



**SIL/CHD/BSE/2017/
6th October, 2017**

The Manager,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai-400001

Sub: Submission of Annual Report as per Regulation 34 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

This is to inform to your good office that the 26th Annual General Meeting of the Company was held on Friday, September 29, 2017 at 10:00 A.M. at Chandigarh Club Limited, Sector-1, Chandigarh. The requisite quorum was present.

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual Report of the Company for Financial Year 2016-17 is enclosed.

Kindly take the same on your record.

Thanking You,
Yours faithfully,

For **Stylam Industries Limited**


Mohinder Singh
Company Secretary

Stylam Industries Limited

Regd. Office: SCO 14, Sector 7 C, Madhya Marg, Chandigarh (INDIA)-160 019

T: +91-172-5021555/5021666 **F:** +91-172-5021495 **W:** www.stylam.com **CIN:** L20211CH1991PLCO11732
(Govt. of India recognised Star Export House)

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Introducing Stylam

Stylam Industries Ltd (“Company”) is engaged into manufacturing of High Pressure Laminates (Building Material) for furniture, exterior cladding, floor boards and interior furnishings. The Company provides wide range of world class laminates in more than 1200 designs, textures, colours and finishes. Stylam was incorporated in India in the year 1991 as a Private Limited Company with the name of Golden Laminates Ltd and listed on BSE in 1995; subsequently, it changed its name to Stylam Industries Ltd in 2010.

Expanding our product offerings:

The Company has always focused on product innovations and in this year has added-up Cubicles to its product base; with this the Company has become the first Indian Manufacturer to offer panels with size dimensions of 1860 x 4320 mm. The Company was also the first to introduce Exterior Cladding in India in 2013.

Manufacturing Capacities

The Company’s manufacturing facilities are located in Panchkula, Haryana, India.

Caution regarding Forward-Looking Statements

This Annual Report contains forward-looking statements, which may be identified by their use of words like ‘plans’, ‘expects’, ‘will’, ‘anticipates’, ‘believes’, ‘intends’, ‘projects’, ‘estimates’, or other words of similar meaning. All statements that address expectations or projections about the future, including but not limited to statements about the Company’s strategy for growth, product development, market position, expenditures and financial results, are forward looking statements.

Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company’s actual results, performances or achievements could thus differ materially from those projected in any such forward-looking statements.

FINANCIAL PERFORMANCE

10 YEARS RECORD

Rs. in crore

Statement of Profit & Loss Account	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	2015-16	2016-17
Net Sales	45.72	54.69	63.99	83.15	104.17	140.21	184.92	213.80	249.41	294.71
Other Income	0.34	0.37	0.72	3.86	0.39	1.21	1.98	0.65	0.64	0.74
Depreciation & Amortization	1.98	1.34	1.39	1.60	2.82	3.07	3.26	4.20	4.65	5.51
Interest	1.34	1.31	1.26	1.41	3.55	4.66	9.21	4.92	6.46	9.92
Profit Before Tax	1.66	2.45	4.37	5.32	4.19	6.16	9.99	13.90	19.68	28.40
Net Profit	0.82	1.58	3.00	3.76	2.82	4.07	6.82	9.39	12.15	18.35
Earnings Per Share of Rs.10/- each	1.13	2.16	4.10	5.13	3.85	5.56	9.33	12.84	16.60	25.08

Rs. in crore

Balance Sheet	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	2015-16	2016-17
Net Fixed Assets	10.05	12.96	15.11	26.20	33.81	49.12	71.06	79.38	112.34	182.63
Investment	0.02	0.02	0.15	-	-	-	-	-	-	-
Non Current Assets	-	-	-	-	3.40	3.38	-	-	-	-
Current Assets	23.45	17.76	27.83	41.46	45.78	60.96	60.21	70.06	98.76	114.18
Total Assets	33.52	30.74	43.09	67.66	82.99	113.46	131.27	149.44	211.10	296.81
Loans	11.69	9.18	15.64	32.91	44.43	66.21	73.29	81.73	116.78	183.80
Liabilities	6.05	3.43	7.53	12.89	13.50	18.21	21.83	22.05	36.11	36.41
Net –Worth	14.90	17.25	19.28	20.76	23.74	27.84	34.66	44.05	56.20	74.54
Deferred Tax Liability	0.88	0.88	0.64	1.10	1.32	1.20	1.49	1.61	2.01	2.06
Total Liabilities	33.52	30.74	43.09	67.66	82.99	113.46	131.27	149.44	211.10	296.81

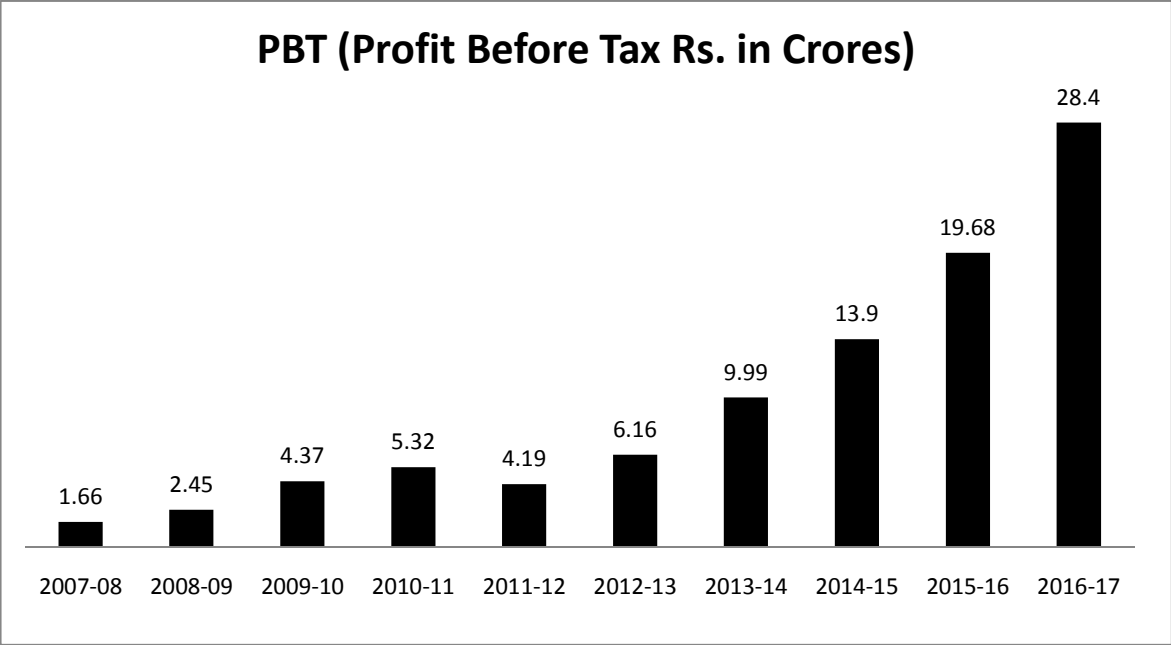
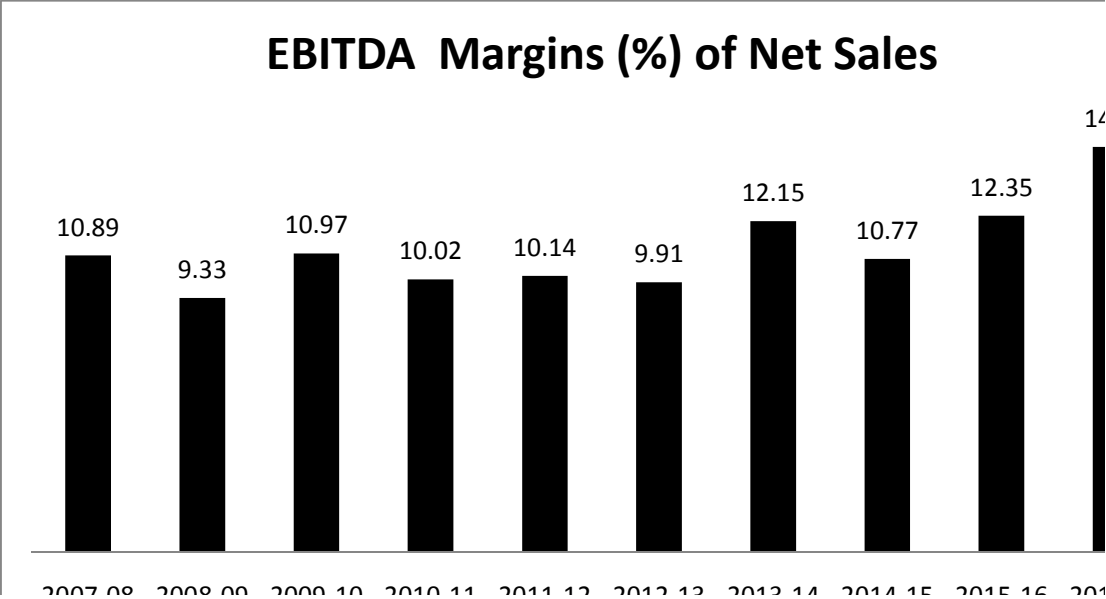
Key Ratios	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	2015-16	2016-17
EBITDA Margins (%) of Net Sales	10.89	9.33	10.97	10.02	10.14	9.91	12.15	10.77	12.35	14.87
Fixed asset Turnover (No. of Turnover)	4.55	4.22	4.23	3.17	3.08	2.85	2.6	2.69	2.22*	1.61*
PAT/ Net Sales (%)	1.79	2.89	4.69	4.52	2.71	2.9	3.69	4.39	4.87	6.23
Interest Coverage Ratio (EBDIT/Intt)	3.72	3.89	5.57	5.91	2.97	2.98	2.44	4.68	4.77	4.42
ROE (Net Income/Share Holder's Equity)	11.2	21.58	40.98	51.37	38.52	55.6	93.17	128.28	165.98	250.68
ROCE (%) EBDIT/Total Assets	14.86	16.59	16.29	12.31	12.72	12.24	17.11	15.4	14.59	14.77

* FA includes CWIP for expansion of capacity which will be operation from second half of financial year 2017-18

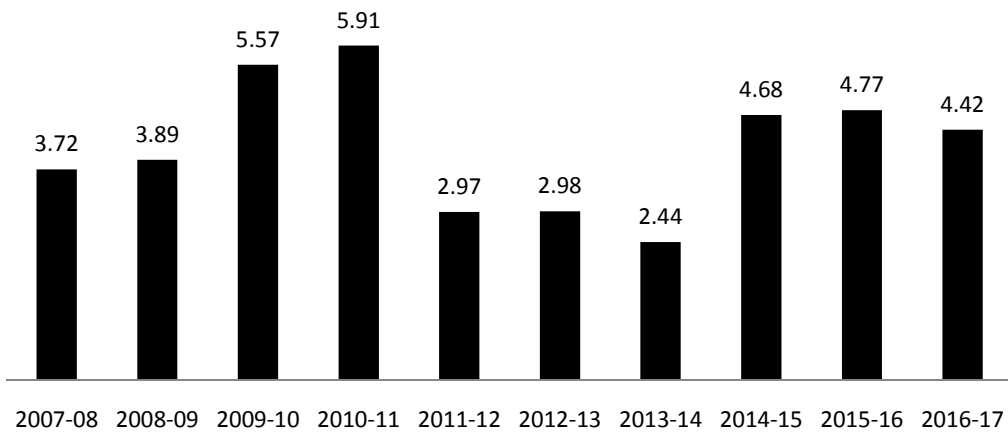
** Inclusive of loan taken for expansion of capacity, the production will commence from second half of financial year 2017-18

*** Interest coverage has increased for TL availed towards expansion projects.

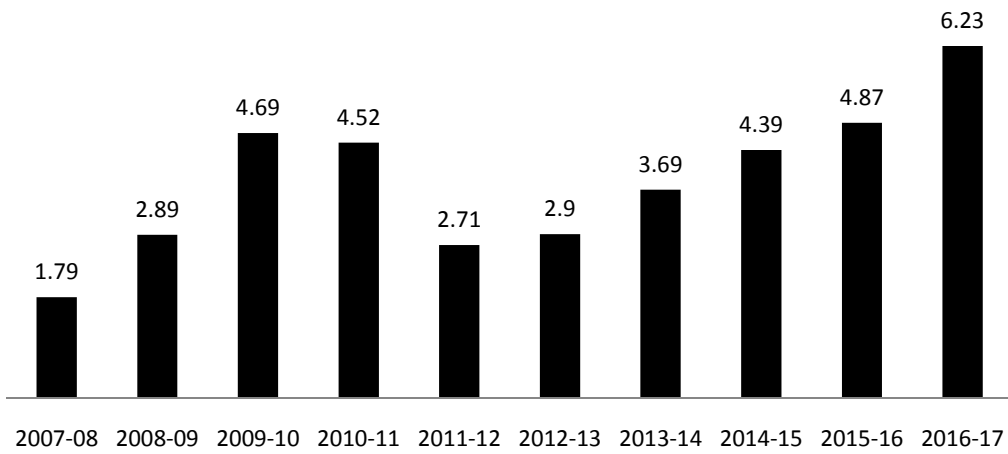
Performance Indicators:

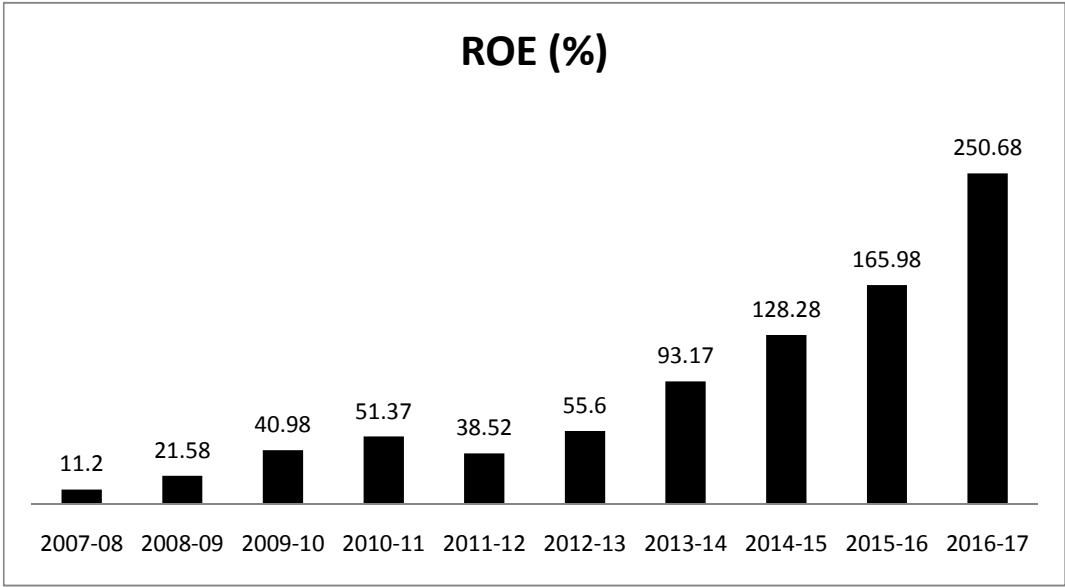
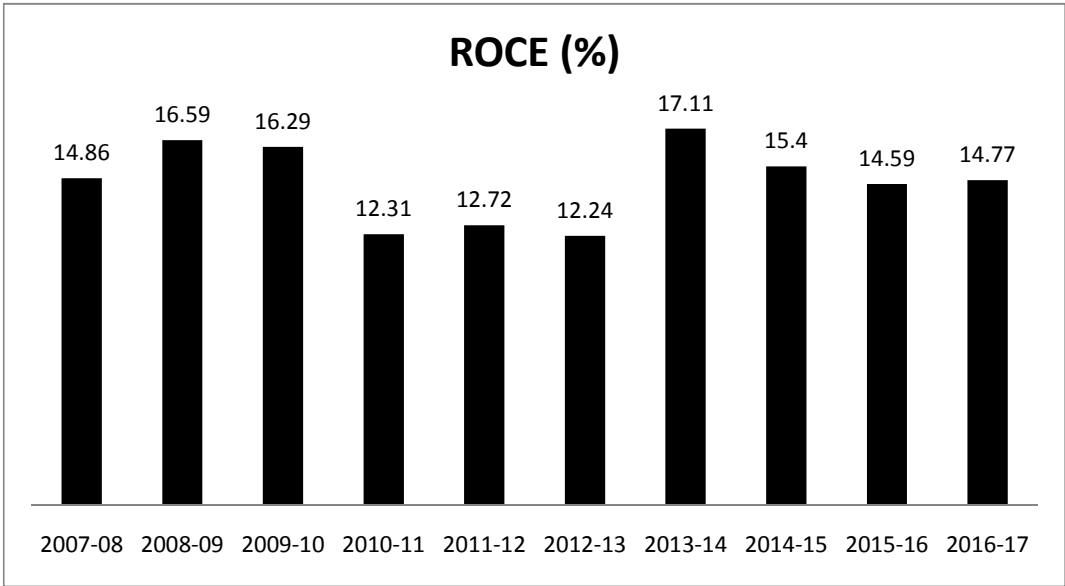


Interest Coverage Ratio (times)



PAT/ Net Sales (%)





MANAGING DIRECTOR'S STATEMENT

Dear Shareholders,

It gives me great pleasure to share with you an update on the overall performance of the Company.

I truly believe that a Company's long term success is attributable towards its focused vision and execution by staying true to its core values.

The year gone by was marked by tumultuous changes and challenging business environment on several fronts. It was yet another difficult year for the global economy, characterized by low growth and geopolitical uncertainties.

The decelerating growth in China kept everyone guessing about the future. Developments in the US relating to interest rates, dollar movement across currencies and of course, the Presidential elections of the United States of America had varied effects on global economy and business sentiments. Escalation of tensions in the Middle East and Brexit also added to regional uncertainties affecting capital flows and demand patterns across developing countries like India. Growth in the emerging economies maintained a muted momentum.

Amidst a subdued global backdrop, India continued its robust performance driven by strong domestic demand. There has been a positive momentum across the key growth sectors of the Indian economy combined with moderate inflation, lower oil prices and reduced fiscal deficit. Demonetization did have a temporary slowdown and dented in growth sentiments, but India has managed to sharply recover from that shock. With the recent GST implementation, a complete increased transparency in the taxation system can be expected leading to a better business environment.

Challenges

A key concern for the country is the health of the banking system, which continues to battle with rising bad loans and heightened corporate vulnerabilities in certain key sectors of the economy. Besides, the firming up of crude oil prices in the end of 2016 at about US\$ 55/barrel against about US\$ 45/barrel an year earlier, reduced commodity exports and almost stagnant non commodity exports in 2016-17 may result in an increase in trade and current account deficits.

Overall Business Performance

As a Snapshot of your Company's performance last year,

- Net Sales grew by 18%.
- EBITDA margin expanded by 18 bps.
- Profit before tax (PBT) grew by 44% to Rs.28.40 crore.
- Profit after tax (PAT) grew by 50% to Rs.18.34 crore.
- The strong track record of cash generation was sustained.

- For its expansion projects, Company had raised loans from banks which resulted in an increased debt/equity was at level of 2.46:1. To improve the debt/equity position, the Company has planned to raise fresh equity under Preferential Allotment later in the month of March 2017. Accordingly,
- The Company has raised Rs.51.08 crores by issuing 850,000 No. of Equity shares of Face Value of Rs.10/- each at premium of Rs.591/- per share in the month of May 2017.

Forward Looking Statement

The future for the industry looks bright because:

The demand for laminates has increased from its end-use applications such as cabinets, ready-to-assemble furniture and flooring. The future of the laminates industry looks bright on account of end-use applications such as cabinets, ready-to-assemble furniture and flooring. The Laminates industry will also get benefits from continuous improvements in textures and printing techniques.

Global Market

The Global Market of Decorative Laminates is growing rapidly due to its easy installation nature, flexibility and durability a stand for long period of time are some of the factors driving the market of decorative laminates. Apart from this, a shifting towards better lifestyle and increasing interest in home interior and remodeling are some of the other factors which drive the demand for the market.

The market size is estimated to surpass 12 billion square meters by 2023, growing at more than 5.5% CAGR from 2016 to 2023 and is estimated to reach USD 7.97 billion by 2021. The Asia Pacific decorative laminates market size was the largest, and accounted for over 46% of the global revenue in 2015. Rapid industrialization and increasing trend for customized and attractive interior in homes and offices is anticipated to fuel the North American decorative laminates demand. Middle East & Africa (MEA) is likely to be an attractive region owing to expansion in hotels and real estate industry in South Africa and UAE.

Domestic Market

India's economic growth is expected to improve in 2017-18. This optimism is based on two critical realities. The adoption of the Goods and Service Tax (GST) promises to create a single national market which will enhance efficiency of the movement of goods and services. This critical fiscal policy could make an important contribution to raise India's medium-term GDP growth to over 8% (Source: IMF).

Emerging as future ready

The laminate market can be segmented on the basis of distribution channels where the unorganized market accounts for the a major share. However, with changing consumer preferences, the market has seen a shift towards the organized segment due to increased demand for good quality and branded products. The share of organized players in the industry is expected is to rise further in the coming years to come. This shift is taking place primarily due to urbanization and more increased disposable income. In addition, the implementation of Goods and services Tax (GST) in the near future will is also likely to provide an impetus to the industry.

Going Forward - Our Strategy

The Company strategy will be plans to consolidate all 'business verticals related with Building Material' under Stylam and to promote Stylam brand.

On Business front your Company anticipates many developments in the economic and business environment, some of which are local phenomena and some triggered by global trends. The Indian Economy is on the threshold of the next phase of growth through government sponsored "Make-In-India" programmers and other investment-led strategies.

IT/ BPO Project

The Company, going through the economies of the IT/BPO sector, had planned to diversify into IT/BPO Sector in the year 2012-13 and purchased land of 5520 sq mtr in Panchkula Technology Park in Haryana (India), the conceptual design of the building, named as 'Stylam Tower' was designed by well-known architect RSP Designs. The eight storey building with two basements having built-up areas of 20697.200 sq. mtrs is fully complete. All the basic amenities are provided in the tower.

However, with the expansion in the laminate business and the strategy going forward to concentrate on its core business related with 'Building Materials', the Company endeavors to sell-off the tower.

In Conclusion

All things considered, I believe your Company has delivered another year of record operational and financial performance despite the odds. The bar is now set high but I am confident that with the growth strategies and plans in place and ably supported by a determined and passionate team, your Company will continue to excel in the coming years. I thank you all for the confidence you have reposed in the Company. I would like to acknowledge the valuable support and contribution of our extended family of customers, dealers, suppliers, financial institutions and partners.

Best Regards,
Jagdish Gupta
(DIN: 00115113)

MANAGEMENT DISCUSSION AND ANYALYSIS

Economy - India

India's economic growth in 2016-17 didn't seem as wasn't encouraging. The Central Statistical Organization of the Government of India has estimated India's real GDP growth for FY2017 at 7.1%. While it is better than all developed countries and most emerging markets including China. However, it is not as good as the 7.9% GDP growth achieved in FY2016. Qualitatively, the results were similar when measured in terms of gross value added (GVA) at constant prices. Real GVA growth for FY2017 is estimated at 6.7% versus 7.8% in FY2016. There are three main reasons for this deceleration of growth.

The first is insufficient investments which translate to additional income and employment. Gross fixed capital formation (GFCF) for FY2017 as a share of GDP has steadily fallen: from 31.7% in FY2015 to 31.1% in FY2016 to a low of 29.2% for FY2017.

The second has to do with the substantial overhang of non-performing loans across the banking system, especially the public sector banks. This has significantly reduced the banks' appetite for making large term loans, without which there can be no investment-led growth.

The third reason is related to the temporary effects of demonetising of Rs.500 and Rs. 1,000 notes, which came into effect on 8 November 2016. Although the third quarter estimates (for October-December 2016) show no appreciable dip in either real GDP or GVA, there is no doubt that removing over 86% of the value of currency in circulation and substituting it with a slower injection of new notes created demand and cash constraints throughout the economy. It remains to be seen what the overall effect of this will be on growth for the second half of FY2017.

For FY 2017-18, growth is estimated to pick up to 7.4% levels. There is an expectation of stable to slightly positive inflationary pressures due to pick-up in economy as well as impact of seventh pay commission. It is widely expected that GST implementation in FY 2017-18 would auger well for economic growth. Economists estimate potential long term GDP growth impact at 2-4 percentage points attributable to GST.

There is a gradual revival being seen in the construction sector. While investments are still subdued due to excess capacity across sectors, it is expected that a prolonged period of controlled inflation, a stable government policy and steadily improving per-capita income would improve consumption and lead to a more sustained growth in the range of 7.0-8.5%.

Economy- Global

The International Monetary Fund projects the World growth to rise from 3.1% in 2016 to 3.5% in 2017 and further to 3.6% in 2018 as the long awaited cyclical recovery in manufacturing and trade is currently underway with support from buoyant financial markets worldwide. It expects growth to be broad based across the globe with developed economies expected to grow at 2.0% in 2017 (1.7% in 2016) and emerging & developing economies at 4.5% in 2017 (4.1% in 2016).

Among developed economies, United States of America is expected to grow at 2.3% in 2017 (1.6% in 2016), Euro zone is expected to retain 1.7% growth (same as 2016) and Japan at 1.2% in 2017 (1.0% in 2016). Amongst developing and emerging economies, China is expected to grow at 6.6% in 2017 and 6.2% in 2018 (6.7% in 2016), while Middle East (including North Africa and others) and sub-saharan Africa are expected to see a slower growth at 2.6% in 2017 (3.9% in 2016).

While the growth is expected to be broad-based, factors differ. For the US it is assumed expected to be an expansionary fiscal policy and real demand picking up, for Europe it is the largely improving domestic demand and cyclical recovery post downturn; for Japan it is stronger exports and for oil exporters of Middle East the factors are mainly growth in non-oil sectors which are not able to fully compensate for fall in growth due to oil exports. Brazil and Russia both are also expected to come out of recession.

Amidst this picture, it would be prudent to watch out for headwinds like increasingly inward looking policies across various economies, rate hikes in US and other economies and geopolitical risks. Nonetheless at the current juncture, the economic environment is largely pro-growth.

Laminate Industry

The market is mainly driven by increasing demand from housing market. The demand has increased due to growing significance of new construction industry. Plywood and laminates have become an indispensable part of big and evolving markets like real-estate market, furniture market, modular kitchen market as well as the flooring market. The increased demand in these markets triggers the demand in the plywood and laminates market. Apart from this, increasing urban population, rising per capita income and a gradual shift towards organized sector is also expected to provide a boost to laminate usage.

Risk Factors

Risk	Nature of Risk	Risk Mitigation Strategies
Industry Risk	More than 70% of revenues are derived from the Exports, majority being Europe. Hence, any economic crisis that hits the developed economies is sure to have a significant impact on the Company's bottom line.	<p>Diverse market presence, which helps the Company to focus on different customers and geographies.</p> <p>Positive growth drivers</p> <p>Expert forecast on High demand from domestic market after government's focus on low cost housing and shift in consumer preference from un-organized to organized sector</p>
Input Price volatility Risk	There is a major threat with regards to the volatility in the price of raw material costs particularly chemicals	<p>The Company constantly strived to keep its production costs under control, by enhancing its productivity.</p> <p>The Company has not entered into long term contracts with customer and if the increase is for the Laminate industry, the effect of the increase can be passed on to the customer</p>
Currency Risk	With significant exports and foreign currency liabilities, the Company is always exposed to global currency fluctuations.	Company has followed a consistent policy of taking simple forwards on a rolling basis to protect its export realization. At any given point of time, exports are higher than its foreign currency borrowings, thereby giving it a natural hedge.
Interest Rate Risk	The Company uses borrowings to fund its expansion and hence, has an incremental exposure to interest rate risk.	<p>Company's efficient financial planning, includes increasing equity with growing debt-levels, has ensured a healthy debt-equity ratio.</p> <p>The expansion projects are funded by mix of loan portfolio and internal cash accruals.</p> <p>Company's focuses on working capital management to reduce interest cost.</p>

Management Committee

Board of Directors

Mr. Jagdish Gupta

Managing Director

Mr. Satish Gupta

Whole Time Director

Mr. Manav Gupta

Whole time Director

Ms. Usha Gupta

Director

Mr. Manit Gupta

Whole time Director

Mr. Mahavir Singh

Independent Director

Mr. Satpal Garg

Independent Director

Mr. Ravinder Krishan

Independent Director

Ms. Sonia Aggarwal

Independent Director

Statutory Auditors

M/s Sunil K Sood & Co.
Chartered Accountants,
#143, Sector-7, Panchkula-134109

Cost Auditor

C.L.Bansal & Associates,
CAM Plaza, SCO-7,
Chaura Bazar, Zirakpur- 140603

Secretarial Auditor

Sanjiv Kumar Goel,
SCO 154-155, 1st Floor,
Sector-17-C, Chandigarh- 160017

Stock Code

Bombay Stock Exchange Limited - 526951
ISIN Detail - INE239C01012

Company Secretary

CS. Mohinder Singh

Audit Committee

Mr. Satpal Garg
Mr. Jagdish Gupta
Mr. Ravinder Krishan

Shareholders' Grievance Committee

Mr. Ravinder Krishan
Mr. Satpal Garg
Mr. Jagdish Gupta

Nomination and Remuneration Committee

Mr. Satpal Garg
Mr. Ravinder Krishan
Mr. Jagdish Gupta

Share Transfer Committee

Mr. Ravinder Krishan
Mr. Satpal Garg
Mr. Jagdish Gupta

Corporate Social Responsibility Committee

Mr. Satpal Garg
Mr. Jagdish Gupta
Mr. Manit Gupta

Banker

State Bank of Patiala
HDFC Bank Ltd.

Registrar and Share Transfer Agent

Link Intime India Private Limited
44, Community Centre,
2nd Floor, Naraina Industrial Area
Phase – I, Near PVR Naraina,
New Delhi – 110 028
Tel -011- 41410592-93-94
Email: delhi@linkintime.co.in

Registered Office

SCO 14, Sector 7- C, Madhya Marg,
Chandigarh -160019 (INDIA)
Tel - + 91-172-5021555, 5021666
Website: www.stylam.com

NOTICE OF 26th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 26th Annual General Meeting of Stylam Industries Limited will be held on Friday 29th Day of September, 2017 at Chandigarh Club Limited, Sector-1, Chandigarh at 10:00 a.m. to transact the following Business:

Ordinary Business

1. To receive, consider, approve and adopt the Audited Statement of Profit & Loss for the financial year ended on 31st March, 2017 and Balance Sheet as at that date together with Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Jagdish Gupta (DIN- 00115113) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Statutory Auditors of the Company and fix their remuneration.

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and The Companies (Audit and Auditors) Rules, 2014, as amended from time to time, Messer Mittal Goel & Associates, Chartered Accountants (Firm Registration No. 017577N), be and is hereby appointed as Auditors of the Company in place of the retiring auditors Messrs Sunil Sood & Co, Chartered Accountants (Firm Registration No 7564), to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of the Thirty First (31st) AGM to be held in 2022 (subject to ratification of their appointment at every AGM, if so required under the Act), at such remuneration including applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

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 the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the Company hereby ratifies the remuneration of Fifty Thousand plus applicable taxes and out-of-pocket expenses incurred in connection with the audit, payable to M/s. C.L. Bansal & Associates, Cost Accountants (Firm Registration No. 101042), who are appointed as Cost Auditors of the Company to conduct Cost Audits of the Company for the financial year ending 31st March, 2018.

RESOLVED FURTHER THAT the Board 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, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 197, 198, 203 read with Schedule V
Annual Report 2016-17/15

and all other applicable provisions, if any, of the Companies Act, 2013, the monthly remuneration of Sh. Jagdish Gupta, Managing Director is proposed to be increased from Rs. 5,75,000/- p.m. to Rs 7,00,000/- p.m with effect from 1st October,2017 and that the use of Company's car and telephone at residence used by him for official duties, shall not be included in the remuneration package.

6. To consider and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, the monthly remuneration of Sh. Satish Gupta, Whole Time Director is proposed to be increased from Rs.5,75,000/- p.m. to Rs 7,00,000/- p.m with effect from 1st October,2017 and that the use of Company's car and telephone at residence used by him for official duties, shall not be included in the remuneration package.

7. To consider and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, the monthly remuneration of Sh. Manav Gupta, Whole Time Director & CFO is proposed to be increased from Rs. 1,50,000/- p.m. to Rs 2,00,000/- p.m with effect from 1st October,2017 and that the use of Company's car used by him for official duties, shall not be included in the remuneration package.

8. To consider and if thought fit to pass the following Resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 5, 14 and other applicable provisions, if any, of Companies Act, 2013, read with the applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association, be and are hereby approved, adopted and substituted in the place of existing Articles of Association of the Company.

"FURTHER RESOLVED THAT Board of Directors of the Company be and is hereby authorized on to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By Order of the Board,

Sd/-
Jagdish Gupta
Managing Director
(DIN : 00115113)

Place: Chandigarh
Date: 11th August, 2017

NOTES:

- 1. A Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of him-self and a proxy need not be a member of the Company. 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. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.**
2. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of special business as set out above is annexed to this Notice and forms part of the same.
3. Members holding shares in physical form are requested to notify their change of address, if any, to the Company /Registrar and Share Transfer Agent (RTA). The shareholders may contact for matters relating to dematerialization of shares to RTA directly.
4. In case, shares are held in electronic form, the change of address, if any, may have to be communicated to their respective depositories viz, NSDL and CSDL.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.
Members holding shares in physical form may submit their PAN to the Company or to the Registrar and Share Transfer Agent
6. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically. Further, in case of any change in the e-mail address registered with the Company, a fresh e-mail id may kindly be sent to the Company. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) only. Members of the Company who have registered their e-mail address are also entitled to receive such communication in physical form, upon request.
7. The Notice of AGM, Annual Report inter alia, indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form are being sent in electronic mode to Members whose e-mail address are available with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report inter alia, indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form are being sent to those Members whose e-mail address are not available with the Company or Depository Participant(s).
8. Members, Proxies and Authorised Representatives are requested to bring their Attendance Slips together with their copies of the Annual Reports to the Meeting, if sent in physical form. Copies of the Annual Report will not be provided at the AGM venue.

9. Notice of the Annual General Meeting will be sent to those shareholders/ beneficial owners received from M/s Link Intime India Pvt. Ltd. (RTA) of the Company as on 25th August, 2017.
10. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 23rd September, 2017 to Friday, 29th September, 2017 (Both days inclusive).
11. Members desirous of obtaining any relevant information with regard to the accounts of the Company at the Meeting are requested to send their requests to the Company at least 7 (seven) days before the date of the Meeting, so as to enable the Company to keep the information ready.
12. **Process and manner for members opting for e-voting are as under:**

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Members are provided with the facility to cast their vote electronically through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice.

Instructions for Members for voting electronically are as under:-

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select "Stylam Industries Limited" from the drop down menu and click on "SUBMIT."
- (iv) Now enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID).
Members holding shares in physical form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used
- (vi) For Shareholders holding shares in physical form and first time users holding shares in electronic form, the steps given below are to be followed:

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/DP are requested to use the first two letters of their name in CAPITAL followed by the last 8 digits of their demat account number/Folio No., as the case may be, in the PAN field. ● In case the Folio No. is less than 8 digits enter the applicable number of 0s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar and Folio No. is 1 then enter RA00000001 in the PAN field.
Date of Birth or Date of Incorporation	Enter the Date of Birth as recorded in your demat account or in the Company's records for the said demat account in dd/mm/yyyy format or enter Folio No.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) For Members holding shares in physical form, the login details can be used only for e-voting on the resolutions contained in this Notice. On logging in, Members holding shares in physical form will be directed to the Company selection screen.
- (ix) 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 electronic holders for voting on resolutions of other companies, as well, 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.
- (x) Click on the EVSN for Stylam Industries Limited.
- (xi) On the voting page, you will see Resolution Description and against the same the option “YES/NO” for voting. Select the option YES or NO, as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “Resolutions File” Link if you wish to view the entire Notice.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the voting done by you.
- (xvi) If an electronic account holder has forgotten the set password, then he has a ‘Forgot password’ option to reset the password.
- (xvii) Note for Institutional Shareholders:
 - Institutional shareholders (i.e. other than Individuals, HUFs, NRIs etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, they have to create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- (xviii) 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.

Other Instructions:

- (i) The e-voting period commences on 26th September, 2017 (10.00 a.m IST) and ends on 28th September, 2017 (5.00 p.m IST). During this period, Members of the Company, holding shares either in physical form or in electronic form, as on 22nd September, 2017, may cast their vote

electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast and confirmed by the Member, he shall not be allowed to change it subsequently.

(ii) The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 25th August 2017.

(iii) Mr. Sanjiv Kumar Goel, Practicing Company Secretary (Membership No 2107), has been appointed as the Scrutinizer to conduct the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.

(iv) The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and submit a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.

(v) Members who do not have access to e-voting facility may return the duly completed Ballot Form, so as to reach the Scrutinizer at the Registered Office of the Company not later than, 26th September 2017 (5.00 p.m. IST).

Members have the option to request for physical copy of the Ballot Form by sending an e-mail to cs@stylam.com by mentioning their Folio No./DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than Tuesday, 26th September, 2017 (5.00 p.m. IST).

Ballot Forms received after this date will be treated as invalid.

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both these modes, then voting done through e-voting shall prevail and the vote cast through Ballot shall be treated as invalid.

(vi) The results declared along-with the Scrutinizer's Report shall be placed on the Company's website www.stylam.com and on the website of CDSL www.evoting.cdsl.com within two days of the passing of the resolutions at the AGM of the Company on 01st October 2017 and communicated to BSE Limited, where the shares of the Company are listed.

EXPLANATORY STATEMENT REQUIRED UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No.3

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act.

Sunil Sood & Co, Chartered Accountants, Panchkula (ICAI Firm Registration No 7564) have been the Auditors of the Company and have completed a term of five years. As per the provisions of Section 139 of the Act, no listed Company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of three years from the date of commencement of the Act to comply with this requirement. In view of the above, Sunil Sood's term as auditors of the Company is up to the conclusion of the forthcoming Annual General Meeting ('AGM'). The Board of Directors has, based on the recommendation of the Audit Committee, at its meeting held on 11th August, 2017, proposed the appointment of Messrs Mittal Goel & Associates, Chartered Accountants (Firm Registration No. 017577N) as the Statutory Auditors of the Company for a period of 5 years, to hold office from the conclusion of this AGM till the conclusion of the Thirty First (31st) to be held in 2022 AGM of the Company to be held in 2022, subject to ratification of their appointment at every AGM, if required under the Act. Messrs Mittal Goel & Associates have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act. The Board commends the Ordinary Resolution set out at Item No.3 of the Notice for approval by the Members. None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution at Item No.3 of the Notice.

Item No.4

Pursuant to Section 148 of the Act, read with The Companies (Cost Records and Audit) Rules, 2014 ('the Rules'), as amended from time to time, the Company is required to have the audit of its cost records conducted by a cost accountant in practice. The Board of your Company has, on the recommendation of the Audit Committee, approved the appointment of M/s. C.L. Bansal & Associates, (Firm Registration No 101042) as the Cost Auditors of the Company for the year ending 31st March, 2018, at a remuneration of Rs. 50,000/- (Rupees Fifty thousand Only) plus applicable taxes.

In accordance with the provisions of Section 148 of the Act read with the Rules, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company.

The Board commends the remuneration of Rs. 50,000/- (Rupees Fifty thousand Only) plus applicable taxes to C.L. Bansal & Associates, as the Cost Auditors and the approval of the Shareholders is sought for the same by an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution at Item No.4 of the Notice.

Item No. 5 & 6

Shri Jagdish Gupta, Managing Director and Shri Satish Gupta, Whole Time Director are the promoter Directors of the Company. Due to their vision and guidance, the Company has made its existence world over and renowned for its quality industrial laminates under the brand name "STYLAM".

The Board has proposed to increase their monthly remuneration of Shri Jagdish Gupta, Managing Director and Shri Satish Gupta, Whole Time Director to be increased to Rs. 7,00,000/- p.m. each. The remuneration payable to them commensurate with responsibilities conferred on them.

The remuneration has been approved by Remuneration Committee as per Schedule V of the Companies Act, 2013.

The members are requested to grant their consent and pass the resolution as Ordinary Resolutions. Shri Jagdish Gupta, Shri Satish Gupta being the Directors of the Company are concerned or interested in the said resolution.

Item No.7

The Board has proposed to increase the monthly remuneration of Mr.Manav Gupta, Whole Time Director & CFO, of the Company, from Rs.1,50,000/- p.m. to Rs.2,00,000/- per month. The remuneration payable to him commensurate with responsibilities conferred on them.

The remuneration has been approved by Remuneration Committee as per Schedule V of the Companies Act, 2013.

Item No. 8

The existing Articles of Association are in line with the erstwhile Companies Act 1956, which are no longer in full conformity with the Companies Act, 2013 ("New Act"). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles. It is thus expedient to adopt the new set of Articles of Association in place of existing Articles of Association of the Company, to be consistent with the provisions of Section 5 of the Companies Act, 2013 including Rules made thereunder. Hence the Board of Directors proposed to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same. The Board of Directors recommends the Resolutions at Item No. 8 of the accompanying Notice for the approval of the Members of the Company as Special Resolution.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested, financially or otherwise in the said resolution

ANNEXURE

Information pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with regard to the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting
(Refer Item No 2 of the Notice)

Name of Director	Mr. Jagdish Gupta (DIN 00115113)
Date of Birth	01 st September 1956
Expertise in specific Functional areas	Marketing
Qualification	Graduate
No. of shares held in the Company	985450
Directorship held in other Public companies	NA
Position held in mandatory Committees of other Companies	NA
No. of Board Meetings	26

By Order of the Board,

Sd/-

Place: Chandigarh
Date: 11th August 2017

Jagdish Gupta
Managing Director
(DIN : 00115113)

DIRECTORS' REPORT

Your Directors are pleased to present the 26th Annual Report together with financial results for the year ended March 31, 2017.

FINANCIAL PERFORMANCE SUMMARY

Rs in crores

FINANCIAL RESULTS	2016-17	2015-16 #
Gross Sales	313.52	259.50
Net Sales	294.71	249.41
Other Income	0.74	0.64
Total Income	295.45	250.05
Operating Profit (PBDIT)*	43.83	30.79
Gross Profit (PBDT)*	33.91	24.33
Profit before Tax (PBT)*	28.40	19.68
Profit after Tax	18.34	12.15
Add: Balance brought forward from previous year	48.88	36.73
Balance carried to Balance sheet	67.22	48.88

* excluding exceptional items

Figures pertaining to FY 2015-16 have been re-grouped, wherever required, to make the figures comparative to FY 2016-17

Dividend

In view of the investment strategies of the Company, your directors do not recommend any dividend for the year under review.

Highlights of Performance

The global economy remains trapped in a prolonged period of slow economic growth and dwindling international trade growth.

The Organization of the Petroleum Exporting Countries (OPEC) has increase price by cutting down production.

However, FY 2016-17 has been a satisfactory year for the Company. The Company managed to implement its plans and execute better to post good financial results. The Company has recorded income of Rs.295.45 crore as against Rs. 250.05 crore in the previous year with a growth of 18%. Profit before exceptional items and tax has increase to Rs.28.40 crore from Rs. 19.68 crore during 2016-17, witnessing growth 44% on year to year basis.

Domestic

During the year, demonetization event caused severe anxiety and uncertainty in the industry particularly with the dealer fraternity. Still the Company has managed this and achieved growth in value of 30% over the previous year.

Exports

Despite a gloomy Global outlook, exports, (including incentives), registered a growth of around 13.50% in value over the previous year. Exports constitute more than 70% of total sales of the Company.

Share Capital

The paid up Equity Share Capital as on 31st March, 2017 was Rs. 7.32 crores divided into 73,61,200 Nos of equity shares of face value of Rs.10/- each.

- A) Issue of equity shares with differential rights
The Company did not issue equity shares with differential rights during the financial year 2016-17.
- B) Issue of sweat equity shares
The Company did not issue sweat equity shares during the financial year 2016-17.
- C) Issue of employee stock options
The Company did not issue stock options during the financial year 2016-17.
- D) Provision of money by Company for purchase of its own shares by employees or by trustees for the benefit of employees
The Company does not have a scheme for purchase of its own shares by employees or by trustees for the benefit of employees.

The Board of Director of the Company has by Resolution passed in its meeting held on 06th April 2017, given consent to raise fresh equity through preferential allotment by issue of 8,50,000 Nos of shares of Face value of Rs.10/-. Subsequent to year end Company has received overall consideration of Rs.51.08 crore from this issue.

Deposits

During the year under review, the Company did not accept any deposits from the public within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

Particulars of Loans, Guarantees or Investments

Pursuant to Section 186 of the Companies Act, 2013, Company has not directly or indirectly

- a) given any loan to any person or other body corporate other than usual advances envisaged in a contract of supply of materials if any,
- b) given any guarantee or provide security in connection with a loan to any other body corporate or person and
- c) acquired by way of subscription purchase or otherwise, the securities of any other body corporate, exceeding sixty percent, of its paid-up share capital, free reserve and securities premium account or one hundred percent of its free reserves and securities premium account whichever is more.

Material Changes and Commitments

There has been no material changes which have occurred subsequent to the close of the financial year of the Company to which the Balance Sheet relates and the date of the report, such as

- Settlement of tax liabilities;
- Operation of patent rights;
- Depression in market value of investments;
- Institution of cases by or against the Company;
- Destruction of any assets or disposal of a substantial part of undertaking;
- Changes in capital structure; and
- Material changes concerning purchase of raw material and sale of the product.

Auditors

Statutory Auditors and their Report

Sunil K Sood, Chartered Accountants, have been the Auditors of the Company. Their term as auditors is up to the conclusion of the forthcoming AGM. In accordance with the provisions of Section 139 of the Act, Messrs Mittal Goel & Associates, Chartered Accountants (Firm Registration No. 017577N) are proposed to be appointed as auditors for a period of 5 years commencing from the conclusion of this AGM till the conclusion of the 31st AGM of the Company to be held in 2022, subject to ratification of their appointment at every AGM, if so required under the Act. Messrs Mittal Goel & Associates, Chartered Accountants, have consented to their appointment as Statutory Auditors and have confirmed that their appointment, if made, will be in accordance with Section 139 read with Section 141 of the Act.

Cost Auditors

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 (as amended), the Company has appointed M/s C.L. Bansal & Associates, Cost Accountants, as the Cost Auditor of the Company for audit of the cost records maintained by the Company for the financial year 2017-18. A resolution regarding ratification of remuneration of Cost Auditor is being sought from the Members of the Company at ensuing Annual General Meeting.

Secretarial Auditors & their Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Sanjiv Goel & Co., Practicing Company Secretary, to undertake Secretarial Audit of the Company. The Secretarial Audit Report in Form MR-3 for the financial year ended March 31, 2017 is annexed herewith as "Annexure-I". The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

Fraud Reporting

During the year under review, no fraud was reported by the Auditors of the Company to the Audit Committee or the Board of directors.

Corporate Governance

Transparency is the cornerstone of the Company's philosophy and all requirements of Corporate Governance are adhered to both in letter and spirit.

All the Committees of the Board of Directors meets at regular intervals as required in terms of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. Your Board of Directors has taken all necessary steps to ensure compliance with all statutory and listing requirements. The Directors and key managerial personnel of your Company have complied with the approved 'Code of Ethics for Board of Directors and Senior Executives' of the Company.

The Report on Corporate Governance as required under the Listing Agreement forms part of and is annexed herewith marked as "Annexure – II" The Auditors' Certificate on compliance with Corporate Governance requirements is also attached to this Report.

Business Excellence and Quality Initiatives

The Company continues to be guided by the philosophy of business excellence to achieve sustainable growth. Customer-focused culture towards building long-term customers relationships is the key agenda of the Management.

The Company follows the principles of total quality management. The Company continues to be certified under ISO 9001: 2015 certifications for complete range of laminates manufactured.

Occupational, Health, Safety and Environment

Your Company has effectively deployed policies on Safety, Occupational Health & Environment at all locations. It continually focus on improving the effectiveness of system processes.

Corporate Social Responsibility

Corporate Social Responsibility (CSR) encompasses much more than social outreach programmes.

In accordance with the requirements of Section 135 of Companies Act, 2013, Company has constituted a Corporate Social Responsibility Committee.

The disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed hereto as “Annexure – III”

The Company has contributed Rs.0.15 crore towards various CSR activities during the year, the Company has increased/scaled up its CSR intervention in the areas prescribed in the Company’s CSR policy and there was an increase of more than 275% in the total CSR spending on year to year basis.

As a socially responsible Company, your Company is committed to increase its CSR impact and spend over the coming years, with its aim of playing a larger role in India’s sustainable development by embedding wider economic, social and environmental objectives. The Company has identified projects where contribution will be meaningful for the economic uplift of the society. Preference was given to allocate and spend higher amount on activities pertaining to local area and areas around the Company’s factories. However, being early years in implementation of CSR, the Company has faced practical problems as regards to co-ordination and consensus amongst the beneficiaries, local villagers, gram panchayats and other related agencies to carry out the identified projects.

As a result of these, there was a shortfall in the total CSR spent from its total obligations of at least 2% of the average net profits made during the three immediately preceding financial years.

The initiatives taken by the Company will certainly help in deploying larger funds across social sectors and achieve rapid scale in utilizing its full CSR budget in the coming financial years. The Company remains committed to the cause of CSR and will take necessary steps to fulfill its CSR obligations during the coming financial years. The Company is however committed to the cause of CSR and will take necessary steps to fulfill its CSR obligations during the coming financial years.

Internal Control

The Company has proper and adequate system of internal controls. The external audit firm has been appointed as internal auditors to conduct regular audits that are performed as per the annual Audit Plan. The Internal Audit team conducts its audits which are carried out at factory, branches and corporate offices with the objective to evaluate and continuously improve the effectiveness of internal controls and governance processes. Additional areas, if any, identified during the year are taken up as special assignments. The audit findings are reviewed by the Audit Committee of Directors and corrective action, as deemed necessary is taken. Company also has laid down procedures and authority levels with suitable checks and balances encompassing the entire operations of the Company.

Outlook on Opportunities, Threats

The Indian economy provides a large opportunity to the Company to market its differentiated products. Higher growth in select global economies could provide a boost to exports.

Brand Visibility

During the year under review, the Company has conducted various connect initiatives like Architects' meet, Distributors meet, Dealers meet, to drive brand visibility and demand generation. This year also the Company budgeted an amount on Branding activities, to attract new customers, to create bigger footprint to enable expansion into new markets.

Credit Rating

CARE has carried out a credit rating assessment of the Company for both short term and long term exposures in compliance with BASEL II norms implemented by RBI. The rating of the Company is retained as 'Triple B+' for long- term bank facilities at 'CARE BBB+' and assigned 'A Three' rating on the short term bank facilities at 'CARE A3'.

Insurance

The Company's properties, including building, plant, machineries etc and stocks are adequately insured against risks.

Vigil Mechanism/ Whistle Blower Policy

In accordance with the provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, every listed Company is required to have a Vigil Mechanism for the Directors and employees to report their genuine concerns and grievances. Your Company has a Whistle Blower Policy in place and the same is also available on Company's website.

Extract of the Annual Report

The extract of the Annual Return in Form No. MGT – 9 (Attached as "Annexure IV") forms part of the Board's report.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an Annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

Policy on Nomination and Remuneration

The contents of Nomination and Remuneration Policy of the Company prepared in accordance with the provisions of Section 178 of the Companies Act, 2013 and Clause 49 (IV) of the Listing Agreements are provided in the Corporate Governance Report.

Meetings

During the year under review four Board Meetings and four Audit Committee Meetings were convened and held, the details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

The details of constitution of the Board and its Committees are given in the Corporate Governance Report.

Compliance with Code of Ethics for Board of Conduct for Directors and Senior Management Personnel

All Directors and Senior Management Personnel have affirmed Compliance with the Code of Ethics for Board of Directors and Senior Executives. A Declaration to that effect is attached with the Corporate Governance Report.

Listing

The equity shares continue to be listed on BSE Limited (BSE). The Company has paid annual listing fee for the financial year 2017-18.

Particulars of Contracts or Arrangements with Related Parties

All related party transactions that were entered during the financial year were in the ordinary course of business and on an arm's length basis. There were no materially significant related party transactions entered into by the Company with Promoters, Directors, Key Managerial Personnel or other persons which may have a potential conflict with the interest of the Company.

All related party transactions are placed before the Audit Committee for approval. Prior omnibus approval is also obtained from the Audit Committee for the related party transactions which are of repetitive nature which can be foreseen and accordingly the required disclosures are made to the Audit Committee on quarterly basis in terms of the approval of the Committee.

The policy on materiality of related party transactions and also on dealing with related party transactions as approved by the Audit Committee and the Board of Directors is uploaded on the website of the Company.

Since all related party transactions entered into by the Company were in the ordinary course of business and were on an arm's length basis, Form AOC – 2 is not applicable to the Company

Detail of Significant and Material Orders Passed by Regulators or Courts of Tribunals Impacting the Going Concern Status and Company's Operation in Future

There are no significant material orders passed by the Regulators/Courts which would impact the Going Concern status of the Company and its future Operations.

Conservation of Energy and Technology Absorption and Foreign Exchange Earnings and Outgo

Information pursuant to Clause (m) of Sub-Section (3) of Section 134 of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as "Annexure V".

Human Resources

The Company recognizes that the purpose of Human Resources is to be a catalyst and change agent. Over the years, there has been a paradigm shift in the approach adopted by Employee Relations through different initiatives in various capacities. We drive sustainable growth and have been instrumental in bringing in thought leadership in building strong employee relations. The Company is focused on building a high performance culture with a growth mindset. Developing and strengthening capabilities for all employees remained Company's an ongoing priority. The Company maintains momentum on building speed and simplification in ways of working.

Particulars of Employees

The information required pursuant to Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is 'Not Applicable' as no employee is in receipt of remuneration in excess of the limits prescribed under this Section.

Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013

During the year under review, no case was filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013.

CEO and CFO Certification

Pursuant to Clause 49 of the Listing Agreement, the CEO and CFO certification is attached with the annual report. The Managing Director and CEO and the Chief Financial Officer also provide quarterly certification on financial results while placing the financial results before the Board in terms of Clause 41 of the Listing Agreement.

Director's Responsibility Statement

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- a. That in the preparation of the annual financial statements, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- c. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. That the Directors have prepared the annual accounts on a going concern basis; and
- e. That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively; and
- f. That systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

Acknowledgement

The Board place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment.

The Board also wishes to place on record its appreciation for the support and cooperation the Company has been receiving from its suppliers, redistribution stockiest, retailers, and others associated with the Company as its trading partners.

The Directors also take this opportunity to thank all Investors, Clients, Vendors, Banks, Government and Regulatory Authorities and Stock Exchanges, for their continued support.

On behalf of the Board,

Place: Chandigarh
Date: 11th August 2017

Jagdish Gupta
Managing Director
(DIN : 00115113)

Annual Report 2016-17/30

ANNEXURE - I
Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED – March 31, 2017

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,
Stylam Industries Limited
S.C.O. 14, Sector 7 C,
Chandigarh -160019

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Stylam Industries Limited** (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliance and expressing my opinion thereon.

Based on my verification of the Stylam Industries Limited's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2017 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:

1. I have examined the books, papers minute books, forms and returns filed and other records maintained by Stylam Industries Limited for the financial year ended on March 31, 2017 according to the provisions of

i) The companies Act, 2013 (the Act) and the rules made there under;

ii) The Securities Contracts (Regulations) Act, 1956 (SCRA) and the rules made there under;

iii) The Depositories Act, 1996 and the Regulations and Bye Laws framed there under;

iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, and 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 Requirement) Regulations, 2009 - Not applicable to the Company during the Audit Period

(d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - Not applicable to the Company during the Audit Period;

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 -Not applicable to the Company during the Audit Period;

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not applicable to the Company during the Audit Period;

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - Not applicable to the Company during the Audit Period);

2. I have relied on the representation made by the Company and its officers for systems and mechanism put in place by the Company for compliances under the applicable Act, Laws and Regulations to the Company.

3. I have also examined compliance with applicable clauses of the followings:

i) Secretarial Standards issued by The Institute of Company Secretaries of India, effective from July 01, 2015.

ii) The erstwhile Listing Agreement entered into by the Company with Bombay Stock Exchange Limited and

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 notified w.e.f. December 01, 2015.

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

I further report that:

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

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

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

I 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, suits, rules, regulations and guidelines.

Place: Chandigarh
Date: 28th June 2017

Sanjiv Kumar Goel
Practicing Company Secretary
Fellow Membership No. : 2107
CP NO. : 1248

ANNEXURE - II

Report on Corporate Governance – 2016-2017

Company's Philosophy

Corporate Governance is about commitment to values, pursuing excellence and maintaining transparency, accountability and ethical business standards. It relates to compliance of laws, regulations, procedures and adherence to such implicit rules and voluntary practices of the Board of Directors and the Management. The Corporate Governance structure specifies the distribution of rights and responsibilities among different participants in one corporation, such as the Board, Managers, Shareholders and other stake holders and spells out the rules and procedures for making decisions on corporate affairs. By doing this, it also provide the structure through which the Company Company objective "REACHING TOMORROW FIRST" is set and the means of attaining these objectives and the system of monitoring performance is institutionalized.

Board of Directors

In terms of the Company's Corporate Governance Policy, all statutory and other significant and material information are placed before the Board to enable it to discharge its responsibilities of strategic supervision of the Company and as trustees of stakeholders.

Composition

The Company's Board presently comprises of four (5) executive directors and four (4) independent directors.

The constitution of the Board is given below:

Name of Director	Promoter/ Executive / Non-Executive / Independent	No. of other Directorships in Public Limited Companies	Membership Other Board Committees
Jagdish Gupta	Promoter/ Executive	2	3
Satish Gupta	Promoter/ Executive	2	---
Mahavir Singh	Non-Executive/ Independent	6	3
Satpal Garg	Non-Executive/ Independent	---	---
Ravinder Krishan	Non-Executive/ Independent	---	3
Usha Gupta	Director		
Manav Gupta	Promoter/ Executive	---	---
Manit Gupta	Director	1	---
Sonia Aggarwal	Director(Independent Capacity)	---	---

Meetings and Attendance

During the financial year the Board of Directors met 26 (twenty six) times during the financial year, on the following dates:

04.04.2016	13.06.2016	30.07.2016	10.10.2016	14.02.2017
23.04.2016	27.06.2016	10.08.2016	10.11.2016	01.03.2017
27.04.2016	11.07.2016	16.08.2016	11.11.2016	
12.05.2016	13.07.2016	06.09.2016	22.12.2016	
18.05.2016	21.07.2016	14.09.2016	03.01.2017	
26.05.2016	27.07.2016	28.09.2016	11.02.2017	

The attendance at the Board Meetings and the last Annual General Meeting were as under:

Name of Directors	No. of Board Meetings		Annual General Meeting
	Held	Attended	
Jagdish Gupta	26	26	Yes
Satish Gupta	26	26	Yes
Usha Gupta	26	26	Yes
Mahavir Singh	26	4	Yes
Satpal Garg	26	26	Yes
Ravinder Krishan	26	4	Yes
Manav Gupta	26	26	Yes
Manit Gupta	26	26	Yes
Sonia Aggarwal	26	4	Yes

Audit Committee

The role / terms of reference of the Audit Committee interalia include the following:

(a) Assist the Board of Directors of the Company in fulfilling its responsibilities to oversee the:

- i. Company's financial reporting process;
- ii. the integrity of the Company's financial statements as per authority and responsibilities provided in the Charter;
- iii. Auditors' qualifications and independence;
- iv. the performance of the Company's Internal Audit function and that of Statutory Auditors.

(b) Overseeing the reporting requirements for inclusion in the Company's Annual Report.

(c) Laying down the criteria for granting the omnibus approval in line with Policy on Related Party Transactions and such approval shall be applicable in respect of transactions which are repetitive in nature.

The role / terms of reference of the Audit Committee are in conformity with the SEBI Regulations, 2015 read in conjunction with Section 177 of the Companies Act, 2013.

Composition and Attendance

The Audit Committee comprises of optimum combination of executive and non-executive directors. There are 3 members, out of which 2 are Independent and 1 Promoter Director as on 31st March, 2017. The terms of reference of the Committee are same as are described in Clause 49 of the Listing Agreement.

During the year, 4 Audit Committee meetings were held on 26.05.2016, 10.08.2016, 10.11.2016, 14.02.2017.

The Attendance of Members at meetings was as under:

Name	Position	No. of Meetings held during the relevant period	No. of Meetings Attended
Ravinder Krishan	Member	4	4
Satpal Garg	Chairman	4	4
Jagdish Gupta	Member	4	4

The Company Secretary acts as the secretary to the committee.

Shareholders'/ Investors Grievance Committee

The Board reconstituted and redesignated the 'Investor Grievance Committee' as Shareholders/Investors Grievance Committee as per Clause 49 of listing agreement to specifically look into the redressal of shareholder and investors complaints.

During the year, no grievances have been received from investors.

Composition

Name	Category	Position
Ravinder	Non-Executive and Independent Director	Chairman
Satpal Garg	Non- Executive and Independent Director	Member
Jagdish Gupta	Executive and Promoter Director	Member

The Company Secretary provides secretarial support to the committee and is also the designated Compliance Officer for such matters.

Nomination & Remuneration Committee

Remuneration Committee was constituted to determine and recommend to the Board and the Members, compensation payable to Whole Time Directors/Managing Director, to determine and advice the Board for the payment of annual increments and commission to Whole Time Directors and to determine and recommend policy for the retirement benefits payable to its whole Time Director/Managing Director.

Composition

Name	Designation	Non-executive/ Independent
Satpal Garg	Chairman	Non-Executive/ Independent
Ravinder Krishan	Member	Non-Executive/ Independent
Mr. Jagdish gupta	Member	Executive/ Promoter

The terms of appointment of whole time directors are governed by resolution of Board of directors/ Shareholders and applicable rules of the Company. None of the directors are entitled to severance fees.

Share Transfer Committee

With a view to expedite the process of physical share transfer, a committee of directors has been constituted to be called "Share Transfer Committee" and authority has been delegated to the said committee to approve the transfer, transmission, issue of duplicate shares certificates and allied matters. The Company's Registrar's, M/s Link Intime India Private Limited have adequate infrastructure to process the above matters.

Composition and Attendance

Name	Category	Position
Ravinder Krishan	Non-Executive and Independent Director	Chairman
Satpal Garg	Non- Executive and Independent Director	Member
Jagdish Gupta	Executive and Promoter Director	Member

The committee meets fortnightly to approve the transfer/transmission & issue of Duplicate Shares. All shares have been transferred and returned within 15 days from the date of receipt of complete documents.

The complaints are generally replied to within 15 days from the date of lodgment with the Company. There was no complaint pending as on 31st March 2017.

Major Policies Adopted by the Company

Whistle Blower Policy/Vigil Mechanism

In accordance with the provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014, every listed Company is required to have a Vigil Mechanism for the Directors and employees to report their genuine concerns and grievances. The Company has a Whistle Blower Policy in place and the same is also available on the web-site of the Company. The Audit Committee of Directors is entrusted with the responsibility to oversee the Vigil mechanism. During the year, no personnel was denied access to Audit Committee.

The Whistle Blower Policy is uploaded on the Company's web-site.

Policy on Related Party Transactions

All transactions entered into with the Related Parties during the financial year ended March 31, 2017 were in the ordinary course of business and on an arm's length basis and without any conflict of interest in accordance with the provisions of the Companies Act, 2013 and SEBI Regulations, 2015. Moreover, there were no materially significant related party transactions during the financial year which were in conflict with the interest of the Company. Suitable disclosures as prescribed under the Accounting Standard (AS 18) have been made in the notes to the Financial Statements.

The policy for related party transactions has been uploaded on the Company's web-site

General Body Meeting

Particulars of last three Annual General Meetings:

AGM	Year Ended	Venue	Date	Time	No. of Special Resolution Passed
23rd	31.03.14	Chandigarh Club, Sector-1, Chandigarh	30.09.14	10:00 AM	9
24th	31.03.15	Chandigarh Club, Sector-1, Chandigarh	30.09.15	09:30 AM	1
25th	31.03.16	Chandigarh Club, Sector-1, Chandigarh	30.09.16	10:00 AM	1

The Special Resolutions were passed by show of hands.

Postal Ballot

No resolution requiring postal ballot was placed before the last Annual General Meeting. No resolution requiring postal ballot is being proposed at the ensuing Annual General Meeting.

Disclosures

a) There were no materially significant related parties transactions entered into by the Company with Promoters, Directors, Key Managerial Personnel or other persons which may have a potential conflict with the interest of the Company.

b) Details of non-compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

There was no such instance of non-compliance during the last three years

General Share-holder Information

1. The 26th Annual General Meeting is proposed to be held for the Financial Year: April 01, 2016 to March 31, 2017.
2. Annual General Meeting for the Financial Year 2016-2017
Date September 29, 2017
Venue Chandigarh Club Sector-1, Chandigarh
Time 10.00 AM
Book Closure Date: Saturday, 23rd September 2017 to Friday 29th September 2017 (both days inclusive)
Last Date of receipt of Proxy Forms Tuesday, 26th September 2017

3. Tentative Financial Calendar for 2017-2018

The financial year of the Company is for a period of 12 months from 1st April 2017 to 31st March, 2018.

First Quarterly results	August, 2017
Second Quarterly/Half Yearly results	November, 2017
Third Quarter results	February, 2018
Annual Results for the year ending on March 31, 2018	May, 2018
Annual General Meeting for the year ending on March 31, 2018	September, 2018

4. Listing of Equity Shares on Stock Exchange and Stock Code/Symbol

INE239C01012

The Equity Shares of the Company are presently listed on the Bombay Stock Exchange (BSE):

Address:

BSE Limited,

25th Floor, Phiroze Jeejeebhoy Towers,

Dalal Street, Mumbai – 400 001

Scrip Code : 526951

5. Stock Market price data for the year on BSE

Stock Code: The Stock Code for the Company's shares is as follows: -

The Stock Exchange, Mumbai: Code : 526951

The ISIN Nos. for the Company's Shares: INE239C01012

All prices in Rs.

Month	Open	High	Low	Close	No. of Shares	No. of Trades	Total Turnover	Deliverable Quantity	% Deli. Qty to Traded Qty	* Spread	
										H-L	C-O
Apr 16	196.00	225.90	189.90	213.20	2,43,914	2,964	5,16,44,433	1,76,164	72.22	36.00	17.20
May 16	215.00	255.00	204.00	241.05	4,50,444	5,842	10,42,97,523	3,31,932	73.69	51.00	26.05
Jun 16	242.50	390.10	229.00	365.15	7,77,219	10,490	22,77,75,202	5,67,835	73.06	161.10	122.65
Jul 16	368.00	510.00	361.05	495.60	4,63,177	7,652	19,73,52,471	3,48,695	75.28	148.95	127.60
Aug 16	490.35	649.00	485.00	572.95	4,95,143	9,624	28,59,87,666	3,66,078	73.93	164.00	82.60
Sep 16	578.00	618.00	490.00	533.20	3,38,739	4,085	19,00,44,686	3,00,315	88.66	128.00	-44.80
Oct 16	537.00	630.00	529.50	610.65	1,86,144	3,276	10,65,37,668	1,29,424	69.53	100.50	73.65
Nov 16	619.80	620.00	392.00	476.20	2,57,277	4,318	12,80,45,500	2,16,479	84.14	228.00	-143.60
Dec 16	489.75	489.75	380.00	419.05	74,261	1,976	3,14,55,931	61,853	83.29	109.75	-70.70
Jan 17	429.00	512.90	420.20	457.50	99,446	2,014	4,60,24,611	83,943	84.41	92.70	28.50
Feb 17	461.25	599.00	448.35	508.35	81,068	2,199	4,25,88,426	62,959	77.66	150.65	47.10
Mar 17	497.05	592.00	482.10	574.65	1,43,455	1,999	7,51,18,299	1,20,465	83.97	109.90	77.60

Source: www.bseindia.com

6. Distribution of Shareholding as on 31.03.2017

Range	No. of Shares	% age
1 – 500	545877	7.46
501-1000	214196	2.93
1001- 2000	205073	2.80
2001- 3000	135120	1.85
3001- 4000	75212	1.03
4001- 5000	141377	1.93
5001 - 10000	215198	2.94
10001 & above	5784147	79.06
TOTAL	7316200	100.00

7. Shareholding pattern of the Company as on 31.03.2017

Category	No. of Shares Held	%age of Shareholding
Promoters	4304056	58.83
Corporate Bodies	526903	5.87
Indian Public	2155558	31.38
NRIs / OCBs	209146	1.84
HUF	50164	1.00
Clearing Members	67403	1.08
TOTAL	7316200	100.00

8. Dematerialization of Shares and Liquidity

We have established connectivity with both depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The International Securities Identification Number (ISIN) allotted to our shares under the Depository system is INE239C01012.

As on March 31, 2017, 94.54% of the Company's total shares representing 69,16,803 No. of shares are held in dematerialized form and 5.46% representing 3,99,397 No. of shares are in physical form.

Category	Number		% of total equity
	Shareholders	Shares	
Demat Mode			
NSDL	2366	6061728	82.85
CDSL	1330	855075	11.69
Total	3696	6916803	94.54
Physical Mode			
	731	399397	5.46
Grand Total	4427	7316200	100.0

9. Delegation of Share Transfer Formalities

The Board has delegated the power to approve share transfer in physical form under the signatures of any director or Company Secretary and confirmation of shares in demat mode to depositories / depositories participants by M/s Link Intime India Private Limited Registrar & Share Transfer Agent (RTA) of the Company. There are no transfers pending as on 31st March 2017.

10. Investors' Grievances :

The Registrars and Transfer Agents under supervision of the Company look after investors' grievances.

At each Meeting of Investors' Grievance Committee all matters pertaining to investors including their grievances and redressal are reported.

Details of Complaints Received and redressed during 1st April 2016 to 31st March 2017: Nil

E-mail ID for redressal of Investor Grievances:

As per Listing Agreement Clause 47(f) Company has a separate E-mail ID for redressal of Investor Complaints and Grievances: The E-mail for redressal of Investor Grievances is cs@stylam.com

11. Plant Locations

1. Stylam Industries Limited
Plot No 192-193 Industrial Area Phase – I
Panchkula – 134 108 (Haryana)
- 2 Stylam Industries Limited
Manaktabra, Tehsil Raipur Rani,
Distt. Panchkula (Haryana)

12. Address for Correspondence

Shareholders may correspond with the Company at the Registered Office of the Company or at the office of Registrars and Transfer Agents of the Company:

Stylam Industries Limited SCO 14, Sector 7-C, Madhya Marg, Chandigarh -160019 Tele: 0172-5021555 Email: info@stylam.com	Mr. Sunil Mishra Link Intime India Private Limited 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, Near PVR Cinema, New Delhi – 110 028 Tele: 011-41410592-93-94 Email: delhi@linkintime.co.in
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13. Name and Designation of Compliance Officer

Mr. Mohinder Singh Compliance Officer Email id : cs@stylam.com Contact No. : 0172- 5037102

Means of Communication

- Half-Yearly Report is not sent to each shareholder as half yearly results are intimated to Stock Exchanges.
- The Quarterly Results are usually published in Financial Express in English in National daily and in the newspaper of vernacular language i.e Jansatta- Chandigarh daily Edition.
- Information released to the press at the time of declaration of results is also sent to Stock Exchange where the shares of the Company are listed for the benefit of investors.
- Management Discussion and Analysis forms part of the Annual Report.

Pursuant to Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 Compliance Certificate from the Statutory Auditors regarding compliance of conditions of Corporate Governance by the Company is annexed.

Report on Corporate Governance – 2016-2017

To the Members of
Stylam Industries Limited

I have examined the compliance of the conditions of Corporate Governance by Stylam Industries Limited Chandigarh for the year ended on 31st March 2017 as stipulated in Regulation E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. My examination was limited to the procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me and the representations made by the Directors and the management I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Regulations.

I state that in respect of investors' grievances received during the year ended March 31 2017 no investors' grievances are pending against the Company as per the records maintained by the Company and presented to the Investors' / Shareholders' Grievance Committee.

I state that 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.

Place: Chandigarh
Date: 28th June, 2017

Sanjiv Kumar Goel
Practicing Company Secretary
Fellow Membership No. : 2107
CP NO. : 1248

AUDITORS' CERTIFICATE

To
The Members of Stylam Industries Limited

We have examined the compliance of conditions of corporate governance by Stylam Industries Limited for the year ended on March 31 2017 as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that 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 SUNIL K. SOOD & Co.
Chartered Accountant
Firm's Regd. No. 7564

CA SUNIL KUMAR SOOD

Place: Panchkula
Date: May 29, 2017

Proprietor
M. No. 81778

CERTIFICATION BY CHIEF EXECUTIVE OFFICER (CEO) & CHIEF FINANCIAL OFFICER (CFO)

The Board of Directors
Stylam Industries Limited
S.C.O.14 Sector- 7-C
Chandigarh

We Jagdish Gupta Managing Director & CEO and Manav Gupta- Whole-time Director & CFO of Stylam Industries Limited certify to the Board in terms of the requirement of Clause 49 IX of the Listing Agreement with the Stock Exchanges that we have reviewed the financial statement and cash flow statement of the Company for the financial year ended March 31 2017.

1. To the best of our knowledge we certify that:

a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that are misleading;

b) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards applicable laws and regulations; and

c) there are no transactions entered into by the Company during the year which are fraudulent illegal or violative of the Company's Code of Conduct;

2. For the purposes of financial reporting we accept the responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee and further state that there were no deficiencies in the design or operation of such internal controls.

3. We do further certify that there has been:

a) no significant changes in internal controls during the year;

b) no significant changes in accounting policies during the year; and

c) no instances of fraud of which we are aware during the period.

Place: Chandigarh
Date: May 29, 2017

Sd/-
Jagdish Gupta
Managing Director & CEO
(DIN : 00115113)

Sd/-
Manav Gupta
Whole-time Director & CFO
(DIN : 03091842)

Annual Declaration under Regulation 34(3) read with Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

DECLARATION

As required under Clause 49 (II)(E) of the Listing Agreement with the Stock Exchanges I hereby declare that all the Board members and senior management personnel of the Company have complied with Code of Conduct and Ethics of the Company for the year ended March 31 2017.

Place: Chandigarh
Date: 28th June 2017

Jagdish Gupta
Managing Director & CEO
(DIN : 00115113)

ANNEXURE - III

Annual Report on Corporate Social Responsibility (CSR) Activities

Scope of CSR Activities

Company understands the importance of Corporate Social Responsibility (CSR) activities that bring a meaningful and lasting improvement in the life of youth and marginalized section of the society more particularly of backward region. It has been a commitment of Company to the society.

CSR Policy Implementation

The Company shall undertake CSR project/ programmes identified by the CSR Committee and approved by the Board of Directors in line with the CSR Policy. The CSR Policy of the Company will be uploaded on the website of the Company.

Composition of the CSR Committee

Mr Satpal Garg (Chairman)
Mr. Jagdish Gupta (Member)
Mr. Manit Gupta (Member)

Average net profit of the Company for last three financial years: Average net profit: Rs. 14.52 crore

Prescribed CSR Expenditure (two percent of above)

The Company is required to spend Rs.0.29 crore towards CSR.

5. Details of CSR spend for the financial year:

- a. Total amount spent for the financial year: Rs 0.15 crore*
- b. Amount unspent if any: Rs.0.14 crore (after considering the disbursed and committed amount)

Manner in which the amount spent during the financial year 2016-2017 is given below

(Rs. in Crore)

CSR project or activity identified	Relevant Section of Schedule VII in which the Project is covered	Projects or Programs Coverage	Amount outlay (Budget)	Amount spent on the Projects /Programs		Cumulative expenditure upto the reporting period	Amount spent: Direct or through Implementing Agency
				Direct expenditure	Overhead		
Sanitation	Clause I	Haryana	0.05	-	-	-	Direct
Rural Development	Clause X	Haryana	0.06	-	-	-	Direct
Supporting education to under-privileged children - Expenses on Building on government school	Clause II	Haryana	0.02	0.01		0.01	
Promoting / preventing health care - Donation of Ambulances	Clause I	Haryana	0.10	0.02 0.08*	- -	0.02 0.08*	Direct Direct
Plantation Works	Clause IV	Haryana	0.06	0.04	-	0.04	Direct
Total Funds committed			0.29	0.15	-	0.15	

The Company has explained the reasons for shortfall in CSR spending during the year under review in the Report of the Board of Directors.

* The Company has donated one more ambulance for cost of 0.04crore shall continue to part of financial year 2017-18 towards Company's CSR activity.

Responsibility Statement

The CSR Committee confirms that the implementation and monitoring of the CSR activities of the Company is in compliance with the CSR objectives and CSR Policy of the Company.

On behalf of the CSR Committee

Sd/-
Jagdish Gupta
Managing Director
(DIN : 00115113)

Sd/-
Satpal Garg
Chairman of CSR Committee
(DIN : 01074514)

ANNEXURE - IV
FORM NO. MGT 9
Extract of Annual Return

As on financial year ended on 31.03.2017

Pursuant to Section 92 (3) of the Companies Act 2013 and rule 12(1) of the Company (Management & Administration) Rules 2014.

I. REGISTRATION & OTHER DETAILS

1.	CIN	L20211CH1991PLC011732
2.	Registration Date	28-10-1991
3.	Name of the Company	STYLAM INDUSTRIES LIMITED
4.	Category/Sub-category of the Company	Public Company
5.	Address of the Registered office & contact details	SCO -14, Sector-7-C, Madhya Marg, Chandigarh-160019 Ph.No. +0172-5021555
6.	Whether listed Company	YES
7.	Name Address & contact details of the Registrar & Transfer Agent if any.	Link Intime India Private Ltd 44 Community Centre Phase-I Near PVR Naraina Ind. Area New Delhi-110028 Phone: +91 11 4141 0592 Email- sunil.mishra@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the Company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the Company
1	Laminates	1701	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

No. of Companies for which information is being filled	NA
--	----

IV.SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAK UP AS PERCENTAGE OF TOTAL EQUITY)

1. 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 & Promoters Group									
(1) Indian									
a. Individual/ HUF	4304056	-	4304056	58.83%	4304056	-	4304056	58.83%	0%
b. Central Govt	-	-	-	-	-	-	-	-	-
c. State Govt(s)	-	-	-	-	-	-	-	-	-
d. Bodies Corp.	-	-	-	-	-	-	-	-	-
e. Banks / FI	-	-	-	-	-	-	-	-	-
f. Any other	-	-	-	-	-	-	-	-	-
(2) Foreign	-	-	-	-	-	-	-	-	-
a. NRI - Individuals	-	-	-	-	-	-	-	-	-
b. Other - Individuals	-	-	-	-	-	-	-	-	-
c. Bodies Corp	-	-	-	-	-	-	-	-	-
d. Banks / FI	-	-	-	-	-	-	-	-	-
e. Any Others	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	4304056	0	4304056	58.83%	4304056	0	4304056	58.83%	0%
B. Public Shareholding									
1. Institutions									
a. Mutual Funds/UTI	-	-	-	-	-	-	-	-	-
b. Venture Capital Funds	-	-	-	-	-	-	-	-	-
c. Alternate Investment Funds	-	-	-	-	-	-	-	-	-
d. Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
e. Foreign Portfolio Investor	66275	0	66275	0.90%	72134	0	72134	0.98%	0.08%
f. Financial Institutions/Banks	-	-	-	-	-	-	-	-	-
g. Insurance Companies	-	-	-	-	-	-	-	-	-
h. Provident Funds/ Pension Funds	-	-	-	-	-	-	-	-	-
i. Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	66275	0	66275	0.90%	72134	0	72134	0.98%	0.08%
2. Central Govt/ State Govt(s)/ President of India	-	-	-	-	0	0	0	0%	0%
3. Non-Institutions									
a. Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1048060	331907	1379967	18.86%	966110	303897	1270007	17.36%	-1.50%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	524869	390900	915769	12.52%	850051	35500	885551	12.10%	-0.41%
b. NBFC registered with RBI	-	-	-	-	-	-	-	-	-
c. Employee Trusts	-	-	-	-	-	-	-	-	-
d. Overseas Depositories (holding DRs)					-				
e. Any other (specify)					-	-	-	-	-
Hindu Undivided Family	73719		73719	1.01%	50164		50164	0.69%	-032%
Non Resident Indian	8224		8224	0.11%	55685		55685	0.76%	0.65%

(Non Repat)									
Non Resident Indian (Repat)	60113		60113	0.82%	81597		81597	1.11%	0.29%
Clearing Member	78939		78939	1.08%	67403		67403	0.92%	-0.16%
Bodies Corporate	368538	60600	429138	5.87%	469603	60000	529603	7.24%	1.37%
Sub Total (B)(3)	2162462	783407	2945869	40.27%	2540613	399397	2940010	40.18%	-0.08%
Total Public Shareholding (B)=(B)(1)+ (B)(2)+(B)(3)	2210737	801407	3012144	41.17%	2228737	783407	3012144	41.17%	0.00%
Total (A)+(B)	6532793	783407	7316200	100%	6916803	399397	7316200	100%	0.00%
C. Non-Promoter- Non Public									
(1) Custodian/DR Holder									
(2) Employee Benefit Trust (under SEBI (Share based Employee Benefir) Regulations, 2014)	0	0	0	0%	0	0	0	0%	0%
Grand Total (A)+(B)+(C)	6532793	783407	7316200	100%	6916803	399397	7316200	100%	

ii. Share-holding of Promoters

Shareholder's Name	Shareholding at the beginning of the year (As on 01.04.2016)			Shareholding at the end of the year (As on 31.03.2017)		
	No of Share	% of total shares of Company	% of shares Pledged/ encumbered to total shares	No of Share	% of total shares of Company	% of shares Pledged/ encumbered to total shares
Jagdish Gupta	985450	13.47	6.83	985450	13.47	8.48
Satish Gupta	868963	11.88	6.83	868963	11.88	6.83
Usha Gupta	712875	9.75		712875	9.75	8.88
Pushpa Gupta	550970	7.53		550970	7.53	
Manit Gupta	412198	5.63		412198	5.63	
Rattan Devi	385700	5.27		385700	5.27	
Nidhi Gupta	184100	2.52		184100	2.52	
Dipti Gupta	170700	2.33		170700	2.33	
Saru Gupta	33100	0.45		33100	0.45	
Total	4304056	58.83	13.66	4304056	58.83	24.19

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

	No. of shares	% of total shares of the Company
At the beginning of the year (01.04.2016)	4304056	58.83
Date-wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)	There was no increase / decrease in Promoter Shareholding during the year	
At the End of the year (31.03.2017)	4304056	58.83

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

S.No	Name of the top 10 Shareholder of the Company (As on 31.03.2017)	Buy / Sale	Shareholding at the beginning of the year (01.04.2016)		Cumulative Shareholding at end of the year (31.03.2017)	
			No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	INDIANIVESH CAPITALS LIMITED					
	At the beginning of the year		-	-		
	Changes during the year	Buy	132315	1.81		
	At the end of the year				132315	1.81
2	IL AND FS SECURITIES LIMITED					
	At the beginning of the year		-	-		
	Changes during the year	Buy	104230	1.42		
	At the end of the year				104230	1.42
3	UNIVERSAL GOLDEN FUND					
	At the beginning of the year		-	-		
	Changes during the year	Buy	72134	0.99		
	At the end of the year				72134	0.99
4	MUKUL MAHAVIRPRASAD AGRAWAL					
	At the beginning of the year		-	-		
	Changes during the year	Buy	66502	0.91		
	At the end of the year				66502	0.91
5	RAJENDRA SHUBHKARAN KHEMKA					
	At the beginning of the year		-	-		
	Changes during the year	Buy	49836	0.68		
	At the end of the year				49836	0.68
6	A.M.FINANCIAL SERVICES LTD					
	At the beginning of the year		45200	0.62		
	Changes during the year		-	-		
	At the end of the year				45200	0.62
7	MAYADEVI RAJENDRA KHEMKA					
	At the beginning of the year		-	-		
	Changes during the year	Buy	40507	0.55		
	At the end of the year				40507	0.55
8	NENUMAL BHATIA					
	At the beginning of the year		-	-		

	Changes during the year	Buy Sell	48593 (9488)	0.66 (0.13)		
	At the end of the year				39105	0.53
9	DOLLY KHANNA					
	At the beginning of the year		34356	0.46		
	Changes during the year	Buy	2450	0.04		
	At the end of the year				36806	0.50
10	DHEERAJ KUMAR LOHIA					
	At the beginning of the year		90443	1.24		
	Changes during the year	Sale	(60347)	0.83		
	At the end of the year				30096	0.41
11	MANAV GUPTA					
	At the beginning of the year		355400	0.49		
	Changes during the year		-			
	At the end of the year				355400	0.49

v. Shareholding of Directors and Key Managerial Personnel

For Each of the Directors and KMP	Name of Directors / KMPs								
	JAGDISH GUPTA	SATISH GUPTA	USHA GUPTA	PUSHPA GUPTA	MANIT GUPTA	RATTAN DEVI	NIDHI GUPTA	DIPTI GUPTA	SARU GUPTA
At the beginning of the year	985450	868963	712875	550970	412198	385700	184100	170700	33100
Date-wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/ sweat equity etc)	There was no increase / decrease in Promoter Shareholding during the year								
At the End of the year	985450	868963	712875	550970	412198	385700	184100	170700	33100

V. INDEBTNESS

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

	Secured Loans excluding deposits (Rs.)	Unsecured Loans (Rs.)	Deposits (Rs.)	Total Indebtedness (Rs.)
Indebtedness at the beginning of the financial year (2016-17)				
i) Principal Amount	48,94,74,751	18,92,88,815	-	67,87,63,566
ii) Interest due but not paid	1,41,687	-	-	1,41,687
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	48,96,16,438	18,92,88,815		67,89,05,253
Change in Indebtedness during the financial year				
Addition				
i) Principal Amount	39,49,99,017	1,68,99,770	-	41,18,98,787
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	3,85,663	-	-	3,85,663

Total (i+ii+iii)	39,53,84,680	168,99,770		41,22,84,450
Reduction				
i) Principal Amount	6,48,09,345	1,62,08,814	-	8,10,18,159
ii) Interest due but not paid	1,41,687	-	-	141,687
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	6,49,51,032	1,62,08,814	-	8,11,59,846
Net Change	33,04,33,648	6,90,956	-	33,11,24,604
Indebtedness at the end of the financial year				
i) Principal Amount	81,96,64,423	18,99,79,771	-	1,00,96,44,194
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	3,85,663	-	-	3,85,663
Total (i+ii+iii)	82,00,50,086	18,99,79,771	-	1,01,00,29,857

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

S.No	Particulars of Remuneration	Name of MD / WTD/ Manager				Total Amount
		Jagdish Gupta	Satish Gupta	Manav Gupta	Usha Gupta	
1	Gross salary	61,50,000	61,50,000	18,00,000	14,40,000	1,55,40,000
A	Salary as per provisions contained in section 17(1) of Income-tax Act, 1961	-	-	-	-	-
B	Value of perquisites u/s 17(2) of Income tax Act, 1961	-	-	-	-	-
C	Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-	-	-
5	Others ,please specify (Retrial Benefits)	-	-	-	-	-
6	Total (A) = (1+2+3+4+5)	61,50,000	61,50,000	18,00,000	14,40,000	1,55,40,000
	Ceiling as per the Act	10% of Net profit for all Executive Directors- Managing and Whole-time Directors; 5% of Net profit to any one Managing or Whole-time Directors)				

B. Remuneration to other directors:

S.No	Particulars of Remuneration	Total Amount
1	Independent Directors	Nil
	Fee for attending board & committee meetings	
	Commission	
	Others, please specify	
	Total (1)	
2	Other Non-Executive Directors	
	Fee for attending board & committee meetings	
	Commission	
	Others, please specify	
	Total (2)	
	Total (B) = (1+2)	
	Total Managerial Remuneration (A+B)	
	Overall Ceiling as per the Act 1% of Net Profits of the Company for all Non-executive Directors	

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

S.No	Particulars of Remuneration	Company Secretary	CFO*	Total Amount
1	Gross salary	3,16,538		
A	Salary as per provisions contained in section 17(1) of Income-tax Act, 1961	-	-	
B	Value of perquisites u/s 17(2) of Income tax Act, 1961	-	-	
C	Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	
2	Stock Option	-	-	
3	Sweat Equity	-	-	
4	Commission - as % of profit - others, specify...	-	-	
5	Others ,please specify (Retrial Benefits)	-	-	
6	Total (C) = (1+2+3+4+5)	3,16,538		

*Particulars of Remuneration of CFO Manav Gupta, Whole-Time Director is given under point VI(A) above.

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					

On behalf of Board of Directors

Sd/-

Jagdish Gupta
Managing Director
(DIN : 00115113)

Place: Chandigarh
Date: 11th August 2017

ANNEXURE - V

Information as per Clause (m) of Sub-Section (3) of Section 134 of the Companies Act 2013 read with Rule 8(3) of the Companies (Accounts) Rules 2014 and forming part of the Directors' Report for the year ended March 31 2017.

A. Conservation of energy

The Company accords great importance to conservation of energy. The Company has taken several steps towards this end through:-

- Close monitoring of consumption of electricity
- Optimization of conservation of electricity by equipment modification/replacement/retrofitting
- Achieving power factor standards nearing unity.

Energy Audit of the complete plant was conducted to look further scope of Energy Conservation. The Audit of Steam and Condensate system is also conducted in the year under review.

Total energy consumption and energy consumption per unit of production as per Form A (Rule 2) is not provided as the Company is not covered under the list of specified industries.

B Technology Absorption

a) Research and Development (R&D)

The R&D activities of the Company are categorized under the following area of focus:

- Developing new products & designs for emerging applications;
- Improvement in manufacturing process;
- Effective production scheduling;
- Reduction in input pilferage.

b) Benefits derived as a result of the above R&D

- Penetration into newer market;
- Enhanced reliability of the product;
- Cost reduction;
- Import substitution;
- Foreign exchange earnings.

c) Future Plan of Action

- To continue with the R&D for new products and better processes

d) Technology absorption adaption and innovation

a) Steps adopted

- Setting –up strict quality norms so as to ensure the goods dispatched from factory is as per the requirement of the customer and is free from all defects;
- Participated in the exhibition at national and international level.

b) Benefits of the steps adopted

- Improvement in product quality;
- Promotion of 'STYLAM' Brand;
- Development of new market.

c) Particulars of Imported Technology in the last 5 years: Nil the Company keeps itself updated on the latest technology available.

C Foreign Exchange Earnings and Outgo

The Company participates in the exhibition organized at the international levels and continued its initiatives to increase exports by developing new products and expanding to new markets. The thrust for exploring new market for export will continue in future.

Total Foreign Currency Earning and Outgo

Rs. in Crores

Earning on account of	2016-17
FOB value of Export	189.70
Other Income	0.68
Total	190.38
Outgo on account of	
Raw Material	95.45
Components & Spare Parts	8.07
Capital Goods	3.15
Other Expenditures	9.96
Total	116.63

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF STYLAM INDUSTRIES LIMITED

Report on the Financial Statements

We have audited the accompanying standalone financial statements of M/s STYLAM INDUSTRIES LIMITED ("the company"), which comprise the Balance Sheet as at 31 March 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting 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 the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and 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 true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017 and its profit and 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"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books (and proper returns adequate for the purposes of our audit have been received from the branches not visited by us)
- c) the Balance Sheet, the 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 31 March, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2017, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" and
- 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:
- i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts, including derivative contracts, for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For SUNIL K. SOOD & Co.
Chartered Accountants
Firm's Regd. No.:7564

Place: Panchkula
Dated: May 29, 2017

CA SUNIL KUMAR SOOD
Proprietor
M. No. 81778

Annexure A to the Independent Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2017, we report that:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
(b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
(c) The title deeds of immovable properties are held in the name of the company.
- 2) (a) The management has conducted the physical verification of inventory at reasonable intervals.
b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has not given any loan or gives any guarantee or provided security with the provisions of section 185 and 186 of the Companies Act, 2013.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under sub-section (1) of Section 148 of the Act and are of the opinion that prima facie the prescribed cost records have been maintained. We have not, however, made a detailed examination of the same.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2017 for a period of more than six months from the date on when they become payable.

b) According to the information and explanation given to us, there are no dues of sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of dispute.

However, according to information and explanations given to us the following dues of income tax have not been deposited on account of disputes:

Name of the statute	Amount (Rs.in Lacs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Rs.87.49*	AY 2013-14	ITAT
Income Tax Act, 1961	Rs. 160.75	AY 2014-15	CIT (Appeals)

* Net of amount paid under protest

- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

Annexure B to the Auditor's Report

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

We have audited the internal financial controls over financial reporting of Stylam Industries Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31st, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For SUNIL K. SOOD & Co.
Chartered Accountants
Firm's Regd. No.:7564

CA SUNIL KUMAR SOOD
Proprietor
M. No. 81778

Place: Panchkula
Dated: May 29, 2017

BALANCE SHEET AS AT 31st MARCH, 2017			(Figures in Rs.)
Particulars	Note No.	As at 31st March 2017	As at 31st March 2016
EQUITY AND LIABILITIES			
Shareholder's Funds			
Share Capital	1	73,162,000	73,162,000
Reserves and Surplus	2	672,240,254	488,768,393
Sub-total - Shareholders' Funds		745,402,254	561,930,393
Non-Current Liabilities			
Long-Term Borrowings	3	883,486,221	627,739,263
Deferred Tax Liabilities (Net)	4	20,618,948	20,095,397
Other long term liabilities	5	3,342,439	3,342,439
Long term provisions	6	6,100,195	4,742,413
Sub-total - Non-Current Liabilities		913,547,803	655,919,512
Current Liabilities			
Short-Term Borrowings	7	828,338,844	489,073,466
Trade Payables	8	168,062,002	197,090,322
Other Current Liabilities	9	253,593,066	172,060,625
Short Term Provisions	10	59,182,183	34,901,554
Sub-total - Current Liabilities		1,309,176,095	893,125,967
TOTAL		2,968,126,152	2,110,975,872
ASSETS			
Non-Current Assets			
Fixed Assets			
Tangible Assets	11	728,473,225	560,292,389
Intangible assets		4,183,202	2,616,783
Capital Work-In-Progress		1,093,611,195	560,486,895
Long Term Loans and Advances		-	-
Sub-total - Non-Current Assets		1,826,267,622	1,123,396,067
Current Assets			
Inventories	12	539362954	431921216
Trade Receivables	13	468511825	401037440
Cash and Cash Equivalents	14	14161925	16605992
Short Term Loans and Advances	15	114243519	130945400
Other Current Assets	16	5578307	7069757
Sub-total - Current Assets		1141858530	987579805
TOTAL		2,968,126,152	2,110,975,872
Significant Accounting Policies			
As per Report of even date attached			
FOR SUNIL K. SOOD & CO. CHARTERED ACCOUNTANTS			
CA SUNIL KUMAR SOOD PROPRIETOR Membership No.81778	JAGDISH GUPTA MANAGING DIRECTOR (DIN : 00115113)	SATISH GUPTA EXECUTIVE DIRECTOR (DIN : 00115025)	
DATE : May 29, 2017 PLACE : Chandigarh	MANAV GUPTA WHOLE-TIME DIRECTOR-CFO (DIN : 03091842)	SANJEEV VAID DGM-F&A	MOHINDER SINGH COMPANY SECRETARY Membership No.21857

STATEMENT OF PROFIT AND LOSS FOR PERIOD ENDED 31st MARCH 2017			(Figures in Rs.)
Particulars	Note No.	Year ended 31st March 2017	Year ended 31st March 2016
Income from operations			
Net Revenue	17	2,947,145,181	2,494,122,050
Other Income	18	7,360,850	6,466,933
Total Income from operations (Net)		2,954,506,031	2,500,588,983
Total Expenditure			
Cost of Materials Consumed	19	1,445,444,969	1,377,873,810
Purchase of Stock-in-Trade	20	92,490,601	76,960,990
(Increase)/Decrease in Finished goods, Stock-in-progress and Stock-in-trade	21	(14,495,727)	(36,857,343)
Employee Benefits Expense	22	262,874,949	186,701,556
Finance costs	23	99,263,780	64,634,557
Depreciation and Amortization	24	55,145,335	46,476,165
Other Expenses	25	729,553,488	588,000,801
Total Expenditure		2,670,277,395	2,303,790,536
Profit from ordinary activities		284,228,636	196,798,447
Exceptional items	28.9	172,002	
Profit from ordinary activities before tax (after exceptional items)		284,056,634	196,798,447
Tax expenses			
Current Tax		98,724,315	67,128,128
Income Tax of Earlier years		1,336,907	4,202,531
Deferred Tax		523,551	3,990,346
Profit/ (Loss) for the period		183,471,861	121,477,442
Earnings per Equity Share:			
Basic and Diluted	27	25.08	16.60
Notes on Financial Statements	1 to 28		
As per Report of even date attached			
FOR SUNIL K. SOOD & CO. CHARTERED ACCOUNTANTS			
CA SUNIL KUMAR SOOD PROPRIETOR Membership No.81778 DATE :May 29, 2017 PLACE : Chandigarh	JAGDISH GUPTA MANAGING DIRECTOR (DIN : 00115113)	SANJEEV VAID DGM-F&A	SATISH GUPTA EXECUTIVE DIRECTOR (DIN : 00115025)
MANAV GUPTA WHOLE-TIME DIRECTOR-CFO (DIN : 03091842)			MOHINDER SINGH COMPANY SECRETARY Membership No.21857

Cash Flow Statement for the year ended 31st March-2017 (Figures in Rs.)

Particulars	Figures at end of current period		Figures at end of previous period	
A. Cash flow from operating activities				
Net Profit / (Loss) before extraordinary items and tax Adjustments for:	284,228,636	284,228,636	196,798,447	196,798,447
Depreciation and amortisation	55,145,335	154,218,860	46,476,165	110,446,521
Extraordinary Items (Profit) / loss on sale / write off of assets	172,002		(61,555)	
Finance costs	619,653		64,634,557	
Interest income	99,263,780		(602,646)	
Interest income	(981,910)			
Operating profit / (loss) before working capital changes		438,447,496		307,244,968
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Trade receivables	(67,474,385)	(156,722,792)	(65,375,588)	(289,662,220)
Inventories	(107,441,738)		(177,419,349)	
Short-term loans and advances	16,701,881		(43,427,751)	
Other current assets	1,491,450		(3,439,532)	
Other non-current assets				
Adjustments for increase / (decrease) in operating liabilities:				
Trade payables	(29,028,320)	35,854,922	66,145,949	147,428,776
Other current liabilities	81,532,441		85,539,724	
Short-term provisions	(16,649,199)		(4,256,897)	
		317,579,626		165,011,524
Cash flow from extraordinary items		(172,002)		
Cash generated from operations		317,407,624		165,011,524
Net income tax (paid) / refunds		(59,131,394)		(54,349,047)
Net cash flow from / (used in) operating activities (A)		258,276,230		110,662,477
B. Cash flow from investing activities				
Capital expenditure on fixed assets, including capital advances	(759,708,545)	(757,826,635)	(376,481,961)	(375,464,315)
Proceeds from sale of fixed assets	900,000		415,000	
Interest received	981,910		602,646	
Cash flow from extraordinary items				
Net cash flow from / (used in) investing activities (B)		(757,826,635)		(375,464,315)
C. Cash flow from financing activities				
Proceeds from long-term borrowings	257,104,740		249,404,689	
Proceeds from other short-term borrowings	339,265,378		77,308,674	
Finance cost	(99,263,780)		(64,634,557)	
Cash flow from extraordinary items				
Net cash flow from / (used in) financing activities (C)		497,106,338		262,078,805
Net increase / (decrease) in Cash and cash equivalents (A+C-B)		(2,444,067)		(2,723,032)
Cash and cash equivalents at the beginning of the year		16,605,992		19,329,023
Cash and cash equivalents at the end of the year		14,161,925		16,605,992

See accompanying notes forming part of the financial statements

As per Report of even date attached

FOR SUNIL K. SOOD & CO.
CHARTERED ACCOUNTANTS

CA SUNIL KUMAR SOOD
PROPRIETOR
Membership No.81778

JAGDISH GUPTA
MANAGING DIRECTOR
(DIN : 00115113)

SATISH GUPTA
EXECUTIVE DIRECTOR
(DIN : 00115025)

DATE : May 29, 2017
PLACE : Chandigarh

MANAV GUPTA
WHOLE-TIME DIRECTOR-CFO
(DIN : 03091842)

SANJEEV VAID
DGM-F&A

MOHINDER SINGH
COMPANY SECRETARY
Membership No.21857

1. DISCLOSURE OF ACCOUNTING POLICIES

Basis for Accounting

The financial statements are prepared under the historical cost convention on an accrual basis of accounting in accordance with the Generally Accepted Accounting Principles, (GAAP) comprises mandatory accounting standards as prescribed by the Companies (Accounting Standards) Rules, 2014, under the provisions of the Companies Act, 2013.

1. Use of estimates

The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and the associated assumptions are based on historical experience and other factors that are considered to be relevant. Although these estimates are based on management's best knowledge of current assets and actions, actual results could differ from these estimates. The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods affected.

2. Valuation of Inventories

- a) Raw Materials, components, stores & spares are valued at lower of cost or net realizable value.
- b) Material in transit, are valued at cost to date.
- c) Work in progress and finished goods are valued at lower of cost or net realizable value. Cost includes direct materials and labour and proportion of manufacturing overheads.

3. Cash Flow Statement

Cash flows are reported using indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from regular revenue generating, financing and investing activities of the Company is segregated. Cash and cash equivalents in the balance sheet comprise cash at bank & cash in hand and short term investments.

4. Revenue Recognition

(i) Sale of Goods

Revenue from sale of goods is recognized upon passage of title to the customers, in accordance with the Sale of Goods Act, 1930.

The company collects Sales Taxes & Value Added Taxes (VAT) on behalf of the Government and therefore, these are not economic benefits flowing to the company. Hence they are excluded from Revenue.

(ii) Export incentive under various schemes notified by the Government has been recognized on the accrual basis.

Custom Duties benefits in the form of advance license entitlements are recognized on export of goods are set-off from materials cost.

5. Tangible Assets and Capital work-in-progress

Tangible assets are stated at cost less accumulated depreciation and net of impairment, if any. Cost comprises of Purchase price inclusive of duties (net of Cenvat), incidental expenses, upto the date the asset is ready for its intended use.

Capital work-in-progress comprises of the cost of fixed assets that are not yet ready for their intended use at the reporting date.

6. Depreciation and amortization

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

7. Foreign Currency Transactions

Initial Recognition: Transactions in foreign currencies for import and export of goods are recorded at the rates prevailing on the date of transactions. Exchange gain or loss on conversion of liabilities incurred to acquire

capital assets is adjusted to the cost of such assets. Exchange gain or losses on transactions of revenue nature are recognized in the Profit and Loss account.

8. Retirement benefits to employees

Provident Fund: Retirement benefit in the form of Provident Fund is charged to Statement of Profit & loss for the year when the employee renders the service.

Gratuity: The Company provides for gratuity to eligible employees. The Gratuity provides for an amount based on the respective employee's salary and the tenure of employment with the Company.

9. Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that takes necessarily substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

10. Contingencies and Events

Contingencies and Events Occurring after Balance Sheet date Events occurring after the date of balance sheet are considered upto the date of finalization of Balance Sheet.

11. Provisions and contingent liabilities

Provisions are made for the present obligations arising as a result of past event.

Contingent liabilities are not provided for but are disclosed by way of Notes to Accounts. Contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources.

12. Excise Duty

Excise Duty is accounted for at the point of manufacture of goods and accordingly, is considered for valuation of finished goods.

13. Taxation

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. Deferred income taxes reflects the impact of 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 rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax can be realized.

Deferred tax assets and deferred tax liabilities have been offset wherever the Company has a legally enforceable right to set off current tax assets against current tax liabilities and where the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority.

14. Earnings Per Share

Earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the number of equity shares outstanding during the period.

Notes on Financial Statements for the period ended 31st March, 2017

The previous year figures have been regrouped / reclassified wherever necessary to confirm to the current year presentation (Figures in Rs.)					
1.	Share Capital		31st March 2017		31st March 2016
	Authorized Share Capital		80,500,000		80,500,000
	80,50,000 Equity shares of Rs.10				
	Issued, Subscribed, Paid-up Share Capital				
	73,16,200 Equity shares of Rs.10 each fully paid		73,162,000		73,162,000
	Total		73,162,000		73,162,000
	The detail of the equity shares held by each shareholder holding more than 5% is as below:-				
S No.	Name of the shareholder		31st March 2017		31st March 2016
			Number of shares	% of shareholding	Number of shares
					% of shareholding
1	Jagdish Gupta		985450	13.47%	985450
2	Satish Gupta		868963	11.88%	868963
3	Manit Gupta		412198	5.63%	412198
4	Usha Gupta		712875	9.74%	712875
5	Pushpa Gupta		550970	7.53%	550970
6	Rattan Devi		385700	5.27%	385700
2.	Reserves and surplus		31st March 2017		31st March 2016
a.	Capital Reserve				
	As per last Balance Sheet		2,836,000		2,836,000
b.	General Reserve				
	As per last Balance Sheet	485,932,393		364,454,951	
	Add: Transferred from Profit and Loss	183,471,861	669,404,254	121,477,442	485,932,393
	Total		672,240,254		488,768,393
3.	Long Term Borrowings		31st March 2017		31st March 2016
	The long term borrowings other than installments payable during the next financial year are detailed below:-				
	Secured Loans (Ref Note No. 3.1)		693,506,451		438,450,448
	Unsecured Loans (Ref Note No. 3.2)		189,979,770		189,288,815
	Total		883,486,221		627,739,263
3.1	Secured Term Loan From Banks		31st March 2017		31st March 2016
a.	Foreign Currency Loan		659,965,174		
	- HDFC Bank Ltd	420,044,469			343,631,537
	- State Bank of Patiala	239,920,705			
b.	Buyers Credit				35,248,349
c.	Rupee Loan		14,439,612		
	- State Bank of Patiala	14,439,612			48,772,073
d.	Vehicle Loans		19,101,665		10,798,489
	Total		693,506,451		438,450,448
	<p>Term Loan for project at Plot No.19, Sector-22, Information Technology Park, Panchkula has been availed from HDFC Bank Ltd. and is secured by first charge on immovable and movable property, both present and future on that project.</p> <p>Term Loan for expansion of capacity at Manak-tabra, Raipur Rani, Distt Panchkula has been availed from SBOP and HDFC Bank Ltd under Multiple Banking. The Term Loans are secured by first pari-passu charge on the immovable and movable properties, both present and future, at Manak-tabra.</p> <p>Term Loans from SBOP is also secured by way of first charge on movable and immovable properties, both present and future, at Plot No.192-193, Industrial Area, Phase-I,Panchkula and second charge on the immovable and movable property at Plot No.19. Sector-22, Information Technology Park, Panchkula.</p> <p>Vehicle Loan are secured by way of hypothecation of particular vehicle.</p> <p>All loans are further secured by personnel guarantee of the promoter/directors of the company.</p>				
3.2	Unsecured Loans		31st March 2017		31st March 2016
	From Directors		189,979,770		189,288,815
	Total		189,979,770		189,288,815

4.	Deferred Tax Liability (Net)		31st March 2017		31st March 2016
	Deferred Tax Liability				
	At the commencement	20,095,397		16,105,051	
	Add: Provision during the year	523,551	20,618,948	3,990,346	20,095,397
			<u>20,618,948</u>		<u>20,095,397</u>
5	Unsecured short term loans		31st March 2017		31st March 2016
	From Others		3,342,439		3,342,439
			<u>3,342,439</u>		<u>3,342,439</u>
6	Long term provisions		31st March 2017		31st March 2016
	Provision for Gratuity		6,100,195		4,742,413
			<u>6,100,195</u>		<u>4,742,413</u>
7	Short Term Borrowings		31st March 2017		31st March 2016
	Secured Loans (Ref Note No. 7.1)		828,338,844		489,073,466
	Total		<u>828,338,844</u>		<u>489,073,466</u>
7.1	Secured		31st March 2017		31st March 2016
	Loans payable on demand				
	From Banks				
a.	Working Capital Rupee Loans				
	Rupee Loans				
	Cash Credit	144,374,148		45,349,558	
	Foreign Currency Loans				
	Packing Credit	580,402,669		408,863,872	
	Buyers Credit	103,562,027		34,860,036	
			<u>828,338,844</u>		<u>489,073,466</u>
	Total		<u>828,338,844</u>		<u>489,073,466</u>
	All working Capital Loans are secured by first charge by way of hypothecation of current assets of the company and its branches and second charge over movable and immovable properties of the company at Plot No.192-193, Industrial Area, Phase-I, Panchkula and at Manak-tabra, Raipur Rani, Distt. Panchkula				
8.	Trade Payables		31st March 2017		31st March 2016
	Sundry Creditors		146,099,071		166,751,332
	Due to others		21,962,931		30,338,990
	Total		<u>168,062,002</u>		<u>197,090,322</u>
9.	Other Current Liabilities		31st March 2017		31st March 2016
	Current maturities of the long term debts		126,157,973		51,024,303
	Interest accrued but not due		385,663		141,687
	Interest accrued and due on borrowings		721,558		-
	Advance received from customers		32,742,436		26,206,085
	Cheque Issued But not Presented		16,165,208		13,274,102
	Unclaimed dividend				583,012
	Creditors for Capital Goods		21,398,792		7,144,174
	Expenses payable		34,035,509		26,382,766
	Statutory dues		7,933,982		10,845,489
	Security Deposit		14,051,945		36,459,007
	Total Other current liabilities		<u>253,593,066</u>		<u>172,060,625</u>
10.	Short term provisions		31st March 2017		31st March 2016
	Excise Duty on Finished Goods		11,087,626		11,629,046
	Provision for Bonus		3,412,191		3,652,558
	Provision for Leave Encashment		3,752,538		2,638,338
	Provision for Income Tax (Net of Advance Tax)		40,929,828		16,981,612
	Total short term provisions		<u>59,182,183</u>		<u>34,901,554</u>

11. Fixed Asset												(Figures in Rs.)	
	Particulars	Gross Fixed Assets				Depreciation				Net Block			
		As at 01st April 2016	Addition	Deletion/ Adjust.	As at 31st March 2017	As at 01st April 2016	For the year	Deduction/ Adjust.	As at 31st March 2017	As at 31st March 2017	As at 31st March 2016		
A	Tangible Assets :												
1.	Land												
	Freehold Land	223,743,474	8,420,882		232,164,356	-	-	-	-	232,164,356	223,743,474		
2.	Building												
	a. Factory Building	59,072,005	-		59,072,005	20,205,045	3,370,299	-	23,575,344	35,496,661	38,866,960		
	b. Showroom Building	25,323,412	-		25,323,412	837,983	400,332	-	1,238,315	24,085,097	24,485,429		
	c. Building-IT Park	-	152,647,818		152,647,818	-	799,540	-	799,540	151,848,278	-		
3.	Plant & Machinery	506,973,176	21,142,899		528,116,075	293,147,345	36,895,372	-	330,042,717	198,073,358	213,825,831		
4.	Equipments												
	a. Factory Equipments	28,565,376	4,944,035		33,509,411	8,524,204	1,212,686	-	9,736,890	23,772,521	20,041,172		
	b. Computer Equipments	7,838,902	3,280,956		11,119,858	4,032,460	1,356,972	-	5,389,432	5,730,426	3,806,442		
5.	Furniture & Fixtures	9,140,432	1,341,480		10,481,912	4,078,123	828,944	-	4,907,067	5,574,845	5,062,309		
6.	Vehicles												
	Motor Vehicles	49,030,686	32,291,142	(4,784,500)	76,537,328	18,569,914	9,504,577	(3,264,847)	24,809,644	51,727,684	30,460,772		
	Total (A)	909,687,462	224,069,212	(4,784,500)	1,128,972,174	349,395,074	54,368,722	(3,264,847)	400,498,949	728,473,225	560,292,389		
7.	Intangible Assets												
	Software	3,283,011	2,343,032	-	5,626,043	666,228	776,613		1,442,841	4,183,202	2,616,783		
	Total (A+B)	912,970,473	226,412,244	(4,784,500)	1,134,598,217	350,061,302	55,145,335	(3,264,847)	401,941,790	732,656,427	562,909,172		
	Previous Year	791,650,952	123,767,502	(2,447,981)	912,970,473	305,239,168	46,476,165	(1,654,031)	350,061,302	562,909,172	486,411,784		
C	Capital Work-in-progress									1,093,611,195	560,486,895		

Particulars	Building IT Park	Manak Tabra	Total
Opening WIP	370,890,248	189,596,647	560,486,895
Addition during the year	84,121,452	601,650,665	685,772,118
Capitalized during the year	(152,647,818)	-	(152,647,818)
Closing WIP	302,363,883	791,247,312	1,093,611,195

12.	Inventories		31st March 2017		31st March 2016
	Inventories are valued at cost or net realizable value whichever is less.				
	Raw Materials		385,748,581		250,065,668
	Raw Materials in transit		13,675,545		44,801,902
	Work-in-progress		4,662,983		4,235,341
	Finished goods		132,512,731		130,073,692
	Stores and spares		2,763,114		2,744,613
	Total		539,362,954		431,921,216
13.	Trade Receivables		31st March 2017		31st March 2016
	Unsecured and considered good *				
	Exceeding six months		48,393,186		22,237,418
	Within six months		420,118,639		378,800,022
	Total		468,511,825		401,037,440
	* Trade Receivables balances are subject to confirmation				
14.	Cash and cash equivalents		31st March 2017		31st March 2016
	Balance with schedule banks				
	In Current accounts		1,842,944		2,918,429
	In Deposit accounts		11,231,789		11,394,329
	In Unclaimed Dividend accounts		-		583,012
	Cheques in Hand		543,110		1,181,312
	Cash in hand		544,082		528,910
	Total		14,161,925		16,605,992
15.	Short term loans and advances		31st March 2017		31st March 2016
	(Unsecured and considered good)				
	Balance with Custom, Central Excise Authorities		76,739,882		46,024,139
	Deposits				
	-with Statutory authorities		8,198,917		3,668,524
	-with others		5,614,578		4,544,220
	Prepaid expenses		1,570,654		718,625
	Advance to suppliers		6,792,604		9,036,675
	Capital Advances		12,925,755		63,694,474
	Capital Advances-IT Park		-		-
	Staff advances		1,229,179		2,150,143
	Other receivable		1,171,949		1,108,600
	Total		114,243,519		130,945,400
16.	Other current assets		31st March 017		31st March 2016
	Interest accrued but not due		33,845		51,112
	Income tax paid under appeal		2,165,630		1,331,230
	Income tax refundable		3,280,421		2,187,390
	Vat Recoverable		98,411		3,500,026
	Total		5,578,307		7,069,757
17.	Revenue from Operations		31st March 2017		31st March 2016
a.	Sale of Products				
	Gross Sale of Products				
	-Domestic	1,071,824,323		845,224,875	
	-Exports	2,017,603,142		1,797,468,343	
	Total Revenue from sale of products		3,089,427,465		2,642,693,218
b.	Other Operating revenues				
	-Export Incentives		45,848,108		25,722,958
	Total Gross Income		3,135,275,573		2,668,416,177
c.	Less: Duties & Taxes				
	-Domestic	188,130,392		168,541,656	
	-Export	-		5,752,470	
	Total		188,130,392		174,294,126
	Net Revenue from Operations		2,947,145,181		2,494,122,050

18.	Other Income		31st March 2017		31st March-16
	Misc Income *		7,360,850		6,405,378
	Profit on Sale of Fixed Assets		-		61,555
	Total Other Income		<u>7,360,850</u>		<u>6,466,933</u>
	* Ref Note No.28.10				
19.	Cost of Materials Consumed		31st March 2017		31st March-16
		Amount	% of	Amount	% of Consumption
			Consumption		
	Imported	838,322,619	58.00%	765,803,404	55.58%
	Indigenous	<u>607,122,350</u>	42.00%	<u>612,070,406</u>	44.42%
	Total	<u>1,445,444,969</u>	100.00%	<u>1,377,873,810</u>	100.00%
19.1	Particulars of Material Consumed		31st March 2017		31st March-16
	Paper & Others		990,692,710		926,006,473
	Chemicals		454,752,258		451,867,337
	Total		<u>1,445,444,969</u>		<u>1,377,873,810</u>
20.	Purchase of Stock-in-Trade		31st March 2017		31st March-16
	Purchase		92,490,601		76,960,990
21.	(Increase)/Decrease in Finished Goods, Stock-in-progress and Stock-in-trade Inventories (At close)		31st March 2017		31st March-16
	Finished Goods/ Stock-in-Trade	132,512,731		130,073,692	
	Stock-in-progress	<u>4,662,983</u>		<u>4,235,341</u>	
			137,175,714		134,309,033
	Inventories (At commencement)				
	Finished Goods/ Stock-in-Trade	130,073,692		100,342,674	
	Less: Excise Duty	11,629,046		6,249,019	
	Stock-in-progress	<u>4,235,341</u>	122,679,987	<u>3,358,035</u>	97,451,690
	Total		(14,495,727)		(36,857,343)
22.	Employee Benefits Expense		31st March 2017		31st March-16
	Salary and Wages		239,855,920		170,091,132
	Contribution to Provident and Other funds		6,976,393		4,418,139
	Staff Welfare		4,479,353		3,623,460
	Other Employee Benefits		11,563,283		8,568,825
	Total		262,874,949		186,701,556
23.	Finance Costs		31st March 2017		31st March-16
	Interest expenses		82,179,301		42,770,118
	Other borrowing costs		17,084,479		13,171,533
	Net Loss on foreign currency transactions and translations		-		8,692,906
	Total Finance Cost		99,263,780		64,634,557
24.	Depreciation and amortizations expense		31st March 2017		31st March-16
	Depreciation and Amortisation		54,368,722		46,476,165
	Total		54,368,722		46,476,165
25.	Other Expenses		31st March 2017		31st March-16
a.	Manufacturing Expenses				
	Stores & Packing Materials*	150,028,455		172,477,743	
	Excise Duty	11,087,626		11,629,046	
	Electric Power, Fuel and Water	140,629,844		122,628,039	
	Repair to Building	2,064,618		3,618,102	
	Repair to Machinery	12,270,511		7,480,035	
	* Ref Note No.28.1		316,081,054		317,832,965
b.	Selling and Distribution Expenses				
	Export Expenses	75,259,275		55,789,581	
	Distribution Expenses	42,814,643		31,713,107	
	Business Promotion Expenses	88,270,369		39,645,364	
	Export Commission	45,337,279		35,502,918	
	Commission, Rebate & Discount *	41,795,375			
				31,035,859	

	Certification Expenses	1,453,300		1,786,116	
	* Ref Note No.28.11		294,930,241		195,472,945
c.	Establishment Expenses				
	Rent	30,554,319		17,623,956	
	Insurance	2,868,342		2,296,911	
	Payment to Auditors	150,000		130,000	
	Other Repairs	5,539,581		5,987,239	
	Computer Expenses	7,816,434		4,183,115	
	Professional fees	5,636,810		3,422,008	
	Rates & Taxes	1,670,688		1,436,284	
	Travelling Expenses	25,641,456		16,615,523	
	Director Travelling Expenses	8,667,362		9,531,735	
	Loss on Sale of Fixed Assets	619,653		440,505	
	Charity and Donation	96,500		352,800	
	Corporate Social Responsibility	1,053,817		403,158	
	Misc. Expenses *	28,227,231		12,271,656	
	* Ref Note No.28.12		118,542,193		74,694,891
	Total		729,553,488		588,000,801
26.	Details of items of exceptional nature		31st March 2017		31st March-16
	Prior Period Items		172,002		-
	Total		172,002		-
27.	Earnings Per Share (EPS)		31st March 2017		31st March-16
	Net profit after tax as per Statement of Profit and Loss attributable to equity shareholders		183,471,861		121,477,442
	Weighted Average number of equity shares used as denominator for calculating EPS		7,316,200		7,316,200
	Basic and Diluted Earnings Per Share		25.08		16.60
	Face Value per Equity Share		10.00		10.00
28.	Additional Information				
28.1	Value of Stores and Packing Materials Consumed		31st March 2017		31st March-16
	Stores Consumed		67,152,316		94,282,077
	Packing Material Consumed		82,876,139		78,195,666
			150,028,455		172,477,743
28.2	Value of Imports calculated on C.I.F basis		31st March 2017		
	Raw Materials		954,456,054		
	Capital Goods		80,728,283		
	Components and spare parts		31,485,204		
28.3	Payments to Auditors as		31st March 2017		31st March-16
	As Auditor				
	Statutory Audit Fees		125,000		105,000
	Tax Audit Fees		25,000		25,000
	Total		150,000		130,000
28.4	Expenditure in foreign currency on:-		31st March 2017		31st March-16
	Travelling & Exhibition Charges		7,371,784		5,775,464
	Testing & Technical Fees		1,432,050		1,779,723
	Bank Charges		2,244,411		3,343,847
	Interest		22,743,390		14,367,031
	Commission on Exports		45,337,279		32,327,014
	Interest on Capital Expenditure		20,470,535		2,564,957
28.5	Earnings in Foreign Currency		31st March 2017		
	Export of Goods calculated on FOB Basis		1,897,017,244		
	Other Income		6,872,703		
Notes on Financial Statements for the Year ended 3st March, 2017					
28.6	Related Party Disclosures				
	As per Accounting Standard 18, the disclosures of transactions with the related party are given below:				
i.	Key Management Persone;				
	S.No.	Name of Related Party	Relationship		
	1	M/s Golden Chemtech Private Limited	Enterprises over which Key Managerial Personnel are able to exercise significant influence		

2	Mr.Jagdish Gupta (Managing Director)	Key Managerial Personnel & Their relatives
3	Mrs.Usha Gupta (Director)	Key Managerial Personnel & Their relatives
4	Mr.Manit Gupta (Director)	Key Managerial Personnel & Their relatives
5	Mr.Satish Gupta (Executive Director)	Key Managerial Personnel & Their relatives
6	Mrs.Pushpa Gupta (Wife of Executive Director)	Key Managerial Personnel & Their relatives
7	Mr.Manav Gupta (Director)	Key Managerial Personnel & Their relatives
8	Ms.Nidhi Gupta (Daughter of M.D.)	Key Managerial Personnel & Their relatives
9	Ms.Saru Gupta (Daughter of M.D)	Key Managerial Personnel & Their relatives
10	Ms.Dipti Gupta (Daughter of E.D)	Key Managerial Personnel & Their relatives

ii **Transactions during the year with related parties :** **(Figures in Rs.)**

Sr.	Nature of Transactions	Subsidiaries	Associates	Key Managerial Personnel & Relative	Entities over which Control is exercised	Total
	As at 31st March 2016	-	-	189,288,815	-	189,288,815
		-	-	(120,241,459)	-	(120,241,459)
Advance Taken	Taken during the year	-	-	16,899,770	-	16,899,770
		-	-	(101,089,933)	-	(101,089,933)
	Repaid during the year	-	-	16,208,815	-	16,208,815
		-	-	(32,042,577)	-	(32,042,577)
	As at 31st March 2017	-	-	189,979,770	-	189,979,770
		-	-	(189,288,815)	-	(189,288,815)
	Purchase of Material	-	-	-	51,422,430	51,422,430
		-	-	-	(35,614,983)	(35,614,983)
	Sales of Material	-	-	-	2,932,187	2,932,187
		-	-	-	(3,366,804)	(3,366,804)
Other	Payment of salaries	-	-	18,930,000	-	18,930,000
		-	-	(16,240,000)	-	(16,240,000)
	Payment of Interest	-	-	26,294,811	-	26,294,811
		-	-	(19,432,809)	-	(19,432,809)
	Rent Paid	-	-	-	12,000,000	12,000,000
		-	-	-	(12,000,000)	(12,000,000)
	Rent Received	-	-	-	1,140,000	1,140,000

Note: Figures in brackets represents corresponding amounts of previous years

28.7	Segment reporting: Company's operations predominantly comprise of only one segment i.e. Laminates.		
28.8	Contingent Liabilities and commitments to the extent not provided for A. Contingent Liabilities Guarantees given to Bank in respect of Bills Discounting facility - Rs.66.84 Lacs (Previous Year Rs.42.74 Lac) Letter of credit established but material not received amounting to Rs Nil (Previous Year Rs. 239.40 Lacs) B. Capital Commitments i) Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advances) Rs.410.00 lacs (Previous Year Rs 2170.00 Lacs) C. Disputed Demands Disputed Demand of Statutory Dues in Appeal with Income Tax Authorities Rs 248.24 Lacs (Previous Year Rs.114.18 Lacs) a. Disputed demand raised by income tax authorities for the AY 2013-14 Rs. 87.49 Lac company has filed appeal with Income Tax Appellants Tribunal against the order of Income Tax authorities. b. Disputed demand raised by income tax authorities for the AY 2014-15 Rs.160.75, company has filed appeal with CIT (Appeal) against the order.		
28.9	Details of Prior Period Items	31st March 2017	31st March 2016
	Previous year Expenses	172,002	-
	Total	172,002	-
28.10	Details of Miscellaneous Income	31st March 2017	31st March 2016
	Interest Received on FDR's	981,910	602,646
	Insurance Claim Received A/c	1,816,790	3,408,644
	Rental Income	1,140,000	
	Misc. Income	3,422,150	2,387,617
	Total	7,360,850	6,398,907
28.11	Details of Commission, Rebate & Discount	31st March 2017	31st March 2016
	Commission on Sales	13,194,129	11,869,507
	Rebate & Discount	13,628,844	13,421,744
	Trade Schemes - Sales	5,327,120	4,946,730
	Cash Discount	6,687,361	727,176
	Special Discount	2,957,922	70,702
	Total	41,795,375	31,035,859
28.12	Details of Miscellaneous Expenses	31st March 2017	31st March 2016
	Other Misc Expenses	6,624,820	3,006,396
	Festival Expenses	1,071,255	1,420,422
	Recruitment Expenses	191,476	210,660
	Swach Bharat Expenses	1,141,720	414,325
	Krishi Kalyan Cess Expenses KKC	1,117,303	-
	Loss on Sale of MEIS Licence	461,191	213,041
	Printing & Stationery	1,547,272	1,128,187
	Branch Maintenance	6,499,820	475,041
	Postage & Telegram	3,244,679	2,074,926
	Membership & Subscription	103,807	166,855

Telephone Expenses	5,272,279	2,506,369
Electricity Charges	716,723	473,657
Interest & Penalty	234,885	188,249
Total	28,227,231	12,278,127

Auditor's Report

As per Report of even date attached

FOR SUNIL K. SOOD & CO.
CHARTERED ACCOUNTANTS

CA SUNIL KUMAR SOOD
PROPRIETOR
Membership No.81778

JAGDISH GUPTA
MANAGING DIRECTOR
(DIN : 00115113)

SATISH GUPTA
EXECUTIVE DIRECTOR
(DIN : 00115025)

DATE :May 29, 2017

MANAV GUPTA
WHOLE-TIME DIRECTOR-CFO
(DIN : 03091842)

SANJEEV VAID
DGM-F&A

MOHINDER SINGH
COMPANY SECRETARY
Membership No.21857

PLACE : Chandigarh

PROXY FORM

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

Name of the member(s):
 Email Id:
 Registered address:
 Folio/DP ID-Client ID No:

Affix Revenue Stamp

I/ We, being the Member(s) of _____ shares of the above named Company, hereby appoint:
 (1) Name: _____ Address: _____
 E-mail Id: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company, to be held on Friday 29th Day of September, 2017 at Chandigarh Club Limited, Sector-1, Chandigarh at 10:00 a.m

Resolution No.	Resolution	Optional	
		For	Against
ORDINARY BUSINESS			
1	Adoption of Financial Statement, Board's Report and Auditors' Reports for the year ended March 31, 2017		
2	Re-appointment of Mr. Jagdish Gupta, who retires by rotation.		
3	Appointment of Messrs Mittal Goel & Associates, Chartered Accountants, ICAI Firm Registration No 017577N), as Statutory Auditors of the Company, in place of the retiring Auditors Messrs Sunil K Sood (ICAI Firm Registration No.7564) for terms of five years from the conclusion of the Twenty-Sixth Annual General Meeting, until the conclusion of the Thirty-First Annual General Meeting of the meeting to be held in the year 2022 and approve their remuneration.		
SPECIAL BUSINESS			
4	Ratification of remuneration of M/s. C.L. Bansal & Associates, Cost Accountants for financial year ending March 31, 2018		
5	To increase remuneration of Sh. Jagdish Gupta, Managing Director to Rs.7,00,000/- p.m.		
6	To increase remuneration of Sh. Satish Gupta, Whole-Time Director to Rs.7,00,000/- p.m.		
7	To increase remuneration of Sh. Manav Gupta, Whole-Time Director & CFO to Rs.2,00,000/- p.m.		
8	To adopt alteration of new set of Articles of Association of Company as per Companies Act, 2013		

Signed thisday of 2017
 Signature of shareholder
 Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. A Proxy need not be a Member of the Company.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 26th Annual General Meeting.
3. Please complete all details including details of member(s) in above box before submission.

ATTENDANCE SLIP

**26TH ANNUAL GENERAL MEETING
ON FRIDAY, 29TH SEPTEMBER, 2017 AT 10.00 A.M.
AT CHANDIGARH CLUB LTD, SECTOR-1, CHANDIGARH.**

I/ We hereby record my/ our presence at the TWENTY SIXTH ANNUAL GENERAL MEETING of the Company at Chandigarh Club, Chandigarh, on Friday, the 29th September 2017 at 10.00 a.m.

.....
Member's Folio/ Member's/ Proxy's name Member's/ Proxy's DP ID-Client ID No
in Block Letters Signature

NOTES:

1. Only Member/ Proxy-holder can attend the Meeting.
2. Please complete the Folio/ DP ID-Client ID No. and name of the Member/ Proxy, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.
3. Shareholder/ Proxy-holder desiring to attend the Meeting should bring his/ her copy of the Annual Report for reference at the Meeting

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Particulars for voting through Electronic means

For Members opting to vote through electronic means, instead of voting at the Annual General Meeting, facility is available at the web link: <https://www.evoting.nsdl.com>. Particulars for electronic voting are as under:

EVEN (E-Voting Event Number)	User ID	Password

Note: Please refer to the instructions printed under the Notes of the Notice of the 26th Annual General Meeting. The e-voting period starts from 10:00 am on Tuesday 26th September, 2017 and will end at 5:00 pm on Thursday, 28th September, 2017. The voting module shall be disabled by CDSL for voting thereafter.