

SHREESHAY ENGINEERS LIMITED

CIN: L67190MH1995PLC087145

ANNUAL REPORT

2019-20

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Bhogin Patel (DIN: 01319739) - Chairman & Director
Mr. Kishore Patel (DIN: 00990345) - Managing Director
Mrs. Nisha Patel (DIN: 00990278) - Director
Mr. Jayantilal Gala (DIN: 08016531) - Independent Director
Mr. Harish Adhia (DIN: 08025191) - Independent Director

KEY MANAGERIAL PERSONNEL

Mr. Kishore D Patel - Managing Director
CS Ashish Roongta - Company Secretary & Compliance Officer
Mr. Nityanand Namdeo Tirlotkar - Chief Financial Officer

AUDIT COMMITTEE

Mr. Jayantilal Gala - Chairman
Mr. Harish Adhia - Member
Mr. Kishore Patel - Member

NOMINATION & REMUNERATION COMMITTEE

Mr. Harish Adhia - Chairman
Mr. Jayantilal Gala - Member
Mrs. Nisha Patel - Member

STAKEHOLDER GRIEVANCES COMMITTEE

Mr. Bhogin Patel - Chairman
Mr. Kishore Patel - Member
Mrs. Nisha Patel - Member

STATUTORY AUDITOR

Vinod K. Mehta & Co., Chartered Accountants

SECRETARIAL AUDITOR

Ferrao MSR & Associates, Company Secretaries

REGISTRAR AND SHARE TRANSFER AGENT

Bigshare Services Private Limited
Address: 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400 059

REGISTERED OFFICE

501, Kailas Plaza, V.B. Lane Ghatkopar East Mumbai - 400077

Phone No. 022 - 25082300, 25082400

Email-id: info@shreeshay.com
dkpgrouppl2501@gmail.com

Website: www.shreeshay.com

BANKERS TO THE COMPANY

Bank of Baroda
Corporation Bank

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 25th Annual General Meeting of the members of Shreeshay Engineers Limited will be held on Wednesday, the 30th day of December, 2020 **at 05:00 P.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") ("AGM" / "the Meeting")** to transact the following business as set out in the Notice convening the Meeting ("**the Notice**"). The venue of the meeting shall be deemed to be held at 501, Kailas Plaza, V.B. Lane Ghatkopar East, Mumbai - 400077.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2020 and the Profit and Loss Account for the year ended on that date together with the Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Bhogin Danabhai Patel (DIN: 01319739), who retires by rotation and being eligible, offers himself for re-appointment.

By order of the Board

Sd/-

Kishore Patel
Managing Director
DIN: 00990345

Place: Mumbai
Date: 08th December, 2020

Notes:

1. In view of the continuing Covid-19 pandemic, social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 and Circular No. 22/2020 dated June 15, 2020 prescribing the procedures and the manner of conducting the Annual General Meeting through VC/ OAVM. In terms of the said circulars, the 25th Annual General Meeting (AGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 13 and available at the Company's website www.shreeshay.com. The deemed venue for the AGM shall be the Registered Office of the Company.
2. As per a notification issued by the Ministry of Corporate Affairs dated March 19, 2015 with reference to the Companies (Management and Administration) Rules, 2014 Companies covered under Chapter XB and XC as per SEBI (ICDR) Regulations, 2009 will be exempted from e-voting provisions, also no such provision is applicable in SME Equity Listing Agreement. Your Company is covered under Chapter XB as it is SME Company and Listed on SME platform of BSE SME. Therefore, Company is not availing e-voting facility to its shareholders and the resolutions would be approved by a show of hands through VC/OAVM.
3. Information regarding appointment/re-appointment of Director(s) and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard II is annexed hereto.
4. Though, pursuant to the provisions of the Act, a Member is entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf, since this AGM is being held pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the Annual General Meeting through VC/OAVM on its behalf. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to mferraocs@gmail.com with copies marked to the Company at info@shreeshay.com.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
8. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020, **the Notice of AGM along with Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.** Member may note that Notice and Annual Report 2019-20 has been uploaded on the website of the Company at www.shreeshay.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited.

9. Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below:
- (a) In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@shreeshay.com.
- (b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@shreeshay.com.
- (c) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, Bigshare Services Pvt. Ltd to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
10. It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Bigshare Services Pvt. Ltd, 1st floor, Bharat Tin works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai - 400059, E-Mail: investor@bigshareonline.com by following the due procedure.
11. Members seeking any information with regard to the accounts or any matter to be placed at the AGM or who would like to ask questions or registered themselves as Speaker, are requested to write to the Company mentioning their name demat account number/folio number, email id, mobile number at info@shreeshay.com on or before December 22, 2020 so as to enable the management to keep the information ready. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
12. Members holding the shares in dematerialized form are requested to notify immediately, the information regarding change of address and bank particulars to their respective Depository Participant.
13. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.

PROCESS AND MANNER FOR VOTING BY SHOW OF HANDS THROUGH ELECTRONIC MEANS

Pursuant to the provisions of Section 107 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020 and SEBI Circular dated May 12, 2020, the Company will hold its Annual General Meeting through electronic means via the app:- Zoom Client for Meetings.

There being no physical shareholders in the Company, the Register of members and share transfer books of the Company will not be closed. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Tuesday, December 22, 2020, shall be entitled to vote on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date shall be entitled to exercise his/her vote at the meeting.

The Company has appointed Mr. Martinho Ferrao, Company Secretary (Membership no. FCS 6221) failing him; Ms. Sherlyn Rebello, Company Secretary (Membership no. ACS 41541) of M/s. Martinho Ferrao and Associates, to act as the Scrutinizer and to ensure the proceedings of the AGM are conducted in a fair and transparent manner.

PROCESS FOR PARTICIPATING AT THE ANNUAL GENERAL MEETING THROUGH VC/OAVM

Download the Zoom client from the website <https://zoom.us/download> for desktop and mobile devices or from the respective app store for mobile devices.

Select 'Join Meeting' to sign in without a Zoom account or Sign in to Zoom and join without an account.

Enter the Meeting ID and Password as received in the email sent from our email address.

Enter your display name. It is suggested to enter the shareholder name as per RTA records.

Connect audio and video and select 'Join'.

By order of the Board

Sd/-

Kishore Patel
Managing Director
DIN: 00990345

Place: Mumbai
Date: 08th December, 2020

Details of Director Seeking Appointment/ Re-appointment at the Forthcoming Annual General Meeting

| | |
|-------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name | Mr. Bhogin Danabhai Patel |
| DIN | 01319739 |
| Date of birth | 08/02/1954 |
| Qualification | D.M.T.T degree from Sasmira Institute |
| Brief Profile, experience and expertise | He has around 4.5 decades of rich and vast experience in the field of Construction as Builder & developer and has completed 100 projects and delivered 5,000 homes in the city of Mumbai. He is also one of the founding members of the "DKP Group" which is in the business of Real Estate & Construction. |
| No. of meetings of the Board attended during the year | Five |
| Directorships held in other Companies | Rohan Paper Limited DKP Designers And Creators Private Limited Dkp Engineers & Constructions Private Limited Patel Builders & Developers Limited Rear Promoters Private Limited Link Promoters Private Limited Divine Kailas Properties Private Limited |
| Committee Position held in other Companies | None |
| Shareholding in Shreeshay Engineers Limited as on 31.03.2020 | 24,43,160 |
| Relationship with other Directors, manager and other Key Managerial Personnel's of the Company | Kishore Danabhai Patel - Brother Nisha Patel - Sister Madhuben Patel - Sister |

By order of the Board

Sd/-

Kishore Patel
Managing Director
DIN: 00990345

Place: Mumbai
Date: 08th December, 2020

DIRECTOR'S REPORT

To,
THE MEMBERS

Your Directors are pleased to present herewith the **25th ANNUAL REPORT** together with the Audited Financial Statements and Auditors' report thereon for the year ended on 31st March, 2020.

FINANCIAL RESULTS:

The Financial Results of the Company for the year ended on 31st March, 2020 are as follows:

| (Amount in Rs. actual) | | |
|--------------------------------------------------|---------------------------|---------------------------|
| Particulars | Year ended March 31, 2020 | Year ended March 31, 2019 |
| Total Income | 4,23,44,161 | 9,12,63,930 |
| Total Expense | 3,70,14,404 | 7,81,43,269 |
| Profit before extraordinary items and tax | 53,29,757 | 1,31,20,661 |
| Extraordinary items | - | - |
| Profit before tax | 53,29,757 | 1,31,20,661 |
| Tax Expense | 12,96,439 | 36,04,234 |
| Net Profit After Tax | 40,33,318 | 95,16,427 |
| Earnings Per Equity Share | 0.31 | 0.72 |

STATE OF THE COMPANY'S AFFAIRS:

The Company is engaged in the business of providing real estate construction and engineering focused solutions. The total income of the Company during the year under review was **Rs. 4,23,44,161/-** as compared to **Rs. 9,12,63,930/-** during the previous year. During the year under review the Company has earned net profit of **Rs. 40,33,318/-** as compared to profit of **Rs. 95,16,427/-** during previous year.

EFFECT OF COVID - 19 PANDEMIC:

The client market segments we serve are faced with challenges and opportunities arising from the COVID-19 pandemic and its resulting impact on the economy. We believe the efforts we have made, and continue to make, in our strategy will enable us to advise and help our clients as they tackle these market conditions.

The Covid-19 pandemic presented an unprecedented health emergency. In India, early protective measures by the Indian Government were gradually ramped up, culminating into a strict nationwide lockdown starting from 25th March 2020. Similar measures to contain this emergency in the form of restrictions on activity and mobility by countries has resulted in a global slowdown, even as there continues to be a severe uncertainty around the duration and intensity of the crisis. This affects all aspects of our lives and will have a wide impact on the economy. The Company currently has small function in its sector and trying to improve further to maximize the shareholders wealth, the current situation has not much affected, apart from the working system of the Company. The safety and well-being of the employees, customers and other stakeholders has been the Company's highest priority. The Company is constantly monitoring the situation, suggesting swift and effective actions. Following the lockdown, the Company tried to work with its employees who were able to manage their work remotely from their homes.

Note: These are forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these statements as a result of certain factors.

DIVIDEND:

The Company has not declared any dividend for the financial year ended on 31st March, 2020.

SHARE CAPITAL:

The paid up Equity Share Capital as on 31st March, 2020 was Rs. 13,20,33,960/-. The Company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

AMOUNT TRANSFERRED TO RESERVES:

The amount transferred to reserves is as per note 3 of the notes to financial statements.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and Analysis Report as required under Regulation 34 and Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 forms an integral part of this Report, and provides adequately with the Company's current working and future outlook of the Company as per **Annexure - 1**.

EXTRACT OF ANNUAL RETURN:

Extract of Annual Return as on 31st March, 2020 in the prescribed form MGT - 9, pursuant to the provisions of Section 92(3) of the Companies Act, 2013 and the Companies (Management and Administration) Rules 2014, is annexed herewith as per **Annexure - 2**.

SUBSIDIARY COMPANY AND ASSOCIATE COMPANY:

The Company does not have any subsidiaries and associates as on the financial year ended 31st March, 2020.

CONTRACTS OR AGREEMENTS WITH RELATED PARTIES:

During the year under review, contracts or arrangements entered into with the related party, as defined under section 2(76) of the Companies Act, 2013 were in the ordinary course of Business and on an 'arms length basis'. Details of the transactions are annexed herewith as per **Annexure - 3**.

During the year, the Company has not entered into any materially significant related party transactions which may have potential conflict with the interest of the Company at large. Suitable disclosures as required are provided in AS-18 which is forming the part of the notes to financial statement.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY FROM THE CONCLUSION OF THE FINANCIAL YEAR TILL THE DATE OF THIS REPORT:

No material changes or commitments, affecting the financial position of the Company have occurred between the end of the financial year of the Company, to which the financial statements relates, i.e. 31st March, 2020 and the date of the Board's Report.

DEPOSITS:

The Company has not accepted any deposit within the meaning of Section 73 of the Companies Act, 2013 during the period under review.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

The particulars of loan given, investment made and guarantee and security given by the Company (if any) during the financial year under review and governed by the provisions of Section 186 of the Companies Act, 2013 have been furnished in the Notes to the Financial statements.

STATUTORY AUDITORS:

Pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company appointed **M/s. Vinod K. Mehta & Co., Chartered Accountants (FRN No. 111508W)**, as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Annual General Meeting to be held in the year 2023 to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

SECRETARIAL AUDIT REPORT:

M/s Ferrao MSR and Associates, Company Secretaries, were appointed as Secretarial Auditors of the Company for the financial year 2019-20 pursuant to the provisions of Section 204 of the Companies Act, 2013. The Secretarial Audit Report submitted by them in prescribed form MR-3 is attached as **Annexure - 4** to this report.

AUDITOR OBSERVATIONS:

There are no qualifications, reservations, adverse remarks or disclaimers made by the Statutory and Secretarial Auditors in their respective audit reports. The comments made in the Statutory Auditors Report read with notes on accounts are self-explanatory and therefore, in the opinion of the Directors, do not call for any further explanation.

COST AUDITOR

Cost Audit as per The Companies (Cost Records and Audit) Rules, 2014 does not apply to the Company. Therefore, no cost auditor was appointed.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Mr. Bhogin Danabhai Patel (DIN: 01319739) will retire by rotation at the ensuing Annual General Meeting and being eligible and has offered himself for reappointment. The Board recommends the appointment of the above Director of the Company. The constitution of the Board is in compliance of Section 149 of the Companies Act, 2013. There was no change to the composition of the Board.

Pursuant to provisions of Section 203 of the Companies Act, 2013 the Company has appointed the following key managerial personnel for the year 2019-20:

| Name | Designation |
|---------------------------|----------------------------------------|
| Mr. Kishore D Patel | Managing Director |
| Mr. Nityanand N Tirlotkar | CFO |
| Mr. Ashish Roongta | Company Secretary & Compliance Officer |

The Company has obtained a compliance certificate in accordance with Regulation 17(8) of listing Regulations from Mr. Nityanand Tirlotkar, Chief Financial Officer Director of the Company.

ATTENDANCE OF DIRECTORS:**BOARD MEETINGS:**

The Board of Directors, during the year 2019-20 duly met five times in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

AUDIT COMMITTEE:

The Board of Directors at its meeting held on 18th December, 2017 had constituted an Audit Committee in compliance with the provisions of Section 177 of the Companies Act, 2013.

During the year under review, meetings of the Audit committee was held on 30.5.2019, 03.09.2019, 14.11.2019 and 10.03.2019 and the attendance records of the members of the Committee are as follows:

| Sr. No. | Name | Designation in Committee | No. of Committee meeting entitled to attend | No. of Committee meeting attended |
|---------|-----------------------|--------------------------|---------------------------------------------|-----------------------------------|
| 1. | Mr. Jayantilal J Gala | Chairman | 4 | 4 |
| 2. | Mr. Harish V Adhia | Member | 4 | 4 |
| 3. | Mr. Kishore D Patel | Member | 4 | 4 |

NOMINATION & REMUNERATION COMMITTEE:

The Board of Directors at its meeting held on 18th December, 2017 had constituted a Nomination & Remuneration Committee in compliance of the provision of Section 178 of the Companies Act, 2013.

During the year under review, a meeting of the Nomination and Remuneration committee was held on 30.05.2019 and the following are the members of the Committee:

| Sr. No. | Name | Designation in Committee | No. of Committee meeting entitled to attend | No. of Committee meeting attended |
|---------|-----------------------|--------------------------|---------------------------------------------|-----------------------------------|
| 1. | Mr. Harish V Adhia | Chairman | 1 | 1 |
| 2. | Mr. Jayantilal J Gala | Member | 1 | 1 |
| 3. | Mrs. Nisha B Patel | Member | 1 | 1 |

STAKEHOLDER RELATIONSHIP COMMITTEE:

The Board of Directors at its meeting held on 18th December, 2017 had constituted a Stakeholder Relationship Committee in compliance of the provision of Section 178 of the Companies Act, 2013.

During the year under review, a meeting of the Stakeholder Relationship Committee was held on 03.09.2019 and the following are the members of the Committee:

| Sr. No. | Name | Designation in Committee | No. of Committee meeting entitled to attend | No. of Committee meeting attended |
|---------|---------------------|--------------------------|---------------------------------------------|-----------------------------------|
| 1. | Mr. Bhogin D Patel | Chairman | 1 | 1 |
| 2. | Mr. Kishore D Patel | Member | 1 | 1 |
| 3. | Mrs. Nisha B Patel | Member | 1 | 1 |

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR):

The provisions of Section 135 of the Companies Act, 2013 do not apply to the Company since it does not fulfill the minimum requirements for applicability. Therefore, a CSR Committee was not constituted and no annexure report has been attached.

DECLARATION BY INDEPENDENT DIRECTORS:

The Independent Directors of the Company viz. Mr. Jayantilal J Gala and Mr. Harish V Adhia have given declaration to the Company that they qualify the criteria of independence as prescribed under Section 149 (6) read with Schedule IV of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement of Section 134(5) of the Act, and based on the representations received from the management, the directors hereby confirm to the best of their knowledge that:

- i. In the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii. They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit of the Company for that period.

- iii. They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. They have prepared the annual financial statements on going concern basis.
- v. Proper internal financial controls are in place in the Company and that such internal financial controls are adequate and are operating effectively and
- vi. They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

FORMAL ANNUAL EVALUATION PROCESS BY THE BOARD:

Pursuant to the provisions of the Companies Act, 2013 and Rules made thereunder, the Board has carried the evaluation of its own performance, individual Directors, its Committees, including the Chairman of the Board on the basis of attendance, contribution and various criteria as recommended by the Nomination and Remuneration Committee of the Company. The evaluation of the working of the Board, its committees, experience and expertise, performance of specific duties and obligations etc. were carried out. The Directors expressed their satisfaction with the evaluation process and outcome.

The Company has received declarations from each of the Independent Directors confirming that they meet the criteria of independence as provided in sub-section 6 of Section 149 of the Companies Act, 2013.

The performance of each of the non-independent directors (including the Chairman) was also evaluated by the Independent Directors at the separate meeting held of Independent Directors of the Company.

PARTICULARS OF EMPLOYEES, MANAGEMENT REMUNERATION:

During the year under review, there are no employees drawing remuneration which is in excess of the limit as prescribed under Section 197 of the Companies Act, 2013 read with rule 5(2) of the Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Disclosures pertaining to remuneration and details as required under section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as per **Annexure - 5**.

POLICY UNDER SECTION 178:

Policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of section 178 is made available on the Company's website i.e. www.shreeshay.com for the ready reference of the stakeholders of the Company.

The following policies of the company are attached herewith and marked as **Annexure - 6, Annexure - 7 and Annexure - 8**.

Policy on appointment of Directors and Senior Management (Annexure - 7)

Policy on Remuneration to Directors' (Annexure - 8)

Policy on Remuneration of Key Managerial Personnel and Employees (Annexure - 9)

CORPORATE GOVERNANCE:

Since the Company's securities are listed on SME Exchange of BSE, by virtue of Regulation 15 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the compliance with the corporate governance provisions as specified in regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V are not applicable to the Company. Hence Corporate Governance does not form part of this Directors' Report.

CODE OF CONDUCT:

The Company has adopted Code of Conduct ("the Code/s") for its Directors, Independent Directors, Senior Management and employees. These Codes enunciate the underlying principles governing the conduct of the Company's business and seek to reiterate the fundamental precept that good governance must and would always be an integral part of the Company's ethos. The Company has for the year under review, received declarations under the Codes from the Board members including Independent Directors of the Company affirming compliance with the respective Codes.

INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY:

The Company has adopted an internal control system considering the nature of its business and the size and complexity of operations. The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial disclosures etc.

Systems and procedures are periodically reviewed to keep pace with the growing size and complexity of your company's operations.

The internal auditor assesses opportunities for improvement of business processes, systems and controls, to provide recommendations, which can add value to the organization.

RISK MANAGEMENT POLICY:

Your company has developed and implemented a Risk Management Policy pursuant to Section 134(3)(n) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, which includes identification of elements of risk, if any, which in the opinion of the Board, may threaten the existence of the Company.

The risk management process is designed to safeguard the organisation from various risks through adequate and timely action. It is designed to anticipate, evaluate and mitigate risks in order to minimise its impact on the business. The risk management framework of the Company is appropriate compared to the size of the Company and the environment under which the Company operates.

At present, in the opinion of the Board there is no identification of Risk element that may threaten the existence of the Company.

HUMAN RESOURCES:

Your Company lays a lot of emphasis in the training and development of skills of human resources. The Employer relations with staff throughout the year continued to remain cordial.

VIGIL MECHANISM:

The Company has established a vigil mechanism system by adopting Whistle Blower Policy. The same is available on the Company's website www.shreeshay.com.

LISTING:

The Equity Shares of the Company are listed on Bombay Stock Exchange Ltd., Mumbai. It may be noted that there are no payment outstanding to the said Exchange by way of listing fees etc.

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

The information on conservation of energy, technology absorption and foreign exchange earnings and out go stipulated under Section 134 (3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, are enumerated as below:

Conservation of Energy:**1. The steps taken or impact on conservation of energy:-**

The Company has taken measures and applied strict control system to monitor day to day power consumption, to endeavour to ensure the optimal use of energy with minimum extent possible wastage as far as possible. The day to day consumption is monitored and various ways and means are adopted to reduce the power consumption in an effort to save energy.

2. The steps taken by the company for utilizing alternate sources of energy.

The Company has not taken any step for utilizing alternate sources of energy.

3. The capital investment on energy conservation equipments.

The Company has not made any capital investment on energy conservation equipments.

Technology Absorption:

The Company has not imported any technology and hence there is nothing to be reported here.

Foreign Exchange Earning and Outgo:

The details of Foreign exchange Earnings and outgo during the year are as follows:

| Particulars | 2019-20 | 2018-19 |
|---------------------------------|---------|---------|
| Foreign Exchange Earnings (Rs.) | NIL | NIL |
| Foreign Exchange Outgo (Rs.) | NIL | NIL |

INDUSTRIAL RELATIONS:

The Company's Industrial relations with its employees continued to be cordial throughout the year under review. Your Directors wish to place on record their appreciation for the excellent team work with which the workers and officers of the Company at all levels have contributed individually and collectively to the performance of the Company.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:

The Company is committed to provide a safe and conducive work environment to its employees. During the year under review, no case of sexual harassment was reported. The Company is having below 10 (Ten) employees including temporary employees, hence there is no need to constitute Internal Compliance Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, but the Company is dedicated to provide healthy workplace environment and has the system internally to oversee these kind of matters if any arises.

ACKNOWLEDGEMENT:

Your Directors wish to place on record their sincere appreciation for the excellent assistance and cooperation received from the Governmental authorities, the banks and financial institutions, customers, vendors, workers, officers, staff and investors for their continued support during the year.

**For and behalf of the Board
For Shreeshay Engineers Limited**

Sd/-

Sd/-

Kishore Patel
Managing Director
00990345

Bhogin Patel
Director
01319739

Date: 26th August, 2020
Place: Mumbai

ANNEXURE - 1 TO THE DIRECTOR'S REPORT

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management of M/s Shreeshay Engineers Limited is presenting the Management Discussion and Analysis Report covering the operations and financial performance of the Company for the financial year 2019-20. The Company is engaged in the business of providing real estate construction and engineering focused solutions.

INDUSTRY STRUCTURE & DEVELOPMENT:

India has always been a resilient market with great fundamentals for real estate and springing back positively. By virtue of the strong and increasing demand due to our large population base, this sector has grown continuously and is expected to stay steady for long. The industry developments were favourable for the financial year 2019-20.

OUTLOOK:

The government's Credit Linked Subsidy Scheme (CLSS) had many takers, making affordable housing a hot-selling segment across metros and tier II cities. In order to push mission Housing for All by 2022 and to increase demand in middle income group (MIG) category, the government has extended the CLSS scheme till March 2019 and further relaxed the carpet area norms for MIG category I to 120 square meters under CLSS scheme from its existing 90 square meters and for category II, from 110 to 150 square meters. With these key acts stabilizing, the real estate sector is on the cusp of a complete makeover. The prospects for future development of our business are bright due to the introduction of these initiatives.

COMPETITION:

The industry in which we operate is highly competitive and fragmented. Competition emerges from small as well as big players. The organized players in the industry compete with each other by providing high quality, time-bound and value added services. We have a number of competitors offering services similar to us. We believe the principal elements of Competition in the real estate consultancy sector are price, quality, timely delivery and reliability. We compete by establishing ourselves as a knowledge-based unit with industry expertise in completing the projects on time and providing quality work to the consumers which enables us to provide our clients efficient service suitable to the current market expectations.

SWOT ANALYSIS OF THE REAL ESTATE INDUSTRY:

Strengths: The industrial output can be positively compared with most of the developed countries. IT/ITeS and industries are still expected to grow, creating employment opportunities and job stability. Rising disposable incomes and a growing middle class will also ensure robust housing demand and overall growth for real estate in India.

Moreover, Foreign Direct Investments in various sectors will continue to fuel the economy and open more doors. The Land Bill as well as the Real Estate Regulatory Bill will bring about more transparency in the long term, hence making investments more attractive.

The above fundamentals automatically create demand for more housing and also tend to support infrastructure such as retail, office, hospitality, health care, entertainment and lifestyle business.

Weakness: The recent past has been a little gloomy with unstable government policies, indecisiveness and inconsistencies in issues related to tax and other involved arenas. Such situations tend to hamper the overall business landscape leading to sluggish growth, directly impacting the real estate sector.

Excessive red tape and long approval gestation periods increase delivery time and make the business riskier, hence increasing the overall cost of projects. Scarcity of capital available for real estate, with RBI curbs in this sector, results in increasing the cost of capital.

High inflation rate has been pushing construction costs up and this, combined with the high cost of capital will lead to steep pricing. Frivolous litigations and unclear land titles has plagued this industry. Lack of transparency has hampered further investments in this field with investors focusing on other secure markets.

SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE:

The Company is engaged in the business of real estate construction and engineering focused solutions, accordingly this is the only single reportable segment.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

Your Company has an effective internal control and risk-mitigation system, which are constantly assessed and strengthened with new/revised standard operating procedures. The Company's internal control system is commensurate with its size, scale and complexities of its operations. The internal and operational audit is entrusted to M/s. Vinod K. Mehta & Co., a reputed firm of Chartered Accountants. The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry. The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The Company has a robust Management Information System, which is an integral part of the control mechanism. The Audit Committee of the Board of Directors, Statutory Auditors and the Business Heads are periodically apprised of the internal audit findings and corrective actions taken. Audit plays a key role in providing assurance to the Board of Directors. Significant audit observations and corrective actions taken by the management are presented to the Audit Committee of the Board. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee.

ENVIRONMENT AND SAFETY:

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner, so as to ensure safety of all concerned, compliances of environmental regulations and preservation of natural resources.

HUMAN RESOURCES AND INDUSTRIAL RELATIONS:

Your Company has team of qualified and dedicated personnel who have contributed to the consolidation of the operations of your Company. Your Company's industrial relations continued to be harmonious during the year under review. Your Company has succeeded in attracting and retaining key professional and intends to continue to seek fresh talents to further enhance and grow our business.

CAUTIONERY STATEMENT:

Statements in this report describing the Company's objective, expectations or predictions may be optimistic statements within the meaning of applicable securities laws and regulations. The actual result may differ materially from those expressed in the statements. Important factors that could influence the company's operations include economic conditions affecting demand / supply price condition in the domestic markets in which the company operates, changes in the government regulations, tax laws and other statutes and other incidental factors.

**For and behalf of the Board
For Shreeshay Engineers Limited**

Sd/-

Sd/-

Kishore Patel
Managing Director
00990345

Bhogin Patel
Director
01319739

Date: 26th August, 2020

Place: Mumbai

ANNEXURE - 2 TO THE DIRECTOR'S REPORT

FORM NO. MGT - 9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March 2020

[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 | L67190MH1995PLC087145 |
| 2. | Registration Date | 04/04/1995 |
| 3. | Name of the Company | SHREESHAY ENGINEERS LIMITED |
| 4. | Category/sub-category of the Company | Company Limited by Shares/Non Govt. Company |
| 5. | Address of the Registered Office and contact details | 501, Kailas Plaza, V.B. Lane, Ghatkopar East, Mumbai 400077 |
| 6. | Whether Listed Company | Listed (BSE SME Exchange) |
| 7. | Name, address and contact details of Registrar and Transfer Agent | Bigshare Services Pvt. Ltd 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East Phone number: 22 62638200 |

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:

| Sl. No. | Name and Description of main products/ services | NIC Code of the Product/ service | % to total turnover of the company |
|---------|------------------------------------------------------------------------|----------------------------------|------------------------------------|
| 1 | Building of complete constructions or parts thereof; civil engineering | 4520 | 100% |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

| Sl. No. | Name and Address of the Company | CIN/GLN | Holding / Subsidiary / Associate | % of shares held | Applicable Section |
|---------|---------------------------------|---------|----------------------------------|------------------|--------------------|
| 1 | NA | NA | NA | NA | NA |

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

i) Category-wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % Change during the year |
|-----------------------------------------------------------|-------------------------------------------------|----------|----------------|-------------------|-------------------------------------------|----------|----------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| (1) Indian | - | - | - | - | - | - | - | - | - |
| a) Individual/HUF | 4843396 | - | 4843396 | 36.68 | 4843396 | - | 4843396 | 36.68 | - |
| b) Central Govt | - | - | - | - | - | - | - | - | - |
| c) State Govt (s) | - | - | - | - | - | - | - | - | - |
| d) Bodies Corp. | 4760000 | - | 4760000 | 36.05 | 4760000 | - | 4760000 | 36.05 | - |
| e) Banks/FI | - | - | - | - | - | - | - | - | - |
| f) Any Other | - | - | - | - | - | - | - | - | - |
| Sub-total (A) (1):- | 9603396 | - | 9603396 | 72.73 | 9603396 | - | 9603396 | 72.73 | - |
| (2) Foreign | - | - | - | - | - | - | - | - | - |
| a) NRIs (Individuals) | - | - | - | - | - | - | - | - | - |
| b) Other (Individuals) | - | - | - | - | - | - | - | - | - |
| c) Bodies Corp. | - | - | - | - | - | - | - | - | - |
| d) Banks / FI | - | - | - | - | - | - | - | - | - |
| e) Any Other.... | - | - | - | - | - | - | - | - | - |
| Sub-total (A) (2):- | - | - | - | - | - | - | - | - | - |
| Total shareholding of Promoter (A) = (A)(1)+(A)(2) | 9603396 | - | 9603396 | 72.73 | 9603396 | - | 9603396 | 72.73 | - |

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % Change during the year |
|--------------------------------------------------------------------------|-------------------------------------------------|----------|---------|-------------------|-------------------------------------------|----------|---------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| a) Mutual Funds | - | - | - | - | - | - | - | - | - |
| b) Banks/FI | - | - | - | - | - | - | - | - | - |
| c) Central Govt | - | - | - | - | - | - | - | - | - |
| d) State Govt(s) | - | - | - | - | - | - | - | - | - |
| e) Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| f) Insurance Companies | - | - | - | - | - | - | - | - | - |
| g) FIs | - | - | - | - | - | - | - | - | - |
| h) Foreign Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| i) Others (specify) | - | - | - | - | - | - | - | - | - |
| Sub-total (B)(1):- | - | - | - | - | - | - | - | - | - |
| 2. Non-Institutions | | | | | | | | | |
| a) Bodies Corp. | 1984000 | - | 1984000 | 15.03 | 2448000 | - | 2448000 | 18.55 | 3.51 |
| i) Indian | - | - | - | - | - | - | - | - | - |
| ii) Overseas | - | - | - | - | - | - | - | - | - |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs. 2 lakh | 104000 | - | 104000 | 0.78 | 56000 | - | 56000 | 0.42 | (0.24) |

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % Change during the year |
|----------------------------------------------------------------------------------|-------------------------------------------------|----------|-----------------|-------------------|-------------------------------------------|----------|-----------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh | 904000 | - | 904000 | 6.84 | 584000 | - | 584000 | 4.42 | (2.42) |
| c) Others | 608000 | - | 608000 | 4.60 | 512000 | - | 512000 | 3.88 | (0.73) |
| Sub-total (B)(2):- Total Public Shareholding (B) = (B)(1) + (B)(2) | 3600000 | - | 3600000 | 27.27 | 3600000 | - | 3600000 | 27.27 | - |
| C. Shares held by Custodian for GDRs & ADRs | - | - | - | - | - | - | - | - | - |
| Grand Total (A+B+C) | 13203396 | - | 13203396 | 100 | 13203396 | - | 13203396 | 100 | - |

(ii) Shareholding of Promoters:

| SIN o. | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % change in shareholding during the year |
|--------|-------------------------------------------------|-------------------------------------------|----------------------------------|--------------------------------------------------|-------------------------------------|----------------------------------|-------------------------------------------------|------------------------------------------|
| | | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares of the company | % of Shares Pledged/ encumbered to total shares | |
| 1. | Kishore Danabhai Patel | 2040218 | 15.45 | - | 2040218 | 15.45 | - | - |
| 2. | Kishore D Patel HUF | 1800 | 0.01 | - | 1800 | 0.01 | - | - |
| 3. | Bhogin D Patel HUF | 1800 | 0.01 | - | 1800 | 0.01 | - | - |
| 4. | D K Patel HUF | 1800 | 0.01 | - | 1800 | 0.01 | - | - |
| 5. | Bhogin Danabhai Patel | 2443160 | 18.5 | - | 2443160 | 18.5 | - | - |
| 6. | Divine Kailas Properties Private Limited | 800000 | 6.06 | - | 800000 | 6.06 | - | - |
| 7. | Rohan Paper Limited | 1000000 | 7.57 | - | 1000000 | 7.57 | - | - |
| 8. | Rear Promoters Private Limited | 200000 | 1.51 | - | 200000 | 1.51 | - | - |
| 9. | Link Promoters Private Limited | 1660000 | 12.57 | - | 1660000 | 12.57 | - | - |
| 10. | Patel Creators And Constructors Private Limited | 1100000 | 8.33 | - | 1100000 | 8.33 | - | - |
| 11. | Nisha Bhogin Patel | 178218 | 1.35 | - | 178218 | 1.35 | - | - |
| 12. | Anjali Kishore Patel | 176400 | 1.34 | - | 176400 | 1.34 | - | - |
| | Total | 9603396 | 72.73 | - | 9603396 | 72.73 | - | - |

(iii) Change in Promoters' Shareholding: **No Change in Promoters' Shareholding**

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

| SR NO | Name | Shareholding | | Date | Increase/Decrease in Shareholding |
|-------|-------------------------------------------------|---------------------------------------------------------------------------|-------------------------------|-------------|-----------------------------------|
| | | No. of Shares At the Beginning (30/03/2019)/ end of the year (31/03/2020) | % total Shares of the Company | | |
| 1 | NOPEA CAPITAL SERVICES PRIVATE LIMITED | 608000 | 4.60 | 30-Mar-2019 | 0 |
| | | | 4.97 | 31-May-2019 | 48000 |
| | | 656000 | 4.97 | 31-Mar-2020 | 0 |
| 2 | OVERSKUD MULTI ASSET MANAGEMENT PRIVATE LIMITED | 616000 | 4.67 | 30-Mar-2019 | 0 |
| | | | 4.60 | 19-Apr-2019 | -8000 |
| | | | 3.94 | 26-Apr-2019 | -88000 |
| | | | 3.88 | 28-Jun-2019 | -8000 |
| | | 512000 | 3.88 | 31-Mar-2020 | 0 |
| 3 | ARYAMAN CAPITAL MARKETS LIMITED | 608000 | 4.60 | 30-Mar-2019 | 0 |
| | | | 4.67 | 19-Apr-2019 | 8000 |
| | | | 4.18 | 26-Apr-2019 | -64000 |
| | | | 4.24 | 28-Jun-2019 | 8000 |
| | | | 3.39 | 12-Jul-2019 | -112000 |
| | | | 3.88 | 02-Aug-2019 | 64000 |
| | 512000 | 3.88 | 31-Mar-2020 | 0 | |
| 4 | SAJANKUMAR RAMESHWARLAL BAJAJ | 584000 | 4.42 | 30-Mar-2019 | 0 |
| | | 584000 | 4.42 | 31-Mar-2020 | 0 |
| 5 | EMERALD COMMERCIAL LIMITED | 0 | 0.00 | 30-Mar-2019 | |
| | | | 1.15 | 28-Jun-2019 | 152000 |
| | | | 3.39 | 12-Jul-2019 | 296000 |
| | | 448000 | 3.39 | 31-Mar-2020 | 0 |
| 6 | MUKESH COMMOTRADE LTD | 336000 | 2.54 | 30-Mar-2019 | 0 |
| | | | 1.39 | 21-Jun-2019 | -152000 |
| | | | 0.00 | 12-Jul-2019 | -184000 |
| | | | 0.00 | 31-Mar-2020 | 0 |
| 7 | PANKAJ PIYUSH TRADE AND INVESTMENT LIMITED | 0 | 0.00 | 30-Mar-2019 | |
| | | 320000 | 2.42 | 31-Mar-2020 | 0 |
| | | | 2.42 | 31-Mar-2020 | 320000 |
| 8 | SHRI PARASRAM HOLDINGS PRIVATE LIMITED | 320000 | 2.42 | 30-Mar-2019 | 0 |
| | | | 0.00 | 31-Mar-2020 | -320000 |
| 9 | S K GROWTH FUND PVT LTD | 0 | 0.00 | 30-Mar-2019 | |
| | | | 2.06 | 26-Apr-2019 | 272000 |
| | | 272000 | 2.06 | 31-Mar-2020 | 0 |
| 10 | HARSHA RAJESH JHAVERI | 240000 | 1.82 | 30-Mar-2019 | 0 |
| | | | 0.00 | 19-Apr-2019 | -240000 |
| | | | 0.00 | 31-Mar-2020 | 0 |

(v) Shareholding of Directors and Key Managerial Personnel:

| Sl. No. | | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---------|-----------------|-------------------------------------------|----------------------------------|-----------------------------------------|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1. | Kishore D Patel | 2040218 | 15.45 | 2040218 | 15.45 |
| 2. | Bhogin D Patel | 2443160 | 18.50 | 2443160 | 18.50 |
| 3. | Nisha B Patel | 178218 | 1.35 | 178218 | 1.35 |

V. 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 | - | 67,54,747 | - | 67,54,747 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | - | 67,54,747 | - | 67,54,747 |
| Change in Indebtedness during the financial year | | | | |
| • Addition | - | - | - | - |
| • Reduction | - | - | - | - |
| Net Change | - | - | - | - |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | - | 4,20,05,747 | - | 4,20,05,747 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | - | 4,20,05,747 | - | 4,20,05,747 |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

| Sl. no. | Particulars of Remuneration | Name of MD/WTD/ Manager | | | Total Amount |
|---------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|---|---|-----------------|
| | | MD Kishore Patel | - | - | |
| | | | - | - | - |
| 1. | Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961 | 6,12,000 | - | - | 6,12,000 |
| 2. | Stock Option | - | - | - | - |
| 3. | Sweat Equity | - | - | - | - |
| 4. | Commission - as % of profit - others, specify... | - | - | - | - |
| 5. | Others, please specify | - | - | - | - |
| | Total (A) | 6,12,000 | - | - | 6,12,000 |
| | Ceiling as per the Act | | | | |

B. Remuneration to other directors:

| Particulars of Remuneration | Name of Directors | | | Total Amount |
|--------------------------------------------------------------------------|-------------------|---|---|--------------|
| Independent Directors | - | - | - | - |
| Fee for attending Board/ Committee Meeting | - | - | - | - |
| Commission | - | - | - | - |
| Others, Please Specify | - | - | - | - |
| Total | - | - | - | - |
| Others Non-Executive Directors fee for attending Board/Committee Meeting | - | - | - | - |
| Commission | - | - | - | - |
| Other, please Specify | - | - | - | - |
| Total(2) | - | - | - | - |
| Total Managerial Remuneration | - | - | - | - |

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

| Sl. no. | Particulars of Remuneration | Key Managerial Personnel | | | |
|---------|-------------------------------------------------------------------------------------|--------------------------|-------------------|-----------------|-----------------|
| | | CEO | Company Secretary | CFO | Total |
| 1. | Gross salary | | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | - | 1,92,000 | 3,72,000 | 5,64,000 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | - | - | - | - |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | - | - | - | - |
| 2. | Stock Option | - | - | - | - |
| 3. | Sweat Equity | - | - | - | - |
| 4. | Commission | | | | |
| | - as % of profit | - | - | - | - |
| | - others, specify... | - | - | - | - |
| 5. | Others, please specify | - | - | - | - |
| | Total | - | 1,92,000 | 3,72,000 | 5,64,000 |

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

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

**For and behalf of the Board
For Shreeshay Engineers Limited**

Sd/-

Sd/-

Kishore Patel
Managing Director
00990345

Bhugin Patel
Director
01319739

Date: 26th August, 2020

Place: Mumbai

ANNEXURE - 3 TO THE DIRECTORS' REPORT

FORM AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in Section 188(1) of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

| | |
|------------------------------------------------------------------------------------------------------------------------------------------------|----|
| Name(s) of the related party and nature of relationship | NA |
| Nature of contracts/arrangements/transactions | |
| Duration of the contracts/arrangements/transactions | |
| Salient terms of the contracts or arrangements or transactions including the value, if any | |
| Justification for entering into such contracts or arrangements or transactions | |
| Date(s) of approval by the Board | |
| Amount paid as advances, if any: | |
| Date on which the requisite resolution was passed in general meeting as required under first proviso to section 188 of the Companies Act, 2013 | |

2. Details of material contracts or arrangement or transactions at arm's length basis:

| | |
|---------------------------------------------------------------------------------------------|----|
| Name(s) of the related party and nature of relationship | NA |
| Nature of contracts / arrangements / transactions | |
| Duration of the contracts / arrangements / transactions | |
| Salient terms of the contracts or arrangements or transactions including the value, if any: | |
| Date(s) of approval by the Board, if any: | |
| Amount incurred | |

**For and behalf of the Board
For Shreeshay Engineers Limited**

Sd/-

Sd/-

Kishore Patel
Managing Director
00990345

Bhugin Patel
Director
01319739

Date: 26th August, 2020

Place: Mumbai

ANNEXURE - 4 TO THE DIRECTORS' REPORT

Form No. MR-3 SECRETARIAL AUDIT REPORT

for the financial year ended March 31, 2020

[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,
Shreeshay Engineers Limited
CIN - L67190MH1995PLC087145
501, Kailas Plaza, V.B. Lane,
Ghatkopar East, Mumbai - 400077.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and adherence to good corporate practices by **Shreeshay Engineers 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.

Due to the current nationwide lockdown arising out of the COVID-19 pandemic, we have examined the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company provided to us in electronic mode for the financial year ended on 31st March, 2020. No physical verification of any document / record was possible. Based on our examination as aforesaid and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2020, 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, 2020 according to the provisions of:

- 1) The Companies Act, 2013 (the Act) and the Rules made there under;
- 2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- 3) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- 4) 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;
- 5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') [**Applicable to the Company from March 21, 2018 i.e. the date from which the equity shares of the Company got listed on the SME Emerge platform of the Bombay Stock Exchange Limited.**]
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
 - e) The Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014 - **Not Applicable as the Company has not issued any Shares / options to the Directors / Employees under the said Regulations during the year under review;**
 - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not Applicable as the Company has not issued any Debt securities during the year under review;**
 - g) 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; - **Not applicable as**

the Company is not registered as Registrar to an issue and Share Transfer Agent during the financial year under review.

- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – **Not Applicable as the Company has not delisted its Equity Shares from any Stock Exchanges during the year under review;**
- i) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 – **Not Applicable as the Company has not bought – back any of its securities during the year under review;**

We have also examined compliance with the applicable Standards / Clauses / Regulations of the following:

1. Secretarial Standards with respect to the Meetings of the Board of Directors and Committee Meetings of the Board (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
2. The Uniform Listing Agreement entered into by the Company with the Bombay Stock Exchange Limited (BSE). The Company is listed on the SME Platform of the Bombay Stock Exchange Limited.
3. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 its authorised representatives during the conduct of Secretarial Audit we hereby report that in our opinion 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:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
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 or on a shorter notice with the consent of the Directors, 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. As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

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.

For **Ferrao MSR & Associates**
Company Secretaries

Sd/-

Shobha Ambure
Partner

A.C.S. No. 39715

C. P. No. 15264

UDIN: A039715B000620262

Place: Mumbai

Dated: 26th August, 2020

This report is to be read with our letter which is annexed as "Annexure A" and forms an integral part of this report.

“Annexure A”

To,
The Members,
Shreeshay Engineers Limited
(formerly known as Shreeshay Engineers Private Limited)

Our report is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. The minutes, documents, records and other information checked for the purpose of audit were received from the Company in soft copy and through electronic mail due to the nationwide lockdown caused pursuant to the outbreak of Covid-19 (Coronavirus).
4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
5. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
7. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Ferrao MSR & Associates**
Company Secretaries

Sd/-

Shobha Ambure
Partner
A.C.S. No. 39715
C. P. No. 15264
UDIN: A039715B000620262

Place: Mumbai
Dated: 26th August, 2020

ANNEXURE - 5 TO THE DIRECTORS' REPORT

[Statement of Disclosure of Remuneration under section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment of Remuneration of Managerial Remuneration) Rules, 2014]

1. Ratio of remuneration of each director to the median remuneration of the Employee of the company for the Financial Year - 2019-20:

| Sr. No. | Name | Category | Remuneration | Median Remuneration | Ratio |
|----------------|-------------------|-------------------|---------------------|----------------------------|--------------|
| 1. | Mr. Kishore Patel | Managing Director | 6,12,000 | 3,72,000 | 51:31 |

Note: For this purpose, sitting fees paid to Directors have not been considered as remuneration.

2. the percentage of increase in remuneration of each director, Chief financial officer, chief executive officer, company secretary or Manager, if any in the F.Y. 2019-20: - 14.3% increase for company secretary
The median remuneration of the employees of the company as on 31st March, 2020 was Rs. 3,72,000
3. the percentage increase in the median remuneration of employees in F.Y. 2020 stood at - NA
4. No. of permanent employees of the Company as at 31st March, 2020: Five
5. Average percentage increase already made in the salaries of employees other than the managerial remuneration in comparison with the last financial year: 14.3%
6. Affirmation that the remuneration is as per the remuneration policy of the company. It is affirmed that the remuneration paid to Directors, Key Managerial Personnel and other senior management is as per the remuneration policy of the Company.
7. Disclosure under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014: There are no employees appointed by the Company who were in receipt of remuneration of Rs. 1.20 Crores or more per Annum employed throughout the year and Rs. 8.50 Lakhs or more Per Month employed for part of the year.

Having regard to the provisions of the second proviso to Section 136(1) of the Act, the Annual Report excluding the names of top ten employees in terms of remuneration drawn is being sent to the members of the Company. The said information is available for inspection at the registered office of the Company during business hours on working days up to the date of the ensuing Annual General Meeting and shall also be made available on the website of the Company post AGM. Any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request.

**For and behalf of the Board
For Shreeshay Engineers Limited**

Sd/-

Sd/-

Kishore Patel
Managing Director
00990345

Bhogin Patel
Director
01319739

Date: 26th August, 2020
Place: Mumbai

ANNEXURE - 6 TO THE DIRECTORS' REPORT

SALIENT FEATURES OF POLICY ON APPOINTMENT OF DIRECTORS AND SENIOR MANAGEMENT AND OTHER MATTERS

Appointment of Directors

The Nomination and Remuneration Committee (NRC) of the Board of Directors (Board) of the Company reviews and assesses Board composition and recommends the appointment of new Directors. In evaluating the suitability of individual Board member, the NRC shall take into account the following criteria regarding qualifications, positive attributes and also independence of director when Independent Director is to be appointed:

1. All Board appointments will be based on merit, in the context of the skills, experience, diversity, and knowledge, for the Board as a whole to be effective;
2. Ability of the candidates to devote sufficient time and attention to his / her professional obligations as Director for informed and balanced decision making;
3. Adherence to the applicable Code of Conduct and highest level of Corporate Governance in letter and in spirit by the Directors;

Based on the recommendations of the NRC the board will evaluate the candidates and decide on the selection the appropriate member. The Board through the Chairman or the Managing Director will interact with the new member to obtain his/her consent for joining the Board. Upon receipt of the consent, the new Director will be co-opted by the Board in accordance with the applicable provisions of the Companies Act, 2013 and Rules made there under.

Removal of Directors

If a Director is attracted with any disqualification as mentioned in any of the applicable Act, rules and regulations there under or due to non - adherence to the applicable policies of the Company, the NRC may recommend to the Board with reasons recorded in writing, removal of a Director subject to the compliance of the applicable statutory provisions.

Senior Management Personnel

The NRC shall identify persons based on merit, experience and knowledge who may be appointed in senior management team.

Senior Management personnel are appointed or promoted and removed/relieved with the authority of Managing Director based on the business need and the suitability of the candidate. The details of the appointment made and the personnel removed one level below the Key Managerial Personnel during a quarter shall be presented to the Board.

For and behalf of the Board For Shreeshay Engineers Limited

Sd/-

Sd/-

Kishore Patel
Managing Director
00990345

Bhogin Patel
Director
01319739

Date: 26th August, 2020

Place: Mumbai

ANNEXURE - 7 TO THE DIRECTORS' REPORT

SALIENT FEATURES OF POLICY FOR REMUNERATION OF THE DIRECTORS

General

This Policy sets out the approach to Compensation/remuneration/commission etc. will be determined by Committee and Recommended to the Board of Directors, for approval. Also remuneration to be paid to the Managing Director, other executive directors in accordance with provisions of Companies Act, 2013, and other statutory provisions if any, would require to complying for time being of appointment of such person.

Policy Statement

The Company has a well-defined Compensation policy for Directors, including the Chairman of the Company. The overall compensation philosophy which guides us to focus on enhancing the value, to attract, to retain and motivate Directors for achieving objectives of Company and to become a major player in market, to be the most trusted brand in the business we operate in and focus on customer serenity through transparency, quality and on time delivery to be a thought leader and establish industry benchmarks in sustainable development.

In order to effectively implement this, the Company has built a compensation structure by a regular annual benchmarking over the years with relevant players across the industry the Company operates in.

Non-Executive Including Independent Directors

The Nomination and Remuneration Committee (NRC) shall decide the basis for determining the compensation, both fixed and variable, to the Non-Executive Directors, including Independent Directors, whether as commission or otherwise. The NRC shall take into consideration various factors such as director's participation in Board and Committee meetings during the year, other responsibilities undertaken, such as membership or Chairmanship of committees, time spent in carrying out their duties, role and functions as envisaged in Schedule IV to the Companies Act, 2013 and the LODR with Stock Exchanges and such other factors as the NRC may consider deem fit for determining the compensation. The Board shall determine the compensation to Non-Executive Directors within the overall limits specified in the Shareholders resolutions.

Managing Director (MD) and Executive Director

Remuneration of the MD and Executive Directors reflects the overall remuneration philosophy and guiding principle of the Company. While considering the appointment and remuneration of Managing Director and Executive Directors, the NRC shall consider the industry benchmarks, merit and seniority of the person and shall ensure that the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies. The policy aims at a balance between fixed and variable pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

The remuneration to the MD shall be recommended by NRC to the Board. The remuneration consists of both fixed compensation and variable compensation and shall be paid as salary, commission, performance bonus, stock options (where applicable), perquisites and fringe benefits as per the policy of the Company from time to time and as approved by the Board and within the overall limits specified in the Shareholders resolution. While the fixed compensation is determined at the time of appointment, the variable compensation will be determined annually by the NRC based on the performance of MD.

The term of office and remuneration of MD is subject to the approval of the Board of Directors, shareholders, and Central Government, as may be required and within the statutory limits laid down in this regard from time to time.

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay, subject to the requisite approvals, remuneration to its MD in accordance with the provisions of Schedule V to the Companies Act, 2013

If a MD draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he/she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government of the Company.

Remuneration for MD is designed subject to the limits laid down under the Companies Act, 2013 to remunerate him / her fairly and responsibly. The remuneration to the MD comprises of salary, perquisites and benefits as per policy of the Company and performance based incentive apart from retirement benefits like P.F., Superannuation, Gratuity, Leave Encashment, etc. as per Rules Salary is paid within the range approved by the Shareholders. Increments are effective annually, as recommended /approved by the NRC / Board. The MD is entitled for grant of Stock Options as per the approved Stock Options Schemes of the Company from time to time.

Directors

The MD is an executive of the Company and draws remuneration from the Company. The Non-Executive Independent Directors receive sitting fees for attending the meeting of the Board and Committee thereof, as fixed by the Board of Directors from time to time subject to statutory provisions. The Non-Executive Independent Directors would be entitled to the remuneration under the Companies Act, 2013. In addition to the above, the Directors are entitled for reimbursement of expenses incurred in discharge of their duties.

The Company may also grant Stock Options to the eligible employees and Directors (other than Independent Directors) in accordance with the ESOP Schemes of the Company from time to time and subject to the compliance statutes and regulations.

Disclosures

Information on the total remuneration of members of the Company's Board of Directors, Managing Director and Executive Directors and KMP/senior management personnel may be disclosed in the Board's report and the Company's annual report / website as per statutory requirements in this regard.

For and behalf of the Board For Shreeshay Engineers Limited

Sd/-

Sd/-

Kishore Patel
Managing Director
00990345

Bhogin Patel
Director
01319739

Date: 26th August, 2020

Place: Mumbai

ANNEXURE - 8 TO THE DIRECTORS' REPORT

SALIENT FEATURES OF POLICY ON REMUNERATION OF KEY MANAGERIAL PERSONNEL AND EMPLOYEES

Objective

To establish guidelines of remuneration/ compensation/ commission etc. to be paid for employees by way of fairly and in keeping with Statutes, it will be determined by the Nomination & Remuneration committee (NRC) and the NRC will recommend to the Board for approval.

Standards

1. All employees, irrespective of contract, are to be paid remuneration fairly and the remuneration is to be externally competitive and internally equitable. The remuneration will be paid in accordance with the laid down Statutes.
2. Remuneration for on-roll employees will include a fixed or guaranteed component payable monthly; and a variable component which is based on performance and paid annually.
3. The fixed component of remuneration will have a flexible component with a bouquet of allowances to enable an employee to choose the allowances as well as the quantum based on laid down limits as per Company policy. The flexible component can be varied only once annually in the month of July, after the salary increment exercise.
4. The variable component of the remuneration will be a function of the employee's grade.
5. The actual pay-out of variable component of the remuneration will be function of individual performance as well as business performance. Business performance is evaluated using a Balance Score Card (BSC) while individual performance is evaluated on Key Result Areas (KRA). Both the BSC & KRAs are evaluated at the end of the fiscal to arrive at the BSC rating of the business and PPS rating of the individual.
6. An Annual compensation survey is carried out to ensure that the Company's compensation is externally competitive. Based on the findings of the survey and the business performance, the committee decides:
 - a. The increment that needs to be paid for different performance ratings as well as grades.
 - b. The increment for promotions and the total maximum increment.
 - c. The maximum increase in compensation cost in % and absolute.
 - d. Compensation corrections are made in a few cases where it is outside the band or to keep it tune with the market.

For and behalf of the Board For Shreeshay Engineers Limited

Sd/-

Sd/-

Kishore Patel
Managing Director
00990345

Bhogin Patel
Director
01319739

Date: 26th August, 2020

Place: Mumbai

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SHREESHAY ENGINEERS LTD.

Report on the Audit of the Financial Statements.

Opinion

We have audited the accompanying Financial Statements of SHREESHAY ENGINEERS LTD. ("the Company"), for the year ended March 31, 2020, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act 2013 ("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 31st March 2020, and its profit and its cash flows for the year ended on that date.

Basis of Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



Information other than the Financial Statements and auditor's report thereon.

The Company's management Board of Directors is responsible for the preparation of the other information. The other information included in the Annual Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Results

These half yearly and yearly financial results have been prepared on the basis of the interim and annual financial statements respectively. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these financial results 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 the 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 results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial results, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.



Auditors' Responsibilities for the Audit of the Financial Results

Our objectives are to obtain reasonable assurance about whether the financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
4. Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the financial results, including the disclosures, and whether the financial results represent the underlying transactions and events in a manner that achieves fair presentation. Materiality is the magnitude of misstatement in the financial statement that in individual or aggregate, make it probable that the economic decision of a reasonably knowledgeable user of the financial statement may be influenced. We consider quantitative materiality and qualitative factor in
 - (i) Planning the scope of our audit work and in evaluating the result of our work and



- (ii) To evaluate the effect of any identified misstatements in the financial statement.
6. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
 7. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
 8. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

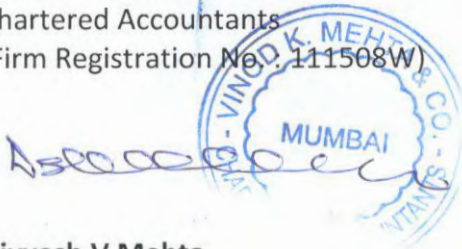
1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, based on our audit, we report, to the extent applicable, 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 accounts 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 Cash Flow Statement dealt with by this report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid 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) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors none of



the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of section 164(2) of the Act.

- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
- g) The remuneration paid by company to its directors is in accordance with the provisions of section 197 of the Companies Act, 2013 read with schedule V and is not excess of the limits specified therein.
- 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, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have pending litigations which would impact on its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company.

For Vinod K Mehta & Co.,
Chartered Accountants
(Firm Registration No.: 111508W)



Divyesh V Mehta

Partner

Membership No.: 044293

Place: Mumbai

Date: 31/07/2020

UDIN: 20044293AAAACL5679

"ANNEXURE A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in Paragraph 1 under "Report on other legal and regulatory requirements" of our report of even date)

1. In respect of the Company's fixed assets:
 - a) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
 - b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
 - c) According to information and explanation given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the company.
2. The management has conducted the physical verification of inventory at reasonable intervals. The discrepancies noticed on physical verification of the inventory as compared to books records which have been properly dealt with in the books of account were not material.
3. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
4. In our opinion and according to the information and explanations given to us, the Company has complied with provisions of Section 185 and 186 of the Act in respect of grant of loans, making investments, and providing guarantees and securities, as applicable.
5. The Company has not accepted deposits from the public during the year and hence the directives issued by the Reserve Bank of India and the provision of section 73 to 76 any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regards to the deposits accepted from the public are not applicable.
6. As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
7. According to the information and explanations given to us, in respect of statutory dues:
 - a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax,



Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.

There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2020 for a period of more than six months from the date they become payable.

- b) According to the information and explanations given to us, there are no dues of Sales tax or Service tax or duty of Customs or duty of Excise or Value added tax which have not been deposited by the Company on account of disputes, except for the following:

| Nature of Statue | Nature of Dues | Forum where Dispute is pending | Period to which the amount relates | Amount (Rupees) |
|----------------------|----------------|--------------------------------|------------------------------------|-----------------|
| Income Tax Act, 1961 | Income Tax | Centralized Processing Center, | AY 2007-08 to 2017-18 | 33,76,685 |

8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues for loan taken from financial institutions or bank.
9. In our opinion and according to the information and explanation given to us, the term loans raised during the year were applied for the purpose for which the loans were obtained. The Company did not raise any money by way of public offer or further public offer (including debt instruments) during the year.
10. Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
11. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
13. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards
14. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3(xiv) of the Order is not applicable to the Company.
15. In our opinion and according to the information and explanations given to us, during the year, the Company has not entered into any non-cash transaction with its

directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

16. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For Vinod K Mehta & Co.,
Chartered Accountants
(Firm Registration No. : 111508W)



Divyesh V Mehta
Partner

Membership No.:044293

Place: Mumbai

Date: 31/07/2020

UDIN: 20044293AAAACL5679



"ANNEXURE B" TO THE INDEPENDENT AUDITOR'S REPORT
(Referred to in paragraph 1(f) under "Report on other legal and regulatory requirements"
of our report of even date)

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

We have audited the Internal Financial Control over financial reporting of SHREESHAY ENGINEERS LTD ("the Company") as of 31st March, 2020 in conjunction with our audit of the financial statements of the Company for the year then ended.

Management Responsibility for the Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a



material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- 1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- 3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.



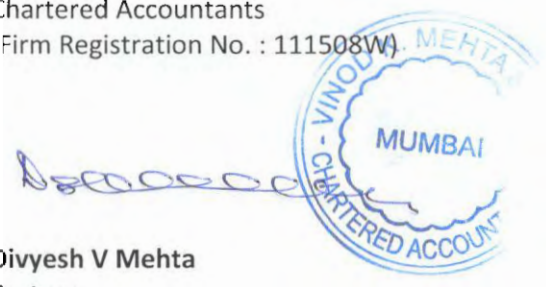
Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the ICAI.

For Vinod K Mehta & Co.,

Chartered Accountants

(Firm Registration No. : 111508W)

**Divyesh V Mehta****Partner**

Membership No.:044293

Place: Mumbai

Date: 31/07/2020

UDIN: 20044293AAAAACL5679

SHREESHAY ENGINEERS LTD
(CIN: U67190MH1995PLC087145)

STATEMENT OF ASSETS & LIABILITIES FOR THE YEAR ENDED AS ON 31st March 2020

| Particulars | Note no. | As on 31st March, 2020 Rupees | As at 31st March, 2019 Rupees |
|----------------------------------------------------------|----------|----------------------------------|----------------------------------|
| | | (Audited) | (Audited) |
| I. EQUITY AND LIABILITIES | | | |
| (1) Shareholder's Funds | | | |
| (a) Share Capital | 2 | 132,033,960 | 132,033,960 |
| (b) Reserves and Surplus | 3 | 81,136,637 | 77,103,319 |
| (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 | 4 | 42,005,747 | 6,754,747 |
| (d) Long term provisions | | | - |
| (4) Current Liabilities | | | |
| (a) Short-term borrowings | | | - |
| (b) Trade payables | 5 | 1,097,776 | 5,667,846 |
| (c) Other current liabilities | 6 | 1,315,757 | 312,714 |
| (d) Short-term provisions | | - | - |
| Total | | 257,589,878 | 221,872,586 |
| II.Assets | | | |
| (1) Non-current assets | | | |
| (a) Property Plant and equipment | | | |
| (i) Tangible assets | 7 | 49,014 | 73,096 |
| (ii) Intangible assets | | | |
| (iii) Capital work-in-progress | | | |
| (iv) Intangible assets under development | | | |
| (b) Non-current investments | 8 | - | 3,738,300 |
| (c) Deferred tax assets (Net) | | 5,588 | 2,026 |
| (d) Long term loans and advances | 9 | 540,000 | 540,000 |
| (e) Other non-current assets | 10 | 2,813,349 | 2,733,884 |
| (2) Current assets | | | |
| (a) Current investments | | | |
| (b) Inventories | 11 | 13,096,971 | 14,867,920 |
| (c) Trade receivables | 12 | 229,943,434 | 183,433,365 |
| (d) Cash and cash equivalents | 13 | 10,140,464 | 15,002,807 |
| (e) Short-term loans and advances | 14 | 258,502 | 313,502 |
| (f) Other current assets | 15 | 742,557 | 1,167,687 |
| Significant Accounting Policies and Notes on Accounts | 1 to 22 | | |
| Total | | 257,589,878 | 221,872,587 |

Notes:

- The above Standalone results have been reviewed by Audit Committee and taken on record by Board of Directors at its meeting held on 31st July ,2020 and duly audited by the Statutory Auditors.
- The Company does not have more than one reportable segment. Hence segment wise reporting is not applicable under section 133 of the Companies Act,2013 read with rule 7 of Company (Accounts) Rules 2014. The Company deal in only one segment and same is contractor for real estate(contractor for building).
- Figures for the previous period are reclassified/rearranged/regrouped, wherever necessary to correspond with the current period classification/Disclosure.
- This results have been prepared according to SEBI Listing Regulations and SEBI Circulars issued from time to time.

For **SHREESHAY ENGINEERS LTD**

KISHORE D. PATEL
Director
DIN: 00990345
Place: Mumbai
Date: 31/07/2020

SHREESHAY ENGINEERS LIMITED

| Audited Financial Results Year ended as on 31st March 2020 | | | | | |
|-----------------------------------------------------------------------------|------------------------------|----------------------------------|------------------------------|------------------------------|------------------------------|
| Particulars | Half Year Ended | | | Year Ended | |
| | As on 31st March 2020 | As on 30th September 2019 | As on 31st March 2019 | As on 31st March 2020 | As on 31st March 2019 |
| | Audited | Unaudited | Audited | Audited | Audited |
| I. Revenue from operations | 19,932,193 | 21,098,145 | 54,256,153 | 41,030,338 | 82,061,282 |
| II. Other Income | 653,601 | 660,222 | 6,706,430 | 1,313,823 | 9,202,648 |
| III. Total Revenue (I +II) | 20,585,794 | 21,758,367 | 60,962,583 | 42,344,161 | 91,263,930 |
| <u>Construction Expenses</u> | | | | | |
| Cost of Construction materials and labour consumed | 16,428,236 | 14,849,064 | 35,860,778 | 31,277,300 | 68,758,549 |
| Purchase of Stock-in-Trade | - | | | | |
| Changes in inventories of finished goods, work-in-progress | (1,017,726) | 2,788,675 | 14,647,007 | 1,770,949 | 4,803,572 |
| Employee benefit expense | 1,305,969 | 897,678 | 1,404,366 | 2,203,647 | 2,445,413 |
| Financial costs | 567 | 1,248 | | 1,815 | 186,570 |
| Depreciation and amortization expense | 12,041 | 12,041 | 5,813 | 24,082 | 9,213 |
| Other expenses | 983,826 | 752,785 | 966,849 | 1,736,611 | 1,939,952 |
| Total Expenses | 17,712,914 | 19,301,491 | 52,884,814 | 37,014,404 | 78,143,269 |
| V. Profit/(loss) from ordinary activities before exceptional items | 2,872,880 | 2,456,876 | 8,077,769 | 5,329,757 | 13,120,661 |
| VI. Exceptional Items | | | | | - |
| IX. Profit from ordinary activities before tax (VII - VIII) | 2,872,880 | 2,456,876 | 8,077,769 | 5,329,757 | 13,120,661 |
| X. Tax expense: | | | | | |
| (a) Current tax | 690,000 | 610,000 | 2,292,640 | 1,300,000 | 3,600,000 |
| (b) MAT Tax | | | | | |
| (c) Mat Credit Entitlement | | | | | |
| (d) Deferred tax | (3,562) | - | 4,234 | (3,562) | 4,234 |
| (e) Short/ Excess Provision for tax | | | | | |
| XI. Net Profit(Loss) from the period from continuing operations (After Tax) | 2,186,442 | 1,846,876 | 5,780,895 | 4,033,319 | 9,516,427 |
| XII. Other Comprehensive Income | | | | | |
| 1. Items that will not be reclassified to profit or loss | | | | | - |
| XIII Total Comprehensive Income (after tax) (OCI) (XI+XII) | 2,186,442 | 1,846,876 | 5,780,895 | 4,033,319 | 9,516,427 |
| XVI. Earning per equity share: | | | | | |
| (1) Basic | 0.17 | 0.14 | 0.42 | 0.31 | 0.72 |
| (2) Diluted | | | | | |
| Paid-up equity share capital (Face Value of Rs. 10/- each) | 132,033,960 | 132,033,960 | 132,033,960 | 132,033,960 | 132,033,960 |
| Significant Accounting Policies and Notes on Accounts | | | | | |

Notes :

- The above Standalone results have been reviewed by Audit Committee and taken on record by Board of Directors at its meeting held on 31st July,2020 and duly audited by the Statutory Auditors.
- The figures for the last six months of the current year and of the previous year are the balancing figures between the audited figures in respect of the full financial year ended March 31, 2020 and the unaudited published year to date figures up to the six months ended September 30, 2019
- The Company does not have more than one reportable segment. Hence segment wise reporting is not applicable under section 133 of the Companies Act,2013 read with rule 7 of Company (Accounts) Rules 2014. The Company deal in only one segment and same is contractor for real estate(contractor for building).
- Figures for the previous period are reclassified/rearranged/regrouped, wherever necessary to correspond with the current period classification/Disclosure.
- Provision for tax at new rate of 22% has been made on the operational Profit.
- This results have been prepared according to SEBI Listing Regulations and SEBI Circulars issued from time to time.
- In the view of nationwide lockdown announced by government of India to control the spread of COVID -19, the companies business operation were distrupted for the short term. The companies has resumed operation in phased manner as per government directives. Based on evaluation of impact of the pandemic on Comapany's business operation , liquidity and financial position, their is no significant impact on its financial results as at 31st March,2020. Given the uncerntainties associate with pandemic nature, the actual may differ from the estimates consider in this financial results. The company continues to closely monitor the rapidly changing situation.

 For **SHREESHAY ENGINEERS LTD**

Kishor D Patel
 Director
 DIN: 00990345
 Place : Mumbai
 Date : 31/07/2020

SHREESHAY ENGINEERS LTD
(CIN: U67190MH1995PLC087145)

Balance sheet as on 31st March 2020

| Particulars | Note no. | As at 31st March, 2020 Rupees (Audited) | As at 31st March, 2019 Rupees (Audited) |
|----------------------------------------------------------|----------|-----------------------------------------------|-----------------------------------------------|
| I. EQUITY AND LIABILITIES | | | |
| (1) Shareholder's Funds | | | |
| (a) Share Capital | 2 | 132,033,960 | 132,033,960 |
| (b) Reserves and Surplus | 3 | 81,136,637 | 77,103,319 |
| (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 | 4 | 42,005,747 | 6,754,747 |
| (d) Long term provisions | | | |
| (4) Current Liabilities | | | |
| (a) Short-term borrowings | | | |
| (b) Trade payables | 5 | 1,097,776 | 5,667,846 |
| (c) Other current liabilities | 6 | 1,315,757 | 312,714 |
| (d) Short-term provisions | | | |
| Total | | 257,589,878 | 221,872,586 |
| II.Assets | | | |
| (1) Non-current assets | | | |
| <i>(a) Property Plant and Equipments</i> | | | |
| (i) Tangible assets | 7 | 49,014 | 73,096 |
| (ii) Intangible assets | | | - |
| (iii) Capital work-in-progress | | | - |
| (iv) Intangible assets under development | | | - |
| (b) Non-current investments | 8 | - | 3,738,300 |
| (c) Deferred tax assets (Net) | | 5,588 | 2,026 |
| (d) Long term loans and advances | 9 | 540,000 | 540,000 |
| (e) Other non-current assets | 10 | 2,813,349 | 2,733,884 |
| (2) Current assets | | | |
| (a) Current investments | | | |
| (b) Inventories | 11 | 13,096,971 | 14,867,920 |
| (c) Trade receivables | 12 | 229,943,434 | 183,433,365 |
| (d) Cash and cash equivalents | 13 | 10,140,464 | 15,002,807 |
| (e) Short-term loans and advances | 14 | 258,502 | 313,502 |
| (f) Other current assets | 15 | 742,557 | 1,167,687 |
| Significant Accounting Policies and Notes on Accounts | 1 to 22 | | |
| Total | | 257,589,878 | 221,872,587 |

For Vinod K Mehta & Co
Chartered Accountants
FRN: 111508W

For and on behalf of the Board
SHREESHAY ENGINEERS LIMITED

Divyesh Mehta
(Partner)
Mem No. 044293

KISHORE D PATEL
Director
DIN NO. :00990345

NISHA B. PATEL
Director
DIN NO. : 00990278

ASHISH ROONGTA
Company Secretary

NITYANAND TIROTKAR
Chief Financial Officer

Place : Mumbai
Date : 31/07/2020

Place : Mumbai
Date : 31/07/2020

Place : Mumbai
Date : 31/07/2020

SHREESHAY ENGINEERS LIMITED

Profit and Loss statement for the year ended as on 31st March 2020

| Particulars | Note No | As at 31st March ,2020 Rupees | As at 31st March, 2019 Rupees |
|---------------------------------------------------------------|------------|----------------------------------|-------------------------------------|
| I. Revenue from operations | 16 | 41,030,338 | 82,061,282 |
| II. Other Income | 17 | 1,313,823 | 9,202,648 |
| III. Total Revenue (I +II) | | 42,344,161 | 91,263,930 |
| <u>Construction Expenses</u> | | | |
| Cost of Construction materials and labour consumed | 18 | 31,277,300 | 68,758,549 |
| Purchase of Stock-in-Trade | | - | - |
| Changes in inventories of finished goods, work-in-progress | 19 | 1,770,949 | 4,803,572 |
| Employee benefit expense | 20 | 2,203,647 | 2,445,413 |
| Financial costs | 21 | 1,815 | 186,570 |
| Depreciation and amortization expense | | 24,082 | 9,213 |
| Other expenses | 22 | 1,736,611 | 1,939,952 |
| Total Expenses | | 37,014,404 | 78,143,269 |
| V. Profit before exceptional and extraordinary items and tax | | 5,329,757 | 13,120,661 |
| VI. Exceptional Items | | - | - |
| VII. Profit before extraordinary items and tax (V - VI) | | 5,329,757 | 13,120,661 |
| VIII. Extraordinary Items | | | |
| IX. Profit before tax (VII - VIII) | | 5,329,757 | 13,120,661 |
| X. Tax expense: | | | |
| (1) Current tax | | 1,300,000 | 3,600,000 |
| (2) Deferred tax | | (3,562) | 4,234 |
| XI. Profit(Loss) from the period from continuing operations | (VII-VIII) | 4,033,318 | 9,516,427 |
| XII. Profit/(Loss) from discontinuing operations | | | - |
| | | | - |
| XIV. Profit/(Loss) from Discontinuing operations (XII - XIII) | | | - |
| XV. Profit/(Loss) for the period (XI + XIV) | | 4,033,318 | 9,516,427 |
| XVI. Earning per equity share: | | | |
| (1) Basic | | 0.31 | 0.72 |
| (2) Diluted | | | |
| Significant Accounting Policies and Notes on Accounts | 1 to 22 | | |

As per our Report of even date
For VINOD K. MEHTA & CO.,
Chartered Accountants
Regn. No. 111508W

For and on behalf of the Board
SHREESHAY ENGINEERS LIMITED

DIVYESH V., MEHTA
Partner
Membership No : 044293

KISHORE D PATEL
Director
DIN NO. :00990345

NISHA B. PATEL
Director
DIN NO. : 00990278

ASHISH ROONGTA
Company Secretary

NITYANAND TIROITKAR
Chief Financial Officer

Place : Mumbai
Date : 31/07/2020

Place : Mumbai
Date : 31/07/2020

Place : Mumbai
Date : 31/07/2020

SHREESHAY ENGINEERS LTD

Cash Flow Statement as on 31st March 2020

| PARTICULARS | For Year ended as on 31st March, 2020 | For Year ended as on 31st March 2019 |
|-------------------------------------------------------------------------|------------------------------------------|-----------------------------------------|
| | Actual | Actual |
| PROFIT AFTER TAX AS PER P&L A/C | 4,033,318 | 9,516,427 |
| <u>ADD: NON CASH EXPENDITURES</u> | | |
| PRELIMINARY EXPENSES | - | - |
| PROFIT ON SALE OF INVESTMENTS | - | 1,936,984 |
| DEPRECIATION | 24,082 | 9,213 |
| PROVISION FOR TAXATION | 1,300,000 | 3,600,000 |
| DEFERRED TAX ASSETS | (3,562) | 4,234 |
| LOSS ON SALE OF DEBENTURE | -11363.89 | |
| (PART A) | 5,342,475 | 15,066,858 |
| <u>ADD: CASH GENERATED FROM OPERATING ACTIVITIES</u> | | |
| INCREASE/ DECREASE IN CURRENT ASSETS | (44,258,990) | (173,565,915) |
| INCREASE/ DECREASE IN CURRENT LIABILITIES | (3,567,027) | 7,372,159 |
| (PART B) | (47,826,017) | (166,193,756) |
| <u>ADD: CASH GENERATED FROM INVESTING ACTIVITIES</u> | | |
| INCREASE/DECREASE IN FIXED ASSETS | 0 | (78,918) |
| INCREASE/DECREASE IN INVESTMENTS (OTHER NON CURRENT ASSETS) | 3,670,199 | (3,755,707) |
| INCREASE/DECREASE IN LOANS AND ADVANCES | - | - |
| (PART C) | 3,670,199 | (3,834,625) |
| <u>ADD: CASH GENERATED FROM FINANCING ACTIVITIES</u> | | |
| INCREASE/DECREASE IN SHARE CAPITAL | - | |
| INCREASE/DECREASE IN TERM LOANS | 35,251,000 | 3,899,358 |
| INCREASE/DECREASE IN RESERVES | (1,300,000) | (3,600,000) |
| (PART D) | 33,951,000 | 299,359 |
| INCREASE/ DECREASE IN CASH DURING THE YEAR (PART A + B + C + D) | (4,862,343) | (154,662,164) |
| OPENING CASH AND CASH EQUIVALENTS | 15,002,807 | 169,664,971 |
| CLOSING CASH AND CASH EQUIVALENTS | 10,140,464 | 15,002,807 |

| | |
|-------------------|--------------------|
| KISHORE D PATEL | NISHA B. PATEL |
| Director | Director |
| DIN NO. :00990345 | DIN NO. : 00990278 |

| | |
|-------------------|-------------------|
| Place: Mumbai | Place:Mumbai |
| Date : 31/07/2020 | Date : 31/07/2020 |

SHREESHAY ENGINEERS LIMITED

**SHAREHOLDERS FUND
SHARE CAPITAL**

NOTE 2

| | Particulars | As on 31st March, 2020 Rupees | As at 31st March, 2019 Rupees |
|---|----------------------------------------------------------------------------------------------------------|-------------------------------|-------------------------------|
| A | AUTHORISED CAPITAL 14000000 Equity Shares of Rs.10 each | 140,000,000 | 140,000,000 |
| | ISSUED, SUBSCRIBED & PAID UP CAPITAL 1,32,03,396 Equity shares of Rs.10 each fully paid up | 132,033,960 | 132,033,960 |
| | TOTAL | 132,033,960 | 132,033,960 |

Additional Information

1 The Reconciliation of subscribed and Paid up share capital is set out below

| | | As on 31st March, 2020 Rupees | | As at 31st March, 2019 Rupees | |
|------|---------------------------------|-------------------------------|--------------------|-------------------------------|--------------------|
| | | No of Shares | Amount | No of Shares | Amount |
| ADD: | At the beginning of the year | 13,203,396 | 132,033,960 | 13,203,396 | 132,033,960 |
| | Shares allotted during the year | | | | - |
| | Right Issue | | | | |
| | Bonus Issue | | | | |
| | Public issue | | | | |
| | TOTAL | 13,203,396 | 132,033,960 | 13,203,396 | 132,033,960 |

2 Shareholders holding shares above 5%

| | | As on 31st March, 2020 Rupees | | As at 31st March, 2019 Rupees | |
|----|-----------------------------------------|-------------------------------|---------------|-------------------------------|---------------|
| | | No of Shares | In percentage | No of Shares | In percentage |
| 1) | Patel Creators & Constructors Pvt. Ltd. | 1,100,000 | 8.33 | 1,100,000 | 8.33 |
| 2) | K D Patel | 2,040,218 | 15.45 | 2,040,218 | 15.45 |
| 3) | Link Promoters Pvt. Ltd | 1,660,000 | 12.57 | 1,660,000 | 12.57 |
| 4) | B D Patel | 2,443,160 | 18.50 | 2,443,160 | 18.50 |
| 5) | Divine kailas Properties Pvt. Ltd. | 800,000 | 6.06 | 800,000 | 6.06 |
| 6) | Rohan Paper Ltd. | 1,000,000 | 7.57 | 1,000,000 | 7.57 |

3 Terms/ rights attached to equity shares

The company has only one class of share capital namely ordinary Shares having a face value of Rs 10 per share.

- In Respect of every Ordinary Share (whether fully paid or partly paid), voting right shall be in the same proportion as the capital paid up on such Ordinary Share bears to the total paid up ordinary capital of the company
- The dividend proposed by the board of directors is subject to the approval of the shareholders in the ensuing Annual General Meeting ,except in case of interim dividend.
- In the event of liquidation ,the Shareholders of ordinary shares are eligible to receive the remaining assets of the Company after distribution of all preferential amounts,in proportion to their shareholdings.

SHREESHAY ENGINEERS LIMITED

NOTE 3

SHAREHOLDERS FUND
RESERVES AND SURPLUS

| Particulars | | As on 31st March, 2020 Rupees | | As at 31st March, 2019 Rupees |
|-----------------------------------------------------------------------|------------|----------------------------------|------------|----------------------------------|
| Retained Earnings | | | | |
| As per Last Balance Sheet | 15,451,519 | | 5,935,092 | |
| Current Years Profit and Loss | 4,033,318 | | 9,516,427 | |
| | - | 19,484,837 | | 15,451,519 |
| | - | | | |
| Share Premium Reserve | | | | |
| As per Last Balance Sheet | 61,651,800 | | 61,651,800 | |
| (Pre Yr Securities Premium 8730360 equity shares @ RS. 5/- per share) | - | | - | |
| | - | 61,651,800 | | 61,651,800 |
| | | | | |
| TOTAL | | 81,136,637 | | 77,103,319 |

NOTE 4

NON CURRENT LIABILITIES
OTHER LONG TERM LIABILITIES

| Particulars | As on 31st March, 2020 Rupees | As at 31st March, 2019 Rupees |
|---------------------------------------------------------|----------------------------------|----------------------------------|
| Unsecured Borrowings | | |
| Other Loans and advances from Related Parties/Directors | 42,005,747 | 6,754,747 |
| | | |
| TOTAL | 42,005,747 | 6,754,747 |

SHREESHAY ENGINEERS LIMITED**CURRENT LIABILITIES****NOTE 5****TRADE PAYABLES**

| Particulars | As on 31st March, 2020 Rupees | As at 31st March, 2019 Rupees |
|---------------------------------------------------------------------------------------------------|----------------------------------|----------------------------------|
| Trade Payables | | |
| (A) Total outstanding dues of micro enterprise and small enterprises ; and | | |
| (B) Total outstanding dues of creditors other than micro enterprises and small enterprises | 1,097,776 | 5,667,846 |
| | 1,097,776 | 5,667,846 |
| | | . |

Foot Note

1) According to information available with management , on the basis of intimation received from suppliers regarding their status under the Micro small and medium enterprises Act , 2006The company has no amount due to Micro small and medium enterprises under the said Act

CURRENT LIABILITIES**NOTE 6****SHORT TERM PROVISIONS**

| Particulars | As on 31st March, 2020 Rupees | As at 31st March, 2019 Rupees |
|-----------------------------------|----------------------------------|----------------------------------|
| <u>Other Statuory Dues</u> | | |
| Duties & Taxes | 1,015,757 | 12,714 |
| Others (Audit fees Provision) | 300,000 | 300,000 |
| TOTAL | 1,315,757 | 312,714 |
| | | |

SHREESHAY ENGINEERS LIMITED

Note 7 SCHEDULE OF FIXED ASSETS AS PER COMPANIES ACT AS ON 31.03.2020

| PARTICULARS | Date of Purchase | Date | No of days used | DEP RATE | Gross Block | | | | Depreciation | | | Net Block | | | |
|-----------------------------|------------------|----------|-----------------|----------|-------------------|-------------|------------|------------------|-------------------|---------------|------------------------|---------------|------------|------------|--------|
| | | | | | GROSS BLOCK AS ON | ADD: BEFORE | ADD: AFTER | Less: Deductions | GROSS BLOCK AS ON | BALANCE AS ON | AMOUNT OF DEPRECIATION | BALANCE AS ON | WDV AS ON | WDV AS ON | |
| | | | | | 01/04/2019 | 30/09/2019 | 30/09/2019 | / Scrap Value | 31/03/2020 | 01/04/2019 | N | 30/09/2020 | 31/03/2020 | 31/03/2019 | |
| COMPUTER | | | | | 59,800 | | | | | 59,800 | 59,097 | - | 59,097 | 703 | 703 |
| EPBAX SYSTEM | 01/04/19 | 31/03/20 | 366 | 18.10% | 68,636 | | | | | 68,636 | 51,113 | 12,457 | 63,570 | 5,066 | 17,523 |
| FANS | 01/04/19 | 31/03/20 | 366 | 18.10% | 7,050 | | | - | | 7,050 | 871 | 1,280 | 2,150 | 4,900 | 6,179 |
| COMPRESSION TESTING MACHINE | 01/04/19 | 31/03/20 | 366 | 18.10% | 57,000 | | | - | | 57,000 | 8,310 | 10,345 | 18,655 | 38,345 | 48,690 |
| | | | | | 192,486 | - | - | | | 192,486 | 119,390 | 24,082 | 143,472 | 49,014 | 73,096 |

SHREESHAY ENGINEERS LIMITED

NOTE 8 NON CURRENT INVESTMENTS (valued at cost, unless stated otherwise)

| | Particulars | As on 31st March, 2020 Rupees | As at 31st March, 2019 Rupees |
|--|-------------------------------------------|----------------------------------|----------------------------------|
| | Investment in Bonds and Debentures | | |
| | <u>Unsecured, Convertible debentures</u> | | |
| | DKP Designers and creators Pvt. Ltd. | - | 3,638,300 |
| | Other Investments | | |
| | <u>Investment in Liquid Fund</u> | | |
| | Reliance Money Manager fund-Growth Plan | - | 100,000 |
| | | - | 3,738,300 |
| | | | |

LONG TERM LOANS AND ADVANCES

NOTE 9 (Unsecured, considered good, unless otherwise specified)

| | Particulars | As on 31st March, 2020 Rupees | As at 31st March, 2019 Rupees |
|---|--------------|----------------------------------|----------------------------------|
| a | Deposits* | 540,000 | 540,000 |
| | TOTAL | 540,000 | 540,000 |
| | | | |

* Deposits include deposit made for listing

NOTE 10 OTHER NON CURRENT ASSETS

| | Particulars | As on 31st March, 2020 Rupees | As at 31st March, 2019 Rupees |
|--|--------------------------------------------|----------------------------------|----------------------------------|
| | Other Loans and Advances | | |
| | Preliminary Exp | 2,210,306 | 3,315,458 |
| | Advance Recoverable inCash or Kind | 94,550 | 94,550 |
| | Provision for Taxation (net of Taxes Paid) | 508,493 | (676,124) |
| | TOTAL | 2,813,349 | 2,733,884 |
| | | | |

NOTE 11 INVENTORIES

(At cost or net realisable value whichever is lower)

| | Particulars | As on 31st March, 2020 Rupees | As at 31st March, 2019 Rupees |
|---|------------------|----------------------------------|----------------------------------|
| a | Work In Progress | 13,096,971 | 14,867,920 |
| | TOTAL | 13,096,971 | 14,867,920 |
| | | | |

SHREESHAY ENGINEERS LIMITED

CURRENT ASSETS

NOTE 12 TRADE RECEIVABLES

| | Particulars | | As on 31st March, 2020 Rupees | | As at 31st March, 2019 Rupees |
|----|---------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|----------------------------------|------------|----------------------------------|
| i | Outstanding for period exceeding 6 months from the due date: Secured, considered good; Unsecured, considered good; Doubtful | - 206,423,446 - | 206,423,446 | 29,396,163 | 29,396,163 |
| ii | Others Secured, considered good; Unsecured, considered good; Doubtful | 23,519,988 | | | |
| | TOTAL | | 229,943,434 | | 183,433,365 |

CURRENT ASSETS

NOTE 13 CASH AND CASH EQUIVALENTS

| | Particulars | As on 31st March, 2020 Rupees | As at 31st March, 2019 Rupees |
|---|-----------------------------------------------------------------------------------------------------------------|-------------------------------------|----------------------------------|
| i | Cash and cash equivalents shall be classified as: Balances with banks Cash on hand Others (FDR) | 2,753,213 247,251 7,140,000 | 196,586 106,221 14,700,000 |
| | TOTAL | 10,140,464 | 15,002,807 |

CURRENT ASSETS

NOTE 14 SHORT TERM LOANS & ADVANCES

| | Particulars | As on 31st March, 2020 Rupees | As at 31st March, 2019 Rupees |
|--|----------------|-------------------------------------|----------------------------------|
| | Other Advances | 258,502 | 313,502 |
| | TOTAL | 258,502 | 313,502 |

CURRENT ASSETS

NOTE 15 OTHER CURRENT ASSETS

| | Particulars | As on 31st March, 2020 Rupees | As at 31st March, 2019 Rupees |
|--|-------------------------------------------------------------------------------------|-------------------------------------|----------------------------------|
| | Others Prepaid Taxes Prepaid Professional Taxes Interest Receivable | - 8,340 734,217 | 1,016,701 150,986 |
| | TOTAL | 742,557 | 1,167,687 |

SHREESHAY ENGINEERS LIMITED**NOTE 16 REVENUE FROM OPERATIONS**

| | Particulars | As at 31st March ,2020 Rupees | As at 31st March, 2019 Rupees |
|--|--------------|----------------------------------|----------------------------------|
| | Services | 41,030,338 | 82,061,282 |
| | TOTAL | 41,030,338 | 82,061,282 |

SHREESHAY ENGINEERS LIMITED**NOTE 17 OTHER INCOME**

| | Particulars | As at 31st March ,2020 Rupees | As at 31st March, 2019 Rupees |
|--|----------------------------------------------------|----------------------------------|----------------------------------|
| | Interest Income | 955,881 | 7,265,039 |
| | Net Gain/(Loss) on sale of non-current Investments | 11,364 | 1,936,984 |
| | Other income : | - | - |
| | Rebate and Settlement | 78 | 625 |
| | Pre operative expn written off | 346,500 | |
| | TOTAL | 1,313,823 | 9,202,648 |

SHREESHAY ENGINEERS LIMITED

NOTE 18 CONSTRUCTION EXPENSES

| | Particulars | | As at 31st March ,2020 Rupees | | As at 31st March, 2019 Rupees |
|--|-----------------------------------------|------------|----------------------------------|------------|----------------------------------|
| | Purchases | | | | |
| | Cost of Construction Materials consumed | 15,199,255 | | 49,980,984 | |
| | Contractual work at K.N Nagar | 118,724 | | | |
| | Other Expenses | | | | |
| | Labour Expenses | 15,781,735 | | 18,374,456 | |
| | Other Direct Exp | 177,586 | 31,277,300 | 403,109 | 68,758,549 |
| | Total | | 31,277,300 | | 68,758,549 |

NOTE 19 CHANGES IN INVENTORY

| | Particulars | | As at 31st March ,2020 Rupees | | As at 31st March, 2019 Rupees |
|--|-------------------|------------|----------------------------------|------------|----------------------------------|
| | Opening WIP | 14,867,920 | | 19,671,492 | |
| | Less: Closing WIP | 13,096,971 | 1,770,949 | 14,867,920 | 4,803,572 |
| | TOTAL | | 1,770,949 | | 4,803,572 |

SHREESHAY ENGINEERS LIMITED

NOTE 20 EMPLOYEE BENEFITS EXPENSES

| | Particulars | As at 31st March ,2020 Rupees | As at 31st March, 2019 Rupees |
|--|----------------------------------|----------------------------------|----------------------------------|
| | Salaries , Wages , Bonus , etc., | 2,200,527 | 2,442,026 |
| | Staff Welfare Expenses | 3,120.00 | 3,387 |
| | TOTAL | 2,203,647 | 2,445,413 |

NOTE 21 FINANCIAL EXPENSES

| | Particulars | | As at 31st March ,2020 Rupees | | As at 31st March, 2019 Rupees |
|--|----------------------|------|----------------------------------|---------|----------------------------------|
| | Other (Bank Charges) | 1815 | | 186,570 | |
| | Total | | 1,815 | | 186,570 |

NOTE 22

OTHER EXPENSES

| | | Particulars | As at 31st March ,2020 Rupees | As at 31st March, 2019 Rupees |
|--|--|---------------------------------------------|----------------------------------|----------------------------------|
| | | Rates and taxes, excluding, taxes on income | 15,485 | 15,900 |
| | | Insurance Charges | 744 | 578 |
| | | Interest on TDS Payment | - | 9,358 |
| | | Office Expenses | 13,502 | 7,500 |
| | | Legal & Professional Charges | 108,000 | 40000 |
| | | Repairs and maintance | - | 17,250 |
| | | Courier Charges | 30 | 105 |
| | | Travelling | - | 1,469 |
| | | Domain Charges | 15,100 | 14,725 |
| | | Round off | (579) | (90) |
| | | Preliminary Exp W/off | 1,105,152 | 1,105,152 |
| | | Misc Expenses | 11,634 | 74,551 |
| | | Registrar and lisitng charges | 55,557 | 55,000 |
| | | Telephone & Telex Charges | 14,463 | 23,654 |
| | | ROC Fees | 3,600 | 4,800 |
| | | Listing Fees | 90,000 | 90,000 |
| | | Market Making Fees | - | 180,000 |
| | | Auditor | 300,000 | 300,000 |
| | | sundry expenses | 14,823 | - |
| | | interest on delayed payment | 3,450 | - |
| | | Loss on sale of debenture | 138,650 | - |
| | | Sundry Balances written back | (153,000) | |
| | | TOTAL | 1,736,611 | 1,939,952 |
| | | | | |

Notes to the Financial Statements
SHREESHAY ENGINEERS LTD

Corporate Information

The Company is incorporated as at 4th April 1995. The Company deal in only one segment and same is contractor for real estate(contractor for building).. The Company is a public limited company incorporated and domiciled in India. The address of the office is Office 501, Kailas Plaza, V.B. Lane,Ghatkopar East, Mumbai - 400077. The financial statements of the Company for the year ended 31st March 2020 are approved by the Board of Directors in Board Meeting.

1 Significant accounting policies

1.1 Basis of accounting and preparation of financial statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 2013. In applying the Accounting Policies, considerations have been given to prudence, substance over form and Materiality. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

1.2 Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

The COVID -19 pandemic is rapidly spreading throughout the world. The operations of the Company were impacted, due to shutdown of offices following nationwide lockdown by the Government of India. The Company shall resume operations in a phased manner as per directives from the Government of India. The Company has evaluated impact of this pandemic on its business operations and financial position and based on its review of current indicators of future economic conditions, there is no significant impact on its financial results as at 31st March 2020. However, the impact assessment of COVID-19 is a continuing process given the uncertainties associated with its nature and duration and accordingly the impact may be different from that estimated as at the date of approval of these financial results. The Company will continue to monitor any material changes to future economic conditions.

1.3 Inventories

The stock of construction materials, stores, spares and embedded goods and fuel is valued at cost or net realisable value, whichever is lower. Cost is determined on weighted average basis and includes all applicable cost of bringing the goods to their present location and condition. Net realisable value is estimated selling price in ordinary course of business less the estimated cost necessary to make the sale.

1.4 Depreciation and amortisation

Depreciation on fixed assets has been provided according to the manner prescribed in the Companies Act, 2013.

1.5 Revenue recognition

Sale of goods and services

Sales are recognised, net of GST, on transfer of significant risks and rewards of ownership to the buyer.

1.6 Tangible fixed assets

Fixed assets are carried at cost less accumulated depreciation. The cost of fixed assets include original cost of acquisition and installation. Machinery spares which can be used only in connection with an item of fixed asset and whose use is expected to be irregular are capitalised and depreciated over the useful life of the principal item of the relevant assets. Subsequent expenditure relating to fixed assets is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

1.7 Investments

Long-term investments are carried individually at cost. Current investments are also carried individually at cost

1.8 Employee benefits

Employee benefits includes provident fund, gratuity fund, Leave encashment which are accounted on the basis of liability accrued.

1.9 Borrowing costs

All the borrowing costs are charged to profit and loss account being revenue in nature.

1.10 Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax by the number of equity shares outstanding during the year. Since there are no dilutive potential equity shares, Diluted earnings per share is computed in the manner same as used for basic earnings per share.

| | Particulars | 31-Mar-20 | 31-Mar-19 |
|----|----------------------------------------------------------------------------------------|-------------|-------------|
| a) | Net Profit for the year | 4,033,318 | 9,516,427 |
| b) | <u>Number of equity shares outstanding at the beginning and at the end of the year</u> | 13,203,396 | 13,203,396 |
| c) | <u>Nominal Value of the shares (Rs.)</u> | 10 | 10 |
| d) | Basic and diluted Earning per share (Rs.) (a/b) | 0.31 | 0.72 |

1.11 Taxes on income

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the Balance Sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits. As per the past records and future aspects of the company, calculation of deferred tax assets/liabilities is not made.

| Particulars | As on 31/03/20 | As on 31/03/19 |
|---------------------------------|-------------------|-------------------|
| Deferred Tax Assets/(Liability) | 5588 | 2026 |

1.12 Impairment of assets

The carrying values of assets / cash generating units at each Balance Sheet date are reviewed for impairment. After review of this year, no impairment is recognized, as there was no necessity.

1.13 Provisions and contingencies

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

1.14 Cash and cash equivalents (for purposes of Cash Flow Statement)

Cash comprises cash on hand and bank balances in current account. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

1.15 Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

1.16 Classification of Assets and Liabilities as Current and Non-Current

All assets and liabilities are classified as current or non-current as per the Company's normal operating cycle, and other criteria set out in Revised Schedule VI to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, 12 months period has been considered by the company for the purpose of current-non-current classification of assets and liabilities.

1.17 Others

1.17.1 Previous year figures are regrouped wherever necessary to make them comparable with the figures of the current year.

1.17.2 Balances of loans/advances/ sundry creditors and debtors are subject to confirmation and adjustment if any.

1.17.3 In the opinion of Board of Directors the Current Assets, Loans and advances are stated not above the realization value in the ordinary course of business.

1.18 Contingent Liabilities

Contingent Liabilities are not recognised but are disclosed in financial statements. Provision involving substantial degree of estimation in measurement is recognized when there is present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes.

| Particular | 2020 | 2019 |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-----------|
| <u>Contingent liabilities and commitments (to the extent not provided for)</u> | | |
| Contingent liabilities | | |
| a) Income Tax - CIT Appeal against order u/s. 271 of income tax for the A.Y. Year 2006-07 is still pending. Penalty imposed is RS. 20,61,696/-. Last hearing was on 14.02.2020 attended by CA Manoj Ashra. | 2,061,696 | 2,061,696 |
| b) GST | NIL | NIL |
| c) | | |
| d) | | |
| | | |

Note 1.19 As per Accounting Standard 18, the disclosures of transactions with the related parties as defined in the Accounting Standard are given below:

List of related parties where control exists and related parties with whom transactions have taken place and relationships:

I) Key Management Personnel

- Mr. Bhogin D Patel
- Mr. Kishor D Patel
- Mrs Nisha B Patel
- Mr Ashish Roongta
- Mr Jayantilal Gala
- Mr Harish Adhia
- Mr Nityanad Tirlokar

II) Relatives to Key Management Personnel

Gopi Patel
Manoj Patel
Bhadresh Patel
Hema Patel
Mahesh Patel

III) Enterprise over which Key Managerial Personnel are able to exercise significant influence

D K Patel & Co
Patel Builders & Developers Ltd
Rohan Papers Ltd
DKP Family Trust
Bhogin Patel (Huf)
Kishore Patel (Huf)
D K Patel (Huf)
Manoj Patel (Huf)
D K Patel & Sons
D K Patel Enterprises
Kailas Enterprises
Sai Enterprise
Sanghvi Bulders and Associates
Siddhivinayak Enterprise
Chetna Money Link Finance Private Limited
DKP Designers and Creators Private Limited
Kailas Designers and Creators Private Limited
Link Promotors Private Limited
Patel Creators and Constructors Private Limited
Rear Promotors Private Limited
Shreeshay Designers and Creators Private Limited

DKp Engineers and Constructions Pvt. Ltd.
Rohan Paper Private Limited
Divine kailas Properties Pvt. Ltd.

(B)

Transactions with related parties:

Year ended March 31, 2020

| Particulars | Subsidiary | Key Management Personnel | Relatives to Key Management Personnel | Enterprise over which Key Managerial Personnel are able to exercise significant influence | Total |
|------------------|------------|--------------------------|---------------------------------------|-------------------------------------------------------------------------------------------|----------------------------|
| Interest | - | - | - | - | - |
| Purchase | - | - | - | - | - |
| Remuneration | - | 612,000 (612,000) | - | - | 612,000 (612,000) |
| Sales | - | - | - | 41,030,338 (82,061,282) | 41,030,338 (82,061,282) |
| Rent | - | - | - | - | - |
| Loans/Adv. Given | - | - | - | - | - |
| Loans/Adv. Taken | - | - | - | - | - |

- Figures in the bracket indicate Figures of previous year

(C)

Balances with related parties:

As at March 31, 2020

| Particulars | Subsidiary | Key Management Personnel | Relatives to Key Management Personnel | Enterprise over which Key Managerial Personnel are able to exercise significant influence | Total |
|-------------|------------|--------------------------|---------------------------------------|-------------------------------------------------------------------------------------------|-------|
|-------------|------------|--------------------------|---------------------------------------|-------------------------------------------------------------------------------------------|-------|

| | | | | | |
|-------------------------|---|-------------|---|--------------|--------------|
| Outstanding Receivables | - | 247,502 | - | 229,943,433 | 230,190,935 |
| | | -273,502 | | -183,433,365 | -183,706,867 |
| Outstanding Payable | - | 42,005,747 | 0 | 0 | 42,005,747 |
| | | (6,754,747) | | - | -6,754,747 |

- Figures in the bracket indicate Figures of previous year

(D)

Disclosure of Material Transactions with Related Parties:

| Particulars | 2019-20 | 2018-19 |
|-------------------------------------------------|----------------|----------------|
| Remuneration to Key Management Personnel | | |
| Kishore D. Patel | 612,000 | 612,000 |
| Nityanand Tiroltkar | - | - |
| Anjali Patel | - | - |
| | | |