has made provision, as required under any law or accounting standard, for material foreseeable losses, if any, on long term contracts including derivative contracts,
 - there has been no delays in transferring amount, required to be transfer, to the Investor Education, and Protection fund by the Company

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



(Signature)
(CA Mayur Laddha)
Partner
Membership No: 132414

Place: Ahmedabad
Date: 28.05.2016

ANNEXURE OF THE INDEPENDENT AUDITOR'S REPORT

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

- (i)
 - a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - b) As explained to us, the fixed assets are being physically verified during the year by the management in accordance with the programme of verification, which in our opinion is reasonable having regard to the size of the company and the nature of its assets. As informed to us no material discrepancies have been noticed on such verification.
 - c) On the basis of our examination and according to the information and explanations given to us, title deeds of immovable properties are held in the name of the company.
- (ii) On the basis of our observation and according to the information and explanations given to us, the physical verification of inventory has been conducted by the management at reasonable intervals and no material discrepancies were noticed on physical verification.
- (iii) According to the information and explanation given to us, the Company has not granted any loans, secured or unsecured to companies, firms, LLPs or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore the provisions of clause 3 (iii) of the Order are not applicable to the Company.
- (iv) On the basis of our examination and according to the information and explanations given to us, the Company has neither given any loans, guarantees, securities, nor made any investment as provided in section 185 and section 186 of the Companies act 2013. Therefore the provisions of clause 3 (iv) of the Order are not applicable to the Company.
- (v) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from the public during the year.
- (vi) The Central Government has not prescribed maintenance of cost records under sub section (1) of Section 148 of the Companies Act, 2013 for any of the products manufactured by the Company.
- (vii) According to the information and explanation given to us and on the basis of examination of the records of the Company, amount deducted/ accrued in the books of accounts in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues have been generally regularly deposited to the appropriated authorities wherever applicable, there is no outstanding as on March 31, 2016 for a period of more than six months from the date they became payable.
- (viii) On the basis of our examination and according to the information and explanations given to us, the company has not defaulted in repayment of Loans or Borrowings to any financial institution, bank, Government, or dues to Debenture holders as at the balance sheet date.



- (ix) In our opinion and according to the information and explanation given to us, neither any moneys raised by Initial public offer/ further public offer (including debt instruments) nor any term loans has been availed by the company, hence purpose of question of proper utilization does not arise.
- (x) To the best of our knowledge and belief and accordingly to the information and explanations given to us, neither any fraud by the company nor any fraud on the company by its officers/employees has been noticed or reported during the course of our audit.
- (xi) On the basis of our examination and according to the information and explanations given to us, the company has paid/provided the Managerial remuneration according to the provisions of section 197 read with schedule V to the Companies Act 2013.
- (xii) To the best of our knowledge and belief and accordingly to the information and explanations given to us, the company is not defined as Nidhi company. Therefore the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- (xiii) On the basis of our examination and according to the information and explanations given to us, the company has complied with section 177 and section 188 of the Companies act 2013 regards to Related Party transactions, and the details have been disclosed in the Financial statements according to Accounting standards.
- (xiv) On the basis of our examination and according to the information and explanations given to us, the company has not made any preferential allotment/ private placement of shares or fully/ partly convertible debentures during the year under review. Therefore the provisions of section 42 of Companies act 2013 are not applicable to the Company.
- (xv) On the basis of our examination and according to the information and explanations given to us, the company has not entered into any Non cash transactions with directors or persons connected with him. Therefore the provisions of section 192 of Companies act 2013 are not applicable to the Company.
- (xvi) To the best of our knowledge and belief and accordingly to the information and explanations given to us, the company is not required to be registered under section 45-IA of the Reserve Bank of India act, 1934

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



(Signature)
(CA Mayur Laddha)
Partner
Membership No: 132414

Place: Ahmedabad
Date: 28.05.2016

SHREE METALLOYS LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2016

Amount in Rs.

Particulars	Note No.	As At 31.03.2016	As At 31.03.2015
Equity and Liabilities			
Shareholders Funds			
(a) Share Capital	2	5,25,63,000	5,25,63,000
(b) Reserves and Surplus	3	1,20,81,398	1,08,79,855
		6,46,44,398	6,34,42,855
Non-Current Liabilities			
(a) Long Term Borrowings	4	-	-
(b) Deferred Tax Liabilities (net)	5	8,03,178	4,03,140
		8,03,178	4,03,140
Current Liabilities			
(a) Short Term Borrowings	6	6,27,98,806	5,29,55,650
(b) Trade Payables	7	1,71,46,222	3,58,42,396
(c) Other current Liabilities	8	20,70,966	2,49,788
(d) Short Term Provisions	9	7,23,086	4,46,097
		8,27,39,080	8,94,93,931
Total		14,81,86,657	15,33,39,926
Assets			
Non-Current Assets			
(a) Fixed Assets			
Tangible Assets	10	2,26,06,552	2,43,98,779
(b) Non-Current Investments	11	13,02,294	13,02,294
(c) Deferred Tax assets (net)	12	-	-
(d) Long-term Loans and Advances	13	20,14,860	20,11,493
		2,59,23,706	2,77,12,566
Current Assets			
(a) Inventories	14	3,26,99,549	3,38,019
(b) Trade Receivables	15	5,79,28,620	7,23,28,646
(c) Cash and Cash Equivalents	16	49,87,941	1,37,89,032
(d) Short-term Loans and Advances	17	2,66,46,841	3,91,71,663
		12,22,62,951	12,56,27,360
Total		14,81,86,657	15,33,39,926
Significant Accounting Policies	1		
Other notes forming part of financial statements	26 to 43		

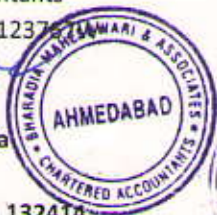
As per our report of even date
For Bharadia Maheshwari & Associates
Chartered Accountants
Registration No. 12375

CA Mayur Laddha
Partner

Membership No. 132414

Date : 28.05.2016

Place : Ahmedabad



For and on behalf of the Board
Shree Metalloys Limited

Managing Director

Director

Date :

Place : Ahmedabad

SHREE METALLOYS LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2016

Amount in Rs.

Particulars	Note No.	For The Year Ended 31.03.2016	For The Year Ended 31.03.2015
Revenue from Operations			
Revenue from Operations	18	40,12,45,702	38,43,81,490
Other Income	19	5,25,021	4,37,732
Changes in Inventories	20	2,96,84,551	-
Total Revenue		43,14,55,274	38,48,19,222
Expenses:			
Changes in Inventories	20	-	1,62,56,221
Purchase of Stock-in-Trade	21	40,97,40,046	34,93,60,914
Cost of Material Consumed	21	32,81,600	-
Employee Benefits Expenses	22	21,24,731	28,61,970
Finance Costs	23	77,69,225	82,95,219
Depreciation and Amortization Expense	24	20,85,588	19,30,980
Other Expenses	25	44,77,214	41,07,195
Total Expenses		42,94,78,404	38,28,12,499
Profit Before Tax		19,76,870	20,06,723
Tax Expense			
Current Tax		3,75,000	3,82,000
Earliar Years Tax		288	41,189
Deferred Tax Liabilities (Assets)		4,00,038	4,75,345
Profit After Tax		12,01,543	11,08,189
Basic and Diluted earnings per share of face value of Rs.10/- each		0.23	0.21
Significant Accounting Policies	1		
Other notes forming part of financial statements	26 to 43		

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

CA Mayur Laddha
Partner

Membership No. 132414


Date : 28.05.2016

Place : Ahmedabad



For and on behalf of the Board
Shree Metalloys Limited


Managing Director


Director

Date :

Place : Ahmedabad

SHREE METALLOYS LIMITED

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

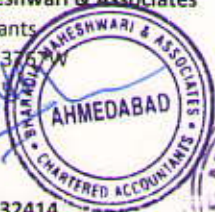
Amount In Rs.

Particulars	Year ended 31st March, 2016		Year ended 31st March, 2015	
	Amount	Amount	Amount	Amount
A. Cash Flow from Operating Activities				
Net Profit before tax and Extraordinary Items		19,76,870		20,06,723
Adjusted for				
Add: Depreciation	20,85,588		19,30,980	
	20,85,588		19,30,980	
		20,85,588		19,30,980
Operating Profit before Working Capital Changes		40,62,458		39,37,703
Adjusted for				
Trade and Other Receivable	1,44,00,026		(3,36,30,351)	
Inventories	(3,23,61,530)		1,62,56,221	
Trade Payable & Other Current Liability	(1,65,98,005)		3,48,01,832	
Loans & Advances	1,25,24,822		(14,88,224)	
		(2,20,34,687)		1,59,39,478
CASH GENERATED BY OPERATING ACTIVITIES				
Income Taxes paid	(3,75,288)		(4,23,189)	
NET CASH GENERATED BY OPERATING ACTIVITIES		(1,83,47,517)		1,94,53,992
B. Cash Flow from Investing Activities				
Purchase of Fixed Assets	(2,93,361)		(46,46,816)	
Sale of Fixed assets	-			
Decrease in Investments	-			
Increase in Deposits	(3,367)		8,53,984	
NET CASH USED IN INVESTING ACTIVITIES		(2,96,728)		(37,92,832)
C. Cash Flow from Financing Activities				
Increase in Share Capital	-		-	
Increase in Secured Loan	98,43,156		(55,02,945)	
Increase in Unsecured Loan	-		-	
Decrease in Secured Loan	-		-	
NET CASH USED IN FINANCING ACTIVITIES		98,43,156		(55,02,945)
NET(DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS		(88,01,091)		1,01,58,213
Opening Balance of Cash and Cash Equivalents		1,37,89,032		36,30,819
Closing Balance of Cash and Cash Equivalents		49,87,941		1,37,89,032

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

As per our report of even date
For Bharadia Maheshwari & Associates
Chartered Accountants
Registration No. 1237

CA Mayur Laddha
Partner
Membership No. 132414
Date : 28.05.2016
Place : Ahmedabad



For and on behalf of the Board
Shree Metalloys Limited


Managing Director


Director

Date :
Place : Ahmedabad

Note -1 SIGNIFICANT ACCOUNTING POLICIES

a) Basis of Preparation of Financial Statements

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

b) Revenue Recognition

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

c) Fixed Assets

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

d) Depreciation and Amortization

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

e) Investment

Investment has been shown at cost.

f) Inventories

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

g) Employees Benefits

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

h) Taxation

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

i) Contingent Liability

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



j) Foreign Currency Transaction

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

k) Impairment of Assets

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

l) Borrowing Costs

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

m) Earnings per Share

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

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

n) Cash Flow Statement

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



SHREE METALLOYS LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS

Amount in Rs.

Note No.	Particulars	As At 31.03.2016 Amount	As At 31.03.2015 Amount
2	Share Capital:		
	Authorised:		
	10,000,000 (Previous Year 10,000,000) Equity Shares of Rs.10/- each	10,00,00,000	10,00,00,000
	Issued, Subscribed & Paid up :		
	Shares at the Beginning of the Accounting Period 5,256,300 (Previous Year 5,256,300) Equity Shares of Rs.10/- each	5,25,63,000	5,25,63,000
	Additions during the year	-	-
	Shares at the End of the Accounting Period 5,256,300 (Previous Year 5,256,300) Equity Shares of Rs.10/- each	5,25,63,000	5,25,63,000
			-
	Details of shareholders holding more than 5% shares in the Company (Equity Shares in numbers of Rs. 10 /- each)	As At 31.03.2016	As At 31.03.2015
	Name of Shareholder	Number %	Number %
	Girjaben R Kabra	5,36,300 10.20	5,36,300 10.20
	Govindram Laluram Kabra	4,96,000 9.44	4,96,000 9.44
	Mercury Metals Limited	4,53,100 8.62	4,53,100 8.62
	Hansaben Govindram Kabra	3,50,000 6.66	3,50,000 6.66
	Neha Ramprakash Kabra	3,00,000 5.71	3,00,000 5.71
	Pratik Radheshyam Kabra	439419 8.36	3,39,280 6.45
		24,74,680 48.99	24,74,680 47.08
3	Reserve & Surplus:		
	Surplus in the Statement of Profit and Loss		
	As per last Balance Sheet	1,08,79,855	97,71,666
	Add : Profit after tax during the year	12,01,543	11,08,189
	Allocations and Appropriations	-	-
	Net Surplus in the statement of profit and loss at the end of period	1,20,81,398	1,08,79,855
	Total	1,20,81,398	1,08,79,855
4	Long Term Borrowings		
	Secured Loans		
	Term Loans From Banks	-	-
	Total	-	-
5	Deferred Tax Liabilities:		
	Deferred Tax Liabilities (Opening)	4,03,140	4,75,345
	Deferred Tax Liabilities (C.Y.)	4,00,038	-
	Deferred Tax Assets(C.Y.)	-	72,205
	Net Deferred Tax Liabilities	8,03,178	4,03,140



Total

SHREE METALLOYS LIMITED

NOTES TO AND FORMING PART OF BALANCE SHEET AS AT 31.03.2016

Note No : 10

Fixed Assets

Tangible Assets

Sr. No.		Assets	Gross Block				Depreciation Block				Net Block	
			As at 01.04.2015	Addition	Deletion	As at 31.03.2016	As at 01.04.2015	Addition	Deletion	As at 31.03.2016	As at 01.04.2015	As at 31.03.2016
1		Plant & Machineries	2,16,73,902	17,81,482	-	2,34,55,384	18,68,361	18,66,660	-	37,35,021	1,98,05,541	1,97,20,363
2		Building	24,93,811	2,40,020	-	27,33,831	92,511	93,869	-	1,86,380	24,01,300	25,47,451
3		Vehicles (Motor Car)	13,79,601	-	-	13,79,601	10,05,836	1,16,483	-	11,22,319	3,73,765	2,57,282
4		Vehicles (two wheeler)	57,555	-	-	57,555	33,741	3,739	-	37,480	23,814	20,075
5		Office Equipments	1,67,635	-	-	1,67,635	1,11,323	4,837	-	1,16,160	56,312	51,475
6		Computers	3,02,426	-	-	3,02,426	2,92,522	-	-	2,92,522	9,904	9,904
Total of this year			2,60,74,930	20,21,502		2,80,96,432	34,04,294	20,85,588	-	54,89,882	2,26,70,636	2,26,06,552
7		Capital Work in Progress	17,28,141	73,544	18,01,685	-	-	-	-	-	17,28,141	-
Grand Total			2,78,03,071	20,95,046	18,01,685	2,80,96,432	34,04,294	20,85,588	-	54,89,882	2,43,98,779	2,26,06,552
Total of the Previous Year			2,31,56,255	46,46,816	-	2,78,03,071	14,73,315	19,30,980	-	34,04,295	2,16,82,942	2,43,98,779



SHREE METALLOYS LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS

12	Deferred Tax Assets Deferred Tax Assets Deferred Tax Assets <div style="text-align: right;">Net Deferred Tax Assets</div>	-	-
13	Long Term Loans And Advances: Security Deposits (Unsecured Considered good unless otherwise stated) <div style="text-align: right;">Total</div>	20,14,860 20,14,860	20,11,493 20,11,493
14	Current Assets Inventories: (As Taken, Valued & Certified by the Management) Raw Materials Work in Process Finished Goods Stock in Trade (in respect of Goods acquired for Trading) <div style="text-align: right;">Total</div>	26,76,979 - - 3,00,22,570 3,26,99,549	- - - 3,38,019 3,38,019
15	Trade Receivables: (Unsecured Considered good unless otherwise stated) (1) Debts outstanding for a period exceeding six months from the date they are due (2) Other Debts <div style="text-align: right;">Total</div>	- 5,79,28,620 5,79,28,620	- 7,23,28,646 7,23,28,646
16	Cash & Cash Equivalents : (a) Balance with Banks In Current Accounts: Balance with Scheduled Banks Balance with Other Banks Fixed Deposits with Banks (b) Cash on Hand <div style="text-align: right;">Total</div>	3,91,953 1,425 44,11,991 1,82,572 49,87,941	68,14,415 1,58,632 65,39,002 2,76,983 1,37,89,031
17	Short Term Loans & Advances: (Unsecured considered good unless otherwise stated) Advances Recoverable in Cash or in Kind for the Value to be received (1) Advance to Suppliers (2) Receivable from Revenue Authorities (3) Other Advances (4) Prepaid Expenses <div style="text-align: right;">Total</div>	2,26,44,627 33,22,649 6,20,375 59,190 2,66,46,841	3,70,27,667 15,18,186 5,88,061 37,749 3,91,71,663



SHREE METALLOYS LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS

Amount in Rs.

NOTE NO.	PARTICULARS	AS AT 31.03.2016 Amount	AS AT 31.03.2015 Amount
18	Revenue from Operations		
	Sale of Products	✓ 39,90,59,513	38,06,45,983
	Sale of Services	-	-
	Other Operating Revenues	27,38,580	37,35,507
		40,17,98,093	38,43,81,490
	Less: Excise Duty	5,52,391	-
	Net Revenue from Operations	40,12,45,702	38,43,81,490
19	Other Income:		
	Interest Income	5,25,021	2,92,599
	Dividend Income	-	-
	Kasar	-	9,434
	Exchange Rate Difference	-	1,35,699
	Total	5,25,021	4,37,732
20	Changes In Inventories		
	Traded goods		
	At the Beginning of the Accounting Period	3,38,019	1,65,94,240
	At the End of the Accounting Period	3,00,22,570	3,38,019
	Total	(2,96,84,551)	1,62,56,221
21	Purchases & Consumption		
	Purchases Of Traded Goods	40,97,40,046	34,93,60,914
	Cost of Material Consumed	32,81,600	
	Total	41,30,21,646	34,93,60,914
22	Employee Benefits Expense		
	Salary and Wages	15,93,378	23,49,990
	Director's Remunerations	4,40,000	4,17,600
	Workers and Staff Welfare	29,603	42,330
	Bonus	61,750	52,050
	Total	21,24,731	28,61,970
23	Financial Costs:		
	Interest Expenses	68,99,046	78,81,859
	Other Borrowing Costs	8,70,179	4,13,360
	Total	77,69,225	82,95,219



SHREE METALLOYS LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS

Amount in Rs.

NOTE NO.	PARTICULARS	AS AT 31.03.2016 Amount	AS AT 31.03.2015 Amount
24	Depreciation & Amortization Expense		
	Depreciation	20,85,588	19,30,980
	Total	20,85,588	19,30,980
25	Other Expenses:		
	Manufacturing Expense :		
	Power & Fuel	18,45,421	17,70,693
	Insurance	68,844	59,120
	Freight	49,791	35,290.00
	Clearing & Forwarding Expenses	2,97,421	-
	Labour Charges	59,670	88,692
	Water & Electric Charges	2,07,236	-
	Rent	4,20,000	4,20,000
	General Consumables	2,74,245	3,01,710
	Repair & Maintenance	92,064	86,555
		33,14,692	27,62,060
	Administrative Expense		
	Fees & Taxes	2,82,371	2,26,832
	General Expenses	90,296	2,22,153
	Rent Charges	96,000	1,41,000
	Payments to Auditors	96,523	73,034
	Legal & Professional Charges	3,22,106	3,16,426
	Printing & Stationery	18,529	27,916
	Repair & Maintenance	23,795	53,903
	Communication Expenses	37,804	63,482
	Refreshment Expenses	1,06,009	89,440
		10,73,433	12,14,186
	Selling & Distribution Expense		
	Advertisement Expenses	32,646	23,975
	Travelling & Conveyance Expenses	56,443	1,06,974
		89,089	1,30,949
	Total	44,77,214	41,07,195



Other Notes Forming Part of Financial Statements:**26. Payment to Auditor's**

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

27. C.I.F Value of Imports

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

28. Expenditure in Foreign Currency

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

29. Quantitative Information**For Traded Goods**

(In M.T.)

Material	For the year ended 31 st March 2016				For the year ended 31 st March 2015			
	Op. Stock	Purchase	Sales	Cl. Stock	Op. Stock	Purchase	Sales	Cl. Stock
Aluminium Scrap	-	95.34	95.34	-	-	-	-	-
Taint/Tabor	-	-	-	-	-	-	-	-
Brass Scrap	-	1570.31	1473.46	96.85	41.02	1240.91	1281.93	-
Copper Coils	1.68	-	1.68	-	-	1.68	-	1.68
Ferro Titanium/ Tin Ingots/ Nickel	-	-	-	-	22.45	22.02	44.47	-
Scrap Casted Coil-Copper	-	1.54	1.54	-	-	-	-	-



Scrap - cable	-	1.19	1.19	-	-	-	-	-
Alluminum Scrap	-	-	-	-	-	89.07	89.07	-
Total	1.68	1668.38	1573.21	96.85	63.47	1353.68	1415.47	1.68

For Manufactured Goods

Raw Material

(In M.T.)

Material	For the year ended 31 st March 2016				For the year ended 31 st March 2015			
	Op. Stock	Purchase	Sales	Cl. Stock	Op. Stock	Purchase	Sales	Cl. Stock
Cable Scrap	-	18.72	18.72	-	-	-	-	-
Scrap	-	39.86	-	39.86	-	-	-	-
Total	-	58.57	18.71	39.86	-	-	-	-

Finished Goods

(In M.T.)

Material	For the year ended 31 st March 2016				For the year ended 31 st March 2015			
	Op. Stock	Purchase	Sales	Cl. Stock	Op. Stock	Purchase	Sales	Cl. Stock
Copper Scrap	-	9.28	9.28	-	-	-	-	-
M. S. Scrap	-	3.80	3.80	-	-	-	-	-
Scrap PVC	-	5.05	4.00	1.05	-	-	-	-
Total	-	18.23	17.18	1.05	-	-	-	-

30. Key Managerial Personnel & Related Parties Disclosures:

Sr.No	Name of the Related Party	Nature of Relationship
1.	Pratik Radheshyam Kabra	Managing Director
2.	Jogesh Dirajlal Chokshi	CFO & Director
3.	Kanchan Gopal Kabra	Director
4.	Bhupendrasingh Narayansingh Rajput	Director (With effect from 29.09.2015)
5.	Pankhil Dineshbhai Desai	Director



6.	Kabra Agro Farms Pvt. Ltd.	Under the same Management
7.	Shree Extrusions Limited	Under the same Management
8.	Mercury Metals Limited	Associate Concern
9.	Metal Alloys Corporation	Director's Partnership firm
10.	Radheshyam L. Kabra	Director's Relative
11.	Ramprakash L Kabra	Director's Relative

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

S.N	Name of Party	Particulars of transaction & value	Balance as on 31.03.16 (Rs.)	Nature of balance
1.	Pratik R. Kabra	Rent Rs. 5,16,000	-	-
2.	Jogesh D. Choksi	Remuneration during the year Rs. 4,40,000	36,800	Credit
3.	Shree Extrusions Ltd.	Job Work Sales of Rs.27,38,580/- Highseas sales of Rs. 1,00,26,500/-	-	-
4.	Metal Alloys Corporation	Sales of Rs. 12,13,220/- And purchase of Rs. 63,768	-	-

31. Deferred Tax

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

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

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



32. Earning Per Share

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

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

33. Contingent Liability and Commitments

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
I. Contingent Liability not provided for in respect of :		
Guarantees, Undertakings & Letter of Credit		
A) Guarantee/ Undertaking Issued by the Company's Bankers towards import of material under Buyer's Credit	Rs. 175.38 lacs	Rs.237.23 lacs
Statutory Demands	Nil	Nil
Others	Nil	Nil
II. Commitments- Capital Contracts remaining to be executed	Nil	Rs. 10.00 lacs

34. In the opinion of the Board of Directors, the Current Assets, Loans and Advances are stated at approximate value, if realized in the ordinary course of business. The provisions of all known liabilities are adequately provided and not in the excess of amount reasonably necessary.
35. Balances of Sundry Debtors, Sundry Creditors, Unsecured loans, Loans & advances are subject to their confirmation.
36. There are no delays in payment to Micro and Small Enterprises as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006. The information regarding Micro and Small Enterprise has been determine to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the Auditors.



37. The Company does not have employees, who are covered for retirement benefit Scheme. Accordingly AS-15 of Companies (Accounting Standard) Rules, 2006 issued by the Central Government is not applicable.

38. **Segment Reporting:**

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

39. All the assets have been physically verified by the management during the year and also there is a regular programme of verification which, in our opinion is reasonable having regards to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification; hence no provision for impairment of assets has been made in accordance to AS-28 as prescribed by the Institute of Chartered Accountants of India.

40. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 on pro-rata basis by using straight line method (SLM).

41. Investments in shares of listed companies have been shown under unquoted Investment, due to no transaction in the stock exchange during the year. No provision has been made for the possible diminution in the value of shares held as investment.

42. There are no transactions in Current Account of Bhuj Mercantile Co-operative Bank Limited due to bank account becomes dormant in absence of submission of updated KYC documents.

43. The previous year figures have been regrouped/ reclassified wherever necessary to make them comparable to current year figures.

As per our report of even date
For **BHARADIA MAHESHWARI & ASSOCIATES**
Chartered Accountants
(Firm Registration No. 123767W)

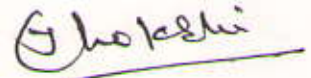
On behalf of the Board
for **SHREE METALLOYS LIMITED**




(CA Mayur Laddha)
Partner
Membership No. 132414




Managing Director


Director

Place: Ahmedabad
Date: 28.05.2016