



SUNIL INDUSTRIES LIMITED

(AN ISO 9001 & 14001 CERTIFIED COMPANY)

Corporate Office

315, Rewa Chambers
New Marine Lines, Mumbai - 400 020
Tel. : (022) 2201 7389 / 2208 7860
Fax : (022) 2208 4594
E-mail : info@sunilgroup.com
www.sunilgroup.com
CIN No. L99999MH1976PLC019331

Date: 01st October, 2016

To,
Department of Corporate Service (DCS-CRD),
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001.

Sub.: Submission of Annual Report for Financial Year 2015- 2016 as per Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Ref.: Sunil Industries Limited (Scrip Code - 521232).

Dear Sir,

Please find attached Annual Report 2015-2016 duly approved and adopted in the 40th Annual General Meeting held on Wednesday, 28th September, 2016 at 11.30 am at D 8 MIDC Phase II Manpada Road, Dombivli (East) Thane 421201

Kindly take the same on your record and acknowledge the receipt of the same.

Thanking you.

Yours truly,

FOR SUNIL INDUSTRIES LIMITED

PRADEEP ROONGTA
DIRECTOR & CFO
DIN: 00130283

40th
ANNUAL REPORT
2015-2016



SUNIL INDUSTRIES LIMITED
(L99999MH1976PLC019331)

BOARD OF DIRECTORS

MR. VINOD LATH (DIN: 00064774)	: CHAIRMAN AND MANAGING DIRECTOR
MR. PRADEEP ROONGTA (DIN: 00130283)	: WHOLE-TIME DIRECTOR & CFO
MR. RAMESH KHANNA (DIN: 00130351)	: WHOLE-TIME DIRECTOR
MR. ROHIT GADIA (DIN: 02175342)	: INDEPENDENT AND NON EXECUTIVE DIRECTOR
MR. MOHD. IQBAL (DIN: 06908835)	: INDEPENDENT AND NON EXECUTIVE DIRECTOR
MRS. ALKA GOPAL BAJAJ (DIN: 07035805)	: INDEPENDENT AND NON EXECUTIVE DIRECTOR (resigned from the post of Independent Director on 30 th April, 2016)
MRS. SHRUTI SARAF (DIN: 07521927)	: ADDITIONAL INDEPENDENT WOMAN DIRECTOR (Appointed as Additional Independent Director on 27 th May, 2016)

REGISTERED OFFICE

D-8, M.I.D.C., Phase II,
Manpada Road, Dombivli (E) - 421 203
Dist. Thane, Maharashtra

MANUFACTURING UNITS:**Spinning Unit:**

S.F.No. 324/1, Karungal Village,
K. Anapatti Post, Vedasandur Taluk,
Dist. Dindigul – 624 620

Weaving Unit:

Plot No. 60- B, Parvati Industrial Area,
Kondigre Road, Near Gangajal Water Tank,
Yadrav, Ichalkaranji.

Processing Unit:

D-8, MIDC, Phase II,
Manpada Road, Dombivli (E) - 421 203
Dist. Thane

BANKERS:

Yes Bank Ltd

AUDITORS

M/s. V. K. Beswal & Associates
Chartered Accountants

SECRETARIAL AUDITOR

HS Associates,
Company Secretaries

INTERNAL AUDITOR

M/s. P R Agarwal & Awasthi,
Chartered Accountants

COST AUDITOR

M/s Shanker Chaudhary & Co.,
Cost Accountants

SHARE TRANSFER AGENTS

Link Intime India Private Limited.
Add.: C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup, Mumbai – 400 078

SHARES LISTED AT:

The Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400 001

The Ahmedabad Stock Exchange Limited
Kamdhenu Complex, Opp Sahajanand College,
Panjara Pole, Ahmedabad – 380 015

Delhi Stock Exchange Limited
3-1 Asaf Ali Road, Chandni Chowk,
New Delhi – 110 002

The Calcutta Stock Exchange Limited
7, Lyons Range, Kolkatta – 700 001

40TH ANNUAL GENERAL MEETING	
Date	: 28 th September, 2016
Day	: Wednesday
Time	: 11.30 AM
Place	: D-8, MIDC Phase II, Manpada Road, Dombivli (East), Dist – Thane, 421-203

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SUNIL INDUSTRIES LIMITED

CIN No: L99999MH1976PLC019331

Reg Office: D 8 MIDC Phase II Manpada Road, Dombivli (East), Thane, Maharashtra-421203

Web: www.sunilgroup.com, Tel:0251-2870749

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 40TH ANNUAL GENERAL MEETING OF MEMBERS OF SUNIL INDUSTRIES LIMITED WILL BE HELD ON WEDNESDAY THE 28TH SEPTEMBER, 2016 AT 11.30 AM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT D-8, MIDC PHASE II, MANPADA ROAD, DOMBIVLI (EAST), DIST – THANE – 421 203 TO TRANSACT THE FOLLOWING BUSINESS.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2016, Statement of Profit & Loss & Cash Flow Statement for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To appoint Mr. Pradeep Roongta, Whole Time Director (holding Din no 00130283) who retires by rotation being eligible offers himself for re-appointment as Director.
3. To ratify appoint M/s V. K Beswal & Associates, Chartered Accountant (FRN 101083W) as Statutory Auditors of the Company and to fix their remuneration.

“RESOLVED THAT M/s V. K Beswal & Associates, Chartered Accountants, Mumbai registered with the Institute of Chartered Accountants of India vide firm registration no 101083W be who were appointed as Statutory Auditors of the Company at the Annual General Meeting on 27th September, 2014 (hereinafter referred as said AGM) from the conclusion of the said AGM till the conclusion of Forty First Annual General Meeting to be held in the year 2017, be and is hereby ratified for the financial year 2016-17 to audit the accounts of the Company, including the audit of Cash Flow statements, on a remuneration plus service tax and out of pocket expenses to be mutually decided by the Board in consultation with the Statutory Auditors of the Company.”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**.

RESOLVED THAT pursuant to provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re- enactment thereof for the time being in force) and any other applicable provisions, if any, the appointment of M/s Shanker Chaudhary & Co., Cost Accountants as Cost Auditors of the Company by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2016-17 and remuneration of ` 1,25,000/- p.a plus service taxes as paid to them be and is hereby ratified.”

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

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**.

“RESOLVED THAT pursuant to the provisions of section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 27(2) of the Listing Obligation and Disclosure Requirements, Regulations 2015, Mrs. Shruti Saraf (holding DIN 07521927), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years commencing from 27th May, 2016 to 26th May, 2021, not liable to retire by rotation

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary for effecting the aforesaid resolution including but not limited to filing of necessary forms with Registrar of Companies”

EXPLANATORY STATEMENT**AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013****(CORRESPONDING TO SECTION 173(2) OF THE COMPANIES ACT, 1956)****Item No. 4**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of ` 1,25,000/- p.a to be paid to M/s Shanker Chaudhary & Co., Cost Accountants as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2016 -17.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2015 - 16.

The Board of Directors accordingly recommends the Resolutions set out at Item No. 4 of the accompanying Notice for the approval of the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in aforementioned resolution.

Item No. 5

The Board of Directors has received a notice from the shareholder proposing the candidature of Mrs. Shruti Saraf

SUNIL INDUSTRIES LIMITED

(holding DIN 07521927), as a Women / Independent Director to be appointed under the provisions of Section 149 and 152 of the Companies Act, 2013, Mrs. Shruti Saraf holding DIN 07521927) having experience in Accounting & Finance and she is a Bachelor in Commerce. The Company has received from Mrs. Shruti Saraf (i) consent in writing to act as Women / Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014 (ii) intimation in Form DIR- 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the companies Act, 2013. The Resolution seeks the approval of members for the appointment of Mrs. Shruti Saraf as Women / Independent Director of the Company for a term of 5 consecutive years pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made hereunder. She is not liable to retire by rotation. In the opinion of the Board of Directors, Mrs. Shruti Saraf proposed to be appointed, as a Women / Independent Director, fulfill the conditions specified in the Companies Act, 2013 and the Rules made hereunder and she is independent. A copy of the draft letter for the appointment of Mrs. Shruti Saraf as a Women / Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's Registered Office during normal business hours on working days up to the date of the Annual General Meeting.

None of the Directors, Key Managerial Personnel or their relatives, except Mrs. Shruti Saraf for whom the Resolution relates, are interested or concerned in the Resolution. The Board seeks approval of the members for the appointment of Mrs. Shruti Saraf as Independent Director of the Company for five consecutive years for a term upto 26th May, 2021 pursuant to section 149 and other applicable provisions of the Act, Rules made there under and that she shall not be liable to retire by rotation.

None of the Directors, Key Managerial Personnel (KMP) and / or Relatives of Directors or KMP are concerned or interested financially or otherwise in the proposed resolution.

NOTES:

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- 2) A Person can act as proxy for only 50 members and holding in aggregate not more than 10 percent of the total share capital of the company carrying voting rights. Member holding more than 10 percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.
- 3) Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.
- 4) The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.

- 5) Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting and also their copy of the annual report.
- 6) The Register of Members and Share Transfer Register in respect of equity shares of the Company will remain closed from **Wednesday, 21st September, 2016 to Wednesday, 28th September, 2016 (both days inclusive).**
- 7) As a measure of economy, copies of the Annual Reports and Accounts will not be distributed at the Meeting. Members are therefore, requested to bring their copies to the Meeting.
- 8) In furtherance of Green Initiative in Corporate Governance by Ministry of Corporate Affairs, the Shareholders are requested to register their email id with the Company or with the Registrar and Transfer Agents.
- 9) Members/Proxies are requested to produce the attendance slip duly signed, sent along with the Annual Report and Accounts, for admission to the meeting hall.
- 10) Members who are holding shares in identical order or names in more than one folio are requested to write to the company to enable the company to consolidate their holdings in one folio.
- 11) Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updation of Savings Bank Account details to their respective Depository Participants.
- 12) In terms of Section 124 of the Companies Act, 2013 (corresponding to Section 205A Companies Act, 1956), any dividend remaining unpaid for a period of seven years from the due date of payment is required to be transferred to Investor Education and Protection Fund. Members who have not encashed their dividend warrants are requested to write to the Registrars and Share Transfer Agents. The details of dividend unclaimed are uploaded on the Company's website at www.sunilgroup.com for shareholders information.
- 13) Electronic copy of the Notice of the 40th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 40th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- 14) Members may also note that the Notice of the 40th Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website www.sunilgroup.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: info@sunilgroup.com.
- 15) Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the

Company's share transfer agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.

- 16) Members are requested to send all communications relating to shares, bonds and unclaimed dividends, change of address etc. to the Registrar and Share Transfer Agents at the following address:

Link Intime India Pvt. Ltd

C-13, Pannalal Silk Mills Compound,
L.B.S.Marg, Bhandup (West),
Mumbai - 400078. Tel: 1800 2208 78
Email: rnt.helpdesk@linkintime.co.in

If the shares are held in electronic form, then change of address and change in the Bank Accounts etc. should be furnished to their respective Depository Participants (DPs).

- 17) Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 40th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL):

A member can opt for only one mode of voting i.e. either in person or through proxy at the meeting or through e-voting or by ballot. If a member casts votes by all the three modes, then voting done through e-voting shall prevail and voting through other means shall be treated as invalid.

The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again

- 18) **In case of members receiving e-mail:**

- (i) The voting period begins **on 25th September, 2016 at 9.00 am and ends on 27th September, 2016 at 5.00 pm**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **21st September, 2016** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Open e-mail
- (iii) Log on to the e-voting website www.evotingindia.com during the voting period.
- (iv) Click on "Shareholders" tab.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in Demat form and had logged on to www.evotingindia.com and had cast your vote earlier for EVSN of any company/entity, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below.

Now, fill up the following details in the appropriate boxes:	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (in Capital) (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN Field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN Field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
	<ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v)

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then reach directly the EVSN selection screen.
- (xi) However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting on resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (xiii) Click on the **160819034** EVSN number of Sunil Industries Limited on which you choose to vote.
- (xiv) On the voting page, you will see Resolution Description and against the same the option "YES/ NO" for voting. Select the option "YES" or "NO" as desired. The option "YES" implies that you assent

SUNIL INDUSTRIES LIMITED

- to the Resolution and option "NO" implies that you dissent to the Resolution.
- (xv) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xvi) 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.
- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xix) If Demat account holder has forgotten the changed password, then enter the User ID and image verification code/Captcha Code and click on Forgot Password & enter the details as prompted by the system.
- (xx) For Institutional Shareholders:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) 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.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

Please follow all steps from sl.no. (i) to sl.no. (xxi) above, to cast vote

Other Instructions

- (A) If you are already registered with CDSL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- (B) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- (D) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.CDSL.com

- (E) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of **21st September, 2016**.
- (F) Mr. Hemant Shetye, Partner of M/s HS Associates, Practicing Company Secretaries (Membership No. FCS 2827) has been appointed as the Scrutinizer to scrutinize voting process for the Annual General Meeting in a fair and transparent manner.
- (G) The Scrutinizer shall within a period not exceeding two (2) days from the conclusion of the Annual General Meeting shall unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company
- (H) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.sunilgroup.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited.
- (I) Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Hemant Shetye, Partner of HS Associates, Practicing Company Secretaries, at the Registered Office of the Company not later than **27th September, 2016 (5.00 pm IST)**
- (J) Ballot Form received after this date will be treated invalid.
- (K) A member can opt only for one mode of voting i.e either through e-voting or by Ballot. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
19. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during **normal business hours (9.00 am to 6.00 pm)** on all working days, up to and including the date of the Annual General Meeting of the Company.
- 20) The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allowing companies to dispatch documents to the shareholders through electronic mode. Considering the above theme, your company had decided to send Annual Report through electronic mode.

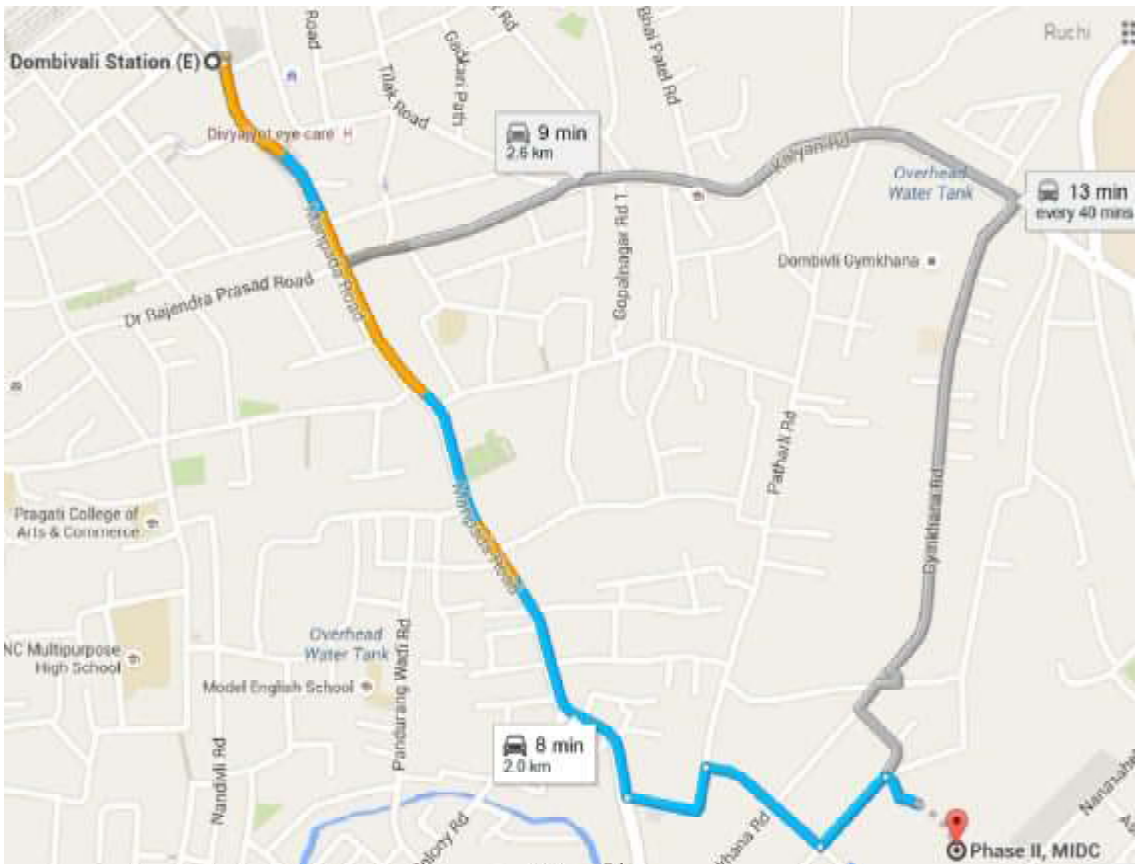
**ON BEHALF OF THE BOARD
FOR SUNIL INDUSTRIES LIMITED**

SD/-

**DATE : 13TH AUGUST, 2016
PLACE : DOMBIVLI**

**VINOD LATH
MANAGING DIRECTOR
DIN NO: 00064774**

Route Map of Annual General Meeting



Landmark: MIDC

Distance from Dombivli Railway Station: 2 Km

DIRECTORS' REPORT TO THE SHAREHOLDERS

To,
The Members

SUNIL INDUSTRIES LIMITED
DOMBIVLI

Your Directors have great pleasure in presenting **40TH Annual Report** along with the Audited Balance Sheet and Profit And Loss Account for the year ended on **31st March, 2016**

1) FINANCIAL RESULTS

The financial Results are briefly indicated below:

(Amt in `)

PARTICULARS	For the year ended on	
	31 st March, 2016	31 st March, 2015
Total Income	241,19,89,245	202,21,38,270
Total Expenditure	237,31,81,795	199,04,53,448
Net Profit/(Loss) before Tax	3,88,07,450	3,16,84,822
Provision for Tax	1,36,18,587	1,16,98,762
Net Profit/(Loss) after Tax	2,51,88,863	1,99,86,060
Profit/(Loss) b/f previous year	5,69,69,319	3,76,32,834
Balance c/f to Balance Sheet	8,21,58,182	5,69,69,319

2) TRANSFER TO RESERVES

There are no transfers to any specific reserves during the year.

3) REVIEW OF OPERATIONS

During the year ended 31st March, 2016, your Company reported total Income of ` 241,19,89,245 in comparison to ` 202,21,38,270 in previous year resulting to an increase of 38,98,50,975. The Net Profit after tax Increased to ` 2,51,88,863 as compared to ` 1,99,86,060 in previous year marking a increase of ` 52,02,803 due to increase in demand of product.

4) DIVIDEND

In order to conserve the reserves, your Company do not recommend dividend for the financial year 2015-16.

5) FUTURE PROSPECTS

The future for the Indian textile industry looks promising, buoyed by both strong domestic consumption as well as export demand. With consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the past decade with the entry of several international players into the Indian market. The organised apparel segment is expected to grow at a Compound Annual Growth Rate (CAGR) of more than 13 per cent over a 10-year period.

6) THE CHANGE IN THE NATURE OF BUSINESS, IF ANY;

There is no change in the nature of business of the Company.

7) TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND.

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

8) CONSERVATION OF ENERGY-TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE ETC.

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is Annexure A to Director's Report.

9) STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed and also discussed at the meetings of the Audit Committee and the Board of Directors of the Company.

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. These are routinely tested and certified by Statutory as well as Internal Auditors. Significant audit observations and follow up actions thereon are reported to the Audit Committee.

10) INTERNAL CONTROL SYSTEM

The Company's internal controls system has been established on values of integrity and operational excellence and it supports the vision of the Company "To be the most sustainable and competitive Company in our industry". The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. These are routinely tested and certified by Statutory as well as Internal Auditors. Significant audit observations and follow up actions thereon are reported to the Audit Committee

11) DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135 of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

12) PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The particulars of investment made under Section 186 of the Companies Act, 2013 have been disclosed in the financial statements in Note 11 of the Financial Statement.

The particulars of loans made under Section 186 of the Companies Act, 2013 have been disclosed in the financial statements in Note 12 and Note 16 of the Financial Statement.

The Company has not given any loans or given any guarantees.

13) PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

All the related party transactions are entered on arm's length basis, in the ordinary course of business and are in compliance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations. There are no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the Company at large or which warrants the approval of the shareholders. Accordingly, transactions are being reported in Form AOC-2 i.e Annexure B in terms of Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014. However, the details of the transactions with Related Party are provided in the Company's financial statements in accordance with the Accounting Standards.

All Related Party Transactions are presented to the Audit Committee and the Board. Omnibus approval is obtained for the transactions which are foreseen and repetitive in nature. A statement of all related party transactions is presented before the Audit Committee on a quarterly basis, specifying the nature, value and terms and conditions of the transactions.

The Related Party Transactions Policy as approved by the Board is uploaded on the Company's website at www.sunilgroup.com

14) POLICY ON SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

The Company has zero tolerance towards sexual harassment at the workplace and towards this end, has adopted a policy in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. All employees (permanent, contractual, temporary, trainees) are covered under the said policy. An Internal Complaints Committee has also been set up to redress complaints received on sexual harassment. During the financial year under review, the Company has not received any complaints of sexual harassment from any of the women employees of the Company.

15) EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

The auditors' report does not contain any qualifications, reservations or adverse remarks, but secretarial Audit Report contains one qualification of appointment of Company Secretary, the Company is in process of finding a suitable candidate for the said post. The Report of the secretarial auditor in MR-3 is given as an annexure which forms part of this report.

16) ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished as Annexure C to Director's Report,

17) NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

During the financial year, the Board had met four times on 30th May, 2015 ; 14th August, 2015 ; 05th November, 2015 and 12th February, 2016.

18) DIRECTORS RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013 The Board of Directors of the Company hereby confirm:

- (i) That in the preparation of the annual accounts, the applicable accounting standards have been followed and there has been no material departure.
- (ii) That the selected accounting policies were applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016, and that of the profit of the Company for the year ended on that date.
- (iii) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (iv) That the annual accounts have been prepared on a going concern basis.
- (v) The Board has laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.-
- (vi) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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19) DEPOSITS

The Company has neither accepted nor renewed any deposits during the year under review

20) PARTICULARS OF EMPLOYEES AND REMUNERATION

The information required under section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Name of the directors	Ratio to median Remuneration Non-executive directors
Mr. Rohit Gadia	Nil
Mr. Mohd. Iqbal	Nil
Mrs. Alka Gopal Bajaj	Nil
Mrs. Shruti Saraf	Nil
Executive directors	
Mr. Vinod Lath	4.00
Mr. Pradeep Roongta	4.00
Mr. Ramesh Khanna	3.10

b. The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% increase in remuneration in the financial year
Mr. Rohit Gadia	Nil
Mr. Mohd. Iqbal	Nil
Mrs. Alka Gopal Bajaj	Nil
# Mrs. Shruti Saraf	Nil
Mr. Vinod Lath	Nil
Mr. Pradeep Roongta	Nil
Mr. Ramesh Khanna	Nil

Mrs. Shruti Saraf Appointed as Additional Independent Director on 27th May, 2016 hen.

c. The percentage increase in the median remuneration of employees in the financial year: 8 %

d. The number of permanent employees on the rolls of Company: 35

e. The explanation on the relationship between average increase in remuneration and Company Performance:

On an average, employees received an annual increase of 8 %

The increase in remuneration is in line with the market trends prevalent in the Economy. In order to ensure that remuneration reflects Company performance, the performance pay is also linked to organisation performance, apart from an individual's performance.

f. Comparison of the remuneration of the key managerial personnel against the performance of the Company:

Aggregate remuneration of key managerial personnel (KMP) in FY 16	1664280
Revenue	2405760705
Remuneration of KMPs (as a % of revenue)	0.07%
Profit before Tax (PBT)	38807450
Remuneration of KMP (as a % of PBT)	4.28%

g. Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:

Particulars	March 31, 2016	March 31, 2015	% Change
Market Capitalisation	8,85,86,240	5,85,67,680	51.25%
Price Earnings Ratio	3.52	2.93	20.14%

h. 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:

Particulars	March 31, 2016	IPO	% Change
Market Price (BSE)	21.10	30.00	-29.67%

i. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its 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:

The average annual increase was around 8 %

There was no Increase in the managerial remuneration for the relevant year.

j. Comparison of each remuneration of the key managerial personnel against the performance of the Company:

	Mr. Vinod Lath (Managing Director)	Mr. Pradeep Roongta (Whole-Time Director & CFO)	Mr. Ramesh Khanna (Whole-Time Director)
Remuneration in FY 2016	600000	600000	464280
Revenue : 2405760705			
Remuneration as % of revenue	0.02	0.02	0.02
Profit before Tax (PBT): 38807450			
Remuneration	1.55	1.55	1.20

k. The key parameters for any variable component of remuneration availed by the directors:

There are no variable components of remuneration provided to the Directors

l. 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:

None

m. Affirmation that the remuneration is as per the remuneration policy of the Company:

The Nomination and Remuneration Committee of the Company has affirmed at its meeting held on February 12, 2016 that the remuneration is as per the remuneration policy of the Company. The policy is available on the company's website: www.sunilgroup.com.

n. The statement containing particulars of employees as required under section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. In terms of section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company. Any shareholder interested in obtaining a copy of the same may write to the Compliance Officer.**21) DIRECTORS**

Mrs. Alka Gopal Bajaj, resigned from the office of Directorship with effect from 30th April, 2016. Your Directors place their appreciation for the work done by her during her tenure.

Mrs. Shruti Saraf was inducted as an Additional Director on the Board of the Company on 27th May, 2016 pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014. She would hold office till the conclusion of ensuing Annual General Meeting. Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature to appoint as an Independent Director of the Company to hold office for 5 consecutive years commencing from 27th May, 2016 to 26th May, 2021. Your Directors hereby recommends her appointment as Independent Women Director of the Company and resolution for her appointment is put forward for your approval.

Mr. Pradeep Roongta is liable to retire by rotation in this Annual General Meeting and being eligible he has offered himself for reappointment as Director.

The Company has received notice in writing from member along with requisite fee proposing candidature of Mrs. Shruti Saraf as Director of the Company. Your Directors recommend their appointment.

22) ATTRIBUTES, QUALIFICATIONS & INDEPENDENCE OF DIRECTORS, THEIR APPOINTMENT AND REMUNERATION

The Nomination & Remuneration Committee of Directors have approved a Policy for Selection, Appointment and Remuneration of Directors which inter-alia requires that composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMP and senior management employees and the Directors appointed shall be of high integrity with relevant expertise and experience so as to have diverse Board and The Policy also lays down the positive attributes/ criteria while recommending the candidature for the appointment as Director.

23) DECLARATION OF INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(7) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

24) FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The familiarization programme aims to provide Independent Directors with the pharmaceutical industry scenario, the socio-economic environment in which the Company operates, the business model, the operational and financial performance of the Company, significant developments so as to enable them to take well informed decisions in a timely manner. The familiarization programme also seeks to update the Directors on the roles, responsibilities, rights and duties under the Act and other statutes. The policy on Company's familiarization programme for Independent Directors is posted on Company's website at www.sunilgroup.com

25) STATUTORY AUDITORS

M/s V. K Beswal & Associates, Chartered Accountants, Mumbai registered with the Institute of Chartered Accountants of India vide firm registration no 101083W were appointed as Statutory Auditors at their Annual General Meeting held on 27th September, 2014 for the period of three (3) years. i.e for the Annual General Meeting to be held in year 2017 subject to ratification at each Annual General Meeting. The Company has received letter from them to the effect that their appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified from appointment.

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The resolution for ratification of his appointment is put forward for your approval in the ensuing Annual General Meeting.

26) **COST AUDITOR**

M/s Shanker Chaudhary & Co, Cost Accountant are appointed as Cost Accountants in compliance of Section 148(1) read with Section 139 of the Companies Act, 2013 to audit Cost records maintained by the Company for the financial year ended 31st March, 2017. The resolution for ratification of remuneration paid to them is put forward for your approval in compliance of Section 148 read with Companies (Audit and Auditors) Rules, 2014.

27) **INTERNAL AUDITORS**

The company has appointed M/s. P R Agarwal & Awasthi, Chartered Accountants, Mumbai, as internal auditor of the company for financial year 2016-17.

28) **SECRETARIAL AUDITOR**

The Company has appointed Mr. Hemant Shetye Partner of M/s HS Associates, Company Secretaries, as Secretarial Auditors of the Company to carry out the Secretarial Audit for the Financial Year 2016-17 and to issue Secretarial Audit Report as per the prescribed format under rules in terms of Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Their report is appended to this report as Annexure D to Director's Report.

29) **MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT**

The Management's Discussion and Analysis Report for the year under review, as stipulated under regulation 34 (3) and Part B of schedule V of the SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, is annexed to this Annual Report

30) **CORPORATE GOVERNANCE**

The Company is committed towards maintaining the highest standards of Corporate Governance and adhering to the Corporate Governance requirements as set out by Securities and Exchange Board of India. The Report on Corporate Governance as stipulated under regulation 34 (3) and Part C of schedule V of the SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 forms part of the Annual Report. The Certificate from the practicing Company Secretary confirming compliance with the conditions of Corporate Governance as stipulated under regulation 34 (3) and Part E of schedule V of the SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 is also published in this Annual Report

31) **SUBSIDIARY JOINT VENTURES AND ASSOCIATE COMPANIES**

The company does not have any subsidiary, joint venture or associate company and therefore provision with respect to Section 129 of the Companies Act, 2013 are not applicable to the Company.

32) **REPORT ON CORPORATE GOVERNANCE**

Report on Corporate Governance prepared by HS Associates, Company Secretaries, is annexed hereto as Annexure E.

33) **DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM**

The Audit Committee consists of the following members

- Mr. Rohit Gadia– Chairman
- Mr. Mohd Iqbal- Member
- Mr. Pradeep Roongta– Member

The above composition of the Audit Committee consists of independent directors, viz., Mr. Rohit Gadia and Mr. Mohd Iqbal who form the majority.

The Company has established a vigil mechanism policy to oversee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to chairman of Audit committee on reporting issues concerning the interests of co-employees and the Company. The Vigil Mechanism Policy is available at the website of the company: www.sunilgroup.com

34) **ANNUAL EVALUATION BY THE BOARD**

In compliance with the Companies Act, 2013, and Regulation 17 of the Listing Regulations, the performance evaluation of the Board and its Committees were carried out during the year under review. More details on the same are given in the Corporate Governance Report.

35) **MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

There have being no material changes and commitments affecting the financial position of the Company occurred during the financial year.

36) THE DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

During the year there has been no significant material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and company's operations in future

37) COMMITTEES OF THE BOARD

During the year, in accordance with the Companies Act, 2013, the Board constituted some of the Committees.

There are currently three Committees of the Board, as follows:

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

Details of all the Committees along with their charters, composition and meetings held during the year, are provided in the "Report on Corporate Governance", a part of this Annual Report in Annexure

38) POLICIES

The Company seeks to Promote Highest levels of ethical standards in the normal business transaction guided by the value system. The SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, mandates formulation of certain policies for Listed Companies. The Policies are reviewed periodically by the Board and are updated based on the need and compliance as per the applicable laws and rules and amended from time to time. The policies are available on the website of the Company at www.sunilgroup.com

39) OTHER DISCLOSURES

The company does not have any Employees Stock Option Scheme in force and hence particulars are not furnished, as the same are not applicable.

Pursuant to Regulation 27 of (Listing Obligation and Disclosure Requirements), Regulations 2015, report on Corporate Governance is given in Annexure E

40) CAUTIONARY STATEMENT

Statements in the Board's Report and the Management Discussion & Analysis describing the Company's objectives, expectations or forecasts may be forward looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operation include global and domestic demand and supply conditions affecting selling prices of Raw Materials, Finished Goods, input availability and prices, changes in government regulations, tax laws, economic developments within and outside the country and other various other factors.

41) ACKNOWLEDGEMENTS

Your Company wishes to sincerely thank all the customers, commercial banks, financial institution, creditors etc. for their continuing support and co-operation.

Your Directors express their appreciation for the dedicated and sincere services rendered by the employees of the company and also sincerely thank the shareholders for the confidence reposed by them in the company and from the continued support and co-operation extended by them

**ON BEHALF OF THE BOARD
FOR SUNIL INDUSTRIES LIMITED**

SD/-

**DATE : 13TH AUGUST, 2016
PLACE : DOMBIVLI**

**VINOD LATH
MANAGING DIRECTOR & CHAIRMAN
DIN NO: 00064774**

SUNIL INDUSTRIES LIMITED

ANNEXURE-"A" TO THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH 2016

Information pursuant to the Companies (Accounts) Rules, 2014

(A) CONSERVATION OF ENERGY:

In line with the company's commitment towards conservation of energy, all units continue with their endeavor to make more efficient use of energy through improved operational and maintenance practices. The measures taken in this direction at the units are as under:

- Replaced inefficient motors with energy efficient motors;
- Installed power factor capacitor banks to save energy;
- Heat recovery from CRP hot water to boiler feed;
- Increase in temperature of feed water for saving on coal consumption in boilers;
- Shades were covered by installing Natural ventilation equipment;
- Made use of waste water generated by cooling coil moisture;
- Trimming of impellers to save on power consumption in chilled water pumps;

(B) TECHNOLOGY ABSORPTION : Regarding Research and development and technology absorption is not enclosed due to the fact that there is at present no scope for R&D and absorbing any new technology in view of type of product which is accepted by the customers. However, your company shall certainly go for it in future if any new development in technology takes place.

(C) RESEARCH AND DEVELOPMENT : Regarding Research and development and technology absorption is not enclosed due to the fact that there is at present no scope for R&D and absorbing any new technology in view of type of product which is accepted by the customers. However, your company shall certainly go for it in future if any new development in technology takes place.

(D) FOREIGN EXCHANGE EARNINGS AND OUTGO : The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual out flows are as under

Particulars	31/03/2016 in Lakhs	31/03/2015 in Lakhs
Foreign exchange Earnings (FOB Value of Exports)	—	—
Foreign Exchange outgo:		
Stores Imported (CIF Value)	14,51,000	14,81,000
Foreign travel	—	10,59,000

ANNEXURE B TO THE DIRECTORS' REPORT

FORM NO. AOC - 2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies(Accounts) Rules, 2014]

Form for disclosure of particulars of contracts / arrangements entered into by Sunil Industries Limited with the 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		NIL
	(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 arrangement or transactions at arm's length basis			
	(a) Name(s) of the related party and nature of relationship	RAREFAB TEXTILES PVT LTD	VANDANA TEXTILES
	(b) Nature of contracts/arrangements/ transactions	Purchase of Goods	Leasing of Property
	(c) Duration of the contracts / arrangements/transactions	12 months	12 Months
	(d) Salient terms of the contracts or arrangements or transactions including the value, if any	43,41,000 p.a	6,05,000 p.a
	(e) Date(s) of approval by the Board, if any:	30 th May, 2015	30 th May, 2015
	(f) Amount paid as advances, if any	NIL	NIL

ANNEXURE C TO THE DIRECTOR'S REPORT

FORM NO. MGT - 9

EXTRACT OF ANNUAL RETURN

as on the financial year ended 31.03.2016

[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	L99999MH1976PLC019331
ii	Registration Date	19/11/1976
iii	Name of the Company	SUNIL INDUSTRIES LIMITED
iv	Category/Sub-Category of the Company	Public Company
v	Whether listed Company (Yes/No)	Yes
vi	Address of the Registered Office and contact details	D/8, M.I.D.C., Phase II, Manpada Road, Dombivli (East), Thane – 421203 Tel : 0251-2870749 , Fax – 0251-2870749, Email - info@sunilgroup.com
vii	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup, Mumbai – 400078.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and Description of main products/ services	NIC Code of the Product	% to total turnover of the Company
1.	Preparation and spinning of textile fibres	1311	4.56%
2.	Weaving of textiles Yarn	1312	23.23%
3.	Finishing of textiles (Bleaching)	1313	52.08%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sr. No.	Name and Address of the Company	CIN/ GLN	Holding/ Subsidiary/ of the Company	% of Shares held	Applicable Section
NOT APPLICABLE					

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

i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	995100	126500	1121600	26.70	1030100	83600	1113700	26.53	(0.70)
b) Central Govt.	0	0	0	0	0	0	0	0	–
c) State Govt(s).	0	0	0	0	0	0	0	0	–
d) Bodies Corp.	974600	317500	1292100	30.76	974600	317500	1292100	30.76	–
e) Bank/ FI	0	0	0	0	0	0	0	0	–
f) Any Other	0	0	0	0	0	0	0	0	–
Sub-Total (A)(1)	1969700	444000	2413700	57.47	2004700	401100	2405800	57.28	0.33
(2) Foreign	0	0	0	0	0	0	0	0	–
a) NRIs-Individuals	0	0	0	0	0	0	0	0	–
b) Other-Individuals	0	0	0	0	0	0	0	0	–
c) Bodies Corp.	0	0	0	0	0	0	0	0	–

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d) Bank/ FI	0	0	0	0	0	0	0	0	0	–
e) Any Other	0	0	0	0	0	0	0	0	0	–
Sub-Total (A)(2)	0	0	0	0	0	0	0	0	0	–
Total shareholding of Promoter (A) (A)(1) + (A)(2)	1969700	444000	2413700	57.47	2004700	401100	2405800	57.28	0.33	
B. Public Shareholding										
1. Institutions										–
a) Mutual Funds	0	4800	4800	0.11	0	4800	4800	0.11		–
b) Bank/ FI	0	18700	18700	0.45	0	18700	18700	0.45		–
c) Central Govt.	0	0	0	0	0	0	0	0		–
d) State Govt(s).	0	0	0	0	0	0	0	0		–
e) Venture Capital Funds	0	0	0	0	0	0	0	0		–
f) Insurance Companies	0	0	0	0	0	0	0	0		–
g) FIs	0	0	0	0	0	0	0	0		–
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0		–
i) Others (specify)	0	0	0	0	0	0	0	0		–
Sub-Total (B)(1)	0	23500	23500	0.56	0	23500	23500	0.56		–
2. Non- Institutions	0	0	0	0	0	0	0	0	0	–
a) Bodies Corp.	13200	155600	168800	4.02	14600	155500	170100	4.06		0.77
i) Indian	0	0	0	0	0	0	0	0		–
i) Overseas	0	0	0	0	0	0	0	0		–
b) Individuals	0	0	0	0	0	0	0	0		–
i) Individual shareholders holding nominal share capital upto ₹ 2 lakh	93600	1022300	1115900	26.57	127100	1063200	1190300	28.34		6.67
ii) Individual shareholders holding nominal share capital in excess of ₹ 2 lakh	71600	150000	221600	5.28	31800	90800	122600	2.92		(44.68)
c) Others (specify)	0	0	0	0	0	0	0	0		–
(c-i) HUF	0	0	0	0	33600	0	33600	0.80		100
(c-ii) CLEARING MEMBER	2000	0	2000	0.05	0	0	0	0		(100)
(c-iii) OFFICE BEARERS	12300	0	12300	0.29	0	11900	11900	0.28		(0.03)
(c-iv)NON RESIDENT INDIANS (REPAT & NON- REPAT)	242200	0	242200	5.77	0	242200	242200	5.77		–
Total Public shareholding (B) (B)(1) + (B)(2)	180400	1605900	1786300	42.53	207100	1587100	1794200	42.72	0.44	
A. Shares held by Custodian for GDRs & ADRs										
Grand Total (A+B+C)	2150100	2049900	4200000	100	2211800	1988200	4200000	100	–	

(ii) Shareholding of Promoters

Sr No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding 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.	Sunil Exim Pvt Ltd	344900	8.21	—	344900	8.21	—	—
2	Saroj Vinod Lath	335200	7.98	—	335200	7.98	—	—
3	Rajshree Fiscal Services Ltd	317500	7.56	—	317500	7.56	—	—
4	Vinod Gajanand Lath	274000	6.52	—	343500	6.52	—	—
5	Laxmikant Lath	235600	5.61	—	235600	5.61	—	—
6	Sunil Prints Pvt Ltd	204400	4.87	—	204400	4.87	—	—
7	Sunil Fabrics Pvt Ltd	161000	3.83	—	161000	3.83	—	—
8	Sunil Synthetic Pvt Ltd	136100	3.24	—	136100	3.24	—	—
9	Eske-Tex India Pvt Ltd	128200	3.05	—	128200	3.05	—	—
10	Vinod Gajanand Lath HUF	69500	1.65	—	69500	1.65	—	—
11	Vandana Laxmikant Lath	54400	1.30	—	54400	1.30	—	—
12	Pradeep Roongta	13600	0.32	—	13600	0.32	—	—
13	Beena P Roongta	12800	0.30	—	12800	0.30	—	—
14	Ratan Lath	10900	0.26	—	10900	0.26	—	—
15	Leena J Salot	10000	0.24	—	10000	0.24	—	—
16	Ramashankar Lath	9600	0.23	—	9600	0.23	—	—
17	Bhavesh Hasmukhlal Mehta	5000	0.12	—	5000	0.12	—	—
18	Chandra kumar K Jain	5000	0.12	—	5000	0.12	—	—
19	Prakash Raichand Shah	5000	0.12	—	5000	0.12	—	—
20	Kamal Kumar Choudhary	4400	0.10	—	4400	0.10	—	—
21	Raj Jaisingh	4400	0.10	—	4400	0.10	—	—
22	Kamaluddin Essabhai Vastani	4400	0.10	—	4400	0.10	—	—
23	Nalini P Kapoor	4000	0.10	—	4000	0.10	—	—
24	Deepak Lath	4200	0.10	—	4200	0.10	—	—
25	Satyanarayan Khyalidutt Lath	3200	0.08	—	3200	0.08	—	—
26	Ashok S Maheshwari	37600	0.90	—	37600	0.90	—	—
27	Jagadish Kumar Sanwalka	2000	0.05	—	2000	0.05	—	—
28	Payal P Kapoor	2000	0.05	—	2000	0.05	—	—
29	Jugal kishor Tela	1500	0.04	—	1500	0.04	—	—
30	Pushpadevi J Sanwalka	1500	0.04	—	1500	0.04	—	—
31	Vinod Dharnidharka	1000	0.02	—	1000	0.02	—	—
32	Jagadish Kumar Sanwalka	1200	0.03	—	1200	0.03	—	—
33	Chandraprakash Singhania	700	0.02	—	700	0.02	—	—
34	Preeti Lath	400	0.01	—	400	0.01	—	—
35	Jyoti Lath	300	0.01	—	300	0.01	—	—
36	Mahesh Tibrewal	200	0.00	—	200	0.00	—	—
37	Bindudevi Lath	100	0.00	—	100	0.00	—	—
38	Kirit B Mehta	7900	0.01	—	0	0	—	(100)
	TOTAL	2413700	57.47	—	2405800	57.28	—	0.33

of the above 2405800 shares, 7900 shares of Mr. Kirit B Mehta (Promoter) were transmitted during the year, hence consequently the overall promoter holding is reduced by the said amount of Shares.

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

Sr. No.		Shareholding at the beginning of the year (1 ST April, 2015)		Cumulative Shareholding during the year (31 ST March, 2016)	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	KIRIT B MEHTA				
	At the beginning of the year	7900	0.18		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	7900 (Shares Transmitted)	0.18		
	At the End of the year			NIL	NIL

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

Sr. No.	Top 10 Shareholders	Shareholding at the beginning of the year- 1 st April, 2015		Shareholding at the end of the year- 31 st March, 2016	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Abhishek Lath	55800	1.33	55800	1.33
2.	Mita D Doshi	35000	0.83	35000	0.83
3.	Montana Securities Ltd	35000	0.83	35000	0.83
4.	Shell Securities Ltd	34900	0.83	34900	0.83
5.	Raj Kaushik	32500	0.77	32500	0.77
6.	Pawan Kaushik	32500	0.77	32500	0.77
7.	Aditya Vinod Kanodia	31700	0.75	31800	0.75
8.	Girish Gulati (HUF)	0	0	30800	0.73
9.	Krishnamurthy Vaidyanathan	30500	0.72	30500	0.72
10.	Sanjay Kumar Khandelwal	20000	0.48	20000	0.48
11.	Chandrashekhar Bhandarkar	19500	0.46	19500	0.46

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Vinod Lath	274000	6.52	274000	6.52
2.	Pradeep Roongta	13600	0.32	13600	0.32
3.	Ramesh Khanna	Nil	Nil	Nil	Nil
4.	Rohit Gadia	Nil	Nil	Nil	Nil
5.	Mohd Iqbal	Nil	Nil	Nil	Nil
6.	Alka Gopal Bajaj	Nil	Nil	Nil	Nil

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	59040115	90859315	0	149899430
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	59040115	90859315	0	149899430
Change in Indebtedness during the financial year				
- Addition	0	53708831	0	53708831
- Reduction	6564299	84568146	0	91132445
Net Change	-6564299	-30859315	0	-37423614
Indebtedness at the end of the financial year				
i) Principal Amount	52475816	60000000	0	112475816
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	52475816	60000000	0	112475816

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		Vinod Lath- Managing Director	Praddep Roongta- Whole Time Director & CFO	Ramesh Khanna Whole Time Director	
1.	Gross Salary	600000	600000	464280	1664280
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act	0	0	0	0
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	0	0	0	0
2.	Stock Option	0	0	0	0
3.	Sweat Equity	0	0	0	0
4.	Commission - As % of Profit - Others, specify	0	0	0	0
5.	Others, please specify	0	0	0	0
	Total (A)	600000	600000	464280	1664280
	Ceiling as per the Act	30,00,000	30,00,000	30,00,000	30,00,000

B. Remuneration of other directors:

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Rohit Gadia - Independent Director	Mohd Iqbal- Independent Director	Alka Baja- Additional Independent Director	
.	Fee for attending board committee meetings	Nil	Nil	Nil	Nil
.	Commission	Nil	Nil	Nil	Nil
.	Others, please specify	Nil	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil	Nil
	Total Managerial Remuneration	Nil	Nil	Nil	Nil
	Overall Ceiling as per the Act	N.A	N.A	N.A	N.A

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

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

Annexure D to Director's Report

Secretarial Audit Report

Form No. MR-3

FOR FINANCIAL YEAR ENDED ON 31ST MARCH, 2016.

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

To,
The Members,
Sunil Industries Limited

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

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

We have examined the books, papers and minute books, Forms and returns filed and other records maintained by Sunil Industries Limited ("The Company"), for the year ended on 31st March, 2016 to the extent applicable to the provisions of:

- I. The Companies Act, 1956 and the Companies Act, 2013 (the Act) and the rules made there under to the extent applicable;
- 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**") to the extent applicable to the Company:-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. 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;
 - e. The Company has complied with the requirements under the Equity Listing Agreement entered into with BSE Limited.
 - f. The Company has complied with the requirements of Securities and Exchange Board of India Listing Agreements upto 30th November,2015 and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 from the date of its applicability.

We further report that the Company has complied with Secretarial Standard-1 "Meeting of Board of Directors" and Secretarial Standard-2 "General Meetings" which were effective from 1st July, 2015

During the period under review the company has complied with the provisions of the Act, Rules, Regulations, and Guidelines, mentioned above subject to the following observation.

1. Not appointed a whole time Company Secretary as per section 203 of Companies Act 2013
2. Company had been penalised by BSE Limited for delay in submission of clause 30 of Listing Agreement i.e Annual Report for 2015, the said default was condoned by the company by paying the requisite Penalty.

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

- a. The Environment (Protection) Act, 1986; and
- b. Air (Prevention and Control of Pollution) Act, 1981 and Rules issued by the State Pollution Control Boards; and
- c. Water (Prevention and Control of Pollution) Act, 1974 and Rules issued by the State Pollution Control Boards.
- d. Factories Act, 1948;

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There has been no changes in the composition of the Board of Directors during the year under review.

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.

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

We further report that during the audit period the company has:

1. passed Special Resolution in the Annual General Meeting of the Company held on 26th September, 2015 to adopt new set of Articles of Association of the Company.
2. Appointed Mrs. Shruti Saraf as Additional Independent Woman Director on 27th May, 2016 in place of Mrs. Alka Bajaj who retired on 30th April, 2016

**For HS Associates
Company Secretaries**

**Date : 13th August, 2016.
Place : Mumbai**

**Hemant S. Shetye
Partner
FCS No.: 2827
CP No.: 1483**

**CORPORATE GOVERNANCE REPORT
ANNEXURE E TO THE DIRECTORS REPORT**

COMPANY'S PHILOSOPHY:

The Corporate Governance regulations were issued by Security and Exchange Board of India (SEBI) (Listing Obligation and Disclosure Requirements) Regulations, 2015 (with effect from 1st December, 2015). The same has been implemented by the Company.

The Company believes in maximum utilization of resources at minimum cost and attaining maximum long-term shareholders value.

BOARD OF DIRECTORS:

The Board of the Company comprises of 6 (Six) Directors as on March 31, 2016 out of which 1 (One) is Managing Director, 2 (Two) are Whole Time Director 2 (Two) are Independent Non-Executive Directors and 1 (One) Women Independent Director of the Company. There is no nominee or Institutional Directors in the Company.

None of Directors has pecuniary or Business relationship with the Company other than as mentioned elsewhere in Annual Report. No Director of the Company is either member in more than 10 (Ten) committees and/or Chairman of more than 5 (Five) committees across all Companies in which he is Director.

During the year, there were in total **4 (Four)** Board Meetings were held. The time gap between the two meetings was not more than 120 days. All the information required to be furnished to the Board was made available to them along with detailed Agenda notes. The dates on which the Board Meetings were held are as follows:

30th May, 2015 , 14th August, 2015, 05th November, 2015 and 12th February, 2016

The following table gives the attendance of the Directors at Board Meetings of the Company and also other Directorship other than the Company and Chairmanship/Membership in Board Committees of public limited companies:

Sr. No.	Name of Director	Category	No. of Board meetings Attended	Attendance at Last AGM	*No. Of Other Directorship	No. of Other Committee membership in other Companies
1.	Mr. Vinod Lath	Chairman & Managing Director	4	Yes	Nil	Nil
2	Mr. Pradeep Roongta	Whole Time Director	4	Yes	Nil	Nil
3	Mr. Ramesh Khanna	Whole Time Director	4	Yes	Nil	Nil
4.	Mr. Mohd Iqbal	Independent Non-Executive Director	4	Yes	Nil	Nil
5.	Mr. Rohit Gadia	Independent and Non Executive Directors	4	Yes	2	Nil
6.	Mrs. Alka Gopal Bajaj	Woman Independent Non-Executive Director	4	Yes	Nil	Nil
7.	Mrs. Shruti Saraf (DIN: 07521927) (Appointed as Additional Independent Director on 27th May, ,2016)	Woman Independent Non-Executive Director	NA	NA	Nil	Nil

* Directorship only of public limited company is considered

Profile of Director seeking appointment/re-appointment at the forthcoming Annual General Meeting

(A) Re-appointment of Mr. Pradeep Roongta, retiring director by rotation

Name of Director : **Mr. Pradeep Roongta**
 Age : **53 years**
 Qualification : **Bachelor in Commerce**
 Expertise in functional Area : **Production and Administration**
 Directorship in other Indian Public Limited Companies and other firms as on 31st March, 2016. : **Nil**

Guidelines regarding appointment of Directors

The Nomination & Remuneration Committee have approved a Policy for the Selection, Appointment and Remuneration of Directors. In line with the said Policy, the Committee facilitate the Board in identification and selection of the Directors who shall be of high integrity with relevant expertise and experience so as to have well diverse Board

Directors are appointed or re-appointed with the approval of the shareholders and shall remain in office in accordance with the provisions of the law and the retirement policy laid down by the Board from time-to-time. The Managing Director and all the Non-executive Directors (except Independent Directors) are liable to retire by rotation unless otherwise specifically provided under the Articles of Association or under any statute. As required under Regulation 46(2)(b) of the Listing Regulations, the Company has issued formal letters of appointment to the Independent Directors. The terms & conditions of appointment of their appointment are posted on the Company's website and can be accessed at www.sunilgroup.com

Membership term

As per the Articles of Association of the Company, at least two-thirds of the Board of Directors should be retiring Directors. One-third of these Directors are required to retire every year and if eligible, the retiring Directors qualify for re-appointment.

Meeting of Independent Directors

The Company's Independent Directors met on 12th February 2016 without the presence of the Managing Director & CEO, Non-Independent Directors and the Management Team. The meeting was attended by all the Independent Directors and was conducted informally to enable the Independent Directors to discuss matters pertaining to the Company's affairs and put forth their combined views to the Board of Directors of the Company

Succession policy

The Board constantly evaluates the contribution of its members and recommends to shareholders their re-appointment periodically as per the statute. Executive Directors are appointed by the shareholders for a maximum period of Five years at one time, but are eligible for re-appointment upon completion of their term. Non-Independent, Non-Executive Directors do not have any term, but retire by rotation as per the law.

The Board has adopted a retirement policy for its Executive Directors. The maximum age of retirement of Executive Directors is seventy years, provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

Induction and Familiarization Program for Directors:

On appointment, the concerned Director is issued a Letter of appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. Each newly appointed Independent Director is taken through an induction and familiarization program including the presentation and interactive session with the Managing Director & CEO, Executive Committee Members and other Functional Heads on the Company's manufacturing, marketing, finance and other important aspects. The program also includes visit to the plant to familiarize them with all facets of textile manufacturing. The details of familiarization program can be accessed from the website: www.sunilgroup.com.

Board Evaluation:

During the year, the Board adopted a formal mechanism for evaluating its performance and effectiveness as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues, quality of contribution to Board deliberations, commitment to shareholders and other stakeholder interests etc.

Code of Conduct: The Board of Directors has adopted the code of conduct for the directors and senior management and the same has been placed on the company's website www.sunilgroup.com. All board members and senior management personnel have affirmed compliance with the code of conduct for the period under review. A declaration to that effect signed by the Managing Director is attached and forms part of the Annual Report of the Company

COMMITTEES OF THE BOARD:**A. Audit Committee**

The Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Companies Act, 2013 read with regulation 18 Listing Obligation and Disclosure Requirement, 2015. The Audit Committee comprises of 2 Non Executive Independent Directors & 1 Executive Director.

The Audit Committee met Four time in financial year 2015-16 on 30th May, 2015, 14th August, 2015, 05th November, 2015 and 12 February, 2016. The necessary quorum was present in the said meetings. The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company held on 26th September, 2015. The composition of the Committee during the year 2015-16 and the details of meetings held and attended by the Directors are as under

Mr. Rohit Gadia	Chairman
Mr. Mohd Iqbal	Member
Mr. Pradeep Roongta	Member

SUNIL INDUSTRIES LIMITED

The Audit Committee has held 4 meetings during the year. The attendance of the meetings is given below.

Name of Director	Category of Directorship	No. of Committee Meetings attended
Rohit Gadia	NED	4
Mohd Iqbal	NED	4
Pradeep Roongta	ED	4

Broad terms of reference of the Audit Committee are as per following:

- 1) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible
- 2) Recommending the appointment, remuneration and terms of appointment of auditors of the company
- 3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors
- 4) Reviewing, with the management the annual financial statements and the auditor's report thereon, before submission to the board for approval, with particular reference to:
 - a. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries based on exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. modified opinion(s) in the draft audit report
- 5) Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
- 6) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter
- 7) Review and monitor the auditors' independence and performance, and effectiveness of audit process.
- 8) Approval or any subsequent modification of transactions of the company with related parties
- 9) Scrutiny of inter-corporate loans and investments.
- 10) Valuation of undertakings or assets of the company, wherever it is necessary;
- 11) Evaluation of internal financial controls and risk management systems;
- 12) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- 13) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit
- 14) Discussion with internal auditors of any significant findings and follow up there on.
- 15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- 16) Discussion with statutory auditors before the audit commences about nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- 17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
 - 1) To review the functioning of the Whistle Blower mechanism.
 - 2) Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate
 - 3) To review report submitted by Monitoring Agency informing material deviations in the utilisation of issue proceeds and to make necessary recommendations to the Board, if, when and where applicable.
- 21) Carrying out any other function as is mentioned in the terms of reference of the Audit committee.

B. Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Section 178(3) and (4) of the Companies Act, 2013 read with Regulation 19 Security and Exchange Board of India (SEBI) (Listing Obligation and Disclosure Requirements) Regulations, 2015. Nomination and Remuneration Committee comprises of 3 Non Executive Independent Directors.

The Nomination and Remuneration Committee met twice during the year 2015-16 on 30th May, 2015 and 12 February, 2016. The necessary quorum was present in the said meetings. The Chairman of the Nomination and Remuneration Committee was present at the last Annual General Meeting of the Company held on 26th September,

2015. The composition of the Committee during the year 2015-16 and the details of meetings held and attended by the Directors are as under

Name of Director	Category of Directorship	No. of Committee Meetings attended
Rohit Gadia	Chairman & NED	2
Mohd Iqbal	Member & NED	2
Alka Bajaj	Member & NED	2

ROLE OF NOMINATION AND REMUNERATION COMMITTEE, inter-alia, include the following:

- (1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- (2) formulation of criteria for evaluation of performance of independent directors and the board of directors;
- (3) devising a policy on diversity of board of directors;
- (4) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- (5) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

Remuneration Policy

The Nomination and Remuneration Policy devised in accordance with Section 178(3) and (4) of the Companies Act, 2013 is available at the website of the Company: www.nglfinechem.com. Further, criteria of making payments to non-executive directors, the details of remuneration paid to all the Directors and the other disclosures required to be made under Listing Obligation and Disclosure Requirement, 2015 have been published below."

Details of Remuneration Paid to the Directors

The remuneration of the managing director and executive director is recommended by the remuneration committee, then approved by the board of directors and subsequently by the shareholders in general meeting within the limits prescribed in Companies Act, 2013. The non-executive directors are paid sitting fees for board meetings attended by them.

Details of remuneration paid to Executive Directors

Name of Director	Designation	Salary	Performance Bonus	Provident Fund & Gratuity Fund
Mr. Vinod Lath	MD	Rs 600000	—	—
Mr. Pradeep Roongt	ED	Rs 600000	—	—
Mr. Ramesh Khanna	ED	Rs 464280	—	—

Mr Vinod Lath is appointed as Managing Director with effect from 1st September 2014 to 31st August,2019 for a period of 5 years.

Mr. Pradeep Chatraprasad Roongta is appointed as Whole Time Director with effect from 1st September 2014 to 31st August,2019 for a period of 5 years

Mr. Ramesh Khanna is appointed as Whole Time Director with effect from 1st September 2014 to 31st August,2019 for a period of 5 years.

Executive Directors are not provided with any benefits, bonuses, performance linked incentives

The details of remuneration, sitting fees, performance bonus, and commission paid to each of the Non-Executive Directors during the year ended on 31st March, 2016 are given below:-

Sitting fees

Name	Mr. Rohit Gadia	Mr. Mohd Iqbal	Mrs. Alka Bajaj
Sitting fees	Nil	Nil	Nil
Remuneration	Nil	Nil	Nil
No.of equity shares	Nil	Nil	Nil
Commission	Nil	Nil	Nil
Non convertible instruments	Nil	Nil	Nil

The company has no pecuniary relationship or transaction with any of the Directors of the company save as otherwise mentioned in this annual report.

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D. Stakeholder Relationship Committee

The Stakeholders' Relationship Committee of the Company is constituted in line with the provisions of Section 178(5) of the Companies Act, 2013 read with Regulation 20 Security and Exchange Board of India (SEBI) (Listing Obligation and Disclosure Requirements) Regulations, 2015. Nomination and Remuneration Committee comprises of 3 Non Executive Independent Directors.

The Committee periodically reviews the status of Stakeholders' grievances and redressal of the same. The Committee met four times in FY 2015-16 - on 30th May, 2015 ; 14th August, 2015 ; 05th November, 2015 and 12th February, 2016. The necessary quorum was present for all the meetings. The Chairman of the Committee was present at the last Annual General Meeting of the Company held on 26th September, 2015.

The composition of the Committee during 2015 and the details of meetings held and attended by the Directors are as under.

The Stakeholder Relationship Committee has been constituted with 4 members. The committee consists of two Non-Executive Independent Directors, One Executive Director and One Executive Director & Compliance Officer of the Company. The committee looks into the shareholders and investors grievances that are not settled at the level of Compliance Officer and helps to expedite the share transfers and related matters.

Following are the members of the Committee.

Rohit Gadia	Chairman
Ramesh Khanna	Member
Mohd Iqbal	Member
Vinod Lath	Compliance Officer

Name of Director	Category of Directorship	No. of Committee Meetings attended
Mr. Rohit Gadia	NED	4
Mr. Mohd Iqbal	NED	4
Mr. Ramesh Khanna	ED	4
Mr. Vinod Lath	ED & Compliance Officer	4

The company received '8' complaints from shareholders during the year which was resolved during the year and none remained pending at the end of the year. Further, during the year ended on 31st March 2016 the company approved transfer of 33186 Equity shares of ` 5/- each

GENERAL BODY MEETINGS:

Details of last 3 (Three) Annual General Meetings are given below:

Financial Year	Date	Time	Venue	Special Resolution(s)
2012-13	30.09.2013	12.30 P.M	D-8, MIDC, Manpada Road, Dombivli (E), Thane – 421 201.	0 (Nil)
2013-2014	27.09.2014	12.00 P.M	D-8, MIDC, Manpada Road, Dombivli (E), Thane – 421 201	I Authority to lease and mortgage II Authority to borrow
2014-2015	26.09.2015	11.30 am	D-8, MIDC, Manpada Road, Dombivli (E), Thane – 421 201	I Adoption of New set of Articles of Association

DISCLOSURES:

Disclosure of accounting Treatment:

The Company follows accounting standards notified by the Central Government of India under the Companies (Accounting Standards) Rules, 2006 and/or by the institute of chartered accountants of India in the preparation of financial statements and has not adopted a treatment different from that prescribed in any accounting standard.

CEO/CFO Certification:

The Managing Director (CEO) and the Chief Finance Officer (CFO) have certified to the Board in accordance with Clause 49(IX) of the Listing Agreement pertaining to CEO/CFO certification for the financial year ended 31st March, 2015 which is annexed separately in Annual report.

The board affirms that no person has been denied access to the audit committee during the year. The company has complied with mandatory provisions of corporate governance and is in the process of adopting the non-mandatory provisions of corporate governance.

Material related Party Transaction

There are no materially significant transactions with the related parties viz. Promoters, Directors or the Management, or their relatives or that had potential conflict with the Company's interest. Suitable disclosure as required by the Accounting Standard (AS 18) and AOC-2 has been made in the Annual Report. The Related Party Transactions Policy as approved by the Board is uploaded on the Company's website at www.sunilgroup.com

Pecuniary relationships

There are no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company which has Potential conflict with the interests of the Company at large.

Penalties:

The Company was imposed a penalty for late submission of clause 30 of Listing Agreement apart from that company was not subject to any penalties or strictures by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years

Material Subsidiaries Policy:

Material Subsidiaries Policy is not applicable to the company.

Vigil Mechanism and Whistle-Blower Policy

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Regulation 27(2) of Security and Exchange Board of India (SEBI) (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company has a Whistle-Blower Policy for establishing a vigil mechanism for Directors and employees to report genuine concerns regarding unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct and Ethics policy. The said mechanism also provides for adequate safeguards against victimization of persons who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. We affirm that no employee of the Company was denied access to the Audit Committee. The said Whistle-Blower Policy has been hosted on the website of the Company at www.Sunilgroup.com

MEANS OF COMMUNICATION:

The yearly/quarterly results were duly approved by the Board of Directors of the Company and the same has been submitted to BSE. The Company has its website named as www.Sunilgroup.com

No presentation was made during the year either to Institutional Investors or to the analysts.

Management Discussion & Analysis Report is attached herewith forming part of the Annual Report.

GENERAL SHAREHOLDERS INFORMATION:

- i. The 40th Annual General Meeting is scheduled to be held on **Wednesday, the 28th day of September, 2016** at 11.30 am at D-8, MIDC Phase II, Manpada Road, Dombivli (East), Dist – Thane, 421-203.
- ii. The Financial year of the company is from April to March. The financial calendar is as per following.

First quarter results (30 th June)	By Mid August, 2016
Annual General Meeting	28 th September, 2016
Second quarter results (30 th September)	By Mid November, 2016
Third quarter results (31 st December)	By Mid February, 2017
Fourth quarter / Annual Results	By End of May, 2017

Dates of book closure

From Wednesday, 21st September, 2016 to Wednesday, 28th September, 2016 (both days inclusive)

Debentures

There are no outstanding debentures.

Listing Fees:

The Company has paid listing fees up to 31st March, 2016 to the Bombay Stock Exchange (BSE) where Company's shares are listed.

Dividend

The Board of Directors have not proposed any dividend for the year ended 31st March 2016 with a view to conserve resources.

Listing of equity shares on Stock Exchanges

- iii. The company's shares are listed at Bombay, Ahmedabad, Delhi and Calcutta Stock Exchanges out of which Bombay Stock Exchange is a Regional Stock Exchange.

iv. The Stock Exchange, Mumbai	The Stock Exchange, Delhi;
Security in Physical Form No. BSE- 521232	Security in physical form no. DSE - 7819;
ISIN No.INE124M01015	ISIN No. INE124M01015
Scrip Name: SUNIL INDUSTRIES LIMITED.	Scrip Name - Sunil Industries Limited

SUNIL INDUSTRIES LIMITED

The Stock Exchange, Calcutta;
Security in physical form no. CSE - 29100;
ISIN No. INE124M01015
Scrip Name - SUNIL INDUSTRIES LIMITED

The Stock Exchange, Ahmedabad.
Security in Physical Form No. ASE- 57764
ISIN No. INE124M01015
Scrip Name: SUNIL INDUSTRIES LIMITED.

Names of depositories for dematerialization of equity shares

Name of depository	ISIN No.
National Securities Depository Ltd.	INE124M01015
Central Depository Services (India) Ltd.	INE124M01015

v. Market price data:

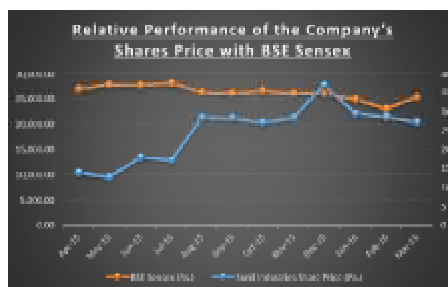
The Stock Market Price for the period April 2015 to the end of March 2016 at BSE is given hereunder Stock Market Price data for the year 2015-16 at BSE –

Month	BSE		Volume (No. of shares Traded)
	High	Low	
April 2015	14.00	13.00	2300
May 2015	13.30	12.05	1,900
June 2015	18.74	13.28	6,800
July 2015	18.90	17.10	5,700
August 2015	28.40	15.60	19,700
September 2015	28.95	27.85	3,100
October 2015	27.70	27.10	2,300
November 2015	28.45	28.00	200
December 2015	36.95	27.00	16,900
January 2016	42.55	29.45	20,000
February 2016	30.90	26.15	2,400
March 2016	27.25	21.00	53,100

vi. **Relative Performance of the Company's Shares Price with BSE Sensex:**

Share Price of Sunil Industries Limited v/s BSE Sensex Index for the year 2015-16:

Months	Sunil Industries Share Price (₹)	BSE Sensex (₹)
April-15	13.95	27,011.31
May-15	12.65	27,828.44
June-15	17.9	27,780.83
July-15	17.15	28,114.56
August-15	28.4	26,283.09
September-15	28.2	26,154.83
October-15	27.1	26,656.83
November-15	28.45	26,145.67
December-15	36.95	26,117.54
January-16	29.45	24,870.69
February-16	28.6	23,002.00
March-16	27.25	25,341.86



E-Voting Facility to members

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the 40th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

Pursuant to the amendments made in Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the company has sent assent/dissent forms to the members to enable those who do not have access to E-Voting facility to cast their vote on the shareholders resolution to be passed at the ensuing Annual General Meeting, by sending their assent or dissent in writing.

viii. Share Transfer System

The share transfer of securities in physical form are registered, duly transferred and dispatched within 15 days of the receipt, if the transfer documents are in order. The share transfers are approved every fifteen days. The shares in de-materialized form are processed and transferred within 15 days from receipt of dematerialization requests.

Address of Registrars and Share Transfer Agent.

Link Intime India Private Limited.

Add.: C-13, Pannalal Silk Mills Compound,

L.B.S. Marg, Bhandup, Mumbai – 400 078

ix. Distribution of Shareholding as on 31st March, 2016:

No. of shares	No. of Share-holders	% of Share-holders	Share-holding(Rs.)	% of Share-holding
1 - 500	6338	95.4374	8027000	19.11
501 - 1000	146	2.1985	1295000	3.08
1,001 - 2000	52	0.7830	844000	2.00
2,001 - 3000	18	0.2710	491000	1.69
3,001 - 4000	10	0.1506	427000	1.01
4,001 - 5000	19	0.29	960000	2.28
5,001 - 10000	20	0.26	1483000	3.53
Above 10000	38	0.58	28473000	67.79
TOTAL	6721	100.00	42000000	100.00

x. Dematerialization of securities

As on 31st March, 2016, **52.67** of the Company's total shares representing **22,11,800** shares were held in de-materialized form and the balance **47.33** representing **19,88,200** shares in paper form. The details are given below

Type	No. of Shares held	% Shareholding
<u>Dematerialized Shares</u>		
With N.S.D.L	11,27,600	26.85%
With C.D.S.L	10,84,200	25.82%
Total Demat shares	22,11,800	52.67%
Physical shares	19,88,200	47.33%
TOTAL	42,00,000	100.00%

Share Transfer System

The share transfer of securities in physical form are registered, duly transferred and dispatched within 15 days of the receipt, if the transfer documents are in order. The share transfers are approved every fifteen days. The shares in de-materialized form are processed and transferred within 15 days from receipt of de-materialization requests.

SUNIL INDUSTRIES LIMITED

Categories of Shareholders as on March 31, 2016

Category	No. of Shares Held	% Shareholding
Corporate Bodies (Promoter Co)	1292100	30.7643
Other Bodies Corporate	170100	4.0500
Directors	357100	26.46
Relatives of Director	715400	17.0333
Hindu Undivided Family	33600	0.8000
Mutual Fund	4800	0.1143
Nationalised Banks	18400	0.4381
Non Nationalised Banks	300	0.0071
Non Resident Indians	242200	5.7667
Office Bearers	11900	0.2833
Persons Acting in Concert	6200	0.1476
Public	1347900	32.0929
TOTAL	4200000	100.0000

x. Company has not issued either ESOP or any GDRs/ADRs/Warrants/Convertible instrument.

xii. The Company's Plant is located as under.

Spinning Unit:

S. F. Mo. 324/1, Karungal Village, K. Anapatti Post, Vedasandur Taluk, Dist. Dindigul – 624 620

Weaving Unit:

Plot No. 60-B, Parvati Industrial Area, Kondigre Road, Near Gangajal Water Tank, Yadrav, Ichalkaranji

Processing Unit:

D-8, MIDC, PHASE II, Manpada Road, Dombivli (E), Dist. Thane

xiii. **Address for correspondence:**

Shareholders of the company can send correspondence at company's share & Transfer Agent's Office or the Regd. office of the company situated at following address:

D-8, MIDC, PHASE II, MANPADAROAD, DOMBIVLI (E), DIST. THANE

CEO/CFO Certificate

To,
The Board of Directors,
SUNIL INDUSTRIES LIMITED
D-8, MIDC, Phase II,
Manpada Road, Dombivli (E),
Dist. Thane

We, Mr. Vinod Lath, Managing Director & CEO and Mr. Pradeep Roongta, CFO of the Company do hereby certify that for the financial year, ending 31st March, 2016:

- a) (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
- (ii) these statements present a true and fair view of the Company's affairs and are in compliance with current accounting standards, applicable laws and regulations.
- b) there are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.
- c) we accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken for rectifying these deficiencies.
- d) we have indicated to the Auditors and the Audit Committee:
 - (i) significant changes, if any, in the internal control over financial reporting during the year.
 - (ii) significant changes, if any, in accounting policies made during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

FOR SUNIL INDUSTRIES LTD

Sd/-

Sd/-

DATE : 13th August, 2016
PLACE : Dombivli

Mr. Vinod Lath
(MANAGING DIRECTOR)

Mr. Pradeep Roongta
(CFO)

DECLARATION REGARDING AFFIRMATION OF CODE OF CONDUCT

I, Mr. Vinod Lath, Managing Director of the Company hereby declare that all Board members and senior management personnel shall affirm compliance with the code on an annual basis.

ON BEHALF OF THE BOARD
FOR SUNIL INDUSTRIES LIMITED

sd/-

DATE : 13th August, 2016
PLACE : DOMBIVLI

VINOD LATH
MANAGING DIRECTOR
DIN NO: 00064774

SUNIL INDUSTRIES LIMITED

CERTIFICATE ON CORPORATE GOVERNANCE BY PRACTICING COMPANY SECRETARY

To,
The Shareholders,
SUNIL INDUSTRIES LIMITED
D-8, MIDC, Phase II,
Manpada Road, Dombivli (E),
Dist. Thane

We have reviewed the implementation of Corporate Governance procedures by the Company during the year ended March 31, 2016, with the relevant records and documents maintained by the Company, furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination is neither an audit nor an expression of opinion on the financial statements of the Company.

On the basis of the above and according to the information and explanations given to us, in our opinion, the Company has complied in all material respects with the conditions of Corporate Governance as stipulated in Regulation 27(2) of the (Listing Obligations and Disclosure Requirements) Regulations, 2015 Listing Agreement with the Stock Exchanges.

We further state that our examination of such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **HS Associates,**
Company Secretaries
Hemant Shetye

sd/-

PLACE: Mumbai.
DATE: 13th August, 2016

Partner
FCS: 2827
COP: 1483

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A) INDUSTRY STRUCTURE AND DEVELOPMENT:

India's textiles sector is one of the oldest industries in Indian economy dating back several centuries. Even today, textiles sector is one of the largest contributors to India's exports with approximately 11 per cent of total exports. The textiles industry is also labour intensive and is one of the largest employers. The industry realised export earnings worth US\$ 41.4 billion in 2014-15, a growth of 5.4 per cent. The textile industry has two broad segments. First, the unorganised sector consists of handloom, handicrafts and sericulture, which are operated on a small scale and through traditional tools and methods. The second is the organised sector consisting of spinning, apparel and garments segment which apply modern machinery and techniques such as economies of scale.

The textile industry employs about 40 million workers and 60 million indirectly. India's overall textile exports during FY 2015-16 stood at US\$ 40 billion.

The Indian textiles industry is extremely varied, with the hand-spun and handwoven textiles sectors at one end of the spectrum, while the capital intensive sophisticated mills sector at the other end of the spectrum. The decentralised power looms/ hosiery and knitting sector form the largest component of the textiles sector. The close linkage of the textile industry to agriculture (for raw materials such as cotton) and the ancient culture and traditions of the country in terms of textiles make the Indian textiles sector unique in comparison to the industries of other countries. The Indian textile industry has the capacity to produce a wide variety of products suitable to different market segments, both within India and across the world.

B) Opportunities, Outlook & Threats:

The Indian textiles industry, currently estimated at around US\$ 108 billion, is expected to reach US\$ 223 billion by 2021. The industry is the second largest employer after agriculture, providing employment to over 45 million people directly and 60 million people indirectly. The Indian Textile Industry contributes approximately 5 per cent to India's Gross Domestic Product (GDP), and 14 per cent to overall Index of Industrial Production (IIP).

The Indian textile industry has the potential to reach US\$ 500 billion in size. The growth implies domestic sales to rise to US\$ 315 billion from currently US\$ 68 billion. At the same time, exports are implied to increase to US\$ 185 billion from approximately US\$ 41 billion currently.

The textiles sector has witnessed a spurt in investment during the last five years. The industry (including dyed and printed) attracted Foreign Direct Investment (FDI) worth US\$ 1.85 billion during April 2000 to March 2016.

The Indian government has come up with a number of export promotion policies for the textiles sector. It has also allowed 100 per cent FDI in the Indian textiles sector under the automatic route.

Some of initiatives taken by the government to further promote the industry are as under:

- The Union Cabinet has cleared a ` 6,000 crore (US\$ 889.44 million) package for the textile sector, aimed at attracting investments worth ` 74,000 crore (US\$ 10.95 billion) generating 10 million jobs and increasing textile exports by US\$ 30 billion in the next three years.
- The Union Ministry of Textiles, which has set a target of doubling textile exports in 10 years, plans to enter into bilateral agreements with Africa and Australia along with working on a new textile policy to promote value addition, apart from finalising guidelines for the revised Textile Upgradation Fund Scheme (TUFS).
- The Ministry of Textiles launched Technology Mission on Technical Textiles (TMTT) with two mini-missions for a period of five years (from 2010-11 to 2011-12 in the 11th five year plan and 2012-13 to 2014-15 in 12th five year plan) with a total fund outlay of Rs 200 crore (US\$ 29.6 million). The objective of TMTT is to promote technical textiles by helping to develop world class testing facilities at eight Centres of Excellence across India, promoting indigenous development of prototypes, providing support for domestic and export market development and encouraging contract research.
- The Government of India is expected to soon announce a new National Textiles Policy. The new policy aims at creating 35 million new jobs by way of increased investments by foreign companies.
- Subsidies on machinery and infrastructure
 - o The Revised Restructured Technology Up gradation Fund Scheme (RRTUFS) covers manufacturing of major machinery for technical textiles for 5 per cent interest reimbursement and 10 per cent capital subsidy in addition to 5 per cent interest reimbursement also provided to the specified technical textile machinery under RRTUFS.
 - o Under the Scheme for Integrated Textile Parks (SITP), the Government of India provides assistance for creation of infrastructure in the parks to the extent of 40 per cent with a limit up to ` 40 crore (US\$ 6 million). Under this scheme the technical textile units can also avail its benefits.
 - o The major machinery for production of technical textiles receives a concessional customs duty list of 5 per cent.

SUNIL INDUSTRIES LIMITED

- o Specified technical textile products are covered under Focus Product Scheme. Under this scheme, exports of these products are entitled for duty credit scrip equivalent to 2 per cent of freight on board (FOB) value of exports
- The Government of India has implemented several export promotion measures such as Focus Market Scheme, Focus Product Scheme and Market Linked Focus Product Scheme for increasing share of India's textile exports.
- Under the Market Access Initiative (MAI) Scheme, financial assistance is provided for export promotion activities on focus countries and focus product countries.
- Under the Market Development Assistance (MDA) Scheme, financial assistance is provided for a range of export promotion activities implemented by Textiles Export Promotion Councils.
- The government has also proposed to extend 24/7 customs clearance facility at 13 airports and 14 sea ports resulting in faster clearance of import and export cargo.
- The Ministry of Textiles has approved a 'Scheme for promoting usage of geotechnical textiles in North East Region (NER)' in order to capitalise on the benefits of geotechnical textiles. The scheme has been approved with a financial outlay of ₹ 427 crore (US\$ 63.3 million) for five years from 2014-15.

A Memorandum of Understanding (MoU) has been signed between India and Kyrgyzstan seeking to strengthen bilateral cooperation in three fields -Textiles and Clothing, Silk and Sericulture, Fashion

C) Segment-Wise Performance or product wise performance

The company has only one segment i.e. Manufacturing of Textiles, therefore the requirement of segmentwise reporting is not applicable to the Company.

D) Risk & concerns

Your company is taking adequate steps to safeguard against Risks & Concerns

E) Internal control systems & their adequacy

The Company has adequate internal audit system commensurate with its size and nature of operations. The Audit Committee of the Board of Directors approves the internal audit scope every year and quarterly presentation to the audit committees are made by internal auditors as well as statutory auditors of the Company. The Management consistently reviews the internal control systems and procedures to ensure efficient conduct of the business conforming to the ethics and code of conduct of the Company.

F) Human Resource Policies :

Your company considers its human resources as its most valuable assets, among all other assets of the Company. It has been the policy of the company to actuate the talent by providing opportunities to develop themselves within the organization. The company continued to have maintained very cordial & harmonious relations with its employees

**ON BEHALF OF THE BOARD
FOR SUNIL INDUSTRIES LIMITED**

sd/-

DATE : 13th August, 2016

PLACE : DOMBIVLI

**VINOD LATH
MANAGING DIRECTOR & CHAIRMAN
DIN NO: 00064774**

INDEPENDENT AUDITORS' REPORT

To
The Members of
Sunil Industries Limited
Report on the Standalone Financial Statements

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

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Companies Act, 2013 ("the Act") with respect to the preparation 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 accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the act for safeguarding of the assets of the company for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; Making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatements, 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 there under. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India, as specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- (b) In the case of statement of Profit and Loss, of the **Profit** for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 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 1 a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which 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, Statement of Profit and Loss and 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 written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of section 164(2) of the Act;
 - f) We have audited internal financial controls over financial reporting (IFCoFR) of the company as of 31st March, 2016 in conjunction with our audit of financial statement of the Company for the year ended on that date and our report dated 27/05/2016 as per Annexure II expressing our unmodified opinion on adequacy and operating effectiveness of the internal financial control over financial reporting.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;

SUNIL INDUSTRIES LIMITED

- i) The company has disclosed the impact of pending litigations on its financial position in its financial statements -Refer note 2.19 to the financial statements;
- ii) The company does not have any long term contracts including derivative contracts for which there were any material foreseeable losses
- iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.

For V.K. BESWAL & ASSOCIATES
Chartered Accountants
FIRM REGN NO 101083W

PLACE : Mumbai
DATED : 27/05/2016

sd/-
CA TANAYKEDIA
Partner

Membership Number: 154778

ANNEXURE I TO THE AUDITOR'S REPORT EVEN DATE CARO 2016:

(Referred to in paragraph 1 thereof)

1. In respect of Fixed Assets:
 - a) The Company has maintained proper records showing full particulars, quantitative details and situation of its fixed assets.
 - b) The fixed assets have been physically verified by the management at reasonable intervals during the year. We are informed that no material discrepancies were noticed by the management on such verification.
 - c) The title deeds in respect of all immovable properties are held in the name of the company.
2. In respect of Inventories: As explained to us physical verification of inventory has been conducted during the year at reasonable intervals by the management and in our opinion and according to the information and explanation given to us, the Company is maintaining proper records of its inventories and no material discrepancies were noticed on physical verification.
3. In respect of loans, secured or unsecured granted by the Company to other Companies, firms, LLP or other parties covered in the register maintained under section 185 and 186 of the Companies Act, 2013.
 - a. The terms and conditions of grant of such loans are not prejudicial to the interest of the Company.
 - b. The repayment of the principal and payment of interest are regular.
 - c. There is no amount overdue for more than ninety days.
4. The Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of Loans granted during the year. There is no Investments, guarantees and securities taken place during the year.
5. According to the information and explanations given to us, the Company has not accepted any deposits from public.
6. We have broadly reviewed the books of account maintained by the company in respect of products where, pursuant to the Rules made by Central Government of India, the maintenance of cost records has been prescribed under subsection (1) of section 148 of the Companies Act, and are of the opinion that Prima Facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of records with a view to determine whether they are accurate or complete.
7. In respect of Statutory Dues:
 - (a) According to record of the Company produced before us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, customs duty, excise duty, cess and other statutory dues applicable to it.
 - (b) According to the information and explanations given, no undisputed amounts payable in respect of Income-Tax, sales tax, wealth tax, service tax, customs duty, excise duty/cess were outstanding as at 31.03.2016 for a period of more than six months from the date they became payable.
 - (c) The following dues have not been deposited by the company on account of disputes:

S. No.	Name of the Statute	Amount (In Lacs)	Forum where dispute is pending
i)	Central Excise Duty	211.98	Adjudication
ii)	Central Excise Duty (Payment made under protest ` 50 Lakhs)	238.26	Central Excise Appellate Tribunal (CEGAT)
iii)	Custom Duty	336.00	Appellate Tribunal (CESTAT)
iv)	TNVAT	7.22	The Appellate Deputy Commissioner(CT)
v)	Income Tax	26.03	CIT(A)-3(Mumbai)

8. As per the information and explanations given to us the company has not defaulted in repayment of dues to bank. The company has not obtained any loan from any financial institutions and issued debentures.
9. According to the records of the Company, the Company has no outstanding moneys raised by way of initial public offering. However, the company has taken term loans and applied for the purposes for which they were raised.
10. Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.
11. According to the records of the Company, the Managerial Remuneration has been paid or provided in accordance with the provisions of section 197 read with Schedule V to the Companies Act, 2013.
12. In our opinion, and to the best of our information and according to the explanations provided by the management, we are of the opinion that the company is not a Nidhi Company. Hence, in our opinion, the requirements of para 3 (xii) of the Order do not apply to the company.
13. According to the information and explanations given to us, the Company in respect of transactions with related parties has complied provisions of sections 177 and 188 of Companies Act, 2013 and has disclosed all particulars in Financial Statements.
14. The company has not made any preferential allotment or private placement of shares, therefore comments under this clause are not called for

15. In our opinion, and to the best of our information and according to the explanations provided by the management, we are of the opinion that the company has not entered into any non-cash transaction with directors or persons connected with him and no provisions of section 192 have been contravened.
16. In our opinion, and to the best of our information and according to the explanations provided by the management, we are of the opinion that the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For V.K. BESWAL & ASSOCIATES
Chartered Accountants
FIRM REGN NO 101083W
sd/-

PLACE : Mumbai
DATED : 27.05.2016

CA TANAYKEDIA
Partner

Membership Number: 154778

Annexure II

Independent Auditor's report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

1. In conjunction with our audit of the standalone financial statements of **Sunil Industries Limited** ("the Company") as of and for the year ended 31 March 2016, we have audited the internal financial controls over financial reporting (IFCoFR) of the company of as of that date.

Management's Responsibility for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountant 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 the company's 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 Act.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's IFCoFR based on our audit. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India (ICAI) and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of IFCoFR, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate IFCoFR were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the IFCoFR and their operating effectiveness. Our audit of IFCoFR included obtaining an understanding of IFCoFR, 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.
5. 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 IFCoFR.

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

7. Because of the inherent limitations of IFCoFR, 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 IFCoFR to future periods are subject to the risk that IFCoFR may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 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 Accountant of India.

For V.K. BESWAL & ASSOCIATES
Chartered Accountants
FIRM REGN NO 101083W
sd/-

PLACE : Mumbai
DATED : 27.05.2016

CA TANAYKEDIA
Partner

Membership Number: 154778

SUNIL INDUSTRIES LIMITED
BALANCE SHEET AS AT 31st MARCH 2016

	Notes	As at March 2016	As at March 2015
A EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	1	41,984,000	41,984,000
(b) Reserves and surplus	2	272,296,105	247,107,242
		314,280,105	289,091,242
2 Non-current liabilities			
(a) Long-term borrowings	3	105,913,268	143,727,556
(b) Deferred tax liabilities (net)	4	9,288,075	9,226,488
(c) Long Term Provisions	5	183,726	-
		115,385,069	152,954,044
3 Current liabilities			
(a) Short-term borrowings	6	301,481,363	124,138,257
(b) Trade payables	7	202,420,271	64,947,477
(c) Other current liabilities	8	20,303,058	16,942,126
(d) Short-term provisions	9	6,163,148	2,700,267
		530,367,840	208,728,127
TOTAL		960,033,015	650,773,413
B ASSETS			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets	10	132,136,903	138,647,221
(ii) Capital work-in-progress		-	-
		132,136,903	138,647,221
(b) Non-current investments	11	221,693	117,640
(d) Long-term loans and advances	12	38,577,478	20,930,531
		170,936,074	159,695,392
2 Current assets			
(a) Inventories	13	175,781,937	163,219,449
(b) Trade receivables	14	524,298,056	216,014,842
(c) Cash and cash equivalents	15	45,495,873	75,261,453
(d) Short-term loans and advances	16	41,890,393	34,829,853
(e) Other Current Assets	17	1,630,682	1,752,425
		789,096,940	491,078,022
TOTAL		960,033,015	650,773,413

Notes forming part of the financial statements

As per our attached report of even date
For V.K.BESWAL & ASSOCIATES
 CHARTERED ACCOUNTANTS
 ICAI Firm Registration No.101083W
 sd/-
CA TANAY KEDIA
 (PARTNER)
 Membership No.154778

For and on behalf of the board
 sd/-
Vinod Lath (Chairman & Managing Director)
 sd/-
Pradeep Roongta (Director)

PLACE : Mumbai
 DATE : 27.05.2016

PLACE : Mumbai
 DATE : 27.05.2016

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

Particulars	Note No.	For the year ended 31 March, 2016	For the year ended 31 March, 2015
1 Revenue from operations (net)	18	2,405,760,705	2,017,402,670
2 Other income	19	6,228,539	4,735,600
3 Total revenue (1+2)		<u>2,411,989,245</u>	<u>2,022,138,270</u>
4 Expenses			
(a) Cost of materials consumed	20A	1,887,618,880	1,620,923,514
(b) Purchases of Made Ups of Stock in trade		84,492,956	14,661,032
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	20B	21,509,803	9,976,331
(d) Employee benefits expense	21	16,452,076	15,913,550
(e) Finance costs	22	31,400,977	29,903,377
(f) Depreciation and amortisation expense	10	11,839,991	11,680,597
(g) Other expenses	23	319,867,112	287,395,047
Total expenses		<u>2,373,181,795</u>	<u>1,990,453,448</u>
5 Profit before tax (3 - 4)		38,807,450	31,684,822
6 Tax expense:			
(a) Current tax expense for current year		13,557,000	10,810,282
(b) MAT (Credit)/Credit Utilized		-	-
(c) Current tax expense relating to prior years		-	-63,202
(d) Net current tax expense		13,557,000	10,747,080
(e) Deferred tax		61,587	951,682
		<u>13,618,587</u>	<u>11,698,762</u>
7 Profit After Tax from continuing operations (5 - 6)		<u>25,188,863</u>	<u>19,986,060</u>
8 Earnings per share (of ₹ 10/- each):			
(a) Basic		6.00	4.76
(b) Diluted		6.00	4.76

Notes forming part of the financial statements

As per our attached report of even date
For V.K.BESWAL & ASSOCIATES
 CHARTERED ACCOUNTANTS
 ICAI Firm Registration No.101083W
 sd/-
CA TANAY KEDIA
 (PARTNER)
 Membership No.154778

For and on behalf of the board
 sd/-
Vinod Lath (Chairman & Managing Director)
 sd/-
Pradeep Roongta (Director)

PLACE : Mumbai
 DATE : 27.05.2016

PLACE : Mumbai
 DATE : 27.05.2016

SUNIL INDUSTRIES LIMITED
NOTES FORMING PART OF BALANCE SHEET
NOTE - 1 : SHARE CAPITAL

Share Capital	As at 31 March, 2016		As at 31 March, 2015	
	Number of shares		Number of shares	
(a) Authorised				
Equity Shares of ` 10 each	5,000,000	50,000,000	5,000,000	50,000,000
	5,000,000	50,000,000	5,000,000	50,000,000
(b) Issued				
Equity Shares of ` 10 each	4,200,000	42,000,000	4,200,000	42,000,000
	4,200,000	42,000,000	4,200,000	42,000,000
(c) Subscribed & fully Paid up				
Equity Shares of ` 10 each	4,200,000	42,000,000	4,200,000	42,000,000
	4,200,000	42,000,000	4,200,000	42,000,000
(d) Calls in Arrears	16,000	16,000	16,000	16,000
Total	4,200,000	41,984,000	4,200,000	41,984,000

Disclosure pursuant to the Companies Act, 2013

Particulars	Equity Shares			
	As at 31 March, 2016		As at 31 March, 2015	
	Number		Number	
Shares outstanding at the beginning of the year	4,200,000	41,984,000	4,200,000	41,984,000
Shares Issued during the year	-	-	-	-
Bonus Issue/ESOP/Conversion	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	4,200,000	41,984,000	4,200,000	41,984,000

Disclosure pursuant to the Companies Act, 2013 (if more than 5%)

Name of Shareholder	As at 31 March, 2016		As at 31 March, 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Sunil Exim Pvt Ltd	344,900	8.21	344,900	8.21
Saroj Vinod Lath	335,200	7.98	335,200	7.98
Rajshree Fiscal Services Ltd	317,500	7.56	317,500	7.56
Vinod Gajanand Lath	274,000	6.52	274,000	6.52
Laxshmikant Lath	234,500	5.58	234,500	5.58

Disclosure pursuant to to the Companies Act, 2013

Shares bought back during the year	-	-	-	-
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Particulars	Year (Aggregate No. of Shares)				
	2014-15	2013-14	2012-13	2011-12	2010-11

Equity Shares :					
Fully paid up pursuant to contract(s) without payment being received in cash	-	-	-	-	-
Fully paid up by way of bonus shares	-	-	-	-	-
Shares bought back	-	-	-	-	-

Disclosure pursuant to to the Companies Act, 2013

Unpaid Calls	-
By Directors	-
By Officers	-

	As at 31 March, 2016	As at 31 March, 2015
NOTE - 2 : RESERVE AND SURPLUS		
(a) Securities premium account		
Opening balance	49,343,289	49,343,289
Add : Premium on shares issued during the year		
Arrears in Share Premium Account	63,000	63,000
Closing balance	49,280,289	49,280,289
(b) General reserve		
Opening balance	140,857,634	140,857,634
Add: Transferred from surplus in Statement of Profit and Loss	-	-
Closing balance	140,857,634	140,857,634
(c) Surplus in Statement of Profit and Loss		
Opening balance	56,969,319	37,632,834
Less : Depreciation adjustment in respect of assets having NIL useful life*	-	649,575
Add: Profit for the year	25,188,863	19,986,060
Closing balance	82,158,182	56,969,319
Total	272,296,105	247,107,242

* As per the provisions of schedule II of the companies Act 2013 , The carrying value of assets after retaining the residual value is reduced from retained earnings in respect of assets with "NIL" remaining useful life.

NOTE 3: LONG TERM BORROWINGS

Particulars	As at 31 March, 2016	As at 31 March, 2015	As at 31 March, 2016	As at 31 March, 2015
	Non- Current	()	Current	()
Secured Loan				
1. Term Loans From Bank				
Yes Bank Term Loan	6,348,491	8,948,581	2,589,823	2,274,494
Edelweiss Housing Finance Ltd	39,564,777	43,919,660	3,972,725	3,210,205
3. Yes Bank Car Loan	-	-	-	687,175
Total [A]	45,913,268	52,868,241	6,562,548	6,171,874
Unsecured Loan				
Inter Corporate Deposit				
Total [B]	60,000,000	90,859,315	-	-
	105,913,268	143,727,556	6,562,548	6,171,874

1. Term Loan from Yes Bank secured by hypothecation of machinery purchaseout of term loan, charge over the company's Factory Building, equitable mortgage of Industrial Property at Dombivali East, personal guarantee of Directors Mr. Vinod Lath and Mr. Pradeep Roongta and Corporate Guarantees of M/s Sunil Exim Pvt Ltd, M/s Sunil Print Pvt Ltd, M/s Sunil Fabrics Pvt Ltd., M/s Sunil Synthetics Pvt Ltd and owners of the property till the end of tenor of facility.
2. Loan from Edelweiss Housing Finance Ltd secured by mortgage of residential property at Sunbean May Flower chs Ltd , Peddar Road, Mumbai-400026.
3. Car loan from Yes bank secured by hypothecation of Rexton motor car.

	As at 31 March, 2016	As at 31 March, 2015
NOTE 4. DEFFERED TAX LIABILITIES (NET)		
Tax effect of items constituting deferred tax liability		
Book balance of fixed assets	132,136,903	138,647,221
Balance of fixed asset computed as per Income Tax rules	103,618,627	110,209,902
Timing differences of items constituting deferred tax assets	28,518,277	28,437,318
Net deferred tax liability (A)	9,428,998	9,226,488
Tax effect of items constituting deferred tax assets		
<u>Expenditure to be disallowed u/s.43B</u>		
<u>Employee Benefits</u>		
- Bonus	242,500	-
- Gratuity	183,726	-
	426,226	-
Deferred tax Asset (B)	140,923	-
Net Deferred Tax Liability (A-B)	9,288,075	9,226,488
Deferred Tax Opening	9,226,488	-
Total	61,587	-

SUNIL INDUSTRIES LIMITED

	As at 31 March, 2016	As at 31 March, 2015
NOTE - 5 : LONG TERM PROVISIONS		
Employee benefits	183,726	-
Total	183,726	-

NOTE 6: SHORT TERM BORROWINGS

Loans Repayable on Demand

Secured loan

Domestic Factoring Facility	149,999,925	-
Working Capital loan from Yes bank	151,481,438	124,138,257
Total	301,481,363	124,138,257

(Working Capital Loan is secured by hypothecation of Fixed Assets and current assets, charge over the company's Factory Building, equitable mortgage of Industrial Property at Dombivali East, personal guarantee of Directors Mr. Vinod Lath and Mr. Pradeep Roongta and Corporate Guarantees of M/s Sunil Exim Pvt Ltd, M/s Sunil Print Pvt Ltd, M/s Sunil Fabrics Pvt Ltd., M/s Sunil Synthetics Pvt Ltd and owners of the property till the end of tenor of facility)

(Domestic Factoring facility is secured against the debtors and personal guarantees of Directors namely Mr. Vinod Lath and Mr. Pradeep Roongta)

NOTE 7 TRADE PAYABLES

Trade payables:	202,420,271	64,947,477
Total	202,420,271	64,947,477

Trade Payables include Nil payable to "Suppliers" registered under Micro, Small and Medium enterprises development act,2006. No interest has been paid /payable by company during the year to the suppliers covered under the Micro, Small and Medium enterprises development act,2006

NOTE 8 OTHER CURRENT LIABILITIES

(i) Other Liabilities	2,779,784	3,600,099
(ii) Current maturities of Term Loan	2,589,823	2,274,494
(iii) Current maturities of Housing Loan	3,972,725	3,210,205
(iv) Current maturities of Vehicle Loan	-	687,175
(v) Creditors For Expenses	6,846,920	5,090,047
(vi) Statutory dues	4,113,806	2,080,106
Total	20,303,058	16,942,126

Note 8.1- Statutory dues includes payables in respect of Tax deducted at source, ESIC, Provident Fund etc.

NOTE 9 SHORT-TERM PROVISIONS

Provision For Income tax	5,920,648	2,570,767
Provision For Bonus	242,500	129,500
Total	6,163,148	2,700,267

NOTE- 10 : TANGIBLE FIXED ASSETS

Particulars	Gross block				Accumulated depreciation			Net block				
	Balance as at 1st April 2015	Additions	Subsidy	Disposals	Balance as at 31 March 2016	Balance as at 1st April 2015	Depreciation for the year	Transferred to reserves and Surplus	Eliminated on disposal of assets	Balance as at 31 March 2016	Balance as at 31 March 2016	Balance as at 31 March 2015
a) Land (Leasehold)	4,669,409				4,669,409	34,461	3,829			38,290	4,631,119	4,634,948
b) Building												
Factory Building	40,794,441				40,794,441	22,295,533	1,289,962			23,585,495	17,208,946	18,498,908
Bhiwandi Godown	198,920				198,920	133,823	5,014			138,837	60,083	65,097
Office Premises	830,050				830,050	304,225	13,090			317,315	512,735	525,825
Residential Premises	66,287,750				66,287,750	1,249,754	1,049,306			2,299,060	63,988,690	65,037,996
Bore Well	56,040				56,040	8,868	10,648			19,516	36,524	47,172
Building	8,647,576	1,407,919			10,055,495	1,563,090	282,693			1,845,783	8,209,712	7,084,486
c) Office Equipments												
Lab Equipments	1,857,095				1,857,095	1,843,859	4,143			1,848,002	9,093	13,236
Office Equipment	1,883,537				1,883,537	1,743,187	26,903			1,770,090	113,447	140,350
d) Plant & Machineries												
Plant & Machinery	111,600,966	5,367,604	1,505,927	1,664,721	113,797,922	71,987,440	8,135,103		1,463,499	78,659,044	35,138,878	39,613,526
Tube Well	106,833				106,833	106,833	-			106,833	0	0
e) Electrical Equipments	3,427,507				3,427,507	3,074,585	179,443			3,254,028	173,479	352,922
f) Computers	4,263,972	45,400			4,309,372	4,201,910	50,159			4,252,069	57,303	62,062
g) Furniture & Fixtures	4,905,895	215,900			5,121,795	4,529,215	93,340			4,622,555	499,240	376,680
h) Vehicles	5,130,488				5,130,488	2,936,476	696,358			3,632,834	1,497,654	2,194,012
Total	254,660,479	7,036,823	1,505,927	1,664,721	258,526,654	116,013,258	11,839,991	-	1,463,499	126,389,751	132,136,903	138,647,221
Previous Year	256,613,533	11,903,360	13,856,414		254,660,479	117,539,500	11,680,597	649,575	13,856,414	116,013,258	138,647,221	139,074,033

	As at 31 March, 2016	As at 31 March, 2015						
NOTE 11 : NON CURRENT INVESTMENTS								
A Non- Trade Investments (Refer A below)								
(A) Investment in Equity instruments	221,693	117,640						
Total (A)	221,693	117,640						
A) Details of Non- Trade Investments								
Sr. Particulars No.	Quoted/ Unquoted	Partly Paid/ Fully paid	Extent of Holding (%)			Amount (₹)	Whether stated at Cost Yes/ No	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	
A	Investment in Equity Instruments							
	Sunil Fabrics Private Limited	Unquoted	Fully Paid	0.02	0.02	1,000	1,000	Yes
	Fairdeal Supplies Ltd	Quoted	Fully Paid	1.10	0.6	220,693	116,640	Yes
						221,693	117,640	
			As at 31 March, 2016	As at 31 March, 2015				
NOTE 12 LONG-TERM LOANS AND ADVANCES								
(a) Security deposits								
Unsecured, considered good						12,475,478	9,354,531	
						12,475,478	9,354,531	
(b) Balances with government authorities								
Unsecured, considered good								
(i) Excise Authorities						2,065,000	2,065,000	
						2,065,000	2,065,000	
(c) Capital Advances						24,037,000	9,511,000	
						24,037,000	9,511,000	
Total						38,577,478	20,930,531	
NOTE 13 INVENTORIES								
(As certified by the management)								
(a) Raw materials						65,354,816	31,388,053	
(b) Work-in-progress						48,167,503	82,084,652	
(c) Finished goods (other than those acquired for trading)						48,626,266	36,251,809	
(d) Stores, spares and others						12,807,237	12,695,849	
(e) Packing Materials						394,503	322,846	
(f) Fuel, Oil & Gases						431,612	476,240	
Total						175,781,937	163,219,449	
Method of Valuation of Stock :								
a) Stock of Raw Material & Packing material is valued at lower of Cost determined on FIFO basis or net realisable value								
b) Stores & spares and Fuel, oil & Gases are valued at lower of Cost or net realisable value								
c) Work -in Progress and Finished Goods are valued at cost or net realizable value whichever is lower. The cost includes manufacturing expenses and appropriate overheads.								
NOTE 15 TRADE RECEIVABLES								
Trade receivables outstanding for a period exceeding six months from the date they were due for payment								
Secured, considered good								
Unsecured, considered good						68,098,945	53,509,383	
Doubtful						-	-	
						68,098,945	53,509,383	
Less: Provision for doubtful trade receivables						-	-	
						68,098,945	53,509,383	
Other Trade receivables								
Secured, considered good								
Unsecured, considered good						456,199,111	162,505,459	
Doubtful						456,199,111	162,505,459	
Less: Provision for doubtful trade receivables						-	-	
Total						524,298,056	216,014,842	

SUNIL INDUSTRIES LIMITED

	As at 31 March, 2016	As at 31 March, 2015
NOTE 15 CASH AND CASH EQUIVALENTS		
(a) Cash on hand	579,959	926,203
(b) Cheques, drafts on hand		
(c) Balances with banks		
(i) In current accounts	26,800,536	57,891,783
(ii) In deposit accounts	18,115,379	16,443,466
Total	45,495,873	75,261,453
NOTE 16 SHORT-TERM LOANS AND ADVANCES		
Advances Recoverable in Cash or Kind		
Secured, considered good	-	-
Unsecured, considered good	21,988,820	22,610,967
Balance with government Authorities	20,651,645	20,981,980
Balance with government Authorities	8,821,043	9,640,306
Intercorporate Deposits	12,417,705	4,207,567
Total	41,890,393	34,829,853
NOTE 17 OTHER CURRENT ASSETS		
Interest Accrued	941,122	1,006,840
Prepaid Insurance	689,560	745,585
Total	1,630,682	1,752,425
	For the year ended 31 March, 2016	For the year ended 31 March, 2015
NOTE 18 REVENUE FROM OPERATIONS		
(a) Sale of products @ (Refer Note (i) below)	2,374,783,796	1,975,512,781
(b) Sale of services @ (Refer Note (ii) below)	30,976,910	41,889,888
Total	2,405,760,705	2,017,402,670
(i) Sale of products comprises		
Cloth	1,819,347,319	1,954,895,374
Made-Ups	128,440,846	16,791,365
Yarn	426,995,631	3,826,042
Total - Sale of manufactured & Traded goods	2,374,783,796	1,975,512,781
(ii) Sale of services comprises		
Processing Charges	30,976,910	41,889,888
Total - Sale of services	30,976,910	41,889,888
NOTE 19 OTHER INCOME		
Interest income	3,262,120	3,487,085
Sundry Balances Written Back	-	111,477
Discount	700,256	
Sundry Sales	509,838	671,538
Dividend Income	782,547	-
Profit on sale of fixed Asset	953,778	465,500
Profit on sale of mutual fund	20,000	
Total	6,228,539	4,735,600

	For the year ended 31 March, 2016	For the year ended 31 March, 2015
NOTE 20.A COST OF MATERIALS CONSUMED		
Raw Material Consumed		
Opening Stock	31,388,052	18,650,512
Add: Purchases	<u>1,921,585,644</u>	<u>1,633,997,051</u>
	1,952,973,696	1,652,647,563
Less: Closing stock	65,354,816	31,388,053
Rebate & discount	-	335,997
	<u>1,887,618,880</u>	<u>1,620,923,513</u>
Total Consumption	1,887,618,880	1,620,923,513
(i) Raw Material Comprises of:		
(A) Yarn	558,776,216	307,259,977
(B) Cloth	1,253,013,805	1,267,973,737
(C) Fibre	<u>109,795,623</u>	<u>58,763,337</u>
	<u>1,921,585,644</u>	<u>1,633,997,051</u>
NOTE 20.B CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE		
(a) <u>Inventories at the end of the year:</u>		
Finished goods	52,056,663	36,251,809
Work-in-progress	<u>44,769,995</u>	<u>82,084,652</u>
	96,826,658	118,336,461
(b) <u>Inventories at the beginning of the year:</u>		
Finished goods	37,777,576	41,323,852
Work-in-progress	<u>80,558,886</u>	<u>86,988,940</u>
	118,336,461	128,312,792
Net (increase) / decrease	<u>21,509,803</u>	<u>9,976,331</u>
NOTE 21 EMPLOYEE BENEFITS EXPENSE		
(a) Salaries and wages	12,507,960	12,379,201
(b) Contributions to provident and other funds	2,300,938	2,277,790
(c) Staff welfare expenses	<u>1,643,178</u>	<u>1,256,559</u>
Total	<u>16,452,076</u>	<u>15,913,550</u>
NOTE 22 FINANCE COSTS		
(a) Interest Expenses		
(i) on Borrowings	14,451,748	14,342,317
(ii) others-		
- on Working Capital	2,993,920	4,980,553
- on Fixed Loan	6,424,746	6,494,181
- on Income Tax	80,766	369,808
(b) Other Borrowing Cost		
(i) Bank Charges and Commission	2,356,569	2,511,719
(ii) Loan Processing Charges	-	1,204,800
(iii) Bills Discounting	<u>5,093,228</u>	<u>-</u>
Total	<u>31,400,977</u>	<u>29,903,377</u>

SUNIL INDUSTRIES LIMITED

	For the year ended 31 March, 2016	For the year ended 31 March, 2015
NOTE 23 OTHER EXPENSES		
MANUFACTURING EXPENSES		
Processing and Labour Charges	122,445,946	105,214,502
Weaving & Other Mfg exp	31,938,731	17,885,073
Stores, Dyes and Chemicals consumed	57,689,586	38,335,237
Power and Fuel	38,458,849	43,113,467
Water Charges	4,000,663	5,363,460
Repairs to Building	714,042	409,475
Repairs to Machinery	3,940,548	3,742,409
Repairs to Others	1,511,721	1,084,831
Screen Design Expenses	343,477	354,467
Packing Material consumed	12,658,011	24,364,027
ADMINISTRATIVE EXPENSES		
Corporate Social Responsibility	207,860	140,570
Rent, Rates and Taxes	2,830,420	1,791,626
Insurance Charges	1,332,391	1,589,571
Travelling and Conveyance	584,177	1,745,323
Other Expenses	10,003,454	7,988,705
Freight, Octroi and Forwarding Expenses	22,622,687	26,049,298
Auditors's Remuneration	449,525	300,563
Annual Custody Fees	28,254	-
SELLING EXPENSES		
Advertisement and Sales Promotion	1,668,162	2,126,674
Brokerage and Commission	6,438,609	5,795,770
Total	<u>319,867,112</u>	<u>287,395,047</u>
Auditors Remuneration :		
a) Statutory Audit Fees	287,500	280,900
b) Other	17,125	19,663
c) Tax Audit Fees	144,900	-
Total	<u>449,525</u>	<u>300,563</u>
NOTE 24: DEPRECIATION & AMORTIMISATION OF ASSETS		
Depreciation on Tangible Assets	11,839,991	116,013,258
Depreciation on Intangible Assets	-	-
Total	<u>11,839,991</u>	<u>116,013,258</u>

1 Corporate information

The Company is engaged in the business of manufacturing of cloth and processing thereof.

2 Significant accounting policies**2.1 Basis of accounting and preparation of financial statements**

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

2.2 Use of estimates

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

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

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

2.4 Cash flow statement

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

2.5 Depreciation and amortisation**Accounting Policies:****Fixed Assets :**

a) **Gross Block :** All Fixed Assets are stated at cost.

b) **Depreciation:** Depreciation on Fixed Assets is provided based on the useful life of the assets in the manner prescribed in Schedule II to the Companies Act, 2013.

Depreciation on Additions to Fixed Assets during the year is calculated on pro-rata basis.

5% on the original cost of the asset is considered as residual value of the asset and depreciation is calculated based on the remaining useful life of the asset.

2.6 Other income

Interest income is accounted on accrual basis. Dividend income is accounted for when the right to receive it is established.

2.8 Revenue recognition**Sale of goods**

Sales are recognised, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers.

2.9 Tangible fixed assets

All Fixed Assets are stated at cost less depreciation.

Fixed assets retired from active use and held for sale are stated at the lower of their net book value and net realisable value and are disclosed separately in the Balance Sheet.

2.10 Foreign currency transactions and translations**Initial recognition**

Transactions in foreign currencies entered into by the Company and its integral foreign operations are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

Measurement of foreign currency monetary items at the Balance Sheet date

Foreign currency monetary items (other than derivative contracts) of the Company and its net investment in non-integral foreign operations outstanding at the Balance Sheet date are restated at the year-end rates. In the case of integral operations, assets and liabilities (other than non-monetary items), are translated at the exchange rate

SUNIL INDUSTRIES LIMITED

prevailing on the Balance Sheet date. Non-monetary items are carried at historical cost. Revenue and expenses are translated at the average exchange rates prevailing during the year. Exchange differences arising out of these translations are charged to the Statement of Profit and Loss.

Treatment of exchange differences

Exchange differences arising on settlement / restatement of short-term foreign currency monetary assets and liabilities of the Company and its integral foreign operations are recognised as income or expense in the Statement of Profit and Loss. The exchange differences on restatement / settlement of loans to non-integral foreign operations that are considered as net investment in such operations are accumulated in a "Foreign currency translation reserve" until disposal / recovery of the net investment. The exchange differences arising on restatement / settlement of long-term foreign currency monetary items are capitalised as part of the depreciable fixed assets to which the monetary item relates and depreciated over the remaining useful life of such assets or amortised on settlement / over the maturity period of such items if such items do not relate to acquisition of depreciable fixed assets. The unamortised balance is carried in the Balance Sheet as "Foreign currency monetary item translation difference account" net of the tax effect thereon.

2.11 Investments

Long-term investments (excluding investment in properties), are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees and duties.

2.12 Employee benefits

Employee benefits include provident fund & gratuity fund. **Defined contribution plans:** The Company's contribution to provident fund are considered as defined contribution plans and are charged as an expense as they fall due based on the amount of contribution required to be made. **Short-term employee benefits:** The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service. The cost of such compensated absences is accounted as under : (a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and (b) in case of non-accumulating compensated absences, when the absences occur.

Gratuity (Funded)

	31/03/2016	31/03/2015
Reconciliation of Fair Value of Plan Assets	`	`
Present Value of Defined Benefit Obligation as at the Beginning of the Year	1,830,859	1,630,609
Interest Cost	139,145	130,449
Current Service Cost	123,363	69,801
Net Actuarial (Gain) / Loss	380,284	-
Benefits Paid	(93,000)	-
Present Value of Obligations as at end of the year	2,380,651	1,830,859

	31/03/2016	31/03/2015
Reconciliation of Fair Value of Plan Assets	`	`
Fair Value of Plan Assets as at the Beginning of the Year	2,116,507	1,865,931
Expected Return on Plan Assets	160,855	168,907
Net Actuarial (Gain) / Loss	12,563	-
Employer's Contribution	(93,000)	81,669
Fair Value of Plan Assets as at the End of the Year	2,196,925	2,116,507

Gratuity

	3/31/2016	31/03/2015
Funds Maintained with Life Insurance Corporation of India	100%	100%

2.13 Segment reporting

Business Segments :The company is primarily engaged in business of processing of fabrics and sale. The company also processes fabrics on job work basis. However the revenue from processing on job work basis during the year under review and in the preceding financial year is less than 10% of the total revenue, the disclosure requirements of Accounting Standard (AS-17) issued by the Institute of chartered Accountants Of India are not applicable. Since there are no exports reporting on geographical segments is not required.

2.14 Related party transactions

Details of related parties:

A) Related party and their relationships :

i) Enterprises controlled by Director and Relatives.

Eske Tex (India) Private Limited	Sunil Fabrics Private Limited
Sunil Synthetics Private Limited	Sunil Prints Private Limited
Sunil EXIM Private Limited	Sunil Bleaching Co. Private Limited
Apple Mines & Minerals Private Limited	Rarefab Textiles pvt ltd

Name of Key Management

Personnel and their relatives :

Mr. Vinod Lath – Managing Director	Mr. Laxmikant Lath – Son of Managing Director
Mr. Ramesh Khanna- Whole time Director	Mr. Pradeep Roongta – Whole time Director
Mr. Prateek Roongta – Son of Director	Mrs. Saroj Lath – Wife of Managing Director
Mrs. Rashmi Khanna – Wife of the Director	Mrs. Beena Roongta – Wife of the Director
Mrs. Vandana Lath – Daughter-in-law of Managing Director	

Note: Related parties have been identified by the Management.

Details of related party transactions during the year and balances outstanding as at 31 March, 2016:

B) Transactions with Related Parties :

<u>Nature of Transaction:</u>	<u>31/03/2016</u>	<u>31/03/2015</u>
	<u>` In Lakhs</u>	<u>` In Lakhs</u>
a) Transactions with enterprises controlled by directors & Relative		
1. Cloth Purchase	43.41	11.09
2. Cloth Sales	-	2.50
3. Interest Paid	7.42	16.17
4. Rent Paid	6.05	6.05
5. Outstanding Payables	2.75	
6. Loan Given	79.00	-
7. Loan Taken	-	59.10
8. Loans Repaid	-	67.00
b) Transactions with key management person		
Directors Remuneration	16.64	16.50
c) Transactions with Relative		
Salary Paid	11.54	12.83

2.15 Earnings per share

Earnings per equity share is computed as under-

	<u>31/03/2016</u>	<u>31/03/2015</u>
Numerator - Profit after Tax	25,188,863	19,986,060
Denominator - as the weighted average no of shares at the end of the year.	4,200,000	4,200,000
Basic and diluted EPS	6.00	4.76

2.16 Taxes on income

Tax expense comprises current and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income tax Act, 1961. Deferred tax reflects the impact of the current year timing differences between taxable income and accounting income for the year and the reversal of timing differences of earlier years. Deferred Tax is measured based on the tax rate and tax laws enacted or substantially enacted as at the balance sheet date.

2.17 Impairment of assets

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the profit and loss account in the year in which the asset is identified as impaired. The impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimates of recoverable amount.

2.18 Provisions and contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable

SUNIL INDUSTRIES LIMITED

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

2.19 Contingent Liabilities not provided for:

Particulars	31/03/2016	31/03/2015
	In Lakhs	In Lakhs
i) Disputed Excise Duty liability	450.24	450.24
ii) Disputed Customs Duty liability of M/s. Sunil Impex, a firm in which the company was an erstwhile partner sharing 80% profit and loss (to the extent of the profit and loss sharing ratio).	336.00	336.00
iii) Bank Guarantee	534.84	465.37
iv) Disputed TNVAT liability (Inclusive of penalty of ₹ 20.82 lakhs)	28.05	27.60
v) Income Tax	26.03	-

2.20 Capital Commitments

i) Estimated amount of Capital Contracts remaining to be executed (net of advances)	-	20.69
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3 In the opinion of the Board :

- i) The current assets, loans and advances will realise in the ordinary course of business, at least the amount at which these are stated in the Balance Sheet
- ii) Provision for all known liabilities have been made.

4 The balances of Sundry Debtors, Creditors, Loans and Advances are subject to confirmation.

5 The Company has been informed by their suppliers that they are not falling under the category of Small Scale Industries.

5.1 Stores, Spares, Dyes and Chemicals consumed:

Indigenous	565.59	365.51
Imported	11.31	20.20
Total	576.90	385.71

Expenditure in Foreign Currency:

C.I.F Value of Stores Imported	14.51	14.81
Foreign Travel	-	10.59

5.2 The company has a spinning unit at Dindigul, Tamilnadu. The accounts of the Dindigul unit has been audited by S.M.M & Co. -Chartered Accountants

5.3 Cash flow statement is enclosed as Annexure – 1

6 The previous year's figures have been reclassified to conform to the current year's classification.

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016

Particulars	For the year ended 31.03.2016		For the year ended 31.03.2015	
A) CASH FLOW ARISING FROM OPERATING ACTIVITIES				
Profit/(Loss) Before Taxation		38,807,450		31,684,822
Add/(Less) : Interest paid	23,870,413		26,119,833	
Depreciation	11,839,991		11,680,597	
Retained Earning	35,710,404		37,800,431	
		74,517,854		69,485,253
Deduct: Profit on sale of Fixed Assets	953,778		465,500	
Interest received	3,262,120		3,487,085	
Profit on Sale of Mutual Funds	20,000		-	
Dividend Income	782,547		3,952,585	
		69,499,410		65,532,668
OPERATING PROFIT/(LOSS) BEFORE WORKING CAPITAL CHANGES AND EXTRAORDINARY ITEMS				
Add: Increase in Trade Payables	137,472,794		23,371,861	
Increase in Other than Trade Payables	3,360,932		5,271,043	
increase in Short term provision	183,726			
Decrease In Long term Loans And Advances	-		608,438	
Decrease in Trade Receivable	-		-	
Decrease in Inventories	-		-	
Decrease in Short term Loans And Advances	-		-	
Decrease in Other Current Assets	121,743	141,252,195		29,251,342
		29,251,342		77,704,864
		210,751,605		94,784,010
Deduct :				
Increase in Other Current Assets	-			
Increase in Short term Loans And Advances	7,060,540		686,911	
Increase Long term Loans And Advances	17,646,947		-	
Increase in Trade Receivable	308,283,214		22,582,962	
Increase in Inventories	12,562,490		3,397,484	
Decrease in Trade Payable	-		-	
Decrease in Other than Trade Payables	-		-	
		345,553,191		26,667,357
Less : Taxes Paid		-134,801,586		68,116,653
		10,207,119		9,534,904
Net Cash Inflow/ (Outflow) in Course of Operating Activities		-145,008,704		58,581,749
B) CASH FLOW ARISING FROM INVESTING ACTIVITIES				
OUTFLOW: Acquisition of fixed assets	7,036,823		11,903,360	
Purchase of Investments	104,053			
Less: Capital Subsidy Received	1,505,927	5,634,949		11,903,360
Deduct Inflow : Dividend income	782,547			
Profit on sale of mutual fund	20,000			
Sale of Fixed Assets/Machinery Scrapped	1,155,000	1,957,547		465,500
Net Cash (Outflow)/Inflow arising from Investing Activities		-3,677,402		-11,437,860
C) CASH FLOW ARISING FROM FINANCIAL ACTIVITIES				
INFLOW: Increase of Unsecured Loans	-		-	
Increase of Secured Loans	177,343,106		58,741,748	
Interest received	3,262,120	180,605,226	3,487,085	62,228,833
OUTFLOW: Purchases of Investments	116,640			
Interest paid	23,870,413		25,817,050	
decrease of secured Loans	6,954,973			
decrease of Unsecured Loans	30,859,315	61,684,701	101,371,016	127,304,706
Net Cash Inflow/ (Outflow) arising from Financing Activities		118,920,525		-65,075,874
Net Cash Increase/(Decrease) in inflow of cash/ cash equivalents "(A+B+C)"		-29,765,582		-17,931,985
Add:Cash and cash equivalents at the beginning of the year		75,261,454		93,193,438
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR		45,495,873		75,261,454
COMPONENTS OF CASH AND CASH EQUIVALENTS				
Cash in hand		579,959		926,203
Balances with scheduled banks in current account and Fixed deposits		26,800,536		57,891,783
Fixed deposits (Margin money against Bank Guarantees)		18,115,379		16,443,466
Total		45,495,873		75,261,453

As per our attached report of even date

For V.K.BESWAL & ASSOCIATES
CHARTERED ACCOUNTANTS
ICAI Firm Registration No.101083W
 sd/-

CA V.K.Beswal
(PARTNER)
Membership No.030426
PLACE : Mumbai
DATE : 27.05.2015

For and on behalf of the board
 sd/-
Vinod Lath (Chairman & Managing Director)
 sd/-
Pradeep Roongta (Director)

PLACE : Mumbai
DATE : 27.05.2015

Nomination Form

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014].

To,
Sunil Industries Limited
D-8, MIDC, Phase II,
Manpada Road, Dombivli (E),
Dist. Thane

I/We _____ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio. No	No. of securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE(S) —

- a) Name:
- b) Date of Birth:
- c) Father's/Mother's/Spouse's name:
- d) Occupation:
- e) Nationality:
- f) Address:
- g) E-mail id:
- h) Relationship with the security holder:

(3) IN CASE NOMINEE IS A MINOR—

- a) Date of birth:
- b) Date of attaining majority:
- c) Name of guardian:
- d) Address of guardian:

Name: _____
Address: _____
Name of the Security Holder (s): _____
Signature: _____
Witness with name and address: _____

Form No. SH-14

Cancellation or Variation of Nomination [Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

To,
Sunil Industries Limited
D-8, MIDC, Phase II,
Manpada Road, Dombivli (E),
Dist. Thane

I/We hereby cancel the nomination(s) made by me/us in favor of..... (name and address of the nominee) in respect of the below mentioned securities

or
I/We hereby nominate the following person in place of as nominee in respect of the below mentioned securities in whom shall vest all rights in respect of such securities in the event of my/our death

PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of Securities	Folio No.	No of Securities	Certificate No	Distinctive No

PARTICULARS OF NOMINEE/S –

Name :
Date of Birth:
Father's/Mother's/Spouse's name:
Occupation:
Nationality:
Address:
E-mail Id:
Relationship with the security holder:

IN CASE NOMINEE IS A MINOR -

Date of Birth
Date of attaining majority
Name of guardian
Address of guardian

Name : _____

Address: _____

Name of the Security Holder (s) : _____

Signature _____

Witness with the name and address: _____

Please fill this Nomination form in Duplicate after carefully reading the instruction given below:

- The Nomination can be made by individual's only holdings shares singly or jointly. Non- individuals including Society, Trust, Body Corporate, Partnership firm, Karta of Hindu Undivided Family and Power of Attorney holder cannot nominate.
- The nominee shall not be a Trust, Society, Body Corporate, and Partnership firm, Karta of Hindu Undivided Family and power of attorney holder.
- The shareholder [s] can nominate a minor as a nominee and in that event the name and address of the guardian shall be provided.
- As per section 72 of Companies Act, 2013, if the shares are held by more than one person jointly, then the joint holders may together nominate a person to whom all the rights in the shares of the Company shall vest, in the event of death of all the joint holders.
- If the shares are held jointly, subsequent to the death of anyone of the holders, the shares would not be registered in favour of the nominee but would be transferred in the name of the surviving shareholders.
- The nomination form filled in "duplicate" should be lodged with the Registrar and Share transfer Agent of the Company i.e. **Link Intime India Private Limited**, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup, Mumbai – 400078.
- The shareholder[s] can delete or change an earlier nomination by executing Form No. SH-14 (Cancellation or Variation of Nomination form)
- Nomination stands cancelled whenever the shares in the given folio are transferred/ dematerialized. Also in case of change in folio due to consolidation/ transmission a new nomination has to be filed.
- The nomination made through Form No. SH-13 will be considered valid if the nomination made by the holder[s] of the shares is registered with the company before the death of the registered holder[s] of the shares.
- Kindly note that the nomination being a legal document should be dated by the nominator and the witness should certify that the nominator has signed the form in their presence. Furthermore the date of execution on the Nomination Form should match with the date of witness, witnessing the document.

SUNIL INDUSTRIES LIMITED

Regd Office: D-8, MIDC, PHASE II, MANPADA ROAD, DOMBIVLI (E), DIST. THANE

ATTENDANCE SLIP

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

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

I/We hereby record my /our presence at D-8, MIDC, Phase II, Manpada Road, Dombivli (E), Dist. Thane on 28th September, 2016 at 11.30 am.

Member's / Proxy's Signature

Note:

1. Please complete the above details and sign this attendance slip and hand it over at the attendance verification counter at the meeting hall.
2. Electronic copy of the Annual Report for FY 2015 -2016 and the Notice of the Annual General Meeting along with attendance slip and proxy form is being sent to all the members whose email address is registered with the depository participant. Members receiving electronic copy and attending the AGM can print copy of this attendance slip.
3. Physical copy of the Annual Report for 2015-2016 and the Notice of the Annual General Meeting along with the attendance slip and proxy form is sent in the permitted mode(s) to all members whose email is not registered or who have requested for a hard copy

E-VOTING PARTICULARS

Sunil industries Limited
Regd Office: D-8, MIDC, Phase II, Manpada Road, Dombivli (E), Dist. Thane

ELECTRONIC VOTING PARTICULARS		
EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

Note : Please read instructions given at Note No. _____ of the Notice of the 40th Annual General Meeting Carefully before Voting electronically.

PROXY FORM

SUNIL INDUSTRIES LIMITED

Regd Office: D-8, MIDC, PHASE II, MANPADA ROAD, DOMBIVLI (E), DIST. THANE

Fortieth Annual General Meeting – at D-8, MIDC, Phase II, Manpada Road, Dombivli (E), Dist. Thane on 28th September, 2016 at 11.30 AM.

Fortieth Annual General Meeting –

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

1) Name: _____ Address _____
 Email Id _____ Signature _____ or Failing him
 2) Name: _____ Address _____
 Email Id _____ Signature _____
 3) Name: _____ Address _____
 Email Id _____ Signature _____

As per my/our proxy to vote (on a poll) for me/us on my/our behalf at the Fortieth Annual General Meeting of the Company to be held on Wednesday 28TH September, 2016 at 11.30 a.m at D-8, MIDC, Phase II, Manpada Road, Dombivli (E), Dist. Thane on and adjournment thereof.

Ordinary Business

1. **Ordinary Resolution** for adoption of Audited Financial Statements for the year ended 31st March, 2016.
2. **Ordinary Resolution** for Appointment Mr .Pradeep Roongta who is retiring by rotation and being eligible, offers himself for re-appointment.
3. **Ordinary Resolution** Under Section 139 of the Companies Act, 2013 for ratification of Appointment of M/s V.K Beswal & Associates, Chartered Accountant as a statutory auditor of the Company and fixing their remuneration.

Special Business

4. **Ordinary Resolution** for ratification of remuneration paid to M/s Shanker Chaudhary, Cost Accountants as Cost Auditors of the Company by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2015-16 and remuneration of Rs. 125000/- p.a plus service taxes.
5. **Ordinary Resolution** for Appointment of Shrutit Saraf as Independent Director of the Company for a period of 5 years

Signed this _____ day of _____ 2016

Signature of the Shareholders _____

Signature of Proxy _____



Note:

- (i) 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.
- (ii) For the resolutions, explanatory statements and notes, please refer to the notice of 40th Annual General Meeting.
- (iii) It is Optional to put '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 resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate
- (iv) Please complete all details including details of member(s) in the above box before submission

SUNIL INDUSTRIES LIMITED

ASSENT/DISSENT FORM FOR VOTING ON AGM RESOLUTIONS

SUNIL INDUSTRIES LIMITED

Regd Office: D-8, MIDC, PHASE II, MANPADA ROAD, DOMBIVLI (E), DIST. THANE

Fortieth Annual General Meeting – 28th September, 2016

- Name(s) & Registered Address :
Of the sole / first named Member
- Name(s) of the Joint-Holder(s) :
If any
- i) Registered Folio No. :
ii) DP ID No & Client ID No.
[Applicable to Members Holding
shares in dematerialized Form]
- Number of Shares(s) held :
- I / W hereby exercise my/our vote in respect of the following resolutions to be passed for the business stated in the Notice of the Annual general Meeting dated **13th August, 2016**, by conveying my/ our assent or dissent to the resolutions by placing tick (") mark in the appropriate box below:

Sr. No	Resolutions	Optional **	
		For	Against
Ordinary Business			
1	Ordinary Resolution for adoption of Audited Financial Statements for the year ended 31 st March, 2016.		
2	Ordinary Resolution for re-appointment of Mr. Pradeep Roongta, Whole Time Director (holding Din No : 00130283 who is retiring by rotation and being eligible offers himself for re-appointment		
3	Ordinary Resolution for ratification of appointment of M/s V. K Beswal & Associates, Chartered Accountant as a statutory auditor of the Company and fixing their remuneration.		
Special Business			
4	Ordinary Resolution for ratification of remuneration paid to M/s Shanker Chaudhary, Cost Accountants as Cost Auditors of the Company by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2015-16 and remuneration of Rs. 125000/- p.a plus service taxes.		
5	Ordinary Resolution for Appointment of Mrs. Shruti Saraf as Independent Director of the Company for a period of Five years from 27 th May, 2016 , 2015 to 26 th May, 2021.		

Place:

Date:

Signature of the Member
Or
Authorized Representative

- Notes: i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
ii) Last date for receipt of Assent/ Dissent Form: **27th September 2016 (5.00 pm)**
iii) Please read the instructions printed overleaf carefully before exercising your vote.

General Instructions

- Shareholders have option to vote either through e-voting i.e. electronic means or to convey assent/dissent. If a shareholder has opted for physical Assent/Dissent Form, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through physical assent/dissent form and e-voting, then vote cast through physical assent/dissent shall be considered, subject to the assent/dissent form being found to be valid and vote cast through e-voting shall be treated as invalid.
- The notice of Annual General Meeting is dispatch/ e-mailed to the members whose names appear on the Register of Members as on **26th August, 2016**.
- Voting through physical assent/ dissent form cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization, as stated below.

Instructions for voting physically on Assent / Dissent Form

- A member desiring to exercise vote by Assent/ Dissent should complete this Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, at their cost to reach the Scrutinizer at the registered office of the Company on or before the close of working hours i.e **5.00 pm on 27th September, 2016** .All Forms received after this date will be strictly treated as if the reply from such Member has not been received.
- This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
- In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.) the completed Assent/ Dissent Form should be accompanied by a certified copy of the relevant Board Resolution/ appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
- The consent must be accorded by recording the assent in the column "FOR" or dissent in the column "AGAINST" by placing a tick mark (") in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
- Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
- There will be one Assent/ Dissent Form for every folio / Client id irrespective of the number of joint holders.
- A member may request for a duplicate Assent/ Dissent Form, if so required and the same duly completed should reach the Scrutinizer not later than the specified under instruction No.1 above.
- Members are requested not to send any other paper along with the Assent / Dissent Form. They are also requested not to write anything in the Assent/ Dissent form except giving their assent or dissent and putting their signature. If any such other paper is sent the same will be destroyed by the Scrutinizer.
- The Scrutinizers decision on the validity of the Assent/ Dissent Form will be final and binding.
- Incomplete, unsigned or incorrectly ticked Assent/ Dissent Forms will be rejected.

If undelivered, please return to

SUNIL INDUSTRIES LIMITED

CIN No: L99999MH1976PLC019331

Reg Office:

D 8 MIDC Phase II Manpada Road
Dombivli (East), Thane, Maharashtra-421203

Web: www.sunilgroup.com, Tel:0251-2870749