

SHIVAGRICO IMPLEMENTS LIMITED

**37TH ANNUAL REPORT
2015-2016**

SHIVAGRICO IMPLEMENTS LIMITED

BOARD OF DIRECTORS

Shri Vimalchand M. Jain	Chairman
Shri Hemant Ranawat	Executive Director
Shri Vinit Ranawat	Executive Director
Shri Bhavesh Shah	Independent Non Executive Director
Br. Karan Singh Chauhan	Independent Non Executive Director
Mrs. Manju Singhvi	Independent Non Executive Director

Shri Ankit Parekh	Company Secretary (w.e.f. 1/11/2015)
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AUDITORS

Sanghvi Sanghvi & Sanghvi

Chartered Accountants
10, La Citadelle,
99, Maharshi Karve Road,
Mumbai - 400 020

Registrar and Share Transfer Agents:

Big Share Services Pvt. Ltd.

E-2/3 Ansa Indl. Estate
Saki Vihar Road, Saki Naka
Andheri (E), Mumbai- 400 072
Tel.No.: 022- 40430200
Email: investor@bigshareonline.com

BANKERS :

HDFC BANK LTD.

SANDERAO ROAD, FALNA,
DIST. PALI - 306116
RAJASTHAN

REGD. OFFICE :

A-1, Adinath Apartments,
281, Tardeo Road,
Mumbai - 400 007

FACTORY :

A-38/C-38, Rana Pratap Marg,
H.M. Nagar, Falna 306116
Rajasthan

SHIVAGRICO IMPLEMENTS LIMITED

ADDRESS : A-1 Ground Floor, Adinath Apartment, 281, Tardeo Road, Mumbai- 400007

CIN : L28910MH1979PLC021212

E-MAILID: shivimpl@shivagrigo.com

Website :- : www.shivagrigo.com

NOTICE

NOTICE is hereby given that the **THIRTY SEVENTH ANNUAL GENERAL MEETING** of the members of **SHIVAGRICO IMPLEMENTS LIMITED** will be held on Friday, the 30th day of September, 2016 at 11.00 a.m. at P-4, Party Hall, 4th Floor, The Magestic, Anna Saheb Patil Marg, Khed Gully X Lane, Mumbai-400025 to transact the following businesses:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 including the audited Balance Sheet as at 31st March, 2016 and the statement of Profit & Loss Account of the Company for the year ended as on that date and the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vimalchand Jain (DIN: 00194870) who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment of M/s. Sanghvi Sanghvi & Sanghvi as Auditors of the Company for the Financial Year 2016-17 and to fix their remuneration

"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, pursuant to the recommendations of the Audit Committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 11th September, 2014, the appointment of M/s. Sanghvi Sanghvi & Sanghvi, Chartered Accountants (Registration No. 109138W) as the auditors of the Company to hold office until the conclusion of the 38th Annual General Meeting of the Company, be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration and reimbursement of actual out of pocket expenses incurred by them for the purpose of audit for the financial year ending March 31, 2017."

SPECIAL BUSINESS:

4. To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such guidelines and approval as may be required from the Central Government, the Cost Auditors, appointed by the Board of Directors of the Company viz. M/s Chittora & Co. Cost Accountants (Regd No. 00038) C-77, Shayam Apartment, Sarojini Marg, C- Scheme, Jaipur-302001, Rajasthan, to conduct the audit of the cost records of the Company for the financial year 31st March, 2017 be paid a remuneration of Rs.7500/- (Rupees Seven Thousand Five Hundred only) plus Service Tax as applicable.

"RESLOVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution"

For Shivagrigo Implements Limited

Sd/-

Vimalchand Jain

Chairman

DIN: 00194870

Mumbai, 30th May, 2016

Registered Office

A-1, Adinath Apartments,
281, Tardeo Road,
Mumbai- 400 007.

CIN:- L29810MH1979PLC021212

TEL:- 022-23893022/23

Email:- shivimpl@shivagrigo.com

Website:- www.shivagrigo.com

SHIVAGRICO IMPLEMENTS LIMITED

NOTES :

1. The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. A member entitled to attend and vote at the meeting, is entitled to appoint one or more proxies to attend and vote instead of himself and a proxy need not be a member. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. Proxies to be effective must be received by the company not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, partnership firms etc. must be supported by appropriate resolution/ authority as applicable, issued on behalf of the nominating organization.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. The Members are requested to notify any change in their address, email id, nominations under the signature of the registered holder(s) to the Company's Registrars and Share Transfer Agent M/s. Big Share Services Private Limited and to the Depository Participants in respect of shares held in electronic form.
5. The Register of members and Share Transfer Books of the Company will remain closed from Monday the 26th September, 2016 to 30th September, 2016 (both days inclusive) for annual closing.
6. Members/proxies should bring their copies of the Annual Report, admission slip duly filled in along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license for attending the meeting.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrars and Share Transfer Agent.
8. Members seeking any information on the Accounts at the Annual General Meeting should write to the Company at least seven days in advance, so as to enable the Company to keep the information ready.
9. Electronic copy of the Annual Report is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual Report is being sent in the permitted mode.
10. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, electronic copy of the Notice of the 37th Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of the 37th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
11. Members may note that the Notice of the 37th Annual General Meeting and the Annual Report will also be available on the Company's website www.shivagrigo.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection from 10 a.m. to 1 p.m. on working days except Saturdays, Sundays and other public holidays upto the date of Annual General Meeting (AGM).
12. **Voting through electronic means**
 - i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 37th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services Limited (CDSL).
 - ii. 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.
 - iii. 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.

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The instructions for shareholders voting electronically are as under:

- a) The remote e-voting period commences on Tuesday the 27th September, 2016 (9:00 am) and ends on Thursday the 29th September, 2016(5.00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2016 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- b) The shareholders should log on to the e-voting website www.evotingindia.com.
- c) Click on Shareholders.
- d) Now Enter your User ID
 - I. For CDSL: 16 digits beneficiary ID,
 - II. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - III. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e) Next enter the Image Verification as displayed and Click on Login.
- f) 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.
- g) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)- - 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. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
Dividend Bank Details OR Date of Birth (DOB)	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. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- h) After entering these details appropriately, click on "SUBMIT" tab.
- i) 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.
- j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k) Click on the EVSN for the relevant <Shivagrico Implements Limited > on which you choose to vote.
- l) 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.
- m) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- n) 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.
- o) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- p) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- q) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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- r) 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.
- s) **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 Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- t) 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.
- i. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2016.
 - ii. Mr. Narayan Parekh, partner of M/s. PRS Associates, Company Secretaries (Membership No. A8059) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - iii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 - iv. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated 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 and declare the result of the voting forthwith.
 - v. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.shivagrigo.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company from 10 a.m. to 1 p.m. on working days except Saturdays, Sundays and other public holidays upto the date of Annual General Meeting (AGM).
14. This Notice has been updated with the instructions for voting through electronic means as per the Amended Rules 2015.
15. Pursuant to Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Secretarial Standard -2 on "General Meetings", the particulars of Directors seeking re-appointment at the meeting is annexed to the notice.
16. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of AGM i.e. 30th September, 2016.

SHIVAGRICO IMPLEMENTS LIMITED

ANNEXURE TO THE NOTICE

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

Item No. 4:

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. Chittora & Co., Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2017 at remuneration of Rs. 7500 /- plus Service Tax as applicable.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2015 the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.4 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending 31st March, 2017.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Shareholders.

For Shivagrigo Implements Limited

Sd/-

Vimalchand Jain

Chairman

DIN: 00194870

Mumbai, 30th May, 2016

Registered Office

A-1, Adinath Apartments,

281, Tardeo Road,

Mumbai- 400 007.

CIN:- L29810MH1979PLC021212

TEL:- 022-23893022/23

Email:- shivimpl@shivagrigo.com

Website:- www.shivagrigo.com

BRIEF RESUME OF PERSONS TO BE RE-APPOINTED AS DIRECTOR OF THE COMPANY AT THE ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION, 2015.

Names of the Director	Mr. Vimalchand Jain
Date of Birth	25/01/1949
Date of Appointment	17/04/1979
Age	67
Qualification	B.E. (Mech)
Nature of Expertise	Business, Technical & Management
Experience	45 Years
Directorship in Indian other Public Limited Companies as on 31.3.2016	NIL
Membership / Chairmanship of Committees in other Indian Public Limited Companies as on 31.3.2016 *	NIL
No of shares held in the Company as on 31.3.2016	8,35,000

Note: *Directorship / Committee memberships exclude Alternate Directorships and Directorships in Private/Foreign Companies incorporate under Section 8 of the Companies Act, 2013

SHIVAGRICO IMPLEMENTS LIMITED

DIRECTORS REPORT

Your Directors have pleasure in presenting the Thirty Seventh Annual Report of the Company along with the Audited Statement of Accounts for the year ended 31st March, 2016.

1. FINANCIAL RESULTS:

Particulars	(Rupees in Lakhs)	
	31-03-2016	31-03-2015
Total Income	2574.37	2434.13
Profit before Depreciation, Interest & Tax	204.82	185.18
Depreciation	119.72	102.27
Interest	80.20	75.67
Profit (Loss) before Tax	4.90	7.24
Provision for Tax-[Net]	9.89	2.27
Profit (loss) after Tax	(4.99)	4.97
Balance brought forward:		
From earlier year adjusted	160.25	155.28
Add : Profit/(loss) for the year	(4.99)	4.97
Balance carried to Balance Sheet	155.26	160.25

2. PERFORMANCE & RESULTS:

The Total turnover of the company during the year review was Rs.2574.37 lacs as Compared to Rs. 2434.13 lacs in the year 2014-2015. The decrease in net profit after tax from Rs. 4.97 lacs to a loss of Rs. 4.99 lacs is on account of higher depreciation on account of capitalisation of Plant and Machinery.

3. OPERATIONS AND FUTURE PLANS

Looking to the present scenario the management of the company has taken following steps :

(a) EXPORT :

The company is successfully marketing its products in Srilanka, Bangladesh, Nepal, and South Africa and getting repeated orders directly for export.

To explore European, South American and American Markets the company has decided to participate in Hardware show in Maxico in September, 2016 and is hopeful of good response.

(b) NEW PRODUCT DEVELOPMENT

Company has developed new products in Rolling and Forging products and also developed new variant in existing line to full fill customised demands and get higher value addition.

(c) FUEL EFFICIENCY

The company has entered into agreement with BOASCH LTD. for improving the efficiency of the furnaces and have successfully completed project for the Waste Heat Recovery System. The Waste Heat Recovery System will improve the efficiency of the existing furnace by minimum 15% this will save approximately Rs. 15.00 Lac p.a. further steps are being taken to achieve higher efficiency.

(d) INSTALLATION OF ROUGHING MILL

The Company has successfully installed and commissioned new equipments to Roll Nickel Chromium alloy wire and also increased its product portfolio for allied products.

Looking to the overseas business, the company plans to export its products duly fitted with handles. The handles are of different categories and as per the requirement of the buyers. Company will offer its product with ceramic fiber moulded handles. Though this is not a material change but higher value will be added to the products.

4. CHANGES IN THE NATURE OF BUSINESS, IF ANY:

Looking to the overseas business, the company plans to export its products duly fitted with handles. The handles are of different categories and as per the requirement of the buyers. Company will offer its product with ceramic fiber moulded handles. Though this is not a material change but higher value will be added to the products.

5. DIVIDEND:

In view of the loss incurred during the year, your Board of Directors regrets their inability to declare dividend for the year 2015-2016.

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6. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The internal Auditors are an integral part of the internal control mechanism. To maintain its objectivity and independence, the Internal Auditors report to the Chairman of the Audit Committee of the Board.

7. STATUTORY AUDITORS AND AUDITOR'S REPORT

At the Annual General Meeting (AGM) held on 11th September, 2014, M/s Sanghvi Sanghvi & Sanghvi, Chartered Accountants, Mumbai were appointed as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 38th Annual General Meeting.

In terms of the provision of Section 139(1) of the Companies Act, 2013, the appointment shall be placed for ratification at every AGM. Accordingly, the appointment of M/s Sanghvi Sanghvi & Sanghvi, Chartered Accountants, as statutory auditors of the Company is placed for ratification by the shareholders. In this regards, the Company has received a Certificate from the auditors confirming to the effect that if they are re-appointed, it would be in accordance with provisions of Section 141 of the Companies Act, 2013 and consent letter to act as an Auditor to that effect.

The notes on financial statements referred to in the Auditors Report are self- explanatory and do not call for any other comments. The Auditors Report does not contain any qualifications, reservations or adverse remarks.

8. COST AUDITORS:

Pursuant to the Section 148 of the Companies Act, 2013, read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the Board of Directors on the recommendation of the Audit Committee, re-appointed M/s Chittora & Co., Cost Accountants as Cost Auditors of the Company for the financial year 2016-17 on a remuneration of Rs. 7500/- (Rupees Seven Thousand Five Hundred only) plus Service Tax as applicable for the said financial year and requested the members to ratify the remuneration as recommended above.

9. SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. N. Bagaria & Associates a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the financial year 2015-16. The Secretarial Audit Report (Annexure-B) forms a part of the Board's report to the Members. The Secretarial Audit Report does not contain any qualification, reservation or adverse remarks.

10. EXTRACT OF ANNUAL RETURN:

In accordance with requirements under Section 134(3)(a) of the companies Act, 2013, the details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as (Annexure- A).

11. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:

The provisions of Section 134 (3) (o) and 135(1) of the Companies Act, 2013 read with Rule 8 of Companies (CSR) rules is not applicable to the Company as it is not falling under the criteria mentioned in the Act.

12. DIRECTORS:

A. **Changes in directors and Key Managerial Personnel**

Directors retiring by rotation

In terms of Section(s) 149, 152 and all other applicable provisions of the Companies Act, 2013, for the purpose of determining the Directors liable to retire by rotation, the Independent Directors are not included in the total number of Directors of the Company. Accordingly, Mr. Vimalchand Jain (DIN: 00194574) shall retire by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment as a Director of the Company.

Brief profile of the Directors proposed to be re-appointed as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are part of the Notice convening the Annual General Meeting.

Appointment of Company Secretary and Key Managerial Personnel

During the year under review, except Mr. Ankit Parekh Company Secretary, no person falling within the definition of Key Managerial Personnel (KMP) as defined under section 2(51) and 203 of the Companies Act, 2013 was appointed.

B. **Familiarization Program for Independent Directors**

Every Independent Director of the Company is provided with ongoing information about the industry and the Company so as to familiarize them with the latest developments. The Independent Directors also visit the facilities at various locations of the Company where they can visit and familiarize themselves with the operations of the Company.

C. **Annual Evaluation of Board of Directors, its Committees and individual Directors:**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual evaluation of its own performance, the directors

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individually, as well as the working of its committees. The structured evaluation report was prepared after taking into consideration inputs received from the directors covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its committees. A separate exercise was carried out to evaluate the performance of individual directors including the Chairman of the Board who are evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interests of the Company and its minority shareholders etc. The performance evaluation of the Independent directors was carried out by the entire Board. The performance evaluation of the Chairman and the non-independent directors was carried out by the independent directors who also reviewed the adequacy and flow of information of the Board. The directors expressed their satisfaction with the evaluation process.

13. DECLARATION BY INDEPENDENT DIRECTORS

All the Independent Directors have given declarations that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

14. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other business matters.

The notice of Board Meeting is given well in advance to all the Directors. The Agenda of the Board / Committee meetings is circulated at least a week prior to the date of the meeting.

During the year under review, eight (8) Board Meetings and 4 Audit committee meetings were convened and held. Details of each such meeting are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

15. COMMITTEES OF THE BOARD

During the financial year 2015-16, the Company had four (4) Committees of the Board, namely

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Share Transfer committee

The Board decides the terms of reference for these committees. Minutes of meetings of the Committees are placed before the Board for information. The details as to the composition, terms of reference, number of meetings and related attendance, etc. of these Committees are provided in detail, in the Corporate Governance Report which forms a part of this Annual Report.

16. VIGIL MECHANISM/ WHISTLE BLOWER POLICY:

The Company has established a vigil mechanism (Whistle Blower Policy) for Directors and employees of the Company to report genuine concerns. The Whistle Blower Policy provides for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases. The policy is also available on the website of the Company: www.shivagrigo.com

17. NOMINATION AND REMUNERATION POLICY:

The Nomination & Remuneration Committee of the Board of Directors has adopted a policy which deals with the manner of selection and appointment of Directors, Senior Management and their remuneration. The policy is in compliance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013.

18. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY:

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

All Related Party Transactions are placed before the Audit Committee and also the Board for their approval. Prior omnibus approval of the Audit Committee is obtained for the transactions, which are of a foreseen and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted are audited and a statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their approval on a quarterly basis.

The transactions with the related parties are disclosed in Note No. 30 to the 'Notes on Accounts forming part of the Annual Report.

19. CORPORATE GOVERNANCE:

A detailed report on the Corporate Governance system and practices of the Company forming part of this report is given as a separate section of the Annual report.

SHIVAGRICO IMPLEMENTS LIMITED

The Compliance certificate from the Statutory Auditors regarding compliance of conditions of Corporate Governance as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed herewith as Annexure - D.

20. **RISK MANAGEMENT POLICY**

The Company follows a proactive risk management policy, aimed at protecting its assets and employees which at the same time ensuring growth and continuity of its business. Further, regular updates are made available to the Board at the Board meeting and in special cases on ad-hoc basis.

21. **DIRECTORS RESPONSIBILITY STATEMENT:**

In compliance with Section 134(3)(c) of the Companies Act, 2013, your directors, on the basis of information made available to them, confirm the following for the year under review:

- (i) in the preparation of the annual financial statements for the year ended March 31, 2016, the applicable accounting standards had been followed and that no material departures have been made from the same.
- (ii) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the loss of the company for that period;.
- (iii) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- (iv) They have prepared the annual accounts on a going concern basis.
- (v) They have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (vi) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

22. **MANAGEMENT DISCUSSION AND ANALYSIS**

A Management Discussion and Analysis on the business and operations of the company forming part of this report is given as a separate section of the annual report.

23. **MANAGERIAL REMUNERATION**

During the year under review, the Company has not paid any remuneration, sitting fees for attending Board / Committee Meetings and Commission to any of its Directors.

24. **RATIO OF REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEES:**

During the year under review, no remuneration has been paid to any of the directors, and hence the ratio of remuneration of each Director to the median of the employees has not been calculated.

25. **PERSONNEL/PARTICULARS OF EMPLOYEES:**

The company continues to maintain cordial relationship with its workforce.

There were no employees during the whole or part of the year who were in receipt of remuneration in excess of limits as covered under the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The total number of permanent employees employed with your company as 31st March, 2016 is 30 as compared to 33 as on 31st March, 2015.

26. **INDUSTRIAL RELATIONS**

The industrial relations continued to be generally peaceful and cordial during the year. Your Directors recognize and appreciate the sincere and hard work, loyalty, dedicated efforts and contribution of all the employees during the year under review.

27. **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Information in accordance with the provisions of pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) (A) & (B) of the Companies (Accounts) Rules, 2014, as amended from time to time, regarding conservation of energy and technology absorption is given in the statement annexed as Annexure C hereto and forming part of the report.

28. **FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The details of earnings and expenditure in foreign currency are given in Note no.26 in the Notes to the Accounts.

29. **SEXUAL HARASSMENT:**

During the year under review, there were no cases filed or reported pursuant to the Sexual Harassment of women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

30. **DEPOSITS:**

The Company has not accepted any deposits from public within the purview of provisions of Section 73 of the

SHIVAGRICO IMPLEMENTS LIMITED

Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review and no amount of principal or interest on fixed deposits was outstanding as on the Balance Sheet Date.

31. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Details of Loans, Guarantees and Investments covered under the provision of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

32. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

33. CASH FLOW STATEMENT:

In conformity with the Accounting Standard-3 issued by the Institute of Chartered Accountants of India and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Cash Flow Statement for the year ended March 31, 2016 is annexed to the accounts.

34. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS / COURTS, IF ANY:

There are no significant material order passed by the Regulators/ Courts which would impact the going concern status of your Company and its future operations.

35. MATERIAL EVENTS OCCURRING AFTER BALANCE SHEET DATE:

The slowdown in the world market is continuing and steel prices have also taken a hit. The year on year basis, the prices of steel have gone down by approximately 23%. After the balance sheet date, prices of steel have gone down by 25%. Our quarterly results have also suffered on accounts of this.

The management is striving hard and putting up various strategies like, development of similar new product, improving the efficiency, diversification of the market and economizing its operation, which is resulting in increasing of its share in the business despite slow down .

36. AMOUNT TRANSFER TO RESERVES:

During the year under review, the question of transferring any amount to reserves does not arise pursuant to the provisions of Section 134(3)(j) of the Companies Act, 2013 as the Company has incurred a Loss of Rs. 4.99 Lacs.

37. ISSUE OF SHARES:

The Company during the year under review has not issued any Sweat Equity Shares or Shares with differential rights or under Employee Stock option scheme nor did it buy-back any of its shares.

38. SUBSIDIARIES:

Since the Company has no subsidiaries, provisions of Section 134(3)(q) of the Companies Act, 2013 read with Rule 8(5)(iv) of Companies (Accounts) Rules, 2014 are not applicable.

39. LISTING WITH STOCK EXCHANGE:

The Company confirms that it has paid the Annual Listing Fees for the year 2016-17 to BSE Limited where the Company's Shares are listed.

40. ACKNOWLEDGMENTS:

Yours Company and its Directors wish to sincerely thank all the customers, financial institutions, creditors etc for their continuing support and co-operation.

Yours Directors express their appreciation for the dedicated and sincere services rendered by the employees of the Company and also sincerely thank the shareholders for the confidence reposed by them in the company and from the continued support and co-operation extended by them.

For and on behalf of the Board of Directors

**For Shivagrigo Implements Limited
Sd/-**

**Vimalchand Jain
Chairman
DIN: 00194870**

**Mumbai, 30th May, 2016
Registered Office
A-1, Adinath Apartments,
281, Tardeo Road,
Mumbai- 400 007.**

**CIN:- L29810MH1979PLC021212
TEL:- 022-23893022/23
Email:- shivimpl@shivagrigo.com
Website:- www.shivagrigo.com**

SHIVAGRICO IMPLEMENTS LIMITED

ANNEXURE A

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31st March, 2016

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L28910MH1979PLC021212
2.	Registration Date	16/04/1992
3.	Name of the Company	Shivagrigo Implements Limited
4.	Category/Sub category of the Company	Company Limited by Shares/Non-govt Company
5.	Address of the Registered office & contact details	A-1, Adinath Apartment, 281, Tardeo Road, Mumbai- 400 007. Tel: 22-23893022/23 Email: shivimpl@shivagrigo.com
6.	Whether listed Company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Big Share Services Pvt Ltd E-2/3 Ansa industrial Estate, Saki Vihar Road, Saki Naka, Andheri(E), Mumbai- 400 072

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the Company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Iron & Steel Forging Products	3431 & 3432	51%
2	Iron & Steel Rolling Products	3300	36%
3	Conversion (Job) Work	3300,3431 & 3432	13%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S I. No.	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
Not Applicable					

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

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01/04/2015]				No. of Shares held at the end of the year [As on 31/03/2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	2266960	14250	2281210	45.50	2273460	9750	2283210	45.54	0.04
b) Central Govt / State Govt(s)	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	699600	19500	719100	14.34	699600	19500	719100	14.34	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
Sub Total(A)(1)	2966560	33750	3000310	59.84	2973060	29250	3002310	59.88	0.04

SHIVAGRICO IMPLEMENTS LIMITED

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01/04/2015]				No. of Shares held at the end of the year [As on 31/03/2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Foreign									
a) NRIs -	0	0	0	0	0	0	0	0	0
Individuals	0	0	0	0	0	0	0	0	0
b) Other –	0	0	0	0	0	0	0	0	0
Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
Sub-total (A)(2):	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A)	2966560	33750	3000310	59.84	2973060	29250	3002310	59.88	0.04
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	39700	4100	43800	0.87	39700	4100	43800	0.87	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	39700	4100	43800	0.87	39700	4100	43800	0.87	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	83654	20600	104254	2.08	84141	19400	103541	2.07	(0.01)
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital upto Rs. 1 lakhs	391299	1061000	1452299	28.97	392562	1050300	1443362	28.79	(0.18)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakhs	239037	166900	405937	8.10	249087	166900	415987	8.30	0.20
c) Others (specify)									
Non Resident Indians	1000	0	1000	0.02	1000	0	1000	0.02	0
Directors Relatives	0	6000	6000	0.12	0	3600	3600	0.07	0.05
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	714990	1254500	1969490	39.28	727290	1240200	1967490	39.24	0.04
Total Public Shareholding (B)=(B)(1)+ (B)(2)	754690	1258600	2013290	40.16	766990	1244300	2011290	40.12	0.04
TOTAL (A)+(B)	3721250	1292350	5013600	100	3740050	1273550	5013600	100	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	3721250	1292350	5013600	100	3740050	1273550	5013600	100	

SHIVAGRICO IMPLEMENTS LIMITED

(ii) Shareholding of Promoter-

SL NO	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	VIMALCHAND M JAIN	835000	16.65	0	835000	16.65	0	0
2	SDD AGENCIES PVT LTD	719100	14.34	0	719100	14.34	0	0
3	VINIT NAVRATAN RANAWAT	528500	10.54	0	528500	10.54	0	0
4	ARCHANA RANAWT 'A'	172903	3.45	0	172903	3.45	0	0
5	HEMANT RANAWAT	132100	2.63	0	132100	2.63	0	0
6	INDERCHAND M RANAWAT	92450	1.84	0	92450	1.84	0	0
7	KIRAN M RANAWAT	65400	1.30	0	65400	1.30	0	0
8	ANAND KIRAN RANAWAT	90200	1.82	0	90200	1.82	0	0
9	AASHA HEMANT RANAWAT	61440	1.23	0	61440	1.23	0	0
10	MRIDULA IDERCHAND RANAWAT	56350	1.12	0	56350	1.12	0	0
11	HARSH HASMUKH RANAWAT	43850	0.88	0	43850	0.88	0	0
12	CHHAYA HASMUKH RANAWAT	44850	0.89	0	44850	0.89	0	0
13	HASMUKH RANAWAT	42701	0.85	0	42701	0.85	0	0
14	PUSHPA RANAWAT	20900	0.42	0	20900	0.42	0	0
15	HANSLI RANAWAT	20800	0.41	0	20800	0.41	0	0
16	ANITA RANAWAT	65766	1.31	0	67766	1.35	0	0.04
17	MOHINI JAIN	8000	0.16	0	8000	0.16	0	0
	Total	3000310	59.84	0	3002310	59.88	0	0.04

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

Shareholder's Name	Shareholding at the beginning of the year				Cumulative Shareholding during the year	
	No. of shares at the beginning (01-04-15 / end of year 31-03-16)	% of total shares of the company	Date	Increase/ Decrease in shareholding	No. of shares	% of total shares of the company
ANITA RANAWAT	65766	1.31	5.6.2016	2000	67766	1.35
Total	65766	1.31		2000	67766	1.35

(iv) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date	Increase / Decrease in share-holding	Reason	Cumulative Shareholding during the year	
		Shares	% of total Shares of the company				No of shares	% of total shares of the company
1	VSL SECURITIES P.LTD	72918	1.44	31/03/2015	0	NA	72918	1.44
2	RAJESH R PATEL	58400	1.16	31/03/2015	0	NA	58400	1.16
3	INDIAN BANK MUTUAL FUND	39700	0.79	31/03/2015	0	NA	39700	0.79
4	GHISOOMAL DEVICHAND SURANA	36237	0.72	31/03/2015	0	NA	36237	0.72
5	SHIRISH SHIKHARCHAND POONGLIA	31100	0.62	31/03/2015	0	0	31100	0.62
6	JEETENDRA KAPOOR	30000	0.60	31/03/2015	0	0	30000	0.60
7	ARVINDKUMAR J SANCHETI	25500	0.51	31/03/2015	0	0	25500	0.51
8	NIRANJANA HASMUKH SHAH	20000	0.44	31/03/2015	-1	Transfer	19999	0.44
9	AJAY P BAFNA	19000	0.38	31/03/2015	0	0	19000	0.34
10	SARITA ARVIND SANCHETI	17000	0.34	31/03/2015	0	0	17000	0.34

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(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For Each of the Directors and KMP	No of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Vimalchand M Jain	835000	16.65	835000	16.65
2	Hemant Ranawat	132100	2.63	132100	2.63
3	Vinit Ranawat	528500	10.54	528500	10.54
4	Ankit Parekh	--	--	--	--

V. INDEBTEDNESS

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

[Rupees in Lakhs]

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	744.22	69.50	0	813.72
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	744.22	69.50	0	813.72
Change in Indebtedness during the financial year				
* Addition	90.06	84.85	0	174.91
* Reduction	0	0	0	0
Net Change	90.06	84.85	0	174.91
Indebtedness at the end of the financial year				
i) Principal Amount	833.69	154.35	0	988.04
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0.59	0	0	0.59
Total (i+ii+iii)	834.28	154.35	0	988.63

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER:

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

No sitting fees for attending the Board Meetings have been paid to the aforesaid Executive directors

SHIVAGRICO IMPLEMENTS LIMITED

B. REMUNERATION TO OTHER DIRECTORS

SN.	Particulars of Remuneration	Name of Directors			Total Amount
		Br. Karan Singh Chauhan	Mr. Bhavesh Shah	Ms. Manju Singhvi	
1	Independent Directors				
	Fee for attending board committee meetings	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil	Nil

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTG

(Rs. In lacs)

SN	Particulars of Remuneration	Key Managerial Personnel Mr. Ankit Parekh- Company Secretary
1	Gross salary *	0.37
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil
2	Stock Option	Nil
3	Sweat Equity	Nil
4	Commission	Nil
	- as % of profit	Nil
	others, specify...	Nil
5	Others, please specify	Nil
	Total (C)	

* with effect from November 1, 2015

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	Nil				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	Nil				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil				
Punishment					
Compounding					

SHIVAGRICO IMPLEMENTS LIMITED

ANNEXURE B SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016.

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Shivagrigo Implements Limited
CIN: L28910MH1979PLC021212
A-1, Ground Floor, Adinath Apartment,
281, Tardeo Road,
Mumbai – 400 007.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Shivagrigo Implements Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016 ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings **(Not applicable to the Company during the Audit Period)**;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not applicable to the Company during the Audit Period)**;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October, 2014 **(Not applicable to the Company during the Audit Period)**;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the Audit Period)**;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Audit Period)**; and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit Period)**;
- (vi) On the basis of information and explanations given to us and representation made by the management, we are of the opinion that no other Acts, Laws and Regulations are applicable specifically to the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. (w.e.f 1st July, 2015);
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited;
- (iii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. (w.e.f 1st December, 2015).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except minor delay in filing of certain e-forms with the Registrar of Companies, Maharashtra with additional fees.

SHIVAGRICO IMPLEMENTS LIMITED

We further report that

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

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

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

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

**For N. Bagaria & Associates
Company Secretaries**

**Narottam Bagaria
Partner
C. P. No. – 4361**

**Place: Mumbai
Dated: 30th May, 2016.**

Encl: Annexure "1" forming an integral part of this Report.

Annexure 1

To,
The Members,
Shivagrigo Implements Limited

Our Report of even date is to be read alongwith this letter.

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

**For N. Bagaria & Associates
Company Secretaries**

**Narottam Bagaria
Partner
C. P. No. – 4361**

**Place: Mumbai
Dated: 30th May, 2016.**

SHIVAGRICO IMPLEMENTS LIMITED

ANNEXURE C

CONSERVATION OF ENERGY, R&D, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO
Information required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014.

1. Consumption of Coal							
		Production		Consumption of Coal (in Rs.)		Average Per MT	
Name of Process		Current	Previous	Current	Previous	current	Previous
		Year	Year	Year	Year	year	year
	Units	(M/T)	(M/T)	(Rs.)	(Rs.)	(Rs.)	(Rs.)
Rolling	M.T	10749	11642	8061750	10244960	750	880
Full Forging	M.T	1459	1636	1125336	1456040	771	890
Partial Forging	M.T	1691	1535	1247958	1327959	738	865
	TOTAL	13899	14813	10435044	13028959		

2. Consumption of Power							
		Production		Consumption of Power (in Rs.)		Average Per MT	
Name of Process		Current	Previous	Current	Previous	current	Previous
		Year	Year	Year	Year	year	year
	Units	(M/T)	(M/T)	(Rs.)	(Rs.)	(Rs.)	(Rs.)
Rolling	M.T	10749	11642	9856833	8731500	917	750
Full Forging	M.T	1459	1636	1253751	1104300	859	675
Partial Forging	M.T	1691	1535	946960	587188	560	383
	TOTAL	13899	14813	12057544	10422988		

Note:

The electrical Consumption of Rolling, Forging and other activities have been bifurcated on practical Estimate as separate measurements of consumption are not feasible.

- High Speed Diesel (for Generator) Power Generation: Nil
- Technology Absorption: - Nil
- Foreign Exchange earnings and outgo:- The details of Foreign exchange earnings and outgo are as under.

(Rupees in Lakhs)

Particulars	2015-16	2014-15
Foreign Exchange Earned	173.89	111.11
Foreign Exchange Used	1.71	1.32

SHIVAGRICO IMPLEMENTS LIMITED

ANNEXURE D

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
Shivagrigo Implements Limited

We have examined the compliance of conditions of Corporate Governance by **Shivagrigo Implements Limited** ("the Company") for the year ended March 31, 2016, as stipulated in para E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the said Company with the Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai
Date: 30.05.2016

For **Sanghvi Sanghvi & Sanghvi**
Chartered Accountants
Firm Registration No. 109138W
M.B. Sanghvi
Partner
Membership No. 040835

SHIVAGRICO IMPLEMENTS LIMITED

CORPORATE GOVERNANCE REPORT

The Directors present the Company's report on Corporate Governance for the Year ended 31st March, 2016. In accordance with the Listing Agreement under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with BSE Limited, the Report containing the details of Corporate Governance systems and process at Shivagrico Implements Limited is as under:

1. Company's philosophy on code of Governance:

Corporate Governance is the combination of voluntary practices and compliance with laws and regulations leading to effective control and management of the organization. Good Corporate Governance leads to long term shareholder value and enhances interest of other stakeholders. It brings into focus the fiduciary and the trusteeship role of the Board to align and direct the actions of the organization towards creating wealth and shareholder value.

2. Board of Directors:

- (i) The Company's Board of Directors comprises of Six (6) Directors including three Independent Directors as on March 31, 2016. All the Independent Directors on the Board are eminent professionals, having wide range of skills and experience in business, industry, finance, law and public enterprises. The composition of the Board is in conformity with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.
- (ii) The composition of Board of Directors during the year, their names and the category of position held, number of Directorships and Committee positions held by them and the details of attendance of each Director at the Board Meetings and Annual General Meeting (AGM) are as under:

Name of the Directors	Whether Promoter, Executive Director or Non-Executive Director/ Independent Director	No of Board Meetings attended	Attendance of last AGM	*No. of outside Director-ship held	No. of Board Committees of other Companies in which a member#
Mr. Vimalchand M Jain	Chairman-Non- Executive Director(Promoter)	8	Yes	Nil	Nil
Mr. Vinit Ranawat	Executive Director(Promoter)	8	Yes	Nil	Nil
Mr. Hemant Ranawat	Executive Director (Promoter)	7	Yes	1	Nil
Mr. Bhavesh Shah	Non- Executive Independent Director	8	Yes	Nil	Nil
Br. Karan Singh Chauhan	Non- Executive Independent Director	8	Yes	Nil	Nil
Ms. Manju Singhvi	Non- Executive Independent Woman Director	8	No	Nil	Nil

* Excludes Private Limited Companies.

Excludes 1) Committees other than Audit Committee and Stakeholders Relationship/Shareholder's / Investor's Grievance Committee and 2) Committee Membership/Chairmanship in Companies other than Public Limited Companies.

(iii) Board Meetings and Annual General Meeting:

During the year under review, Eight (8) Board Meetings were held, the dates being 11th May, 2015, 30th May, 2015, 12th August, 2015, 9th November, 2015, 30th November, 2015, 29th December, 2015, 15th February, 2016 and 31st March, 2016. The gap between two consecutive meetings does not exceeded one hundred and twenty days. All the information required to be furnished to the Board was made available to them along with detailed Agenda Notes.

The last Annual General Meeting was held on September 23, 2015.

(iv) Shareholding of Non- Executive Directors in the Company:

The Shareholding of the Non- Executive Directors in the Company as on 31.03.2016:

Name of Directors	Category	No. of Shares held
Mr Bhavesh Shah	Independent	Nil
Br Karan Singh Chauhan	Independent	1000
Ms. Manju Singhvi	Independent	2600

SHIVAGRICO IMPLEMENTS LIMITED

(v) Disclosure of relationships between Director inter-se:

Table given below shows the relationship between the Directors:

Name of the Directors	Designation	*Relationship between Directors Inter-se
Mr. Vimalchand Jain	Promoter	Father of Mr. Hemant Ranawat
Mr. Vinit Ranawat	Promoter	Not related to any other Director
Mr. Hemant Ranawat	Promoter	Son of Mr. Vimalchand Jain
Mr. Bhavesh Shah	Independent	Not related to any other Director
Br. Karan Singh Chauhan	Independent	Not related to any other Director
Ms. Manju Singhvi	Independent	Not related to any other Director

* As per definition of Relative under Section 2(77) read with Rule 4 of the Companies (Specification of Definitions Details) Rules, 2014 of the Companies Act, 2013.

(vi) Familiarisation programmes for Independent Directors:

Every Independent Director of the Company is provided with ongoing information about the industry and the Company so as to familiarize them with the latest developments. The Independent Directors also visit the facilities at various locations of the Company where they can visit and familiarize themselves with the operations of the Company.

The details of the Policy for the familiarization programmes for the Independent Directors are hosted on the website of the Company which can be accessed at the website: www.shivagrigo.com.

2.2 Board Committees:

The Board has constituted the following Committees of Directors:

A) Audit Committee:

(i) Terms of Reference of the Audit Committee:

The terms of reference of Audit Committee are in accordance with the requirements as per Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015. The brief description of the terms of reference of the Audit Committee is as under:

The scope and role of the Audit Committee is to review Internal Audit Reports, Statutory Auditor's Report on financial statements, to generally interact with Internal Auditors to review their finding, suggestions and other related matter and with Statutory Auditors, to review Quarterly Financial Statements before submission to the Board for approval, discuss the financial performance, transactions with related parties etc.

As a special invitees, Statutory Auditors, Internal Auditors, the Executive Directors attend the Audit Committee Meetings to clarify points raised by the Committee.

The Chairman of the Audit Committee Br. Karan Singh Chauhan was present at the last Annual General Meeting of the Company held on September 23, 2015, to address the shareholders queries, pertaining to the Annual Accounts of the Company.

(ii) The Audit Committee comprised of 2 Independent Directors and 1 Executive Promoter Director. The Independent Directors are eminent professionals having experience in Industry, Corporate Finance, Accounts and Corporate Law. Composition of the Audit Committee meets the requirements of Section 177 of the Companies Act, 2013 and Rules made there under alongwith the Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Four Meetings of the Audit Committee were held during the year ended March 31, 2016 on the following dates: May 30, 2015, August 12, 2015, November 9, 2015 and February 15, 2016. The attendance of each member at the Meetings was as under:

Name of Members	Designation	Category	Number of Meetings attended
Br. Karan Singh Chauhan	Chairman	Non-Executive Independent Director	4
Mr. Bhavesh Shah	Member	Non-Executive Independent Director	4
Mr. Vinit Ranawat	Member	Executive Director	4

SHIVAGRICO IMPLEMENTS LIMITED

B) Nomination and Remuneration Committee:

(i) Terms of Reference of the Nomination and Remuneration Committee:

The terms of reference of Nomination and Remuneration Committee are in accordance with the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The brief description of the terms of reference of the Nomination and Remuneration Committee is as under:

The Committee is vested with the responsibility to function as per the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and recommends to the Board the specific compensation package for the Executive Directors and fees payable to Non- Executive Directors besides framing guidelines for overall compensation packages of Directors/ Key Managerial Personnel (KMP).

(ii) The Nomination and Remuneration Committee comprised of two Independent Director and one Non-Executive Promoter Director. Composition of the Committee meets the requirements of Section 178 of the Companies Act, 2013 and Rules made there under alongwith the Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

One Meeting of the Nomination and Remuneration Committee was held during the year ended 31st March, 2016 on 9th Nov., 2015. The attendance of each member at the meetings was as under:

Name of Members	Designation	Category	Number of Meetings attended
Mr. Bhavesh Shah	Chairman	Non-Executive Independent Director	1
Br. Karan Singh Chouhan	Member	Non-Executive Independent Director	1
Mr. Vimalchand M. Jain	Member	Non-Executive Non Independent Director	1

(iii) Remuneration Policy:

The Non-executive Directors do not draw any remuneration from the Company including the sitting fees. Presently, the Company does not have any Stock Option Scheme.

C) Stakeholders Relationship Committee:

(i) The term of reference of Stakeholders Relationship Committee are in accordance with requirements of Section 178 of the Companies Act; 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The brief description of the terms of reference of the Stakeholders Relationship Committee is as under:

The scope and role of the Committee is to consider and resolve the grievances of shareholders of the Company.

The main object of the Committee is the satisfactory redressal of investor's complaints and providing quality services to the Shareholders of the Company.

(ii) The Stakeholders Relationship Committee comprised of 2 Independent Directors and one Executive Director.

Name of Members	Designation	Category	Number of Meetings attended
Mr. Bhavesh Shah	Chairman	Non-Executive Independent Director	2
Br. Karan Singh Chouhan	Member	Non-Executive Independent Director	2
Mr. Vinit Ranawat	Member	Executive Non Independent Director	2

Two Meetings of the Stakeholders Relationships Committee was held on 12th August, 2015 and 15th February, 2016. During the period under review no complaints was received.

(iii) Share Transfer System:

In order to expedite the process of share transfers, the Board of Directors of the Company has delegated the power of share transfers, split, transposition, transmission etc., to a committee which meets twice a month for the purpose.

SHIVAGRICO IMPLEMENTS LIMITED

Shares lodged for transfer in the physical form either at the Registered office of the Company or at the Registrar's office are normally processed at the earliest and within 15 days from the date of its receipt provided the documents are complete in all respects. There were no share transfers pending for more than 15 days as on March 31, 2016

The Company has designated an exclusive e-mail ID viz. www.shivagrigo.com/investordesk.html for redressal of shareholder's complaints/ grievances.

D) Independent Directors Meeting:

The terms of reference of the Independent Directors Meeting broadly comprises:

- Evaluation of performance of Non Independent Directors and the Board of Directors as a whole.
- Evaluation of performance of the Chairman of the Company, taking into account the views of the Executive and Non Executive Directors.
- Evaluation of quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

One Meeting of the Independent Directors was held during the year ended March 31, 2016 on November 30, 2015 All the Independent Directors were present at the Meeting.

E) (i) Annual General Body Meetings held in last three years:

All the General Meetings during the preceding three years were held at p-4, Party hall, 4th Floor, The Majestic, Anna Saheb Patil Marg, Khed Gully X Lane, Prabhadevi, Mumbai- 400 025. The date, time and Special Resolutions passed thereat are as follows:

Year	Date	Time	Special Resolution Passed
2012-13	September 21, 2013	11.00 a.m.	Nil
2013-14	September 11, 2014	11.00 a.m.	2
2014-15	September 23, 2015	11.00 a.m.	Nil

(ii) Special Resolution passed in previous three AGMs:

AGM Date	Special Resolutions passed
September 21, 2013	- NIL
September 11, 2014	- Borrowing money (ies) for the business of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013. - Creation of security on the properties of the Company both present and future pursuant to Section 180(1)(a) of the Companies Act, 2013.
September 23, 2015	- NIL

(iii) Whether Special Resolution were put through postal ballot last year: Nil

(iv) Any special resolution proposed to be conducted through postal ballot this year: No

3. Means of Communication:

All important information relating to the Company, its financial performance, shareholding pattern, business, quarterly results, press releases are published in English Daily newspaper and in Marathi daily paper in the Mumbai edition. The financial results of the Company are also available on the website of the Company and BSE limited. A Management Discussion and Analysis Report is a part of the Company's Annual Report.

4. General Shareholder Information:

(i) Annual General Meeting for the Financial Year 2015-16

Date : September 30, 2016
Time : 11.00 a.m.
Venue : P-4, Party Hall, 4th Floor,
The Majestic, Annan Saheb Patil Marg,
Khed Gully X Lane,
Prabhadevi, Mumbai- 400 025

SHIVAGRICO IMPLEMENTS LIMITED

(ii) Financial Calendar 2016-17 (Tentative):

First Quarterly Results : By August 15, 2016
 Second Quarterly Results : By November 15, 2016
 Third Quarterly Results : By February 15, 2017
 Fourth Quarterly Results : By May 30, 2017

(iii) Date of Book Closure : September 26, 2016 to September 30, 2016 (both days inclusive)

(iv) Listing on Stock Exchanges : BSE Limited, Mumbai
 Ahmedabad Stock Exchange, Ahmedabad

(v) Stock Code

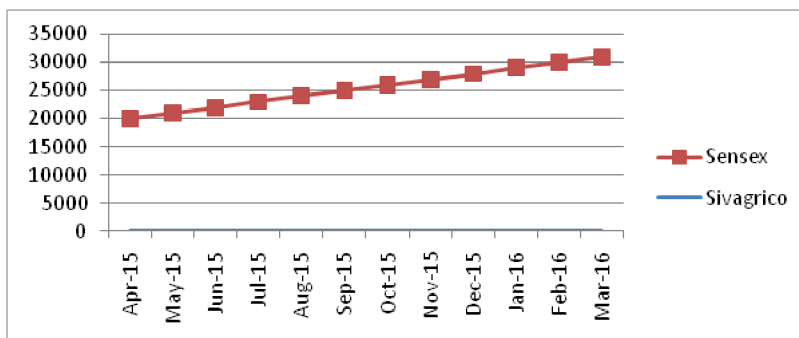
Scrip ID : SHIVAGR
Scrip Code : 522237
ISIN No. : INE092H01014

(vi) CIN : L28910MH1979PLC021212

(vii) Stock Market Price Data: Monthly High and Low at the BSE Limited for the financial year ended 31st March, 2016

Month	Quotation at BSE Ltd.	
	High (Rs.)	Low (Rs.)
April, 2015	14.90	13.12
May, 2015	-	-
June, 2015	-	-
July, 2015	15.00	13.78
August, 2015	14.39	13.90
September, 2015	14.58	13.86
October, 2015	15.00	13.20
November, 2015	-	-
December, 2015	-	-
January, 2016	14.96	14.25
February, 2016	16.38	15.60
March, 2016	-	-

(viii) Performance of the share price of the Company in comparison to the BSE Sensex:



(ix) Registrar and Transfer Agent:

The Company has engaged the services of M/s. Big Share Services Private Limited SEBI registered. Category-I Registrar as its Share Transfer Agent for both physical and demat segments of Equity Shares of the Company. Members are advised to approach M/s. Big Share Services Private Limited, the Registrar

SHIVAGRICO IMPLEMENTS LIMITED

and Transfer Agent for processing the transfers, sub-division, consolidation, splitting of securities, demat and remat request directly.

Name and Address : Big Share Services Private Limited.,
E-2/3 Ansa Indl. Estate, Saki Vihar Road,
Saki Naka, Andheri(E), Mumbai- 400 072

Telephone : 022-40430200

Email : Investor@bigshareonline.com

(x) Dematerialisation of Equity Shares:

The Company has established required connectivity with National Securities Depository Limited and Central Depository Services (India) Limited and the same are available in electronic segment under ISIN - INE092H01014.

(xi) Outstanding GDRs/Warrants, Convertible Bonds, Conversion date and likely impact on equity:

There is no GDR/ADR/Warrants or any convertible Instruments pertaining conversion or any other instrument likely to impact the equity share capital of the Company.

(xii) Distribution of Shareholding as on March 31, 2016:

Group of Shares	No. of Shareholders	No. of Shares held	% to Total Shares
1 to 5000	1792	514152	10.25
5001 to 10000	375	334185	6.66
10001 to 20000	115	193131	3.85
20001 to 30000	45	116599	2.33
30001 to 40000	21	78197	1.57
40001 to 50000	17	81299	1.63
50001 to 100000	24	173892	3.46
100001 and above	42	3522145	70.25
Total	2431	5013600	100.00

(xiii) Shareholding Pattern as on March 31, 2016:

	No of Shares Held	%
Promoters and Persons Acting in Concert	3002310	59.88
Banks, Financial institutions, Mutual Funds, Insurance Companies	43800	0.87
Body Corporate	103541	2.07
Non Resident Indians	1000	0.02
Indian Public	1862949	37.16
TOTAL	5013600	100

(xiv) Plant Location:

A-38/C-38, Rana Pratap Marg, H.M. Nagar, Falna- 306 116, Rajashtan

(xv) Address for Correspondence:

Shivagrigo Implements Limited, A-1, Adinath Apartments, 281, Tardeo Road, Mumbai- 400 007.
Tel. No: 022- 2389 3022/23 • Fax No: 022- 2380 2678
Email: shivimpl@shivagrigo.com • Website: www.shivagrigo.com

5. Other Disclosures:

- (I) There are no materially significant transactions with related parties viz., Promoters, Directors or the Management, their Subsidiaries or relatives etc., having potential conflict with Company's interest at large.
- (II) The Company has followed all relevant Accounting Standards and Indian GAAP as may be amended from time to time while preparing the financial statements.

SHIVAGRICO IMPLEMENTS LIMITED

- (III) There have been no instances of non-compliances by the Company on any matter related to Capital markets during the last three years and hence no penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority.
- (IV) During the year under review, exercise on Risk Management was carried out and reviewed periodically covering the entire spectrum of business operations of the Company. The Board has been informed about the risk assessment and minimization procedures through means of a properly defined frame work. Business risk assessment, evaluation and its management is an opening process within the Company.
- (V) There was no pecuniary relationship or transactions of Non-executive Directors vis-à-vis the Company during the year under review. The Company has no stock option policy as part of remuneration package applicable for Whole-time Directors or its employees.
- (VI) Reconciliation of Share Capital Audit:
A qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted Capital with NSDL and CDSL and total issued and listed capital of the Company as per books. The Secretarial Audit Report confirms that the total issued/ paid up capital is in accordance with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.
- (VII) The Company has no material Subsidiary
- (VIII) Web link for policy on dealing with related party transactions is www.shivagrigo.com.
- (IX) Disclosure of commodity price risks and commodity hedging activities:- N.A.

CODE OF CONDUCT:

The Company has complied with the Code of Conduct for Directors and Senior Management approved by the Board. The Code of Conduct is made available on the website of your company.

CEO/CFO CERTIFICATION:

Mr. Hemant Ranawat, Director of the Company who is entrusted with the Finance functions also has issued necessary Certificate pursuant to the Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and same is attached forms part of the Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS:

Management discussion and analysis forms part of the Annual Report.

Code of Insider Trading

The Company has adopted and implemented a Code of Conduct to SEBI (Prohibition of Insider Trading Regulations, 2015). The code lays down the guidelines, which include procedures to be followed and disclosures to be made by the insiders while dealing with the shares of the Company.

Any Query on Annual Report:

Name	Mr.Vinit Ranawat
Contact No.	022-23893022
Email ID	shivimpl@shivagrigo.com

DECLARATION OF COMPLIANCE WITH CODE OF CONDUCT

I hereby declare that all the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct as adopted by the Company.

For Shivagrigo Implements Limited

HEMANT RANAWAT

Executive Director

Date: 30.05.2016

Place: Mumbai

SHIVAGRICO IMPLEMENTS LIMITED

CEO/CFO Certification

To,

The Board of Directors

Shivagrigo Implements Limited

Mumbai

I, Hemant Ranawat Director of the Company do hereby certify that:

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

For Shivagrigo Implements Limited

HEMANT RANAWAT

Executive Director

Date: 30.05.2016

Place: Mumbai

SHIVAGRICO IMPLEMENTS LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A) INDUSTRY STRUCTURE AND DEVELOPMENTS:

- a) The steel industry continues to face a challenging economic environment due to an economic slowdown in china, volatility in financial markets, sluggish growth in global trade and also volatility in foreign currency. Although the automobile and construction sector continues to support demand, the steel industry is reeling from inadequate investment and continual weakness in the manufacturing sector. In addition, the steel industry is challenged by dwindling investments, turbulence in financial markets and geopolitical conflicts in many developing regions. The domestic market continues to be inundated with cheap imports from overseas producers, especially from china.
- b) The company is trying to diversify the customer base by venturing into new markets and direct exports to Srilanka, South Africa, Nepal and also making its presence felt in the local market. The conversion work of Tata steel is being continued.
- c) The company is certified ISO 9001 compliant for all its products.

B) Opportunities:

- (i) The Company sees more opportunities in the years to come due to the continuous development of new items to cater to the need of the export and domestic market.
- (ii) The company has entered into agreement with Boasch ltd for improving fuel efficiency of the existing Rolling furnaces by minimum 15% which will save approximately Rs. 15.00 Lac p.a and steps are being taken to achieve higher efficiency by Installing Heat Recovery Systems.
- (iii) The company is developing Rolling of nickel, chromium alloys along with similar alloys for high value additions by installing equipments along with its existing set up.

C) Threats

Volatility of prices of crucial raw materials for steel has increased significantly, therefore mitigating the impact of prices volatility is a key object of the Company.

D) Segment wise performance-

Company has two segments viz

1. Rolling and Forging Segment
2. Others

Overall production in rolling division for the present year was 10749 m/t as compared with last years production of 11642 m/t i.e.a decreased of 7.67 %

Overall Forging production for the present year was 3150 MT. as compared with last year production Of 3171 MT. i.e. a decreased of 0.66 %

Both the above production figures included the production against conversion activity also.

However, the present year turnover in Rolling & Forging division was Rs. 911 Lacs and Rs. 1312.00 lacs respectively as against last year turnover of Rs. 859 lacs and Rs. 1203 lacs respectively and therefore Increase of 6% and 9% in the turnover of both the segments.

The conversion charges of Rs. 331 lacs were received as against last year conversion charges of Rs. 365 Lacs and hence recording a decrease of 9.31% app. in this activity.

- E. The Company has in place adequate internal control system and procedure commensurate with the Size and nature of business. These procedures are designed to ensure.

1. That all assets and resources are used efficiently and adequately protected
2. That all internal policies and statutory guidelines are complied with; and
3. That accuracy and timing of financial reports and management information is maintained.

F. FINANCIAL AND OPERATIONAL PERFORMANCE:

TURNOVER

The net turnover increased by 5.28% from last year.

Operation Profit (PBIDT) & Margin

Operating Profit has been marginally increased by 10.60% from Rs. 185.19 lacs to Rs.204.81 lacs.

SHIVAGRICO IMPLEMENTS LIMITED

Power & fuel Cost

- (1) The power cost has gone up by appx.15.68% in the present year due to steep increase in the tariff.
- (2) The fuel cost has gone down by appx. 19.90% as compared with last year on account of improvement and reduced cost of fuel.

The improvement is mainly visible on account of installation of Bosch Waste Heat Recovery System

Employees Cost

Employees cost has been increased by 4.05 % in the current year due to employment of technical staff.

Interest

The interest cost is increased by 5.99 %

Profit before Tax

Profit before tax in the current year has been decreased from Rs. 7.25 lacs to Rs. 4.89 lacs i.e. decreased of 32.55% due to higher cost of production and lower realization.

Income Tax

The Company has provided Rs. 9.88 Lacs towards tax.

G HUMAN RESOURCES/ INDUSTRIAL REALATIONS

The Company has established team working of all employees at various levels at factory site. The Company is managed under the guidance of its Executive Director Mr. Hemant Ranawat who in turn is supported by the office staff senior foreman, supervisors and assistants. Each division has its in charge/foreman who are supported by assistants and workshop staff. The supervisor assists foreman and acts as a link between management. Systems are further developed to strengthen the management cordial. Regular meeting with union leader maintains harmony. The Company has legal consultants to ensure timely compliance with labour law.

H. CAUTIONERY STATEMENT:

Statement in the Management Discussion and analysis describing the Company objectives, projections, estimated and expectations may be 'forward- looking statement' within the meaning applicable to securities laws and regulations.

Actual results could differ materially from those expresses or implied. Important factor that could make a difference to the Company's operations include economic conditions affecting demand/ supply and priced conditions in the domestic and overseas market, changes in the Government regulations. Tax laws and other statutes and other incidental factors.

SHIVAGRICO IMPLEMENTS LIMITED

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF SHIVAGRICO IMPLEMENTS LIMITED

REPORT ON FINANCIAL STATEMENTS

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

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The Company's Management 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 Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies specified (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 the 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.

AUDITOR'S 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 thereunder.

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 the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the 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 the internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

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

OPINION

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

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2016;
- (b) in the case of the Statement of Profit and Loss, of the Loss 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 the sub section 11 of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
- 2. As required by Section 143(3) of the Act, 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, Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

SHIVAGRICO IMPLEMENTS LIMITED

- (d) In our opinion, the aforesaid financial Statement comply with the Accounting Standards specified under section 133 of the Act, read with rule 7 of the company (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- (g) 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:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements (refer note no. 24)
 - ii. The Company has made provision, as required under the applicable law or accounting Standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. According to the information and explanations given to us, the company is not required to transfer any amount to investor education protection fund.

For SANGHVI SANGHVI & SANGHVI

Chartered Accountants

Firm Registration No. 109138W

Mumbai

Dated: 30 May 2016

M.B. SANGHVI

Partner

Membership No.40835

SHIVAGRICO IMPLEMENTS LIMITED

Annexure to the Auditors report

[Referred to in paragraph 1 of our report of even date]

- (i) (a) The company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) All the fixed assets have been physically verified by the management during the year and there is no material discrepancies were noticed in respect of the assets physically verified.
- (c) Title deeds of immovable properties are held in the name of the company.
- (ii) As explained to us, the management has physically verified the inventories as at the end of the financial year. In our opinion, the frequency of verification is reasonable. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act. Accordingly sub clause (a), (b) and (c) clause (iii) of the Order is not applicable to the Company.
- (iv) According to the information and explanations given to us, the company has neither given any loans nor made any investment nor given any guarantees to persons covered under section 185 and 186. Thus, the provision of section 185 and 186 are not applicable to the company.
- (v) According to the information and explanations given to us, the company has not accepted deposits from public and hence directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and rules framed thereunder are not applicable for the year under audit.
- (vi) We have broadly reviewed the books of accounts maintained by the company pursuant to the rules made by the Central Government for the maintenance of cost records under subsection (1) of Section 148 of the Companies Act and are of the opinion that prima facie the prescribed accounts and records have been maintained. We have not, however made a detailed examination of the records with a view to determine whether they are accurate of complete.
- (vii) (a) According to the information and explanations given to us, the company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess, service tax and other material statutory dues.
- (b) As at 31.03.2016 according to the records of the company, the following are the particulars of disputed dues on account of sales tax, income tax, custom duty, wealth tax, excise duty and other statutory dues that have not been deposited.

Nature of Statute	Amount (Rs)in Lacs	Forum where dispute is pending
Excise duty	36.26	Rajasthan High Court
Excise duty	11.62	Joint Commissioner of Central Excise, Jaipur - II
Excise duty	1.09	CESTAT, New Delhi

- (viii) According to the information and explanation given to us, the company has not defaulted in repayment of dues to a financial institution or bank or debenture holders.
- (ix) During the period covered by our audit report, the company have not raised money by way of public issue/ follow-on offer (including debt instruments)
- (x) During the course our examinations of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the company, noticed or reported during the year nor have we been informed of any such case by the management.
- (xi) In our opinion, the company has not paid managerial remuneration during the period covered by our audit report.
- (xii) In our opinion, the company is not a Nidhi Company. Therefore, the provisions of clause (xii) of paragraph 3 of the Companies (Auditor's Report) Order, 2016 are not applicable to the company.
- (xiii) According to the information and explanations given to us and in our opinion, transactions with the related parties are in compliance with Section 177 and 188 of Companies Act, 2013 and wherever required details are disclosed in the Financial Statements of the company.
- (xiv) According to the information and explanations given to us, the company has not made any preferential allotment /private placement of shares or fully or partly convertible debentures during the year under review.

SHIVAGRICO IMPLEMENTS LIMITED

- (xv) 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.
- (xvi) In our opinion, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For SANGHVI SANGHVI & SANGHVI

Chartered Accountants

Firm Registration No. 109138W

M.B. SANGHVI

Partner

Membership No.40835

Dated: 30th May, 2016

Mumbai.

SHIVAGRICO IMPLEMENTS LIMITED

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph (f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of Shivagrigo Implements Limited on the financial statements for the year ended March 31, 2016]

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Shivagrigo Implements Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future

SHIVAGRICO IMPLEMENTS LIMITED

periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the essential components of internal control stated in the Guidance Note issued by ICAI.

For SANGHVI SANGHVI & SANGHVI

Chartered Accountants

Firm Registration No. 109138W

Dated: 30th May, 2016

Mumbai.

M.B. SANGHVI

Partner

Membership No.40835

SHIVAGRICO IMPLEMENTS LIMITED

BALANCE SHEET AS AT 31-03-2016	NOTES	AS AT 31- 03 - 2016 RUPEES	AS AT 31 - 03 - 2015 RUPEES
<u>EQUITY AND LIABILITIES</u>			
<u>SHARE HOLDER'S FUNDS</u>			
Share Capital	2.1	50,136,000	50,136,000
Reserves & Surplus	2.2	27,085,186	27,584,273
		77,221,186	77,720,273
<u>NON-CURRENT LIABILITIES</u>			
Long-term borrowings	2.3	7,028,413	8,678,890
Deferred tax liabilities (net)	2.4	3,006,187	1,486,493
Other Long Term Liabilities		—	—
Long Term Provision		—	—
		10,034,600	10,165,383
<u>CURRENT LIABILITIES</u>			
Short-term borrowings	2.5	88,694,360	68,877,124
Trade payables	2.6	3,657,929	6,760,823
Other current liabilities	2.7	25,954,668	15,122,641
Short-term provisions		—	—
		118,306,958	90,760,588
Total Rs.		205,562,743	178,646,243
<u>ASSETS</u>			
<u>NON-CURRENT ASSETS</u>			
<u>Fixed Assets</u>			
Tangible assets	2.8.a	79,871,629	79,675,275
Intangible assets	2.8.b	34,495	44,961
Capital work-in-progress	2.9	18,185,119	7,647,378
		98,091,242	87,367,614
Net Block			87,367,614
Non-current investments	2.10	16,500	16,500
Deferred Tax Assets (Net)		—	—
Long-term loans and advances	2.11	1,690,394	1,474,420
		1,706,894	1,490,920
<u>CURRENT ASSETS</u>			
Current Investments		—	—
Inventories	2.12	68,662,931	65,819,222
Trade Receivables	2.13	18,152,178	5,484,028
Cash and cash equivalents	2.14	1,124,574	1,369,062
Short-term loans & advances	2.15	17,824,923	17,115,398
Other Current Assets		—	—
		105,764,607	89,787,709
Total Rs.		205,562,743	178,646,243

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

1 & 2

As per our report attached.

For SANGHVI SANGHVI & SANGHVI

Chartered Accountants

Firm Registration No. : 109138W

For and on behalf of the Board of Directors

(M. B. Sanghvi)

Partner

Membership No. 040835

(Hemant Ranawat)

Executive Director

(Bhavesh Shah)

Director

(Vinit Ranawat)

Director

MUMBAI

Dated : 30th May, 2016.

(Ankit Parekh)

Company Secretary

SHIVAGRICO IMPLEMENTS LIMITED

STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31-03-2016

	NOTES	AS AT 31- 03 - 2016 RUPEES	AS AT 31 - 03 - 2015 RUPEES
INCOME			
Revenue from operations	2.16	255,413,564	242,613,150
Other income	2.17	2,023,475	800,355
Total revenue		257,437,040	243,413,505
EXPENSES			
Cost of raw materials consumed	2.18	135,302,927	153,480,649
Purchases of traded goods		6,794,126	1,009,047
Employee benefit expenses	2.19	5,742,774	5,519,292
Change in inventories of finished goods, work-in-progress and stock in trade	2.20	4,991,268	(13,369,110)
Finance costs	2.21	8,020,478	7,198,436
Depreciation and amortization expense	2.8	11,971,608	10,226,467
Other expenses	2.22	84,124,252	78,623,796
Total expenses		256,947,433	242,688,577
PROFIT/(LOSS) BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX		489,606	724,928
Exceptional items		—	—
PROFIT/(LOSS) BEFORE EXTRA ORDINARY ITEMS AND TAX		489,606	724,928
Extraordinary Items		—	—
Profit / (Loss) Before Tax		489,606	724,928
Tax expenses			
Current tax expenses for current year		93,000	762,000
Less : MAT Credit		—	—
Current tax expenses relating to prior years		(624,000)	7,748
Net Current Tax Expenses		(531,000)	769,748
Defferred tax liability/ (asset)		1,519,694	(542,294)
PROFIT / (LOSS) FOR THE PERIOD		(499,088)	497,473
Earning per share of par value Rs.10/- each (Basic/diluted)		(0.10)	0.10

SIGNIFICANT ACCOUNTING POLICIES AND

NOTES ON ACCOUNTS

1 & 2

As per our report attached.

For SANGHVI SANGHVI & SANGHVI

Chartered Accountants

Firm Registration No. : 109138W

For and on behalf of the Board of Directors

(M. B. Sanghvi)

Partner

Membership No. 040835

(Hemant Ranawat)

Executive Director

(Bhavesh Shah)

Director

(Vinit Ranawat)

Director

MUMBAI

Dated : 30th May, 2016.

(Ankit Parekh)
Company Secretary

SHIVAGRICO IMPLEMENTS LIMITED

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

1 SIGNIFICANT ACCOUNTING POLICIES

a) Fixed assets

- (i) Leasehold Land is valued at cost.
- (ii) All other fixed assets are stated at cost of acquisition or construction less depreciation.

Capital work-in- Progress :

Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

b) Depreciation

- (i) Leasehold & Freehold land are not depreciated.
- (ii) Based on an Technical Valuation , the useful life of Rolls has been estimated as one year, which is different from that prescribed in Schedule II of The Companies Act, 2013.
- (iii) Depreciation on all other tangible fixed assets is provided on written down value method based on the useful lives of the respective assets in accordance with Schedule II to the Companies Act, 2013 and the guidelines issued by the Institute of Chartered Accountants of India. In respect of the assets, whose useful life have expired, scrap value at 5% of the respective gross value has been accounted for as carrying cost and the balance amount had been transferred to retained earnings (general reserve) in the Financial Year 2014-15. Extra shift depreciation wherever applicable are calculated on actual shift basis in respect of each mill/unit.

- (iv) Cost of computer software is amortised over a period of five years

c) Long Term Investments

Long Term Investments are carried at cost.

d) Inventories (At Lower of Cost or Market Value {FIFO})

Inventories are valued as under

- i. Raw Materials : At lower of cost or market value
- ii. Finished Goods : At lower of cost or market value
- iii. Semi Finished Goods : At lower of cost or market value
- iv. Stores & Spares : At cost
- v Other Consumables : At cost

e) Employee benefits

i. Short Term Employee Benefits

All employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits. The benefits like salaries, wages, short term compensated absences etc. and the expected cost of bonus, ex-gratia are recognized in the period in which the employee renders the related service.

ii. Post-employment Benefits

(i) Defined Contribution Plans : The Company's state governed provident fund scheme, employee state insurance scheme and employee pension scheme are defined contribution plans. The contribution paid / payable under the schemes is recognized during the period in which the employee renders the related service.

(ii) Defined Benefit Plans : The Employees Gratuity Fund Scheme managed by trust is the company's defined benefit plan. Wherever applicable, the present value of the obligation under such defined benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rate used for determining the present value of the obligation under defined benefit plan is based on the market yield on government securities of a maturity period equivalent to the weighted average maturity profile of the related obligations at the Balance Sheet date.

Actuarial gains and losses will be recognized immediately in the Profit and Loss Account.

In case of funded plans, the fair value of the plan assets is reduced from the gross obligation under the defined benefit plan to recognize the obligation on the net basis.

Gains or losses on the curtailment or settlement of any defined benefit plan are recognized when the curtailment or settlement occurs. Past service cost is recognized as expense on a straight-line basis over the average period until the benefits become vested.

SHIVAGRICO IMPLEMENTS LIMITED

f) Borrowing Cost

Borrowing cost that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use or sale. All other borrowing costs are charged to revenue.

g) Revenue Recognition

- (i) Revenue in respect of local sale of products is recognised at the point of despatch to customers.
- (ii) Revenue in respect of export sale is recognised on the date of bill of lading.
- (iii) Local sales comprise of sale value of goods, excise duty and is net of trade discounts and returns.
- (iv) Revenue in respect of conversion charges is recognised on accrual basis.

h) Provision for Taxation

- i. Current Tax: Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.
- ii. Deferred Tax: The differences that result between the profit offered for income tax and the profit as per the financial statements are identified and thereafter a deferred tax asset or deferred tax liability is recorded for timing differences, namely the differences that originate in one accounting period and reverse in another, based on the tax effect of the aggregate amount being considered. The tax effect is calculated on the accumulated timing differences at the end of an accounting period based on prevailing enacted regulations. Deferred tax assets are recognised only if there is reasonable certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

i) Foreign Exchange Transactions

Transactions relating to exports are translated into Indian Rupees at the rates prevailing at the time of negotiation of export documents by Bank. Foreign currency transactions and forward exchange contracts used to hedge fluctuations in currency are initially recognised at the spot rate on the date of the transaction /contract. Monetary assets and liabilities relating to foreign currency transactions and forward exchange contracts remaining unsettled at the end of the year are translated at year end rates . The difference in translation and realised gains and losses on foreign exchange transactions are recognised in the profit and loss account.

j) Impairment of Assets

Impairment is ascertained at each balance sheet date in respect of the Companies fixed assets. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount.

k) Provisions and Contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes.

2 NOTES ON ACCOUNTS

1 SHARE CAPITAL

(in rupees)

i. Particulars	As at	
	31st March,2016	31st March,2015
<u>Authorized</u>		
Equity shares, Rs.10/- par value		
6990000 (previous year 6990000) Equity Shares	69,900,000	69,900,000
9% Cumulative Redeemable preference shares, Rs.100 par value	100,000	100,000
1000 (previous year 1000) preference shares	70,000,000	70,000,000
<u>Issued, Subscribed and Paid-Up</u>		
Equity shares, Rs.10/- par value		
5013600 (previous year 5013600) Equity Shares	50,136,000	50,136,000
Less:Calls in Arrears	-	-
	50,136,000	50,136,000

SHIVAGRICO IMPLEMENTS LIMITED

ii. The company has only two classes of shares referred to as equity shares and cumulative redeemable preference shares having a par value of Rs.10/-. Each holder of equity shares is entitled to one vote per share.

iii. The details of shareholder holding more than 5% shares are as below :

Name of the shareholder	as at 31st March,2016		as at 31st March,2015	
	No. of shares	% held	No. of shares	% held
Vimalchand Mulchand Jain	835,000	16.65%	835,000	16.65%
SDD Agencies P Ltd	719,100	14.34%	719,100	14.34%
Vinit N Ranawat	528,500	10.54%	528,500	10.54%

iv. The reconciliation of the number of shares outstanding and the amount of share capital are as under:

Particulars	as at 31st March,2016		as at 31st March,2015	
	No. of shares	Amount	No. of shares	Amount
Number of shares at the beginning	5,013,600	5,013,600	5,013,600	5,013,600
Add: Shares issued during the year	-	-	-	-
	5,013,600	5,013,600	5,013,600	5,013,600
Number of shares at the end	5,013,600	5,013,600	5,013,600	5,013,600

v. Shares allotted and bought back within the period of preceding five years:-

Particulars	Year (Aggregate No. of Shares)				
	2015-16	2014-15	2013-14	2012-13	2011-12
Equity Shares:-					
Fully paid up pursuant to contract(s) without payment being received in cash	NIL	NIL	NIL	NIL	NIL
Fully paid up by way of bonus shares					
Shares bought back					

vi. Out of 50,13,600 shares, 40,30,000 shares are issued on conversion of debenture.

2 RESERVES AND SURPLUS

(in rupees)

Particulars	As at	
	31st March,2016	31st March,2015
<u>Capital Reserve</u>	1,500,000	1,500,000
<u>Securities Premium Account</u>	10,058,995	10,058,995
<u>Surplus- Profit & Loss account</u>		
Opening balance	16,025,278	15,661,503
Add: Net profit after tax trfd. from Statement of Profit and Loss	(499,088)	497,473
	<u>15,526,191</u>	<u>16,158,976</u>
Less: Additional Depreciation pursuant to enactment of Schedule II of the Companies Act, 2013 (Refer Note No. 8)	-	133,699
	<u>15,526,191</u>	<u>16,025,278</u>
Closing Balance	<u>27,085,186</u>	<u>27,584,273</u>

SHIVAGRICO IMPLEMENTS LIMITED

3 LONG-TERM BORROWINGS

(in rupees)

Particulars	As at	
	31st March,2016	31st March,2015
SECURED		
i. From Banks		
a. HDFC Bank Ltd Term Loan (91.00 Lacs) (Secured against Hypothecation by way of first and exclusive charge of present and future stock, book debts and plant & machinery and immovable property as collateral security at the interest of 10.25%)	6,084,018	—
b. S.B.B.J Term Loan A/c No 61201842264 (150 Lacs) (Secured against Hypothecation of all Machinery as collateral security at the rate of 12.60% p.a)		8,299,632
c. S.B.B.J (Creta Falna) 61291123275 (Secured against Hypothecation of Creta Car at the rate of 11% p.a) (Repayable in 60 monthly instalments of Rs.29,151/- including variable interest till 10/09/2020)	944,395	
d. S.B.B.J (Swift Mumbai) (Secured against Hypothecation of Maruti Swift Car at the rate of 10.75% p.a)	-	121,802
e. S.B.B.J (Hyndai i10) (Secured against Hypothecation of Hyndui i10 car at the rate of 10.75% p.a) (Repayable in 11 monthly instalments of Rs.17500/- plus variable interest till 01/02/2017)	—	166,474
f. S.B.B.J (Maruti Swift Falna) (Secured against Hypothecation of Swift Car at the rate of 8.75% p.a)		90,982
	<u>7,028,413</u>	<u>8,678,890</u>

Details of terms of repayment

Particulars	Maturity Profile				
	2016-17	2017-18	2018-19	2019-20	2020-21
S.B.B.J (Maruti Swift Falna)					
S.B.B.J (Maruti Swift Mumbai)	60196				
S.B.B.J (Hyndui i10)	144114				
HDFC Term Loan	2606800	2886914	3197104		
S.B.B.J (Creta) 23275	270000	270000	270000	270000	134395

4 DEFERRED TAX LIABILITY

Deferred Tax Liability	<u>3,006,187</u>	<u>1,486,493</u>
	<u>3,006,187</u>	<u>1,486,493</u>

SHIVAGRICO IMPLEMENTS LIMITED

5 SHORT-TERM BORROWINGS

(in rupees)

Particulars	As at	
	31st March,2016	31st March,2015
<u>SECURED</u>		
i. From Banks		
a S.B.B.J C.C. A/c No 61137958260 (Secured by hypothecation of stock of the Company at the rate of 12.5% p.a)	–	60,404,666
b S.B.B.J (S.L.C.) A/c No 61138045044 (Secured by hypothecation of stock of the Company at the rate of 12.5% p.a)	–	1,500,582
c S.B.B.J (E.P.C.) A/c No 61248609039 (Secured by hypothecation of stock of the Company at the rate of 12.5% p.a)		21,876
d HDFC BANK, FALNA 50200015967654 (Secured against Hypothecation by way of first and exclusive charge of present and future stock, book debts and plant & machinery and immovable property as collateral security at the interest of 10.25%)	73,259,086	–
<u>UNSECURED</u>		
i. From Directors	15,435,274	6,950,000
	88,694,360	68,877,124

6 TRADE PAYABLES

(in rupees)

Particulars	As at	
	31st March,2016	31st March,2015
Sundry creditors for goods and job work	3,657,929	6,760,823
	3,657,929	6,760,823

7 OTHER CURRENT LIABILITIES

(in rupees)

Particulars	As at	
	31st March,2016	31st March,2015
i <u>Current Maturities of Long Term Debt</u>		
a. S.B.B.J Term Loan A/c No. 2264 (150 Lacs) (Secured against Hypothecation of all Machinery as collateral security at rate of interest of 12.75%)	–	3,000,000
b. SBBJ (Maruti Swift) (Secured against Hypothecation of Maruti Swift Car at the rate of 10.75% p.a) (Repayable in 5 monthly instalments of Rs.14,800/- till 31/08/2016)	60,196	115,008
c. HDFC Bank Ltd Term Loan (91.00 Lacs) (Secured against Hypothecation by way of first and exclusive charge of present and future stock, book debts and plant & machinery and immovable property as collateral security at the interest of 10.25%)	2,606,800	
c. S.B.B.J (Creta Falna) (Secured against Hypothecation of CretaCar at the rate of 8.75% p.a)	270,000	
d. S.B.B.J (Hyndui i10) (Secured against Hypothecation of Hyndui i10 car at the rate of 10.75% p.a) (Repayable in 11 monthly instalments of Rs.17500/- plus variable interest till 01/02/2017)	144,114	173,400
e. S.B.B.J Term Loan A/c No 61097808158 (100 Lacs) (Secured against Hypothecation of all fixed assets and current assets as collateral security at the rate of 14% p.a.) (Repayable in 54 instalments of Rs.1.79 lakhs plus variable interest till 31/05/2015)	–	319,098

SHIVAGRICO IMPLEMENTS LIMITED

e.	SBBJ (Falna Swift) (Secured against Hypothecation of all fixed assets and current assets as collateral security at the rate of 14% p.a) (Repayable in 54 instalments of Rs.1.79 lakhs plus variable interest till 31/05/2015)	-	208,476
ii	Interest Accrued but not due	59,387	-
iii	<u>Other Payables</u>		
	Statutory remittances (Contributions to PF and ESIC, Withholding Taxes, Excise Duty, VAT, Service Tax, etc.)	221,720	1,828,476
	Payables on purchase of fixed assets	8,176,984	-
	For other liabilities	6,443,358	3,130,703
	SBBJ Bank (cheques overdrawn)	0	324,233.34
	Advances received from customers	7,972,110	6,023,247
		<u>25,954,668</u>	<u>15,122,641</u>

8 FIXED ASSETS

Particulars	Gross Block			Depreciation				Net Block			
	As on 01/04/2015	Addition	Deletion	As on 31/03/2016	As on 01/04/2015	For the year	Deduction	As on 31/03/2016	Transfer to reserve	As on 31/03/2016	As on 31/03/2015
a) Tangible Assets:-											
Land	2229942	-	-	2229942	-	-	-	-	-	2,229,942	2,229,942
Freehold Land	158840	-	-	158840	-	-	-	-	-	158,840	158,840
Buildings	45323753	-	-	45323753	17335256	2433171	-	19,768,427	-	25,555,326	27,988,497
Plant & Machinery	119073790	10971181	-	130044971	72020315	8599850	-	80,756,781	-	49,288,191	46,916,860
Office Equipments	2673452	-	-	2673452	2317361	128725	-	2,496,017	-	177,435	306,160
Furniture & Fixtures	1498035	-	-	1498035	1323789	47115	-	1,374,916	-	123,119	170,234
Vehicles	5614285	1588354	1141190	6061448	3709542	752281	739,151	3,722,672	-	2,338,776	1,904,742
b) Intangible Assets:-											
Computer Software	70114	-	-	70114	22225	10466	-	35,619	-	34,495	44,961
Total	176642211	12559535	1141190	188060556	96728488	11971608	739,151.00	108154432	-	79,906,124	79,720,236
Previous Year	155920401	20721809	-	176642210	86502021	10226467	1478302	96728488	193,486	79,720,236	69,418,381

9 Capital Work-In-Progress

(in rupees)

Particulars	As at	
	31st March, 2016	31st March, 2015
Capital Work - in - Progress	18,185,119	7,647,378
	<u>18,185,119</u>	<u>7,647,378</u>

10 NON-CURRENT INVESTMENTS

(in rupees)

Particulars	As at	
	31st March, 2016	31st March, 2015
-		
<u>Other Investments:-</u>		
Unquoted fully paid-up shares in Falna Udyog Mandal Ltd, [Aggregate Value of unquoted investments above Rs. 16500, (previous year Rs. 16500)]	16,500	16,500
	<u>16,500</u>	<u>16,500</u>

11 LONG TERM LOANS AND ADVANCES

(in rupees)

Particulars	As at	
	31st March, 2016	31st March, 2015
i Security Deposits (Unsecured considered good)		-
(a) With Public Bodies	1,641,794	1,425,820
(b) With Others	48,600	48,600
	<u>1,690,394</u>	<u>1,474,420</u>

SHIVAGRICO IMPLEMENTS LIMITED

12 INVENTORIES

(in rupees)

Particulars	As at	
	31st March,2016	31st March,2015
Stores and spares	7,961,591	6,259,629
Finished Goods	24,836,312	24,830,818
Work in Progress	18,251,352	23,609,175
Stock-in-trade	383,369	20,502
Raw materials	14,061,612	8,345,440
Other consumables	3,168,695	2,753,658
	68,662,931	65,819,222

13 TRADE RECEIVABLES

(in rupees)

Particulars	As at	
	31st March,2016	31st March,2015
<u>Debts outstanding for a period exceeding six months</u>		
Unsecured (considered good)	43,210	79,516
	43,210	79,516
<u>Other debts</u>		
Unsecured (considered good)	18,108,968	5,404,512
	18,108,968	5,404,512
	18,152,178	5,484,028

14 CASH AND CASH EQUIVALENTS

(in rupees)

Particulars	As at	
	31st March,2016	31st March,2015
i. Cash on hand	58,045	486,393
ii. <u>Balances with banks</u>		
a) <u>In fixed deposits (Maturity period for more than 12 months)</u>	505,400	706,142
d) In current accounts	561,129	176,526
	1,124,574	1,369,061

15 SHORT-TERM LOANS AND ADVANCES

(in rupees)

Particulars	As at	
	31st March,2016	31st March,2015
Loans & Advances to Employees	205,403	176,091
(Unsecured, considered good)		
Prepaid Expenses (Unsecured considered good)	628,461	613,683
<u>Unsecured, considered good</u>		
<u>Deposits (Unsecured considered good)</u>		
a With public bodies	–	58,000
b With Others	–	–
	–	58,000
Others		
a Advance payment against taxes including T.D.S.	1,740,943	1,028,605
b Advance payment to Suppliers	148,376	37,470
<u>Advances recoverable in cash or in kind or for value to be received</u>		
In which directors are interested	–	–
Others	15,101,740	15,201,548
	17,824,923	17,115,398

SHIVAGRICO IMPLEMENTS LIMITED

16 INCOME FROM OPERATIONS

(in rupees)

Particulars	As at	
	31st March,2016	31st March,2015
i Sale Of Product	233,309,026	217,192,909
ii Income From Services, Conversion And Job Work	33,141,633	36,451,118
Less: Excise duty paid on sale	(11,037,095)	(11,030,877)
	<u>255,413,564</u>	<u>242,613,150</u>

17 OTHER INCOME

(in rupees)

Particulars	As at	
	31st March,2016	31st March,2015
Foreign exchange difference	30,890	31,351
<u>Other non-operating income</u>		
Duty Draw Back Account	1,317,058	209,499
Interest Income	279,195	136,621
Rent	-	45,000
Profit on Sale of fixed Assets	148,961	-
Export Incentives	229,506	356,000
Other Income	17,865	21,884
	<u>2,023,475</u>	<u>800,355</u>

18 COST OF RAW MATERIALS CONSUMED

(in rupees)

Particulars	As at	
	31st March,2016	31st March,2015
Opening stock	8,345,440	5,060,460
Add : Purchases during the year	<u>141,019,099</u>	<u>156,765,629</u>
	149,364,539	161,826,089
Less : Closing stock	<u>14,061,612</u>	<u>8,345,440</u>
	<u>135,302,927</u>	<u>153,480,649</u>

19 EMPLOYEE BENEFIT EXPENSES

(in rupees)

Particulars	As at	
	31st March,2016	31st March,2015
<u>Employee benefit expenses</u>		
Salaries and bonus and allowance	4,825,158	4,400,394
Contribution to provident and other funds	555,450	531,162
Staff welfare	251,227	242,507
Retirement Benefits	110,939	345,229
	<u>5,742,774</u>	<u>5,519,292</u>

20 CHANGE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK IN TRADE

(in rupees)

Particulars	As at	
	31st March,2016	31st March,2015
<u>Change in inventories of finished goods, work-in-progress and stock in trade</u>		
i. <u>Opening Stock</u>		
Stock-in-trade	20,502	9,280
Finished goods	24,830,818	19,387,988
Work-in-progress	23,609,175	15,243,329
Less : Excise Duty on Opening Stock	<u>(1,610,352)</u>	<u>(1,159,564)</u>
	<u>46850143</u>	<u>33,481,033</u>

SHIVAGRICO IMPLEMENTS LIMITED

ii. Closing stock

Stock-in-trade (in respect of goods acquired for trading)	383,369	20,502
Finished goods	24,836,312	24,830,818
Work-in-progress	18,251,352	23,609,175
Less : Excise Duty on Closing Stock	(1,612,158)	1,610,352
	<u>41,858,875</u>	<u>46,850,143</u>
Change in inventories (i - ii)	<u>4,991,268</u>	<u>(13,369,110)</u>

21 FINANCE COSTS

Particulars	As at	
	31st March,2016	31st March,2015
i. Interest expense	7,406,272	7,198,436
ii. <u>Other borrowing cost</u>		
Loan processing charges	614,206	369,030
	<u>8,020,478</u>	<u>7,567,466</u>

22 OTHER EXPENSES

Particulars	As at	
	31st March,2016	31st March,2015
<u>Other expenses</u>		
i. Consumption of stores and spare parts	3,603,512	6,104,522
ii. Excise Duty Expenses	9,493,597	5,340,319
iii. Contract Labour charges	28,771,592	25,410,678
iv. Job work charges	2,079,575	3,371,007
v. Power	12,057,544	10,422,988
vi. Steam Coal Consumed	10,435,044	13,028,959
vii. Repairs to buildings	192,707	20,596
viii. Repairs to machinery	1,589,707	650,643
xi Repairs others	458,595	418,894
xi Insurance	290,009	254,121
xii Water	99,907	84,568
xiii Communication	364,402	367,606
xiv Travelling & Conveyance	1,323,265	886,392
xv Printing & Stationery	196,564	173,442
xvi Legal & Professional	621,390	496,271
xvii Rates and taxes	482,943	486,893
xviii <u>Payment to auditors (net of service tax input credit, where applicable)</u>		
Statutory audit fees	345,000	310,000
Tax audit fees	130,000	130,000
Service tax	—	54,384
<u>Other services</u>		
Professional fees	—	74,720
xix Packing materials consumed	1,308,505	1,306,258
xx Transport and handling charges	6,792,671	5,632,262
xxi Miscellaneous expenses	3,487,723	3,525,616
	<u>84,124,252</u>	<u>78,254,766</u>

23 BORROWING COST CAPITALISED

Particulars	As at	
	31st March,2016	31st March,2015
Interest	1,538,023	1,642,732
	<u>1,538,023</u>	<u>1,642,732</u>

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24 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

(in rupees)

Particulars	As at	
	31st March,2016	31st March,2015
Claims of Excise Duty not acknowledged by the company (matters under Appeal with Rajasthan High Court Jodhpur against Tribunal Order)	3,626,539	3,626,539
Claims of Excise Duty not acknowledged by the company (matters with Joint Commissioner of Central Excise, Jaipur -II)	1,161,633	1,161,633
Claims of Excise Duty not acknowledged by the company (matters with CESTAT, New Delhi)	109,378	109,378
	4,897,550	4,897,550

25 IMPORTS (VALUED ON THE COST, INSURANCE AND FREIGHT BASIS)

(in rupees)

Particulars	As at	
	31st March,2016	31st March,2015
Raw material	-	-

26 EXPENDITURE/EARNINGS IN FOREIGN CURRENCY

(in rupees)

Particulars	As at	
	31st March,2016	31st March,2016
<u>Expenditure</u>		
Overseas travel expenses	170,661	132,255
<u>Earnings</u>		
Exports (FOB)	17,388,907	11,110,660

27 EARNING PER SHARE

(in rupees)

Particulars	As at	
	31st March,2016	31st March,2015
Profit available to shareholders	(499,088)	497,473
<u>Number of shares considered as weighted average</u>		
Number of shares at the beginning of the year	5,013,600	5,013,600
Weighted average number of equity shares	5,013,600	5,013,600
Basic / diluted earning per share	(0.10)	0.10

28 AMOUNT DUE TO SSI UNITS

There are no dues payable to small scale industrial undertaking and included under sundry creditors.

29 AMOUNT UNPAID TO MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006

There are no dues to Micro and Small Enterprises as at 31st March, 2016. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

SHIVAGRICO IMPLEMENTS LIMITED

30. RELATED PARTY TRANSACTIONS

List of related parties/ relatives

Sr.	Name of related party	Relationship
1	Shri Hemant V Ranawat	Key Management Personnel
2	Shri Vimalchand M Jain	Key Management Personnel
3	Shri Vinit Ranawat	Relative of Key Management Personnel
4	Smt Bharti Kothari	Relative of Key Management Personnel
5	Smt. Mohini V. Jain	Relative of Key Management Personnel
6	Mokalsar Stones Pvt Ltd	Others
7	Sanghvi Dhanrupji Devaji & Co Money Changers Pvt. Ltd	Others

Transactions with related parties/ relatives

i. Expenditure

(in rupees)

Name of person	Nature of transactions	As at	
		31st March,2016	31st March,2015
Shri Vimalchand M jain (Prop. of mokal Granites)	Weighing Charges	86,330	88,900
Smt Bharti Kothari	Salaries	240,000	240,000
Sanghvi Dhanrupji Devaji Money Changers Pvt Ltd	Foreign Exchange Purchase	170,661	132,255
Mokalsar Stone P. Ltd.	Electrical Repairs & Maintainence	82,950	–

ii. Loans & Advances :

(in rupees)

Name of person	Opening	Debit	Credit	Closing
	Cr/ (Dr)			Cr/ (Dr)
Shri Hemant V Ranawat	1,350,000	14,726	200,000	1,535,274
Shri Vimalchand M Jain	5,600,000	7,750,000	16,050,000	13,900,000

31. SEGMENT REPORTING

The Company deals in Rolling and Forging of agricultural implements. All products made by the company essentially emanate from Rolling & Forging division and therefore it is reported as an independent business in domestic and overseas market. The Company operates its business in domestic market only. As per General Clarification -11 on segment reporting issued by The Institute of Chartered Accountants of India, there is no reportable segment as defined in Accounting Standard -17.

32.

- a) Stores consumed (including obsolete spares written off) exclude cost of wages and salaries and other expenses for the stores items manufactured departmentally and the same are charged to wages and salaries and other revenue accounts. Stock of Stores does not include any departmentally manufactured items; hence no impact on the profit of the year.
- b) Repairs to Building and Repairs to Machinery carried on departmentally exclude the cost of wages & salaries and other expenses which are charged to wages and salaries and other revenue accounts.
- c) i) Sundry Creditors include Rs. NIL due to small Scale Industrial undertaking (Previous Year Rs. NIL)
 ii) There are no Small Scale Undertakings to whom the company owes amounts exceeding Rs. 1 Lacs outstanding for more then 30 days.
 iii) The above information has been complied in respect of parties to the extent to which they could be identified as small-scale undertaking on the basis of information available with the company

SHIVAGRICO IMPLEMENTS LIMITED

33) The value of consumption of directly imported and indigenous raw materials and percentage

	Current Year		Previous year	
	Value Rupees	Percentage	Value Rupees	Percentage
(a) Directly Imported	0	0.00%	0	0.00%
(b) Indigenously obtained	135302927	100.00%	153480649	100.00%
	135302927	100.00%	153480649	100.00%

34) Deferred Tax Assets / Liability

As per the requirement of the accounting Standard 22 on "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India the deferred tax asset recognised during the year is Rs. -1519694/- (Previous Year Rs.602081/-).

The year end position of Deferred Tax Liability is given below:

	As at 31.03.2016 [Rs.]	As at 31.03.2015 [Rs.]
<u>Deferred Tax Liability / (Asset)</u>		
<u>On Depreciation</u>		
As per last Balance Sheet	1,486,493	2,088,574
Deferred Tax Liability / (Asset) on account of Depreciation	1,519,694	(602,081)
	3,006,187	1,486,493
<u>Deferred Tax Asset on :</u>		
Employee Benefits (current year)	-	-
Deferred Tax Asset on account of Depreciation	-	-
	3,006,187	1,486,493
Deferred Tax Liability on reversal of expenses disallowed in earlier year u/s. 40(a)(ia)	-	-
Deferred Tax Liability on reversal of expenses disallowed in earlier year u/s. 43B	-	-
	3,006,187	1,486,493
<u>Deferred Tax Liability / (Assets) on account of</u>		
Expenses disallowed U/s. 40(a)(ia)	-	-
Expenses disallowed u/s. 43B	-	-
Others	-	-
Net Deferred Tax Liability / (Asset)	3,006,187	1,486,493

35) Disclosure pursuant to Accounting Standard (AS) 15 (Revised) "Employee Benefits"

- (a) The Company has adopted Accounting Standard (AS) 15 (revised 2005) on Employee Benefits on 1st April, 2005.
- (b) The Company operates the following unfunded defined benefit plans :
 - (i) Post retirement gratuity (Refer Note No. 1(f) of Notes to Accounts for accounting policies adopted)
- (c) The actuarial valuation of the present value of the defined benefit obligation has been carried out as at 31st March, 2016. The following tables set out the amounts recognised in the financial statements as at 31st March, 2016 for the above mentioned defined benefit plans.

SHIVAGRICO IMPLEMENTS LIMITED

Description	As at 31/03/2016 (Rs.)	As at 31/03/2015 (Rs.)
1 Change in present value of obligation		
a. Present Value of Obligation as at the beginning of the year	3,221,760	2,931,186
b. Current Service Cost	188,981	138,844
c. Interest Cost	257,741	234,495
d. Actuarial (Gain) / Loss	(81,405)	572,371
e. Benefits paid	(456,387)	(655,136)
f. Present Value of Obligation as at the end of the year	3,130,690	3,221,760
2 Changes in the fair value of plan assets		
a. Fair Value of Plan Assets at the beginning of the year	3,351,145	3,328,234
b. Expected Return on Plan Assets	254,378	601,472
c. Contributions	-	76,576
d. Benefits Paid	(456,387)	(655,136)
e. Actuarial Gain / (Loss) on Plan Assets	-	-
f. Fair Value of Plan Assets at the end of the year	3,149,136	3,351,146
3 Fair Value of Plan Assets		
a. Fair Value of Plan Assets at the beginning of the year	3,351,145	3,328,234
b. Actual return on plan assets	254,378	601,472
c. Contributions	-	76,576
d. Benefits Paid	(456,387)	(655,136)
e. Fair Value of Plan Assets as at the end of the year	3,149,136	3,351,146
f. Funded Status	18,446	129,386
g. Excess of actual over estimated return on plan assets	-	-
4 Actuarial Gain / Loss recognized		
a. Actuarial (gain) / loss for the year - Obligation	(81,405)	572,371
b. Actuarial (gain) / loss for the year - Plan Assets	-	-
c. Total (gain) / loss for the year	(81,405)	572,371
d. Actuarial (gain) / loss recognized in the year	(81,405)	572,371
e. Unrecognized actuarial (gains) / losses at the end of year	-	-
5 The amount recognized in balance sheet		
a. Present Value of Obligation as at the end of the year	3,130,690	3,221,760
b. Fair Value of Plan Assets as at the end of the year	3,149,136	3,351,146
c. Funded Status	18,446	129,386
d. Unrecognized Actuarial (gains) / losses	-	-
e. Net Asset / (Liability) recognized in Balance Sheet	18,446	129,386
6 Expense recognized in statement of Profit & Loss Account		
a. Current Service Cost	188,981	138,844
b. Interest Cost	257,741	234,495
c. Expected Return on Plan Assets	(254,378)	(601,472)
d. Actuarial (Gain) / Loss	(81,405)	572,371
e. Expense recognized during the year	110,938	344,238

7 Actuarial Assumptions used for valuation of the present value of the Defined

Benefit Obligations of various benefits are as under :

Retirement Age	60 Years
Future Salary Rise	8.00 % per annum
Rate of Discounting	8.00 % per annum
Mortality Table	LIC (1994-96) Ultimate

SHIVAGRICO IMPLEMENTS LIMITED

- * Discounting rate is based on the Prevailing market yields of Indian Government Securities as at the Balance Sheet date for the estimated term of the obligation.
- * The estimates of future salary increases, considered in actuarial valuation, take account of the inflation, seniority, promotion and other relevant factors.

36) The previous period figures have been regrouped/reclassified, wherever necessary to conform to the current period presentation.

As per our report attached.

For SANGHVI SANGHVI & SANGHVI

Chartered Accountants

Firm Registration No. : 109138W

(M. B. Sanghvi)

Partner

Membership No. 040835

MUMBAI

Dated : 30th May, 2016.

For and on behalf of the Board of Directors

(Hemant Ranawat)

Executive Director

(Bhavesh Shah)

Director

(Vinit Ranawat)

Director

(Ankit Parekh)

Company Secretary

SHIVAGRICO IMPLEMENTS LIMITED

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

Particulars	2015-16 Rupees	2014-15 Rupees
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before tax and Extraordinary items	489,606	724,928
Adjustments for		
Depreciation	11,971,608	10,226,467
(Interest Income)	(2791945)	(136621)
Interest on Borrowings	8,020,478	7,567,466
(Profit) / Loss on sale of fixed assets	-	-
(Profit) / Loss on sale of fixed assets	(148961)	-
	<u>19,563,931</u>	<u>17,657,312</u>
Operating Profit/(Loss) before working capital changes	20,053,537	18,382,240
Adjustments for		
Inventories (Increase)/Decrease	(2843709)	(16042988)
Trade Receivable (Increase)/Decrease	(12,668,150)	2,709,977
Others Recoverable (Increase)/Decrease	(925,499)	(3,173,747)
Sundry Creditors Increase/(Decrease)	(3,102,893)	1,812,008
Other Liabilities Increase/(Decrease)	12,351,722	1,186,855
	<u>(7,188,530)</u>	<u>(13,507,895)</u>
Cash Generated from operations	12,865,007	4,874,344
Taxes	988,694	227454
Prior Period Adjustments		-
NET CASH FROM OPERATING ACTIVITIES - A -	<u>11,876,313</u>	<u>4646890</u>
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Fixed Assets	(23097276)	(8694101)
Interest Received	279195	(136621)
Sale of Fixed Assets	551000	-
NET CASH IN INVESTING ACTIVITIES - B -	<u>(22267081)</u>	<u>(8557480)</u>

SHIVAGRICO IMPLEMENTS LIMITED

	As at 31/03/2016 Rupees	As at 31/03/2015 Rupees
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Borrowings (Net)	18166759	11896740
Calls in Arrears Received	0	0
Securities Premium Amount Received	0	0
Interest paid	(8020478)	(7567466)
NET CASH FROM FINANCING ACTIVITIES - C -	10146281	4,329,274
Particulars	2015-16 Rupee	2014-15 Rupee
NET INCREASE /(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	244,487	418,683
Cash and cash equivalents as at 1st April 2015	1369061	950378
Cash and cash equivalents as at 31st March 2016	1124574	1369061
	-	-

- Note :**
- Figures in brackets represent out flows.
 - Previous Year figures have been regrouped wherever necessary.

For SANGHVI SANGHVI & SANGHVI
Chartered Accountants
Firm Registration No. : 109138W

(M. B. Sanghvi)
Partner
Membership No. 040835

For and on behalf of the Board of Directors

(Hemant Ranawat)
Executive Director

(Bhavesh Shah)
Director

(Vinit Ranawat)
Director

MUMBAI
Dated : 30th May, 2016.

(Ankit Parekh)
Company Secretary

SHIVAGRICO IMPLEMENTS LIMITED

To,
The Board of Directors,
Shivagrigo Implements Ltd,
MUMBAI - 400 007.

We have examined the attached Cash Flow Statement of SHIVAGRICO IMPLEMENTS LIMITED for the year ended 31st March, 2016. The statement has been prepared by the company in accordance with the requirement of clause 32 of listing agreement with the Stock Exchange and is based on and in agreement with the corresponding Profit and Loss Account and Balance Sheet of the Company covered by our report dated 30th May, 2016 to the members of the Company.

For SANGHVI SANGHVI & SANGHVI
Chartered Accountants

Firm Registration No. : 109138W

PLACE : MUMBAI
DATED : 30th May, 2016

M. B. Sanghvi
Partner
Membership No. : 040835

SHIVAGRICO IMPLEMENTS LIMITED

CIN: L28910MH1979PLC021212

Registered Office: A-1 Ground Floor, Adinath Apartment, 281, Tardeo Road, Mumbai- 400007

Attendance Slip

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional slip at the venue of the meeting

DP Id*
Client Id*

Folio No.
No. of Shares

NAME AND ADDRESS OF THE SHAREHOLDER :

I hereby record my presence at the Thirty Seventh Annual General Meeting of the Company held on Friday, the 30th September, 2016 at 11.00 a.m. at P-4, Party Hall, 4th Floor, The Magestic, Anna Saheb Patil Marg, Khed Gully X Lane, Mumbai- 400025.

1. Only Member/Proxyholder can attend the Meeting.
2. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.

Signature of Shareholder / Proxy

(*) Applicable only in case of investors holding shares in Electronic Form.

SHIVAGRICO IMPLEMENTS LIMITED

CIN: L28910MH1979PLC021212

Registered office: A-1 Ground Floor, Adinath Apartment, 281, Tardeo Road, Mumbai- 400007

Proxy Form

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s): Registered address		e-mail id: Folio No./*Client Id: *DP Id:	
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I/We, being the member(s) holding _____ shares of Shivagrico Implements Limited, hereby appoint:

- 1) _____ of _____ having e-mail id _____ or failing him
2) _____ of _____ having e-mail id _____ or failing him
3) _____ of _____ having e-mail id _____ or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty Seventh Annual General Meeting of the Company to be held on Friday, the 30th September, 2016 at 11.00 a.m. at P-4, Party Hall, 4th Floor, The Magestic, Anna Saheb Patil Marg, Khed Gully X Lane, Mumbai- 400025 and at any adjournment thereof in respect of such resolutions as are indicated below:

**I wish my above proxy to vote in the manner as indicated in the box below :

Item No.	Resolutions	Type of Resolution	For	Against
1.	Consider and adopt a) Audited Financial Statements of the Company as at 31 st March, 2016 and the Reports of the Board of Directors and Auditors thereon	Ordinary		
2.	Re-appointment of Mr. Vimalchand Jain who retires by rotation	Ordinary		
3.	To ratify the appointment of M/s. Sanghvi Sanghvi & Sanghvi as Auditors of the Company for the Financial Year 2016-17 and to fix their remuneration	Ordinary		
4.	Ratification of Remuneration payable to M/s. Chittora & Co., Cost Auditors of the Company for the financial year 2016-17	Ordinary		

Signed this _____ day of _____ 2016

Signature of Shareholder

Affix Revenue Stamp

Signature of first Proxy holder

Signature of Second Proxy Holder

Signature of third Proxy Holder

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company not less than 48 hours before the commencement of the Meeting.
- (2) A proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting results. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- ** (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

SHIVAGRICO IMPLEMENTS LIMITED

Route Map to AGM Hall, The Majestic

