

MAHASHREE TRADING LTD

REGD. OFFICE : C-11/12, ANKUR CO-OP HSG SOC., KADAM WADI MARG LANE,
MAROL PIPE LINE, ANDHERI KURLA ROAD, ANDHERI (EAST), MUMBAI- 400059.
CIN: L51900MH1984PLC034918

Date:-21st July, 2016

BSE Limited
Market-Operation Dept.,
1st Floor, New Trading Ring,
Rotunda Bldg., P.J. Towers,
Dalal Street,
Fort, MUMBAI 400023

Sub: Annual Report for the year ended 31st March, 2016

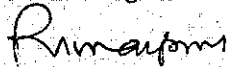
Dear Sir,

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith copy of Annual Report for the year ended 31st March, 2016, approved and adopted by the members in the 32nd Annual General Meeting held on 28th June, 2016.

Please take the same on records.

Thanking you,

Yours faithfully,
For Mahashree Trading Ltd.



Director

Encl. : a/a.

Notice

NOTICE is hereby given that the 32nd Annual General Meeting of the Members of Mahashree Trading Limited will be held at the Registered Office of the Company at C-11/12, Ankur Co-op Hsg Soc., Kadam Wadi Marg Lane, Marol Pipe Line, Andheri Kurla Road, Andheri (East), Mumbai- 400059 on Tuesday the 28th June, 2016 at 11.00 a.m. to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statement of the Company for the year ended 31st March, 2016, including the Audited Balance Sheet as at 31st March, 2016, the Statement of Profit & Loss for the year ended on that date and report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Lalchand Karwa who retires by rotation and, being eligible, offers himself for reappointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Proxies, in order to be effective, must be received at the registered office of the Company, duly completed and signed, not less than forty-eight hours before the

commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc., must be supported by appropriate resolution / authority, as applicable.

3. Register of Members and the Share transfer books of the Company will remain closed from Wednesday, 22nd June, 2016 to Tuesday, 28th June, 2016 (both days inclusive).
4. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address as soon as possible. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Shareholders for depositing of dividends.
5. Electronic copy of the Annual Report will be sent to the members whose email IDs are registered with the Company.

VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members facility to exercise their votes through 'remote e-voting (e-voting from a place other than venue of the AGM) and Ballot Form for all the resolutions detailed in the Notice of the 32nd Annual General Meeting scheduled to be held on 28th June, 2016 at 11.00 a.m. The Company has engaged the services of CDSL, as the authorized agency to provide the e-voting as per instructions below:

In order to enable to its members, who do not have access to remote e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is sent herewith. Instructions for Ballot form are given at the back of said form.

The voting right of Shareholders shall be in proportion to their share in the paid up equity capital of the Company as on 21st June, 2016 (cut-off date)

The facility for voting through ballot paper (Poll) shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting or by Ballot Form shall be able to exercise their right at the meeting through Ballot paper.

The Members who have casted their vote by remote e-voting or by Ballot Form prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

Kindly note that members can opt for only one form of voting i.e. either by Ballot Forms or through remote E-Voting. If members are opting for remote e-voting then they should not vote by Ballot Forms and vice-versa.

However, in case of Members casting their vote both by Ballot Form and remote e-voting, then voting done through remote e-voting shall prevail and voting done by Physical Ballot shall be treated as invalid.

The Company has appointed A.J. Saboo Associates Chartered Accountants as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM (including voting through Ballot form) in fair and transparent manner.

In case a Member desirous of obtaining a duplicate Ballot Forms, he may send an e-mail to babulal_sharma@supreme.co.in. A member desiring to exercise vote by Ballot Form shall complete the Ballot Form with assent (for) or dissent (against) and send it to Shri A.J. Saboo, Scrutinizer C/o. C-11/12, Ankur Co-Op HSG Soc., Kadam Wadi Marg Lane, Marol Pipe Line, Andheri Kurla Road, Andheri (East), Mumbai – 4000 59, so as to reach him on or before 27th June, 2016 , by 5.00 p.m. Any Ballot form received after the said date shall be treated as if the reply from the members has not been received.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Ballot Paper" for all those Members, who are present at the AGM, but have not cast their votes by availing remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting, in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days from the conclusion of the AGM, a consolidated Scrutinizer's Report of total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The result declared along with the report of the Scrutinizer shall be placed on the website of CDSL, immediately after the declaration of result by the Chairman or a person authorized by him in writing. The result shall also be immediately forwarded to the Stock Exchanges.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) The voting period begins on 25th June, 2016 (9:00 a.m.) and ends on 27th June, 2016 (5:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st June, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	<ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

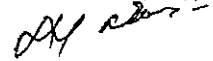
- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Mahashree Trading Ltd on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

The Notice of AGM is placed on the website of CDSL viz. www.cdslindia.com.

By order of the Board



Lalchand Karwa
Director

Registered Office

C/o. C-11/12, Ankur Co-Op HSG Soc.,
Kadam Wadi Marg Lane,
Marol Pipe Line,
Andheri Kurla Road,
Andheri (East),
Mumbai - 4000 59

Date: 20/05/2016

Your Directors have pleasure in presenting the 32nd Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2016.

FINANCIAL STATEMENTS & RESULTS:

Financial Results

(Rs. in lacs)

Particular	For the financial year ended 31st March, 2016	For the financial year ended 31st March, 2015
Income	8264848.50	4593866.50
Profit before tax	4297604.52	(3486738.73)
Less :- Provision for Income Tax	-	-
Profit After Tax	4293040.52	(3486738.73)

DIVIDEND:

The Board of Directors has not recommended any dividend during the year.

TRANSFER TO RESERVES:

The Board of Directors has not recommended transfer of any amount of profit to reserves during the year under review. Hence, the entire amount of profit for the year under review has been carried forward to the Statement of Profit and Loss.

MANAGEMENT DISCUSSION AND ANALYSIS:

The business activities of the Company and all the financial matters has been mentioned and discussed in the Director's Report. There are no other financial matter that requires to be discussed.

CAUTIONARY STATEMENT

Statement in the Management Discussion and Analysis describing the Company's objectivities, expectations or predictions may be forward looking within the meaning of applicable securities, laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that would influence the Company's operations include tax laws, interest and economic development and such other factors within the country and the international economic and financial developments.

DEPOSITS

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the requirement for furnishing of details of deposits which are not in compliance with the Chapter V of the Act is not applicable.

DIRECTOR'S RESPONSIBILITY STATEMENT:

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended 31st March, 2015, the Board of Directors hereby confirms that:

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. such accounting policies have been selected and applied consistently and the Directors 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 as at 31st March, 2016 and of the profit/loss of the Company for that year;
- c. proper and sufficient care was taken 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;
- d. the annual accounts of the Company have been prepared on a going concern basis;
- e. internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- f. proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;

CORPORATE GOVERNANCE

We have to state that pursuant to Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 27(2) is not applicable to the Company, since the paid up share capital of the Company is Rs 40 lacs (Less than Rs 10 crores). The Net Worth of the Company is Rs 2.33 Crores (Less than 25 crores) as on 31st March, 2016. Hence Regulation 27(2) is not applicable to the Company, even though Company has taken a requisite steps to comply with the Corporate governance.

FOREIGN EXCHANGE EARNINGS AND OUTGO:

(A) Conservation of Energy and Technology Absorption

Since the Company does not own any manufacturing facility, the particulars relating to conservation of energy and technology absorption stipulated in the Companies (Accounts) Rules, 2014 are not applicable.

(B) Research and Development

The Company at present has no Research and Development Facilities.

(C) Foreign Exchange Earnings and Outgo :

1. Foreign Exchange Earnings – Rs. Nil
2. Foreign Exchange Outgo – Rs. Nil

PARICULARS OF EMPLOYEES AND RELATED DISCLOSURE

None of the employees of the company were in receipt of remuneration exceeding the limits prescribed under Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

DIRECTORS & KEY MANAGERIAL PERSONNEL

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of the independence as prescribed both under section 149(6) of the Companies Act, 2013 and under Regulation 16 (1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In accordance with the provisions of the Companies Act, 2013, none of the Independent Directors are liable to retire by rotation.

Shri L.C. Karwa , Director of the Company retires by rotation at the forthcoming Annual General Meeting in accordance with provisions of the Companies Act, 2013 and the Articles of Association of the Company and being eligible, offers himself for re-appointment.

DISCLOSURES RELATED TO BOARD, COMMITTEES AND POLICIES

BOARD MEETINGS:

The Board of Directors met 5 times during the financial year ended 31st March, 2016 in accordance with the provisions of the Companies Act, 2013 and rules made there under. The details thereof are given in the Corporate Governance Report.

AUDITORS AND REPORTS

M/s Joshi Joshi & Co, Chartered Accountants (Firm Registration Number: 104393W), the Statutory Auditors of the Company, hold office till the conclusion of the ensuing Annual General Meeting and are eligible for re- appointment. The Company has received a certificate from them to the effect that their appointment, if made, would be within the prescribed limit under section 139(1) of the Companies Act, 2013.

AUDITORS' REPORT

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

SECRETARIAL AUDIT REPORT FOR THE YEAR ENDED 31ST MARCH 2016:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, The Board has appointed M/s V. Laxman & Co., Company Secretaries (C.P No. 744), to conduct Secretarial Audit for the financial year 2015-16. Secretarial Audit Report issued by M/s V. Laxman & Co., Company Secretaries in Form MR-3 for the financial year 2015-16 forms part to this report **Annexure I**. The said

report does not contain any observation or qualification requiring explanation or adverse remark.

MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION OF THE COMPANY

There are no material changes or commitments occurring after 31st March, 2016, which may affect the financial position of the Company or may require disclosure

INTERNAL FINANCIAL CONTROL

The company has in place Internal Financial Control system, commensurate with size & complexity of its operations to ensure proper recording of financial and operational information & compliance of various internal controls & other regulatory & statutory compliances

PARTICULAR OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES

During the year under review, the Company has not entered into any contract or arrangement with related parties pursuant to Section 188 of the Act 2013. Hence, enclosing of AOC-2 is not required..

PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS AND SECURITIES:

The Company has not given any loans, directly or indirectly or guarantee or provided any securities or made any investments covered under section 186 of the Companies Act, 2013.

VIGIL MECHANISM POLICY FOR THE DIRECTORS AND EMPLOYEES

A "Vigil Mechanism Policy" for Directors and employees of the Company is constituted, to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any, financial statements and reports, etc

CORPORATE SOCIAL RESPONSIBILITY POLICY:

The provisions relating to Corporate Social Responsibility are not applicable to our Company.

OTHER DISCLOSURES

Other disclosures as per provisions of Section 134 of the Act read with Companies (Accounts) Rules, 2014 are furnished as under:

EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as **Annexure - II**

GENERAL


Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (sweat equity shares) to employees of the Company under ESOS .

ACKNOWLEDGEMENT

The Board of Directors wishes to express its gratitude and record its sincere appreciation for the commitment and dedicated efforts put in by all the employees. Your Directors take this opportunity to express their grateful appreciation for the encouragement, co-operation and support received by the Company from the local authorities, bankers, customers, suppliers and business associates. The directors are thankful to the esteemed shareholders for their continued support and the confidence reposed in the Company and its management.

For and on behalf of the Board of Directors.

A handwritten signature in black ink, appearing to read 'Rajesh Malpani', written in a cursive style.

Rajesh Malpani

Director

Place: Mumbai

Date: 20/05/2016

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2016

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

To,
The Members
MAHASHREE TRADING LIMITED
C-11/12, Ankur Co-op. Hsg. Soc.,
Kadam Wadi Marg Lane,
Marol Pipe Line,
Andheri Kurla Road,
Andheri East,
Mumbai – 400 059

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

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

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

- (i) The Companies Act, 2013 ("the Act") and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 [**Not applicable to the Company during the audit period**];
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 [**Not applicable to the Company during the audit period**];
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 [**Not applicable to the Company during the audit period**];
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 [**Not applicable to the Company during the audit period**]; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 [**Not applicable to the Company during the audit period**];
- (vi) For Other laws applicable to the Company, we have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliances under other Acts, Laws and Regulations applicable to the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited.

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

(i) The Company has not appointed a whole-time key managerial personnel in accordance with provisions of the Companies Act, 2013.

We further report that

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

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

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

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

We further report that during the audit period, there is nothing to report during the year under review.

Place : Mumbai

Date :

For and on behalf of
V. Laxman & Co.,
Company Secretaries

(V. Laxman)
FCS No. 1513
C P No. : 744

This Report is to be read with our letter of even date which is attached as Annexure 'A' and forms an integral part of this Report.

ANNEXURE 'A'

To,
The Members
MAHASHREE TRADING LIMITED
C-11/12, Ankur Co-op. Hsg. Soc.,
Kadam Wadi Marg Lane,
Marol Pipe Line,
Andheri Kurla Road,
Andheri East,
Mumbai - 400 059

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records 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 proved a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Account of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. 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.

Place : Mumbai

Date :

For and on behalf of
V. Laxman & Co.,
Company Secretaries

(V. Laxman)
FCS No. 1513
C P No. : 744

FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2016

[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:

I	CIN:-	L51900MH1984PLC034918
II	Registration Date	27/12/1984
III	Name of the Company	Mahashree Trading Ltd.
IV	Category / Sub-Category of the Company	Commercial and Industrial
V	Address of the Registered Office and contacts details	C-11/12, Ankur Co-op Hsg Soc, Kadam Wadi Marg Lane, Marol Pipe Line, Andheri Kurla Road, Andheri - East, Mumbai- 400059.
VI	Whether listed Company	Yes
VII	Name, Address and Contact details of Registrar and Transfer Agent,	Bigshare Services Private Limited E-2, Ansa Industrial Estate, Saki Vihar, Saki Naka, Andheri (East), Mumbai- 400 072.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products /services	NIC Code of the Product /service	%to total turnover of the company
	N.A.	N.A.	N.A.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-

[No. of Companies for which information is being filled]-

Sr.No.	NAME AND ADDRESS OF THE COMPANY	CIN / GLN	HOLDING / SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
	N.A.	N.A.	N.A.	N.A.	N.A.

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of total Equity)

(i) Category – wise Share Holding- Annexure- A

(ii) Shareholding of Promoters- Annexure- B

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

(iv) Shareholding Pattern of Top ten Shareholders (other than Directors, Promoters and Holders of GDR and ADRs):- Annexure- D

(v) Shareholding of Directors and Key Managerial Personnel;- Annexure- E

V. INDEBTENESS**(Rs in Lacs)**

	Secured Loans	Unsecured Loans	Total Indebtedness
Indebtedness at the beginning of the financial year			
i) Principal Amount			
ii) Interest due but not paid			
iii) Interest accrued but not due			
Total (i+ii+iii)	N.A.	N.A.	N.A.
Change in Indebtedness during the financial year			
• Addition			
• Reduction			
Net Change	N.A.	N.A.	N.A.
Indebtedness at the end of the financial year			
i) Principal Amount			
ii) Interest due but not paid			
iii) Interest accrued but not due			
Total (i+ii+iii)	N.A.	N.A.	N.A.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. no.	Particulars of Remuneration	Name of MD / WTD / Manager				Total Amount
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					
2.	Stock Option	NA	NA	NA		NA
3.	Sweat Equity	NA	NA	NA		NA
4.	Commission - As % of profit - others, specify...					
5.	Others, please specify					
	Total (A)					
	Ceiling as per the Act					

A. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name of Directors			Total Amount

	1. Independent Directors <ul style="list-style-type: none"> • Fee for attending board committee meetings • Commission • Others, please specify 							
	Total(1)							
	2. Other Non-Executive <ul style="list-style-type: none"> • Fee for attending board Committee meetings • Commission • Others, please specify 							
	Total(2)							
	Total(B)=(1+2)							
	Total Managerial Remuneration					NA		
	Overall Ceiling as per the Act					NA		

• **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 (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		NIL	NIL	NIL
3.	Sweat Equity		NIL	NIL	NIL
4.	Commission -as % of profit -others, specify...		NA	NA	NA
5.	Others, please specify		-	-	-
	Total	N.A.	N.A.	N.A.	

XII. 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)
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A. COMPANY

Penalty					
Punishment		NIL			
Compounding					

B. DIRECTORS

Penalty					
Punishment		NIL			
Compounding					

C. OTHER OFFICERS IN DEFAULT

Penalty					
Punishment		NIL			
Compounding					

(1) Category-wise Share Holding

Annexure - 'A'

Category of Shareholder	No. of Shares held at the beginning of the year: 01/04/2015		No. of Shares held at the end of the year: 31/03/2016	
	Demat	Physical	Demat	Physical
A. Promoters				
(1) Indian				
(a) INDIVIDUAL / HUF	0	51900	0	51900
(b) CENTRAL / STATE GOVERNMENT(S)	0	0	0	0
(c) BODIES CORPORATE	0	0	0	0
(d) FINANCIAL INSTITUTIONS / BANKS	0	0	0	0
(e) ANY OTHERS (Specify)	0	0	0	0
SUB TOTAL (A)(1) :	0	51900	0	51900
(2) Foreign				
(a) NRI-INDIVIDUAL	0	0	0	0
(b) Other- Individuals	0	0	0	0
(c) BODIES CORPORATE	0	0	0	0
(d) Banks/FI	0	0	0	0
(e) ANY OTHERS (Specify)	0	0	0	0
SUB TOTAL (A)(2) :	0	0	0	0
Total holding for promoters	(A)=(A)(1) + (A)(2)	51900	0	51900
				12.98
B. Public Shareholding				
1 Institutions				
(a) GROUP COMPANIES	0	0	0	0
(b) FOREIGN FINANCIAL INSTITUTIONS / BANKS	0	0	0	0
(c) MUTUAL FUNDS	0	0	0	0
(d) FINANCIAL INSTITUTIONS / BANKS	0	0	0	0
(e) CENTRAL / STATE GOVERNMENT(S)	0	0	0	0
(f) VENTURE CAPITAL FUNDS	0	0	0	0
(g) INSURANCE COMPANIES	0	0	0	0
(h) FIIS	0	0	0	0
(i) FOREIGN VENTURE CAPITAL INVESTORS	0	0	0	0
(j) QUALIFIED FOREIGN INVESTOR	0	0	0	0
(k) ANY OTHERS (Specify)	0	0	0	0
SUB TOTAL (B)(1) :	0	0	0	0
2 Non-Institutions				
(a) BODIES CORPORATE	0	19100	0	19100
(b) INDIVIDUAL	0	400	0	400
(c) Individual shareholders holding nominal share capital up to Rs 1 lakh	0	328600	0	328600
(d) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0
(e) QUALIFIED FOREIGN INVESTOR	0	0	0	0
(f) ANY OTHERS (Specify)	0	0	0	0
SUB TOTAL (B)(2) :	0	348100	0	348100
Total Public Shareholding	(B)=(B)(1) + (B)(2)	348100	0	348100
				87.02
C. SHARES HELD BY CUSTODIANS FOR GDRs & ADRs	0	0	0	0
Grand Total (A) + (B) + (C)	0	400000	0	400000
				100.00

(ii) Shareholding of Promoters

Sr.No	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year		
		Number of Shares	% Shares of the Company	% of Shares Pledged/ encumbered to total shares	Number of Shares	% Shares of the Company	% of Shares Pledged/ encumbered to total shares
1	Lalchand Karwa	32200	8.05	0.00	32200	8.05	0.00
2	Rajesh Malpani	19700	4.93	0.00	19700	4.93	0.00
	Total	51900	12.98	0.00	51900	12.98	0.00

(iii) Changes in Promoters Shareholding (please specify if there is no change)

Sl.No	Share holding at the beginning of the year	Share holding at the end of the year	
		Number of Shares	% of total shares of the company
	Number of Shares	Number of Shares	% of total shares of the company
At the beginning of the year	51900	51900	12.98
Date wise increase /decrease in Promoters shareholding during the year specifying reasons for increase/decrease (allotment / transfer /bonus /sweat equity etc):			
At the end of the year	51900	51900	12.98

Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr.No	NAME	Shareholding				Cumulative Shareholding during the year			
		No. of Shares at the beginning(01.04.2014)/End of the year(31.03.2015)	% of Total Shares of the Company	Date	Increase/Decrease in shareholding	Reason	Number of Shares	Percentage of total shares of the company	
1	BAJRANGLAL TAPARIA	22,600	5.65	01.04.2015	0	Nil movement during the year	22,600	5.65	
		22,600	5.65	31.03.2016					
2	INDIRA DEVI BIHANI	22,100	5.53	01.04.2015	0	Nil movement during the year	22,100	5.53	
		22,100	5.53	31.03.2016					
3	KUNDAN MAL MALPANI	35,500	8.88	01.04.2015	0	Nil movement during the year	35,500	8.88	
		35,500	8.88	31.03.2016					
4	MAHAVEER PRASAD TAPARIA	22,550	5.64	01.04.2015	0	Nil movement during the year	22,550	5.64	
		22,550	5.64	31.03.2016					
5	SHIVRATAN TAPARIA	22,600	5.65	01.04.2015	0	Nil movement during the year	22,600	5.65	
		22,600	5.65	31.03.2016					
6	PIYUSH JAJU	99,900	24.98	01.04.2015	0	Nil movement during the year	99,900	24.98	
		99,900	24.98	31.03.2016					