



# **SHREE MANUFACTURING COMPANY LIMITED**

**41<sup>st</sup>  
ANNUAL REPORT (2017-18)**

**BOARD OF DIRECTORS**

Mr. Vishal Dedhia	Whole Time Director & CFO
Ms. Namrata Malu	Independent Director
Mr. Dinesh Bainwal	Independent Director

**REGISTERED OFFICE**

**Address:** Suite# 712, Prasad Chambers, Opera House, Mumbai- 400004

**Email:** shreemanufacturing@hotmail.com. **Website:** www.smcl.in

**AUDITORS****DPSY & Associates**

Chartered Accountant

**FRN:** 135764W

**Add:** 219, Parikh Market Opera House 39, JSS Road,  
Charni Road (East), Mumbai – 400 002

**Tel:** 022-22099220,

**Email:** info@dpsy.co.in

**Website:** www.dpsy.co.in

**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:** busicompany@vsnl.com

**Web:** www.purvashare.com

**ANNUAL GENERAL MEETING**

<b>Day</b>	Friday
<b>Date</b>	28 <sup>th</sup> September, 2018
<b>Venue</b>	Suite# 712, Prasad Chambers, Opera House, Mumbai- 400004
<b>Time</b>	11.00 AM

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## NOTICE TO THE MEMBERS

**SHREE MANUFACTURING COMPANY LIMITED**

**CIN : L36999MH1976PLC286340**

**Regd. Off.:** Suite# 712, Prasad Chambers, Opera House, Mumbai- 400004

**Tel:** 022-66631999

**Email:** shreemanufacturing@hotmail.com

**NOTICE** is hereby given that the 41<sup>st</sup> Annual General Meeting of the Members of **SHREE MANUFACTURING COMPANY LIMITED** will be held on **Friday, 28<sup>th</sup> September, 2018** at **11.00 AM** at Suite# 712, Prasad Chambers, Opera House, Mumbai - 400004 to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2018, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint Director in place of Mr. Vishal Dedhia (DIN 00728370) who retires by rotation and, being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

3. **To appoint and fix 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 01<sup>st</sup> September, 2018 to 31<sup>st</sup> August, 2021 (both days inclusive), on terms and conditions including remuneration as set out in the 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."

**By Order of the Board of Directors**

**Place: Mumbai**

**Date: 14<sup>th</sup> August, 2018**

**Vishal Dedhia**  
**Whole-time Director**  
**DIN: 00728370**

**Registered Office:** Suite# 712, Prasad Chambers,  
Opera House, Mumbai- 400004

## NOTES

1. A statement giving the relevant details of the Director seeking re-appointment under Item No. 2 of the accompanying Notice.
2. The relevant 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.
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 22<sup>nd</sup> September, 2018 to 28<sup>th</sup> September, 2018 (both days inclusive) for the purpose of Annual General Meeting (AGM) of the Company to be held on 28<sup>th</sup> September, 2018.
7. Relevant documents referred to in the accompanying Notice 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 2017-18 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 41<sup>st</sup> 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 25<sup>th</sup> September, 2018 at 9.00 am and ends on 27<sup>th</sup> September, 2018 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 21<sup>st</sup> September, 2018, 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](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a) For CDSL: 16 digits beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://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:

<b>For Members holding Shares in Demat Form and Physical Form</b>	
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>▪ 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.</li> <li>▪ 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.</li> </ul> <p>Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>▪ If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) 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](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.
- (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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxi) Those persons, who have acquired shares and have become Members of the Company after the dispatch 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. 21<sup>st</sup> September, 2018 shall view the Notice of the 41<sup>st</sup> 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.
- (xxii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (xxiii) Ms. Shilpa Parekh, Proprietress of M/s S G Parekh & Co., Practicing Company Secretary 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.

- (xxiv) 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 BSE Limited.

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

### **ITEM NO. 3:**

The members at the 38<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2015 had approved the appointment of Mr. Vishal Dedhia as Whole-time Director of the Company, for a period of 3 years from 01<sup>st</sup> September, 2015 to 31<sup>st</sup> August, 2018 and remuneration of basic salary of Rs. 60,000 per annum for a period of 3 years from 01<sup>st</sup> September 2015 to 31<sup>st</sup> August 2018. The term of 3 years of Mr. Vishal Dedhia is expiring on 31<sup>st</sup> August, 2018. 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 14<sup>th</sup> August, 2018 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 01<sup>st</sup> September, 2018 to 31<sup>st</sup> August, 2021 (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 41<sup>st</sup> 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 as of today 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 the company was doing earlier.

**(ii) Date or expected date of Commencement of Commercial production:** As of date 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 the 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 31<sup>st</sup> March 2018

Particulars	Rs. in Lakhs
Turnover & Other Income	Nil
Net profit as per Profit & Loss Account (after tax)	(14,31,245.13)
Net worth	(1,19,70,950)

**(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, MBA having vast experience in the fields of financial managements.

**(ii) Past remuneration:** remuneration drawn by Mr. Vishal Dedhia for the period 1<sup>st</sup> April 2017 to 31<sup>st</sup> March 2018 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 her 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. 3 as a Special Resolution for approval of the members.

#### **ANNEXURE TO ITEMS No. 2 & 3 OF THE NOTICE**

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

Name of the Director	Mr. Vishal Dedhia
Director Identification Number (DIN)	00728370
Date of Birth	03/11/ 1982
Nationality	Indian
Date of Appointment on Board	28/08/2012
Qualification	B.Com, MBA
Shareholding in the Company	Nil
List of Directorships held in other Companies (excluding foreign, and Section 8 Companies)	1. Willingdon Properties Private Limited 2. Willingdon Realties Private Limited 3. Willingdon Financial Services Private Limited 4. Swojas Energy Foods Ltd
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across other Public Companies	-

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

**By Order of the Board of Directors**

**Place: Mumbai**  
**Date: 14<sup>th</sup> August, 2018**

**Vishal Dedhia**  
**Whole-time Director**  
**DIN: 00728370**

**DIRECTORS' REPORT**

To,  
The Members,

Your Directors have pleasure in presenting their 41<sup>st</sup> Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2018.

**1. FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY**

This is the first year of implementation of the Indian Accounting Standards (Ind AS). The standalone financial statements for the year ended 31<sup>st</sup> March, 2018 have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014. The financial statements for the year ended 31<sup>st</sup> March, 2017 have been restated in accordance with Ind AS for comparative information.

**Financial Summary as under:**

Particulars	2017-2018	2016-2017
Gross Income	--	--
Profit / (Loss) Before Interest and Depreciation	-14,31,245	-12,74,287
Gross Profit/(Loss)	-14,31,245	-12,74,287
Provision for Depreciation	--	--
Extraordinary Item	--	--
Net Profit/(Loss) Before Tax	-14,31,245	-12,74,287
Provision for Tax	--	--
Net Profit/(Loss) After Tax	-14,31,245	-12,74,287
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	-14,31,245	-12,74,287

**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 balance of Profit & Loss statement amounting to Rs. (-14,31,245). The total reserves for the financial year 2017-18 is Rs. (9,56,73,720).

**5. SHARE CAPITAL**

The total paid up capital of the Company as on 31<sup>st</sup> March, 2018 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 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.