

**SHREENATH INDUSTRIAL
INVESTMENT COMPANY LIMITED**

L65990MH1983PLC263361



**32nd
ANNUAL REPORT
F Y 2014-15**

Contents	Page No.
Company Information	1
Notice	2
Directors' Report	12
Auditors' Report.....	28
Balance Sheet.....	33
Profit & Loss Statement	34
Cash Flow Statement	35
Notes on Financial Statements	36

Shreenath Industrial Investment Pvt. Ltd.

BOARD OF DIRECTORS

Shri. Kailash Sohanlal Jangid
Shri. Rajesh Narayan Agarwal
Shri. Uday Kishor Gherwada
Shri. Bhargav Bharat Shah
Smt. Priya Satish Shetty

COMPANY SECRETARY & COMPLIANCE OFFICER

Ashok Chhaganbhai Patel

STATUTORY AUDITORS

M/s. Motilal & Associates
Chartered Accountants
Mumbai

SECRETARIALS AUDITORS

M/s. VKM & Associates
Company Secretaries
Mumbai

BANKER

ICICI Bank, Mumbai

CORPORATE IDENTIFICATION NUMBER (CIN)

L65990MH1983PLC263361

REGISTERED ADDRESS

401, Rajshila Co-Op. Society Ltd.
597 J.S.S. Road, Chira Bazar,
Marine Lines East, Mumbai-400 002
Tel : 022-2207 1707

SHARE TRANSFER AGENT

PURVA SHAREGISTRY (INDIA) PVT. LTD.
Unit no. 9, Shiv Shakti Ind. Estt.
J.R. Boricha Marg, Opp. Kasturba Hospital Lane,
Lower Parel (E), Mumbai 400 011
Tel : 022-2301 8261
Email : purvashr@gmail.com

Annual General Meeting of the Company will be held on Tuesday, the 1st September, 2015 at 11.30 A.M. or soon after the conclusion of the Annual General Meeting of Shreenath Industrial Investment Co. Ltd. convened on the same day, whichever is later at 401 Rajshila Co-Operative Society Ltd, 597 J. S. S. Road, Chira Bazaar, Marine Lines East, Mumbai-400 002

SHREENATH INDUSTRIAL INVESTMENT COMPANY LIMITED

NOTICE

Notice is Hereby given that the 32nd Annual General Meeting of the Members of Shreenath Industrial Investment Company Limited will be held at Registered office of the Company at Office No. 401, 597, Rajshia Co-op. Society Ltd., Chira Bazar, J S S Road, Marine Lines (E), Mumbai – 400002 on Tuesday, 1st September, 2015 at 11.30 am, to transact the following business:

Ordinary Business:

1. To Receive, Consider and adopt the financial statement of the company for the year ended 31st March, 2015 including the audited Balance Sheet as at 31st March, 2015, the Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and auditor thereon.
2. To consider and if though fit, to pass with or without Modification/s the following resolution as an **Ordinary Resolutions:**
“**RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. Motilal & Associates (Firm registration No: 106584W), Chartered Accountant as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the 36th Annual General Meeting of the Company on such remuneration as may be determined by the Board of Directors.”

Special Business:

ITEM NO. 3:

To appoint Mr. Kailash Sohanlal Jangid (DIN: 03377929) as Managing Director & CEO of the Company and in this regard to consider and if thought fit, to pass, with or without Modification(s), the following resolution as an **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members be and is hereby accorded to appoint Mr. Kailash Jangid as the Managing Director & CEO of the Company for a period of five years w.e.f. 1st December, 2014 on the terms and conditions including remuneration, with liberty and power to the Board of Directors in the exercise of its discretion, to grant increments and to alter and vary from time to time the terms and conditions of the said appointment, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT any of the Director of the Company either jointly or severally, be and is hereby authorized to do all such acts, deeds, matters and things as deemed necessary and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution”

ITEM NO. 4:

To consider and adopt the new set of Article of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provision of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and

are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contains in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all acts and take all such step as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 5:

To appoint Mr. Bhargav Bharat Shah (DIN: 06741671) as an Executive Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** Mr. Bhargav Bharat Shah (DIN: 06741671) who has been appointed as an Additional Director of the Company by Board of Directors with effect from 22nd September, 2014 in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V to the Act and the Rules made thereunder (Including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby approves the appointment Mr. Bhargav Bharat Shah as the Executive Director of the Company, on the terms and conditions including remuneration, with liberty and power to the Board of Directors in the exercise of its discretion, to grant increments and to alter and vary from time to time the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Director of the Company and Mr. Bhargav Bharat Shah.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

ITEM NO. 6:

To appoint Mr. Uday Gherwada (DIN: 06741691) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** Mr. Uday Gherwada (DIN: 06741691), who was appointed as an Additional Director of the Company by Board of Director in their Meeting held on 22nd September, 2014, in terms of Section 161 of the Companies Act, 2013 and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 152, read with Rule 4 of the Companies (Appointment and Qualification of Directors) Rules 2014 (Including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV & other applicable provisions, if any, of the Companies Act, 2013, Mr. Uday Gherwada (DIN: 06741691), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing, proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company, for a period of five (5) years commencing from 1st September, 2015, not liable to retire by rotation.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

SHREENATH INDUSTRIAL INVESTMENT COMPANY LIMITED

ITEM NO.7:

To resign Ms. Priya Shetty (DIN: 06748732) as an additional Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Ms. Priya Shetty (DIN : 06748732), who was appointed as an Additional Director of the Company by Board of Director in their Meeting held on 1st November, 2014, in terms of Section 161 of the Companies Act, 2013 and whose term of office expires at the Annual General Meeting and in respect of whom Company has not received a notice under Section 160(1) of the Act signifying her intention to appoint as a Director, be and is hereby not eligible to appoint as an Director of the Company.”

ITEM NO. 8:

To Appoint Mrs. Rani Ajay Jha (DIN: 07253259) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED FURTHER THAT pursuant to the provision of section 152(2) read with Companies (Appointment and Qualification of Directors) Rules 2014 (Including any statutory modification(s) or re-enactment thereof, for the time being in force) & other applicable provisions, if any, of the Companies Act, 2013, Mrs. Rani Ajay Jha (DIN: 07253259), be and is hereby appointed as Director of the Company with immediate effect.

“RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 152, read with Rule 4 of the Companies (Appointment and Qualification of Directors) Rules 2014 (Including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV & other applicable provisions, if any, of the Companies Act, 2013, Mrs. Rani Ajay Jha (DIN: 07253259), has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing, proposing her candidature for the office of director, be and is hereby appointed as an Independent Director of the Company, for a period of five (5) years commencing from 1st September, 2015, not liable to retire by rotation.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

By order of the Board of Directors

Ashok Patel

Company Secretary & Compliance officer

Place: Mumbai

Date: 30th July, 2015

NOTES:

1. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 relating to Special Business under Item Nos. 3 to 8 to be transacted at the meeting, is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act

as a proxy for any other Member. The instrument appointing Proxy as per the format included in the Annual Report should be returned to the Registered Office of the Company not less than FORTY-EIGHT HOURS before the commencement of the Meeting.

3. Corporate members intending to send their authorised 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. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, between 11:00 a.m. and 1:00 p.m. up to the date of the Meeting.
6. Brief resume of all Directors including those proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement are provided in the Report on Corporate Governance forming part of the Annual Report.
7. The Register of Members and the Share Transfer Books will remain closed from Friday, 14th August, 2015 to Thursday, 20th August, 2015 (both days inclusive) for the Purpose of Annual General Meeting.
8. Members holding shares in electronic form are requested to intimate immediately any change in their address to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address immediately to the Company or its Registrar & Share Transfer Agents – Purva Sharegistry (India) Pvt. Ltd.
9. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder and as a part of 'Green Initiative in Corporate Governance,' Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
10. The Annual Report of the Company circulated to the Members of the Company, will be made available on the Company's website at www.Shreenathiic.in and also on website of the respective Stock Exchange.
11. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
12. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copy of Annual Report to the Meeting.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore,

SHREENATH INDUSTRIAL INVESTMENT COMPANY LIMITED

requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.

14. As communicated earlier, members holding shares in physical form are requested to get them dematerialized, as the shares of the Company are under compulsory demat system.
15. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 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 CDSL.
16. 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.
17. 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.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Friday, 28th August, 2015 at 10:00 AM and ends on Monday, 31st August, 2015 at 5:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 21st August, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now Select the "Shreenath Industrial Investment Co. Ltd." from the drop down menu and click on Submit.
- (v) Now Enter your User ID
 - (a) For CDSL: 16 digits beneficiary ID,
 - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

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

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the "Shreenath Industrial Investment Co. Ltd." on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

SHREENATH INDUSTRIAL INVESTMENT COMPANY LIMITED

(xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

18. 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 21st August, 2015.
19. M/s. VKM & Co., Practicing Company Secretary (CP No. 4279) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
20. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of atleast two witnesses not in the employment of the Company and submit a Scrutinizer’s Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.
21. The results shall be declared on or after the AGM of the Company and the resolutions shall be deemed to be passed on the date of the AGM subject to the receipt of the requisite number of votes in favour of the resolutions.

The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.shreenathiic.in 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 Stock Exchange where the shares of the Company are listed.

Annexure to the Notice:

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

The following Explanatory Statement, as required by Section 102 of the Companies Act, 2013 sets out the material facts relating to business under Item Nos. 3 to 8, mentioned in the accompanying Notice dated 30th July, 2015.

ITEM NO. 3:

The Board of Director of the Company at its meeting held on 29th January, 2015, subject to the approval of the members, appointed Mr. Kailash jangid as Managing Director & CEO of the Company for a period of 5 year w.e.f. 1st December, 2014, at remuneration of Rs. 3,60,000 p.a. as recommended by the nomination and remuneration committee and approved by the Board of Directors of the Company.

It is proposed to seek the shareholders approval for the appointment of Mr. Kailash Jangid as a Managing Director & CEO, in terms of the applicable provisions of the Companies Act, 2013.

In view of the provisions of Sections 196, 197, 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Board of Director recommended the special resolution set out in Item No. 3 of the accompanying Notice regarding appointment of Mr. Kailash jangid who has worked with various eminent Chartered Accountant Firms for more than 7 Years, for the approval of the Members.

None of the Directors and key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in resolution set out at Item No. 3 of the accompanying notice for the approval of the Members.

ITEM NO. 4:

The existing Articles of Association ('AOA') are in line with the erstwhile Companies Act 1956 and several articles in the existing AOA contains reference to the specific section of the Companies Act, 1956 while some Articles in the existing AOA are no longer in full conformity with the Companies Act, 2013 ('New Act').

The New Act is now largely in force and substantive sections of the Act, which deal with the general working of Companies stand notified by the MCA. With the coming into force of the Act, several articles of the existing Articles of Association of the Company require alterations / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles.

The New AOA to be substituted in place of the existing AOA are based on Table F of Schedule I set out under the Companies Act, 2013 which sets out the model Articles of Association for a Company Limited by Shares

None of the Directors and key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in resolution set out at Item No. 4 of the accompanying notice for the approval of the Members.

ITEM NO. 5:

Mr. Bhargav Bharat Shah (DIN: 06741671) was appointed as an Additional Director of the Company with effect from 22nd September, 2014 by the Board of Directors under Section 161 of the Act, 2013. In terms of Section 161(1) of the Act, Mr. Bhargav Bharat Shah holds office only upto the date of the forthcoming AGM but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from Members signifying its intention to propose Mr. Bhargav Bharat Shah Appointment as a Director. The Board also appointed Him as the Executive Director of the Company, subject to approval of the Members.

The Board also appointed him as CFO of the Company on board meeting held on 29th September, 2015 W.e.f. 1st December, 2014.

In view of the provisions of Sections 196, 197, read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Board of Director recommended for appointment of Mr. Bhargav Bharat Shah who has 12 Years Experience in the field of Marketing and Finance, for the approval of the Members.

None of the Directors and key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in resolution set out at Item No. 5 of the accompanying notice for the approval of the Members.

ITEM NO. 6:

Pursuant to the Section 161 of the Companies Act, 2013 the Board of Director of the Company in their meeting held on 22nd September, 2014 appointed Mr. Uday Gherwada (DIN: 06741691) as an additional Director on the Board.

SHREENATH INDUSTRIAL INVESTMENT COMPANY LIMITED

It is proposed to recommend to the shareholders the appointment of Mr. Uday Gherwada as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 consecutive years commencing from 1st September, 2015.

Mr. Uday Gherwada have confirmed that he is not disqualified in terms of section 164 of the Companies Act, 2013 and he has given his consent to act as such. He has also submitted the declaration under section 149(6) of the Companies Act, 2013. A copy of the draft letter of appointment of the Independent Directors setting out the terms and conditions are available for inspection by members at the Registered office of the Company.

The Board of Directors further confirms that in the opinion of the Board, the Independent Directors possess the relevant experience and fulfill the conditions specified in the Act, for such appointment and are independent of the management of the Company.

None of the Directors and key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in resolution set out at Item No. 6 of the accompanying notice for the approval of the Members.

ITEM NO. 7:

Ms. Priya Shetty (DIN : 06748732) was appointed as an Additional Director of the Company with effect from 1st November, 2014 by the Board of Directors under Section 161 of the Act, 2013. In terms of Section 161(1) of the Companies Act, 2013, Ms. Priya Shetty holds office only upto the date of the forthcoming AGM but she is eligible for appointment as a Director

Company has not received a notice under Section 160(1) of the Act from her or any members proposing her candidature for the office of the Director. Hence as per section 161(1) of the Companies Act, 2013 she is not eligible to appoint as a Director of the Company.

None of the Directors and key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in resolution set out at Item No. 7 of the accompanying notice for the approval of the Members.

ITEM NO. 8:

As per the provisions of the section 149 of the Companies Act, 2013, Listed Company appoint atleast one Women Director on the Board of the Company. Also due to the Expiration of the terms of Ms. Priya Shetty as additional director from the Board, company must have to appoint women Director.

Pursuant to the provisions of sections 149, 152, read with Rule 4 of the Companies (Appointment and Qualification of Directors) Rules 2014, read with Schedule IV of the Companies Act, 2013, Mrs. Rani Ajay Jha (DIN: 07253259), appointed as Independent Women Director of the Company.

Mrs. Rani Ajay Jha (DIN: 07253259) have confirmed that she is not disqualified in terms of section 164 of the Companies Act, 2013 and she has given his consent to act as such. She has also submitted the declaration under section 149(6) of the Companies Act, 2013. A copy of the draft letter of appointment of the Independent Directors setting out the terms and conditions are available for inspection by members at the registered office of the Company.

None of the Directors and key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in resolution set out at Item No. 8 of the accompanying notice for the approval of the Members.

By order of the Board of Directors

Ashok Patel

Company Secretary & Compliance officer

Place: Mumbai

Date: 30th July, 2015

As required in terms of Clause 49 of the Listing Agreement, the details of the Directors retiring by rotation and eligible for appointment/additional Director and A brief profile of Independent Directors to be appointed are furnished below:

Name of Director	Mr. Bhargav Bharat Shah	Mr. Uday Gherwada	Mrs. Rani Ajay Jha
DIN No	06741671	06741691	07253259
Age	35 Years	37 Years	26 Years
Qualification	Bachelor in Computer Applications	Bachelor in Business Administration	Bachelor in Commerce
Expertise	having 12 Years Experience in the field of Marketing and Finance	Having experience of 14 Years in the field of Marketing and Customer Relation. With the expertise knowledge of the market conditions and economical condition of the country he nailed many deals on a profitable note	Having 3 Years of Experience in the field of Marketing and Finance
Other Directorship as on 31 st March, 2015 (Excluding Pvt. Companies)	---	---	---
No. of Equity Shares held	---	100	50
Relation Ship with other Directors	None of Directors are related to Mr. Bhargav Bharat Shah	None of Directors are related to Mr. Uday Gherwada	None of Directors are related to Mrs. Rani Ajay Jha

By order of the Board of Directors

**Ashok Patel
Company Secretary & Compliance officer**

Registered office:
Office No. 401, 597, Rajshia Co-op. Society Ltd.,
Chira Bazar, J S S Road, Marinelines (E),
Mumbai – 400002
CIN: L65990MH1983PLC263361

SHREENATH INDUSTRIAL INVESTMENT COMPANY LIMITED

DIRECTORS' REPORT

To,

The Shareholders of

SHREENATH INDUSTRIAL INVESTMENT COMPANY LIMITED.

The Directors of Your Company are pleased to present the 32nd Annual Report together with the Audited Accounts of the company for the financial year ended on 31st March 2015.

FINANCIAL RESULTS:

The Financial results of the company are summarized as under:-

PARTICULARS	(₹ in Lacs)	
	Year Ended March 31, 2015	Year Ended March 31, 2014
INCOME FROM OPERATIONS		
Revenue From Operations	151.71	NIL
Other Operating Revenue	0.02	12.37
Total Income From Operations	151.73	12.37
EXPENDITURE		
Purchase of Stock-in-Trade	121.71	NIL
Employee Benefit Expenses	4.44	2.20
Depreciation and Amortization Expenses	1.10	1.10
Rent Expenses	1.80	NIL
Other Expenses	18.61	3.26
Total Expenses	147.66	6.56
PROFIT/(LOSS) BEFORE TAX	4.07	5.81
Less:		
Provision for Tax	1.23	2.00
PROFIT/(LOSS) AFTER TAX	2.84	3.81
Brought Forward From Previous Years	10.05	21.39
Less: Transfer to Special Reserve	0.57	0.76
Less: Capitalization of Reserve	NIL	20.00
BALANCE CARRIED TO BALANCE SHEET	12.88	10.05

RESULT OF OPERATIONS AND STATE OF AFFAIRS

The Year gone by has been a good year with company closing on a profitable note. The total Income of the company for the year under review is ₹ 151.73 Lacs. The Profit before Tax stood at ₹ 4.07 Lacs and Profit After Tax stood at ₹ 2.84 Lacs. Trading in Fabrics and Interest Income from the financing of Project & Advances has continued to yield good results. Your Directors are glad to inform you that financial year 2014-2015 has been a successful year for the company.

DIVIDEND

Your directors regret to inform you that we do not recommend any dividend for the year to strengthen the position of the company.

DIRECTORS

Mr. Uday Gherwada & Mr. Bhargav Shah has been appointed on the Board on 22nd September, 2014 and Ms. Priya Shetty has been appointed on the Board on 1st November, 2014 as Additional Director. As per the provisions of Companies Act, 2013 All the Additional Director are to be regularized in the forthcoming Annual General Meeting of the Company.

Mr. Uday Gherwada is proposed to be appointed as Independent Director for the terms of 5 year and Mr. Bhargav Shah is proposed to be appointed as Executive Director from the Conclusion of 32nd Annual General Meeting of the Company. Mr. Bhargav Shah Also appointed as CFO of the Company by the Board on its meeting held on 29th January, 2015. Your approval is sought for their appointment as detailed in the Notice convening the Meeting.

Ms. Priya S Shetty, who was appointed as an Additional Director on the Board is proposed to be resigned from the board in the 32nd Annual General Meeting due to her pre-occupation. Board appreciate her contribution during his tenure and association with the Company. Also the Company doesn't received any notice under section 160(1) proposing her candidature as Director. Your approval is sought for their appointment as detailed in the Notice convening the Meeting.

Due to the resignation of Ms. Priya Shetty from the Board, Company has to appoint one Women Director on the Board as per the provision of Companies Act, 2013. The Board has decided to appoint Mrs. Rani Ajay Jha with effect from 32nd Annual General Meeting, as an Independent Woman Director. Your approval is sought for their appointment as detailed in the Notice convening the Meeting.

Mr. Kailash jangid was appointed on the Board of the Company as Managing Director & CEO on its meeting held on 29th January, 2015, with effect from 1st December, 2014 subject to your approval in 32nd Annual General Meeting of the Company at the remuneration recommended by the nomination and remuneration committee and approved by the Board. Your approval is sought for their appointment as detailed in the Notice convening the Meeting.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed in Section 149(6) of the Companies Act, 2013 and clause 49 of the Listing Agreement.

As required under Clause 49 of the Listing Agreement with the Stock Exchange, the information on the particulars of the Directors proposed for appointment/ re-appointment has been given in the Notice of the Annual General Meeting.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit Committee, Nomination & Remuneration Committee and Shareholder Grievance Committee.

DEPOSITS

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet or renewed any fixed deposits during the year.

LOANS, GUARANTEES AND INVESTMENTS

The details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 (the Act) are given in the notes to the Financial Statements. (Not applicable being a Non-Banking Finance Company).

SHREENATH INDUSTRIAL INVESTMENT COMPANY LIMITED

ALTERATION IN PAID-UP SHARE CAPITAL

During the year Company has made a preferential allotment of 22,55,000 Equity shares of Rs. 10/- each on 6th May, 2014 and 7,45,000 Equity shares of Rs. 10/- each on 18th September, 2014.

The issued, subscribed and paid up share capital of the Company as on 31st March, 2015 stood at Rs. 3,40,00,000/- Comprising of 34,00,000 Equity shares of Rs. 10/- Each.

MEETINGS OF THE BOARD

During the year under review, Nine meetings of the Board of Directors were held as against the minimum requirement of four meetings. Board meetings were held on 6th May, 2014; 22nd July, 2014; 18th September, 2014; 22nd September, 2014; 29th September, 2014; 16th October, 2014; 29th October, 2014; 01st November, 2014 & 29th January, 2015. The Thirty First Annual General Meeting was held on 14th August, 2014. The maximum time gap between any two consecutive meetings did not exceed 120 days.

PARTICULARS OF EMPLOYEES:

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the Annual Report.

In terms of the provisions of Section 197(12) of the Companies Act, 2013, read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules are provided in the Annual Report.

Having regard to the provisions of the first proviso to Section 136(1) of the Companies Act, 2013 and as advised, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the registered address of the company during working hours and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request. The full annual report including the aforesaid information is being sent electronically to all those members who have registered their email addresses and is available on the company's website.

DIRECTORS' RESPONSIBILITY STATEMENT:

The Board of Directors acknowledges the responsibility for ensuring compliance with the provisions of section 134(3)(c) read with section 134(5) of the Companies Act, 2013 and Clause 49(III)(D)(4)(a) of the listing agreement with Stock Exchanges in the preparation of the annual accounts for the year ended on March 31, 2015 and state that :

- (i) That in the preparation of the accounts for the financial year ended 31st March, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures; if any;
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 Profit of the Company for the year under review;
- (iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) That the Directors have prepared the accounts for the financial year ended 31st March, 2015 on a 'going concern' basis.

- (v) The director have laid down internal financial control to be followed by the company and the such internal controls are adequate and are operating effectively; and
- (vi) There is proper system to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

AUDITORS:

Statutory Auditor

At the Thirty First Annual General Meeting held on 14th August, 2014, M/s. Motilal & Associates, Chartered Accountants, Mumbai, were appointed as the Statutory Auditors of the Company to hold office from the conclusion of that AGM until the conclusion of the 5th Consecutive Annual General Meeting to be held thereafter (subject to ratification of the appointment by the Members at every AGM held after that AGM).

In terms of the first proviso to Section 139 of the Act read with the Rule 3(7) of Companies (Audit and Auditors) Rules, 2014, the appointment of the auditor shall be subject to ratification by the Members at every annual general meeting till the expiry of the term of the Auditor. Accordingly, the appointment of M/s. Motilal & Associates, Chartered Accountants, Mumbai, as the Statutory Auditors of the Company, is placed for ratification by the Members.

Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed VKM and Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith marked as Annexure II to this Report. The Secretarial Audit Report does not contain any qualification, reservations or adverse remark.

The notes on financial statement referred to in the Auditor's Report are self-explanatory and do not call for any further Comments. The auditor's report does not contain any qualification, reservation and adverse remark.

DISCLOSURES

Audit Committee

The Board of Director of the Company at its meeting held on 29th January, 2015 reconstitute the Audit Committee of the Company. The Audit Committee comprises of Mr. Rajesh Agarwal(Chairman), Mr. Kailash Jangid and Mr. Uday Gherwada as other members. The Audit Committee played an important role during the year. It coordinated with the Statutory Auditors, Internal Auditors and other key personnel of the Company and has rendered guidance in the areas of internal audit and control, finance and accounts. All the recommendations made by the Audit Committee were accepted by the Board. Four meetings of the Audit Committee were held during the year.

Nomination & Remuneration Committee

The Nomination and Remuneration Committee recommends to the Board the suitability of candidates for appointment as Key Managerial Personnel, Directors and the remuneration packages payable to them and other employees. The Nomination and Remuneration Committee met Three times during the year.

Shareholders/Investor Grievance Committee

During the year Board of Director of the Company at its meeting held on 29th January, 2015 constitute the Shareholders/ Investor Grievance Committee comprise of Mr Rajesh Agarwal as a chairman, Mr. Kailash jangid & Ms. Priya shetty as other member of the Committee. There is no complaints notice during the year.

SHREENATH INDUSTRIAL INVESTMENT COMPANY LIMITED

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on an arm's length basis and that the provisions of Section 188 of the Companies Act 2013 are not attracted. Thus, disclosure in form AOC-2 is not required. Further, there are no materially significant related party transactions made by the Company with Promoters and Directors or other designated persons which may have a potential conflict with the interest of the Company at large.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as Annexure I.

RISK MANAGEMENT POLICY

The Company follows a proactive risk management policy, aimed at protecting its assets and employees while at the same time ensuring growth and continuity of its business. The Company has put in place adequate risk identification, risk management and mitigation processes to keep any such trade-off at bay. Regular updates are made available to Board at the Board Meetings and in special cases on ad-hoc basis.

Nevertheless, there are certain fundamental risks glued to lending business such as Credit Risk, Business/Market Risk and Operational Risks. The Company has instituted clear strategies to mitigate these:

Credit Risk

The Company maintains a well-diversified and balanced credit portfolio with a low risk profile, wherein the entire loan book is fully collateralized and spread across sectors and lending segments. Selection of borrowers after thorough screening of creditworthiness and then exhaustive credit appraisal mitigates the credit risk to the bare minimum. Credit risk does not end at good pre-sanction appraisal. To maintain the asset quality throughout the tenor of the loan, and to avoid delinquencies, the post disbursement monitoring of the loan account is equally important. The Company continues to monitor credit exposure post disbursement through a very active monitoring mechanism via dedicated teams, in both the business verticals, to ensure end use of funds lent, maintenance of asset financed, monitoring continuity/ progress of project/business underwritten and timely recovery of principal and interest.

Business Risk

Business risk pertains to bearing of peripheral factors on business profitability and continuity. These risks are basically Interest Rate Risk, Eco-political Risk and Competition Risk. Our Management Committee meets time to time to take stock of the developments in economy, financial markets, including trends in interest rates and its impact on the portfolio. The Company has a dedicated research team, which keeps a constant vigil on the developments in the market and the economy.

Operational Risk

The business model in the Company is such that there are enough checks and balances to ward off any operational risks. The Company has in place systems and procedures that enable monitoring of all activities on a real time basis. All operations are fully computerized, leaving very little scope for human error or intervention. IT architecture / infrastructure put in place ensure seamless operations on a continuing basis. Attrition at the Company is much below the industry average. The Company stringently adheres to regulatory guidelines and proactively prepares for any impending changes

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has in place adequate internal controls commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Auditor report to the Chairman of the Audit Committee of the Board. Internal Auditor monitor and evaluate the efficacy and adequacy of internal control system in the Company, its

compliance with operating systems, accounting procedures and policies at all locations of the Company and its subsidiaries. Based on the report of Internal Auditor, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

DISCLOSURE UNDER THE PREVENTION OF SEXUAL HARASSMENT ACT

There were no complaints reported under the Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

LISTING WITH STOCK EXCHANGES:

The Company confirms that it has paid the Annual Listing Fees for the year 2015-2016 to Ahmeddabad Stock Exchange where the Company's Shares are listed.

Your company has received Listing and trading approval from BSE Limited on 14th July, 2015 (Notice no. 20150714-24 dated July 14, 2015) The Equity Shares of the Company is Listed on BSE Limited w.e.f. 16th July, 2015

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNING AND OUTGO:

During the year under review, the Company has not carried out any manufacturing activity and hence the Directors have nothing to report under Section 134 (3) (m) of the Companies Act 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 with reference to Conservation of Energy and Technology Absorption. There was no foreign exchange earnings and outgo during the year under review.

ACKNOWLEDGEMENT

Your Directors would like to express their sincere appreciation for the assistance and cooperation received from the financial institutions, Banks, Government authorities, customers vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the company's executives, staff and workers.

For and on behalf of the Board of Directors

Kailash Jangid
Managing Director
DIN: 03377929

Uday Gherwada
Director
DIN: 06741691

SHREENATH INDUSTRIAL INVESTMENT COMPANY LIMITED

Annexure-I Form No. MGT-9

Extract of Annual Return

As on the Financial Year Ended on 31st March 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12 (1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

1.	CIN	L65990MH1983PLC263361
2.	Registration Date	05 TH March 1983
3.	Name of the Company	Shreenath Industrial Investment Co. Ltd.
4.	Category/Sub-Category of the Company	Company having Share Capital
5.	Address of the Registered Address Contact Details	Office No. 401, Rajshila Co-Op. Society Ltd., 597 J.S.S. Road, Chira Bazar, Marine Lines East, Mumbai-400 002 Tel No. 022-2207 1707 E-Mail : info.shreenathiic@gmail.com
6.	Whether Listed Company	Yes
7.	Name, Address and Contact Details of Share Transfer Agent	Purva Sharegistry (India) Pvt Ltd Unit no. 9, Shiv Shakti Ind. Estt. J .R. Boricha marg, Opp. Kasturba Hospital Lane Lower Parel (E), Mumbai 400 011 Tel No. 022-2301 8261 E-Mail : busicom@vsnl.com

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)

Sr. No.	Name and Description of the main Products/ Services	NIC Code of the Product / Services	% to the total turnover of the company
1.	Non Banking Financial Services	64920-Financial Services except Insurance and Pension Funding Activities	18.47%
2.	Trading in Fabrics	479- Retail Trades not in Stores, Stalls or Markets	81.53%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary/ Associates	% of shares held	Applicable section
1.			NIL		

I. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**i. Category-wise Shareholding :**

Category of Shareholders	No. of Shares held during the year [As on 01.04.2014]				No. of Shares held during the year [As on 31.03.2015]				% Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
	A. Promoter								
(1) Indian									
a) Individual/HUF	-	-	-	-	-	-	-	-	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	855000	-	855000	25.15	100%
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other...	-	-	-	-	-	-	-	-	-
Sub-Total A(1)	-	-	-	-	855000	-	855000	25.15	100%
(2) Foreign									
a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
b) Other-Individual	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other...	-	-	-	-	-	-	-	-	-
Sub-Total A(2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoters (A)=A(1)+A(2)	-	-	-	-	855000	-	855000	25.15	100%
B. Public Shareholding									
(1) Institutions									
a) Mutual Fund / UTI	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt. (s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-

SHREENATH INDUSTRIAL INVESTMENT COMPANY LIMITED

Category of Shareholders	No. of Shares held during the year [As on 01.04.2014]				No. of Shares held during the year [As on 31.03.2015]				% Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (Specify)	-	-	-	-	-	-	-	-	-
Sub-Total B(1) :					-	-	-	-	-
(2) Non-Institutions									
a) Bodies Corporate									
(i) Indian	-	300	300	0.08	300	-	300	0.01	-
(ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
(i) Individual Shareholders holding nominal share capital upto ₹ 1 Lakh	-	399700	399700	99.93	190720	68690	259410	7.63	64.90
(ii) Individual Shareholders holding nominal share capital in excess of ₹ 1 Lakh	-	-	-	-	1916000	-	1916000	56.35	100
c) Others (HUF, Clearing Members, Foreign Nationals, NRIs, Trusts)	-	-	-	-	353650	15640	369290	10.86	100
Sub-Total B (2)	-	400000	400000	100	2460670	84330	2545000	74.85	636.25
Total Public Shareholding (B)=B(1)+B(2)	-	400000	400000	100	2460670	84330	2545000	74.85	636.25

ii. Shareholding of promoters :

Shareholder's Name	Shareholding at the beginning of the year [As on 01.04.2014]			Shareholding at the beginning of the year [As on 31.03.2015]			% 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	
A. Individual	-	-	-	-	-	-	-
B. Bodies Corporate							
a. Winsome Retails and Marketing Private Ltd.	-	-	-	855000	25.15	-	100
Total (A+B)	-	-	-	855000	25.15	-	100

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

	Shareholding at the Beginning of the Year [As on 01.04.2014]		Cumulative Shareholding during the year [01.04.2014 to 31.03.2015]	
	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
At the Beginning of the Year	-	-	-	-
1. Preferential Allotment on 18 th September, 2014	745000	21.91	745000	21.91
2. Transfer through Share Purchase Agreement on	110000	3.24	855000	25.15
At the End of the Year	855000	25.15	855000	25.15

iv. Shareholding Pattern of Top Ten Shareholders (Other than Director, Promoters and Holders of GDRs and ADRs)

Sr. No.	For Each of the Top Ten Shareholders	Shareholding at the Beginning of the Year		Date wise Increase / Decrease in Shareholding during the year			Shareholding at the end of the Year	
		No. of Shares	% of Total Share of the Company	Date	No. of Shares	Reason	No. of Shares	% of total shares of the Company
1.	JITENDRA FATEHCHAND JAIN	-	-	06.05.2015	390000	Preferential Allotment	390000	11.47
2	KIRAN FATEHCHAND JAIN	-	-	06.05.2015	390000	Preferential Allotment	390000	11.47
3	HARSHAD VANRAVANDAS VORA	-	-	06.05.2015	125000	Preferential Allotment	125000	3.68
4	JIGNASHA NITIN THAKKER	-	-	06.05.2015	125000	Preferential Allotment	125000	3.68
5	UTKARSH HARSHAD VORA	-	-	06.05.2015	105000	Preferential Allotment	105000	3.09
6	AJINKYA PATIL	-	-	06.05.2015	100000	Preferential Allotment	100000	2.94
7	ASHWINKUMAR KESHRIKAL SHAH HUF	-	-	06.05.2015	80000	Preferential Allotment	80000	2.35
8	ASHWINKUMAR K SHAH	-	-	06.05.2015	80000	Preferential Allotment	80000	2.35
9	CHANDA N KILLA	-	-	06.05.2015	40000	Preferential Allotment	40000	1.18
10	VINOD KUMAR SHANTHILAL	-	-	06.05.2015	40000	Preferential Allotment	40000	1.18
11	MITTU URVISHKUMAR SHAH	-	-	06.05.2015	40000	Preferential Allotment	40000	1.18
12	KESHRIKAL BHIMRAJ SHAH HUF	-	-	06.05.2015	40000	Preferential Allotment	40000	1.18
13	SULOCHANA SRAWAN KILLA	-	-	06.05.2015	40000	Preferential Allotment	40000	1.18
17	HEMLATABEN KESARIMAL SHAH	-	-	06.05.2015	40000	Preferential Allotment	40000	1.18
18	JITENDRA YADAV	10000	2.50	18.09.2015	10000	SPA	-	-
19	ALOP CHATURVEDI	10000	2.50	18.09.2015	10000	SPA	-	-
20	RAJESH MANTRI	10000	2.50	18.09.2015	10000	SPA	-	-
21	ANIL GAGRANI	10000	2.50	18.09.2015	10000	SPA	-	-
22	PUPPY CHATURVEDI	10000	2.50	18.09.2015	10000	SPA	-	-
23	SHIVRAM SHARMA	10000	2.50	18.09.2015	10000	SPA	-	-
24	PUSHPENDRA PATEL	10000	2.50	18.09.2015	10000	SPA	-	-
25	ANIL TIWARI	10000	2.50	18.09.2015	10000	SPA	-	-
26	FATEHLAL SHAH	10000	2.50	18.09.2015	10000	SPA	-	-
27	GOVERDHANLAL PRAJAPAT	10000	2.50	18.09.2015	10000	SPA	-	-
28	ARJUN GRILL	10000	2.50	18.09.2015	10000	SPA	-	-

SHREENATH INDUSTRIAL INVESTMENT COMPANY LIMITED

v. Shareholding of Directors and Key Managerial Personnel

For Each of the Director	Shareholding at the Beginning of the Year [As on 01.04.2014]		Cumulative Shareholding during the year [01.04.2014 to 31.03.2015]	
	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
At the Beginning of the Year	100	0.003	100	0.003
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reason for increase/Decrease (e.g. Allotment/ transfer/ bonus/ sweat equity etc.)		No Change During the Year		
At the End of the Year	100	0.003	100	0.003

For Each of the KMP	Shareholding at the Beginning of the Year [As on 01.04.2014]		Cumulative Shareholding during the year [01.04.2014 to 31.03.2015]	
	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
At the Beginning of the Year				
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reason for increase/Decrease (e.g. Allotment/ transfer/ bonus/ sweat equity etc.)		No Change During the Year		
At the end of the Year				

vi. INDEBTEDNESS

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

	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				
Change in Indebtedness during the Financial Year		NIL		
Addition				
Reduction				
Net Change				
Indebtedness at the end of the financial Year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				

vii. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-Time Directors and/or Manager**

Sr. No.	Particulars of Remuneration	Managing Director
	Gross Salary	1,20,000.00
1.	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	1,20,000.00
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	-
	(c) Profits in lieu of salary under Section 17(3)Income Tax Act, 1961	-
2.	Stock Options	-
3.	Sweat Equity	-
4.	Commission	-
	- As % of Profit -	-
	Other Specify.....	-
5.	Others, Please Specify	-
	Total (A)	1,20,000.00

SHREENATH INDUSTRIAL INVESTMENT COMPANY LIMITED

B. Remuneration to Other Directors

1. Independent Directors

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount
	Fees for attending Board / Committee Meetings				
	Commission-				
	Other, Please Specify.....-	NIL			
	Total (B) (1)				

2. Independent Directors

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount
	Fees for attending Board / Committee Meetings				
	Commission-				
	Other, Please Specify.....-	NIL			
	Total (B) (2)				
	Total (B)=(B)(1)+(B)(2)				

C. Remuneration to Key Managerial Personnel other than Managing Director / Whole Time Director / Manager

Sr. No.	Particulars of Remuneration	Company Secretary
	Gross Salary	1,12,500.00
1.	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	1,12,500.00
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	-
	(c) Profits in lieu of salary under Section 17(3)Income Tax Act, 1961	-
2.	Stock Options	-
3.	Sweat Equity	-
4.	Commission	-
	- As % of Profit -	-
	Other Specify.....	-
5.	Others, Please Specify	-
	Total (A)	1,12,500.00

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 detail)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS			NIL		
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS					
IN DEFAULT					
Penalty					
Punishment					
Compounding					

Annexue II

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR FINANCIAL YEAR ENDED ON MARCH 31, 2015

**[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To,
The Members,
Shreenath Industrial Investment Company Limited
Office No. 401, 597, Rajshia Co- Op. Society Ltd,
J S S Road, Chira Bazar,
Marinelines (E), Mumbai-400 002

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Shreenath Industrial Investment Company 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 March 31, 2015 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 March 31, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) Non-Banking Finance Companies under regulations of Reserve Bank of India ;
- (iii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (v) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the Audit period);

- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on October 28, 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);

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (Not notified hence not applicable to the Company during the Audit period).
- (ii) The Listing Agreement entered into by the Company with BSE Limited.

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

We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the other laws applicable to the Company.

We further report that:

- 1) 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.
- 2) 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.
- 3) Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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.

Place: Mumbai
Date: July 30, 2015

For VKM & Associates
Company Secretary
(Vijay Kumar Mishra)
Partner
FCS No. 5023
C P No.: 4279

Independent Auditor's Report

To the Members of Shreenath Industrial Investment Company Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Shreenath Industrial Investment Company Limited ('the Company'), which comprise the balance sheet as at 31 March 2015, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

Auditor's Responsibility

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

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

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing

an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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, of the state of affairs of the Company as at 31 March 2015 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
 - (d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) The going concern matter described in sub-paragraph (b) under the Emphasis of Matters paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.
 - (f) on the basis of the written representations received from the directors as on 31 March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and

SHREENATH INDUSTRIAL INVESTMENT COMPANY LIMITED

- (g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- (h) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. the Company has disclosed the impact of pending litigations on its financial position in its financial statements, if any;
 - ii. the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts, if any; and
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For Motilal & Associates
Chartered Accountants
Registration No. 106584W

Motilal Jain
Membership No. 036811

Place : Mumbai

Date : 29/05/2015

ANNEXURE TO THE AUDITORS REPORT

Issued by the Central Government under sub section 11 of section 143 of the Companies Act, 2013, (18 of 2013)

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2015, we report that:

- (I) a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
- b) The Company does not hold any fixed assets for the period under review and the year immediately preceding the year under review.
- (II) The Company is a Non-Banking Financial Finance Company. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable.
- (III) The Company has not granted loans to any body corporate covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Thus, paragraph 3(iii) of the Order is not applicable.
- (IV) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets and sale of services. The activities of the Company do not involve purchase of inventory and the sale of goods. We have not observed any major weakness in the internal control system during the course of the audit.
- (V) The Company has not accepted any deposits from the public.
- (VI) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- (VII) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31 March 2015 for a period of more than six months from the date they became payable.

Name of the statue	Nature of the dues	Amount(in. ₹.)	Period to which Amount relates
Income Tax	Income Tax	50,750/-	F.Y. 2012-13
Income Tax	Income Tax	1,33,333/-	F.Y. 2013-14

- (c) According to the information and explanations given to us, there are no material dues of wealth tax, duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of income tax, sales tax, service tax and value added tax have not been deposited by the Company on account of disputes:

SHREENATH INDUSTRIAL INVESTMENT COMPANY LIMITED

Name of the statute	Nature of dues	Amount (in. ₹.)	Period which the amount relates	Forum where disputes pending
Income Tax	Income Tax Demand	221,280/-	A.Y. 2008-09	Assessing Officer of Income Tax under 143(1) on 18/07/2009
Income Tax	Income Tax Demand	30,770/-	A.Y. 2009-10	Assessing Officer of Income Tax under 1431a on 09/11/2010

* net of amounts paid under protest.

a stay order has been received against the amount disputed and not deposited.

** The Company is in the process of filing an appeal before the CESTAT, Bangalore.

- c) According to the information and explanations given to us the amounts which were required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under has been transferred to such fund within time.

(VIII) The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.

(IX) The Company did not have any outstanding dues to financial institutions, banks or debenture holders during the year.

(X) In our opinion and according to the information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.

(XI) The Company did not have any term loans outstanding during the year.

(XII) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

For Motilal & Associates
Chartered Accountants
Registration No. 106584W

Motilal Jain
Membership No. 036811

Place : Mumbai

Date : 29/05/2015

BALANCE SHEET AS ON 31st MARCH, 2015

(In ₹)

Particulars	Note No	As at 31st March, 2015	As at 31st March, 2014
I. EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	2	34,000,000	4,000,000
(b) Reserves and surplus	3	958,468	564,651
(c) Money received against share warrants		-	-
2 Share application money pending allotment			
3 Non-current liabilities			
(a) Long-term borrowings		-	-
(b) Deferred tax liabilities (Net)		-	-
(c) Other Long term liabilities		-	-
(d) Long-term provisions		-	-
4 Current liabilities			
(a) Short-term borrowings		-	-
(b) Trade payables		-	-
(c) Other current liabilities	4	259,481	4,150,000
(d) Short-term provisions	5	373,750	250,750
TOTAL		35,591,699	9,405,401
II. ASSETS			
Non-current assets			
1 (a) Fixed assets			
(i) Tangible assets		-	-
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-current investments		-	-
(c) Deferred tax assets (net)		-	-
(d) Long-term loans and advances	6	15,700,000	4,751,000
(e) Other non-current assets	7	-	440,000
2 Current assets			
(a) Current investments		-	-
(b) Inventories		-	-
(c) Trade receivables	8	400,000	-
(d) Cash and cash equivalents	9	19,154,417	3,877,734
(e) Short-term loans and advances		-	-
(f) Other current assets	10	337,282	336,667
TOTAL		35,591,699	9,405,401

See accompanying notes to the Financial Statements.

For Motilal & Associates
Chartered Accountants
Firm Regn No. 106584W

On Behalf of the Board
For Shreenath Industrial Investment Co. Ltd.
(CIN : L65990MH1983PLC263361)

Motilal Jain
Proprietor
Membership No.36811
Date : 29/05/2015
Place : Mumbai

(Kailash S. Jangid) (Uday K. Gherwada)
DIN: 3377929 DIN: 6741691
Director Director

PROFIT & LOSS ACCOUNT FOR THE PERIOD ENDED 31st MARCH, 2015

(In ₹)

Particulars	Note No	For the Year Ended 31st March, 2015	For the Year Ended 31st March, 2014
I Revenue from operations	11	15,170,800	-
II Other income	12	2,129	1,236,667
III Total Revenue (I + II)		15,172,929	1,236,667
IV Expenses:			
Cost of materials consumed		-	-
Purchases of Stock-in-Trade	13	12,171,007	
Changes in inventories of finished goods work-in-progress and Stock-in-Trade		-	-
Employee benefits expense	14	444,320	220,000
Finance costs	15	1,320	-
Depreciation and amortization expense		110,000	110,000
Other expenses	16	2,039,465	326,276
Total expenses		14,766,112	656,276
V Profit before exceptional and extraordinary items and tax (III - IV)		406,817	580,391
VI Exceptional items		-	-
VII Profit before extraordinary items and tax (V - VI)		406,817	580,391
VIII Extraordinary items		-	-
IX Profit before tax (VII- VIII)		406,817	580,391
X Tax expense:			
1 Current tax		123,000	200,000
2 Deferred tax			
XI Profit (Loss) for the period from continuing operations (VII-VIII)		283,817	380,391
XII Profit/(loss) from discontinuing operations		-	-
XIII Tax expense of discontinuing operations		-	-
XIV Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		-	-
XV Profit (Loss) for the period (XI + XIV)		283,817	380,391
XVI Earnings per equity share:			
1 Basic		00.08	00.95
2 Diluted		00.08	00.95

See accompanying notes to the Financial Statements.

For Motilal & Associates
Chartered Accountants
Firm Regn No. 106584W

On Behalf of the Board
For Shreenath Industrial Investment Co. Ltd.
(CIN : L65990MH1983PLC263361)

Motilal Jain
Proprietor
Membership No.36811
Date : 29/05/2015
Place : Mumbai

(Kailash S. Jangid) (Uday K. Gherwada)
DIN: 3377929 DIN: 6741691
Director Director

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2015

(In ₹)

Particulars	For the Year Ended 31st March, 2015	For the Year Ended 31st March, 2014
Cash flows from operating activities before tax		
Net Profit before tax	406,817	580,391
Adjustments for:		
Provision for Taxation		
Depreciation and Amortization	110,000	110,000
Interest Income	2,803,456	(1,236,667)
Interest Expense	1,320	-
Gain on Sale of Fixed Assets	-	-
Operating profit before working capital changes	3,321,593	(546,276)
Changes in Working Capital:		
(Increase)/Decrease in Trade Receivables	(400,000)	-
(Increase)/Decrease in Inventories	-	-
(Increase)/Decrease in Short-Term Loans and Advances	-	-
(Increase)/Decrease in Other Non-Current Assets	-	(440,000)
(Increase)/Decrease in Other Current Assets	-	(336,667)
Increase/(Decrease) in Trade and Other Payables	-	-
Increase/(Decrease) Other current liabilities	-	4,125,000
Increase/(Decrease) in Short-Term Provisions	-	200,000
Increase/(Decrease) in Short-Term Borrowings	-	-
Profit generated from operations	2,921,593	3,002,057
Tax paid (net of refunds)	123,000	200,000
Net Cash From/(Used in) Operating Activities (A)	3,044,593	3,202,057
Cash Flows from Investing Activities		
Movement in Loans and Advances		(251,000)
Purchase of Fixed Asset		
Investment In Subsidiary Company		
Interest Income		1,236,667
Net cash from/(Used in) Investing Activities (B)	-	985,667
Cash flows from Financing Activities		
Issue of Equity Share Capital/Share Application Money		(550,000)
Reduction of Share Capital		
Proceeds from Short Term Borrowings		
Finance Cost	-	-
Long Term Loans & Advances to Given		
Net cash from/(Used in) Financing Activities (C)	-	(550,000)
Increase in Cash and Cash Equivalents during the year (A+B+C)	3,044,593	3,637,724
Cash and Cash Equivalents at the beginning of the year	3,877,734	200,010
Cash and Cash Equivalents at the end of the year	19,154,417	3,877,734

Note: Previous Year figures has been regrouped/rearranged wherever considered necessary.

See accompanying notes to the Financial Statements.

For Motilal & Associates
Chartered Accountants
Firm Regn No. 106584W

Motilal Jain
Proprietor
Membership No.36811
Date : 29/05/2015
Place : Mumbai

On Behalf of the Board
For Shreenath Industrial Investment Co. Ltd.
(CIN : L65990MH1983PLC263361)

(Kailash S. Jangid) (Uday K. Gherwada)
DIN: 3377929 DIN: 6741691
Director Director

NOTE - 1: SIGNIFICANT ACCOUNTING POLICIES

1.1 Basis for preparation of financial statements

The financial statements have been prepared and presented under the historical cost convention on accrual basis of accounting and in accordance with the Generally Accepted Accounting Principles (GAAP) in India. GAAP includes Accounting Standards (AS) notified by the Government of India under Section 133 of the Companies Act, 2013, provisions of the Companies Act, 2013, pronouncements of Institute of Chartered Accountants of India and guidelines issued by Securities and Exchange Board of India (SEBI). The Company has presented financial statements as per format prescribed by Revised Schedule III, notified under the Companies Act, 2013, issued by Ministry of Corporate Affairs. Figures have been regrouped and presented wherever necessary. Except where otherwise stated, the accounting policies are consistently applied.

1.2 Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make assumptions, critical judgments and estimates, which it believes are reasonable under the circumstances that affect the reported amounts of assets, liabilities and contingent liabilities on the date of financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates. Difference between the actual results and estimates are recognized in the period in which the results are known or materialize.

1.3 Cash flow statement

The cash flow statement is prepared under the "Indirect Method" as set out in AS - 7 "Cash Flow Statements" issued by the Institute of Chartered Accountants of India.

1.4 Inventories

Inventories are valued at the lower of cost and net realizable value. Provision for impairment is made when there is high uncertainty in salability of an item. Costs incurred in bringing inventories to its existing location and conditions are determined on the following basis:

- (a) Raw materials and packing materials - Purchase cost of materials on moving average basis.
- (b) Finished goods (manufactured) and work-in-progress - Cost of purchase, cost of conversion and other costs proportionately allocated determined on weighted average basis
- (c) Finished goods (traded) - Purchase cost on moving average basis.

1.5 Revenue recognition

- (a) Revenue from sale of goods is recognized when the significant risks and rewards of ownership of goods are transferred to the customer. Sales are net of discounts, sales tax, value added tax and estimated returns. Excise duties collected on sales are shown by way of deduction from sales.

- (b) Provision for sales returns are estimated primarily on the basis of historical experience, market conditions and specific contractual terms and provided for in the year of sale as reduction from revenue. The methodology and assumptions used to estimate returns are monitored and adjusted regularly in line with contractual and legal obligations, trade practices, historical trends, past experience and projected market conditions.
- (c) Income from services is recognized when the services are rendered or when contracted milestones have been achieved.
- (d) Revenue from arrangements which includes performance of obligations is recognized in the period in which related performance obligations are completed.
- (e) Export entitlements are recognized as income when right to receive credit as per the terms of the scheme is established in respect of the exports made and where there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.
- (f) Dividend income is recognized when the right to receive dividend is established.
- (g) Interest income is recognized using the time-proportion method, based on rates implicit in the transaction.
- (h) Revenue in respect of other income is recognized when a reasonable certainty as to its realization exists.

1.6 Employee retirement and other benefits

Short-term employee benefits:

Short-term employee benefits like salaries, wages, bonus and welfare expenses payable wholly within twelve months of rendering the services are accrued in the year in which the associated services are rendered by the employees.

Long-term employee benefits:

(a) Defined contribution plan:

Contribution in case of defined contribution plans (provident fund, superannuation benefit, social security schemes and other fund/schemes) is charged to the statement of profit and loss as and when it is incurred as employees' costs.

(b) Defined benefit plan :

The accruing liability on account of gratuity (retirement benefit in the nature of defined benefits plan) is actuarially valued every year. The current service cost, interest cost, expected return on plan assets and the actuarial gain / loss are debited / credited, as the case may be to the statement of profit and loss of the year as employees' costs.

(c) Other long-term benefits:

Long-term compensation plan to employees (being deferred compensation paid 12 months or more after the

SHREENATH INDUSTRIAL INVESTMENT COMPANY LIMITED

end of the period in which it is earned) are expensed out in the period to which the costs relate at present value of the benefits under the plan. The liability for compensated absences and leave encashment is provided on the basis of actuary valuation, as at balance sheet date.

1.7 Finance costs

Finance costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds and exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs.

1.8 Accounting for taxes

- (a) Current tax is accounted on the basis of estimated taxable income for the current accounting year and in accordance with the provisions of the Income Tax Act, 1961.
- (b) Deferred tax resulting from "timing differences" between accounting and taxable profit for the period is accounted by using tax rates and laws that have been enacted or substantively enacted as at the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future. Net deferred tax liabilities are arrived at after setting off deferred tax assets.

1.9 Provisions, contingent liabilities and contingent assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Liabilities which are of contingent nature are not provided but are disclosed at their estimated amount in the notes forming part of the financial statements. Contingent assets are neither recognized nor disclosed in the financial statements.

For Motilal & Associates
Chartered Accountants
Firm Regn No. 106584W

Motilal Jain
Proprietor
Membership No.36811
Date : 29/05/2015
Place : Mumbai

On Behalf of the Board
For Shreenath Industrial Investment Co. Ltd.
(CIN : L65990MH1983PLC263361)

(Kailash S. Jangid)	(Uday K. Gherwada)
DIN: 3377929	DIN: 6741691
Director	Director

Notes forming part of the financial statements

Particulars	31 March 2015 (₹)	31 March 2014 (₹)
Note 2 Share Capital		
(a) Authorised		
5000000 Equity Shares of ₹. 10/- each (Previous year 5000000 Equity Shares of ₹.10/- each)	50,000,000	50,000,000
	50,000,000	50,000,000
(b) Issued, subscribed and fully paid up		
3400000 equity shares of ₹. 10/- each fully paid up with voting rights (Previous year 400000 Equity Shares of ₹. 10/- each)	34,000,000	4,000,000
	-	-
	34,000,000	4,000,000

Notes:

- (i) **Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:**
Issued, subscribed and fully paid up

Particulars	Opening balance	Fresh issue	Bonus	ESOP	Conversion	Buy back	Other Changes	Closing balance
Equity shares with voting rights								
Year ended 31 March 2015								
- Number of shares	400,000	3,000,000	-	-	-	-	-	3,400,000
- Amount (₹)	4,000,000	30,000,000	-	-	-	-	-	34,000,000
Year ended 31 March 2014								
- Number of shares	200,000	-	200,000	-	-	-	-	400,000
- Amount (₹)	2,000,000	-	2,000,000	-	-	-	-	4,000,000

- (ii) **Details of shares held by each shareholder holding more than 5% shares:**

Class of shares/Name of shareholder	31 March 2015		31 March 2014	
	Number of shares held	% held	Number of shares held	% held
Equity shares with voting rights				
Winsome Retails and Marketing Pvt Ltd	855,000.00	25.15%	-	0.00%
Jitendra Fatehchand Jain	390,000.00	11.47%	-	0.00%
Kiran Fatehchand Jain	390,000.00	11.47%	-	0.00%

SHREENATH INDUSTRIAL INVESTMENT COMPANY LIMITED

Notes forming part of the financial statements

Particulars	31 March 2015 (₹)	31 March 2014 (₹)
NOTE 3 RESERVES & SURPLUS		
3 Reserves and Surplus		
(i) Reserves and Surplus shall be classified as:		
(a) Special Reserve Fund;	617,979	561,215
(b) Other Reserves (Misc Expenditures)	(330,000)	-
(b) Surplus i.e., balance in Statement of Profit and Loss disclosing allocations and appropriations such as dividend, bonus shares and transfer to/from reserves, etc.;	670,489	443,435
	958,468	1,004,651
4 Other current liabilities		
(a) Other payables	259,481	4,150,000
	259,481	4,150,000
5 Short-term provisions		
The amounts shall be classified as:		
(a) Provision for employee benefits.	-	-
(b) Provision for income-tax	373,750	250,750
	373,750	250,750
6 Long-term loans and advances		
(i) Long-term loans and advances shall be classified as:		
(a) Other loans and advances	15,700,000	4,751,000
(ii) The above shall also be separately sub-classified as:		
(a) Secured, considered good;		
(b) Unsecured, considered good;	15,700,000	4,751,000
	15,700,000	4,751,000
7 Other non-current assets		
Other non-current assets shall be classified as:		
(a) Long-term Trade Receivables (including trade receivables on deferred credit terms);	-	440,000
Long term Trade Receivables, shall be sub-classified as:		
(A) Secured, considered good;	-	-
(B) Unsecured, considered good;	-	440,000
(C) Doubtful.	-	-
	-	440,000

Notes forming part of the financial statements

Particulars	31 March 2015 (₹)	31 March 2014 (₹)
8 Trade Receivables		
(i) Aggregate amount of Trade Receivables outstanding for a period exceeding six months from the date they are due for payment should be separately stated.	400,000	-
(ii) Trade receivables shall be sub-classified as:		
(a) Secured, considered good;		-
(b) Unsecured, considered good;		
(c) Doubtful.		
	400,000	-
9 Cash and cash equivalents		
(i) Cash and cash equivalents shall be classified as:		
(a) Balances with banks;	19,132,386	19,694
(b) Cash on hand;	22,031	3,858,040
	19,154,417	3,877,734
10 Other current assets (specify nature)		
This is an all-inclusive heading, which incorporates current assets that do not fit into any other asset categories.	337,282	336,667
	337,282	336,667

SHREENATH INDUSTRIAL INVESTMENT COMPANY LIMITED

Notes forming part of the financial statements

Particulars	31 March 2015 (₹)	31 March 2014 (₹)
11 Revenue From Operations		
(A) In respect of a company other than a finance company		
revenue from operations shall disclose separately in the notes revenue from—		
(a) Sale of products;	12,369,473	-
(b) Sale of services;	-	-
(c) Other operating revenues;	-	-
Less:		
(d) Excise duty.	-	-
	12,369,473	-
(B) In respect of a finance company, revenue from operations shall include revenue from—		
(a) Interest; and	1,901,327	
(b) Other financial services.	900,000	-
Revenue under each of the above heads shall be disclosed separately by way of notes to accounts to the extent applicable.		
	2,801,327	-
12 Other income		
Other income shall be classified as:		
(a) Interest Income (in case of a company other than a finance company);	-	1,236,667
(b) Dividend Income;	-	-
(c) Other non-operating income	2,129	-
	2,129	1,236,667
13 (i) Employee Benefits Expenses		
i) Salaries and Wages	324,320	160,000
ii) Director Remuneration	120,000	60,000
	444,320	220,000
Depreciation and amortisation expense;	110,000	110,000
	110,000	110,000

Notes forming part of the financial statements

Particulars	31 March 2015 (₹)	31 March 2014 (₹)
14 Finance Costs		
Finance costs shall be classified as:		
(a) Interest expense;	1,320	-
(b) Other borrowing costs;	-	-
(c) Applicable net gain/loss on foreign currency transactions and translation.	-	-
	1,320	-
15 Other Expenses		
a) Audit Fees	56,180	25,000
b) Listing Fees	108,724	167,698
c) Professional Fees	59,057	47,242
d) ROC Filing Fees	57,800	10,350
e) Conveyance Expenses	74,433	4,025
f) Postage & Telegram	-	6,987
g) Printing & Stationery	67,253	7,675
h) Telephone Expenses	37,548	9,529
i) Electricity Expenses	18,911	13,711
j) Office Rent	180,000	30,000
k) Advertisement Expenses	90,572	-
l) BSE Direct Listing Fees	561,800	-
m) Business Promotion Expenses	44,965	-
n) Office Expenses	16,900	-
o) Repairs and Maintenance	85,460	-
p) Website Maintenance Charges	16,854	-
q) Commission Paid	550,000	-
r) Misc Expenses	13,008	4,059
	2,039,465	326,276

SHREENATH INDUSTRIAL INVESTMENT COMPANY LIMITED

Registered Office : 401, Rajshila Co-Op. Society Ltd. 597 J.S.S. Road, Chira Bazar, Marine Lines East, Mumbai-400 002
L65990MH1983PLC263361

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

32nd Annual General Meeting Held on Tuesday, 1st September, 2015 at 11.30 am

Full name of the members attending _____

(In block capitals)

Ledger Folio No./Client ID No. _____ No. of shares held: _____

Name of Proxy _____

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 32nd Annual General Meeting of M/s. Shreenath Industrial Investment Company Limited at registered office of the Company at Office No.401, 597, Rajshia Co-op. Society Ltd., Chira Bazar, J S S Road, Marinelines (E), Mumbai – 400002

(Member's /Proxy's Signature)

Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

SHREENATH INDUSTRIAL INVESTMENT COMPANY LIMITED

Registered Office : 401, Rajshila Co-Op. Society Ltd. 597 J.S.S. Road, Chira Bazar, Marine Lines East, Mumbai-400 002
L65990MH1983PLC263361

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint	
Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the company, to be held on Tuesday, 1st September, 2015 at 11.30 am and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Sl. No.	Resolution(S)	Vote	
		For	Against
	Ordinary Business:		
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2015		
2.	Rectification of M/s. Motilal & Associates, Chartered Accountants as Statutory Auditors & fixing their remuneration		
	Special Business:		
3.	To appoint Mr. Kailash Sohanlal Jangid as Managing Director & CEO		
4.	To adopt the new set of Article of Association		
5.	To appoint Mr. Bhargav Bharat Shah as an Executive Director		
6.	To appoint Mr. Uday Gherwada as an Independent Director		
7.	To resign Ms. Priya Shetty as an additional Director		
8.	To Appoint Mrs. Rani Ajay Jha as Independent Women Director		

Signed this ____ day of ____ 2015.

Signature of Shareholder

Signature of Proxy holder

Affix Revenue Stamps

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

Book - Post

To

If undelivered please return to :

SHREENATH INDUSTRIAL INVESTMENT COMPANY LIMITED

Registered Office :

401, Rajshila Co-Op. Society Ltd.

597 J.S.S. Road, Chira Bazar,

Marine Lines East, Mumbai-400 002

Tel : 022-2207 1707

DAS PRINTING : 4002 6615/16