SHIVAGRICO IMPLEMENTS LIMITED

39TH ANNUAL REPORT

2017-2018

SHIVAGRICO IMPLEMENTS LIMITED

BOARD OF DIRECTORS

Shri Vimalchand M. Jain	Chairman
Shri Hemant Ranawat	Executive Director
Shri Vinit Ranawat	Executive Director (Resigned.w.e.f.27-3-2018)
Shri Bhavesh Shah	Independent Non Executive Director
Br. Karan Singh Chauhan	Independent Non Executive Director (upto 14-09-2017)
Mrs. Manju Singhvi	Independent Non Executive Director
Mr. Suresh Chandra Agarwal	Independent Non Executive Director (w.e.f.29-09-2017)

AUDITORS

Ambavat Jain & Associates LLP

Chartered Accountants

5B Ground Floor, Onlooker Building,

14, Sir P.M. Road,

Fort, Mumbai - 400 001

Registrar and Share Transfer Agents:

Big Share Services Pvt. Ltd.

1st Floor, Bharat Tin Work Building,

Opp. Vasant Oasis, Next to Keys Hotel,

Marol Makwana Road, Andheri (E), Mumbai- 400 059

Tel.No.: 022-62638200

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@shivagrico.com

Website :- : www.shivagrico.com

NOTICE

NOTICE is hereby given that the **THIRTY NINETH ANNUAL GENERAL MEETING** of the members of SHIVAGRICO IMPLEMENTS LIMITED will be held on Saturday, the 29th day of September, 2018 at 11.00 a.m. at P-4, Party Hall, 4th Floor, The Majestic, Anna Saheb Patil Marg, Khed Gully X Lane, Mumbai-400025 to transact the following businesses:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 including the audited Balance Sheet as at 31st March, 2018 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. Hemant Ranawat (DIN: 00194870) who retires by rotation and being eligible offers himself for re-appointment.
3. To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions if any of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, 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, M/s. Ambavat Jain & Associates LLP Chartered Accountants (Firm Registration No. 109681W) be and is hereby appointed as the Statutory Auditors of the company, to hold office for a period of four years from the conclusion of the 39th Annual General Meeting (AGM) of the Company until the conclusion of the 43rd Annual General Meeting of the company to be held in year 2022, to examine and audit of the accounts of the company, at such remuneration, as may be mutually agreed between the Board of directors of the company and the statutory Auditors of the Company."

SPECIAL BUSINESS

4. **Appointment of Mr. Suresh Chandra Agarwal as an Independent Director of the Company**

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

   "RESOLVED THAT pursuant to the provisions of Section 161 and other applicable provisions (including any modification(s) or re-enactment thereof), if any, of the Companies Act, 2013, Mr. Suresh Chandra Agarwal[DIN:07939321], who was appointed as an Additional Director in the meeting of the Board of Directors held on 29thSeptember, 2017 and whose term expires at the ensuing Annual General Meeting of the Company and for the appointment of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 proposing his candidature for the office of the Director be and is hereby appointed as a Director of the Company".

   "RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 27(2) SEBI (LODR) Regulations 2015, Mr. Suresh Chandra Agarwal [DIN:07939321]be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five years i.e. upto 13thSeptember, 2022.

   "RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all the acts, deeds and things which are necessary to give effect to the above said resolution."

For Shivagrico Implements Limited
Sd/-
Vimalchand Jain
Chairman
DIN: 00194574

Mumbai, 14th August, 2018
Registered Office
A-1, Adinath Apartments,
281, Tardeo Road,
Mumbai- 400 007.

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

NOTES:

1. The relative Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts in respect of the Business under items No. 4 to be transacted 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 25th September, 2018 to 29th September, 2018 (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 there under, electronic copy of the Notice of the 39th 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 Participants(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 39th 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 39th Annual General Meeting and the Annual Report will also be available on the Company's website www.shivagrico.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 up to 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 39th 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.

SHIVAGRICO IMPLEMENTS LIMITED

The instructions for shareholders voting electronically are as under:

a) The remote e-voting period commences on Tuesday the 25th September, 2018 (9:00 am) and ends on Friday the 28th September, 2018 (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 22nd September, 2018 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.

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 22nd September, 2018.

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.shivagrico.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. 13This Notice has been updated with the instructions for voting through electronic means as per the Amended Rules 2015.
14. 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.
15. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of AGM i.e. 29th September, 2018.

SHIVAGRICO IMPLEMENTS LIMITED

ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT

AS REQUIRED BY SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

The following Explanatory Statement sets out the material facts relating to the business under item No.4 of the accompanying notice dated 14th August, 2018

Item No. 4

Pursuant to the provisions of Section 161 of the Companies Act, 2013 the Board of Directors of the Company, at its meeting held on 14thSeptember, 2017 has appointed Mr. Suresh Chandra Agarwal, as an Additional Director of the Company.

In terms of provision of Section 161 of the Companies Act, 2013, Mr. Suresh Chandra Agarwal would hold office up to the date of the Annual General Meeting held on 29th September, 2017.

Therefore the Board of Directors of the company at their meeting held on 29th September, 2017 has again appointed him as an additional director of the company pursuant to the provisions of Section 161 of the Companies Act, 2013.

In terms of provision of Section 161 of the Companies Act, 2013, Mr. Suresh Chandra Agarwal would hold office up to the date of the Annual General Meeting and is eligible to be appointed as a Director of the company.

Mr. Suresh Chandra Agarwal is an eminent Professional and brings rich and varied experience to the Board.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his guidance and expertise. Accordingly, the Board recommends the resolution for appointment of Mr. Suresh Chandra Agarwal as a Director, for the approval of the shareholders of the Company.

Mr. Suresh Chandra Agarwal does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

The Company has received a notice in writing from a member proposing Mr. Suresh Chandra Agarwal as a candidate for the office of the Director of the Company under the provisions of Section 160 (1) of the Companies Act, 2013. The Company has received consent from Mr. Suresh Chandra Agarwal to act as Director of the Company along with a declaration to the effect that he meets the criteria of independence as provided in Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation27(2) SEBI (LODR) Regulations 2015and an intimation to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013.

None of the Directors except Mr. Suresh Chandra Agarwal, Director, Key Managerial Personnel of the Company and/ or their relatives may be deemed to be concerned or interested in the proposed resolutions.

The Board recommends passing of the resolution as set out at item no.4 of the Notice.

For Shivagrico Implements Limited
Sd/-
Vimalchand Jain
Chairman
DIN: 00194574

Mumbai, 14th August, 2018
Registered Office
A-1, Adinath Apartments,
281, Tardeo Road,
Mumbai- 400 007.

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

SHIVAGRICO IMPLEMENTS LIMITED

ANNEXURE TO THE NOTICE:

Disclosure pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of Director	**Mr. Hemant Ranawat**	**Mr. Suresh Chandra** Agarwal
Date of Birth	24/08/1976	01/07/1957
Date of Appointment	28/09/2001	29/09/2017
Qualification	Graduate	B.Com, Doctorate
Expertise in specific functional areas	Business	Management
*Directorship in Indian other Public Limited Companies as on 31.3.2018.	1	NIL
Chairman / Member of the committee of other companies	NIL	NIL
No of shares held in the Company as on 31.3.2018	132100	NIL

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 Ninth Annual Report of the Company along with the Audited Statement of Accounts for the year ended 31st March, 2018.

1. **FINANCIAL RESULTS:**

	(Rupees in Lakhs)	
Particulars	**31-03-2018**	**31-03-2017**
Total Income	2235.85	2546.45
Profit before Depreciation, Interest & Tax	103.69	196.31
Depreciation	97.07	129.71
Interest	56.93	60.64
Profit (Loss) before Tax	**(50.31)**	**5.96**
Provision for Tax-[Net]	(19.10)	1.86
Profit (loss) after Tax	**(31.21)**	**4.10**

2. **PERFORMANCE & RESULTS:**

The Total turnover of the company during the year under review was Rs.2235.85Lakhs as compared to Rs. 2546.45 lakhs in the year 2016-2017. The Company has incurred a net loss after tax of Rs. 31.21 lakhs as compared to net profit after tax of Rs. 4.10 Lakhs earned in the corresponding previous year.

3. **OPERATIONS AND FUTURE PLANS:**

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

(a) **EXPORT :**

Although the export had been affected in the previous year, but looking at the current scenario and increased presence in the global market which is resulting an increase in demand in the exports in Srilanka, Nepal, USA and South African markets, the Company is again participating in Hardware Show in Mexico in September 2018

(b) **NEW PRODUCT DEVELOPMENT**

To add for meeting the requirements for USA market, the company has also acquired an in-house hardening machine to get the desired hardness and value addition to the products. The company has also developed Hammers with Fiber Glass handles which were successfully introduced in the domestic market.

Company is also offering different variant in existing products line to meet the customer’s requirement.

(c) **FUEL EFFICIENCY**

With the installation of waste Heat recovery system Company has improved its fuel efficiency.

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

There is no material change in the nature of business of the company.

5. **DIVIDEND:**

In view of the loss incurred during the year, your Board of Directors regrets their inability to declare dividend for the year 2017-18

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 reports to the Chairman of the Audit Committee of the Board

7. **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).

8. **STATUTORY AUDITORS AND AUDITOR'S REPORT:**

M/s. Ambavat Jain & Associates LLP (Firm registration No. 109681W),the Statutory Auditors of the company hold office till the conclusion of 39th AGM of the company. The Board has recommended the appointment of M/s. Ambavat Jain & Associates LLP Chartered Accountants (Firm registration No. 109681W) as the Statutory

Auditors of the company for a terms of 4 years, from the conclusion of this AGM till the conclusion of 43rd AGM of the company for approval of the members.

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 contains an unmodified opinion.

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 2017-18. 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. 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.

11. 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.Hemant Ranawat (DIN: 00194870) 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.

Director's Appointment

During the year under review, Mr.Suresh Chandra Agrawal was appointed as an Additional / Independent Director of the Company pursuant to section 161 of the Companies Act, 2013 and other applicable provisions (including any statutory modification(s) or re-enactment thereof) if any, of the Companies Act, 2013 w.e.f. from 29th September, 2017.

Director's Resignation

During the year under review, Mr. Vinit Ranawat has resigned from the directorship of the company w.e.f. 27th March, 2018. The Board places on record its deep appreciation for valuable services provided by him during his tenure as 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/Resignation of Company Secretary and Key Managerial Personnel

During the year under review, 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/resigned.

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 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.

12. 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

13. 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.

14. COMMITTEES OF THE BOARD:

During the financial year 2017-18, the Company had three (3) Committees of the Board, namely

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee

The Board decides the terms of reference for these companies. 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.

15. 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.shivagrico.com

16. 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.

17. PARTICULARS OF CONTRACTS OR ARRNAGEMENTS 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. 40 to the 'Notes on Accounts forming part of the Annual Report.

18. CONSERVATION OF ENERGY, TECHNOLOGY ABSORBTION 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.

19. CORPORATE GOVERNANCE:

The paid up Equity Share Capital and Net Worth as per audited Balance Sheet as at 31stMarch, 2017 of our company is Rs. 501,36,000/ and Rs. 7,64,49,524/- respectively. In view of the same and pursuant to Regulation 15 (2)(a) of SEBI (LODR) Regulations, 2015, the compliance with the Corporate Governance provisions as specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and Para C,D and E of Schedule V of SEBI (LODR) Regulations, 2015 shall not apply to our company. The paid up Equity share Capital and Net-Worth as per audited balance sheet as at 31st March, 2018 was Rs. 501,36,000/- and Rs. 733,28,037/- respectively.

However as a matter of good corporate Governance practice, 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.

The Compliance certificate from the Statutory Auditors regarding compliance of the conditions of Corporate Governance as stipulated in under part E of schedule of 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, 2018, 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 that 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, 2018 is 25 as compared to 31 as on 31st March, 2017.

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. FOREIGN EXCHANGE EARNINGS AND OUTGO:

The details of earnings and expenditure in foreign currency are given in Note No.44 in the Notes to the Accounts.

28. 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.

29. DEPOSITS:

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

30. 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.

31. 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).

32. CASH FLOW STATEMENT:

In conformity with the Accounting Standard 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, 2018 is annexed to the accounts.

33. 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.

34. MATERIAL EVENTS OCCURING AFTER BALANCE SHEET DATE:

Due to implementation of Goods & Service Tax market is very uncertain and normal activities have taken hit. Normal activity may resume with in 3 to 6 months and hence in absence of normal demand, production activities are slowly down resulting in higher cost of productions

35. AMOUNT TRANSFER TO RESERVES:

During the year under review, the company does not propose to transfer any amount to the reserves pursuant to the provisions of Section 134(3) (j) of the Companies Act, 2013 .

36. 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.

37. 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.

38. LISTING WITH STOCK EXCHANGE:

The Company confirms that it has paid the Annual Listing Fees for the year 2018-19 to BSE Limited where the Company's Shares are listed.

39. 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 Shivagrico Implements Limited
Sd/-
Vimalchand Jain
Chairman
DIN: 00194574

Mumbai, 14th August, 2018
Registered Office
A-1, Adinath Apartments,
281, Tardeo Road,
Mumbai- 400 007.

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

SHIVAGRICO IMPLEMENTS LIMITED

ANNEXURE A

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31st March, 2018
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	Shivagrico 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@shivagrico.com
6.	Whether listed Company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Big Share Services Pvt Ltd 1st Floor, Bharat Tin Works Bldg, OPP. Vasant Oasis, (Next to Keys Hotel), Marol Makwana Road, Andheri East, Mumbai 400 059.

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	**25%**
2	Iron & Steel Rolling Products	3300	**56%**
3	Conversion (Job) Work	3300,3431 & 3432	**19%**

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 01/04/2017]				No. of Shares held at the end of the year [As on 31/03/2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) **Indian**									
a) Individual/ HUF	2283890	9750	2293640	45.75	2329587	1600	2331187	46.50	0.75
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)	**2983490**	**29250**	**3012740**	**60.09**	**3029187**	**21100**	**3050287**	**60.84**	**0.75**

SHIVAGRICO IMPLEMENTS LIMITED

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01/04/2017]				No. of Shares held at the end of the year [As on 31/03/2018]				% 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)	**2983490**	**29250**	**3012740**	**60.09**	**3029187**	**21100**	**3050287**	**60.84**	**0.75**
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) FIIs	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	85705	19400	105105	2.10	102170	19400	121570	2.42	0.32
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	419040	1036500	1455540	29.01	408106	1019400	1427506	28.47	(0.54)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakhs	212571	166900	379471	7.57	224837	141900	366737	7.31	(0.26)
c) Others - Clearing Member	13344	0	13344	0.27	100	0	100	0.00	(0.27)
Non Resident Indians	1000	0	1000	0.02	1000	0	1000	0.02	0
Directors Relatives	0	3600	3600	0.07	0	2600	2600	0.05	(0.02)
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	**731660**	**1225400**	**1957060**	**39.04**	**736213**	**1183300**	**1919513**	**38.29**	**(0.75)**
Total Public Shareholding (B)=(B)(1)+ (B)(2)	**771360**	**1229500**	**2000860**	**39.91**	**775913**	**1187400**	**1963313**	**39.16**	**(0.75)**
TOTAL (A)+(B)	**3754850**	**1258750**	**5013600**	**100**	**3805100**	**1208500**	**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)	**3754850**	**1258750**	**5013600**	**100**	**3805100**	**1208500**	**5013600**	**100**	**0**

SHIVAGRICO IMPLEMENTS LIMITED

(i) Shareholding of Promoter-

SL N0	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	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	70370	1.40	0	70370	1.40	0	0
10	MRIDULA INDERCHAND 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	69266	1.38	0	106813	2.13	0	0.75
17	MOHINI JAIN	8000	0.16	0	8000	0.16	0	0
	Total	3012740	60.09	0	3050287	60.84	0	0.75

(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 (01-04-16 / end of year 31-03-17)	% of total shares of the company	Date	Increase/ Decrease in shareholding	No. of shares	% of total shares of the company
ANITA RANAWAT	69266	1.38	07-04-2017	3097		
			12-05-2017	27450		
			02-10-2017	1400		
			17-11-2017	1000		
			24-11-2017	400		
			12-01-2018	1900		
			09-02-2018	2100		
			16-03-2018	200		
Total	**69266**	**1.38**		37547	**106813**	**2.13**

(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					Cumulative Shareholding during the year	
		Shares	% of total Shares of the company	Date	Increase / Decrease in share-holding	Reason	No of shares	% of total shares of the company
1	VSL SECURITIES LTD	72198	1.44	-	-	-	72198	1.44
2	RAJESH R PATEL	58400	1.16	-	-	-	58400	1.16
3	INDIAN BANK MUTUAL FIND	39700	0.79	-	-	-	39700	0.79
4	GHISOOMAL DEVCHAND SURANA	36237	0.72	21/04/2017	(-1600)	NA	34637	0.69
5	SHIRISH SHIKHARCHAND POONGLIA	31100	0.62	-	-	-	31100	0.62
6	JEETENDRA KAPOOR	30000	0.60	-	-	-	30000	0.60
7	ARVINDKUMAR J SANCHETI	25500	0.51	-	-	-	25500	0.51
8	NIRANJANA HASMUKH SHAH	20000	0.40	-	-	-	20000	0.40
9	AJAY P BAFNA	19000	0.38	-	-	-	19000	0.38
10	RAJMAL H VANIGOTA	17000	0.34	-	-	-	17000	0.34
11	MANJUL MANGILAL JAIN	12500	0.25	08-12-2017	11000	NA	23500	0.47

(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

* Till 27th March, 2018

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	745.41	203.65	0	949.06
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	1.02	0	0	1.02
Total (i+ii+iii)	**746.43**	**203.65**	**0**	**950.08**
Change in Indebtedness during the financial year				
* Addition	152.11	0	0	152.11
* Reduction	(0.17)	(4.00)	0	(4.17)
Net Change	151.94	(4.00)	0	147.94
Indebtedness at the end of the financial year				
i) Principal Amount	897.52	199.65	0	1097.17
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0.85	0	0	0.85
Total (i+ii+iii)	**898.37**	**199.65**	**0**	**1098.02**

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**

* upto 27th March, 2018

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

B. REMUNERATION TO OTHER DIRECTORS (Independent)

SN.	Particulars of Remuneration	*Mr. Karan Singh Chauhan	Mr. Bhavesh Shah	Mr.Manju Sanghvi	#Mr. S. C. Agarwal	Total Amount
1	Fees for attending board committee meetings	Nil	Nil	Nil		Nil
	Commission	Nil	Nil	Nil		Nil
	Others, please specify	Nil	Nil	Nil		Nil

* upto 14th September, 2017 # From 14th September, 2017 and 29th September, 2017

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

SN	Particulars of Remuneration	Key Managerial Personnel
1	Gross salary *	Nil
	(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)	

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					

ANNEXURE B
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018.

[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,
Shivagrico 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 **Shivagrico 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, 2018 ("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, 2018 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, 2015;
   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 **(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.
   (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

1. Non-appointment of Whole-Time Company Secretary under Section 203 of the Companies Act, 2013 Read with Rule 8A of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2014 and we have been explained that the Company is in the process of complying with the provisions of the Act.

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: 14th August, 2018.

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

Annexure 1

To,
The Members,
Shivagrico 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: 14th August, 2018.

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 Year	Previous Year	Current Year	Previous Year	current year	Previous year
	Units	(M/T)	(M/T)	(Rs.)	(Rs.)	(Rs.)	(Rs.)
Rolling	M.T	9986	10843	8488100	7373240	850	680
Full Forging	M.T	1836	1973	1619510	1410695	882	715
Partial Forging	M.T	755	973	561522	655171	744	674
	TOTAL	**12577**	**13789**	**10669132**	**9439106**		

2. Consumption of Power							
		Production		Consumption of Power (in Rs.)		Average Per MT	
Name of Process		Current Year	Previous Year	Current Year	Previous Year	current year	Previous year
	Units	(M/T)	(M/T)	(Rs.)	(Rs.)	(Rs.)	(Rs.)
Rolling	M.T	9986	10843	9686420	9867130	970	910
Full Forging	M.T	1836	1973	1719100	1627725	936	825
Partial Forging	M.T	755	973	676890	488387	896	502
	TOTAL	**12577**	**13789**	**12082410**	**11983242**		

Note:

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

3. High Speed Diesel (for Generator) Power Generation: Nil

4. Technology Absorption: - Nil

5. Foreign Exchange earnings and outgo:- The details of Foreign exchange earnings and outgo are as under.

(Rupees in Lakhs)

Particulars	**2017-18**	**2016-17**
Foreign Exchange Earned	105.99	266.20
Foreign Exchange Used	2.31	1.31

SHIVAGRICO IMPLEMENTS LIMITED

CORPORATE GOVERNANCE REPORT

The Directors present the Company's report or Corporate Governance for the Year ended 31st March, 2018. 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 five (5) Directors including three Independent Directors as on March 31, 2018. 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-Executive Director (Promoter)	7	Yes	Nil	Nil
Mr. Vinit Ranawat (resigned wef 27.3.18)	Executive Director (Promoter)	6	Yes	Nil	Nil
Mr. Hemant Ranawat	Executive Director (Promoter)	7	Yes	1	Nil
Mr. Bhavesh Shah	Non- Executive Independent Director	7	Yes	Nil	Nil
Br. Karan Chauhan (resigned wef 14.9.17)	Non- Executive Independent Director	2	No	Nil	Nil
Mr. Suresh Chandra Agarwal (appointed wef 29.9.17)	Non- Executive Independent Director	3	No	Nil	Nil
Ms. Manju Singhvi	Non- Executive Independent Director	6	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, Seven (7) Board Meetings were held, the dates being 26th May, 2017, 14th August, 2017, 14thSeptember, 2017, 29th September, 2017, 14thDecember, 2017, 12thFeruary, 2018 and 27th March, 2018. 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 29th, 2017.

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

The Shareholding of the Non- Executive Directors in the Company as on 31.03.2018:

Name of Directors	Category	No. of Shares held
Mr Bhavesh Shah	Independent	Nil
Mr. Suresh Chandra Agarwal	Independent	Nil
Ms. Manju Singhvi	Independent	2600

(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. Hemant Ranawat	Promoter	Son of Mr. Vimalchand Jain
Mr. Bhavesh Shah	Independent	Not related to any other Director
Mr. Suresh Chandra Agarwal	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) Familiarisationprogrammes 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.shivagrico.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.

At a special invitation, Statutory Auditors, Internal Auditors, Chief Financial Officer, the Executive Directors attend the Audit Committee Meetings to clarify points raised by the Committee.

The Chairman of the Audit Committee Mr. Bhavesh Shah was present at the last Annual General Meeting of the Company held on September 29, 2017, 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, 2018 on the following dates: May 26, 2017, September 14, 2017, December14, 2017 and February 12, 2018. 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	4
Br. Karan Singh Chauhan (resigned w.e.f 14.09.2017)	Member	Non-Executive Independent Director	2
Mr. Suresh Chandra Agarwal (appointed w.e.f.29.09.2017)	Members	Non-Executive Independent Director	2
Mr. Vinit Ranawat (resigned w.e.f. 27.03.2018)	Member	Executive Director	4
Mr. Hemant Ranawat (w.e.f.27.03.2018)	Member	Executive Director	-

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, 2013and 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 all Independent 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 were held during the year on 14th December, 2017. 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
Mr. Suresh Chandra Agarwal	Member	Non-Executive Independent Director	1
Ms. Manju Sanghvi	Member	Non-Executive Independent Director	1

(iii) Remuneration Policy:

The Executive and 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; 2013and 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.

Two Meetings of the Stakeholders Relationships Committee were held on 14th September, 2017 and 14th February, 2018. During the period under review no complaints was received.

Name of Members	Designation	Category	Number of Meetings attended
Mrs. Manju Singhvi	Chairman	Non-Executive Independent Director	2
Mr.Bhavesh Shah	Member	Non-Executive Independent Director	2
Mr. Vinit Ranawat	Member	Executive Non Independent Director	2

(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.

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 31st March, 2018.

The Company has designated an exclusive e-mail ID: shivimpl@shivagrico.com 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 on 14th December, 2017.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
2014-15	23rd September, 2015	11.00 a.m.	Nil
2015-16	30th September, 2016	11.00 a.m.	Nil
2016-17	29th September, 2017	11.00 a.m.	Nil

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

(iii) 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 2017-18

Date : 29th September, 2018

Time : 11.00 a.m.

Venue : P-4, Party Hall, 4th Floor,
The Majestic, Anna Saheb Patil Marg,
Khed Gully X Lane, Sayani Road,
Prabhadevi, Mumbai- 400 025

(ii) Financial Calendar 2018-19 (Tentative):

First Quarterly Results : By 14th August, 2018

Second Quarterly Results : By 15th November, 2018

Third Quarterly Results : By 15th February, 2019

Fourth Quarterly Results : By 30th May, 2019

(iii) Date of Book Closure : 25th September, 2018 to 29th September, 2018 (both days Inclusive)

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

(v) Stock Code

Scrip ID : SHIVAGR

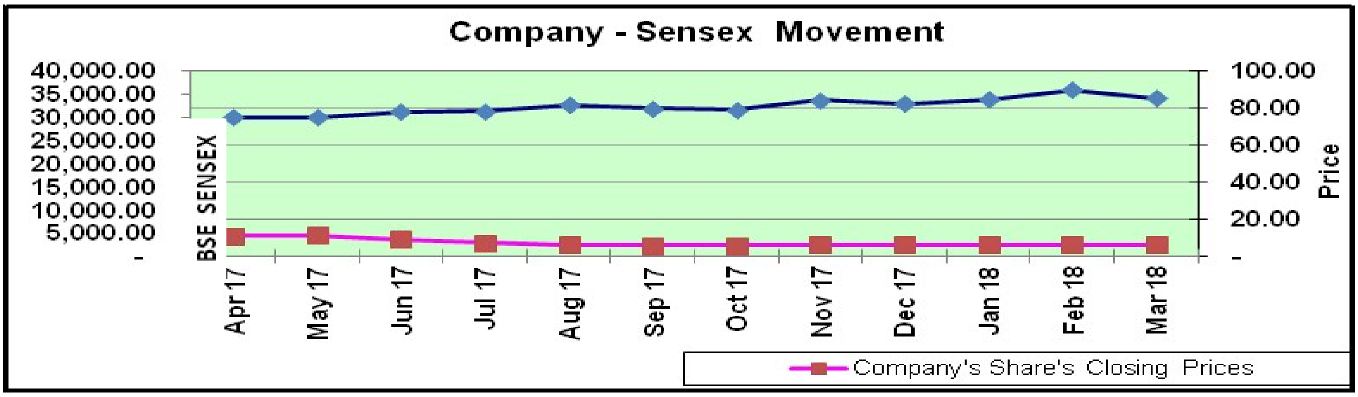
Scrip Code : 522237

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, 2018

Month	Quotation at BSE Ltd.	
	High (Rs.)	Low (Rs.)
April, 2017	11.49	8.61
May, 2017	11.20	11.20
June, 2017	10.64	9.13
July, 2017	8.68	7.08
August, 2017	6.84	5.86
September, 2017	5.60	5.60
October, 2017	5.88	5.60
November, 2017	6.09	5.80
December, 2017	6.38	6.20
January, 2018	6.53	5.65
February, 2018	6.00	6.00
March, 2018	6.15	6.10



(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,theRegistrar and Transfer Agentfor processing the transfers, sub-division, consolidation, splitting of securities, demat and remat request directly.

Name and Address	:	Big Share Services Private Limited., 1st Floor, Bharat Tin Works Building. Opp. Vasant Oasis Apts., (Next to Keys Hotel) MarolMaroshi Road, Andheri East, Mumbai – 400 059
Telephone	:	022-62638200
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, 2018:

Group of Shares	No. of Shareholders	No. of Shares held	% to Total Shares
1 to 5000	1758	502760	10.03
5001 to 10000	370	328576	6.55
10001 to 20000	114	191329	3.82
20001 to 30000	45	116151	2.32
30001 to 40000	20	75100	1.50
40001 to 50000	18	85549	1.71
50001 to 100000	24	173372	3.46
100001 and above	38	3540763	70.62
Total	2387	5013600	100.00

(xiii) Shareholding Pattern as on March 31, 2018:

	No of Shares Held	%
Promoters and Persons Acting in Concert	3050287	60.84
Banks, Financial institutions, Mutual Funds, Insurance Companies	43800	0.87
Body Corporate	121570	2.42
Non Resident Indians	1000	0.02
Clering Member	100	0.01
Indian Public	1796843	35.84
TOTAL	5013600	100

(xiv) Plant Location:

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

(xv) Address for Correspondence:

Shivagrico 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@shivagrico.com

Website: www.shivagrico.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.

(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 Subsidiary.

(VIII) Web link for policy on dealing with related party transactions is www.shivagrico.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.Hemant Ranawat
Contact No.	022-23893022
Email ID	shivimpl@shivagrico.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 Shivagrico Implements Limited

HEMANT RANAWAT

Executive Director

Date: 14.08.2018

Place: Mumbai

ANNEXURE D

PRACTISING COMPANY SECRETARY'S CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
Shivagrico Implements Limited

We have examined the compliance of conditions of Corporate Governance by **Shivagrico Implements Limited** ('the Company) for the year ended March 31, 2018, as stipulated in para E of Schedule V of the SEBI (Listing Obligation 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 of 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 and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance in all material respect as stipulated in the above mentioned SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

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.

For N. Bagaria & Associates
Company Secretaries

C. P. No. – 4361
Narottam Bagaria
Partner

Place: Mumbai
Date: 14.08.2018

SHIVAGRICO IMPLEMENTS LIMITED

CEO/CFO CERTIFICATION

To,

The Board of Directors

Shivagrico Implement Limited

I, Hemant Ranawat, Executive 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 I have evaluated the effectiveness of the internal control systems of the Company and I 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. Significant changes in internal control during the year;

   ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

   iii. There have been no instances of significant fraud of which they 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 Shivagrico Implements Limited

HEMANT RANAWAT

Executive Director

Date: 14.08.2018

Place: Mumbai

SHIVAGRICO IMPLEMENTS LIMITED

MANAGEMENT DISCUSSION AND ANAYLYSIS REPORT 2018

A) INDUSTRY STRUCTURE AND DEVELOPMENTS:

a) Industrial Structure & Development 2017-18 saw an improvement in global steel consumption which grew 4.7% to 1.59 billion tones in the year, after a subdued growth to 1% in 2016-17, A low base effect of 2016-17, along with improved steal consumption in China and investment led recovery in advanced economies were the key factors driving this momentum. Global steel prices remained buoyant in 2017-18 due to falling exports from China as it continues to reduce excess capacities.

b) Firm Iron Ore prices in the preceding couple of months, trade actions across economies resulting to arrest imports, threatening the possibility of trade diversion. The year 2017-2018 started on the back drop of demonetizations and witnessed the biggest post independence reform GST during the cover of the year. This to a large extent was double whammy for business and most of the businesses did witness the adverse impact as a temporary phenomenon resulting in lower sales and increase in cost of production.

c) Prices and foreign exchange transactions effect are expected to continue to influence the industry performances, however the Indian economy started sign of revival as real GDP grew by 7.20 percent in 3rd quarter. This was mainly attributed to fall in inflation, and estimated demand among other factors indicating that the adverse impacts of GST & demonetarization might be petering off.

d) The Company has succeeded to increase the customer base by participating in international exhibitions and venturing into new market and direct export to Sri Lanka, USA, South Africa, Nepal and Making it presence felt in the local market.

e) The company is certified ISO compliant for all its products.

B) Opportunities

(i) The company sees more opportunities in the year to come due of the continuous development of the new items and up gradation of the quality to cater to the need of the export and domestic market.

ii) The company has developed Hammers with fibre Glass handles to care to the needs of export and local market.

C) Threats

Steel is a cyclic industry and excess volatility in the steel and raw material markets may adversely impact the company's financial condition, fluctuation of foreign Exchange rates due to volatility in financial market may also impact the company.

Over capacity and over supply in the global steel industry as well as increased level of imports may adversely affect steel prices impacting profitability .Also the steel industry is phonic to high proportion of fixed costs and volatility in prices of raw material and energy. Limitations and disruption in the supply of raw material could adversely affect the company profitability.

D) SEGMEANT WISE PERFORMANCE

Your company has two segments viz.

1. Rolling and Forging Segment.
2. Others

Overall production in Rolling Division for the present year was 9986 MT.as compared with last year production of 10843 MT. i.e. a decreased of 7.90 %.

Overall Forging production for the present year was 2591 MT.as compared with last year production of 2946 MT. i.e. a decreased of about 12.05 %

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

The overall Rolling Products sale this year decreased to Rs. 1087 Lakhs as against previous year sale of Rs.1184 lacs and Forging sale of Rs. 556 Lakhs shown decreased as against Rs. 910 Lakhs of previous year.

However the conversion charges increased this year to Rs. 427 Lakhs from previous year of Rs. 382 Lacs

E) FINANCIAL AND OPERATION PERFORMANCE

Turnover

The net turnover decreased by 12 % appx from the last year.

Operation Profit (PBIDT) & margin

Operating Profit has been marginally decreased by 45 % appx. from Rs. 105.41 lacs to Rs. 194.40 Lakhs.

Power & Fuel Cost.

1) Power cost is more or less same

2) The fuel cost has gone up by appx. 10% as compared with previous year on account of increased in cost of coal.

Employees Cost

Employees cost has been decreased by 10 % in the current year due to increased in contract labour cost.

Interest

The interest cost is decreased by 6 % due to partial Capitalization.

Profit before Tax

During the current year Company suffered loss Rs.50.31 Lakhs as compared with profit of Rs. 4.90 Lakhs in the previous year.

Income Tax

The company has no provided tax.

F) HUMAN RESOURCES / INDUSTRAL REALATION

The Company has established team working of all employees at various levels at various lavels 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 and further developed cordial relations. Regular meeting with union leader maintains harmony. The company has legal consultants to ensure timely compliance with labour law.

H. CAUTIONERY STATEMAENT:

Statement in the management Discussion and analysis describing the Company objectives, projections, estimated and expectation 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 operation include economic conditions affecting demand / Supply and priced conditions in the domestic and overseas market, changes in the Government regulation. Tax laws and other statutes and other incidental factors.

SHIVAGRICO IMPLEMENTS LIMITED

INDEPENDENT AUDITOR'S REPORT

To

The Members

Shivagrico Implements Limited

Report on the Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of Shivagrico ImplementsLimited("the Company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (herein after referred to as "Ind AS financial statements").

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5)of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS 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 standalone Ind AS financial statements basedon 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 of the standalone Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone IndAS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order todesign audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating theoverall presentation of the standalone Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to providea basis for our audit opinion on the standalone Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanationsgiven to us, the aforesaid standalone Ind AS 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 including the Ind AS, of the financial position of the Company as at 31st March, 2018, and its loss including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Other Matters

The comparative financial information of the Company for the year ended March 31, 2017 and the transition date opening balance sheet as at April 1, 2016 included in these Ind AS financial statements, are based on the previously issued statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006, audited by another auditor and on which they expressed unmodified opinions in their reports for the years ended March 31, 2016 and March 31, 2017dated 30th May, 2016 and 26th May, 2017 respectively, as adjusted for the differences in accounting principles adopted by the Company on transition to the Ind AS which have been audited by us.

Our opinion is not qualified in respect of these matters.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order")issued by the Central Government of India in terms of Section 143(11) of the Act, we give in "Annexure A", a statement on the matters specified in paragraphs 3 and4 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 tothe best of our knowledge and belief were necessary for the purpose of our audit;

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

   c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

   d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

   e) On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 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 B"; and

   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, as amended, 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 standalone Ind AS financial statements as mentioned in Note No.42.

      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

      iii. As informed to us , the Company is not required to transfer any amount to investor protection fund.

For Ambavat Jain & Associates LLP.
Chartered Accountants
Firm Registration No: 109681W

Place: Mumbai
Date: 30-05-2018

Ashish J Jain
Partner
Membership No.111829

SHIVAGRICO IMPLEMENTS LIMITED

Annexure – A to the Auditors' Report

(Referred to in paragraph 1 under 'Report on other Legal & Regulatory Requirments' Section of our report of even date)

[i] (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) These fixed assets have been physically verified by the management at reasonable intervals during the year and no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

[ii] As informed to us, the inventory in the company's possession has been physically verified at reasonable intervals during the year by the management. In respect of inventory lying with the third parties, the same have substantially been confirmed by them at reasonable intervals during the year.The discrepancies noticed on verification between physical stock and book records were not material.

[iii] The company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnership or other parties covered in the register maintained u/s.189 of the Companies Act, 2013. Accordingly, clause 3(iii) of the Order is not applicable.

[iv] As informed to us, the Company has neither given any loans nor made any investment or provided guarantee or security during the year. Accordingly clause 3(iv) of the Order is not applicable

[v] The company has not accepted any deposits from the public.

[vi] As informed to us, maintenance of cost records has not been prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for any of the product of the Company.

[vii] (a) In our opinion and according to the information and explanations given to us, the company has generally been regular in depositing with the appropriate authorities the undisputed statutory dues applicable to it. There were no arrears of outstanding undisputed statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there were no dues of income tax, sales tax, custom duty, service tax, , value added tax, and other statutory dueswhich have not been deposited on account of any dispute except the following :

Nature of Statute	Amount (Rs)in Lacs	Forum where dispute is pending
Excise Duty	11.62	Joint Commissioner of Central Excise , Jaipur – II
Excise Duty	1.09	CESTAT , New Delhi

[viii] According to the information and explanations given to us, the company has not defaulted in repayment of loans to banks during the year. The company has not obtained any loans or borrowings from any financial institutions, government or debenture holders.

[ix] The Company did not raise any money by way of initial public offer or further public offer (including debt instruments).In our opinion and according to the information and explanation given to us, the term loans taken by the company have been applied for the purpose for which they were raised.

[x] According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit

[xi] According to the information and explanations give to us, the Company has not paid/provided for any managerial remuneration during the year. Accordingly paragraph 3(xi) is not applicable.

[xii] In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

[xiii] According to the information and explanations given to us, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

[xiv] According to the information and explanations give to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

[xv] According to the information and explanations given to us, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable.

[xvi] According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For Ambavat Jain & Associates LLP.

Chartered Accountants

ICAI FRN No: 109681W

Ashish J Jain

Partner

Membership No.111829

Place : Mumbai

Date : 30-05-2018

Annexure - B to the Auditors' Report

(Referred to in paragraph 2 (f) under 'Report on other Legal & Regulatory Requirements' Section of our report of even date)

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 Shivagrico Implements Limited ("the Company") as of 31st March 2018 in conjunction with our audit of the standalone 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 internal control over financial reporting criteria established by the Company considering 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, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, 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 judgment, 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 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

Considering the size of the company and nature of its business, 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 31st March 2018, based on the internal control over financial reporting criteria established by the Company considering 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.

For Ambavat Jain & Associates LLP.

Chartered Accountants

Firm Registration No: 109681W

Ashish J Jain

Partner

Membership No.111829

Place : Mumbai

Date : 30-05-2018

SHIVAGRICO IMPLEMENTS LIMITED

BALANCE SHEET AS AT 31-03-2018

Particulars	NOTES	AS AT 31- 03 - 2018 RUPEES	AS AT 31 - 03 - 2017 RUPEES	AS AT 31 - 03 - 2016 RUPEES
I Assets				
(1) Non-current assets				
(a) Property, Plant and Equipment	3.1	88,643,083	65,899,386	7,88,94,639
(b) Capital work-in-progress	3.2	6,574,070	31,108,912	18,185,119
(c) Intangible assets	3.3	40,190	24,029	34,495
(d) Financial Assets				
(i) Investments	4	16,500	16,500	16,500
(e) Other non-current assets	5	1,944,342	1,690,394	1,690,394
(f) Income-tax Assets (net)	6	2,320,710	1,419,758	1,740,943
		99,538,895	100,158,979	100,562,090
(2) Current assets				
(a) Inventories	7	86,159,731	75,843,457	68,662,931
(b) Financial Assets				
(i) Trade receivables	8	13,114,641	10,983,325	18,152,177
(ii) Cash and cash equivalents	9	503,370	491,084	619,178
(iii) Bank Balances Other than mentioned in (ii) above	10	1,122,002	1,076,361	505,400
(iv) Other financial assets	11	285,732	271,683	205,403
(c) Other Current Assets	12	9,813,285	12,341,398	16,117,960
		110,998,761	101,007,308	104,263,049
Total Assets		210,537,657	201,166,287	204,825,139
II EQUITY AND LIABILITIES				
(1) Equity				
(a) Equity Share capital	13	50,136,000	50,136,000	50,136,000
(b) Other Equity	14	24,686,862	27,681,309	27,403,735
		74,822,862	77,817,309	77,539,735
(2) LIABILITIES				
(A) Non-current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	15	8,102,224	12,182,752	7,028,413
(ii) Other financial liabilities	16	2,866,754	3,057,870	5,351,262
(b) Other non-current liabilities	17	5,000,000	5,000,000	3,000,000
(c) Deferred tax liabilities (Net)	18	113,351	1,978,362	1,950,032
		16,082,328	22,218,984	17,329,707
(B) Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	19	96,248,181	77,953,142	88,694,360
(ii) Trade payables	20	16,091,788	16,403,151	10,101,288
(iii) Other financial liabilities	21	5,561,929	5,794,594	5,966,219
(b) Other Current Liabilities	22	1,730,568	979,107	5,193,830
		119,632,466	101,129,994	109,955,697
Total Equity and Liabilities		210,537,657	201,166,287	**204,825,139**

Significant Accounting Policies

The accompanying notes are an integral part of the Financial Statements.

As per our report of even date

For Ambavat Jain & Associates LLP
Chartered Accountants
Firm Registration No. : 109681W

(Ashish J. Jain)
Partner
Membership No. 111829

For and on behalf of the Board of Directors

(Vimalchand M. Jain)
Director

(Hemant Ranawat)
Executive Director

(Bhavesh Shah)
Director

MUMBAI
Dated : 30th May, 2018.

SHIVAGRICO IMPLEMENTS LIMITED

STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31-03-2018

	Particulars	NOTES	2017-18 RUPEES	2016-17 RUPEES
	INCOME			
I	Revenue From Operation	23	222,866,141	251,520,450
II	Other Income	24	719,441	3,124,636
III	Total Income (I + II)		**223,585,582**	**254,645,086**
IV	**Expenses**			
a)	Cost of material consumed	25	122,726,910	131,312,462
b)	Purchases of Stock-in-Trade	26	8,070,336	4,963,657
c)	Change in inventories of finished goods, Work in Progress and Stock in Trade	27	(10,000,765)	(3,340,614)
d)	Manufacturing expenses	28	74,344,722	83,043,358
e)	Employee benefits expense	29	7,787,924	8,342,709
f)	Finance costs	30	5,693,576	6,064,432
g)	Depreciation and amortization		9,707,031	12,971,441
h)	Other expenses	31	10,286,982	10,691,972
	Total Expenses (IV)		**228,616,716**	**254,049,417**
V	(Loss)/Profit before tax (III - IV)		(5,031,134)	595,669
VI	**Tax expenses :**	32		
	(i) Current tax		-	157,550
	(ii) Deferred tax		(1,909,647)	28,330
VII	(Loss)/Profit for the year (V- VI)		(3,121,487)	409,789
VIII	Other Comprehensive Income			
	Items that will not be reclassified to profit & loss			
	(i) Remeasurement gains on defined benefit plans		171,676	(191,339)
	(ii) Income-tax on above		(44,636)	59,124
	Total Other Comprehensive Income for the year (net of tax)		127,040	(132,215)
IX	Total Comprehensive Income for the year (VII+VIII)		(2,994,446)	277,574
X	Earnings per equity share	33		
	(a) Basic		(0.62)	0.08
	(b) Diluted		(0.62)	0.08

Significant Accounting Policies

The accompanying notes are an integral part of the Financial Statements.

As per our report of even date

For Ambavat Jain & Associates LLP

Chartered Accountants

Firm Registration No. : 109681W

(Ashish J. Jain)
Partner
Membership No. 111829

For and on behalf of the Board of Directors

(Vimalchand M. Jain)
Director

(Hemant Ranawat)
Executive Director

(Bhavesh Shah)
Director

MUMBAI

Dated : 30th May, 2018.

SHIVAGRICO IMPLEMENTS LIMITED

STATEMENT OF CHANGES IN EQUITY

A. Equity Share Capital

Particulars	Balance as at 1 April 2016	Issued during the year	Balance as at 31 March 2017	Issued during the year	Balance as at 31 March 2018
Equity share capital	50,136,00	-	50,136,000	-	50,136,000

B. Other Equity

Particulars	Reserves & Surplus			Other comprehensive income	Total
	Capital Reserve	Securities premium reserve	Retained earnings		
Balance as at 1 April 2016	1,500,000	10,058,995	15,844,740	–	27,403,735
Net profit for the year			409,789		409,789
Other comprehensive income (Net of Tax)				(132,215)	(132,215)
Balance as at 31 March 2017	1,500,000	10,058,995	16,254,529	(132,215)	27,681,309
Net loss for the year		-	(3,121,487)		(3,121,487)
Other comprehensive income (Net of Tax)				127,040	127,040
Balance as at 31 March 2018	1,500,000	10,058,995	13,133,042	(5,175)	2,46,86,862

The above statement has been signed by all the signatories who have signed the Financial Statements

For and on behalf of the Board of Directors

(Vimalchand M. Jain)
Director

(Hemant Ranawat)
Executive Director

(Bhavesh Shah)
Director

SHIVAGRICO IMPLEMENTS LIMITED

STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2018

Accounting Policy

Cash flows are reported using the indirect method, whereby profit/(loss) for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated. The company considers all highly liquid investments that are readily convertible to known amounts of cash to be cash equivalents.

Amendment to Ind AS 7

Effective April 1, 2017, the Company adopted the amendment to Ind AS 7, which require the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement. The adoption of amendment did not have any material impact on the financial statements.

Particulars	2017-18 Rupees	2016-17 Rupees
Cash flow from operating activities		
Profit/(Loss) for the period	(3,121,487)	409,789
Adjustment to reconcile net profit to net cash provided by operating activities		
Depreciation and Amortisation Expense	9,707,031	12,971,441
Allowance for Doubtful trade receivable	39,516	-
Tax Expense	(1,909,647)	185,880
Finance Cost	5,693,576	6,064,432
Profit on disposal of asset	(171,320)	(120,915)
Interest income	(187,265)	(280,182)
Other Adjustments	171,676	(132,215)
Operating profit before working capital changes	10,222,079	19,098,230
Net changes in		
Trade receivables	(2,170,832)	7,168,852
Inventories	(10,316,274)	(7,180,526)
Other Financial Assets	(14,049)	(66,280)
Other Assets	2,274,165	3,776,562
Trade payables	(311,363)	6,301,863
Other Liabilities	751,461	(2,214,723)
Other Financial Liabilities	(1,020,116)	(4,154,377)
Cash generated from operations	(584,929)	22,729,601
Taxes paid (net of refunds)	(900,952)	163,635
Net cash provided by/(used in) operating activities	**(1,485,881)**	**22,893,236**

SHIVAGRICO IMPLEMENTS LIMITED

Cash flow from Investing activities		
Payment for purchase of property, plant and equipment	(8,745,508)	(13,119,600)
Proceeds from disposal of property, plant and equipment	984,781	351,000
Bank Deposits placed	(45,641)	(570,961)
Interest received	187,265	280,182
Net cash provided by/(used in) operating activities	**(7,619,103)**	**(13,059,379)**
Cash Flows from Financing activities		
Borrowings Net	14,810,846	(3,897,519)
Interest Paid	(5,693,576)	(6,064,432)
Net cash provided by/(used in) financing activities	**9,117,270**	**(9,961,951)**
Net change in cash and cash equilavents	12,286	(128,094)
cash and cash equivalents at the beginning of the financial year	491,084	619,178
cash and cash equivalents at the end of the financial year	**503,370**	**491,084**

The above statement has been signed by all the signatories who have signed the Financial Statements

For and on behalf of the Board of Directors

(Vimalchand M. Jain)
Director

(Hemant Ranawat)
Executive Director

(Bhavesh Shah)
Director

SHIVAGRICO IMPLEMENTS LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

1. GENERAL INFORMATION

Shivagrico Implements Ltd. is a company limited by shares, incorporated and domiciled in India having its Registered Office A-1 Ground Floor , Adinath Apartment ,281, Tardeo Road, Mumbai 400007. The Company primarily deals in Rolling and Forging of agricultural implements.

2. STATEMENT OF COMPLIANCE, BASIS OF PREPARATION, USE OF ESTIMATES AND JUDGEMENTS AND SIGNIFICANT ACCOUNTING POLICIES :

I. Compliance with Ind AS

The Financial Statements have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 as a going concern on an accrual basis. The Financial Statements up to year ended 31 March 2017 were prepared earlier in accordance with the Accounting Standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act.

These Financial Statements are the first Financial Statements of the Company under Ind AS and the transition was carried out in accordance with Ind AS 101, "First time adoption of Indian Accounting Standards". The company has presented a reconciliation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows.

II. Basis of Preparation

The Financial Statements have been prepared on a historical cost basis, except for the following:

- o Certain financial assets & liabilities are measured at fair value;
- o Defined Benefit Plans - plan assets are measured at fair value.

III. Use of estimates and Judgements

In preparing the Financial Statements in conformity with accounting principles generally accepted in India, management is required to make estimates, judgements and assumptions that affect reported amounts of assets and liabilities and the disclosure of contingent liabilities as at the date of Financial Statements and the amounts of revenue and expenses during the reported period. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to such estimates is recognized in the period the same is determined and in any future periods that may be determined to be affected. The Company has based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the estimates and assumptions when they occur. The key assumptions concerning the future and other key sources of estimation that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the subsequent financial year/years, are described below.

- o **Useful lives of property, plant and equipment and intangible assets:** The Company reviews the useful life of property, plant and equipment and Intangible assets as at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods
- o **Impairment testing:** Property, plant and equipment and Intangible assets that are subject to amortisation/ depreciation are tested for impairment when events occur or changes in circumstances indicate that the recoverable amount of the asset is less than its carrying value. The calculation involves use of significant estimates and assumptions
- o **Income Taxes:** Deferred tax assets are recognized to the extent that it is regarded as probable that deductible temporary differences can be realized. The Company estimates deferred tax assets and liabilities based on current tax laws and rates and in certain cases, business plans, including management's expectations regarding the manner and timing of recovery of the related assets. Changes in these estimates may affect the amount of deferred tax liabilities or the valuation of deferred tax assets and thereby the tax charge in the Statement of Profit or Loss. Provision for tax liabilities require judgements on the interpretation of tax legislation, developments in case law and the potential outcomes of tax audits and appeals which may be subject to significant uncertainty. Therefore the actual results may vary from expectations resulting in adjustments to provisions, the valuation of deferred tax assets, cash tax settlements and therefore the tax charge in the Statement of Profit or Loss.
- o **Fair value measurement of derivative and other financial instruments:** The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. This involves significant judgements in selection of a method in making assumptions that are mainly based on market conditions existing at the Balance Sheet date and in identifying the most appropriate estimate of fair value when a wide range of fair value measurements are possible.

- **Litigation:** From time to time, the Company is subject to legal proceedings the ultimate outcome of each being always subject to many uncertainties inherent in litigation. A provision for litigation is made when it is considered probable that a payment will be made and the amount of the loss can be reasonably estimated. Significant judgement is made when evaluating, among other factors, the probability of unfavorable outcome and the ability to make a reasonable estimate of the amount of potential loss. Litigation provisions are reviewed at each accounting period and revisions made for the changes in facts and circumstances.
- Defined benefit plans: The cost of the defined benefit plans and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each Balance Sheet date.

IV. Significant Accounting Policies

Following is the list of the significant accounting policies adopted in the preparation of these separate Financial Statements of Shivagrico Implements Ltd. These policies have been consistently applied to all the period presented, unless otherwise stated.

a. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents.

b. Fair value measurement

The Company measures financial instruments, at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of un-observable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- o Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- o Level 2 -Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- o Level 3 -Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarizes accounting policy for a fair value. Other fair value related disclosures are given in the relevant notes.

c. Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. Revenue is measured inclusive of Excise duty/Service tax and net of indirect taxes, returns and discounts.

Sale of goods

Revenue from the sale of goods is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods. Revenue in respect of export sale is recognized on the date of bill of lading. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

Conversion Charges/Job work Charges

When the outcome of a transaction involving the rendering of services can be estimated reliably, revenue associated with the transaction shall be recognized by reference to the stage of completion of the transaction at the end of reporting period.

Interest Income

Revenue from interest is recognized on accrual basis and determined by contractual rate of interest.

Duty Drawback and Other Claims

Duty Drawback and Other Claims are accounted for as and when all the conditions are satisfied under the relevant regulations for making the claims and is measurable on a reliable basis and it is probable that the economic benefits will flow to the company.

d. Transactions in Foreign Currency

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction. All monetary assets and liabilities as at the Balance sheet date are restated at the applicable exchange rates prevailing on that date. All exchange differences arising on transactions are charged to Profit & Loss Account.

e. Tax expenses

(i) Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted, by the end of the reporting period.

(ii) Deferred Tax

Deferred Income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the separate Financial Statements.

Deferred tax assets are recognized for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and Deferred tax is recognized in profit or loss, except to the extent that it relates to items recognized in other Comprehensive Income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

Minimum Alternate Tax is accounted for in accordance with tax laws which give rise to future economic benefits in the form of tax credit against which future income tax liability is adjusted and is recognized as deferred tax asset in the balance sheet.

f. Leases

Leases of property, plant and equipment where the company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Assets under finance lease are capitalized at the inception, at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding lease obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the company as lessee are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

g. Impairment of assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. Such impairment loss is recognised in the Statement of Profit and Loss. Assets that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period. In case of such reversal, the carrying amount of the asset is increased so as not to exceed the carrying amount that would have been determined had there been no impairment loss. Such reversal of impairment loss is recognised in the Statement of Profit and Loss.

h. Cash and cash equivalents and other bank balances

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash in hand, cash at bank and other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Other Bank Balances include balances other than those classified as cash and cash equivalents and deposits with banks that are restricted for withdrawl and usage.

i. Trade receivables

Trade receivables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method, less provision for impairment.

j. Inventories

Inventories are valued at the lower of cost and net realizable value. Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- **Raw materials:** Cost of raw materials used for manufacture is determined on first in first out basis which includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.
- **Finished goods and work in progress:** Cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity. Cost is determined on first in first out basis
- **Traded goods:** Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in first out basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

k. Property, Plant and Equipment

Freehold land is carried at historical cost. Other items of property, plant and equipment are stated at historical cost less depreciation. Historical Cost represents direct expenses incurred on acquisition or construction of the assets and the attributable share of indirect expenses and interest.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and such cost can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Items of Capital work-in-progress that are not yet ready for their intended use on the reporting date are carried at cost being direct cost, related incidental expenses and attributable interest.

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at April 01, 2016 measured as per the previous GAAP except leasehold land which is now carried at historical cost less amortization.

l. Depreciation methods, estimated useful lives and residual value

Depreciation on property, plant and equipment other than freehold land and Rolls, is provided on 'Written Down Value Method' based on useful life as prescribed under Schedule II of the Companies Act 2013.

- Freehold Land is not depreciated
- Leasehold Land is amortised over the period of lease
- Based on technical valuation , the useful life of Rolls has been estimated as 1 year

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss.

m. Intangible Assets

Intangible Assets are stated at cost less accumulated amortization and net of impairments, if any. An intangible asset is recognised if it is probable that the expected future economic benefits that are attributable to the asset will flow to the Company and its cost can be measured reliably. Intangible assets are amortized on straight line basis over their estimated useful lives. An intangible asset is derecognized on disposal, or when no future economic benefits are expected to arise from continued use of the asset. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognized in the Statement of Profit and Loss when the asset is derecognized.

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its Intangible assets recognised as at April 01, 2016 measured as per the previous GAAP.

n. Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of respective assets during the period of time that is required to complete and prepare the asset for its intended use. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Other borrowing costs are expensed in the period in which they are incurred.

o. Trade and Other Payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortized cost using the effective interest method.

p. Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when there is a present legal or statutory obligation or constructive obligation as a result of past events and where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for

Contingent liabilities are recognized only when there is a possible obligation arising from past events due to occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made..

Contingent assets where it is probable that future economic benefits will flow to the Company are not recognised but disclosed in the Financial Statements. However, when the realization of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

q. Employee Benefits

(i) Short-term obligations

The costs of all short-term employee benefits (that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service) are recognised during the period in which the employee renders the related services. The accruals for employee entitlements of benefits such as salaries, bonuses and annual leave represent the amount which the Company has a present obligation to pay as a result of the employees' services and the obligation can be measured reliably. The accruals have been calculated at undiscounted amounts based on current salary levels at the Balance Sheet date.

(ii) Post-employment obligations

The Company operates the following post-employment schemes:

Gratuity Fund -

The Company makes annual contributions to gratuity funds administered by the Life Insurance Corporation of India. The gratuity plan provides for lump sum payment to vested employees on retirement, death or termination of employment of an amount based on the respective employee's last drawn salary and tenure of employment. The Company accounts for the net present value of its obligations for gratuity benefits, based on an independent actuarial valuation, determined on the basis of the projected unit credit method, carried out as at the Balance Sheet date. The obligation determined as aforesaid less the fair value of the plan assets is reported as a liability or assets as of the reporting date. Actuarial gains and losses are recognised immediately in the Other Comprehensive Income and reflected in retained earnings and will not be reclassified to the Statement of Profit and Loss.

Provident Fund -

The Company pays provident fund contributions to a fund administered by Government Provident Fund Authority. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

r. Earnings per share

Basic earnings per share is computed by dividing the profit or loss after tax by the weighted average number of equity shares outstanding during the year including potential equity shares on compulsory convertible debentures. Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share.

s. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

A. Financial assets

(i) Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

(ii) Subsequent measurement

For subsequent measurement, the Company classifies a financial asset in accordance with the below criteria. The Company's business model for managing the financial asset and the contractual cash flow characteristics of the financial asset.

For purposes of subsequent measurement, financial assets are classified as under:

o <u>Financial Assets at amortized cost</u>

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

Such financial assets are subsequently measured at amortized cost using the effective interest method.

Effective interest method : The effective interest method is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period.

o <u>Financial Assets at fair value through other comprehensive income (FVTOCI)</u>

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows or to sell these financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

o <u>Financial Assets including derivatives and equity instruments at fair value through profit or loss (FVTPL)</u>

Financial asset not measured at amortised cost or at fair value through other comprehensive income is carried at fair value through the statement of profit and loss.

(iii) Impairment of financial assets

Loss allowance for expected credit losses is recognised for financial assets measured at amortised cost and fair value through other comprehensive income. The Company follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables that do not constitute a financing transaction as permitted by Ind AS 109 Financial instrument, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

For financial assets whose credit risk has not significantly increased since initial recognition, loss allowance equal to twelve months expected credit losses is recognised. Loss allowance equal to the lifetime expected credit losses is recognised if the credit risk on the financial instruments has significantly increased since initial recognition.

(iv) De-recognition of financial assets

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

B. Financial Liabilities

i <u>Initial recognition and measurement:</u>

The Company recognizes a financial liability in its Balance Sheet when it becomes party to the contractual provisions of the instrument. All financial liabilities are recognized initially at fair value minus, in the case of financial liabilities not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial liability.

ii **Subsequent measurement:**

All financial liabilities of the Company are subsequently measured at amortized cost using the effective interest method.

iii **De-recognition**

A financial liability is de-recognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

As per our report of even date
For Ambavat Jain & Associates LLP
Chartered Accountants
Firm Registration No. : 109681W

(Ashish J. Jain)
Partner
Membership No. 111829

MUMBAI
Dated : 30th May, 2018.

For and on behalf of the Board of Directors

(Vimalchand M. Jain)
Director

(Hemant Ranawat)
Executive Director

(Bhavesh Shah)
Director

SHIVAGRICO IMPLEMENTS LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

3.1 PROPERTY, PLANT & EQUIPMENT

Particulars	Gross Carrying Amount				Depreciation/Amortisation				Net Carrying Amount	
	As on 01/04/2017	Additions	Deductions Adjustment	As on 31/03/2018	Upto 31/03/2017	For the year	Deduction Adjustment	Upto 31/03/2018	As on 31/03/2018	As on 31/03/2017
a)Tangible Assets:-										
Lease Hold Land	2,229,942	-	-	2,229,942	999,843	22,856	-	1,022,699	1,207,243	1,230,099
Freehold Land	158,840	-	-	158,840	-	-	-	-	158,840	158,840
Buildings	45,430,905	2,098,700	-	47,529,605	22,041,837	2,025,296	-	24,067,133	23,462,472	23,389,068
Plant & Machinery	129,790,762	28,655,247	-	158,446,009	90,481,638	6,921,710	-	97,403,348	61,042,661	39,309,125
Office Equipments	4,374,174	33,700	-	4,407,874	3,963,652	139,479	-	4,103,131	304,743	410,522
Furniture & Fixtures	1,498,035	-	-	1,498,035	1,406,749	21,537	-	1,428,286	69,749	91,286
Vehicles	3,171,090	2,465,929	2,349,859	3,287,160	1,860,643	565,540	1,536,398	889,785	2,397,375	1,310,447
Total	186,653,749	33,253,576	2,349,859	217,557,465	120,754,362	9,696,418	1,536,398	128,914,382	88,643,083	65,899,386

3.1 PROPERTY, PLANT & EQUIPMENT

Particulars	Gross Carrying Amount				Depreciation/Amortisation				Net Carrying Amount	
	As on 01/04/2016	Additions	Deductions Adjustment	As on 31/03/2017	Upto 31/03/2016	For the year	Deduction Adjustment	Upto 31/03/2017	As on 31/03/2017	As on 31/03/2016
Lease Hold Land	2,229,942	-	-	2,229,942	976,989	22,854	-	999,843	1,230,099	1,252,953
Freehold Land	158,840	-	-	158,840	-	-	-	-	158,840	158,840
Buildings	45,430,905	-	-	45,430,905	19,826,327	2,215,510	-	22,041,837	23,389,068	25,604,578
Plant & Machinery	129,776,667	14,095	-	129,790,762	80,567,306	9,914,332	-	90,481,638	39,309,125	49,209,362
Office Equipments	4,192,462	181,712	-	4,374,174	3,812,104	151,548	-	3,963,652	410,522	380,358
Furniture & Fixtures	1,498,035	-	-	1,498,035	1,374,916	31,833	-	1,406,749	91,286	123,119
Vehicles	4,703,590	-	1,532,500	3,171,090	2,538,160	624,898	1,302,415	1,860,643	1,310,447	2,165,430
Total	187,990,442	195,807	1,532,500	186,653,749	109,095,802	12,960,975	1,302,415	120,754,362	65,899,386	78,894,639

3.2 Capital Work-in-Progress

Particulars	As at 01/04/2016	Additions	Capitalisation/ Deductions	As at 31/03/2017	As at 01/04/2017	Additions	Capitalisation/ Deductions	As at 31/03/2018
Building	1,241,377	429,617	-	1,670,994	1,670,994	427,706	2,098,700	-
Plant & Machinery	16,943,742	12,494,176	-	29,437,918	29,437,918	5,455,925	28,319,773	6,574,070
Total	**18,185,119**	**12,923,793**	**-**	**31,108,912**	**31,108,912**	**5,883,631**	**30,418,473**	**6,574,070**

3.3 Intangible Assets

Particulars	Gross Carrying Amount				Amortisation				Net Carrying Amount	
	As on 01/04/2017	Additions	Deductions Adjustment	As on 31/03/2018	Upto 31/03/2017	For the year	Deduction Adjustment	Upto 31/03/2018	As on 31/03/2018	As on 31/03/2017
Computer Software	70,114	26,774	-	96,888	46,085	10,613	-	56,698	40,190	24,029

Particulars	Gross Carrying Amount				Amortisation				Net Carrying Amount	
	As on 01/04/2016	Additions	Deductions Adjustment	As on 31/03/2017	Upto 31/03/2016	For the year	Deduction Adjustment	Upto 31/03/2017	As on 31/03/2017	As on 31/03/2016
Computer Software	70,114	-	-	70,114	35,619	10,466	-	46,085	24,029	34,495

Notes :-

1 During the year ended on 31 March 2018 and 31 March 2017, there is no impairment loss determined at each level of Cash Generating Units. The recoverable amount was based on value in use and was determined at the level of Cash Generating Units.

2 Borrowing costs amounting to Rs.30,85,380/- (2017 - Rs.24,39,854/-) are capitalised on property, plant and equipment under construction.

SHIVAGRICO IMPLEMENTS LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

		As at		
		31st March,2018	31st March,2017	31st March,2016
4	**NON-CURRENT INVESTMENTS**			
	Trade Investments Unquoted :	16,500	16,500	16,500
	33 Equity Shares of Falna Udyog Mandal Ltd, of Rs 500/- Fully paidup	16,500	16,500	16,500
	Aggregate Value of unquoted investments	16,500	16,500	16,500
5	**OTHER NON-CURRENT ASSETS**			
	(Unsecured considered good)			
	Capital Advances	352,500	-	-
	Deposit with Government Authorities	-	40,900	40,900
	Security Deposits Utility	1,591,842	1,649,494	1,649,494
		1,944,342	1,690,394	1,690,394
6	**INCOME TAX ASSETS (net)**			
	Advance Tax / TDS less provisions	2,320,710	1,419,758	1,740,943
		2,320,710	1,419,758	1,740,943
7	**INVENTORIES**			
	(As taken, valued and certified by the management)			
	Raw materials	17,619,553	17,155,583	14,061,612
	Work in Progress	39,404,714	24,502,583	18,251,352
	Finished Goods	17,132,843	21,988,421	24,836,312
	Stock-in-trade (in respect of goods acquired for trading)	274,855	320,643	383,369
	Stores and spares	6,850,247	7,102,892	7,961,591
	Other consumables	4,877,519	4,773,335	3,168,695
		86,159,731	75,843,457	68,662,931
8	**TRADE RECEIVABLES**			
	Unsecured			
	Considered Good	13,114,641	10,983,325	18,152,177
	Considered Doubtful	39,516	-	-
	Less : Allowances for Doubtful Debts	(39,516)	-	-
		13,114,641	10,983,325	18,152,177
9	**CASH & CASH EQUIVALENTS**			
	Balances with banks in current accounts	462,856	426,364	561,128
	Cash on hand	40,514	64,720	58,050
		503,370	491,084	619,178
10	**OTHER BALANCES WITH BANKS**			
	Bank deposits with maturity of more than 3 months but less than 12 months	1,122,002	1,076,361	505,400
		1,122,002	1,076,361	505,400

Note:

1. The above bank deposits are held as margin money against Bank Guarantees.

11 OTHER CURRENT FINANCIAL ASSETS

(Unsecured considered good)

Employees Advances	285,732	271,683	205,403
	285,732	271,683	205,403

12 OTHER CURRENT ASSETS :

Balances with Govt. Authorities	8,394,803	10,288,900	14,192,777
Advances to vendors	-	127,150	148,376
Prepaid Expenses	796,624	707,501	867,845
Others	621,858	1,217,847	908,962
	9,813,285	12,341,398	16,117,960

13 EQUITY SHARE CAPITAL

13.1 AUTHORISED :

6990000 Equity Shares of Rs 10/- each	69,900,000	69,900,000	69,900,000
1000 Nos 9% Cumulative Redeemable preference shares of Rs.100/- each	100,000	100,000	100,000
	70,000,000	70,000,000	70,000,000

13.2 ISSUED, SUBSCRIBED AND FULLY PAID

5013600 Equity Shares of Rs 10/- Each Fully Paidup	50,136,000	50,136,000	50,136,000
	50,136,000	50,136,000	50,136,000

13.3 The reconciliation of the number of shares outstanding is set out below :

No. of Equity Shares at the beginning of the year	5,013,600	5,013,600	5,013,600
No.of Equity Shares at the end of the year	5,013,600	5,013,600	5,013,600

13.4 The Company has one class of equity shares having a par value of Rs.10/- per share. These shares rank pari passu in all respects including voting rights, entitlement to dividend and distribution of assets of the Company in the event of liquidation.

13.5 The details of Shareholders holding more than 5% shares

Name of the Shareholder	%	No of Shares	%	No of Shares	%	No of Shares
Vimal Chand M Jain	16.65%	835,000	16.65%	835,000	16.65%	835,000
SDD Agencies P Ltd	14.34%	719,100	14.34%	719,100	14.34%	719,100
Vinit N Ranawat	10.54%	528,500	10.54%	528,500	10.54%	528,500

14 OTHER EQUITY

a) Reserves & Surplus

i) Capital Reserve

Opening Balance	1,500,000	1,500,000
Closing Balance	1,500,000	1,500,000

ii) Securities Premium Reserve

Opening Balance	10,058,995	10,058,995
Closing Balance	10,058,995	10,058,995

iii) Retained Earnings

Opening Balance	16,254,529	15,844,740
Add : (Loss)/Profit for the year	(3,121,487)	409,789
Closing Balance	13,133,042	16,254,529

	b) Other Comprehensive Income			
	Opening Balance	(132,215)	-	
	Add /Less: Remeasurement Gains/(Loss) on Deferred Benefit Plans (Net of tax)	127,040	(132,215)	
		(5,175)	(132,215)	
		24,686,862	27,681,309	
15	**NON-CURRENT BORROWINGS**			
	Secured :			
	Term loan from SBBJ (Secured against hypothecation of Vehicle, repayable in 60 installment of Rs.30,000/- each at the rate of 8.75% p.a., last installment due on December 2017)	-	756,666	944,395
	Term loan from HDFC Bank (Secured against hypothecation of Plant and Machinery, repayable in 38 installment of Rs.2,81,450/- each at the rate of 9.35 % p.a., last installment due on March 2019)	-	3,197,104	6,084,018
	Term Loan from HDFC Bank (100 lacs) (Secured against hypothecation of Plant and Machinery, repayable in 60 installment of Rs.2,11,734/- each @ 9.35% p.a., last installment due on Feb 2022)	6,418,438	8,228,982	-
	Term Loan from HDFC Bank (Secured against hypothecation of Vehicle, repayable in 60 installment of Rs.42,782/- each @ 8.20 % p.a., last installment due on Jan 2023)	1,683,786	-	-
		8,102,224	12,182,752	7,028,413
16	**OTHER NON- CURRENT FINANCIAL LIABILITIES**			
	Creditors for Capital Goods	2,866,754	3,057,870	5,351,262
		2,866,754	3,057,870	5,351,262
17	**OTHER NON- CURRENT LIABILITIES**			
	Advnace from Customers	5,000,000	5,000,000	3,000,000
		5,000,000	5,000,000	3,000,000
18	**DEFERRED TAX LIABILITIES (NET)**			
	DEFERRED TAX LIABILITIES			
	Property, Plant & Equipment	2,711,594	2,043,398	2,704,297
	Loan Processing Charges	24,656	49,313	73,970
		2,736,250	2,092,711	2,778,267
	DEFERRED TAX ASSETS			
	MAT Credit Entitlement	114,349	114,349	231,430
	Unused Tax Losses	2,450,966	-	596,805
	Disallowance u/s 43B	47,310	-	-
	Allowance for doubtful debts	10,274	-	-
		2,622,899	114,349	828,235
	Net Deferred Tax Liabilities	113,351	1,978,362	1,950,032
19	**CURRENT BORROWINGS**			
	Secured :			
	Cash Credit Facilities From HDFC Bank Ltd.	72,212,705	54,531,513	73,259,086
	EPC From HDFC Bank Ltd	4,070,476	3,056,629	-

	(These credit facilities from HDFC Bank are secured against hypothecation by way of first and exclusive charge of present and future stock, book debts and collateral security of immovable properties of the Company and personal guaranttees of the directors at the interest of 9.35% p,a)			
	Unsecured :			
	From Directors	19,965,000	20,365,000	15,435,274
		96,248,181	77,953,142	88,694,360
20	**TRADE PAYABLES**			
	Trade payables	16,091,788	16,403,151	10,101,288
		16,091,788	16,403,151	10,101,288
21	**OTHER CURRENT FINANCIAL LIABILITIES**			
	Current Maturities of long term borrowings			
	Term loan from SBBJ (Secured against hypothecation of Vehicle, repayable in 60 installment of Rs.30,000/- each at the rate of 8.75% p.a., last installment due on December 2017)	-	242,189	270,000
	Term loan from HDFC Bank (Secured against hypothecation of Plant and Machinery, repayable in 38 installment of Rs.2,81,450/- each at the rate of 9.35 % p.a., last installment due on March 2019)	3,197,104	2,886,914	2,606,800
	Term Loan from HDFC Bank (100 lacs) (Secured against hypothecation of Plant and Machinery, repayable in 60 installment of Rs.2,11,734/- each @ 9.35% p.a., last installment due on Feb 2022)	1,810,544	1,641,367	-
	Term Loan from HDFC Bank (Secured against hypothecation of Vehicle, repayable in 60 installment of Rs.42,782/- each @ 8.20 % p.a., last installment due on Jan 2023)	359,157	-	-
	Term loan from SBBJ (Secured against hypothecation of Vehicle, repayable in 36 installments of Rs.17,500/- each at the rate of 10.75% p.a. , last installment due on Jan 2017)	-	-	144,114
	Term loan from SBBJ (Secured against hypothecation of Vehicle , repayable in 60 installment of Rs.14,800/- each at the rate of 10.75% p.a., last installment due on 13-07-2016)	-	-	60,196
		5,366,805	4,770,470	3,081,110
	Interest accrued but not due on borrowings	85,168	101,957	59,387
	Creditors for capital goods	109,956	922,167	2,825,722
		5,561,929	5,794,594	5,966,219
22	**OTHER CURRENT LIABILITIES**			
	Advance from Customers	1,440,598	781,973	4,972,110
	Statutory Dues payable	289,970	197,134	221,720
		1,730,568	979,107	5,193,830

		As at 2017-18	As at 2016-17
23	**REVENUE FROM OPERATIONS**		
	Sales of Products (including excise duty)	168,439,805	202,477,355
	Sales of Services (including service tax)	42,720,507	38,236,905
	Other Operating Income	11,705,829	10,806,190
		222,866,141	251,520,450
23.1	**PARTICULARS OF SALE OF PRODUCTS**		
	Rolling Products	116,123,411	119,734,162
	Agricultural Implements	52,316,394	82,743,193
		168,439,805	202,477,355
23.2	**PARTICULARS OF SALE OF SERVICES**		
	Conversion charges & Job work	42,720,507	38,236,905
		42,720,507	38,236,905
23.3	**PARTICULARS OF OTHER OPERATING INCOME**		
	Sale of Scrap	11,705,829	10,806,190
		11,705,829	10,806,190
24	**OTHER INCOME :**		
	Interest Income :	119,601	125,390
	on Bank Fixed Deposits	67,664	81,907
	on Income tax refund	-	72,885
	Duty Draw Back	321,277	1,907,903
	Export Incentives	39,579	458,569
	Profit on sale of Property, Plant & Equipment	171,320	120,915
	Business Auxillary Income	-	303,055
	Miscellaneous Income	-	54,012
		719,441	3,124,636
25	**COST OF MATERIALS CONSUMED**		
	Opening Stock	17,155,583	14,061,612
	Add :- Purchases	123,190,880	134,406,433
	Less :- Closing Stock	17,619,553	17,155,583
		122,726,910	131,312,462
26	**PARTICULARS OF PURCHASES OF STOCK-IN-TRADE**		
	Trading Purchases (Agricultural Implements)	1,252,700	4,600,697
	Trading Purchases(ingot/billets)	6,817,636	271,960
	Trading Purchases(Woolen Handle)	-	91,000
		8,070,336	4,963,657
27	**CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRES & STOCK-IN-TRADE**		
	Opening Stock :		
	Work in Progress	24,502,583	18,251,352
	Stock-in-trade	320,643	383,369
	Finished Goods	21,988,421	24,836,312
		46,811,647	43,471,033

	Closing Stock :		
	Work in Progress	39,404,714	24,502,583
	Stock-in-trade	274,855	320,643
	Finished Goods	17,132,843	21,988,421
		56,812,412	46,811,647
		(10,000,765)	(3,340,614)
28	**MANUFACTURING EXPENSES**		
	Stores, Spares and Packing Materials	6,791,272	7,102,055
	Excise duty on Sales	3,951,335	13,231,953
	Central Excise Duty	464,063	6,030,283
	Contract Labour Charges	30,940,520	27,371,328
	Power & Fuel	22,751,542	21,422,348
	Transportation Charges	4,790,833	4,308,554
	Job work charges	1,431,243	1,909,740
	Repairs to buildings	328,422	78,964
	Repairs to machinery	2,002,408	612,552
	Insurance	196,591	51,559
	Other Factory expenses	696,493	924,022
		74,344,722	83,043,358
29	**EMPLOYEE BENEFITS EXPENSES**		
	Salaries, Wages, Bonus etc.	6,635,822	7,294,038
	Contribution to Provident Fund and other funds	524,300	556,575
	Employees Welfare Expenses	371,879	278,412
	Contribution to Gratuty fund	255,923	213,684
		7,787,924	8,342,709
30	**FINANCE COSTS**		
	Interest Expenses	5,370,417	5,439,004
	Other borrowing cost	323,159	625,428
		5,693,576	6,064,432
31	**OTHER EXPENSES**		
	Sales Promotion and Marketing expenses	591,960	483,773
	Commission on sales	112,326	94,359
	Repairs others	257,385	401,905
	Insurance	63,889	122,834
	Communication expenses	312,990	368,168
	Travelling & Conveyance	2,145,993	1,397,453
	Printing & Stationery	137,551	148,526
	Legal & Professional expenses	1,002,792	532,340
	Rates and taxes	949,093	472,639
	Payment to Auditors		
	Statutory audit fees	425,000	345,000
	Tax audit fees	-	155,000
	Other services	-	47,602
	Transport and handling charges	2,088,499	3,696,119
	Brokerage and commission	-	

	Allowances for Doubtful Debts	39,516	-
	Miscellaneous expenses	2,159,988	2,426,254
		10,286,982	10,691,972
32	**TAX EXPENSE**		
(a)	**Income tax**		
	Tax on profits for the year	-	157,550
	Recognised in OCI	-	(59,124)
	Total income tax	**-**	**98,426**
(b)	**Deferred tax**		
	Decrease / (Increase) in deferred tax assets	(2,508,550)	713,886
	(Decrease) / Increase in deferred tax liabilities	643,539	(685,556)
	Total deferred tax expense/(benefit)	**(1,865,011)**	**28,330**
	Total tax expense (a) + (b)	**(1,865,011)**	**126,756**
(c)	**Reconciliation of tax expense and the accounting profit multiplied by tax rate :**		
	(Loss)/Profit before income tax expenses	(5,031,134)	595,669
	Tax at the rate of 26% [2017- 30.9%]	(1,308,095)	184,062
	Tax effect of amounts which are not deductible		
	Expenses not deductible	18,507	-
	Profit on sale of fixed assets	(44,543)	(37,363)
	Tax effect on Ind AS adjustments	-	(19,943)
	Tax effect on adjustments due to change in tax rates	(16,091)	-
	Tax effect on adjustment due to change in borrowing cost	(514,789)	-
	Tax expense as per Income Tax	(1,865,011)	126,756
33	**Earnings per equity share**		
	(Loss)/Profit after tax	(3,121,487)	409,789
	Weighted average number of equity shares	5,013,600	5,013,600
	Nominal Value of equity shares	10	10
	Earning per equity share - Basic & Diluted	(0.62)	0.08

34. First-time-adoption of Ind AS

These financial statements, for the year ended 31 March 2018, are the first the Company has prepared in accordance with Ind AS. For periods up to and including the year ended 31 March, 2017, the Company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for periods ending on 31 March 2017, as described in the summary of significant accounting policies. In preparing these financial statements, the Company's opening balance sheet was prepared as at 1 April 2016, the Company's date of transition to Ind AS. This note explains the principal adjustments made by the Company in restating its Indian GAAP financial statements, including the balance sheet as at 1 April 2016 and ther financial statements as at and for the year ended 31 March 2017.

Exemptions applied

- The Company has elected to fair value certain items of property plant and equipment as at the date of transition.
- The Company has designated unquoted equity shares held at 1 April 2016 as fair value through OCI.

Exception applied

- De-recognition of financial assets and liabilities exception - Financial assets and liabilities derecognized before 1 April 2016 are not re-recognized under Ind-AS. The Company has not chosen to apply the Ind AS 109 Financial Instruments de-recognition criteria to an earlier dare. No significant arrangements were identified that had to be assessed under this exception.
- Classification of debt and equity instruments - The Company has dertermined the classification of debt and equity instruments in terms of whether they meet the amortized cost criteria or the FVTOCI criteria based on the facts and circumstances that existed as of the transition date.
- Impairment of financial asset - The Company has applied the impairment requirements of Ind AS 109 retrospectively based on facts and circumstances existing on transition date.

Reconciliation between previous Indian GAAP and IND AS

(i) Equity Reconciliation

	Particulars	**Footnote No.**	**As at 31.03.2017**	**As at 01.04.2016**
As reported under previous GAAP			78,283,574	77,221,186
Adjustments:				
Less:	Leasehold Land Expenses Amortised	(i)	999,843	976,989
Add:	Effective Interest Method Impact on Finance Cost	(ii)	159,589	239,384
Add:	Recognition of Deferred Tax on above items	(iii)	259,639	227,920
Add:	MAT Credit Entitlement	(iv)	114,349	231,430
Add:	Recognition of Deferred Tax on unused tax losses	(v)	-	596,805
Equity under IND AS			77,817,307	77,539,735

(ii) Total Comprehensive Income Reconciliation

	Particulars	**Footnote No.**	**2016-2017**
Profit after tax under Previous GAAP			**1,062,389**
Adjustments:			
Less:	Leasehold Land Expenses Amortised	(i)	(22,854)
Less:	Effective Interest Method Impact on Finance Cost	(ii)	(79,795)
Less:	Effect on Deferred Tax Assets / Liabilities on above	(iii)	31,719
Add:	Acturial Loss reclassified to other Comprehensive Income	(vi)	191,339
Less:	Effect on Current Tax due to reclassification	(vii)	(59,124)
Less:	Mat Credit Availed	(iv)	(117,081)
Less:	Deferred Tax Asset Utilised	(v)	(596,805)
Profit for the period under IND AS			**409,788**
Other Comprehensive Income (Net of Tax)			
Remeasurement of Gains on defined benefit plan			(132,215)
Total Comprehensive Income for the period under IND AS			277,574

(iii) Cash Flow Reconciliation for the year ended 31st March,2017

	Regrouped Indian GAAP	**Ind AS Adjustments**	**IND AS**
Net cash flow from operating activities	24,579,332	(1,686,096)	22,893,236
Net cash flow from investing activities	(13,135,911)	76,532	(13,059,379)
Net cash flow from financing activities	(11,571,515)	1,609,564	(9,961,951)

Net increase/(decrease) in cash and cash equivalents	(128,094)	-	(128,094)
Cash & Cash equivalents as at 01/04/2016	619,178	-	619,178
Cash & Cash equivalents as at 31/03/2017	491,084	-	491,084

(iv) Reconciliation of Equity as at 1 April 2016

		Particulars	Foot Note No.	Regrouped Indian GAAP	Ind AS adjustments	Ind AS
		1	2	3	4	4
I	**Assets**					
(1)	**Non-current assets**					
	(a)	Property, Plant and Equipment	(i)	79,871,629	(976,989)	78,894,639
	(b)	Capital work-in-progress		18,185,119	-	18,185,119
	(c)	Intangible assets		34,495	-	34,495
	(d)	Financial Assets				
		(i) Investments		16,500	-	16,500
	(e)	Other non-current assets		1,690,394	-	1,690,394
	(f)	Income-tax Assets (net)		1,740,943	-	1,740,943
(2)	**Current assets**					
	(a)	Inventories		68,662,931	-	68,662,931
	(b)	Financial Assets				
		(i) Trade receivables		18,152,177	-	18,152,177
		(ii) Cash and cash equivalents		619,178	-	619,178
		(iii) Bank balances other than (ii) above		505,400	-	505,400
		(iv) Other financial assets		205,403	-	205,403
	(c)	Other current assets	(ii)	15,878,576	239,384	16,117,960
		Total Assets		**205,562,743**	**(737,605)**	**204,825,139**
II	**EQUITY AND LIABILITIES**					
(1)	**Equity**					
	(a)	Equity Share capital		50,136,000	-	50,136,000
	(b)	Other Equity	(i) to (v)	27,085,186	318,550	27,403,735
(2)	**LIABILITIES**					
	Non-current Liabilities					
	(a)	Financial Liabilities				
		(i) Borrowings		7,028,413	-	7,028,413
		(ii) Other financial liabilities		5,351,262	-	5,351,262
	(b)	Other non-current liabilities		3,000,000	-	3,000,000
	(c)	Deferred tax liabilities (Net)	(iii), (iv) (v)	3,006,187	(1,056,155)	1,950,032
	Current Liabilities					
	(a)	Financial Liabilities				
		(i) Borrowings		88,694,360	-	88,694,360
		(ii) Trade payables		10,101,288	-	10,101,288
		(iii) Other financial liabilities		5,966,219	-	5,966,219
	(b)	Other Current Liabilities		5,193,830	-	5,193,830
		Total Equity and Liabilities		**205,562,743**	**(737,605)**	**204,825,139**

(v) Reconciliation of Equity as at 31st March, 2017

		Particulars	Foot Note No.	Regrouped Indian GAAP	Ind AS adjustments	Ind AS
		1	2	3	4	4
I	**Assets**					
(1)	**Non-current assets**					
	(a)	Property, Plant and Equipment	(i)	66,899,230	(999,844)	65,899,386
	(b)	Capital work-in-progress	(ii)	31,185,443	(76,531)	31,108,912
	(c)	Intangible assets		24,029	-	24,029
	(d)	Financial Assets				
		(i) Investments		16,500	-	16,500
	(e)	Other non-current assets		1,690,394	-	1,690,394
	(f)	Income-tax Assets (net)		1,419,758	0	1,419,758
(2)	**Current assets**					
	(a)	Inventories		75,843,457	-	75,843,457
	(b)	Financial Assets				
		(i) Trade receivables		10,983,325	-	10,983,325
		(ii) Cash and cash equivalents		491,084	-	491,084
		(iii) Bank balances other than (ii) above		1,076,361	-	1,076,361
		(iv) Other financial assets		271,683	-	271,683
	(c)	Other current assets	(ii)	12,105,278	236,120	12,341,398
		Total Assets		**202,006,540**	**(840,255)**	**201,166,287**
II	**EQUITY AND LIABILITIES**					-
(1)	Equity					
	(a)	Equity Share capital		50,136,000	-	50,136,000
	(b)	Other Equity	(i) to (v)	28,147,574	(466,267)	27,681,309
(2)	**LIABILITIES**					
	Non-current Liabilities					
	(a)	Financial Liabilities (i) Borrowings		12,182,752	-	12,182,752
		(ii) Other financial liabilities		3,057,870	-	3,057,870
	(b)	Other non-current liabilities		5,000,000	-	5,000,000
	(c)	Deferred tax liabilities (Net)	(iii), (iv) & (v)	2,352,350	(373,988)	1,978,362
	Current Liabilities					
	(a)	Financial Liabilities (i) Borrowings		77,953,142	-	77,953,142
		(ii) Trade payables		16,403,151	-	16,403,151
		(ii) Other financial liabilities		5,794,594	-	5,794,594
	(b)	Other Current Liabilities		979,107	-	979,107
		Total Equity and Liabilities		**202,006,540**	**(840,255)**	**201,166,287**

(vi) Reconciliation of Statement of Profit and Loss for the year ended 31 March 2017

	Particulars	Foot Note No.	Regrouped Indian GAAP	Ind AS adjustments	Ind AS
I	Revenue From Operation		251,520,450	-	251,520,450
II	Other Income		3,124,636	-	3,124,636
III	Total Income (I + II)		254,645,086	-	254,645,086
IV	**Expenses**				
	a) Cost of material consumed		131,312,462	-	131,312,462
	b) Purchases of Stock-in-Trade		4,963,657	-	4,963,657
	c) Change in inventories of finished goods & Stock-in-Trade		(3,340,614)	-	(3,340,614)
	d) Manufacturing expenses		83,043,358	-	83,043,358
	e) Employee benefits expense	(vi)	8,534,048	(191,339)	8,342,709
	f) Finance costs	(ii)	5,984,637	79,795	6,064,432
	g) Depreciation and amortization	(i)	12,948,587	22,854	12,971,441
	h) Other expenses		10,691,972	-	10,691,972
	Total Expenses (IV)		**254,138,107**	**(88,690)**	**254,049,417**
V	Profit before tax (III - IV)		506,977	88,690	595,669
VI	Tax expenses :				
	(i) Current tax	(vii)	98,426	59,124	157,550
	(ii) Deferred tax	(iii) to (v)	(653,837)	682,167	28,330
VII	Profit for the year (V-VI)		1,062,389	(652,601)	409,789
VIII	Other Comprehensive Income				
	Items that will not be reclassified to profit & loss				
	(i) Remeasurement gains on defined benefit plans	(vi)	-	(191,339)	(191,339)
	(ii) Income-tax on above	(vii)	-	59,124	59,124
	Total Other Comprehensive Income for the year (net of tax)		-	(132,215)	(132,215)
IX	Total Comprehensive Income for the year (VII+VIII)		1,062,389	(784,816)	277,574

Note :-

(i) Leasehold land expenses amortised

Under Previous GAAP due to non availability of guidance on how land leases should be classified, the company has capitalised the leasehold land with the initial cost incurred to enter into the lease agreement along with the upfront payment of future lease rent. Annual lease rent payment were charged to the profit and loss on annual basis. Under Ind AS, land lease has been classified as finance lease on the basis of factors such as renewal right with the company, etc., finance lease obligations has been recognised for the future lease rent payable over the primary period of lease with corresponding impact to the retained earnings.

(ii) Effective Interest Method Impact on Finance Cost

Under Previous GAAP the loan processing charges had been debited to the profit and loss / capitalsied as borrowing cost in the year of incurrence of expense, which is now recognised as expense or capitalised to capital work in progress over the tenure of the term loan as a part of borrowing cost by applying the effective interest rate method as per Ind AS.

(iii) Deferred Tax on Items

Additional deferred tax asset/(liability) has been recognised corresponding to the adjustments to retained earnings/ profit or loss as a result of Ind AS Implementation.

(iv) MAT Credit Entitlement

Financial Statements prepared under Indian GAAP did not recognise MAT Credit Entitlement in the earlier years. As per Ind AS MAT Credit Entitlement / Reversal has been recognised to the extent the same can be set off against taxable income.

(v) Deferred Tax on Unused Tax Losses

Financial Statements prepared under Indian GAAP did not recognise Deferred Tax on unused tax losses in the earlier years. As per Ind AS Deferred Tax on unused tax losses and its reversal has been recognised to the extent the same can be set off against taxable income.

(vi) Acturial Gain/Loss reclassified to Other Comprehensive Income

Under Ind AS , remeasurement of defined benefit plan are not recognised in the Statement of Profit and Loss but in Other Comprehensive Income. The concept of Other Comprehensive Income did not exist under previous GAAP

(vii) Effect on Current Tax due to reclassification

Additional Current Tax Expense / Income has been recognised corresponding to the reclassification of remeasurement of defined benefit plan to Other comprehensive income.

35 FAIR VALUE MEASUREMENTS

(a) Financial instruments by category

	As at 31/03/2018		As at 31/03/2017		As at 01/04/2016	
	FVOCI	Amortised cost	FVOCI	Amortised cost	FVOCI	Amortised cost
Financial Assets						
Investment						
Equity instrument	16,500		16,500		16,500	
Trade receivables		13,114,641		10,983,325		18,152,177
Cash & Cash Equivalents		503,370		491,084		619,178
Bank balances other than mentioned above		1,122,002		1,076,361		505,400
Other financial assets		285,732		271,683		205,403
Total Financial Assets	**16,500**	**15,025,745**	**16,500**	**12,822,453**	**16,500**	**19,482,158**
Financial Liabilities						
Borrowings		109,717,210		94,906,364		98,803,883
Interest Accrued but not due		85,168		101,957		59,387
Trade payables		16,091,788		16,403,151		10,101,288
Capital creditors		2,976,710		3,980,037		8,176,984
Total Financial Liabilities	**-**	**128,870,876**	**-**	**115,391,509**	**-**	**117,141,542**

(b) Financial Assets and Liabilities measured at fair value - recurring fair value measurements

	As at 31/03/2018			As at 31/03/2017			As at 01/04/2016		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial Assets									
Financial instrument at FVOCI	-	-	16,500	-	-	16,500	-	-	16,500
(Investments in 33 equity shares of Falna Udyog Mandal Ltd of Rs.500/- - Unquoted)					.				
Total Financial Assets	-	-	16,500	-	-	16,500	-	-	16,500.00

(c) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognized and measured at fair value. To provide an indication about the reliability of the inputs used in determining fair values, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

(i) Quantitative disclosures of fair value measurement hierarchy for assets and liabilities as at 31.03.2018:

	Fair value measurement using				
	Date of valuation	Quoted price in active market level(1)	Significant observable inputs level(2)	Significant unobservable inputs level(3)	Total
Financial Assets measured at FVOCI- Unquoted Equity Shares	31/03/2018	-	-	16,500	16,500

(ii) Quantitative disclosures of fair value measurement hierarchy for assets and liabilities as at 31.03.2017:

	Fair value measurement using				
	Date of valuation	Quoted price in active market level(1)	Significant observable inputs level(2)	Significant unobservable inputs level(3)	Total
Financial Assets measured at FVOCI- Unquoted Equity Shares	31/03/2017	-	-	16,500	16,500

(iii) Quantitative disclosures of fair value measurement hierarchy for assets and liabilities as at 01.04.2016:

	Fair value measurement using				
	Date of valuation	Quoted price in active market level(1)	Significant observable inputs level(2)	Significant unobservable inputs level(3)	Total
Financial Assets measured at FVOCI- Unquoted Equity Shares	1/04/2016	-	-	16,500	16,500

Level 1: Level 1 hierarchy includes Financial Instruments measured using quoted prices. This includes listed equity instruments that have quoted price.

Level 2: The fair value of Financial Instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, included in level 3.

Note:

The company has not disclosed the fair value of financial instruments such as trade receivables, trade payables, loans, deposits etc because their carrying amounts are a reasonable approximation of fair value.

(d) Reconciliation of the financial assets measured at fair value using significant unobservable inputs (level 3)

Unquoted securities

	Rupees
As at 01/04/2016	16,500
Acquisitions	-
As at 31/03/2017	16,500
As at 01/04/2017	16,500
Acquisitions	-
As at 31/03/2018	16,500

36 Financial Risk Management

The Company's activities expose it to market risk (including currency risk, interest rate risk and other price risk), liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk .The Company's risk management is carried out by a director under policies approved by the Board of Directors. Director identifies, evaluates and hedges financial risks in close co-operation with the Company's operating units.The board provides principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of non-derivative financial instruments and investment of excess liquidity.The risk management includes identification, evaluation and identifying the best possible option to reduce such risk.

(A) Market risk

(i) Foreign currency risk

Foreign currency risk arises from future commercial transactions and recognized assets or liabilities denominated in a currency that is not the Company's functional currency (INR).The exposure of the Company to foreign currency risk is not significant. However, this is closely monitored by the Management to decide on the requirement of hedging. The position of unhedged foreign currency exposure to the Company as at the end of the year expressed in INR are as follows :

Currency

31/03/2018	**Asset (Receivable)**	**Liability (Payable)**	**Net Receivable/ (Payable)**
US Dollar (USD)	1,710,145	386,712	1,323,433
Exposure to foreign currency risk	1,710,145	386,712	1,323,433
31/03/2017			
US Dollar (USD)	1,461,536	371,653	1,089,883
Exposure to foreign currency risk	1,461,536	371,653	1,089,883
01/04/2016			
US Dollar (USD)	2,538,219	371,653	2,166,566
Exposure to foreign currency risk	2,538,219	371,653	2,166,566

Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments

	Impact on profit Increase/(Decrease)	
	March 31, 2018	March 31, 2017
USD sensitivity		
INR/USD Increases by 5% (31 March 2017 - 5%)	66,172	54,494
INR/USD Decreases by 5% (31 March 2017 - 5%)	(66,172)	(54,494)

(ii) Interest rate risk

The exposure of the Company's borrowing to interest rate changes at the end of the reporting period depends on the mixed of fixed rate and floating rate of the borrowings and the expected movement of market interest rate. The status of borrowings in terms of fixed rate and floating rate are as follows:

	31/03/2018	31/03/2017	01/04/2016
Fixed rate borrowings	13,469,029	16,953,222	10,109,523
Variable rate borrowing	76,283,181	57,588,142	73,259,086
Total borrowings	89,752,210	74,541,364	83,368,609

As at the end of the reporting period, the Company had the following variable rate borrowings outstanding

	Weighted average interest rate	Balance	% of total loans
31/03/2018			
Cash Credit and EPC	10.44%	76,283,181	84.99%
31/03/2017			
Cash Credit and EPC	10.71%	57,588,142	77.26%
4/1/2016			
Cash Credit and EPC	10.56%	73,259,086	87.87%

Sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates

	Impact on profit Increase/(Decrease)	
	March 31, 2018	March 31, 2017
Interest rates – increase by 50 basis points	381,416	287,941
Interest rates – decrease by 50 basis points	(381,416)	(287,941)

(B) Credit risk

Credit risk arises when a counter party defaults on contractual obligations resulting in financial loss to the Company. Trade receivables consist of large number of customers and geographical areas. In order to mitigate the risk of financial loss from defaulters, the Company has an ongoing credit evaluation process in respect of customers who are allowed credit period. In respect of walk-in customers the Company does not allow any credit period and therefore, is not exposed to any credit risk. In general, it is presumed that credit risk has significantly increased since initial recognition if the payments are more than 30 days past due.

Reconciliation of loss allowance provision – Trade receivables

	Rupees
Loss allowance on April 01, 2016	-
Changes in loss allowance	-
Loss allowance on March 31, 2017	-
Changes in loss allowance	39,516
Loss allowance on March 31, 2018	39,516

(C) Liquidity risk

The Company has a liquidity risk management framework for managing its short term, medium term and long term sources of funding vis-à-vis short term and long term utilization requirement. This is monitored through a rolling forecast showing the expected net cash flow, likely availability of cash and cash equivalents, and available undrawn borrowing facilities.

(i) Financing arrangements: The position of undrawn Borrowing Facilities at the end of reporting period are as follows:

Working Capital facilities from bank	**March 31, 2018**	**March 31, 2017**	**April 1, 2016**
Expiring within one year			
Cash Credit and EPC Facilities From HDFC Bank Ltd.	2,716,819	21,411,858	5,740,914
Floating rate	9.35%	9.85%	10.25%

The bank Cash Credit Facilities may be drawn at any time and may be terminated by the bank without notice

(ii) Maturities of Financial Liabilities

The tables below analyse the Company's Financial Liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative Financial Liabilities.

Contractual maturities of Financial Liabilities:

	Not later than 1 year	**Between 1 to 5 years**	**Total**
31-Mar-18			
Non-derivatives			
Borrowings	101,614,986	8,102,224	109,717,210
Interest Accrued but not due	85,168		85,168
Trade Payables	16,091,788		16,091,788
Liability for Capital Expenditure	109,956	2,866,754	2,976,710
	117,901,898	**10,968,978**	**128,870,876**
31-Mar-17			**-**
Non-derivatives			-
Borrowings	82,723,612	12,182,752	94,906,364
Interest Accrued but not due	101,957		101,957
Trade Payables	16,403,151		16,403,151
Liability for Capital Expenditure	922,167	3,057,870	3,980,037
	100,150,887	**15,240,622**	**115,391,509**

1-Apr-16			**-**
Non-derivatives			-
Borrowings	91,775,470	7,028,413	98,803,883
Interest Accrued but not due	59,387		59,387
Trade Payables	10,101,288		10,101,288
Liability for Capital Expenditure	2,825,722	5,351,262	8,176,984
	104,761,867	**12,379,675**	**117,141,542**

37 Capital management

For the purpose of the Company's capital management, equity includes issued equity capital, share premium, capital reserve and retained earnings attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.The Company's Capital Management objectives are to maintain equity including all reserves to protect economic viability and to finance any growth opportunities that may be available in future so as to maximize shareholders' value. The Company is monitoring capital using debt equity ratio as its base, which is debt to equity. The company's policy is to keep debt equity ratio below below two and infuse capital if and when it is required through issue of new shares and/or better operational results and efficient working capital management. There is constant endeavour to reduce debt as much as feasible and practical by improving operational and working capital management.

Debt-to-equity ratio are as follows:

	31/03/2018	31/03/2017	01/04/2016
Debt (A)	109,717,210	94,906,364	98,803,883
Equity (B)	74,822,862	77,817,309	77,539,73
Debt/Equity (A/B)	1.47	1.22	1.27

38 Leases

As a lessee

The Company acquired motor vehicles and land under finance lease. Generally tenure of finance lease of vehicles varies between 3 to 5 years. After completion of the lease term , vehicles are transferred in the name of the company.In case of Lease hold land the lease premium has already been paid and no amount is outstanding. The year wise break up of the outstanding as on 31st March in respect of motor vehicles are as under:

	Not later than 1 year	**Between 1 to 5 years**	**Total**
31/03/2018			
Vehicle Loans	359,157	1,683,786	2,042,943
3/31/2017			
Vehicle Loans	242,189	756,666	998,855
4/1/2016			
Vehicle Loans	474,310	944,395	1,418,705

39. Disclosures as per IND AS-19, "Employee Benefits" are given below :

(i) Short Term Employee Benefits

I. The Company has provided for bonus amounting to Rs. 1,81,961/- (Previous year Rs. 2,49,946/-) for all its employees under the Payment of Bonus Act, which has been recognized in the Profit & Loss Account for the year.

II. During the year the company has recognized Leave Salary amounting to Rs.1,06,222/- (Previous year Rs.1,69,165/-) in the statement of Profit & Loss on payment basis.

III. During the year the company has recognized Employees State Insurance Scheme amounting to Rs.1,43,489/- (Previous year Rs.1,20,520/-) in the Statement of Profit and Loss .

(ii) Long Term Employee Benefits

The Company has classified the various Long Term Employee Benefits as under:-

I. Defined Contribution Plans

a) Contribution to Provident Fund

b) Contribution to Pension Scheme

During the year, the Company has recognized the following amounts as expenses in the Profit and Loss Account -

	2017-18 Rs.	2016-17 Rs.
- Contribution to Provident Fund	1,35,512	1,50,515
- Contribution to Pension Scheme	2,09,442	2,39,469

II. Defined Benefit Plan

The Employees Gratuity Fund Scheme managed by Life Insurance Corporation of India is a defined benefit plan. The present value of obligation 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.

Valuation in respect of gratuity have been carried out by an independent actuary as at the Balance Sheet date, based on the following assumptions:-

1.	**Assumption**	**31-03-2018**	**31-03-2017**
	Discount Rate	8 %	8 %
	Salary Escalation	8 %	8 %
2.	Changes in the Present Value of Obligation		
	Present value of obligations as at beginning of year.	32,43,898	31,30,690
	Interest cost	2,59,512	2,50,455
	Current Service Cost	1,94,381	1,84,278
	Benefits Paid	(4,19,740)	(5,12,864)
	Actuarial (gain)/ loss on obligations	(1,71,676)	1,91,339
	Present Value of Obligations as at Year end	31,06,3753	2,43,898
3.	**Changes in the Fair Value of Plan Assets**		
	Fair value of plan assets at beginning of year	31,26,365	31,49,136
	Expected return on plan assets	2,25,051	2,49,476
	Contributions	1,67,794	2,40,617
	Benefits Paid	(4,19,740)	(5,12,864)
	Actuarial gain/(loss) on Plan assets	NIL	NIL
	Fair Value of Plan Assets at Year end	30,99,470	31,26,365
4.	**Fair value of Plan Assets**		
	Fair value of plan assets at beginning of year	31,26,365	31,49,136
	Actual return on plan assets	2,25,051	2,49,476
	Contributions	1,67,794	2,40,617
	Benefits Paid	(4,19,740)	(5,12,864)
	Fair value of plan assets at the end of year	30,99,470	31,26,365
	Funded status	6,905	(1,17,533)
	Excess of Actual over estimated return on plan assets	NIL	NIL
	Actual rate of return = Estimated rate of return as ARD falls on 31st March)		
5.	**Actuarial Gain/Loss recognized**		
	Actuarial (gain)/ loss on obligations	1,71,676	(1,91,339)
	Actuarial (gain)/ loss for the year - plan assets	NIL	NIL
	Total (gain)/ loss for the year	(1,71,676)	1,91,339
	Actuarial (gain)/ loss recognized in the year	(1,71,676)	1,91,339

6.	**Amounts Recognized in the Balance Sheet**		
	Present value of obligations as at the end of year	31,06,375	32,43,898
	Fair value of plan assets as at the end of the year	30,99,470	31,26,365
	Funded status	(6,905)	(1,17,533)
	Net asset/(liability) recognized in balance sheet	(6,905)	(1,17,533)
7.	**Expenses Recognised in the Profit and Loss Account**		
	Current Service cost	1,94,381	1,84,278
	Interest Cost	2,59,512	2,50,455
	Expected return on plan assets	(2,25,051)	(2,49,476)
	Net Actuarial (gain)/ loss recognized in the year	(1,71,676)	1,91,339
	Expenses recognised in statement of Profit and loss Account	57,166	3,76,596

40 <u>Disclosure of Related parties & related party transactions</u>

a) Enterprises over which, individual having indirect significant influence over the company, has significant influence and with whom transactions have taken place during the year and/or where balances exist

i) Mokal Granites

ii) Sanghvi Dhanrupji Devaji & Co. Money Changers Pvt. Ltd.

iii) Deesons Investment & Finance Pvt. Ltd.

b) Key Management Personnel:

i) Shri Hemant Ranawat

ii) Shri Vimalchand Jain

c) Relatives of Key Management Personnel:

i) Smt. Bharti Kothari

ii) Smt. Archana Ranawat

Transactions	Key Management Personnel	Relative of Key Managerial Personnel	Associates/Others
	2017-18	2017-18	2017-18
	2016-17	2016-17	2016-17
Salary & Bonus	-	650,000	-
	-	390,000	-
Marketing Expenses	-	-	-
	-	30,000	-
Weighing Charges	-	-	69,560
	-	-	84,080
Foreign Exchange Purchase	-	-	150,654
	-	-	127,316
Sales	-	-	8,985,106
	-	-	-
Loan Taken	4,500,000	-	-
	4,950,000	-	-
Loan Repaid	4,900,000	-	-
	20,274	-	-

Balance Outstanding	Key Management Personnel		
	31.03.2018	31.03.2017	01.04.2016
Unsecured Loans Outstanding	19,965,000	20,365,000	15,435,274
Trade Payables	2,668	-	-
	Associates/Others		
	31.03.2018	**31.03.2017**	**01.04.2016**
Trade Payables	13,860	64,978	17,443

41 Amount Unpaid to Micro, Small and Medium Enterprises Development Act, 2006

There are no dues to Micro and Small Enterprises as at 31st March, 2018. 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.

42 Contingent liabilities (to the extent not provided for)

	As at 31/03/2018	As at 31/03/2017	As at 31/03/2016
Claims of Excise Duty not acknowledged by the company (matters under Appeal with Rajasthan High Court Jodhpur against Tribunal Order)	-	-	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	1,161,633
Claims of Excise Duty not acknowledged by the company (matters with CESTAT, New Delhi)	109,378	109,378	109,378
	1,271,011	1,271,011	4,897,550

43 <u>Segment Reporting</u>

The Company deals in Rolling and Forging of Agricultural Implements and Other Products. All the Products made by the Company essentially emanate from Rolling and Forging Division and as such it is the only reportable segment as per Ind AS 108 ,"Operating Segment". The Company does not have transactions of more than 10% of total revenue with any single customer.

44 Expenditure /Earnings in foreign Currency

Particulars	2017-18	2016-17
Expenditure		
Overseas travel expenses	230,568	131,051
Earnings		
Exports (FOB)	10,599,704	26,619,896

45 Commitments

Particulars	As at 31/03/2018	As at 31/03/2017	As at 01/04/2016
Capital Commitments			
Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advances)	2,000,000	2,700,000	10,000,000

46 The previous year's figures are grouped / regrouped or arranged / rearranged wherever necessary to make them in compliance with disclosure requirement of Indian Accounting Standards

As per our report of even date
For Ambavat Jain & Associates LLP
Chartered Accountants
Firm Registration No. : 109681W

(Ashish J. Jain)
Partner
Membership No. 111829

MUMBAI
Dated : 30th May, 2018.

For and on behalf of the Board of Directors

(Vimalchand M. Jain)
Director

(Hemant Ranawat)
Executive Director

(Bhavesh Shah)
Director

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:	

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 Nineth Annual General Meeting of the Company to be held on Saturday, the 29th September, 2018 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 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon	Ordinary		
2.	Re-appointment of Mr. Hemant Ranawat who retires by rotation	Ordinary		
3.	To appoint of M/s. Ambavat Jain & Associates LLP, Chartered Accountants as Auditors of the Company to hold office for a peroid of 4 years for conclusion of the 39th AGM to 43rd AGM.	Ordinary		
4.	To Appoint Mr. Suresh Chandra Agarwal as a direcor of the company	Ordinary		

Signed this___________day of ________2018

Affix Revenue Stamp

____

Signature of Shareholder

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

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*	Folio No.
Client Id*	No. of Shares

NAME AND ADDRESS OF THE SHAREHOLDER :

I hereby record my presence at the Thirty Nineth Annual General Meeting of the Company held on Saturday, the 29th September, 2018 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

Route Map to AGM Hall, The Majestic