



SHREE METALLOYS LIMITED

Dealers of Non Ferrous, Precious Metals
Manufacturers of Non Ferrous Metals
(Formerly known as VALLEY INDIANA LEISURE LIMITED)

Works : Plot No. 1, Godown No. 1/B-C,
Naghedi Lakha Baval, Khodiyar Colony Post,
Jamnagar - 361 006. Gujarat, India.

Fax : 0288 2889310
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TRADING : Plot No. 1, Godown No. 1/A,
Naghedi Lakha Baval, Khodiyar Colony Post,
Jamnagar - 361 006. Gujarat, India.

E-mail : shreemetalloys@gmail.com

CIN: L67120GJ1994PLC023471

FORM A
COVERING LETTER OF THE ANNUAL AUDIT REPORT TO BE FILED
WITH THE STOCK EXCHANGES

1.	Name of the Company:	Shree Metalloys Limited
2.	Annual financial statements for the year ended	31 st March, 2015
3.	Type of Audit observation	Unqualified
4.	Frequency of Observation	N.A.

5. To be signed by-

• Managing Director

(Pratik R. Kabra)
(DIN: 00006358)

• Chief Financial Officer

(Jogesh D. Chokshi)

• Auditor of the company

For, Bharadia Maheshwari & Associates
(Mayur Laddha)
Partner

• Audit Committee Chairman

(Bhupendrasingh Rajput)
(DIN: 00853722)

Regd. Office: A/2, North View Appt., Sub Plot IV,
St. Xavier's College Road, Navrangpura,
Ahmedabad - 380 009. Gujarat (India)

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21st
ANNUAL REPORT
2014-2015



SHREE METALLOYS LIMITED

TWENTY FIRST ANNUAL REPORT 2014-15**KEY MANAGERIAL PERSONNEL & BOARD OF DIRECTORS**

Mr. Pratik R. Kabra	Chairman & Managing Director (DIN: 00006358)
Mr. Jogesh D. Chokshi	Director & Chief Financial Officer (DIN: 00006630)
Mr. Bhupendra Singh Rajput	Director (DIN: 00853722)
Mr. Pankhil Desai	Additional Director (DIN: 02908540) (w.e.f. 13/11/2014)
Ms. Kanchan G. Kabra	Additional Director (DIN: 03417138) (w.e.f. 30/03/2015)
Mr. Devendra P. Jain	Director (DIN: 00170775) (upto 13/11/2014)

AUDITORS

M/s. Bharadia Maheshwari & Associates,
Chartered Accountant,
Ahmedabad

BANKERS

Punjab National Bank
ICICI Bank
Axis Bank

REGISTRAR & SHARE TRANSFER AGENT

MCS Share Transfer Agent Ltd.
12/1/5 Manoharpukur Road,
Kolkata-700026
Email: ranaygoswami@gmail.com

REGISTERED OFFICE

A/2, North View Apartment,
St. Xaviers College Road,
Navrangpura,
Ahmedabad -380009
Email: shreemetalloys@gmail.com

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NOTICE**(CIN: L67120GJ1994PLC023471)**

NOTICE is hereby given that the 21st Annual General Meeting of the members of Shree Metalloys Limited will be held on Tuesday, 29th day of September, 2015 at 2.00 p.m. at the Registered office of the company at A/2, North View Apartment, St. Xaviers College Road, Navrangpura, Ahmedabad – 380009 to transact the following business.

ORDINARY BUSINESS:

- (1) To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 Statement of Profits & Loss and together with Cash Flow Statement and Notes forming part thereto ("Financial Statement") for the year ended on 31st March, 2015 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 and being eligible, offers himself for re-appointment.
- (3) To retify the appointment of **M/s. Bharadia Maheshwari & Associates**, Chartered Accountants as statutory auditors of the Company and fix their remuneration.

SPECIAL BUSINESS

- (4) **Appointment of Mr. Pankhil Desai (DIN: 02908540) as an Independent Director of the Company.**

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 Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made there under, read with Schedule IV to the said Act, **Mr. Pankhil D. Desai (DIN: 02908540)** who was appointed as the Additional Director pursuant to provisions of section 161(1) of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to sign the form DIR-12 and make arrangement to file the same with Registrar of Companies and intimate to Stock Exchange(s) and to take such other steps as may be necessary in this regard."

- (5) **Appointment of Mrs. Kanchan Kabra (DIN: 03417138) as an Independent Director of the Company.**

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 Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made there under, read with Schedule IV to the said Act, **Mrs. Kanchan G. Kabra (DIN: 03417138)** who was appointed as the Additional Director pursuant to provisions of section 161(1) of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for Five (5) consecutive years.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to sign the form DIR-12 and make arrangement to file the same with Registrar of Companies and intimate to Stock Exchange(s) and to take such other steps as may be necessary in this regard."

- (6) **To appoint Mr. Bhupendra Singh Rajput (DIN: 00853722) as an Independent Director:**

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and pursuant to the provisions

of Listing Agreement, **Mr. Bhupendra Singh Rajput (DIN: 00853722)**, a Non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from Mr. Bhupendra Singh Rajput under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a period of Five (5) consecutive years.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to sign the form DIR-12 and make arrangement to file the same with Registrar of Companies and intimate to Stock Exchange(s) and to take such other steps as may be necessary in this regard.”

Regd. Office:

A/2, North View Apartment,
St. Xaviers College Road,
Navrangpura,
Ahmedabad -380009
Date : 14/08/2015
Place : Ahmedabad

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

Kanchan G. Kabra	Jogesh D. Chokshi
Additional Director	Director
DIN: 03417138	DIN: 00006630

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 organisation.

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 are requested to bring their copies of Annual Report to the meeting.
- 4) Register of members and share transfer books of the company will remain closed from **Wednesday 23rd September 2015 to Tuesday 29th September 2015 (both days inclusive)**.
- 5) 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.
- 6) 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.
- 7) Members / Proxies / Authorised Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting. Copies of the Annual Report or Attendance Slips will not be distributed at the Meeting.
- 8) The copies of relevant documents can be inspected at the Registered Office of the Company on any working day between 11.00 a.m. to 5.00 p.m.
- 9) Profile of the Directors seeking appointment / re-appointment, as required in terms of Clause 49 of the Listing Agreement entered into with the Stock Exchanges, is annexed to this Notice.

- 10) SEBI has mandated the submission of Permanent Account Number (PAN) for participating in the securities market, deletion of name of deceased holder, transmission / transposition of shares. Members are requested to submit the PAN details to their Depository Participant (DP) in case of holdings in dematerialised form or to MCS Share Transfer Agent Ltd. 12/1/5 Manoharpukur Road, Kolkata-700026, West Bengal in case of holdings in physical form, mentioning your correct reference folio number.
- 11) 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.
- 12) The Annual Report 2014-15 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.
- 13) Members desirous of getting any information about the Accounts of the Company are requested to write to the Company atleast seven days in advance of the Meeting, so that the information can be kept ready at the Meeting.
- 14) 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.
- 15) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. 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.
- 16) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- 17) The Company has engaged the services of Central Depository Services Limited (CDSL) as the Agency to provide e-voting facility.
- 18) The Board of Directors of the Company has appointed M/s Khandelwal Devesh & Associates, Company Secretaries, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- 19) The Members whose names appear in the Register of Members / List of Beneficial Owners as on 22nd September, 2015 (cut – off date) are entitled to vote on the resolutions set forth in this Notice.

PROCEDURE FOR E-VOTING

Instructions for members for voting electronically are as under:

- I The voting period begins on September 26, 2015 (10:00 a.m.) and will end on September 28, 2015 (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. September 22, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II The shareholders should log on to the e-voting website www.evotingindia.com.
- III Click on "Shareholders" tab.
- IV Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT".
- V 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

VI Next enter the Image Verification as displayed and Click on Login.

VII 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.

VIII If you are a first time user follow the steps given below:

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

IX After entering these details appropriately, click on "SUBMIT" tab

X 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.

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

XII Click on the EVSN for the relevant <Company Name> on which you choose to vote.

XIII 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.

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

XV 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.

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

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

XVIII 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.

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 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.

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

General Instructions:

- I 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 22nd September, 2015, the cut-off date.
- II 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.
- III Members who do not have access to remote e-voting facility have been additionally provided the facility of voting through Ballot paper.
- IV 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.
- V The result of the voting on the Resolutions at the Meeting will be announced by the Chairman or any other person authorized by him forththeir on receipt of the Scrutinizers Report.

The results declared will also be placed on the Company's website and communicated to the Stock Exchanges.

Regd. Office:

A/2, North View Apartment,
St. Xaviers College Road,
Navrangpura,
Ahmedabad -380009
Date : 14/08/2015
Place : Ahmedabad

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

Kanchan G. Kabra
Additional Director
DIN: 03417138

Jogesh D. Chokshi
Director
DIN: 00006630

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013.

In conformity with the provisions of Section 102 of the Companies Act, 2013, following Explanatory Statement sets out all material facts relating to the Special Business mentioned at Item No. 4, 5 & 6 of the accompanying notice dated 14th August, 2015 should be taken as forming part of Notice.

Item No. 4

Under section 161 of the Companies Act, 2013, **Mr. Pankhil D. Desai (DIN: 02908540)** was appointed as an Additional Director of the Company in the Meeting of the Board of Directors held on 13th November, 2014. Mr Pankhil D. Desai holds his office upto the date of ensuing Annual General Meeting. Due notice under section 160 of the Act has been received alongwith requisite fee from a member proposing the appointment of Mr. Pankhil D. Desai as an Independent Director of the Company.

None of the Director of the Company except Mr. PANKHIL D. DESAI is concerned or interested in this resolution. The Board of Directors recommends the resolution for approval of shareholders.

Brief Resume of the Director:

Name	Pankhil D. Desai
Age (Date of Birth)	12 th April 1987
Date of Appointment	13 th November 2014
Qualification and experience in specific functional area	Graduation in commerce & PGDM (Finance) having more than 5 years experience in infrastructure and finance sector
Directorship held in other ltd. Companies*	3
Membership/Chairmanships of any Committee in other Companies	4

***Private Companies excluded.**

Item No. 5

Under section 161 of the Companies Act, 2013, **Mrs. Kanchan G. Kabra (DIN: 03417138)** was appointed as an Additional Director of the Company in the Meeting of the Board of Directors held on 30th March, 2015. Mrs. Kanchan G. Kabra holds his office upto the date of ensuing Annual General Meeting. Due notice under section 160 of the Act has been received alongwith requisite fee from a member proposing the appointment of Mrs. Kanchan G. Kabra as an Independent Director of the Company.

None of the Director of the Company except Mrs. KANCHAN G. KABRA is concerned or interested in this resolution. The Board of Directors recommends the resolution for approval of shareholders.

Brief Resume of the Director:

Name	Kanchan G. Kabra
Age (Date of Birth)	21 st September 1973
Date of Appointment	30 th March 2015
Qualification and experience in specific functional area	Bachelor of Commerce, DNHE and having 4 years of experience as an event manager
Directorship held in other ltd. Companies*	-
Membership/Chairmanships of any Committee in other Companies	-

***Private Companies excluded.**