

31st ANNUAL REPORT 2015 - 2016



MIVEN MACHINE TOOLS LIMITED

MIVEN MACHINE TOOLS LIMITED

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BOARD OF DIRECTORS	:	VIKRAM R. SIRUR - Chairman SHYAM M. SIRUR SANJAY B. BALJEKAR JITENDRA B. DIVGI VRINDA MANTRI A. R. MENON (upto 22-12-2015)
COMPANY SECRETARY	:	V.N. HASALKAR (upto 24-11-2015)
AUDITORS	:	B. K. RAMADHYANI & CO., LLP Chartered Accountants, Bangalore
BANKERS	:	The Shamrao Vithal Co-Op. Bank Ltd., Satellite Complex, Koppikar Road, HUBLI - 580 020
REGISTERED OFFICE & WORKS	:	Tarihal Industrial Area, Tarihal, HUBLI - 580 026 Karnataka, India
Registrar Transfer Agent		Mr. Nagesh Rao R Manager Operations (RTA) BgSE Financials Ltd., Stock Exchange Towers,51, 1st Cross, J. C. Road, Bangalore - 560 027 Tel: 080 41575234 / 35 Mobile: 7760968051 E-mail: rta_admin@bfsi.co.in

MIVEN MACHINE TOOLS LIMITED

Registered Office: Tarihal Industrial Area, Tarihal

HUBLI - 580 026 (Karnataka)

CIN: L29220KA1985PLC007036

Website: www.mivenmachinetools.in Tel.No.0836-2212221-24 E-mail: mmtsecretarial@gmail.com

NOTICE OF 31ST ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty First Annual General Meeting of the members of Miven Machine Tools Limited will be held at the Registered Office of the Company at Tarihal Industrial Area, Tarihal, Hubli - 580 026 Karnataka at 11 AM on Thursday, the September 29, 2016 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2016 and the reports of the Board of Directors and the Auditors thereon and in this connection, to pass the following the following resolution as an Ordinary Resolution.

"RESOLVED THAT the Audited Balance Sheet as at March 31, 2016, together with the Statement of Profit and Loss for the year ended as on that date and the Reports of the Directors and Auditors thereon be and are hereby adopted".

2. To appoint a Director in place of Mr Shyam M Sirur, who retires by rotation and being eligible offers himself for re-appointment and in this connection, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr Shyam M Sirur (DIN 00134226), a Director retiring by rotation, be and is hereby re-appointed as a Director of the Company."

3. To appoint M/s. B. K. Ramadhyani & Co., LLP as Auditors of the Company and in this connection, to pass the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, M/s. B. K. Ramadhyani & Co., LLP, Chartered Accountants (Firm Registration No. 002878S) be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Thirty Second Annual General Meeting of the Company, at such a remuneration and on such terms and conditions, as may be mutually agreed upon between the Board of Directors of the Company and the Auditors".

By Order of the Board

for **MIVEN MACHINE TOOLS LTD**

Vikram R Sirur

Director

DIN 00312980

Pune

Dated : 12th August 2016

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NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND, ON A POLL, TO VOTE ON HIS BEHALF AND THE PROXY NEED NOT BE A MEMBER.**
2. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. The Proxy as per the format included in the Notice should be returned to the Registered Office of the Company not less than FORTY-EIGHT HOURS before the time for holding the Meeting.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members as on August 12, 2016 . The Notice of the Meeting is also posted on the website of the Company at www.mivenmachinetools.in.
4. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
5. Members seeking information are requested to send their queries at least 7 days before the date of the meeting of the company, so that the desired information may be made available at the meeting.
6. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares. They may contact the Chief Financial Officer and Compliance Officer at the registered office or the Registrar and Share Transfer Agents, i.e, BgSE Financials Ltd. No. 51, Stock Exchange Towers, 1st Cross, J.C. Road, Bangalore 560 027..
7. The Annual Report and Notice for the 31st AGM along with Attendance Slip and Proxy Form is being sent by electronic mode to all members whose email address are registered with the Company/Depository Participant unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by permitted mode. Members may also note that the aforesaid documents are also available on the Company's website www.mivenmachinetools.in for download. Members/proxies are requested to bring their copy of Annual Report together with notice and attendance Slip sent herewith, duly filled in to attend the meeting. Members are requested to advise any change in their address immediately to the Company/Registrar and Transfer Agent, i.e, BgSE Financials Ltd, No. 51, Stock Exchange Towers, 1st Cross, J.C. Road, Bangalore 560 027.
8. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Chief Financial Officer and Compliance Officer at the Registered Office or to the Registrar and Share Transfer Agent, i.e. BgSE Financials Ltd. at the address given in this notice.
9. The route map of the venue of the AGM (google map) is attached to this notice.
10. A brief resume of the Director seeking re-appointment at the Annual General Meeting as required under Regulation 36 of the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 is annexed hereto and forms part of the Notice.
11. Process and manner for Members opting for voting through Electronic means:
 - (i) In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means, and the business set out in the Notice above may be transacted through such electronic voting. The facility of voting through electronic means is provided through the e-voting platform of Central Depository Services (India) Limited ("remote e-voting")
 - (ii) The Members whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut Off Date of September 22, 2016 shall be entitled to avail the facility of remote e-voting as well as voting through the ballot papers at 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.
 - (iii) A person who has acquired the shares and became member of the Company after the despatch of the notice of the annual general meeting and prior to the cut off date i.e. September 22, 2016 shall be entitled to exercise his votes either electronically i.e. remote e-voting or through the poll paper at the AGM by following the procedure mentioned in this part.
 - (iv) The remote e-voting will commence at 10 AM on Monday, the September 26, 2016 and will end at 5 p.m. on Wednesday, the September 28, 2016. During this period, the members of the Company holding shares either in physical form or in demat form as on the cut off date i.e. September 22, 2016 may cast their vote electronically. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting portal facility shall be disabled for voting by CDSL thereafter.

Notice Contd...)

- (v) Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast the vote again.
- (vi) The facility for voting through Poll Paper would be made available at the AGM and the Members attending the Meeting who have not already cast their votes by remote evoting shall be able to exercise their right at the Meeting through Poll Paper. The Members who have already cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
- (vii) 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 of September 22, 2016
- (viii) The Company has appointed Mr. Umesh Maskeri, Practicing Company Secretary (FCS No 4831 COP NO 12704), to act as the Scrutinizer for conducting the remote e-voting process as well as the voting through poll paper at the AGM in a fair and transparent manner.
- (ix) The procedure and instructions for remote e-voting are, as follows:
 - a. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com
 - b. Now click on "Shareholders" to cast your votes.
 - c. Now, fill up the following details in the appropriate boxes:

User-ID	<ul style="list-style-type: none"> 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 the Folio Number registered with the Company
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d. Next enter the Image Verification as displayed and Click on Login.

e. 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 *Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name in CAPITAL followed by the last 8 digits of their demat account number/ Folio No., as the case may be, in the PAN field. *In case the Folio No. is less than 8 digits, enter the applicable number of 0s before the number after the first two characters of the name in CAPITAL letters e.g. If your name is Ramesh Kumar and Folio No. is 1, then enter RA00000001 in the PAN field.
DOB*	Enter the Date of Birth as recorded in dd/mm/yyyy format.
Dividend Bank Details*	Enter the Dividend Bank Details as recorded in your demat account or the Company records for the said folio If the details are not recorded with the Depository or Company, please enter the number of Shares held by you in the bank account column.

*Please enter the DOB or dividend bank details in order to login.

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- f. After entering these details appropriately, click on "SUBMIT" tab.
- g. 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. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- h. For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- i. Now, select the Electronic Voting Sequence Number ("EVSN") 160827034 along with "MIVEN MACHINE TOOLS LIMITED" from the drop down menu and click on "SUBMIT".
- j. On the voting page, you will see Resolution Description and against the same, the option "YES/NO" for voting. The option "YES" implies that you assent to the Resolution and Option "NO" implies that you dissent to the Resolution. Enter the number of shares (which represents number of votes) under "YES/NO" or alternatively you may partially enter any number in "YES" and partially in "NO", but the total number in "YES" and "NO" taken together should not exceed your total shareholding.
- k. Click on the RESOLUTION FILE LINK if you wish to view the entire Notice.
- l. 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.
- m. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- n. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- o. Note for Non - Individual Members and Custodians:
- Non-Individual Members (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (x) The Chairman shall, at the AGM, at the end of the discussion on the resolutions on which voting is to be held, allow voting, with the assistance of the Scrutinizer, by use of Poll Paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (xi) The Results declared, alongwith the Scrutinizer's Report, will be posted immediately, after the declaration of the same by the Chairman on the Company's website www.mivenmachinetools.in and also on the website of CDSL i.e. www.evotingindia.com
- (xii) In case you have any queries or issues regarding remote e-voting, please contact helpdesk.evoting@cdslindia.com or mtsecretarial@gmail.com; Tel. No. 0836-2212221.
- (xiii) In case of any query or grievance relating to e-voting, members may contact Mr S G Gadagkar, Chief Financial Officer and Compliance Officer at the Registered Office of the Company at Telephone No 0836-221221 or by email to mtsecretarial@gmail.com.

MIVEN MACHINE TOOLS LIMITED

Registered Office: Tarihal Industrial Area,
Tarihal, HUBLI - 580 026 (Karnataka)
CIN: L29220KA1985PLC007036

BRIEF RESUME OF THE DIRECTOR SEEKING RE-APPOINTMENT AS DIRECTOR AT THIS ANNUAL GENERAL MEETING AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 IS FURNISHED BELOW:

Particulars	Mr Shyam M Sirur
DIN	0134226
Date of Birth and Age	August 9, 1958 , 68 years
Date of appointment	March 30, 2002
Qualifications	B.E. in Electricals
Expertise in specific functional areas	Has over 46 years of experience in the field of electronics
Directorship held in public and private companies (excluding foreign companies)	Cotmac Private Limited Cotmac Electronics Pvt. Ltd. Cotmac Infotech Pvt. Ltd. Cotmac Gastech Pvt. Ltd. Cotmac Industrial Trading Pvt. Ltd. Cotmac Precision Casting Pvt. Ltd. Cotmac DTM Evim Pvt. Ltd. Mogora Cosmic (P) Ltd. Mipro International Pvt. Ltd. N. A. Sirur (Hubli) Pvt. Ltd. Sibella Pvt. Ltd. Sibella Technologies Pvt. Ltd. Softech Controls Pvt. Ltd.
Memberships/Chairmanships of companies (only Audit and Stakeholder Relationship Committee)	Member of Audit Committee and Chairman of Nomination and Remuneration Committee of Miven Machine Tools Limited
Shareholding in the Company	Nil

DIRECTORS' REPORT

TO THE MEMBERS

MIVEN MACHINE TOOLS LIMITED

The Directors present the Thirty First Annual Report and the Audited Financial Statements of Miven Machine Tools Limited ("Company") for the Financial Year ("FY") ended March 31, 2016.

FINANCIAL RESULTS : (Rs. in lakh)

	Year ended 31-03-2016	Year ended 31-03-2015
Gross Income	417.42	721.84
Less : Excise Duty	31.28	73.83
Net income	386.14	648.01
Profit (Loss) Before Interest & Depreciation	(84.42)	(102.98)
Interest	153.06	123.47
Depreciation	17.24	20.64
Net Profit / (Loss)	(254.72)	(247.09)
Depreciation as per Companies Act, 2013 previous year excess depreciation charges adjusted	Nil	6.77
Loss brought forward	(1268.52)	(1014.66)
Deficit carried to Balance Sheet	(1523.24)	(1268.52)

2. OPERATIONS AND STATUS OF COMPANY'S AFFAIRS

During the year under review, your company achieved a turnover of Rs. 386.14 lakhs excluding excise duty as against previous year's turnover of Rs. 648.01 lakhs excluding excise duty. Company incurred a loss after tax of Rs 254.72 lakhs as against loss of Rs.247.09 lakhs during the previous financial year. Your company manufactured and dispatched 4 machines during the year under report as against 9 machines during the previous financial year.

The machine tools industry has been passing through a prolonged period of recession and as a result the Company has been incurring losses year after year. The net worth of the Company is negative. The Company is heavily debt ridden and is in need of infusion of working capital on urgent basis for carrying out its day to day activities. Moreover, in view of the current operational performance and financial conditions, servicing the debt has been extremely difficult.

3. DELISTING AND OFFER FOR SALE

A) Listing of Shares on Stock Exchanges:

The Equity Shares of the Company were initially listed on BSE Limited, Bangalore Stock Exchange Limited and Delhi Stock Exchange Limited. SEBI vide its Exit Order No WTM/RKA/MRD/163/2014 dated December 26, 2014 has allowed the exit of Bangalore Stock Exchange Limited and vide its Order No WTM/PS/45/MRD/DSA/NOV/2014 dated November 19, 2014 derecognised the Delhi Stock Exchange Limited. Hence, during the financial year 2015-16, the Equity shares of the Company are now listed only on BSE Ltd.

B) Extension of time by SEBI to comply with Minimum Public Shareholding norms :

After noting that the Company had initiated the process of delisting, SEBI by its order dated July 11, 2014 and March 4, 2015, modified its direction issued in Para 17 (b) of the interim order dated March 4, 2013 to the extent that it shall not hinder the voluntary delisting process initiated by the company/promoters in the matter of compliance with the Minimum Public Shareholding norms and extended the last date upto July 3, 2015. Subsequently, upon request of the Company, SEBI extended the last date to October 2, 2015.

C) Letter from Promoters to delist the shares from BSE Limited:

Company received a letter dated April 6, 2015 from N A Sirur (Hubli) Private Limited, promoters of the Company, who held 25,88,150 equity shares of Rs 10 each constituting 86.17 % of the paid up share capital of the company, expressing their intention to voluntarily delist the shares of the Company from BSE Ltd in order to comply with the orders passed by SEBI Order dated March 04, 2015. The said promoters had further informed that they were desirous of providing exit opportunity by way of purchasing the shares from the public shareholders of the company in accordance with the provisions of the SEBI (Delisting of Equity Shares) Regulations, 2009 read with the SEBI (Delisting of Equity Shares) Amendment Regulations, 2015.

D) Approval for delisting by the Shareholders and Public Shareholders:

The shareholders of the Company approved the voluntary delisting of the shares of the company from BSE Ltd in terms of the provisions of the SEBI (Delisting of Equity Shares) Regulations, 2009, by way of special resolution through postal ballot which closed on May 23, 2015, in order to comply

DIRECTORS' REPORT (Contd...)

with the directions issued vide SEBI vide its orders dated July 11, 2014 and March 4, 2015.

E) Launching of Delisting programme:

BSE Ltd has granted in principle approval for the voluntary delisting of the shares of the Company vide its letter dated June 23, 2015. Promoters fixed the exit price to be paid to the public shareholders at Rs 10 per share as against the recommendation of the merchant bankers at Rs. 4.39 per share. Company sent out letter of consent -cum - acceptance letter dated June 24, 2015 to the public shareholders seeking their positive consent for the voluntary delisting of shares from BSE and also to tender the shares at the exit price or remain as a shareholder even after the delisting of the shares, in accordance with Regulation 27(3)(d) of the SEBI (Delisting of Equity Shares) Regulations, 2009 as amended on March 24, 2015. The exit offer opened on July 1, 2015 and closed on July 30, 2015.

F) Discontinuation of voluntary delisting of shares:

Since the response to the exit offer from the public shareholders was not adequate, N A Sirur (Hubli) Private Limited, the promoters of the Company discontinued the delisting exercise and completed consequential action like returning the share certificates, transfer forms and the shares received in demat form on August 25, 2015 under intimation to BSE.

G) Offer for Sale through BSE OFS platform

The promoters of the company launched the Offer for Sale through the secondary market mechanism of BSE Limited, and sold the excess holding of 3,36,050 equity shares of Rs 10 each constituting 11.19 % of the shareholding on September 29, 2015 and fixed the floor price of Rs 5/-.

The offer for sale was oversubscribed by 2 times on overall basis and the BSE completed the allocation of shares to the successful bidders and also transferred the shares to the respective demat accounts of the allottees on October 1, 2015.

H) Increase of public shareholding level 13.81 % to 25 % and compliance with Minimum Public Shareholding requirements:

As a result, the Company and the promoters have increased the level of the public shareholding from

13.81 % to 25 % and thus complied with the Minimum Public Shareholding norms in accordance with Rule 19(2)(b) and 19 A of the Securities Contract (Regulation) Rules, 1957 and clause 40 A of the listing agreement.

I) Admission of Shares for dematerialisation with CDSL:

The Equity Shares of the Company were admitted for dematerialisation with the Central Depository Services (India) Limited and the ISIN was made active on September 18, 2015.

4. SUBSTANTIAL IMPROVEMENTS IN REGULATORY COMPLIANCE :

Highlights of the improvements and achievements on the front of regulatory compliance during the year are as under:

No	Action taken	Applicable laws/ regulations
1.	Company tried for delisting of shares, however in spite of best efforts but could not get the required level of response from the public shareholders. Undeterred by this, Company resorted to and successfully completed the Offer for Sale ("OFS") through the secondary market mechanism of BSE, whereby the promoters of the company offloaded the excess quantity of 11.19 % of the shares to the public shareholders, within the last date stipulated by SEBI i.e. October 2, 2015. The OFS was oversubscribed by 2 times. With this, the holding of the promoters was brought down to 75 % and the level of the public shareholding was increased to 25%.	Complied with Minimum Public Shareholding requirement as per Rule 19(2) and 19 A of the Securities Contracts (Regulation) Rules, 1957 read with Regulation 38 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR")
2.	The equity shares of the company have been admitted for dematerialisation in both the depositories i.e. CDSL and NSDL.	SEBI Circular No SMDRP/Policy/ Cir-23/2000 dated May 29, 2000
3.	The entire shareholding of the promoters is held in demat form	Regulation 31(2) of LODR
4.	More than 50 % of the shares held by the public shareholders is in demat form.	SEBI Circular No SEBI/CIR/ISD/1/ 2010 dated September 2, 2010

DIRECTORS' REPORT (Contd...)

5. LIFTING OF RESTRICTIONS ON COMPANY, PROMOTERS AND DIRECTORS BY SEBI :

Upon successful completion of the Offer for Sale by the promoters of the Company on October 1, 2015, the level of public share holding had gone up from 13.81 % to 25 % and thus the Company became compliant with the Minimum Public Shareholding norms as stipulated under Rule 19(2)(b), 19 A of the Securities Contract (Regulation) Rules, 1957 read with Clause 40 A of the erstwhile listing agreement. Company had apprised the Securities and Exchange Board of India ("SEBI") and had requested SEBI to lift the restrictions imposed in its order dated June 4, 2013 on the promoters and Directors of the Company. SEBI processed the application and provided an opportunity for a personal hearing on January 20, 2016. Representatives engaged by the company appeared before SEBI and highlighted the compliance status. On April 6, 2016, SEBI passed favourable orders, acknowledging the compliance status of Minimum Public Shareholding norms and revoked the restrictions imposed on the Company, promoters and Directors vide its earlier order dated June 4, 2013. However, since there was a delay in compliance with the minimum public shareholding norms, SEBI is going to start adjudication proceedings.

6. DIVIDEND

In view of the losses incurred by the Company in FY 2015-16 and in the absence of distributable profits, the Board of Directors do not recommend any dividend for the year.

7. AMOUNT PROPOSED TO BE CARRIED TO RESERVE:

In view of the losses suffered by the Company during the FY 2015-16, the question of carrying any amount to reserve does not arise.

8. SALE OF LAND NOT EXCEEDING 6.5 ACRES

The Board of Directors of the Company carried out a comprehensive review of the business operations and was of the view that the Company (i) is badly in need of working capital, (ii) has to improve its operational efficiency and (iii) reduce its high interest cost due to high debt burden. These factors have been adversely affecting the performance of the Company. After evaluating the feasibility of various options and with a

view to focus and improve the efficiency and reduce the overall debt burden, the Board has decided to sell, assign, transfer and convey the land to the extent not exceeding 6.5 Acres, which is not required for future operations of the Company and which is situated within the premises of the factory. Shareholders of the company have approved the said sale of land by means of a special resolution pursuant to the provisions of Section 180 (1)(a) of the Companies Act, 2013 on March 28, 2016. Shamrao Vittal Cooperative Bank Limited, in whose favour the assets of the Company including the entire land has been offered as security towards the loan availed, has issued its no objection certificate ("NOC") vide its letter dated April 22, 2016 for the sale of 6.5 acres of land as mentioned above. The Board of Directors will accordingly initiate further steps for operationalising the approval granted by the shareholders of the Company and dispose of the 6.5 Acres of land and utilize the proceeds for reducing the debt burden and also meeting the working capital requirements and also the day to day expenses.

9. RISK MANAGEMENT

The Company has developed and implemented a Risk Management Policy for the Company including identification therein of elements of risk, which in the opinion of the Board may threaten the existence of the Company. Company has been making constant efforts to continue its status as a going concern.

10. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company's internal control system is commensurate with the activities and functions of the Company.

11. INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

The Directors of the company have laid down internal financial controls in terms of the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information. Such internal financial controls are adequate with the size and operations of the Company and were operating efficiently.

ANNEXURE TO DIRECTORS' REPORT:

12. DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance for Sexual Harassment at Workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at Workplace ("Policy"). The Company has not received any complaints under the Prevention of Sexual Harassment Act for the FY 2015-16. No complaints were received during the financial year 2015-16.

13. VIGIL MECHANISM

The Company has established a Vigil Mechanism ("Mechanism") by way of a Whistle Blower Policy for reporting of genuine concerns and/or grievances. The said Mechanism provides adequate safeguards against victimization of persons who use the mechanism and also provides direct access to the Chairman of the Audit Committee in appropriate or exceptional cases.

14. DEPOSITS

The Company has not accepted any deposits from the public at the beginning of the year nor has it accepted any public deposits during the year under review.

15. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

During the year under review, the Company has not given any loans or guarantees or provided security in connection with any loan or acquired securities of any other body corporate in terms of Section 186 of the Companies Act, 2013 ("Act").

16. POLICIES UNDER THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

The Company has formulated the following policies pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") during the year:

Sr. No	Regulation No. of the LODR	Particulars
1	9(1)	Policy for document preservation
2	16(1)	Policy for determining material subsidiaries
3	30(4)	Policy for determining materiality of disclosure
4	30(5)	Authorisation to KMPs for determination of materiality and for making disclosure to Stock Exchanges
5	30(8)	Archival policy on the disclosures on the website

17. DIRECTORS

The office of director held Mr A R Menon, Executive Director was vacated on account of the provisions of Section 167(1)(b) of Companies Act, 2013 on December 22, 2015. In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Shyam M. Sirur (00134226), is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

18. NUMBER OF MEETINGS OF THE BOARD

During the financial year 2015-16, Company held 6 meetings of the Board of Directors.

19. DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SUB-SECTION (6) OF SECTION 149 OF COMPANIES ACT 2013

As required under the provisions of Section 149(6) of the Companies Act, 2013, Company has received declarations from the independent Directors viz. Mr Sanjay Baljekar and Mr Jitendra B Divgi stating that they meet the criteria of independence. In the opinion of the Board, Mr Sanjay Baljekar and Mr Jitendra B Divgi fulfilled the conditions specified in the Act and rules for appointment as Independent Directors and they are independent of management of the Company.

ANNEXURE TO DIRECTORS' REPORT :

20. EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

The Board has carried out an evaluation of the performance of individual directors, Committees constituted by the Board and the Board as a whole during the financial year under report, through a process of personal discussions followed by a review to determine and enhance the effectiveness of the individual Directors, Committees and the Board.

21. POLICY ON APPOINTMENT OF DIRECTORS AND REMUNERATION POLICY OF THE COMPANY

The Nomination and Remuneration Committee ("NRC") recommends the reconstitution of the Board as and when required. It also recommends to the Board, the appointment of Directors having good personal and professional reputation and conducts reference checks and due diligence of all Directors before recommending them to the Board.

In accordance with the provisions of Section 178 of the Act, the Board of Directors have adopted a Policy on Board Diversity and Director Attributes and the Remuneration Policy. The Policy on Board Diversity and Director Attributes has been framed to encourage diversity of thought, experience, knowledge, perspective, age and gender in the Board.

22. KEY MANAGERIAL PERSONNEL

The following persons were appointed as Key Managerial Personnel of the Company:

- 1) Mr. A R Menon as Executive Director
- 2) Mr Vikram R Sirur, Executive Chairman
- 3) Mr. V N Hasalkar as Company Secretary; and
- 4) Mr. S G Gadagkar as the Chief Financial Officer .

Mr. A R Menon vacated his office as Director pursuant to the provisions of Section 167(1)(b) of the Companies Act, 2013 on December 22, 2015.

Mr. V N Hasalkar tendered his resignation for the post of Company Secretary on October 31, 2015 so as to take effect from November 24, 2015. Company has initiated efforts to fill up the resulting vacancy of Company Secretary.

23. DIRECTORS' RESPONSIBILITY STATEMENT

Based on the internal financial controls and compliance systems of the Company, work performed by the internal, statutory and secretarial auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2015-16.

Accordingly, pursuant to the provisions of Section 134(3) and 134(5) of the Act, the Board of Directors to the best of their knowledge and ability, confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the loss of the Company for that period;
- c) they have taken proper and sufficient care for the 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 fraud and other irregularities;
- d) they have prepared the annual accounts on a going concern basis;
- e) they have laid down internal financial controls to be followed by the company and that such internal financial controls were adequate and operating effectively; and
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

24. DECLARATION BY THE EXECUTIVE CHAIRMAN

Company has received a declaration from Mr Vikram R Sirur, the Executive Chairman, in the absence of Chief Executive Officer, stating that the members of the Board of Directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management.

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ANNEXURE TO DIRECTORS' REPORT :

25. EXEMPTIONS TO SMALL COMPANIES FROM CORPORATE GOVERNANCE

Since the paid up capital of the company is less than Rs 10 crore and the networth is less than Rs 25 crore, the Company is exempted from the provisions of Clause 49 of the erstwhile Listing Agreement upto November 30, 2015 and from the provisions of corporate governance as specified in Regulations 17 to 28 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which came into force from December 1, 2015. In view of the same, details relating to compliance with the provisions of Corporate Governance have not been furnished in this Report.

26. Board and its Committees

a. Board

Six Board Meetings were held during FY 2015-16.

b. Audit Committee

The Audit Committee of Directors, comprising Mr. Sanjay Baljekar, Mr Jitendra B Divgi and Mr Shyam Sirur have reviewed the financial statements of the Company for the financial year 2015-16 and the report of the auditors thereon before they were submitted to the Board for approval.. The composition of the Committee is in line with the provisions of Section 177 of the Act.

c. Nomination and Remuneration Committee ("NRC")

The NRC comprises Mr. Mr. Sanjay Baljekar, Mr Jitendra B Divgi and Mr Shyam Sirur. The composition of the Committee is in line with the provisions of Section 178 of the Act.

d. Corporate Social Responsibility Committee

As regards the applicable provisions of the Act and the Rules framed there under, the Company is not required to constitute a Corporate Social Responsibility Committee.

Sitting fees were paid to Director/Member for attending any Board/ Committee Meeting held during the year under review. No commission was paid to any Director for FY 2015-16.

27. STATUTORY AUDITORS

M/s B K Ramadhyani & Co. LLP, Chartered Accountants, who are the Statutory Auditors of the Company, hold office till the conclusion of the forthcoming AGM and are eligible for re-appointment. The Company has received a letter from the said auditors to the effect that their appointment, if made, would be in accordance with Section 139 of the Act and that they are not disqualified for such appointment within the meaning of Section 141 of the Act.

As per the provisions of the Act read with the Companies (Audit and Auditors) Rules, 2014, it is proposed to re-appoint. M/s B K Ramadhyani & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company to hold office from the conclusion of the forthcoming AGM till the conclusion of the next AGM of the Company.

28. ACCOUNTING STANDARDS FOLLOWED BY THE COMPANY

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 specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.

29. EXPLANATION ON STATUTORY AUDITORS' REPORT

Following is the response on the qualifications, reservations or adverse remarks or disclaimers made by M/s B K Ramadhyani & Co. LLP, Chartered Accountants, in their Report dated May 28 , 2016, on the Financial Statements of the Company for FY 2015-16.

i) Qualified opinion:

Attention of the members are invited to note 21(iii) of the financial statements wherein the Auditors have relied on the representation of the Company that the amount due from a customer of Rs.1,457,586/- is good of recovery. Pending completion of legal proceedings and in view of uncertainties involved, we are unable to form any opinion on the matter and consequential effects on the financial statements are not ascertainable.

ANNEXURE TO DIRECTORS' REPORT :

Explanation:

The Company has considered an amount of Rs. 1,457,586 due from a customer as good of recovery in respect of which the customer has made a counter claim of Rs 7,348,629. However, the said counter claim has been dismissed by Additional District Judge, Vijaywada. The customer has moved to High Court of Telangana and Andhra Pradesh. The Company has been advised by its legal counsel that the counter claim of the party is not sustainable in law. The Company is in discussion with legal counsel for initiating action for recovering all the dues. The Company is confident of recovering the dues and that the claim of the customer will not stand.

ii) Matters of Emphasis:

Without qualifying their opinion, the auditors have invited the attention of the members to note 32 of the financial statements, regarding reasons for preparing financial statements of the Company on going concern basis, even though its net worth has been completely eroded. The appropriateness of the said basis is inter alia dependent on the Company's ability to augment its working capital, execute sale orders and the support of the Company's bankers and holding company. We have also relied on the representation of the Company in this respect.

Explanation:

Considering the business plans made by the Company, orders on hand, reorganisation of product mix and with continued support from the Bankers and the Holding Company, the Company expects to recover from the losses. Considering all the facts, including renewal of bank working capital limits and the company's decision to sell surplus land duly approved by the shareholders to augment the working capital requirements and reduce debts, the assumption of 'Going Concern' is not vitiated even though the net worth is eroded.

30. SECRETARIAL AUDITORS AND SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of

Directors has appointed Mr. Umesh P Maskeri, Practicing Company Secretary, to undertake the Secretarial Audit of the Company. The Secretarial Audit Report dated May 28, 2016 in Form MR-3 received from the said Secretarial auditors is annexed to this report:

Explanation to the qualifications, reservations and adverse remarks or disclaimers made by Mr. Umesh P Maskeri, Practicing Company Secretary in his Report dated May 28, 2016 is furnished below:

i) Appointment of Company Secretary:

Company has been passing through difficult financial conditions as the company has been incurring losses year after year. However, the Company has initiated necessary steps to appoint Company Secretary. Company had published the advertisement in the newspaper inviting applications from qualified persons and there was no response from any candidate. Company is continuing its efforts in this regard.

ii) Outstanding Statutory payments:

Company was not able to remit the aforesaid payments owing to financial constraints and liquidity crunch. However, Company has initiated steps to arrange for the necessary funds and hence confident that it will be in a position to clear the statutory commitments and liabilities during the course of the ensuing financial year 2016-17.

31. INFORMATION ON MATERIAL CHANGES AND COMMITMENTS

No material changes or commitments, affecting the financial position of the company have occurred between March 31, 2016 to which the financial statements relate and August 12, 2016, being the date of this report.

32. RELATED PARTY TRANSACTIONS

During the year, the Company has not entered into any transactions with Related Parties which are not in its ordinary course of business or not on an arm's length basis and which require disclosure in this Report in terms of the provisions of Section 188(1) of the Act.

Details of material contracts or arrangements or transactions with Related Parties on an arm's length basis with respect to transactions covered under Section 188(1) of the Act are attached to this report, in the prescribed Form No. AOC-2. Further, details of Related Party Transactions as required to be disclosed

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ANNEXURE TO DIRECTORS' REPORT :

by Accounting Standard - 18 on "Related Party Disclosures" specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014, are furnished in the Notes to the Financial Statements.

33. SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS

During the year under review, no significant or material orders were passed by the regulators, courts or tribunal impacting the going concern status and company's operations in future.

34. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SECTION 134(3)(a)

The auditors of the company have not reported any fraud under sub-section (12) of Section 143 of the Companies Act, 2013 whether reportable to the Central Government or otherwise and hence no details are furnished in this regard.

35. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

Information required Rules 8 (3)(A) and (B) of the Companies (Accounts) Rules, 2014, concerning conservation of energy, technology absorption and foreign exchange outgo have been furnished in Annexure to this report.

36. CHANGE IN THE NATURE OF BUSINESS:

There was no change in the nature of business during the year.

37. DETAILS PERTAINING TO REMUNERATION AND OTHER DETAILS AS REQUIRED UNDER SECTION 197(12) OF THE ACT READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The information stipulated under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is furnished below:

i) The ratio of the remuneration of each Director to the median remuneration of the employees of the

Company for the financial year 2015-16: Not applicable as the company has been incurring losses.

ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary - if any, in the financial year 2015-16:

There was no increase in remuneration of each Director, CFO, CS & CEO in the financial 2015-16 year.

iii) The percentage increase in the median remuneration of employees in the financial year 2015-16:

There was no increase in remuneration of employees during the year.

iv) The number of permanent employees on the roles of the Company: 20

v) The explanation on the relationship between average increase in remuneration and Company performance:

There was no increase in remuneration and since the company is under loss, explanation is not necessary.

vi) Comparison of the remuneration of the key managerial personnel against the performance of the company:

Since the Company is making loss, no comparison is possible.

vii) The key parameters for any variable component of remuneration availed by the directors:

Not Applicable.

viii) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:

Not Applicable

ix) Average percentile increase already made in the salaries of employees other than the managerial personnel in the past financial year and its

ANNEXURE TO DIRECTORS' REPORT :

comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

There was no increase in the salaries of employees other than managerial personnel and also managerial personnel, hence no comparison is possible.

- x) During the year under review there was no employee who was in receipt of a remuneration of Rs.5,00,000/- per month or Rs.60,00,000/- per annum and hence the particulars of the employees as required in terms of Sub Rule 2 of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, does not attract.
- xi) Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies.
- Until the last financial year 2014-15, there was no trading in the shares of the company on the BSE Limited after April 05, 2002. During the year, transactions have been effected in the shares of the company on the BSE limited and the last traded price on March 31, 2016 was Rs 6.96 . The market capitalization of the company as on March 31, 2016

was Rs 209.04 lakhs. Since the company has been incurring losses, the computation of price earnings ratio is not applicable.

38. EXTRACT OF THE ANNUAL RETURN

An extract of the Annual Return in the prescribed Form MGT-9 is attached as Annexure A and forms part of this Report.

39. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management discussion and analysis report as required under Para (B) of Schedule V read with Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached in Annexure B and forms part of this Report.

40. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT

The company does not have any shares in the demat suspense account or unclaimed suspense account and hence the question of making any disclosure in this regard does not arise.

41. ACKNOWLEDGEMENTS

The Directors place on record their appreciation of the continuing support of the stakeholders of the Company. The Board also records its appreciation of the services rendered by the management of the Company.

On behalf of the Board of Directors

For Miven Machine Tools Limited

Vikram R Sirur

Director

DIN 0312980

Hubli

August 12, 2016

Registered Office :

Tarihal Industrial Area, Tarihal Hubli

Form No. MGT-9

ANNEXURE-B**EXTRACT OF ANNUAL RETURN**

as on the financial year ended on March 31, 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 : L29220KA1985PLC007036
- ii) Registration Date : 19.07.1985
- iii) Name of the Company : Miven Machine Tools Ltd.
- iv) Category / Sub-Category of the Company : N. A.
- v) Address of the Registered office and contact details : Tarihal Industrial Area, Tarihal, Hubli - 580 026 Karnataka
- vi) Whether listed company : Yes
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any : Mr. Nagesh Rao R,
Assistant Vice President
BgSE Financials Ltd.,
Stock Exchange Towers,
51, 1st Cross, J. C. Road, Bangalore - 560 027
Tel: 080 41575234 / 35
Mobile: 7760968051,
E-mail: avp_rta@bfsi.co.in

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	Mfg. of CNC Machines		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	N. A. Sirur (Hubli) Pvt. Ltd., Syed Building, Lamington Road, Hubli - 580 020	U17111KA1981PT C004382	Holding	74.98	2(46)

MIVEN MACHINE TOOLS LIMITED

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									
g) Individual/HUF	500		500	0.02	500	Nil	500	0.02	nil
h) Central Govt.									
i) State Govt(s)									
j) Bodies Corp.	2588150		2588150	86.17	2252100	Nil	2252100	74.98	(-) 11.19
k) Banks / FI									
l) Any Other....									
Sub-total (A) (1) :	2588650		2588650	86.19	2252600	Nil	2252600	75.00	(-) 11.19
(2) Foreign									
a) NRIs - Individuals									
b) Other - Individuals									
c) Bodies Corp									
d) Banks / FI									
e) Any Other									
Sub-total (A) (2):	00		00	00	00	Nil	00	00	00
Total Shareholding of Promoter (A) = (A)(1)+(A) (2)	2588650		2588650	86.19	2252600	Nil	2252600	75.00	(-) 11.19
B. Public Share - holding									
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):	00	00	00	00	00	00	00	00	00
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	1300	51100	53400	1.74	0	51553	51553	1.71	0.03
ii) Overseas									
b) Individuals									
i) Individual share-holders holding nominal share capital up to Rs. 2 lakh	29300	319450	348750	11.60	94405	305245	399650	13.23	1.63
ii) Individual share holders holding nominal share capital in excess of Rs. 2 lakh	13400		13400	0.45	289792		289792	9.59	9.14

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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	
c) Others (specify)	300		300	0.01	453	51100	51553	1.71	1.70
Sub-total(B)(2)	42700	370550	414850	13.81	385103	407445	792548	25.00	11.19
Total Public Shareholding (B) = (B)(1) + (B)(2)	42700	370550	414850	13.81	385103	407445	792548	25.00	(+)11.19
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	2632950	370550	3003500	100.00	2637250	366250	3003500	100.00	Nil

(ii) Shareholding of Promoters:

Sl. No.	Share holder's Name	Share at the beginning of the year			Share at the end of the year			% Change in share holding 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	NA Sirur (Hubli) Pvt. Ltd.	2588150	86.17	nil	2252100	74.98	nil	11.19
2	Vikram R. Sirur	300	0.01	Nil	300	0.01	Nil	nil
3	Alka V. Sirur	200	0.01	Nil	200	0.01	Nil	nil
	Total	2588650	86.19	Nil	2252600	75.00	Nil	11.19

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

Sl. No.		Share 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.	NA Sirur (Hubli) Pvt. Ltd.				
i)	At the beginning of the year	2588150	86.17		
ii)	Date-wise decrease in promoters shareholding 29-09-2015	336050	11.19		
iii)	Reasons: Promoters have sold 3,36,050 equity shares through offer for sale through BSE mechanism at the floor price of Rs 5 per share and reduced their holding from 86.19% to 75 %				
iv)	At the end of the year			2252100	74.98
2	Vikram R. Sirur	300	0.01	300	0.01
3	Alka V. Sirur	200	0.01	200	0.01
	Total	2588650	86.19	2252600	75.00

MIVEN MACHINE TOOLS LIMITED

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

Sl. No.	Name of the shareholder	Share at the beginning of the year as on 01.04.2015		Cumulative Shareholding end of the year as on 31.03.2016	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	RIDGE BUSINESS CENTRE PVT LTD	30000	1.00	Nil	0.00
2.	MIMOSA INVESTMENT CO PVT LTD	20000	0.67	Nil	0.00
3	PRUDENTIAL MANAGEMENT SERVICES PRIVATE LIMITED	0	0	50000	1.67
4	KOKILA MAHENDRA PARIKH	0	0.00	44799	1.48
5	SURESHKUMAR RAJMAL SALGIA	0	0.00	44799	1.48
6	ASHISH MAHENDRA PARIKH	0	0.00	44798	1.48
7	APARNA KIRI	0	0.00	42665	1.41
8	MANOHAR KAMALAKSH RAO	0	0.00	42665	1.41
9.	BHAVINI JAIN	0	0.00	27400	0.91
10	GURUDEVI ASHOK SHETTY	0	0.00	21333	0.71
11	ASHOKKUMAR SHIVANAND SHETTY	0	0.00	21333	0.71
12	VITTU BAJRANGLAL AGARWAL	13400	0.45	13400	0.45
13	BHARAT JAMNADAS DATTANI	7700	0.26	7700	0.26
14	DHINGRA KUMAR VIJAY	3500	0.12	3500	0.12
15	INDRA KUMAR BAGRI	3300	0.11	3300	0.11
16	WADHWA INNDU	3200	0.11	3200	0.11
17	AGRAWAL SHEENU	2100	0.07	2100	0.07
18	SHAH JAMUNADAS SHARAD	2100	0.07	2100	0.07
19	CHOPRA NIRMALKUMAR	2000	0.07	2000	0.07

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

Sl. No.		Share 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	At the beginning of the year	300	0.01	300	0.01
2	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	Nil	Nil	Nil	Nil
3	At the End of the year	300	0.01	300	0.01

(vi) INDEBTEDNESS

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

(Rupees in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i.) Principal Amount	376.03	543.99	--	920.02
ii.) Interest due but not paid	3.42	75.98	--	79.40
iii.) Interest accrued but not due	--	--	--	--
Total (i + ii + iii)	379.45	619.97	--	999.42
Change in Indebtedness during the financial year				
● Addition	655.91	152.01	--	807.92
● Reduction	379.45	25.00	--	404.45
Net Change	276.46	127.01	--	403.47
Indebtedness at the end of the financial year				
i.) Principal Amount	638.83	671.00	--	1309.83
ii.) Interest due but not paid	17.08	115.65	--	132.73
iii.) Interest accrued but not due	--	--	--	--
Total (i + ii + iii)	655.91	786.65	--	1442.56

MIVEN MACHINE TOOLS LIMITED

(vii) 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
		Vikram Sirur - Executive Chairman
1.	Gross Salary:	
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil
2.	Stock Option	Nil
3.	Sweat Equity	Nil
4.	Commission - as % of profit - others, specify	Nil
5.	Others, please specify	Nil
	Total (A)	Nil
	Ceiling as per the Act	

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Sanjay B. Baljekar	Jitendra B. Divgi	Shyam Sirur	Vrinda Mantri	
	1. Independent Directors	Rs.	Rs.	Rs.	Rs.	Rs.
	• Fee for attending board committee meetings	10000	12500	Nil-	Nil	22500
	• Commission	Nil	Nil	Nil	Nil	Nil
	• Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (1)	10000	12500	Nil	Nil	22500
	2. Other Non-Executive Directors					
	• Fee for attending board committee meetings	Nil	Nil	12500	15000	27500
	• Commission	Nil	Nil	Nil	Nil	Nil
	• Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (2)	Nil	Nil	12500	15000	27500
	Total (B) = (1 + 2)	10000	12500	12500	15000	50000
	Total Managerial Remuneration Overall Ceiling as per the Act	10000	12500	12500	15000	50000

C. Remuneration To Key Managerial Personnel Other than MD / Manager / WTD:

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
1.	Gross salary			
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	101400	209400	310800
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	104760	104760
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission	Nil	Nil	Nil
	- as % of profit			
	- others, specify	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil
	Total	101400	314160	415560

VII. Penalties / Punishment / Compounding Of Offences:

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

MIVEN MACHINE TOOLS LIMITED

FORM AOC-2

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

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

a Name(s) of the related party and nature of relationship	-
b Nature of contracts / arrangements / transactions	-
c Duration of the contracts / arrangements / transactions	-
d Salient terms of the contracts or arrangements or transactions including the value, if any	-
e Justification for entering into such contracts or arrangements or transactions	-
f Date(s) of approval by the Board	-
g Amount paid as advances, if any	-
h Date on which the special resolution was passed in general meeting as required under first proviso to Section 188	-
2 Details of material contracts or arrangements or transactions at arms' length basis	
a Name(s) of the related party and nature of relationship	Miven Mayfran Conveyors Private Limited
b Nature of contracts / arrangements / transactions	Purchase of material in the ordinary course of business
c Duration of the contracts / arrangements / transactions	Ongoing
d Salient terms of the contracts or arrangements or transactions including the value, if any	Purchase of material for Rs 22.81 lakhs during the financial year 2015-16
e Date(s) of approval by the Board, if any	Not applicable as Section 188 is not attracted. However, this transaction is covered under the approval granted by the Central Government for a period of 3 years from 28.06.2013 to 27.6.2016.
f Amount paid as advance, if any	Nil

Note : The contracts, arrangements or transactions entered into with related parties during the year were not of a material nature, considering 10% of income / expenditure / asset / liability, under which the relevant item falls.

For and on behalf of the Board
For Miven Machine Tools Limited

Vikram R Sirur
Chairman
Hubli, August 12, 2016

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MANAGEMENT DISCUSSION AND ANALYSIS

a. Industry Structure and Developments :

The Company manufactures CNC horizontal turning lathes of 6 " and above. The company caters to the special needs of certain sectors of capital goods industry and hence is having a very limited market size. Moreover, since the life of the machine is long lasting, the demand for replacement of machines from the same customer is very remote.

b. Opportunities and Threats:

Make in India initiative pursued by the new government at the Centre is believed to have created huge opportunities for the manufacturing sector in general including the segment in which your company is operating. It is learnt that many of the industries in the defense and automotive segments are considering expansion of their product lines and this could provide the much needed breathing space for the revival of the fortunes of the Company within a period of next two to three years.

At the same time, many competitors are also entering the market. Reduced custom duty on imported machinery of similar kind, large working capital needs, high cost of carrying inventories due to longer time for conversion into sales, high interest cost on borrowed funds, rejection of product on delivery on flimsy grounds by the customers belonging to public sector has largely affected the viability of operations and pose real threats to the survival of this industry. Moreover, the machine tools industry has been experiencing the trends of recession since a long time.

c. Segment-wise or product wise performance

Your company manufactures only one type of product i.e. CNC turning machine and ancillary machines and hence operates only in one product segment. During the year under review, the Company has manufactured a limited number of machines.

d. Outlook

The outlook seems to be bright provided the company as the market acceptability of the product is quite sound and in case the company is able to operate on the strength of own funds rather than depending upon the borrowing from Banks at high interest rate. The proposed measures to dispose of the land aggregating to 6.5 acres in area as approved by the Shareholders recently would bring in funds which will enable the company to clear off part of the borrowings. Out of the proceeds of sale

of land, Company would be in a position to reduce the interest burden and also generate funds towards working capital. All these measures are positive signals which could turn around the Company in the years to come and the management is working seriously for implementation of the said plans.

e. Risk and concerns

Rising input costs and high interest burden on borrowed funds poses real challenges in maintaining a healthy margin on the sales and profitability. Delay by the customers in pre-acceptance testing and final trials prior to shipment has created adverse liquidity constraints as the level of inventory piles up especially from the customers pertaining to the government department customers.

f. Internal Control systems and their adequacy

Company has a proper and adequate internal control systems which ensures that all the assets and raw materials and spare parts are adequately safeguarded against loss from unauthorised use and pilferage. All the transactions and movements are checked, verified and recorded properly. Regular internal audit processes are in place which are conducted by independent professionals and these systems are working satisfactorily.

g. Discussion on financial performance with respect to operational performance

The company suffered a setback during the financial year 2015-16 and incurred a loss of Rs.254.72 lakhs as against Rs. 247.09 lakhs during the previous financial year. The details of financial performance has been furnished in the Balance Sheet and Profit and Loss Account.

h. Material developments in Human Resources/ Industrial relations front, including number of people employed :

In order to cut down the manpower cost, company was constrained to reduce its head count from 30 to 20 and the transition has been very smooth. The existing employees, are highly motivated, have taken upon themselves the additional task and responsibility and ensured that the production has been continued seamlessly. Clearly, the exit of the former employees has not affected the operations. Further, the Executive director vacated his office and his functions have been efficiently looked after by the senior staff. The employer employee relations remained very cordial throughout the year.

INFORMATION PURSUANT TO THE PROVISIONS OF SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014

A. CONSERVATION OF ENERGY

(i) Steps taken or impact on conservation of energy:

Operations of the company are not power intensive. However, steps have been taken to minimise the power consumption

(ii) Steps taken by the company for utilizing alternate sources of energy:

Company is exploring options to consider utilizing alternate sources of energy like generation of electricity by using solar energy and/ wind power, after the company is able to repay the debts and becomes cash rich.

(iii) Capital investment on energy conservation equipments:

Company is heavily debt ridden and has been incurring losses year after year. At this stage, Company can not afford to make any capital investment for any energy conservation or exploring alternate sources of energy.

B. TECHNOLOGY ABSORPTION

i) Efforts made towards technology absorption:

Company has fully absorbed the present technology deployed for manufacture of CNC machines

ii) Benefits derived like product improvement, cost reduction, product development or import substitution

The benefits of products improvement are likely to accrue after an estimated period of 5 years when the company is able to repay all its debts and generates sufficient profits to run the operations on the strength of its own funds

iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): Not applicable as the company has not imported any technology during the period of last three years

a) Details of technology imported: Not applicable

b) The year of import: Not applicable

c) Whether the technology has been fully absorbed: Not applicable

d) If not fully absorbed, areas where absorption has not taken place and the reasons thereof: Not applicable ; and

iv) The expenditure incurred on Research and Development: Nil

Form No. MR-3
SECRETARIAL AUDIT REPORT

For the Financial Year ended March 31, 2016
Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the
Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

To
The Members,
Miven Machine Tools Limited
Registered Office, Tarihal Industrial Area,
Tarihal, HUBLI-580026

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Miven Machine Tools Limited (hereinafter called "the company") incorporated on July 19, 1985, having its Corporate Identification Number ("CIN") as L29220KA1985PLC007036 and its registered office at Tarihal Industrial Area, Tarihal, Hubli-580026. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 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:

I 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, 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;
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (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; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998
- (i) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with effect from December 1, 2015

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India - with effect from July 1, 2015
- (ii) The Listing Agreements entered into by the

MIVEN MACHINE TOOLS LIMITED

Company with BSE Ltd as well as the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

- 1) The office of the Company Secretary became vacant upon resignation of Mr V N Hasalkar with effect from November 24, 2015. Company was required to fill up the said vacancy within six months as required under Section 203 of the Companies Act, 2013 and the Company is yet to appoint Company Secretary.

Management response:

SI No	Particulars	Period	Amount Rs	Due Date
1	Employees Provident Fund contributions	March 2016	84,245	15.04.2016
2	Tax deducted at Source: Others	March 2016	80,894	30.04.2016
3	ESIC	March 2016	12,874	21.04.2016
4	Profession Tax	March 2016	1,400	21.04.2016
5	Excise Duty	December 2015	8,08,282	07.01.2016
6	Service Tax	April to March 2016	2,83,221	7th of every Month

Management response:

Company was not able to remit the aforesaid payments owing to financial constraints and liquidity crunch. However, Company has initiated steps to arrange for the necessary funds and hence confident that it will be in a position to clear the statutory commitments and liabilities during the course of the ensuing financial year 2016-17..

I further report that :

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

Company has been passing through difficult financial conditions as the company has been incurring losses year after year. However, the Company has initiated necessary steps to appoint Company Secretary. Company had published the advertisement in the newspaper inviting applications from qualified persons and there was no response from any candidate. Company is continuing its efforts in this regard.

2) Company has not remitted the following statutory payments with the relevant authorities

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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes-All the resolutions were passed unanimously-.

I further report that based on review of compliance mechanism established by the Company and on the basis of the Compliance Certificate(s) issued by the Company Secretary and on the basis of the report of the internal auditors taken on record by the Board of Directors at their meeting(s), we are of the opinion

that the Company has 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.

I further that during the financial year ended March 31, 2016:

- 1) The Shareholders of the Company approved the voluntary delisting of equity shares of the Company by means of postal ballot, which closed on May 23, 2015, by passing special resolution. After receipt of in-principle approval from BSE Limited for delisting on June 23, 2015, N A Sirur (Hubli) Private Limited, the promoters launched the exit offer to the public shareholders to purchase the equity shares held by them or to continue as a shareholder even after delisting at Rs 10 per share, as against the recommendation by the merchant bankers at a price of Rs 5 per share. The said exit offer closed on July 30, 2015. The promoters of the Company did not receive the required level of response and the promoters discontinued the said exit offer.
- 2) The promoters of the company launched the Offer for Sale through the secondary market mechanism of BSE Limited, and sold the excess holding of 3,36,050 equity shares of Rs 10 each constituting 11.19 % of the shareholding on September 29, 2015 and fixed the floor price of Rs 5/-.
- 3) As a result, the Company and the promoters have increased the level of the public shareholding from 13.81 % to 25 % and thus complied with the Minimum Public Shareholding norms in accordance with Rule 19(2)(b) and 19 A of the Securities Contract (Regulation) Rules, 1957 and clause 40 A of the listing agreement.
- 4) The Equity Shares of the Company were admitted for dematerialisation with the Central Depository Services (India) Limited and the ISIN was made active on September 18, 2015.
- 5) On April 6, 2016, the Securities and Exchange Board of India ("SEBI"), acknowledging the compliance status of Minimum Public Shareholding norms, passed favourable orders and revoked the restrictions imposed on the Company, promoters and Directors vide its earlier order (dated June 4, 2013). However, since there

was a delay in compliance with the minimum public shareholding norms, SEBI is going to start adjudication proceedings.

- 6) Shareholders of the company have approved the sale of 6.5 Acres of land by means of a special resolution through postal ballot pursuant to the provisions of Section 180 (1)(a) of the Companies Act, 2013 on March 28, 2016.

Place: Mumbai
Date : May 28, 2016

UMESH P MASKERI
Practicing Company Secretary
FCS No 4831 COP No. 12704

Note: This report is to be read with our letter of even date which is annexed as ANNEXURE A and forms an integral part of this report.

ANANEXURE A

To

The Members

Miven Machine Tools Limited

Tarihal Industrial Area, Tarihal

Hubli-580026

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 ensue that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the management representation 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 : May 28, 2016

UMESH P MASKERI

Practicing Company Secretary

FCS No 4831 COP No. 12704

ANNEXURE I
OTHER LAWS APPLICABLE TO COMPANY

1	The Factories Act,
2	The Industries Development and Regulation Act
3	The Income-tax Act, 1961
4	The Indian Customs Act
5	The Indian Central Excise Act
6	Service Tax Act, 1994
7	The Employees Provident Fund Act, 1952
8	The Payment of Gratuity Act, 1972
9	The Payment of Bonus Act
10	The Indian Stamp Act
11	The Karnataka Stamp Act
12	Pollution Control Act,
13	Negotiable Instruments Act, 1881
14	Indian Registration Act, 1908
15	Information Technology Act, 1996
16	Prevention of Sexual Harassment of women at Workplace Act,
17	The Minimum Wages Act, 1948
18	Weekly Holidays Act, 1942
19	The Employees State Insurance Act, 1948
20	Karnataka Profession Tax Act
21	Prevention of Money Laundering Act,
22	The Workmen's Compensation Act, 1923 & Rules 1924
23	The Maternity Benefit Act, 1961
24	The Environment (Protection) Act, 1986 (Amended 1991)
25	The Contract Labour (Regulation & Abolition) Act, 1971
26	The Equal Remuneration Act, 1976 and Rules 1976
27	The Export and Import Policy of India
28	The Indian Copyright Act, 1957
29	The Patents Act, 1970
30	The Trade Marks Act, 1999
31	Micro, Small and Medium Enterprises Development Act, 2006

INDEPENDENT AUDITOR'S REPORT

**TO THE MEMBERS OF
MIVEN MACHINE TOOLS LIMITED, HUBLI****Report on the Standalone Financial Statements:**

We have audited the accompanying financial statements of Miven Machine Tools Limited ("the Company") which comprise of Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements:

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting policies 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 includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements 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 fair presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility:

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the rules made thereunder.

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

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

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

Basis of Qualified Opinion:

Attention of the members are invited to note 21(iii) of the financial statements wherein we have relied on the representation of the Company that the amount due from a customer of Rs.1,457,586/- is good of recovery. Pending completion of legal proceedings and in view of uncertainties involved, we are unable to form any opinion on the matter and consequential effects on the financial statements are not ascertainable.

Qualified Opinion:

In our opinion and to the best of our information and according to the explanations given to us except for the matters described in the Basis of Qualified Opinion, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2016, and its loss and its cash flows for the year ended on that date.

Matters of Emphasis:

Without qualifying our opinion we invite the attention of the members to note 32 of the financial statements, regarding reasons for preparing financial statements of the Company on going concern basis, even though its net worth has been completely eroded. The appropriateness of the said basis is inter alia dependent on the Company's ability to augment its working capital, execute sale orders and the support of the Company's bankers and holding company. We have also relied on the representation of the Company in this respect.

INDEPENDENT AUDITOR'S REPORT (Cont...)

Report on Other Legal and Regulatory Requirements:

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
2. As required by the section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The balance sheet, the statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of the written representations received from the directors as on March 31, 2016 taken on the record by the Board of Directors, none of the directors is disqualified as on that date 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. With respect to other matters to be included in the Auditors report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us,
 - i) The Company has disclosed the impact of pending litigations on its financial statements as referred in note 21. (ii) to (vi) to the financial statements.
 - ii) The Company did not enter into any long-term contracts wherein material losses as required under the applicable law or accounting standards that needs to be recognized in the financial statements. Further the Company has not entered into any derivative contracts as referred in note no 38 of the financial statements.
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Place : Hubli

Date : May 28, 2016

For B.K.RAMADHYANI & CO. LLP

Chartered Accountants

Firm Registration No. 002878S/S200021

(Vasuki H S)

Partner

Membership No. 212013

MIVEN MACHINE TOOLS LIMITED

Annexure A Referred To In Paragraph 1 Under The Heading "Report On Other Legal And Regulatory Requirements" Of Our Report To The Members Of Miven Machine Tools Limited, Hubli.

1. a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on basis of available information.
b. According to the information and explanation given to us by the management, all the fixed assets have been physically verified by the management in a phased manner, which in our opinion is at reasonable intervals. As represented to us by the Company no material discrepancies were noticed during such physical verification.
c. According to the information and explanation given to us and as represented to us by the company, the title deeds of Immoveable properties are held in the name of the Company except in respect of the free hold land of book value Rs 1,905,066/- wherein the sale deed of the said land is in the name of "Giddings and Lewis India Limited" the earlier name of the Company. Refer note 11 of the financial statements.
2. The Company has a program of physical verification of inventory which is conducted at reasonable intervals by the management and as informed to us there were no material discrepancies noticed on such verification.
3. 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, hence clause 3(iii) (a) to (c) of the Order is not applicable.
4. In our opinion and according to the information and explanations given to us, the company has not advanced any loan, or made any investments or given any guarantee and security as applicable vide provisions of section 185 and 186 of the Companies Act, 2013 and hence clause 3(iv) of the Order is not applicable.
5. The Company has not accepted any deposits as applicable under the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other provisions of the Companies Act and rules framed under. Accordingly, the provisions of clause 3(v) of the said Order are not applicable.
6. To the best of our knowledge and explanations given to us, the maintenance of cost records under clause (d) of sub-section (1) of section 148 of the Companies Act, 2013 are not applicable to the Company.
7. (a) According to the records of the Company, the Company is regular in depositing undisputed statutory dues including sales tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities except in case of depositing dues in respect of provident fund, employees' state insurance, income tax deducted at source, profession tax and service tax there have been consistent delays in depositing though the same has been subsequently remitted. As at March 31, 2016 there are no statutory dues outstanding for a period of more than six months from the date they became payable except in respect of service tax amounting to Rs 82,258/- since April 2015 up to August 2015.
(b) According to the records of the Company and according to the information and explanation given to us, there are no dues outstanding on account of any disputes in respect of income tax or service tax or duty of customs or duty of excise or value added tax.
8. The Company has taken loans from a bank and National small Industries Corporation Limited (Raw Material Assistance against bank guarantee) (herein referred as "NSIC") and has not defaulted in repayment to the bank and NSIC. As represented to us by the Company there are no loans taken from financial institutions or has issued debentures.
9. The company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company.

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Annexure A Referred To In Paragraph 1 Under The Heading "Report On Other Legal And Regulatory Requirements" Of Our Report To The Members Of Miven Machine Tools Limited, Hubli.

10. According to the information and explanation given to us, there are no frauds reported by the Company or any fraud on the company by its officers or employees has been noticed or reported during the year. Accordingly, the provisions of clause 3(x) of the said Order are not applicable.
11. According to 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. The Company is not a Nidhi Company. Accordingly, the provisions of clause 3(xii) of the said Order are not applicable.
13. In our opinion and according to the information and explanation given to us and as represented to us by the management, 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 note 36 of the financial statements as required by the applicable accounting standards.
14. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3(xiv) of the said Order are not applicable.
15. As represented to us by the management and according to the information and explanation given to us by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3(xv) of the said Order are not applicable.
16. According to the information and explanation given, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly clause 3(xvi) of the Order is not applicable to the Company.

Place : Hubli

Date : May 28, 2016

For B.K.RAMADHYANI & CO. LLP

Chartered Accountants

Firm Registration No. 002878S/S200021

(Vasuki H S)

Partner

Membership No. 212013

Annexure-b Referred To In Paragraph 2 (F) Under The Heading "Report On Other Legal And Regulatory Requirements" Of Our Report

TO THE MEMBERS

MIVEN MACHINE TOOLS LIMITED, HUBLI

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

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

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about

whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

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Annexure-b Referred To In Paragraph 2 (F) Under The Heading "Report On Other Legal And Regulatory Requirements" Of Our Report

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.

Place : Hubli

Date : May 28, 2016

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

For B.K.RAMADHYANI & CO. LLP

Chartered Accountants

Firm Registration No. 002878S/S200021

(Vasuki H S)

Partner

Membership No. 212013

MIVEN MACHINE TOOLS LIMITED

**BALANCE SHEET
AS AT MARCH 31, 2016**

Particulars	Note No.	As at March 31, 2016		As at March 31, 2015	
		Rs.	Rs.	Rs.	Rs.
I. EQUITY AND LIABILITIES					
(1) Shareholders' Funds					
(a) Share Capital	2	3,00,35,000		3,00,35,000	
(b) Reserves and Surplus	3	(15,07,96,642)	(12,07,61,642)	(12,53,24,575)	(9,52,89,575)
(2) Non - current liabilities					
(a) Long term borrowings	4	6,71,00,267		5,43,98,748	
(b) Long term provisions	6	22,80,175	6,93,80,442	15,77,183	5,59,75,931
(3) Current Liabilities					
(a) Short term borrowings	7	6,55,90,896		3,79,45,467	
(b) Trade payables	8				
i) To Micro, Small and Medium Enterprises		1,02,04,891		95,15,087	
ii) Others		2,33,99,664		3,48,67,750	
(c) Other current liabilities	9	3,05,70,278		4,28,70,909	
(d) Short term provisions	10	51,467	12,98,17,196	1,68,199	12,53,67,412
TOTAL			7,84,35,996		8,60,53,768
II. ASSETS					
(1) Non - current assets					
(a) Fixed Assets					
(i) Tangible assets	11	1,01,29,259		1,18,35,608	
(ii) Capital work in progress	12	-		-	
(b) Non - current investments	13	50,000		50,000	
(c) Long term loans and advances	14	20,58,472		73,14,145	
(d) Other non current assets	15	14,57,586		14,57,586	
			1,36,95,317		2,06,57,339
(2) Current Assets					
(a) Inventories	16	5,01,91,976		5,33,03,236	
(b) Trade receivables	17	34,83,338		83,66,123	
(c) Cash and bank balances	18	20,16,079		18,65,416	
(d) Short term loans and advances	19	89,62,763		18,19,756	
(e) Other Current Assets	20	86,523		41,898	
			6,47,40,679		6,53,96,429
TOTAL			7,84,35,996		8,60,53,768
Significant accounting policies and notes forming part of the financial statements	1 to 39				

**In Accordance with our Report attached
B.K. Ramadhyani & Co. LLP
Chartered Accountants**

FR No. 002878S/S200021

Vasuki H S

Partner

Membership No : 212013

Hubli.

Date: May. 28, 2016

**For and on behalf of the Board of Directors of
Miven Machine Tools Limited**

Vikram R. Sirur
Chairman

Jitendra B Divgi
Director

Sanjay B Baljekar
Director

S G Gadagkar
CFO

31st ANNUAL REPORT 2015 - 2016
STATEMENT OF PROFIT AND LOSS
FOR THE YEAR ENDED MARCH 31, 2016

Particulars	Note No.	CURRENT YEAR		PREVIOUS YEAR	
		Rs.	Rs.	Rs.	Rs.
I. Revenue from Operations	22		3,72,33,666		6,46,88,426
II Other Income	23		13,80,744		1,12,850
III Total revenue (I + II)			3,86,14,410		6,48,01,276
IV Expenses					
Cost of materials consumed	24	2,65,76,117		3,86,79,723	
Purchases of stock in trade					
Changes in inventories of finished goods, work in progress and stock in trade	25	6,09,835	2,71,85,952	1,38,74,434	5,25,54,157
Employee benefits expense	26		76,75,008		82,65,000
Finance Costs	27		1,53,06,030		1,23,46,954
Depreciation and amortization expense	28		17,23,949		20,64,288
Other expenses	29		1,21,95,538		1,42,80,309
Total Expenses			6,40,86,477		8,95,10,708
V Loss before tax (III-IV)			2,54,72,067		2,47,09,432
VI Tax expense:					
(1) Current tax (Prior year tax withdrawn)			-		-
(2) Deferred tax			-		-
VII Loss for the year (V + VI)			2,54,72,067		2,47,09,432
VIII Loss per equity share:					
Basic and Diluted	31		8.48		8.23
Significant accounting policies and notes forming part of the financial statements	1 to 39				

In Accordance with our Report attached
B.K. Ramadhyani & Co. LLP
Chartered Accountants
FR No. 002878S/S200021

Vasuki H S
Partner
Membership No : 212013

Hubli.
Date: May. 28, 2016

For and on behalf of the Board of Directors of
Miven Machine Tools Limited

Vikram R. Sirur
Chairman

Jitendra B Divgi
Director

Sanjay B Baljekar
Director

S G Gadagkar
CFO

MIVEN MACHINE TOOLS LIMITED

**CASH FLOW STATEMENT
FOR THE YEAR ENDED MARCH 31, 2016**

Particulars	CURRENT YEAR		PREVIOUS YEAR	
	Rs.	Rs.	Rs.	Rs.
Cash flows from operating activities				
Loss before taxation		(2,54,72,067)		(2,47,09,432)
Adjustments for:				
Depreciation and amortization expense	17,23,949		20,64,288	
Provisions	10,36,260		(85,370)	
Interest received	(93,554)		(1,06,717)	
Provision no longer required written back	(9,00,000)		-	
Dividends received	(6,000)		(6,000)	
Finance costs	1,53,06,030	1,70,66,685	1,23,46,954	1,42,13,155
		(84,05,382)		(1,04,96,277)
(Increase)/ decrease in inventories	31,11,260		1,86,71,652	
(Increase)/ decrease in trade receivables	44,32,785		22,14,154	
(Increase)/ decrease in Loans & advances	(18,92,068)		(4,02,838)	
Increase/ (decrease) in trade payables & other liabilities	(2,45,73,245)		(12,92,886)	
		(1,89,21,268)		1,91,90,082
Income taxes paid		(2,73,26,650)		86,93,805
		(4,734)		2,964
Net cash from operating activities		(2,73,21,916)		86,90,841
Cash flows from investing activities				
Purchase of property, plant and equipment	(17,600)		(9,86,602)	
(Increase)/decrease in margin money with banks	(7,42,712)		9,88,967	
Interest received	48,929		1,54,420	
Dividend received	6,000		6,000	
Net cash from investing activities		(7,05,383)		1,62,785
Cash flows from financing activities				
Increase/(Decrease) in short term borrowings	2,76,45,429		2,09,93,260	
Proceeds from long term borrowings	1,27,01,519		70,44,779	
Repayment of long term borrowings	-		(2,56,51,512)	
Interest paid	(1,29,11,698)		(1,06,49,529)	
Net cash from financing activities		2,74,35,250		(82,63,002)
Net increase/(decrease) in cash and cash equivalents		(5,92,049)		5,90,624
Cash and cash equivalents at beginning of year		10,28,916		4,38,292
Cash and cash equivalents at close of year		4,36,867		10,28,916

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CASH FLOW STATEMENT
FOR THE YEAR ENDED MARCH 31, 2016

Particulars	CURRENT YEAR		PREVIOUS YEAR	
	Amount	Amount	Amount	Amount
	Rs.	Rs.	Rs.	Rs.
Cash and bank balances		20,16,079		18,65,416
Less: Margin money with banks		15,79,212		8,36,500
Cash and cash equivalents as reported		4,36,867		10,28,916
Effect on exchange rate changes				
Cash and cash equivalents as restated		4,36,867		10,28,916

In Accordance with our Report attached
B.K. Ramadhyani & Co. LLP
Chartered Accountants
FR No. 002878S/S200021

Vasuki H S
Partner
Membership No : 212013

Hubli.
Date: May. 28, 2016

For and on behalf of the Board of Directors of
Miven Machine Tools Limited

Vikram R. Sirur
Chairman

Jitendra B Divgi
Director

Sanjay B Baljekar
Director

S G Gadagkar
CFO

**NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2016**

1. Significant Accounting Policies:

a. ACCRUAL SYSTEM OF ACCOUNTING:

- i) The company follows the accrual system of accounting in respect of all items of expenditure except warranty claim and income.
- ii) Warranty claims from customers are accounted in the year of claim / settlement. Non-provision for the same on accrual basis is not expected to have a material effect on the account.

b. USE OF ESTIMATES:

The preparation of financial statements requires estimation and assumptions to be made that affect reported amount of assets and liabilities on the date of financial statements and reported amount of revenues and expenses during the reporting period. The management believes that the estimates used in preparation of financial statements are prudent and reasonable. Future results may vary from these estimates.

c. FIXED ASSETS:

Fixed assets are stated at cost of acquisition inclusive of freight, duties, taxes and incidental expenses relating to acquisition, installation, erection and commissioning less depreciation.

Internally manufactured assets are valued at cost or estimated market price whichever is lower.

Depreciation and amortization

Depreciation on tangible assets is provided on the straight-line method over the useful lives of assets as specified under Schedule II of the Companies Act 2013. Depreciation for assets purchased / sold during a period is proportionately charged.

d. INVENTORIES:

Raw materials, stores, spare parts and components are valued on the basis of Weighted Average Method after providing for obsolescence. Work-in-process is valued at cost. Finished goods are valued at cost or net realizable value whichever is lower. Cost for the purpose of Work in Process and finished goods include material cost valued as per weighted average method and applicable conversion cost. As per Accounting Standard 2 excise duty on finished goods lying at

works is also accounted and provided in the books of account. Materials in transit are valued at cost inclusive of Customs duty and other incidental expenses payable.

e. RESEARCH AND DEVELOPMENT EXPENDITURE:

Revenue expenditure in carrying out Research and Development activities is charged to statement of profit & loss of the year in which it is incurred.

f. REVENUE RECOGNITION :

- i) Sales are recognised on shipment to customers after pre-inspection wherever applicable and include recovery towards excise duty.
- ii) Interest income is recognized on time proportion basis.
- iii) Dividend income is recognized, when the right to receive the dividend is established.

g. BORROWING COST :

Interest and other costs in connection with borrowing of funds to the extent related / attributed to the acquisition / construction of qualifying assets are capitalized up to the date when such assets are ready for their intended use and other borrowing costs are charged to profit and loss account.

h. FOREIGN CURRENCY TRANSLATION :

Transactions in foreign currency are accounted for at the exchange rate prevailing on the date of transactions. The exchange differences arising on their settlement are dealt with in the statement of profit and loss. All monetary items denominated in foreign currency are restated at the year-end exchange rate and the differences arising from such restatement are recognised in the statement of profit and loss.

i) EMPLOYEE BENEFITS:

(i) Short Term Employee Benefits:

Employee benefits payable wholly within twelve months of rendering the service are classified as short term. Benefits such as salaries, bonus, exgratia etc. are recognised in the period in which the employee renders the related service.

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

(ii) Post-employment Benefits:

a) Defined Contribution Plans:

The Company has contributed to Provident, Pension, EDLI & Superannuation Funds which are defined contribution plans. The contributions paid/payable under the scheme to the Regional Provident Fund Commissioner/Life Insurance Corporation of India is recognised during the year in which employee renders the related service.

b) Defined Benefit Plans :

Employees' gratuity is defined benefit plan. The present value of the obligation under such plan has been determined based on completed service at the end of the year as per actuarial valuation under projected unit credit method. Actuarial gain / losses are recognized in statement of profit and loss immediately. Gratuity to employees is covered under Pension and Group Scheme of the Life Insurance Corporation of India.

c) Compensated Absences:

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year end are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year are treated as other long term employee benefits. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/ gains are recognised in the Statement of Profit and Loss in the year in which they arise. Compensated absences is covered under Pension and Group Scheme of the Life Insurance Corporation of India.

j) TAXES ON INCOME:

Provision for current tax is made after considering any excess / short in earlier years. Deferred tax liability on account of timing differences are provided considering the tax rates and the tax laws enacted as at the Balance Sheet date. However,

deferred tax assets are recognised only if future profits are virtually certain.

k) CONTINGENT LIABILITIES AND PROVISIONS:

Financial effect of contingent liabilities is disclosed based on information available upto the dates on which financial statements are approved. However, where a reasonable estimate of financial effect cannot be made, suitable disclosures are made with regard to this fact and the existence and nature of the contingent liability.

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements.

l) IMPAIRMENT OF ASSETS:

At each balance sheet date, the Company assesses whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount. If the carrying amount of the asset exceeds its recoverable amount, an impairment loss is recognized in the statement of profit & loss to the extent the carrying amount exceeds the recoverable amount.

MIVEN MACHINE TOOLS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

Particulars	As at March 31, 2016		AS AT MARCH 31, 2015	
	Number	Rs.	Number	Rs.
2. SHARE CAPITAL				
Authorized :				
Equity shares of Rs. 10/- each	5,000,000	50,000,000	5,000,000	50,000,000
		50,000,000		50,000,000
Issued, subscribed and fully paid up:				
Equity shares of Rs. 10/- each				
At the beginning of the year	3,003,500	30,035,000	3,003,500	30,035,000
At the close of the year	3,003,500	30,035,000	3,003,500	30,035,000

Other Information :

1 The Company has only one class of equity shares having a par value of Rs 10/- each. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the equity shares held by the shareholder.

2 EQUITY SHARES INCLUDE:

Shares held by the holding company N A Sirur (Hubli) Private Limited, Hubli, in aggregate	22,52,600	2,25,26,000	25,88,150	2,58,81,500
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3 Particulars of equity share holders holding more than 5% of the total number of equity share capital:	No. of shares held	Percentage of holding	No. of shares held	Percentage of holding
N A Sirur (Hubli) Private Limited	22,52,600	75.00%	25,88,150	86.17%

3. RESERVES AND SURPLUS

Particulars	As at March 31, 2016	As at March 31, 2015
i) Capital Reserve		
As at the beginning of the year	15,27,500	15,27,500
As at the close of the year	<u>15,27,500</u>	<u>15,27,500</u>
ii) Surplus (Deficit) i.e. balance in Statement of Profit & Loss		
As at the beginning of the year	(12,68,52,075)	(10,14,66,606)
Add:		
Adjustment on account of change in depreciation rate as per Schedule II of the Companies Act, 2013	-	(6,76,037)
Loss for the year	<u>(2,54,72,067)</u>	<u>(2,47,09,432)</u>
As at the close of the year	<u>(15,23,24,142)</u>	<u>(12,68,52,075)</u>
Total carried to Balance Sheet	<u>(15,07,96,642)</u>	<u>(12,53,24,575)</u>

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**NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2016**

Particulars	As at March 31, 2016	As at March 31, 2015
4 Long term Borrowings		
1) Security Deposit from a Director	1,00,000	-
	1,00,000	-
2) Unsecured Loans:		
a. Loans and advances from related parties	6,70,00,267	5,43,98,748
	6,70,00,267	5,43,98,748
3) Total carried to Balance Sheet (1+2)	6,71,00,267	5,43,98,748
5 Deferred tax Asset		
i) Deferred tax asset:		
a) On account of Unabsorbed losses and depreciation under the Income Tax Act, 1961 (recognised to an extent of deferred tax liability, in the absence of virtual certainty of the future profits)	7,89,123	9,27,427
ii) Deferred tax liability:		
a) On account of depreciation on fixed assets	7,89,123	9,27,427
Net Deferred tax (liability)/asset	-	-
6 Long term Provisions		
a) Provisions for Gratuity - Employees	18,23,466	9,58,789
b) Provisions for Gratuity - Directors	3,42,546	3,42,546
c) Provisions for Compensated absence	1,14,163	2,75,848
Total carried to Balance Sheet	22,80,175	15,77,183
7 Short term Borrowings		
1) Secured Loans:		
a) Bank Over Draft		
SVC OD A/c. No.109020950000184	4,09,58,562	4,02,41,690
SVC-OD A/c. No.109020950000185	1,55,55,844	(22,96,223)
	5,65,14,406	3,79,45,467
2) Unsecured Loan		
a) Loans repayable on demand		
- Working capital loan from National Small Industries Corporation-Belgaum	90,76,490	-
Total carried to Balance Sheet (1+2)	6,55,90,896	3,79,45,467

Additional Information:

i) Details of security for secured loans

- a Working capital loans are secured against hypothecation of stocks, book debts and equitable mortgage of factory land and building. Further the loan is also secured against the property of the chairman of the Company and corporate guarantee of the holding Company.
- b Interest on secured loan carry an interest of 'BPLR + 1.5%' p.a.

MIVEN MACHINE TOOLS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

ii) Other Details in relation to unsecured loan

- a Loan is obtained from The National Small Industries Corporation-Belgaum. The said loan is availed only as an assistance for purchase of raw materials. The said loan is sanctioned against the bank guarantee provided by Canara Bank through The Shamrao Vittal Co-op Bank Ltd amounting to Rs 1 Crore.
- b The assistance will be repayable within a period of 90 days.
- c Borrowed funds from NSIC carries an annual rate of Interest of 12.5%

Particulars	As at March 31, 2016	As at March 31, 2015
8 Trade Payables		
i) To Micro, Small and Medium Enterprises	1,02,04,891	95,15,087
ii) Others	2,33,99,664	3,48,67,750
Total carried to Balance Sheet	3,36,04,555	4,43,82,837

Additional Information:

The details of amounts outstanding to Micro, Small and Medium Enterprises under Micro Small and Medium Enterprises Development Act, 2006 (MSMED Act), based on the available information with the Company are as under:

Particulars	As at March 31, 2016	As at March 31, 2015
1 Principal amount due and remaining unpaid	1,02,04,891	95,15,087
2 Interest due on (1) above and the unpaid interest	36,29,367	30,69,210
3 Interest paid on all delayed payments under the MSMED Act	-	-
4 Payment made beyond the appointed day during the year	6,44,157	7,22,996
5 Interest due and payable for the period of delay other than (3) above	36,29,367	30,69,210
6 Interest accrued and remaining unpaid	36,29,367	30,69,210
7 Amount of further interest remaining due and payable in succeeding years	36,29,367	30,69,210
9 Other current liabilities:		
a) Interest accrued and due on borrowings	99,92,754	75,98,422
b) Advance from customers	82,74,751	1,44,17,390
c) Other liabilities	1,08,18,291	1,97,78,810
d) Statutory remittances	14,84,482	10,76,287
Total carried to Balance Sheet	3,05,70,278	4,28,70,909
10 Short term provisions:		
a) Provision for Tax	51,467	51,467
b) Provisions for Compensated absence (Leave Encashment)	-	1,16,732
Total carried to Balance Sheet	51,467	1,68,199

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

11. FIXED ASSETS :

Particulars	COST				DEPRECIATION				NET BLOCK	
	As at 01.04.2015	Additions	Deductions	As at 31.03.2016	Upto 01.04.2015	As at 31.03.2016	Withdrawn during the Period	Upto 31.03.2016	As at 31.03.2016	As at 31.03.2015
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
a) FREE HOLD LAND (*)	19,05,066	-	-	19,05,066	-	-	-	-	19,05,066	19,05,066
b) FACTORY BUILDINGS	1,42,21,218	-	-	1,42,21,218	1,18,31,349	4,73,508	-	1,23,04,857	19,16,361	23,89,869
c) PLANT AND MACHINERY	1,87,78,170	-	-	1,87,78,170	1,21,14,694	9,89,755	-	1,31,04,449	56,73,721	66,63,476
d) FURNITURE AND FITTINGS	11,61,688	-	-	11,61,688	8,25,980	1,22,653	-	9,48,633	2,13,055	3,35,708
e) OFFICE EQUIPMENTS	9,70,944	17,600	-	9,88,544	9,15,518	22,931	-	9,38,449	50,095	55,426
f) FACTORY EQUIPMENTS	16,47,163	-	-	16,47,163	15,10,312	18,227	-	15,28,539	1,18,624	1,36,851
g) ELECTRICAL INSTALLATIONS	9,99,344	-	-	9,99,344	9,87,892	1,355	-	9,89,247	10,097	11,452
h) JIGS AND FIXTURES	14,91,774	-	-	14,91,774	12,62,483	29,651	-	12,92,134	1,99,640	2,29,291
i) COMPUTERS AND PRINTERS	16,63,690	-	-	16,63,690	15,60,775	60,316	-	16,21,091	42,599	1,02,915
j) VEHICLES	11,36,099	-	8,82,649	2,53,450	11,30,545	5,553	8,82,649	2,53,449	1	5,554
Total	4,39,75,156	17,600	8,82,649	4,31,10,107	3,21,39,548	17,23,949	8,82,649	3,29,80,848	1,01,29,259	1,18,35,608
	(4,09,31,954)	(30,43,202)	(Nil)	(4,39,75,156)	(2,93,99,221)	(27,40,327)	(Nil)	(3,21,39,548)		

* The sale deed of the said land is in the name of "Giddings and Lewis India Limited" the earlier name of the Company, to be changed in the name of the Company, which is in progress.

Particulars	As at March 31, 2016	As at March 31, 2015
12 Capital work in progress :		
i) Plant and Machinery	-	-
ii) Building under Construction	-	-
	-	-

13 Non Current Investments :

DETAILS OF INVESTMENTS	NAME OF THE COMPANY	As at March 31, 2016			As at March 31, 2015		
		No. of Shares	Face Value	Rs.	No. of Shares	Face Value	Rs.
a) Investments in Equity Instruments :							
i) Others (Trade, Unquoted) Equity shares fully paid up	The Shyamrao Vithal Co -op Bank Ltd	2,000	25	50,000	2,000	25	50,000
	Total carried to Balance Sheet			50,000			50,000
Additional Information :							
1) Aggregate value of unquoted investments: Cost				50,000			50,000

MIVEN MACHINE TOOLS LIMITED

**NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2016**

Particulars	As at March 31, 2016	As at March 31, 2015
14 Long term loans and advances: (Unsecured and considered good)		
i) Security Deposits	3,38,240	3,37,879
ii) Input VAT receivable	16,15,201	68,66,501
iii) Advance payment of tax	1,05,031	1,09,765
Total carried to Balance Sheet	20,58,472	73,14,145
15 Other non current assets (Unsecured and considered good)		
i) Long term trade receivables (Refer Note 21(iii))	1,457,586	1,457,586
Total carried to Balance Sheet	1,457,586	1,457,586
16 Inventories:		
i) Raw materials	2,05,59,988	2,29,90,916
ii) Work in progress	2,75,65,774	2,81,75,609
iii) Stores and spares	19,23,532	21,36,711
iv) Material in Transit	1,42,682	-
Total carried to Balance Sheet	5,01,91,976	5,33,03,236
17 Trade receivables (Unsecured and considered good)		
i) Trade receivables exceeding six months	30,85,140	23,17,611
ii) Others	8,48,198	60,48,512
	39,33,338	83,66,123
Less: Provision for doubtful debts	4,50,000	-
Total carried to Balance Sheet	34,83,338	83,66,123
18 Cash and bank balances :		
A Cash and cash equivalents		
i) Balances with banks		
- in other accounts	4,07,410	10,19,054
ii) Cash on hand	29,457	9,862
	4,36,867	10,28,916
B Other bank balances :		
i) - in margin money, security for borrowings, guarantees and other commitments	15,79,212	8,36,500
	15,79,212	8,36,500
Total carried to Balance Sheet	20,16,079	18,65,416
19 Short term loans and advances: (Unsecured and considered good)		
a) Balance with central excise	2,70,935	4,06,523
b) Service Tax	38,626	-
c) Advance to Suppliers	82,63,876	5,29,461
d) Others	3,89,326	8,83,772
Total carried to Balance Sheet	89,62,763	18,19,756
20 Other Current Assets		
a) Accrued Interest	86,523	41,898
Total carried to Balance Sheet	86,523	41,898

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

Particulars	As at March 31, 2016	As at March 31, 2015
21 Contingent liabilities and Commitments: (to the extent not provided for) Contingent Liabilities:		
i) Counter guarantees given to the bankers for guarantees given by them on behalf of the Company.	2,01,65,023	55,64,414
ii) Claim by former employees/ casual workers pending before courts.	84,311	84,311
iii) The Company has considered an amount of Rs.1,457,586 due from a customer as good of recovery in respect of which the customer has made a counter claim of Rs 7,348,629. However, the said counter claim has been dismissed by Additional District Judge, Vijaywada. The customer has moved to High Court of Telangana and Andhra Pradesh. The Company has been advised by its legal counsel that the counter claim of the party is not sustainable in law. The Company is in discussion with legal counsel for initiating action for recovering all the dues. The Company is confident of recovering the dues and that the claim of the customer will not stand.	73,48,629	73,48,629
iv) a) Liability in respect of pending sales tax and entry tax assessments	Not ascertainable	Not ascertainable
b) Disputed Sales Tax liability ,penalty and interest paid in respect of financial year 2005-06	1,79,157	1,79,157
v) The Company's premises is located at Tarihal Industrial Area, Tarihal, Hubli, which was earlier covered under the jurisdiction of Rainal Mandal Panchayat. Subsequently, Rainal Mandal Panchayat was merged with Hubli Dharwad Municipal Corporation (H D M C), Hubli. Since KIADB had not fully developed this Industrial Estate, it has not handed over the same to H D M C. As such, they were collecting annual maintenance charges. The Company has been regular in making the payment of annual maintenance charges to KIADB till 2007-08. Subsequently, KIADB has also made claims for maintenance charges and interest totally amounting to Rs.7,32,089/- including for prior years which has been disputed by the Company. Further H D M C has claimed Rs.2,77,03,034/- (Rs.2,68,73,759/-) towards tax including penalty of Rs.1,94,16,098/- (Rs.1,87,47,304/-) for the period from 1995 to 2015. However, for the year under report property tax of Rs.92,000/- (Rs.94,320/-) has been provided as payable to H D M C. The matter relating to the payment of property tax for the years prior to 2008-09 is disputed through the Greater Hubli – Dharwad Industries Association and the matter was pending before Government of Karnataka. Further the Company is in the process of filing petition before the jurisdictional court through Greater Hubli Dharwad Association. The Company is confident that the claim relating to prior years will be withdrawn and will not be payable. Consequently, no provision has been made for the said demand. However and as a matter of abundant precaution, tax amount based on past demands of the Mandal Panchayat which has been provided in prior years to an extent of Rs.3,17,972/- (Rs.3,17,972/-) though not paid is retained in the books of account.		
vi) Income Tax Demands / defaults on account of Tax deducted at source amounting to Rs 4,27,077/- as on 31st March 2016.		
The management believes, based on internal assessment and/or legal advice, that the probability of an ultimate adverse decision and outflow of resources of the Company is not probable and accordingly, no provision for the same is considered necessary.		

MIVEN MACHINE TOOLS LIMITED

**NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2016**

Particulars	Current Year Rs.	Previous Year Rs.
22 Revenue from operations :		
i) Sale of products:		
CNC Turning Machines	3,25,95,890	6,71,30,628
Spare Parts	58,75,566	46,32,575
Total	3,84,71,456	7,17,63,203
ii) Sale of services	18,90,164	3,08,039
	4,03,61,620	7,20,71,242
Less:- Excise duty	31,27,954	73,82,816
Total Carried to Statement of Profit & Loss	3,72,33,666	6,46,88,426
23 Other Income :		
i) Interest income	93,554	1,06,717
ii) Dividend Income		
- from long term investments	6,000	6,000
iii) Other non operating income (net of expenses directly attributable to such income)	3,81,190	133
iv) Provision no longer required / Unclaimed credit Balance Written off	9,00,000	-
Total Carried to Statement of Profit & Loss	13,80,744	1,12,850
24 Cost of materials consumed:		
a) i) Consumption of raw materials	2,18,57,327	2,99,37,467
ii) Consumption of stores and spare parts	11,35,849	19,94,874
iii) Manufacturing Expenses	35,82,941	67,47,381
Total Carried to Statement of Profit & Loss	2,65,76,117	3,86,79,723
b) Consumption of major raw materials		
i) CNC package with drives and motors	34,92,600	45,98,100
ii) Base	12,15,924	21,84,225
iii) Way Block	12,00,150	18,88,119
iv) Others	2,06,67,443	3,00,09,279
25 Changes in inventories of finished goods, work in progress and stock in trade:		
Stocks at the end of the year		
i) Work in progress		
CNC Turning Machines	2,07,78,726	2,18,72,619
Indiginous Components	67,87,048	63,02,990
Total	2,75,65,774	2,81,75,609
Less:		
Stocks at the beginning of the year		
i) Work in progress		
CNC Turning Machines	2,18,72,619	3,48,26,250
Indiginous Components	63,02,990	72,23,793
Total	2,81,75,609	4,20,50,043
Total Carried to Statement of Profit & Loss	6,09,835	1,38,74,434

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**NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2016**

Particulars	Current Year Rs	Previous Year Rs
26 Employee Benefit Expenses:		
i) Salaries and wages	56,16,740	58,49,454
ii) Contribution to provident and other funds	16,94,725	11,44,063
iii) Remuneration to whole time directors	1,54,834	10,06,013
iv) Staff welfare expenses	2,08,709	2,65,470
Total Carried to Statement of Profit & Loss	76,75,008	82,65,000
27 Finance Costs:		
i) Interest expense	1,46,95,949	1,17,78,104
ii) Other borrowing costs	6,10,081	5,68,850
Total Carried to Statement of Profit & Loss	1,53,06,030	1,23,46,954
28 Depreciation and amortization:		
i) Depreciation	17,23,950	20,64,288
Total Carried to Statement of Profit & Loss	17,23,950	20,64,288
29 Other expenses:		
i) Power and fuel	8,99,860	9,59,058
ii) Other manufacturing expenses	6,99,823	-
iii) Repairs to buildings	1,77,240	-
iv) Repairs to machinery	-	52,388
v) Repairs others	78,185	1,26,394
vi) Repairs to Furniture	14,000	-
vii) Insurance	1,07,840	99,486
viii) Rates and taxes	18,05,623	4,73,579
ix) Payment to the auditors		-
- as auditor	1,00,000	1,00,000
- for taxation matters	50,000	65,697
- for other services	62,000	-
- for reimbursement of expenses	12,861	14,904
x) Selling expenses	3,00,468	8,04,578
xi) Legal and professional charges	13,84,181	10,07,614
xii) Directors sitting fees	50,000	30,000
xiii) Miscellaneous expenses	2,16,010	3,92,961
xiv) Freight Inward	3,39,250	6,49,899
xv) Travelling Expenses		-
Directors	12,371	5,12,340
Employees	17,78,253	26,01,868
Others	2,12,348	2,79,220
xvi) Security Expense	13,38,788	13,97,327
xvii) Vehicle Maintenance	49,553	2,97,161
xviii) Vehicle Hire charges	8,870	39,180
xix) Printing and Stationery	4,48,633	2,80,376
xx) Communication Charges	3,51,217	4,32,428
xxi) Estate Maintainance	2,18,720	2,58,562
xxii) Membership & Subscription	57,144	34,387
xxiii) Advertisement	1,92,198	1,68,399
xxiv) Liquidated Damages	5,53,166	32,02,503
xxv) Bad Debts Written off	2,26,936	-
xxvi) Provision for Doubtfull Debts	4,50,000	-
Total Carried to Statement of Profit & Loss	1,21,95,538	1,42,80,309

MIVEN MACHINE TOOLS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

30 Additional Information :	Current Year	Previous Year
a) Value of Imports calculated on CIF basis: Components and spare parts	16,01,462	2,00,384

		Current Year		Previous Year		
b)	Sl. No.	Particulars	Amount	% to total	Amount	% to total
	i)	Value of imported raw materials, spare parts and components consumed	19,70,557	7.41%	3,35,497	0.87%
	ii)	Value of indigenous raw materials, spare parts and components consumed	2,46,05,560	92.59%	3,83,44,226	99.13%
			2,65,76,117	100.00%	3,86,79,723	100.00%

**31 Loss per share:
(Basic & Diluted)**

Particulars	Current Year Rs.	Previous Year Rs.
Loss for the year after tax expense	2,54,72,067	2,47,09,432
Weighted average number of equity shares	30,03,500	30,03,500
Loss per share	8.48	8.23

32. Considering the business plans made by the Company, orders on hand, reorganisation of product mix and with continued support from the Bankers and the Holding Company, the Company expects to recover from the losses. According to the Company considering all the facts, including renewal of bank working capital limits and the company's decision to sell surplus land duly approved by the shareholders to augment the working capital requirements and reduce debts, the assumption of 'Going Concern' is not vitiated even though the net worth is eroded.

33. Confirmation of balances from certain customers and suppliers have been called for and awaited. The company does not expect any material variation in respect of these accounts.

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**NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2016**

34. Disclosures as per Accounting Standard 15 "Employee Benefits":

Defined Contribution Plan:

Contribution to defined contribution plan are recognized as expense for the year are as under:

	Current Year (Rs.)	Previous Year (Rs.)
Employer's contribution to provident & pension funds	5,58,538	5,76,496
Employer's contribution to superannuation fund	Nil	97,500

Defined Benefit Plan:

The employees' gratuity fund scheme managed by a trust is a defined benefit plan. The Present value of obligation is determined based on actuarial valuation using the projected unit credit method.

1. Reconciliation of opening and closing balances of defined benefit obligation:		
	Gratuity (funded) (Rs.)	
	As at March 31, 2016	As at March 31, 2015
Defined Benefit obligation at beginning of the year	20,82,594	17,48,203
Current Service Cost	1,88,632	1,30,212
Interest Cost	1,78,003	1,64,865
Actuarial (gain)/ loss	7,63,047	94,889
Benefits Paid	(4,86,938)	(55,575)
Defined Benefit obligation at end of the year	27,25,338	20,82,594
2. Reconciliation of opening and closing balance of fair value of plan assets:		
Fair value of plan assets at beginning of the year	11,23,805	8,30,171
Expected return on plan assets	107,328	76,760
Employer Contribution	1,74,855	2,77,000
Benefits paid	(486,938)	(55,575)
Actuarial gain/(loss)	(17,178)	(4,551)
Fair value of plan assets at year end	9,01,872	11,23,805
3. Reconciliation of fair value of assets and obligations:		
	As at March 31, 2016	As at March 31, 2015
Fair value of plan assets	9,01,872	11,23,805
Present value of obligation	2,725,338	20,82,594
Amount recognized in Balance Sheet under liabilities:	18,23,466	9,58,789

MIVEN MACHINE TOOLS LIMITED

**NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2016**

4. Expense recognized during the year: (under "Note 26" Employee Benefit Expenses" in the Statement of Profit and Loss account)	Current Year	Previous Year
Current Service Cost	1,88,632	1,30,212
Interest Cost	1,78,003	1,64,865
Expected return on plan assets	(1,07,328)	(76,760)
Actuarial (gain)/ loss	7,80,225	99,440
Net Cost	1,039,532	3,17,757
5 Actuarial assumptions:		
Mortality Table (Indian Assured Lives)	2006-08 (Ultimate)	2006-08 (Ultimate)
Discount rate (per annum)	7.8%	7.95%
Expected rate of return on plan assets (per annum)	8.00%	8.00%
Rate of escalation in salary (per annum)	6.00%	6.00%

EXPERIENCE ADJUSTMENTS

	Period Ended				
	31-03-2012	31-03-2013	31-03-2014	31-03-2015	31-03-2016
Defined Benefit Obligation	14,72,388/-	20,25,370/-	17,48,203/-	20,82,594/-	27,25,338/-
Plan Asset	4,95,982/-	8,42,773/-	8,30,171/-	11,23,805/-	9,01,872/-
Surplus/ (Deficit)	(9,76,406)	(11,82,597)	(9,18,032)	(9,58,789)	(18,23,466)
Experience Adj. on Plan Liability	(1,45,782)	2,51,631/-	(86,722)	(62,750)	7,34,906
Experience Adj. on Plan Assets	(4,526)	20,382/-	1,27,211/-	(4,551)	(17,178)

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is as certified by the actuary.

35. The Company has only one business segment viz., Metal Cutting including grinding machines. All sales are in India. Hence the disclosures required under Accounting Standard - 17 (Segment Reporting) is not applicable.

31st ANNUAL REPORT 2015 - 2016**NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2016****36. Related Party Transactions:**

A.	Sl. No.	Name of the Related Party	Nature of Relationship
	1.	Mr. Vikram Sirur	Key Management persons and their relatives
		Mr. A R Menon *	
		Mr. V N Hasalkar#	
		Mr. S G Gadagkar	
		Mrs. Alka Sirur	
		Mr. Sandeep Sirur	
		Mrs. Maithili Sirur	
		Ms. Neelima	
		Ms. Sheetal Amarnath Savur	
	2.	N A Sirur (Hubli) Private Limited	Holding Company
	3.	Miven Mayfran Conveyors Private Limited	Enterprises in which Key Management personnel and their relatives are able to exercise significant influence
		Ruris Tecnal Extraction Systems Private Limited	
		Precomp Tools Private Limited	
		Cotmac Electronics Private Limited-Pune	
		Divigi Transmission Systems and Technologies Private Limited	
		Pratt Automation Pvt. Ltd.,	

(*Mr A.R.Menon has held the position as director in the company upto December 22, 2015)

(#Mr V N Hasalkar has held the position as Company Secretary in the company upto November 24, 2015)

MIVEN MACHINE TOOLS LIMITED

**NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2016**

B.	(Amount in Rupees)			
Details of Transactions:	Nature of Transactions	Key Management Persons and their relatives	Holding Company	Enterprises in which Key Management personnel and their relatives are able to exercise significant influence
	Remuneration paid to Key Management Persons			
	Vikram Sirur	Nil (63,500)	Nil Nil	Nil Nil
	A. R. Menon	1,54,834 (9,42,513)	Nil Nil	Nil Nil
	V. N. Hasalkar	1,01,400 (1,56,000)	Nil	Nil
	S. G. Gadagkar	3,14,160 (1,50,807)		
	Interest on Inter Corporate Deposits :			
	N A Sirur (Hubli) Private Limited	Nil	8,15,332 (9,20,235)	Nil
	Ruris Tecnal Extraction Systems Pvt Ltd	Nil	Nil	15,69,288 (14,02,056)
	Precomp Tools Private Limited	Nil	Nil	2,75,753 (5,49,996)
	Miven Mayfran Conveyers Private Limited	Nil	Nil	17,46,415 (Nil)
	Inter Corporate Deposits received during the year :			
	Vikram Sirur	1,03,29,746 (20,46,779)	Nil	Nil
	Miven Mayfran Conveyers Private Limited	Nil	Nil	51,00,000 (35,50,000)
	Ruris Tecnal Extraction Systems Private Limited	Nil	Nil	Nil (23,50,000)

31st ANNUAL REPORT 2015 - 2016

**NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2016**

Inter Corporate Deposits paid during the year:			
Vikram Sirur	2,03,227 (9,02,000)	Nil	Nil
Miven Mayfran Conveyors Private Limited	Nil	Nil	1,25,000 (Nil)
Precomp Tools Private Limited	Nil	Nil	25,00,000 (Nil)
Security deposit received from Vrinda Mantri	100,000 (Nil)	Nil	Nil
Purchases Made during the Year From Related Parties			
Miven Mayfran Conveyors Private Limited	Nil	Nil	22,81,556 (22,93,055)
Sales made during the Year to Related Parties			
Miven Mayfran Conveyors Private Limited	Nil	Nil	13,53,736 (Nil)
Divgi Transmission Systems and Technologies Private Limited	Nil	Nil	13,760 (Nil)
Pratt Automation Pvt. Ltd.,	Nil	Nil	29,196 (Nil)
Amount due from Company as at the end of the Year:			
Inter Corporate Deposit (ICD) From N A Sirur (Hubli) Private Limited	Nil	93,08,841 (93,08,841)	Nil
ICD from Ruris Tecnal Extraction Systems Private Limited	Nil	Nil	1,76,50,000 (1,76,50,000)
ICD from Miven Mayfran Conveyors Private Limited	Nil	Nil	2,24,95,128 (1,75,20,128)
ICD from Precomp Tools Private Limited	Nil	Nil	25,00,000 (50,00,000)
Security Deposit from Vrinda Mantri	100,000 (Nil)		
Unsecured Loan from Vikram Sirur	1,50,46,298 (49,19,779)	Nil	Nil
Amount payable to Cotmac Private Limited	Nil	Nil	53,958 (53,958)
Amount payable to Miven Mayfran Conveyors Private Limited	Nil	Nil	77,58,029 (66,73,464)

MIVEN MACHINE TOOLS LIMITED

**NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2016**

Amount payable to N A Sirur (Hubli) Private Limited		50,000 (Nil)	
Interest payable- Miven Mayfran Conveyers Private Limited			15,71,773 (Nil)
Interest payable- Ruris Tecnal Extraction Systems Pvt Ltd	Nil	Nil	43,05,587 (28,93,229)
Interest payable- Precomp Tools Private Limited	Nil	Nil	8,14,759 (5,66,583)
Interest payable N A Sirur (Hubli) Private Limited	Nil	48,72,408 (41,38,610)	Nil
Guarantees given on behalf of the Company and outstanding at the end of the year by Vikram Sirur and holding Company	5,65,14,406 (3,79,45,467)	5,65,14,406 (3,79,45,467)	Nil

37. During the year, the Company has made provision towards compensated absences of the employees and Directors' gratuity, the details are as under :

Particulars	Leave Encashment	Gratuity to directors
Carrying amount at the beginning of the year	3,92,580 (5,47,553)	3,42,546 (3,13,700)
Provision made during the year	Nil (1,16,732)	Nil (28,846)
Provision Withdrawn during the year	1,61,685 (1,49,670)	Nil (Nil)
Amount utilized during the year	1,16,732 (1,22,035)	Nil (Nil)
Carrying amount at the end of the year	1,14,163 (3,92,580)	3,42,546 (3,42,546)

31st ANNUAL REPORT 2015 - 2016

**NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2016**

38. The Company did not enter into any long term contracts and confirm that there are no material foreseeable losses to be recognised under applicable laws or accounting Standards in the financial statements.
39. Previous year's figures have been regrouped wherever required in conformity with the presentation for the current year.

In Accordance with our Report attached
B.K. Ramadhyani & Co. LLP
Chartered Accountants
FR No. 002878S/S200021

Vasuki H S
Partner
Membership No : 212013

Hubli.
Date: May. 28, 2016

For and on behalf of the Board of Directors of
Miven Machine Tools Limited

Vikram R. Sirur
Chairman

Sanjay B Baljekar
Director

Jitendra B Divgi
Director

S G Gadagkar
CFO

PROXY FORM - MGT-11

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

Name of the Company : **MIVEN MACHINE TOOLS LIMITED**
(CIN No. L29220KA1985PLC007036)

Registered Office : Tarihal Industrial Area, Tarihal, Hubli 580 026 (Karnataka)

Name of the Member (s) : _____

Registered address : _____

E-mail Id : _____ DP ID No.* _____ Client ID No.* _____

I / We, being the member(s) of _____ Equity Shares of Miven Machine Tools hereby appoint

1. Name _____

Address : _____

E-mail Id : _____

Signature : _____ or failing him / her _____

2. Name _____

Address : _____

E-mail Id : _____

Signature : _____ or failing him / her _____

3. Name _____

Address : _____

E-mail Id : _____

Signature : _____ or failing him / her _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 31st Annual General Meeting of the Company, to be held on **September 29, 2016 at 11 AM at the registered office at Tarihal Industrial Area, Tarihal, Hubli 580 026(Karnataka)** and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting as are indicated below:

List of Resolutions :

Resn No.	Resolution	Optional**		
		For	Against	Abstain
1.	Adoption of Audited Financial Statements of the Company for the Financial Year ended 31st March 2016 together with the Directors' Report and Auditors' Report thereon.			
2.	Appointment of Mr Shyam Sirur, a Director who retires by rotation and is eligible to be re-appointed as a Director			
3.	Appointment of M/s. B. K. Ramadhyani & Co. LLP, Chartered Accountants, as the Statutory Auditors of the Company for the financial year 2016-17 and to fix their remuneration.			

Affix Re. 1
Revenue
Stamp

Signed this day of _____ 2016

Signature of Shareholder (s)

Signature of Proxy Holder (s)

*Applicable for member holding shares in electronic form

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For detailed resolutions and explanatory statement, please refer to the notice of 30th Annual General Meeting of the Company.
3. **It is optional to put an 'X' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission

MIVEN MACHINE TOOLS LIMITED

Registered Office: Tarihal Industrial Area, Tarihal,

HUBLI - 580 026 (Karnataka)

CIN: L29220KA1985PLC007036

Tel.No.0836-2212221-24; Email: mmtsecretarial@gmail.com www.mivenmachinetools.in

ATTENDANCE SLIP

Members attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the **31st Annual General Meeting** of the Company held on **September 29, 2016 at 11 AM at the registered office at Tarihal Industrial Area, Tarihal, Hubli 580 026.**

Full name of the Member (in block letters)

Full name of the Member (in block letters) _____

Signature

Folio No : _____

DP ID No.* _____

Client ID No.* _____

No. of Shares: _____

*Applicable for member holding shares in electronic form

Full name of the Proxy (in block letters) _____

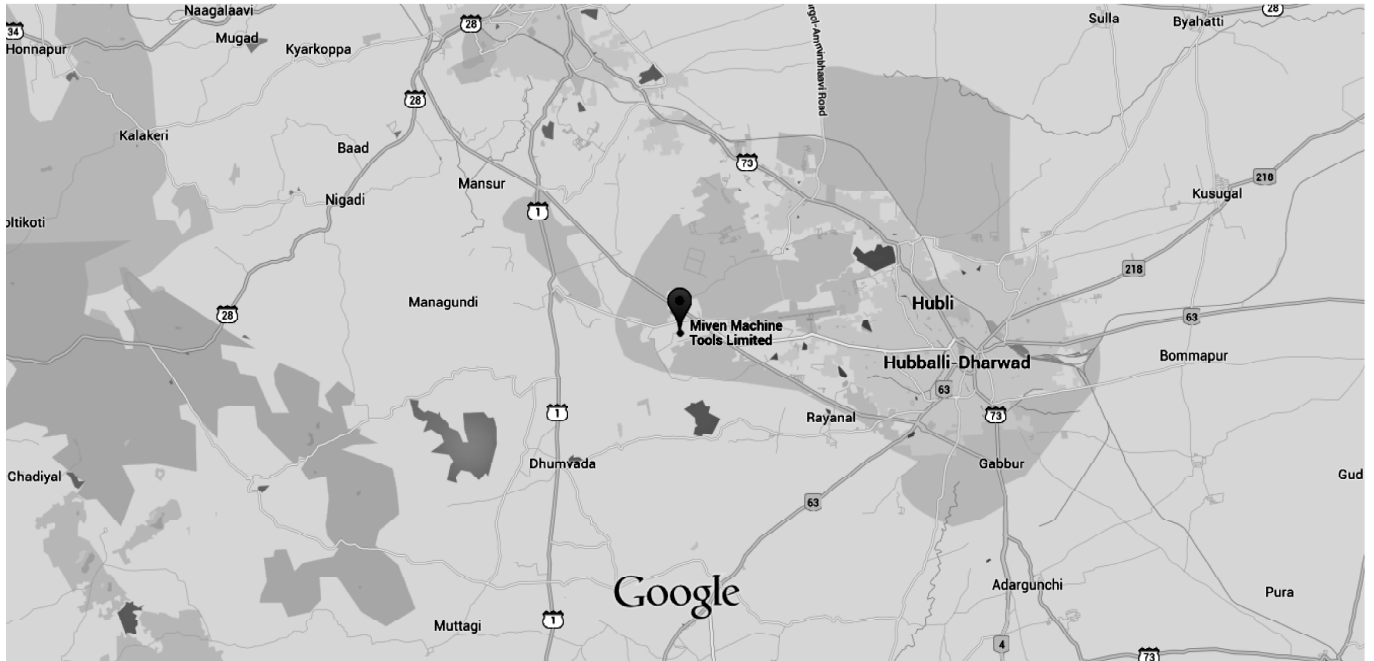
Signature



Google

Miven Machine Tools Limited

Miven Machine Tools Tharihal



**Miven Machine Tools
Limited**
Tarihal Industrial Area
Hubli, Karnataka 580026

mivenmachinetools.in
0836 221 2221

Tool Store

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