

Neycer

Date:-30.09.2016

Bombay Stock Exchange
P.J. Towers,
Dalal Street,
Mumbai-400001

Dear Sir,

Sub: Annual report

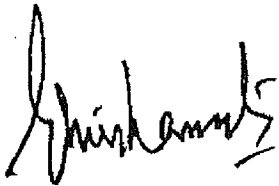
Attached please find a copy of Neycer India Limited Annual report.

This report contains the key facts and figures, accounting tables, future outlooks and an overview of the main events of the year.

We request you to take note and acknowledge the same.

Thanking You,

Yours faithfully,
For Neycer India Limited



Chairman

NEYCER INDIA LIMITED

CIN : L26109TN1960PLC004145

BOARD OF DIRECTORS	Mr. B.S.Shailendar Mr.Y.Mohan Prasad Mr. Ganapathy Krishnamoorthy Mr. Bachiamie Mr. Ramakrishnan Chittibabu Mrs. Jayalakshmi
CHIEF FINANCIAL OFFICER	Mr. K.V. Sowmya Narayanan (Upto 31-12-2015)
COMPANY SECRETARY	Mr. Raghavan
AUDITORS	M/s Suri & Co., No. 4, (Old No. 55-A) Chevaliar Sivaji Ganesan Road Thyagarayanagar Chennai 600 017
SECRETARIAL AUDITORS	M/S.LAKSHMMI SUBRAMANIAN & ASSOCIATES Practising Company Secretaries 81, MNO COMPLEX, Greams Road Thousand lights, Chennai 600006
REGISTERED OFFICE	No.145, ST. Mary's Road Alwarpet, Chennai-600 018 e-mail id : investor@neycer.in
WORKS	Sanitaryware Division Vadalur 607303 Cuddalore District, Tamil Nadu
STOCK EXCHANGE	Bombay Stock Exchange P.J. Towers, 25 th Floor, Dalal Street, Mumbai 400 001
SHARE TRANSFER AGENTS	M/s. Cameo Corporate Services Ltd., "Subramanian Building", 1, Club House Road, Chennai 600 002 Ph : 28460390, 28460391, Fax: 044-28460129

NEYCER INDIA LIMITED
NO.145, ST. MARY'S ROAD ALWARPET, CHENNAI-600 018
CIN: L26109TN1960PLC004145

NOTICE TO SHAREHOLDERS

Notice is hereby given that the Fifty Fifth Annual General Meeting of the Company will be held on Friday the 30th September 2016 at No.145, St. Mary's Road Alwarpet, Chennai-600 018 at 9.A.M. to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016 and the Profit and Loss Account for the year ended on that date together with the Reports of Board of Directors and Auditors .
2. To appoint a Director in the place of Mr. B Shailendar (DIN:01066968.)who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

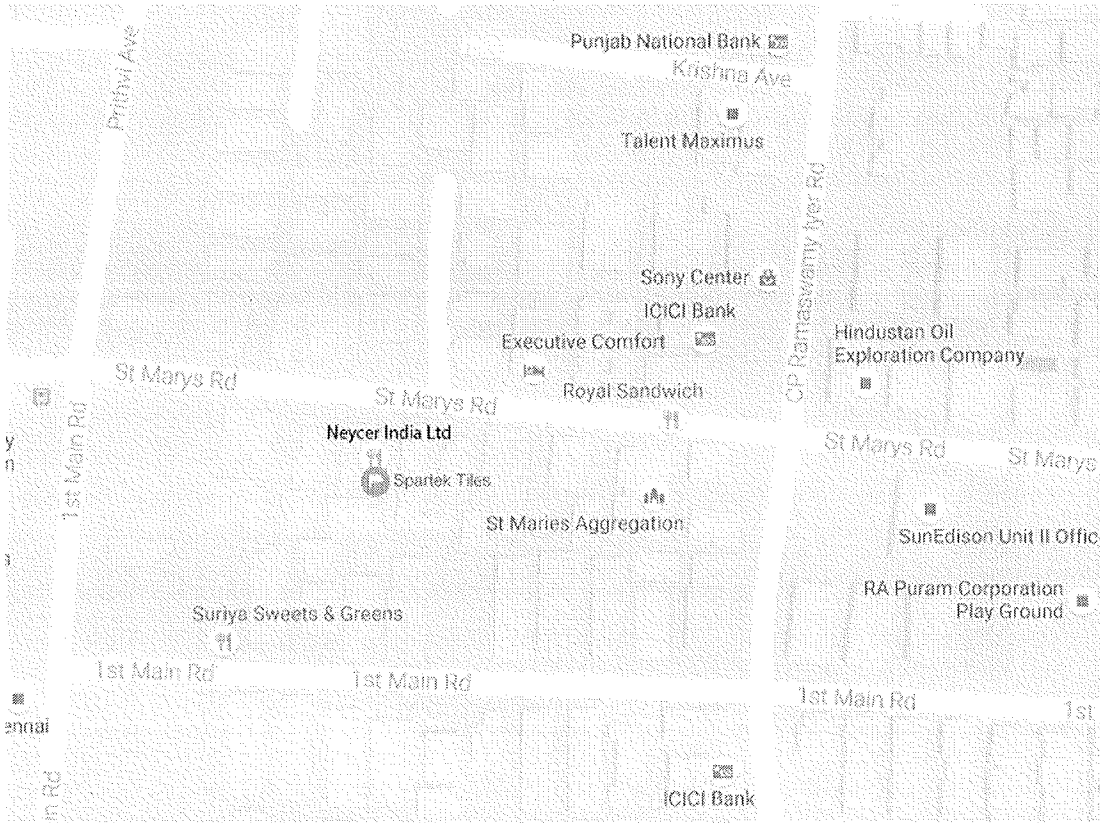
RESOLVED that in terms of the provisions of Sections 139,142 and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying rules viz. Companies (Audit and Auditors) Rules, 2014 as may be applicable and pursuant to the resolution of the Members at the 53rd Annual General Meeting held on 30th September , 2014, the appointment of M/sSuri& co., Chartered Accountants (Registration No. 004283), as auditors of the Company, to hold office from the conclusion of this Meeting until the conclusion of the 56th Annual General Meeting (AGM) of the Company, be ratified by the Members on a remuneration inclusive of service tax and such other tax(es) (as may be applicable) and reimbursement of all out- of pocket expenses in connection with the audit of the accounts of the Company (including terms of payment) to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee.

By Order of the Board

Place: Chennai
Date:12th August 2016

Mr. B. S. Shailendar
Whole Time Director

ROUTE MAP



55th ANNUAL GENERAL MEETING

Date : September 30, 2016

Day : Friday

Time : 9.00 A.M

Venue : No.145, St Mary's Road, Alwarpet Chennai - 600 018

DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the Fifty Fifth Annual Report of Neycer India Limited along with the audited financial statements for the year ended March 31, 2016.

FINANCIAL RESULTS

	Rs.	Rs.
PARTICULARS	2015-16	2014-15
NET REVENUE	207059372	231804700
PROFIT BEFORE TAX AND EXTRAORDINARY ITEMS	(14787903)	(11810892)
PROFIT / (LOSS) BEFORE TAX (PBT)	(14787903)	(11810892)
PROVISION FOR CURRENT TAX -	-	
TAX EXPENSE	-	
PROFIT AFTER TAXES/LOSS (PAT)	(14787903)	(11810892)

PERFORMANCE AND STATE OF AFFAIRS OF THE COMPANY

The Company has achieved Net sales of Rs. 20.54 Cr for the year ended 31st March, 2016 as compared to Rs.25.47Cr in the previous year.

The Company has incurred a Net loss of Rs 1.48 Cr as against a loss after taxes of Rs. 1.18 Cr in the previous year.

BIFR STATUS

The company is a sick Company under BIFR with implementation of modified rehabilitation scheme sanctioned (MS-08). As the BIFR was non functional for most of the time during the financial year 2015-16, no hearing was held. The Company had made a misc. application before the Hon'ble BIFR which is pending. The Company expects this to be taken up by BIFR after it becomes functional. As such the scheme MS-08 continues to be under implementation as of March 31, 2016.

Neycer India Limited (Neycer), filed a petition in the year 2000 seeking to set aside the award passed in the matter of GMB Ceramics Limited, before the Hon'ble High Court of Kolkata as there were lot of infirmities in the Award.

The Kolkata High Court after hearing the parties disposed off in October 2015 the petition and passed an order granting an award amount of Rs.2 crores as against Rs.11.69 crores of the award to GMB Ceramics Limited. Aggrieved by the order, both the parties viz. GMB Ceramics Limited and Neycer India Limited, have filed their respective appeals, which is admitted and pending before the High Court of Kolkata.

This when read together with the other earlier judicial orders, will bring down the liability of the company to around Rs. 40 lakhs in the event the pending and future legal process confirms and crystallizes the liability.

DIVIDEND

Considering the huge accumulated losses, your Board of Directors could not recommend any dividend to the Shareholders for the financial year ended 31.03.2016

TRANSFER OF PROFIT TO RESERVES

The company has not proposed to transfer any of its profits to reserves in view of the Carried forward losses.

MATERIAL CHANGE AND COMMITMENTS OF THE COMPANY

There are no material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report; and there are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

There have been no loan, guarantees and investment given or made by the Company under Section 186 of the Act during the financial year 2015 2016.

SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

The company doesn't have any subsidiaries, associates and joint venture companies.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Retirement by Rotation. Mr. B Shailender., who retire by rotation at the forthcoming AGM and is eligible for re-appointment. Mr. B S Shailender offered himself for re-appointment. Brief profile is mentioned in the Notice of forthcoming Annual General Meeting of the company

Independent Director

Pursuant to the provisions of clause 49 of the Listing Agreement entered into with the Stock Exchange has appointed Mr. Ramakrishnan Chittibabu, Mr. Bachiam Ramasamy Naidu, Mr. G Krishnamoorthy and Mrs. Jayalakshmi as Independent Directors of the Company.

INDEPENDENT DIRECTORS' DECLARATION

All independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 of the Companies Act, 2013 which has been relied on by the Company and placed at the Board Meeting of the Company.

KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of Section 203 of the Companies Act, 2013 the appointment of Mr. B S Shailendar as Whole Time Director and Mr. G Raghavan, Company Secretary were formalized as the "Key Managerial Personnel" of the Company, CFO yet to be appointed.

AUDITORS

Pursuant to the provisions of section 139 of the Act and the rules framed there under, M/s. Suri & Co., Chartered Accountants, (firm registration no. 004283) were appointed auditors of the company from the conclusion of the 53rd Annual General Meeting (AGM) of the company held on 30th September 2014 till the conclusion of AGM to be held in 2017, subject to ratification of their appointment at every AGM.

COMMENT ON AUDITOR REPORT

AUDITORS' REPORT

With reference to the observation of the Auditors in audit report, Managements comments are given below:

Auditor's Observation	Management Reply
For Audit Qualification(s) where the impact is quantified by the Auditor, Management's Views: The Company is a BIFR Company and declared sick. The loans are frozen and pending O.A (Operating agencies) report and also since accounts are NPA, all Banks are not charging interest. Hence no provision for interest on such account could be recognized by the company.	This matter is in the scheme and pending disposal by the Board.

SECRETARIAL AUDITOR

Pursuant to the requirements of Section 204 (1) of the companies Act 2013 and Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Company has appointed Mr. P. Srinivasan, Practicing Company Secretary (Membership No. CP No.3122) to conduct secretarial audit for the financial year 2014-15.

The Secretarial Audit report as received from the secretarial auditor is annexed to this report as Annexure.

COMMENT ON SECRETARIAL AUDITOR REPORT

With reference to the remarks made by the secretarial auditor, Mr. P. Srinivasan, Practicing Company Secretary bearing (Membership No. CP No.3122)., in his Secretarial Audit Report, the company has taken the corrective measures during the current financial year.

PERSONNEL

According to Section 197(12) of the Companies Act, 2013 read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, none of the directors are drawing remuneration and thereby the said section is not applicable and hence not furnished disclosures pursuant to rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in this report.

INTERNAL CONTROL AND ITS ADEQUACY

M/s S.N.S Associates, Chartered Accountant was appointed as internal auditors of the Company. They regularly conduct audit and submit their quarterly reports, which are reviewed by the Audit Committee. The Company has an adequate Internal Control system, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Auditor reports to the Chairman of the Audit Committee of the Board. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

HUMAN RESOURCES

The Management envisions trained and motivated employees as the backbone of the Company. Special attention is given to recruit trained and experienced personnel not only in the production department but also in marketing finance and accounts. The management strives to retain and improve employees morale. The Company is in the process of revamping the employer employee engagement program.

TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information as required to be disclosed on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as "Annexure I" to this Report.

RELATED PARTY TRANSACTIONS

During the year 2015-2016, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material as per sub-section (1) of section 188 of the Companies Act, 2013. Hence the question of reporting under the requirement of said section doesn't arise.

EXTRACT OF ANNUAL RETURN

The details forming part of extract of Annual Return in form MGT -9 as provided under Sub Section (3) of the Section 92 of the Companies Act, 2013 (the "Act") is annexed herewith as Annexure III to this report.

RISK MANAGEMENT POLICY

The risk management is overseen by the Audit committee of the company on a continuous basis, therefore Constituting a Risk Management committee does not arise. Major risks, if any, identified by the business and functions are systematically addressed through mitigating action on a continuous basis. The Risk Management policy is available in the Company website www.neycer.in

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

Presently the total number of employees is less than the statutory limit and hence the company has not constituted a separate committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

However the company has zero tolerance for sexual harassment at workplace.

During the financial year 2015-16, the Company has not received any complaints.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A detailed analysis of the Company's progress and future outlook is separately discussed in the Management Discussion and Analysis Report, is appended to and forms a part of the Annual Report.

DEPOSITS FROM PUBLIC

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on date of the balance sheet.

CORPORATE GOVERNANCE REPORT

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. The report on Corporate Governance as stipulated under the Listing Agreement forms an integral part of this Report. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of corporate governance is attached to the report on Corporate Governance.

PERFORMANCE EVALUATION OF BOARD, COMMITTEE AND DIRECTORS

Pursuant to the provisions of the Companies Act, 2013, 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 the Audit and Nomination & Remuneration Committees and the same was based on questionnaire and feedback from all the Directors on the Board as a whole, Committees and self-evaluation.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interests of the Company and its minority shareholders etc.

The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Executive Directors was carried out by the Independent Directors.

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

The Board of Directors had adopted a Code of Conduct for the Board Members and employees of the company. This Code helps the Company to maintain the Standard of Business Ethics and ensure compliance with the legal requirements of the Company.

The Code is aimed at preventing any wrongdoing and promoting ethical conduct at the Board and employees. The Compliance Officer is responsible to ensure adherence to the Code by all concerned.

The Code lays down the standard of conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code.

The Code of Conduct for Directors and Senior Management is available in the Company's Website: www.neycer.in

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Your company is not having Net profits of more than 5 Crore rupees, in the Year 2015-16 and therefore Constituting of a CSR committee in accordance with the provisions of section 135 of the Act does not arise.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of Section 134(5) of the Act, the Directors hereby confirm:

1. That in the Preparation of Final Accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
2. That they had 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;

3. That they had taken proper and sufficient care for the maintenance of adequate Accounting Records in accordance with the provisions of the Act, for safeguarding the Assets of the Company and for preventing and detecting fraud and other irregularities;
4. That they had prepared the Annual Accounts on a Going Concern basis.
5. That they laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and operating properly; and
6. That they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation of the contributions made by employees at all levels, towards the continued growth and prosperity of your Company.

Directors take this opportunity to convey their thanks to all the valued shareholders and the valuable services rendered by the Officers and Staffs at all levels.

For and on behalf of the Board

Place:Chennai

Date: 12th Aug 2016

**Mr. B. S. Shailendar
Whole Time Director**

ANNEXURE I

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

The particulars as prescribed under Rule 8(3) of the Companies (Account) Rules, 2014 are as follows:

A. Conservation of Energy

At present there is no manufacturing activity in the Company. Hence the scope for conservation of energy is very limited. Hence reporting under this clause is not applicable.

Details of Consumption of Electricity

	2015-2016	2014-2015
Units (KWH)	13,24,580	14,96,640
Cost (Rs.)	1,25,81,057	1,17,14,887
Rate Per Unit (Rs.)	9.5	7.83

B. TECHNOLOGY ABSORPTION

Your company is planning to adopt improved technology for better quality improvement, energy saving, materials consumption and reduction of wastages.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO-

	2015-2016	2014-2015
Earnings in Foreign Exchange	Nil	Nil
Expenditure in Foreign Currency	Nil	Nil

Since the Company has not carried on any export during the financial year under review, the disclosures requirement relating to exports, initiatives taken to increase exports; development of new export markets for products and services and export plans doesn't arise.

ANNEXURE II

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2016

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

To the Members

Neycer India Limited

No.145, St. Mary's Road, Alwarpet,

Chennai 600 018

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

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

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Neycer India Limited ("the Company") for the financial year ended on 31st March, 2016 according to the provisions as applicable to the Company during the period of audit:

- i. The Companies Act, 2013 (the Act) and the rules made there under and the Companies Act, 1956 to the extent applicable;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (Applicable with effect from 15 May, 2015)
 - c) 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;

- v. The Listing Agreements entered into by the Company with the Stock Exchanges, where the Securities of the Company are listed and the uniform listing agreement with the said stock exchanges pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (applicable with effect from 1 December, 2015).
- vi. Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India applicable with effect from 1 July 2015.
- vii The following laws are specifically applicable to the Company:
 - Environment Protection Act, 1986
 - The Hazardous Wastes (Management, Handling and Trans boundary Movement) Rules, 2008
 - The Water (Prevention & Control of Pollution) Act, 1974 and Rules made thereunder
 - The Air (Prevention & Control of Pollution) Act, 1981
 - The Legal Metrology Act, 2009
 - Customs Act, 1962
 - The Industrial Employment (Standing Orders) Act 1946

It is reported that during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations and Guidelines (i-vi), as mentioned above and regarding point vii, the process of improving in certain areas are being done except: -

- The Company has not dematerialized the fresh issue of preferential issue during 2013 and still pending.
- Company yet to obtain trading approval and still in the suspended Category and yet to update certain areas in line with new amended Clauses in listing agreement including Clause 49.
- The company being a sick Company under SICA Act, is in the process of initiating the strict compliances of SS 1 & SS 2 (Since being the first year of implementation) and SEBI (LODR) Regulations 2015 in certain areas.
- There was delay in filing of certain forms with MCA due to floods.
- The Company is yet to appoint KMP as per section 203 of the Companies Act, 2013.

We further report that there were no actions/events in the pursuance of

- a) The Securities and Exchange Board of India (Share Based employee Benefits) Regulations, 2014 and the Employees Stock Option Scheme, 2007 approved under the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009
- c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998
- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- f) 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; requiring compliance thereof by the Company during the Financial Year under review.

We further report that, based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, in our opinion, the company is in the process of establishing adequate systems and processes to monitor and ensure compliance with other applicable general laws viz., Industrial Laws, Environmental, Human Resources, labour laws and the following laws:

- Employees Provident Fund and Miscellaneous Provisions Act, 1952
- Employees' State Insurance Act, 1948
- The Contract Labour (Regulation & Abolition) Act, 1970
- The Factories Act, 1948
- The Industrial Disputes Act, 1947
- The Workmen's Compensation Act, 1923 & Rules
- Payment of Gratuity Act 1972 & Rules
- The Payment of Bonus Act, 1965
- The Minimum Wages Act, 1948
- The Maternity Benefit Act, 1961
- Apprentices Act, 1961

We further report, that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial auditor and other designated professionals.

We further report that:

The Board of Directors of the Company is well constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were changes in the composition of the Board of Directors during the period under review.

Notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were delivered and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

We further report that during the audit period, events have occurred, which have a major bearing on the Company's affairs.

- The Company has not dematerialized the fresh issue of preferential issue during 2013 and yet to obtain trading approval and hence in the suspended Category.

Neycer India Limited

- Company is a sick Company and pending before BIFR.
- Damage of the Company documents, computers and other assets due to floods on 02.12.2015 was registered under CRPC and evidenced by the registration of the CSR by the Inspector, Kotturpuram.

For LAKSHMMI SUBRAMANIAN & ASSOCIATES

**Sd/-
P.S.Srinivasan
Associate Partner
FCS No.1090
C.P.NO. 3122**

**Place: Chennai
Date: 12 - Aug - 2016**

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

ANNEXURE-A

**To the Members
Neycer India Limited
No.145, ST. Mary's Road,
Alwarpet, Chennai - 600 018**

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.,
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on a random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For LAKSHMMI SUBRAMANIAN & ASSOCIATES

**Sd/-
P.S.Srinivasan
Associate Partner
FCS No.1090
C.P.NO. 3122**

**Place: Chennai
Date: 12th Aug 2016**

ANNEXURE III

**EXTRACT OF ANNUAL RETURN
FORM MGT 9**

(Pursuant to Section 92 (3) of the Companies Act, 2013 and
Rule 12(1) of the Company (Management & Administration) Rules, 2014)
Financial Year ended on 31.03.2016

I. REGISTRATION AND OTHER DETAILS:

CIN	L26109TN1960PLC004145
Registration Date	12/05/1960
Name of the Company	NEYCER INDIA LIMITED
Category / Sub-Category of the Company	Company Limited by Shares
Address of the Registered office and contact details	No.145, ST. MARY'S ROAD, ALWARPET, CHENNAI-600 018
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Cameo Corporate Services Limited Subramanian Building No.1, Club House Road Chennai 600 002

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	Ceramic	323	85%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

S. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Sriven Realtors Private Limited	U72300TN1998PTC040542	Holding Company	59.10	

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

i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year*				No. of Shares held at the end of the year*				% change during the year*
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	0	0	0	0	0	0	0	0	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt (s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp	800000	6552960	7352960	72.43	800000	6552960	7352960	72.43	0
e) Banks/FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Sub-total									
(A) (1):	800000	6552960	7352960	72.43	800000	6552960	7352960	72.43	0
(2) Foreign									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other - Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
Sub-total (A)(2):	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter(A)= (A)(1)+(A) (2)	800000	6552960	7352960	72.43	800000	6552960	7352960	72.43	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI									
c) Central Government	0	0	0	0	0	0	0	0	0
d) State Government(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	123735	5434	129169	1.27	123735	5434	129169	1.27	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (Specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1) :	123735	5434	129169	1.27	123735	5434	129169	1.27	0

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	
2. Non-Institutions									
a) Bodies Corporate									
i) Indian									
ii) Overseas	0	2578641	2578641	25.40	0	2578641	2578641	25.40	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1,00,000	50	54491	54541	0.54	50	54491	54541	0.54	0
ii) Individual shareholders holding nominal share capital in excess of Rs.1,00,000	0	36605	36605	0.36	0	36605	36605	0.36	0
c) Others (specify)									
Hindu Undivided Family (HUF)									
Non Resident Indians	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):	50	2669737	2669787	26.30	50	2669737	2669787	26.30	0
Total Public Shareholding (B) = (B)(1)+(B)(2)	123785	2675171	2798956	27.57	123785	2675171	2798956	27.57	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	923785	9228131	10151916	100.00	923785	9228131	10151916	100.00	0

ii) Shareholding of Promoters:

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledge/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledge/ encumbered to total shares	
1	Spartek Ceramics India Limited	952960	9.3870	0	952960	9.3870	0	0
2	Sriven Realtors Private Limited	6000000	59.1021	0	6000000	59.1021	0	0
3	Mohan Prasad Y of Sriven Ventures	400000	3.9401	0	400000	3.9401	0	0

(iii) Change in Promoters' Shareholding

S. No.	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	-	-	-	-	-

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

S. No.	Name of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	CDS Projects limited	1330000	13.10	1330000	13.10
2	Sparta Holding Limited	1200000	11.82	1200000	11.82
3	LIC	113735	1.12		1.12
4	Nidhya Rajeswari Guhan	19865	0.20	19865	0.20
5	Viswanathan R	16740	0.16	16740	0.16
6	The Oriental Insurance Company Limited	10000	0.10	10000	0.10
7	Seetha Subramanian	8580	0.08	8580	0.08
8	The United India Insurance Company Limited	5434	0.05	5434	0.05
9	Purnima Gupta	2100	0.02	2100	0.02
10	His Highness Sri R Rajagopala Thondaiman	2000	0.02	2000	0.02

(v) Shareholding of Directors and Key Managerial Personnel:

S. No.	Shareholding of each Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Y Mohan Prasad	2	0.00	2	0.00

(VI) INDEBTEDNESS

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	154555149	NIL	NIL	154555149
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	154555149	NIL	NIL	154555149
Change in Indebtedness during the financial year	NIL	NIL	NIL	NIL
• Addition				
• Reduction				
Net Change	NIL	NIL	NIL	NIL
Indebtedness at the end of the financial year				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	NIL	NIL	NIL	NIL

VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Amount in Lakhs)

S. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL		NIL
2.	Stock Option	NIL	NIL		NIL
3.	Sweat Equity	NIL	NIL		NIL
4.	Commission - as % of profit - others	NIL	NIL		NIL
5.	Others Retirement benefits Provision for leave salary	NIL	NIL		NIL
	Total (A)	NIL	NIL		NIL
	Ceiling as per the Act	NIL	NIL		NIL

B. Remuneration to other directors:

(Amount in Lakhs)

S. No.	Particulars of Remuneration	Name of Directors				Total Amount
	1. Independent Directors ● Fee for attending board / committee meetings ● Commission ● Others	NIL	NIL		NIL	NIL
	Total (1)	NIL	NIL		NIL	NIL
	2. Other Non-Executive Directors ● Fee for attending board / committee meetings ● Commission ● Others	NIL NIL	NIL NIL		NIL NIL	NIL NIL
	Total (2)	NIL	NIL		NIL	NIL
	Total (B)=(1+2)	NIL	NIL		NIL	NIL
	Total Managerial Remuneration	NIL	NIL		NIL	NIL

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

S. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO	Company Secretary	CFO	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	Rs.1,20,000	141912	261912
2.	Stock Option	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL
4.	Commission as % of profit others	NIL	NIL	NIL	NIL
5.	Others Retirement benefits Provision for leave salary	NIL	NIL	NIL	NIL
	Total	NIL	1,20,000	141912	261912

VIII. 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)
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

MANAGEMENT DISCUSSION AND ANALYSIS:

Economy Overview:

World economy was consolidating from the past slowdown and recovery was taking place in different areas at different rates, in 2015. Developing countries were disappointed with slower growth than anticipated. In contrast, recovery in high-income countries gained momentum and expected to grow in 2015 & 2016. High income economies contributed more than 40% in the global growth in 2015 and expected to contribute about half of the global growth in coming years.

India is emerged as the growing economy and recorded a GDP growth rate of 4.4% in 2015, although lower than 4.7 % recorded in 2015. However with stable New Government along with various fiscal and structural reforms, there is optimism about the positive GDP growth of India. With export competitiveness and infrastructural development, IMF estimating GDP growth of India, at 5.5 % in 2015

Sanitaryware Global Market:

Global Sanitaryware market is set to grow due to increased demand in housing sector, increasing sanitation levels in developing countries, increase in lifestyle and level of standard of living.

Sanitaryware Indian Market:

India has emerged as the major bath and sanitaryware market in Asia specific region. The sanitaryware market in India has grown rapidly during the last few years as many new international players have entered in Indian market as well many existing players have increased their production capacity.

In thrust to grab bigger market share and to provide a complete bathroom solution, many Indian tiles major, have forayed into this business, making market more competitive.

Increase in housing sector demand, urbanization and government initiatives for sanitation in rural India are the demand drivers for the sector. Increasing purchasing power and lifestyle spending has also created demand for upper end products in India.

There are wide opportunities for Ceramics & Sanitaryware Industry in India considering various positive factors and optimistic outlook. The major growth drivers for the industry are:

Export Potential:

With the change in Chinese economy and increased cost of manufacture, Indian sanitaryware became price competitive in the global market. Further with impose of anti dumping duty on the Chinese sanitaryware by many countries, Indian manufactures has better prospect for export. Also fall in rupee has given added advantage for export making better realization.

Urbanization and increase sanitation:

Increasing urbanization and sanitation will create more demand for the sanitaryware in the coming years. Urbanization is increasing year on year. The awareness for the basic sanitation is also increasing with the Government initiatives.

SWOT Analysis

Strengths:

- State of the Art Plants, located ideally in the upcoming state of Gujarat.
- Availability of Skilled Human Resources

- Multi product Company offering complete tiling and bathroom solutions.
- Quality product and established brand.

Weakness :

- Working capital shortage and severe liquidity crunch.
- Increasing uncontrollable fuel cost.
- Low Capacity utilization affecting the cost.

Opportunities

Increasing Urbanization and development of cities.

- Increasing basic sanitation in rural India with the Government's Initiatives.
- Export Opportunities
- Change in spending pattern of consumers with the increase in disposable income

Threats

- Changing Technology
- Growing Brand Equity of Competitor
- Increasing entry of MNC's in the sector.
- Domestic players are becoming multi product Company

Conclusion and Future Outlook:

The Company has managed its operation with limited working capital and stretched cash flows. The main objective of the Company is to run the plant with each possible way and utilize each and every available resource, which will not only maintain the value of the plant but also the value of the brand equity of the Company. The Company is known for its quality products. This has helped Company in increasing its capacity and reduction in cost, in sanitaryware.

There is good demand for the Company's Artificial Marble in the market, due to its quality. However due to limited working capital, Company could not compete the demand.

There is huge potential in the Industry due to huge demand from real estate and infrastructure sector. Also the anti dumping duty imposed on Chinese products, increasing cost of production in China & falling Rupee has created more opportunity for export of the Indian Tiles and Sanitaryware Industry.

Considering the immense opportunities in the market, Company will achieve its goals and target in the coming years and surpass all the hurdles with its experience and support of all associates.

Financial Statement Analysis:

Key Financial Information

The overall operations of the Company continued to remain in stress due to liquidity mismatch and working capital shortages.

The Company has not done any business in Tile's division. Company's Tile's plant was also not run for major part of the year due to working capital shortage inspite of the demand for the Company's tiles in the market.

Revenue

Turnover during the financial year 2014-15 was Rs 20,53,52,291 as against Rs. 23,06,24,920 during the previous year, recorded decrease by Rs 2,52,72,630. Revenues are contributed by Sanitaryware Division.

Risk Management:

Identification of Risk and its mitigation is the continuous process. The Company regularly assess the risk involved in the business and tried to mitigate with the available resources. The Company has identified some of the risk with possible measures as under:

1. Competition Risk:

Increased completion in the sector from various established players and new entrants may affect the Company's revenue.

Mitigation

Supply of Quality products with timely delivery, and maintaining the relationship with the customers, will keep the Company ahead from Competition.

2. Loss of Brand recall:

Low spending on the brand promotion and negative marketing by competitors may affect brand image of the Company.

Mitigation

The Company has created strong brand in the segment and known for its quality. With ease in future cash flows, the Company may increase the Brand spend and can increase the visibility of brand in near future.

3. Technology Change:

Changing technology, especially in sanitaryware segment may affect the revenues of the Company.

Mitigation

The Company's Sanitaryware plant is of latest technology only. However even though the plant needs to be upgraded with minimal critical capex, the Company can produce best products from the existing plant with its limited resources which has the demand in the market.

Human Resource:

The Company continues to maintain cordial and healthy relationship with the human resources. The Company keeps safety and health programs for manpower. It continues to motivate the manpower and provides training in the desired areas.

Internal Control:

The Company has adequate internal control system and internal audit, commensurate with the size of the business. All the transactions are recorded in proper manner duly authorized and verified by the concern authorities and reported accordingly.

Internal audit and statutory audit are part of internal control system and done by independent auditors and audit committee regularly reviews the same.

Cautionary Statement:

The statement in the Management Discussion and Analysis Report cannot be construed as holding out any forecasts, projections, expectations, invitations, offers, etc. within the meaning of applicable securities, laws and regulations. This Report basically seeks to furnish information, as laid down within the different headings to meet the Listing Agreement requirements.

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY:

We at Neycer India Limited believe that Corporate Governance is a systematic process by which companies are directed and controlled to achieve long term corporate goals and enhance stakeholders' value. Your Company is committed to adopt best governance practices and envisages the attainment of the high level of transparency and accountability in the functioning of the Company and the conduct of its business.

Your Company needs to leverage resources to translate opportunities into reality; to infuse people with a vision, which sparks dynamism and entrepreneurship, creates a system of succession which combines stability with flexibility and continuity with change.

Above all else, corporate governance must balance individual interest with corporate goals and operate within accepted norms of propriety, equity, fair play and a sense of justice. Achieving this balance depends upon how accountable and transparent companies are. Accountability improves decision making. Transparency helps to explain the rationale behind decisions, and thereby builds stakeholder confidence.

Your Company's Corporate Governance compliances are as follows:

2. BOARD OF DIRECTORS

- a) Composition/Category of Directors/Attendance at Meetings/Directorships & Committee Memberships in other Companies as on March 31, 2016: The Board of Directors of the Company has an optimum combination of Executive and Non-Executive Directors. The company has four independent directors.**

None of the Non-Executive Directors of the Company has any pecuniary relationship or transaction with the Company.

Details of composition of the Board, Shares held by Directors, Board / Annual General Meeting Attendance & Committee Memberships as on March 31, 2015 are provided herein below;

Name of the Director	Category	Designation	Date of appointment	As on 31 st March		Attendance		*Number of other Directorships	**Committee position of other Companies	
				No. of Shares held	% of Holding	Board Meeting	Last AGM		Memberships	Chairmanships
Mr. B.S.Shailendar	Executive Director	Whole Time Director	15 th July 2006	Nil	Nil	4	Yes	4	2	1
Mr.Y.Mohan Prasad	Non-executive	Director	14 th February 2006	2	0.00	4	Yes	3	1	1
Mr. Ganapathy Krishnamoorthy	Non-executive	Independent Director	14 th August 2014	Nil	Nil	4	No	Nil	Nil	Nil
Mr. Bachiamme	Non-executive	Independent Director	14 th August 2014	Nil	Nil	4	No	Nil	Nil	Nil
Mr. Ramakrishnan Chittibabu	Non-executive	Independent Director	14 th August 2014	Nil	Nil	4	No	Nil	Nil	Nil
Mrs. Jayalakshmi	Non-executive	Independent Director	13 th April 2015	Nil	Nil	4	No	Nil	Nil	Nil

* This includes Directorship in public limited companies (including subsidiaries of public limited companies) and excludes Directorship in associations, private, foreign and Section 25 companies.

** Represents Chairmanship / Membership of Audit Committee and Shareholders' / Investors' Grievance Committee, whether listed or not.

Four Board meetings were held during the year 2015-16. The dates on which the Board meetings were held were as follows:

- May 29, 2015 , August 14, 2015
- November 14, 2015 , February 14, 2016

3) Committees of the Board

a) AUDIT COMMITTEE

(i) Terms of reference:

The terms of reference of this Committee cover the matters specified for Audit Committee under Clause 49 of the Listing Agreements as well as in Section 292A of the Companies Act, 1956 and inter-alia include the following:

- 1) Review of Company's financial reporting process
- 2) Reviewing the Company's financial and risk management policies
- 3) Review of quarterly, half-yearly and annual financial statements before submission to the Board.
- 4) Review with Internal Auditors on significant observations
- 5) Recommending appointment of Internal Auditor and fixation of fees
- 6) Review of adequacy of internal audit function and internal audit plan for the year
- 7) Review of adequacy of internal control system

(ii) Composition, name of members & Chairman, meetings held during the year and attendance at meetings:

The Audit Committee comprised of three Non-Executive Directors. The Committee met four times during the Financial Year ended March 31, 2016 on... May 2015, .. August 2015, 14th November 2015, andFebruary 2016. Required quorum was present at all meetings.

Name of the Director	Status in Committee	Number of committee meetings	
		Held	Attended
Mr. GanapathyKrishnamoorthy	Chairman	4	4
Mr. Bachiamme	Member	4	4
Mr. RamakrishnanChittibabu	Member	4	4

4) NOMINATION AND REMUNERATION COMMITTEE:

The Company has constituted Remuneration Committee of the Board of Directors. None of the Directors draw any remuneration. The actual travel and incidental expenses incurred for attending meetings are only reimbursed.

No meeting was held under this committee for the Financial Year ended 31st March 2016

The details of the remuneration/sitting fees paid to the Directors during the financial year 01.04.2015 to 31.03.2016 are given below:

Names of Directors	Basic Salary (Rs.)	Perquisites/Allowances (Rs.)	Sitting Fees (Rs.)
Mr. B S Shailendra	Nil	Nil	Nil
Mr. Y Mohan Prasad	Nil	Nil	Nil
Mr. GanapathyKrishnamoorthy	Nil	Nil	Nil
Mr. Bachiamme	Nil	Nil	Nil
Mr. Ramakrishnan Chittibabu	Nil	Nil	Nil
Mrs. Jayalakshmi	Nil	Nil	Nil

5) SHAREHOLDERS RELATIONSHIP COMMITTEE

Scope of the committee:

The Stakeholders' Relationship Committee is functioning to look into Redressal of Investor/Shareholders complaints expeditiously. The Stakeholders' Relationship Committee is primarily responsible to review all matters connected with the Company's transfer of securities and Redressal of shareholders/investors/security holders' complaints. The Committee also monitors the implementation and compliance with the Company's Code of Conduct for prohibition of Insider Trading.

The Stakeholders' Relationship Committee's composition and the terms of reference meet with the requirements of Clause 49 of the Listing Agreement and provisions of the Companies Act, 2013.

The Stakeholder's Relationship Committee Comprises of Mr. Ganapathy Krishnamoorthy, Bachiamme, Ramakrishnan Chittibabu as members.

No meeting was held under this committee for the Financial Year ended 31st March 2016.

The composition of Shareholders Relationship Committee as on March 31, 2016 during the financial year 2015-16 were as follows.

NAME OF DIRECTOR	STATUS IN COMMITTEE
Mr Ganapathy Krishnamoorthy	Chairman
Mr. Bachiamme	Member
Mr. Ramakrishnan Chittibabu	Member

During the Financial Year 2015-2016, there were no complaints received from shareholders.

Investors are requested to address their complaints if any to the below mentioned e-mail id: investorsupport@neycer.in

Mr G Raghavan, appointed as a Company Secretary and compliance officers with effect from 29.05.2015.

6. COMPLIANCE WITH CLAUSE 49

The Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement relating to Corporate Governance. The Company has also adopted the non-mandatory requirement of Clause 49 to the extent of Remuneration Committee which has been discussed in the earlier section of this Report.

7. CODE OF CONDUCT

The Board of Directors of the Company has framed a Code of Conduct for applicable to all Directors and the Senior Management Personnel of your Company. The said Code of Conduct has also been posted on the website of the Company. The Board members and Senior Management Personnel have affirmed their compliance with the Code of Conduct for the year 2015-16. A declaration signed by the Directors of the Company to this effect is enclosed at the end of this report.

8. DISCLOSURES

i. Accounting Treatment:

The Company followed the guidelines of Accounting Standards laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements. During the financial year, no differential accounting treatment was followed.

ii. Related Party Transactions:

During the financial year 2015-16, there were no materially significant transactions entered into between the Company and its Promoters, Directors or the management, subsidiaries or relatives that may have potential conflict with the interests of the Company at large. Further, details of related party transactions form part of notes to the accounts of the Annual Report.

iii. Strictures / Penalties

No strictures / penalties were imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

iv. Proceeds from public issues, right issues, preferential issues:

During the year 2015-16, the Company did not raise money from public issue and right issue.

9. MEANS OF COMMUNICATION

The Quarterly, Half yearly unaudited financial results and the Annual audited financial results of the Company are sent to the Stock Exchange(s) immediately after they are approved by the Board of Directors. The results are normally published within 48 hours in daily newspapers i.e. Trinity Mirror (English) and MakkalKural (vernacular newspaper) accordance with Listing Agreement. The official announcements are posted at BSE website. The financial results and communications to investors are posted on the Company's website www.neycer.in.

10. SEBI PRESCRIPTION OF INSIDER TRADING

As per SEBI guidelines, the Board has designed a code of conduct strictly in accordance with the model code of conduct prescribed. The Code besides other relevant matters prohibits an insider from dealing in shares of the Company while in possession of unpublished price sensitive information in relation to company. During the time of declaration of results, dividend and other material events the trading window is closed as per code.

11. RECONCILIATION OF SHARE CAPITAL AUDIT

As stipulated by SEBI, a qualified Practising Company Secretary carries out Reconciliation of Share Capital Audit to reconcile the total admitted capital with Central Depository Services (India) Limited and the total issued and listed capital.

Quarterly Secretarial Audit Report on reconciliation of the total admitted capital with CSDL and the total issued and listed capital were carried out and furnished to the Stock Exchanges.

GENERAL SHAREHOLDER'S INFORMATION

1) Annual General Meeting

The Fifty Fifth Annual General Meeting of the Shareholders of the Company will be held on Friday, the September 30, 2016 at Registered Office No.145, ST. Mary's Road Alwarpet, Chennai - 600 018 at 9.00 a.m for the financial year ended March 31, 2016.

2) Details of General Body Meetings held in last three Annual General Meetings:

Financial Year	Date	Time	Venue
2014 - 2015	September 30, 2015	2.00 P.M	At Registered Office 33/24A RanjithRoad, Kotturpuram Chennai 600 085
2013 - 2014	September 30, 2014	10.00 A.M	At Registered Office 33/24A RanjithRoad, Kotturpuram Chennai 600 085
2012 - 2013	September 30, 2013	10.00 A.M	At Registered Office 33/24A Ranjith Road, Kotturpuram Chennai 600 085

3) Special Resolutions passed at the Annual General Meetings held during last three financial years:

No Special Resolutions passed at the Annual General Meeting was passed during last three financial years.

4) Postal Ballot:

During the Financial year, there were no ordinary or Special Resolution passed by the Members through Postal Ballot.

5) Extraordinary General Meeting during the last three years:

No Extra Ordinary General Meeting was held during last three financial years.

6) Book Closure Date:

27th September 2016 to 30th September 2016 (Both days inclusive)

7) Dividend Payment Date:

No dividend has been recommended by the Board of Directors of the Company.

8) Listing on Stock Exchanges:

The Stock Exchanges at which the equity shares of the Company are listed and the respective stock codes are:

Bombay Stock Exchange Ltd. (BSE): 502255

9) Tentative Financial Calendar:

1st April, 2016 to 31st March, 2017

Results for the quarter ending June 30, 2016	Within 45 days from the end of the quarter
Results for the quarter ending September 30, 2016	Within 45 days from the end of the quarter
Results for the quarter ending December 31, 2016	Within 45 days from the end of the quarter
Results for the quarter ending March 31, 2017	Audited Results within 60 days from the end of the quarter
Annual General Meeting	September 2017

10) Contact Information

Registered Office:

No.145, ST. Mary's Road, Alwarpet, Chennai-600 018 email: investor@neycer.in

Plant Location: Vadalur 607 303, Cuddalore District, Tamil Nadu

a) Registrar and Transfer Agent:

M/s.Cameo Corporate Services Limited is Company's Registrar and Share Transfer Agent (RTA) for its equity shares. The contact details of RTA are:

M/s. Cameo Corporate Services Limited,
Subramanian Building, No.1 Club House Road, Chennai- 600 002

Telephone: 91-44-2846 0390, Fax: 91-44-28460129, E-mail: cameo@cameoindia.net

b) Share Transfer System:

Share transfers which are received in physical form are processed and the share certificates returned within a period of 30 days from the date of receipt, subject to the documents being valid and complete in all respects. The dematerialized shares are transferred directly to the beneficiaries by the depositories.

11. MARKET PRICE MOVEMENT

Since shares are not traded till March 2016, the same are not provided.

12. DISTRIBUTION OF SHAREHOLDING as on 31st March 2016

Category	No of Holders	% of Holders	Shares in Rs.	% of Shares
10 5000	648	96.00	358710	0.3533
5001-10000	8	1.1851	56060	0.0552
10001 20000	2	0.2962	33740	0.0332
20001 -30000	1	0.1481	21000	0.0206
30001 -40000	0	0.00	0	0.00
40001 -50000	0	0.00	0	0.00
50001 -100000	5	0.7407	379270	0.3735
100001 - And Above	11	1.6296	100670380	99.1639
TOTAL	675	100.00	101519160	100.00

13. SHAREHOLDING PATTERN AS ON 31.03.2016.

Subject to the approval of the Bombay Stock Exchange, the shareholding pattern (post allotment) will be as under:

Category	No. of Shares Held	Percentage of Share holding
A. PROMOTER HOLDING		
1. Promoters		
Indian Promoters	7352960	72.43
Foreign Promoters	NIL	NIL
2. Persons acting in concert	NIL	NIL
Sub-Total	7352960	72.43
B. Non-Promoters Holding		
3. Institutional Investors	NIL	NIL
a. Mutual Funds and UTI	NIL	NIL
b. Banks, financial Institutions, Insurance Companies (central/state Govt.Institutions/Non-government Institutions)	129169	1.27
c. FIIs	NIL	NIL
Sub-Total	129169	1.27
4. Non- Institutional Investors		
a. Body Corporates	2578641	25.40
b. Indian Public	91146	0.9
c. Clearing Member	NIL	NIL
d. Hindu Undivided Family	NIL	NIL
e. Non-Resident Indians	NIL	NIL
Sub-Total	2669787	26.30
Grand Total	10151916	100.00

14. DEMATERIALISATION OF SHARES

The detail of shares dematerialized cannot be furnished due to pendency of listing approval from the Bombay Stock Exchange.

15. OUTSTANDING GDR / ADRS / WARRANTS OR ANY CONVERTIBLE INSTRUMENT, AS ON 31ST MARCH 2016 :

As on date, the Company has not issued GDRs, ADRs, or any other Convertible Instruments which are pending for conversion

16. FAMILIARIZATION PROGRAMME / TRAINING OF INDEPENDENT DIRECTORS

Every new independent director of the Board attends an orientation program. To familiarize the new inductees with the strategy, operations and functions of our Company, the executive directors/ Senior managerial personnel make presentations to the inductees about the Company's strategy, operations, product and service offerings, markets, organization

structure, finance, human resources, technology, quality, facilities and risk management. The policy on Familiarization programme of Independent Directors has been posted on the website of the Company www.neycer.in

17. REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report. All remuneration paid to the Directors, Key Managerial Personnel and senior management personnel are as per the remuneration policy of the Company.

18. WHISTLE BLOWER POLICY/VIGIL MECHANISM

The Company has established a vigil mechanism for Directors and Employees to report their genuine and serious concern, the details of which are given in the Corporate Governance Report. The policy on Vigil Mechanism and Whistle Blower Policy have been posted on the website of the Company www.neycer.in.

19. POLICY OF DIRECTORS' APPOINTMENT AND REMUNARATION

Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under section 178 of the Act are covered under the Board's policy formulated by the Company and is available on the Company.

20. CEO / CFO CERTIFICATION

A certificate as stipulated in clause 49(v) of the Listing Agreement duly signed by the Compliance Officer, on financial statements of the Company is enclosed to this report.

21. CERTIFICATION BY AUDITORS

As required under Clause 49 of the Listing Agreement, the Statutory Auditors of the Company, M/s Suri & Co., have verified the compliances of the Corporate Governance and the Company has obtained a Certificate affirming the compliance from them and the same is annexed to this Report and forms a part of the Annual Report.

DECLARATION UNDER COMPLIANCE WITH CODE OF CONDUCT

In accordance with sub clause 1(D) of Clause 49 of the Listing Agreement with the Stock Exchanges, we hereby confirm that all the Directors and the Senior Management Personnel have affirmed compliance with their respective code of conduct as applicable to them, for the year ended on 31st March 2016.

For and on behalf of the Board

Place: Chennai
Date 12th Aug 2016

B S Shailendar
Whole Time Director

CEO / CFO Certification

**To,
The Board of Directors,
Neycer India Limited
Chennai**

I, B.S. Shailendra, Whole Time Director of Neycer India Limited to the best of my knowledge and belief hereby certify that:

1. I have reviewed the balance sheet and profit and loss account and all its schedules and notes on accounts, as well as the cash flow statements for the year ended, 31st March 2016.
2. Based on my knowledge and information, these statements do not contain any untrue statement of a material fact or omit to state a material fact necessary to make statements made, in light of the circumstances under which such statement were made, not misleading with respect to the statements made.
3. Based on my knowledge and information, the financial statements, and other financial information included in this report, present in all material respect, a true and fair view of affairs of the company, the financial condition, results, of operation and cash flows of the company as of, and for, the period presented in this report, and are in compliance with the existing accounting standards and/ or applicable laws and regulations.
4. To the best of my knowledge and belief, no transactions entered into by the company during the year are fraudulent, illegal or violative of the code of conduct of the company.
5. I accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of the internal control system of the company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal controls, if any, of which I am aware and the steps have been taken or propose to take to rectify these deficiencies.
6. I have disclosed based on my most recent evaluation, wherever applicable, to the company's auditors and the Audit Committee of the Company's Board of Directors (and persons performing the equivalent functions)
 - a. Significant changes in internal controls over financial reporting during the year, if any, and that the same have been disclosed in the notes of financial statements.
 - b. All significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements.
 - c. Instances of significant fraud of which have become aware and the involvement therein, if any, of the management or an employee having significant role in the company's internal controls systems over financial reporting.

For Neycer India Limited

**Place: Chennai
Date: 12th Aug 2016**

**B.S. Shailendra
Whole Time Director**

Auditor's Report of Corporate Governance

**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE
UNDER CLAUSE 49 OF THE LISTING AGREEMENT**

To

The Members of Neycer India Limited

We have examined the compliance of conditions of Corporate Governance by Neycer India Limited, for the year ended 31st March, 2016 as stipulated in Clause 49 of the Listing Agreement of the said company with the Stock Exchange(s).

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.

As required by the guidance note on certification of Corporate Governance issued by the Institute of Chartered Accountants of India, we state that, there were no investor grievances remaining pending for more than 30 days as per the records maintained by the Company as at 31st March, 2016.

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.

Place: Chennai.
Date: 12th Aug 2016

For SURI & CO.,
Chartered Accountants
Regn No.:004283S
Sd/-
R. MAHESH
Partner
Membership No: 02477

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
NEYCER INDIA LIMITED, CHENNAI - 18**

Report on the Financial Statements

We have audited the accompanying financial statements of Neycer India Limited ("the Company"), which comprise the Balance Sheet as at 31 st March, 2016, 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 Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these 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 maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial 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 financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with 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 the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, subject to non-provision of interest on term loan, cash credit and funded interest term loan from bank

amounting to Rs. 7.66 crores and interest of Rs. 3.98 crores on loan from Body corporate referred to in Note No.28 of notes to financial statements, resulting in the LOSS for the year understated by Rs.11.64 crores, the aforesaid 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 31 st March 2016, and its loss and its cash flows for the year ended on that date

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section 11 of section 143 of the Act, we give in the Annexure 'A' a statement on the matters specified in paragraph 3 and 4 of the Order, to the extent applicable.
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 it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On the basis of the written representations received from the directors as on 31 st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 st March, 2016 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 has disclosed the impact of pending litigations on its financial position in the financial statements- Refer Note 24 and 25(d) to 25(i) to the financial statements.
 - 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 during the year.

Place: Chennai
Date: 30-05-2016

For Suri & Co.
Chartered Accountants
Firm Regn. No. 004283S

Sd/-
R. Mahesh
Partner
M.No.024775

**ANNEXURE-A TO THE INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF NEYCER INDIA LIMITED**

- i) a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) These fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
- c) The title deeds of immovable properties are held in the name of the Company.
- ii) Physical verification of inventory has been conducted at reasonable intervals by the management and no material discrepancies were noticed.
- iii) The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
- iv) The Company has not given any loans or made any investments, given any guarantee or provided any security and accordingly compliance with the provision of Section 185 and 186 of the Companies Act, 2013 does not arise.
- v) The Company has not accepted any deposits from the public during the year within the meaning of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder. As per information furnished, the Company has not received any order from the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other Tribunal.
- vi) We have broadly reviewed the cost records maintained by the Company in respect of products where the Central Government has prescribed maintenance of cost records under sub section (1) of section 148 of the Companies Act, 2013 and are of the opinion that, prima facie the prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii) a) The Company is 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 belatedly and there are no outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable.
- b) According to the information and explanations furnished to us, the details of disputed statutory dues are as under:

Name of the Statute	Nature of dues	Amount disputed (Rs.)	Amount Paid (Rs.)	Forum where dispute is pending
Tamil Nadu General Sales Tax Act	Sales Tax	93,20,618	Nil	Deputy Commercial Tax Officer
TNGST Act	Sales Tax	3,44,15,091	NIL	Appellate Assistant Commissioner(CT)
CST Act	CST	50,56,861	Nil	Appellate Assistant Commissioner (CT)
TN VAT	VAT	57,93,862	Nil	Honourable High Court of Madras
ESI Act	ESI	6,47,330	1,61,890	ESI Labour Court
PF Act	PF	47,22,090	Nil	Employees Provident Fund Appellate Tribunal, Delhi

- viii) In our opinion and according to the information and explanations given to us, the company has defaulted in repayment of dues to banks. The default in respect of principal amount of loan was Rs.5,55,23,000 and that of interest was Rs.6,05, 76, 762 as detailed in Note No.4 and Note No.28 of the notes to the financial statements. The company has no outstanding debentures.
- ix) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year.
- X) According to the information and explanations given to us, no fraud by the company or on the company by its officers or employees has been noticed or reported during the year.
- xi) The appointment of managerial personnel is without any remuneration and hence the Company has not paid or provided for any managerial remuneration during the year.
- xii) The Company is not a Nidhi company and hence paragraph 3(xii) of the Order is not applicable.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, all transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements as required by the applicable Accounting Standards.
- xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv) The Company has not entered into any non-cash transactions with directors or persons connected with him.
- xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934.

Place: Chennai
Date: 30-05-2016

For Suri & Co.
Chartered Accountants
Firm Regn. No. 004283S

Sd/-
R. Mahesh
Partner
M.No.024775

**ANNEXURE-B TO THE INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF NEYCER INDIA LIMITED**

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 Neycer India Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by the Institute of Chartered Accountants of India 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 were 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 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Suri & Co.
Chartered Accountants
Firm Regn. No. 004283S**

**Place: Chennai
Date: 30-05-2016**

**Sd/-
R. Mahesh
Partner
M.No.024775**

AUDITOR'S REPORT ON CORPORATE GOVERNANCE

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER THE LISTING AGREEMENT

To

The Members of NEYCER INDIA LIMITED, CHENNAI

We have examined the compliance of conditions of corporate governance by NEYCER INDIA LIMITED., CHENNAI for the year ended on 31 st March 2016, as stipulated in Clause 49 of the Listing Agreement of the Company with stock exchange(s) for the period 1 st April 2015 to 30th November 2015 and as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as referred to in Regulations 15(2) of the Listing Regulations for the period 1 st December 2015 to 31 st March 2016.

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 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/Listing Regulations, as applicable.

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 Suri & Co.
Chartered Accountants
Firm Regn. No. 004283S**

**Place: Chennai
Date: 30-05-2016**

**Sd/-
R. Mahesh
Partner
M.No.024775**

**NEYCER INDIA LIMITED
BALANCE SHEET AS AT 31.03.2016**

	Note No.	31.03.2016 Rs.	31.03.2015 Rs.
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share capital	2	10 16 69 160	10 16 69 160
(b) Reserves and surplus	3	(13 04 55 338)	(11 56 67 434)
		(2 87 86 178)	(1 39 98 274)
(2) Non-Current Liabilities			
(a) Long-term borrowings	4	6 41 95 677	8 47 31 351
(b) Other Long term liabilities	5	1 07 61 294	1 04 61 294
(c) Long-term provisions	6	2 58 30 067	1 92 55 316
		10 07 87 038	11 44 47 961
(3) Current Liabilities			
(a) Short-term borrowings	7	6 20 78 247	6 98 23 798
(b) Trade payables			
Total Outstanding dues of micro enterprises and small enterprises		-	-
Total Outstanding dues of creditors other than micro enterprises and small enterprises		3 50 15 057	4 14 43 190
(c) Other current liabilities	8	16 18 22 359	12 40 31 085
(d) Short-term provisions	9	1 37 97 920	1 93 33 244
		27 27 13 583	25 46 31 316
		34 47 14 443	35 50 81 003
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed assets			
(i) Tangible assets	10	15 35 00 402	16 33 87 030
(b) Non-current investments	11	1 50 000	1 50 000
(c) Deferred tax assets (net)	12	4 64 34 994	4 64 34 994
(d) Long term loans and advances	13	37 27 200	20 22 888
		20 38 12 596	21 19 94 912
(2) Current Assets			
(a) Inventories	14	7 81 36 010	8 11 08 382
(b) Trade receivables	15	3 51 50 348	3 37 21 258
(c) Cash and cash equivalents	16	26 16 948	26 33 767
(d) Short-term loans and advances	17	2 49 98 541	2 56 22 684
		14 09 01 847	14 30 86 091
		34 47 14 443	35 50 81 003

See accompanying notes to financial statements

Vide our report of even date attached

Sd/-
B.S.Shailendra
Whole Time Director

Sd/-
Y.Mohan Prasad
Director

Sd/-
G.Raghavan
Company Secretary

For **Suri & Co**
Chartered Accountants
Firm Regn. No:004283S

Sd/-
R.Mahesh
Partner
Membership No: 024775

Place: Chennai
Date: 30-05-2016

**NEYCER INDIA LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2016**

	Note No.	31.03.2016 Rs.	31.03.2015 Rs.
I. Revenue from Operations			
Sales and Other Operating Income	18	22 69 43 510	25 47 28 871
Less: Excise Duty		2 15 91 219	2 41 03 951
		20 53 52 291	23 06 24 920
II. Other Income	19	17 07 082	11 79 780
III. Total Revenue (I+II)		20 70 59 372	23 18 04 700
IV. EXPENSES			
Cost of materials consumed		2 24 56 780	2 97 81 952
Purchases of stock-in-trade		2 16 97 907	2 34 14 124
Changes in inventories of finished goods, work in progress and stock-in-trade	20	1 61 443	(1 06 67 140)
Employee benefits expense	21	5 24 49 712	6 14 35 024
Finance Costs	22	1 79 61 202	2 20 38 369
Depreciation and amortization expense	10	1 09 61 080	1 24 92 575
Other expenses	23	9 61 59 151	10 51 20 690
Total Expenses		22 18 47 275	24 36 15 592
V. Profit before exceptional and extraordinary items and tax (III-IV)		(1 47 87 903)	(1 18 10 892)
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V-VI)		(1 47 87 903)	(1 18 10 892)
VIII. Extraordinary Items		-	-
IX. Profit before Tax (VII-VIII)		(1 47 87 903)	(1 18 10 892)
X. Tax Expense:			
Current Tax		-	-
Deferred Tax		-	-
XI. Profit/(loss) for the period (IX-X)		(1 47 87 903)	(1 18 10 892)
XII. Earnings per equity share of face value Rs. 10 each Basic and diluted		(1.46)	(1.16)

See accompanying notes to financial statements

Vide our report of even date attached

For **Suri & Co**

Chartered Accountants
Firm Regn. No:004283S

Sd/-
B.S.Shailendra
Whole Time Director

Sd/-
Y.Mohan Prasad
Director

Sd/-
G.Raghavan
Company Secretary

Sd/-
R.Mahesh
Partner
Membership No: 024775

Place: Chennai
Date: 30-05-2016

**NEYCER INDIA LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2015**

	31.03.2016 Rs.	31.03.2015 Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit / (Loss) Before tax	(1 47 87 903)	(1 18 10 892)
Add: Depreciation	1 09 61 080	1 24 92 575
Interest and finance charges	1 79 61 202	2 20 38 369
Loss on Sale of Assets	29 189	-
Provision for Gratuity	44 92 830	57 34 649
Less: Interest received	(5 64 901)	(3 27 217)
Profit on sale of assets	-	-
Provision For Leave Encashment Written Back	(48 187)	-
	1 80 43 310	2 81 27 483
Adjustment for changes in working capital		
(Increase)/ Decrease in inventories	29 72 371	(66 68 429)
(Increase)/ Decrease in sundry debtors	(14 29 090)	50 76 081
(Increase) /Decrease in loans and advances	(12 35 542)	(14 00 402)
Increase/ (Decrease) in current liabilities	32 45 422	2 49 066
Increase/ (Decrease) in Provisions	(34 05 216)	(51 85 179)
(A)	1 81 91 255	2 01 98 619
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Acquisition of fixed assets	(12 43 640)	(17 15 511)
Sale of fixed assets	1 40 000	-
(B)	(11 03 640)	(17 15 511)
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Availment /(Repayment) of Secured loans	(1 04 72 894)	(74 19 837)
Availment /(Repayment) of Unsecured loans	3 00 000	90 000
Interest received	5 64 901	1 75 565
Interest and Finance Charges paid	(76 51 814)	(1 13 72 586)
(C)	(1 72 59 807)	(1 85 26 857)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENT (A+B+C)		
	(1 72 192)	(43 750)
Cash and cash equivalents as at beginning of the year	4 05 994	4 49 744
Cash and cash equivalents as at end of the year	2 33 802	4 05 994

Vide our report of even date attached

For **Suri & Co**

Chartered Accountants
Firm Regn. No:004283S

Sd/-
B.S.Shailendra
Whole Time Director

Sd/-
Y.Mohan Prasad
Director

Sd/-
G.Raghavan
Company Secretary

Sd/-
R.Mahesh
Partner
Membership No: 024775

Place: Chennai
Date: 30-05-2016

NEYCER INDIA LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2016

1. SIGNIFICANT ACCOUNTING POLICIES:

a) BASIS OF ACCOUNTING:

The accompanying financial statements have been prepared on the assumption that the company is a going concern and in accordance with the historical cost convention, generally accepted accounting principles and the Accounting Standards under the Companies Accounting Standards Rules, 2006

b) FIXED ASSETS AND CAPITAL WORK IN PROGRESS:

Fixed Assets are stated at historical cost less accumulated depreciation. Cost of the fixed asset is inclusive of freight, installation, duties and other incidental expenses but excludes taxes and duties that are recoverable subsequently from the taxing authorities.

Capital work in progress comprise of cost of fixed assets that are not ready for their intended use as at the balance sheet date.

c) DEPRECIATION:

Buildings, Plant and Machinery, Computers and electrical installations were depreciated on Straight Line Method and other assets on Written Down Value basis at the rates prescribed in Schedule XIV to the Companies Act, 1956 upto 31.03.2014. With effect from 1.04.2014 the Company has adopted the useful lives of fixed assets as specified in Part C of Schedule II of Companies Act 2013 and has provided depreciation in the above mentioned methods.

d) INVESTMENTS:

Long term investments are stated at cost. Provision for diminution in the value of long term investments is made if such decline is other than temporary in the opinion of the management.

e) INVENTORIES:

Inventories are valued at lower of cost and net realizable value. Cost is determined based on monthly weighted average. Cost includes taxes, duties and other incidental expenses but excludes taxes and duties that are recoverable subsequently from the taxing authorities.

f) FOREIGN CURRENCY TRANSACTIONS:

The foreign currency transactions are accounted for at the exchange rates prevailing on the date of transactions. The fluctuation variation in respect of foreign currency transactions remaining unsettled as at the end of the year are translated at the rates prevailing on the last day of the year. Foreign exchange differences are recognized in the profit and loss statement to the period in which they arise.

g) INCOME AND EXPENDITURE RECOGNITION:

Income is recognized and expenditure is accounted for on their accrual. Revenue from sale is recognized on transfer of significant risk and reward. Sales are inclusive of excise duty and net of sales returns and trade discounts.

h) INTANGIBLE ASSET:

Intangible assets are recognized only if there is any Future Economic Benefit. Research expenses are charged to revenue.

i) EMPLOYEE COST:

Short term employee benefits, in respect of leave salary, leave travel allowance and reimbursement of medical expenses, the liability has been fully provided on undiscounted basis, in accordance with the schemes in force.

The contribution to provident fund (Defined Contribution Plan) as per the provisions of the Employees' Provident Fund and Miscellaneous Provisions Act, 1952 is recognized and charged to revenue.

The company's liability towards retirement benefits, in the form of gratuity, and other retirement benefits(Defined Benefit Plans) is worked out on actuarial basis at the end of the year and is provided.

j) BORROWING COST:

Borrowing costs that are attributable to the qualifying assets are capitalized till the date of commissioning, as part of the cost of such assets. All other borrowing costs are charged to revenue.

k) TAXES ON INCOME

- i) Taxes on income are accrued in the same period as the revenue and expenses to which they relate and are reckoned as Current tax and Deferred tax.
- ii) Current Taxes are measured at the amount expected to be paid to the taxation authorities, using the applicable tax rates and tax laws.
- iii) Deferred tax on account of Tax effect on the accumulated timing differences that arises between the Accounting income and Taxable income is measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date.
- iv) Deferred Tax Asset is recognized on reasonable certainty that sufficient future taxable income will be available.

l) IMPAIRMENT OF ASSETS:

As at each Balance Sheet date, the carrying amount of assets is tested for impairment so as to determine the extent of recognition of provision for of impairment loss, if any, required or the reversal, if any, required of impairment loss recognised in previous periods. Where the carrying amount of an asset exceeds its recoverable amount, such excess is recognised as impairment loss and charged to revenue.

**NEYCER INDIA LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2016**

(A) Authorised, Issued, Subscribed, Paid-up share capital and par value per share

	31.03.2016 Rs.	31.03.2015 Rs.
2. SHARE CAPITAL		
Authorised:		
2,97,00,000 Equity Shares of Rs.10/- each	29 70 00 000	29 70 00 000
3,00,000 Cumulative Redeemable Preference Shares of Rs.10/- each	30 00 000	30 00 000
Issued: 1,01,63,263 Equity shares of Rs.10/- each	10 16 32 630	10 16 32 630
15,000 9.5% Cumulative Redeemable Preference Shares of Rs.10/- each	1 50 000	1 50 000
Subscribed and		
Paid-up: 1,01,51,916 Equity shares of Rs. 10/- each	10 15 19 160	10 15 19 160
15,000 9.5% Cumulative Redeemable Preference Shares of Rs.10/- each	1 50 000	1 50 000
Total	10 16 69 160	10 16 69 160

**NEYCER INDIA LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2016**

(B) (i) Reconciliation of equity shares outstanding at the beginning and at the end of the year

Particulars	31.03.2016		31.03.2015	
	Number	Rs.	Number	Rs.
Outstanding as at the beginning and end of the year	1 01 51 916	10 15 19 160	1 01 51 916	10 15 19 160

(ii) Reconciliation of 9.5% Cumulative Redeemable preference shares outstanding at the beginning and at the end of the year

Particulars	31.03.2016	31.03.2015
Outstanding as at the beginning and end of the year	15 000	15 000

(C) Shares held by the Holding Company: Sriven Realtors Private Limited (From 06-09-2013) 60,00,000 Equity Shares of Rs. 10 each

(D) Shares in the company held by each shareholder holding more than 5% of equity shares

Name of Shareholder	31.03.2016		31.03.2015	
	Number of Shares	% holding	Number of Shares	% holding
Sriven Realtors Private Limited	60 00 000	59.10	60 00 000	59.10
CDS Projects Limited	13 30 000	13.10	13 30 000	13.10
Sparta Holdings Limited	12 07 789	11.90	12 07 789	11.90
Spartek Ceramics India Limited	9 52 960	9.39	9 52 960	9.39

(E) Aggregate number and class of shares allotted as fully paid, without payment being received in cash, pursuant to BIFR order dated 6.10.2008, during the year ended 31.03.2014

Name of Shareholder	Class of Shares	No. of Shares
CDS Projects Limited	Equity Share of Rs. 10 each	13 30 000

NEYCER INDIA LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2016

	31.03.2016 Rs.	31.03.2015 Rs.
3. RESERVES AND SURPLUS		
1. Capital Reserve		
As per last Balance Sheet	32 468	32 468
2. Central Subsidy		
As per last Balance Sheet	25 00 000	25 00 000
3. Share Premium Account		
As per last Balance Sheet	74 400	74 400
4. General Reserve		
As per last Balance Sheet	2 53 61 450	2 53 61 450
5. Surplus/(Deficit) in Profit and Loss Statement		
As per last Balance Sheet	(14 36 35 752)	(13 18 24 860)
Less: Reduction of capital pursuant to BIFR order dated 6.10.2008 adjusted.		-
Add: Profit/(Loss) for the year	(1 47 87 903)	(1 18 10 892)
	(15 84 23 655)	(14 36 35 752)
	(13 04 55 338)	(11 56 67 434)
4. LONG TERM BORROWINGS		
(A) TERM LOANS		
From Banks - Secured		
(i) Term Loan	60 84 000	1 41 96 000
Terms of Repayment:		
Repayable in 9 equal monthly installments of Rs.6.76 lakhs from April 2017 to December 2017 Period and Amount of continuing default - Current maturities of long term debt given in Note No.8 includes principal amount of Rs. 2,41,54,000/- for the period Mar. 2013 to Mar. 2016 and interest of Rs. 1,97,74,633/- from Jan 2012 to Mar 2016.		
Refer Note : 28		
(ii) Term Loan	72 99 000	1 70 31 000
Terms of Repayment:		
Repayable in 9 equal monthly installments of Rs.8.11 lakhs from April 2017 to December 2017 Period and Amount of continuing default - Current maturities of long term debt given in Note No.8 includes principal amount of Rs. 3,13,69,000/- for the period Feb. 2013 to Mar.2016 and interest of Rs. 2,26,71,667/- from Apr 2012 to Mar 2016.		
Unprovided interest of Rs. 88,55,440/- for the period Nov 2010 to Mar 2012.		
Refer Note : 28		
(iii) Working Capital Term Loan	11 84 000	27 72 000
Terms of Repayment:		
Repayable in 9 equal monthly installments of Rs.1.32 lakhs from April 2017 to December 2017 Period and Amount of continuing default - NIL		

**NEYCER INDIA LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2016**

	31.03.2016 Rs.	31.03.2015 Rs.
(iv) Hire Purchase loan (Secured by vehicles purchased under hire purchase scheme) Terms of Repayment: Repayable in Monthly installments till January 2019 Period and Amount of continuing default - NIL	16 28 677	27 32 351
From Others - Secured		
Body Corporate Terms of Repayment: To commence after repayment of borrowings from banks. Period and Amount of continuing default - NIL Note: Term loans from Banks and Body Corporate are secured by a First charge on the fixed assets and movables of the company, present and future, subject to prior charge created in favour of company's bankers, of stock of raw materials, finished goods, stores etc and shall rank pari passu among themselves. Term Loans from Banks are guaranteed by the previous Whole-time Director and Spartek Ceramics India Limited.	4 80 00 000	4 80 00 000
	6 41 95 677	8 47 31 351
5. OTHER LONG TERM LIABILITIES		
Trade Deposits	1 07 17 000	1 04 17 000
Deposit from Contractors	44 294	44 294
	1 07 61 294	1 04 61 294
6. LONG-TERM PROVISIONS		
Provision for Gratuity	2 45 92 830	1 80 01 042
Provision for Leave Salary	12 37 237	12 54 274
	2 58 30 067	1 92 55 316
7. SHORT-TERM BORROWINGS		
(A) OTHER LOANS AND ADVANCES		
Cash Credit Account - Secured (Secured by hypothecation of stores & spares, raw materials, stock-in-process, finished goods and book debts and Second charge on the fixed assets of the company and guaranteed by the previous Whole-time Director and Spartek Ceramics India Limited.)	6 20 78 247	6 98 23 798
Period and Amount of default - Refer Note : 28	6 20 78 247	6 98 23 798

NEYCER INDIA LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2016

	31.03.2016	31.03.2015
	Rs.	Rs.
8. OTHER CURRENT LIABILITIES		
Current maturities of long-term debt		
Term Loan	7 49 51 000	5 71 03 000
Hire Purchase loan	8 62 168	9 01 838
Interest Free Excise Loan	1 50 00 000	1 50 00 000
Interest accrued and due on borrowings	4 24 76 762	3 21 67 374
Advance from Customers	86 98 134	73 24 270
Other Payables		
Excise Duty Payable	1 65 85 982	1 08 57 999
Sales Tax Payable	28 64 143	4 05 798
TDS Payable	1 41 880	1 33 449
TCS Payable	45 186	8 992
Professional Tax Payable	74 793	-
Staff Recoveries Payable	1 22 311	1 28 366
	16 18 22 359	12 40 31 085
9. SHORT-TERM PROVISIONS		
Provision for employee benefits	1 27 31 115	1 82 66 439
Provision for Fringe Benefit Tax	10 66 805	10 66 805
	1 37 97 920	1 93 33 244

**NEYCER INDIA LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2016**

**10. TANGIBLE ASSETS
FIXED ASSETS**

Sl. No.	DESCRIPTION	GROSS BLOCK			DEPRECIATION			NET BLOCK	
		As at 1.4.2015	Additions	Deletions	As at 31.3.2016	For the year	Withdrawn	As at 31.03.2016	As at 31.3.2015
1	Land	5 27 255			5 27 255			5 27 255	5 27 255
2	Buildings	1 20 26 489			1 20 26 489	1 12 083		1 12 85 988	7 40 501
3	Plant & Machinery	27 08 56 229	6 24 289		27 14 80 518	87 11 448		12 29 41 399	14 85 39 119
4	Furniture & Fittings	6 55 162	29 800		6 84 962	56 914		5 61 717	1 23 245
5	Office Equipment	14 58 158	87 700		15 45 858	2 39 847		13 47 317	1 98 542
6	Vehicles	1 11 34 391	36 385	6 77 865	1 04 92 911	14 31 888	5 08 676	78 89 485	26 03 426
7	Computers and Servers	18 33 615	4 65 466		22 99 081	2 45 604		17 23 250	5 75 831
8	Intangibles	4 84 406			4 84 406	1 61 911		3 04 800	1 79 606
9	Research & Development:								
	A. Buildings	3 25 535			3 25 535			3 25 534	1
	B. Plant & Machinery	33 65 974			33 65 974	1 385		33 53 102	12 872
	C. Electrical Installation	80 481			80 481			80 480	1
	TOTAL	30 27 47 696	12 43 640	6 77 865	30 33 13 471	1 09 61 080	5 08 676	14 98 13 070	15 35 00 402
	Previous Year	30 10 32 184	17 15 511		30 27 47 696	1 24 92 575		13 93 60 666	16 33 87 030
									17 41 64 093

NEYCER INDIA LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2016

	31.03.2016 Rs.	31.03.2015 Rs.
11. NON-CURRENT INVESTMENTS		
Investments in Neycer Employees co-operative society	1 50 000	1 50 000
	1 50 000	1 50 000
12. DEFERRED TAX ASSET / (LIABILITIES)		
Related to Fixed assets	(2 03 29 219)	(2 03 29 219)
On account of Unabsorbed Depreciation	6 67 64 213	6 67 64 213
	4 64 34 994	4 64 34 994
13. LONG - TERM LOANS AND ADVANCES		
Security Deposits		
Unsecured, Considered good	37 27 200	20 22 888
	37 27 200	20 22 888
14. INVENTORIES		
(Valued at lower of Cost and Net Realisable Value)		
Raw Materials	24 98 122	38 33 170
Work-in-progress	20 82 891	13 88 962
Finished Goods	5 79 04 565	6 02 74 859
Stock-in-trade	77 99 228	62 84 307
Stores and spares	78 51 204	93 27 084
	7 81 36 010	8 11 08 382
15. TRADE RECEIVABLES		
Secured - Considered good		
(a) Exceeding six months	30 80 796	10 27 794
(b) Other debts	5 83 359	4 30 557
Unsecured		
(a) Exceeding six months-Considered good	1 39 19 951	1 45 99 007
(b) Considered doubtful	4 81 87 272	4 69 60 886
Less: Provision for Doubtful Debts	(4 81 87 272)	(4 69 60 886)
(c) Other debts-Considered good	1 75 66 242	1 76 63 900
	3 51 50 348	3 37 21 258
16. CASH AND CASH EQUIVALENTS		
(A) Balances with banks		
In Current Accounts	2 26 110	3 42 738
Cash on hand	7 692	63 256
	2 33 802	4 05 994
(B) Margin money deposit for LC/Guarantee	23 83 146	22 27 772
	26 16 948	26 33 767

**NEYCER INDIA LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2016**

	31.03.2016 Rs.	31.03.2015 Rs.
17. SHORT-TERM LOANS AND ADVANCES		
Tax payments pending Adjustments (Net)	7 87 613	7 80 309
Advance to Suppliers	1 92 00 701	1 60 76 506
Other Advances:		
Unsecured -Considered good	50 10 227	87 65 870
Unsecured -Considered doubtful	14 51 537	14 51 537
Less: Allowance for bad and doubtful advances	(14 51 537)	(14 51 537)
	2 49 98 541	2 56 22 684
18. REVENUE FROM OPERATIONS		
(i) Sale of Products		
Sale of Manufactured goods	19 43 20 978	21 75 30 175
Sale of Trading goods	3 02 09 453	3 65 74 333
(ii) Other Operating Revenue		
Scrap Sales	24 13 079	6 24 363
	22 69 43 510	25 47 28 871
19. OTHER INCOME		
Interest Income	5 64 901	3 27 217
Miscellaneous Income	51 774	86 385
Credits no longer required written back	6 17 570	7 66 178
Insurance claim received	4 24 650	-
Provision for Leave Salary written back	48 187	-
	17 07 082	11 79 780
20. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK-IN-TRADE		
Opening Stock :		
Finished Stock including Merchandise fitting	6 65 59 166	5 62 90 038
Add : Work-in-Progress	13 88 962	9 90 949
	6 79 48 128	5 72 80 987
Closing Stock :		
Finished Stock including Merchandise fitting	6 57 03 794	6 65 59 166
Add : Work-in-Progress	20 82 891	13 88 962
	6 77 86 685	6 79 48 128
	1 61 443	(1 06 67 140)
21. EMPLOYEE BENEFITS EXPENSE		
Salaries, wages and bonus	3 95 72 402	4 57 87 922
Contribution to provident and other funds	50 81 216	59 51 638
Staff Welfare Expenses	33 03 264	39 60 815
Provision for Gratuity	44 92 830	51 62 103
Provision for Leave Salary	NIL	5 72 546
	5 24 49 712	6 14 35 024

NEYCER INDIA LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2016

	31.03.2016	31.03.2015
	Rs.	Rs.
22. FINANCE COSTS		
Interest Expense	1 75 68 703	2 15 77 199
Bank Charges	3 92 499	4 61 170
	1 79 61 202	2 20 38 369
23. OTHER EXPENSES		
Consumption of stores and spare parts	88 11 691	1 23 46 086
Power and fuel	4 50 69 296	5 13 98 861
Rent 18 85 387	18 45 789	
Repairs to buildings	87 769	3 15 599
Repairs to machinery	51 14 381	75 11 766
Legal & Professional Charges	62 10 543	25 82 684
Insurance	2 75 802	2 24 368
Rates and Taxes	10 86 174	15 58 786
Freight and Forwarding	3 79 938	7 09 819
Postage and Telephone	10 60 161	11 14 115
Printing and Stationery	5 28 636	3 72 662
Travelling and conveyance	1 14 11 177	1 22 69 260
Loss On Sale of Asset	29 189	-
Provision for Bad and Doubtful Debts	12 26 386	-
Payment to statutory auditors		
- For Audit	1 00 000	1 00 000
- For Certification	42 000	18 000
- Reimbursement of expenses	34 400	30 112
- For Service Tax	18 240	14 585
Selling Expenses	49 65 125	42 03 839
Advertisement and Publicity	3 46 906	8 10 740
Interest on Delayed remittance of Provident Fund	NIL	9 83 891
Interest on Delayed remittance of Excise Duty	14 85 618	7 31 260
Increase/ (-) Decrease in Excise Duty on Closing Stock	(2 63 366)	12 06 196
Miscellaneous expenses	62 53 697	47 72 272
	9 61 59 151	10 51 20 690

**NEYCER INDIA LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2016**

	31.03.2016 Rs.	31.03.2015 Rs.
<p>24. Other Notes: Claims against the Company not acknowledged as debts:</p> <p>Award granted in arbitration proceedings has been set aside by Court in excess of Rs.2 Crores and further appeal filed by the company in Court against the decree is pending, hence no impact on the financial position of the company.</p>	2 00 00 000	11 69 62 910
<p>25. Contingent liability in respect of:</p>		
a) Outstanding letter of credit issued by banks	45 09 900	45 46 090
b) Guarantees given by banks for export obligations	71 63 647	71 63 647
c) Arrears of dividend on cumulative preference shares	92 030	92 030
d) Tamil Nadu General Sales Tax demand disputed for the assessment year 1994-95	93 20 618	93 20 618
<p>The demand raised by the Commercial Tax Officer in respect of financial transaction representing lease of machineries in erstwhile Tiles Division has been set-aside in appeal by the Appellate Assistant Commissioner and remanded back to the Assessing Authority for fresh consideration, which is pending before the Deputy Commercial Tax Officer. In view of the disputed nature of the demand, the same has not been provided for.</p>		
e) Tamil Nadu General Sales Tax demand disputed for the assessment year 2001-02	3 44 15 091	3 44 15 091
<p>The demand has been raised by the Assistant Commissioner (Commercial Taxes). The Company has filed an appeal against the order in respect of alleged difference in reported turnover in erstwhile Tiles Division before the Appellate Assistant Commissioner (Commercial Taxes), which is pending. In view of the disputed nature of the demand, the same has not been provided for.</p>		
f) Central Sales Tax demand disputed for the assessment year 2001-02	50 56 861	50 56 861
<p>The demand has been raised by the Assistant Commissioner (Commercial Taxes) for non- submission of 'C' form in respect of inter-state Sales and non-submission of export documents and Form-H in respect of export sales. The Company has filed an appeal against the order before the Appellate Assistant Commissioner(Commercial Taxes), which is pending. In view of the disputed nature of the demand, the same has not been provided for.</p>		

NEYCER INDIA LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2016

	31.03.2016 Rs.	31.03.2015 Rs.
<p>g) Tamil Nadu Value Added Tax demand disputed for the assessment year 2011-12</p> <p>The demand has been raised by the Assistant Commissioner (Commercial Taxes), for non-reversal of VAT Input Tax Credit claimed by the Company relating to stock destroyed due to "Thane Cyclone". The Company has filed a writ petition before the Honourable High Court of Madras for quashing the proceedings. In view of the disputed nature of the demand, the same has not been provided for.</p>	57 93 862	57 93 862
<p>h) ESI demand disputed for the period May 2005 to March 2009</p> <p>In respect of the above period, demand has been raised by the Director (Revenue), Employees State Insurance Corporation, Chennai, for non-payment of contribution within the time limit prescribed. The Company has filed petition before ESI Labour Court for waiver of damages. In view of the disputed nature of the demand, the same has not been provided for.</p>	6 47 330	6 47 330
<p>i) PF demand disputed for the period March 2011 to March 2014</p> <p>In respect of the above period, demand has been raised by the Regional Provident Fund, Commissioner, Sub-Regional office, Trichirappalli, for subterfuge wages in respect of regular employees and due for evaded wages in contract employees. The Company has obtained a stay in respect of the demand and appeal has been filed before the Employees Provident Fund Appellate Tribunal, Delhi. In view of the disputed nature of the demand, the same has not been provided for.</p>	47 22 090	47 22 090

26. The company has been declared sick industrial company within the meaning of Sick Industrial Companies (Special Provisions) Act, 1985.
27. Since the Company is a sick industrial Company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1985, the company, based on legal opinion, had filed a petition before BIFR, seeking leave for redemption of 9.5 % Cumulative Redeemable Preference Shares, ought to have been redeemed before 15th June 1993 and the same is pending.
28. As in earlier years, the company has not recognised interest dues on loans from bank and body corporate and the areas of interest payable to bank aggregate to Rs. 6.39 Crores subject to reconciliation has been converted by the bank during the year 2011-12 into Funded Interest Term Loan, of which 49.25 lacs paid has been recognised upto year ended 31.03.2015 and no payment been made during the year. The repayment of FITL in EMI terms scheduled to commence from January 2012 has not been made and the same will be recognised as and when the funded interest is serviced. The company has not recognised interest dues on loans from Viz projects, a body corporate upto 31-03-2015 to an extent of Rs.3.50 Crores and for the year amounting to Rs.48 Lakhs. The interest is for the period from 2009-10 with a right to recompense from the date of debt restructuring and the same will be recognised as and when it is serviced.

During the year ended 31st March 2015, the bank had converted, pending reconciliation by the company, unrecognised interest dues of Rs. 37 lakhs of Term loan-I pertaining to the period 29-06-2011 to 31-12-2011, Rs. 87 Lakhs of Term loan II pertaining to period 29-10-2010 to 31-12-2011, Rs.57 Lakhs of the Cash Credit facility pertaining to the period 01-01-2011

**NEYCER INDIA LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2016**

to 31-12-2011 into Funded Interest Term Loan II of which Rs.5 Lakhs paid during the year ended 31.03.2015 has been recognised. The repayment of FITL II in EMI terms scheduled to commence from September 2014 has not been made and same will be recognised as and when the funded interest is serviced.

29. Excise duty liability on Finished Goods held in stock amounting to Rs. 64,33,841/- has been provided for. However this will not have any bearing on the working results of the Company since the value of closing stock has been adjusted to the same extent.
30. No provision for taxation is considered necessary as the taxable income for the year ended 31st March 2016 is negative.
31. In the opinion of the management, current assets, loans & advances have value in realization to the extent they are stated in the accounts.
32. EMPLOYEE BENEFITS:
i) DEFINED CONTRIBUTION PLANS:
The company makes contribution towards employees provident fund, family pension fund, and employees state insurance scheme. Under the rules of these schemes the company is required to contribute a specified percentage of payroll cost. The company during the year recognized Rs. 47,29,778 /- as expenses towards contributions to these plans.

ii) DEFINED BENEFIT SCHEMES : (Unfunded)

	(i) GRATUITY		(ii) EARNED LEAVE	
	31.03.16	31.03.15	31.03.16	31.03.15
(a) Assumptions (Weighted Average)				
Discount Rate	7.64%	8.80%	7.64%	7.80%
Salary escalation Rate	7.00%	7.00%	7.00%	7.00%
Attrition rate	5.00%	5.00%	5.00%	5.00%
(b) Table showing changes in present value of obligations (Amounts in Rs.)				
Present value of obligations as at beginning of year	2 95 29 065	2 80 17 069	20 39 343	16 91 934
Interest Cost	20 88 223	20 42 977	1 39 744	1 23 190
Current Service Cost	9 28 099	11 18 632	5 00 743	4 53 928
Past service cost (Non vested Benefits)	-	-	-	-
Past service cost (Vested Benefits)	-	-	-	-
Benefits Paid	(43 92 615)	(36 50 107)	(4 20 460)	(2 25 137)
Actuarial (Gain) / Loss on obligation	14 76 508	20 00 494	(6 88 674)	(4 571)
Present value of obligations as at end of year	2 96 29 280	2 95 29 065	15 70 696	20 39 343
(c) Table showing changes in the fair value of plan assets				
Fair value of plan assets at beginning of year	-	-	-	-
Expected return on plan assets	-	-	-	-
Contributions	-	-	-	-
Benefits paid	-	-	-	-
Actuarial gain / (loss) on plan assets	-	-	-	-
Fair value of plan assets at the end of the period	-	-	-	-

NEYCER INDIA LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2016

ii) DEFINED BENEFIT SCHEMES : (Unfunded)

	(i) GRATUITY		(ii) EARNED LEAVE	
	31.03.16	31.03.15	31.03.16	31.03.15
(d) Actual return on plan assets				
Expected return on plan assets	-	-	-	-
Actuarial Gain (Loss) on plan assets	-	-	-	-
Actual return on plan assets	-	-	-	-
(e) Actuarial Gain / Loss recognized (Amounts in Rs.)				
Actuarial gain/ (loss) for the period- Obligation	(14 76 508)	(20 00 494)	6 88 674	1 80 253
Actuarial (gain)/ loss for the period - Plan assets	-	-	-	-
Total (gain)/ loss for the year	14 76 508	20 00 494	(6 88 674)	(1 80 253)
Actuarial (gain)/ loss recognized in the period.	14 76 508	20 00 494	(6 88 674)	(1 80 253)
Unrecognized Actuarial (gain) /loss at the end of the year	-	-	-	-
(f) Amounts recognized in the Balance Sheet (Amounts in Rs.)				
Present value of obligation	2 96 29 280	2 95 29 065	15 70 696	20 39 343
Fair value of plan assets	-	-	-	-
Difference	2 96 29 280	2 95 29 065	15 70 696	20 39 343
Unrecognized transitional liability	-	-	-	-
Unrecognized past service cost - non vested benefits	-	-	-	-
Liability recognized in the balance sheet	2 96 29 280	2 95 29 065	15 70 696	20 39 343
(g) Amounts Recognized in statement of Profit & Loss (Amounts in Rs.)				
Current Service cost	9 28 099	11 18 632	5 00 743	4 53 928
Interest Cost	20 88 223	20 42 977	1 39 744	1 23 190
Expected return on plan assets	-	-	-	-
Net Actuarial (gain) / loss recognized in the year	14 76 508	20 00 494	(6 88 674)	(4 571)
Transitional liability recognized during the year	-	-	-	-
Past service cost(Non vested Benefits)	-	-	-	-
Past service cost(Vested Benefits)	-	-	-	-
Expenses Recognized in statement of Profit & Loss	44 92 830	51 62 103	(48 187)	5 72 547

NEYCER INDIA LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2016

(h) Statement Showing Movement in amounts of obligations and value of plan assets

(i) GRATUITY (Amounts in Rs.)

	2015-16	2014-15	2013-14	2012-13	2011-12
Defined benefit obligations	2 96 29 280	2 95 29 065	2 80 17 069	2 86 17 012	1 69 67 103
Plan assets	-	-	-	-	-
Surplus/(deficit)	(2 96 29 280)	(2 95 29 065)	(2 80 17 069)	(2 86 17 012)	(1 69 67 103)
Experience adjustments on benefit obligations	14 76 508	20 00 494	89 99 396	89 99 396	1 10 69 868
Experience adjustments on plan assets	-	-	-	-	-

(ii) EARNED LEAVE (Amounts in Rs.)

	2015-16	2014-15	2013-14	2012-13	2011-12
Defined benefit obligations	15 70 696	20 39 343	16 91 344	19 93 058	12 77 908
Plan assets	-	-	-	-	-
Surplus/(deficit)	(15 70 696)	(20 39 343)	(16 91 344)	(19 93 058)	(12 77 908)
Experience adjustments on benefit obligations	6 88 674	4 571	5 20 615	1 80 253	15 44 134
Experience adjustments on plan assets	-	-	-	-	-

33. ADDITIONAL NOTES

a.	Capacity & Production	31-3-2016	31-3-2015	
	Tons	Tons		
	(i) Licensed Capacity			
	Vitreous China Sanitary ware	10000	10000	
	Ceramic Floor Tiles	25000	25000	
	(ii) Installed Capacity			
	(As Certified by the Management)			
	Vitreous China Sanitary ware	8750	8750	
	(iii) Actual Production			
	Vitreous China Sanitary ware	2353	3515	
b.	Turnover	2015-16	2014-15	
		Qty in MT.	Qty in MT.	Value in Rs.
	i. Vitreous China Sanitary ware	2604	3252	19 34 26 224
	ii. Traded items			
	a) Merchandise Fittings			3 23 58 048
	b) Sanitaryware (in pieces)	140	822	42 16 285
		<u>20 29 39 211</u>		<u>23 00 00 557</u>
c.	Opening Stock & Closing Stock of Goods			
	Opening Stock			
	i. Vitreous China Sanitary ware	1572	1308	5 48 52 841
	ii. Traded items			
	a) Merchandise Fittings	-	-	54 34 917
	b) Sanitaryware (in pieces)	719	309	9 38 464
		<u>6 65 59 166</u>		<u>6 12 26 222</u>

NEYCER INDIA LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2016

	2015-16		2014-15	
	Qty in MT.	Value in Rs.	Qty in MT.	Value in Rs.
Closing Stock				
i. Vitreous China Sanitary ware (Stock damage due to flood 106 Tons)	1215	5 79 04 565	1572	6 02 74 859
ii. Traded items				
a) Merchandise Fittings	-	65 11 092	-	54 55 808
b) Sanitaryware (in pieces)	814	12 88 137	719	8 28 499
		<u>6 57 03 794</u>		<u>6 65 59 166</u>
d. Purchase of Traded Goods				
a) Merchandise Fittings		2 11 65 733		2 04 78 151
b) Sanitaryware (in pieces)	235	5 32 174	1232	29 35 973
		<u>2 16 97 907</u>		<u>2 34 14 124</u>
e. Raw Materials Consumed:				
Clay	2 294	96 26 391	3 502	1 37 97 790
Quartz & Feldspar	1 747	54 98 987	1 876	59 43 688
Zirconium Opacifier	36	37 45 742	48	52 52 012
Glazes, Frit and Stains	2	12 18 112	2	17 56 684
Chemicals & Others	116	23 67 548	141	30 31 778
	<u>4 195</u>	<u>2 24 56 780</u>	<u>5 570</u>	<u>2 97 81 952</u>
f. Value of Imports on CIF basis:				
Raw Materials	-	-	-	-
Stores & Spares	-	-	-	-
g. Earnings In Foreign Exchange:				
FOB value of Exports	-	-	-	-
h. Expenditure incurred in foreign currency:				
Travelling Expenses		13 92 578		10 29 167
i. Consumption of imported, indigenous Raw Materials, Stores & Spares				
Raw Materials:	%	Rs.	%	Rs.
Imported	0.01	1 894	3.06	9 10 532
Indigenous	99.99	2 24 54 886	96.94	2 88 71 419
	<u>100.00</u>	<u>2 24 56 780</u>	<u>100.00</u>	<u>2 97 81 952</u>
Stores & Spares:				
Imported	0.00	-	0.00	-
Indigenous	100.00	88 11 691	100.00	1 23 46 086
	<u>100.00</u>	<u>88 11 691</u>	<u>100.00</u>	<u>1 23 46 086</u>

- | | | |
|---|-----------|--|
| | 31-3-2016 | 31-3-2015 |
| | Rs. | Rs. |
| 34. Contracts remaining to be executed on Capital Account and not provided for | - | - |
| 35. Segment wise Revenue, results and Capital employed:
The company operates only in one segment viz. Sanitary Ware | | |
| 36. In the absence of information from the Company's Creditors with regard to submission of memorandum with the Specified Authority as required under the Micro, Small and Medium Enterprise Development Act, 2006 the Company is unable to furnish the information under the said Act and The Companies Act, 1956. | | |
| 37. Related Party Disclosure: | | |
| I) Associate Companies | | |
| a) Holding Company : Sriven Realtors Private Limited | | (From 06-09-2013 on account of fresh issue of equity shares pursuant to BIFR Order dt. 06-10-2008) |
| b) Spartek Ceramics India Limited | | (Holding Company upto 05-09-2013) |
| II) Key Management personnel | | |
| a) Whole Time Director:
Mr. B.S. Shailendra | | |
| b) Chief Financial Officer:
Mr. K.V.Sowmyanarayanan - Till 31-12-2015 | | |
| c) Company Secretary:
Mr. G.Raghavan | | |

S. No	Particulars	2015-2016		2014-2015	
		Associates	Key Management Personnel	Associates	Key Management Personnel
Rs.	Rs.	Rs.	Rs.		
1	Purchases	-	-	-	-
2	Interest paid	-	-	-	-
3	Other services rendered	-	-	-	-
4	Sales	-	-	-	-
5	Remuneration	-	-	-	-
	- Paid to CFO				
	Mr. K.V.Sowmyanarayanan	-	14 56 500	-	22 41 530
	- Paid to Company Secretary				
	Mr. G.Raghavan	-	1 20 000		
6	Sitting Fees paid to Directors	-	-	-	-

Vide our report of even date attached

Sd/-
B.S.Shailendra
Whole Time Director

Sd/-
Y.Mohan Prasad
Director

Sd/-
G.Raghavan
Company Secretary

For **Suri & Co**
Chartered Accountants
Firm Regn. No:004283S

Sd/-
R.Mahesh
Partner
Membership No: 024775

Place: Chennai
Date: 30-05-2016

NEYCER INDIA LIMITED

REGISTERED OFFICE: No.145, ST. Mary's Road Alwarpet, Chennai-600 018

CIN : L26109TN1960PLC004145

55th Annual General Meeting Friday, 30th day of September, 2016 at 2.00 P.M.

Ballot Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

S.No	Particulars	Details
1	Name of the First Named Shareholder (In Block Letters)	
2	Postal Address	
3	Registered Folio No. / *Client ID No. (* Applicable to investors holding shares in dematerialized form)	
4	Class of Share	

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Resolution No	Description of Resolution	No. of shares held by me	I assent to the resolution	I dissent from the resolution
	Ordinary Business			
1	To receive, consider and adopt the Financial Statements for the financial year ended 31st March, 2016 together with the Reports of Board of Directors and Auditors			
2	To appoint a Director in the place of Mr B S Shailender (DIN:01066968) who retires by rotation and being eligible, offers himself for re-appointment			
3	Ratification of appointment of M/s. Suri& Co, Chartered Accountants, as Auditors of the Company.			

Place:

Date:

(Signature of the Shareholder)

NEYCER INDIA LIMITED
REGISTERED OFFICE: No.145, ST. Mary's Road Alwarpet, Chennai-600 018

55th Annual General Meeting Friday. 30th September, 2016 at 9.00 A.M.

ATTENDANCE SLIP

Folio No./DP ID :Client ID No:
No. of Shares held:

I certify that I am a registered equity shareholder / Proxy for the registered equity shareholder of the Company. I hereby record my presence at the 55th Annual General Meeting of the Company will be held at No.145, ST. Mary's Road Alwarpet, Chennai-600 018

.....
Name of the Member/Proxy in BLOCK LETTERS

.....
Member's/Proxy's Signature

Please fill this attendance slip and hand it over at the entrance of the hall.

NEYCER INDIA LIMITED
REGISTERED OFFICE: No.145, ST. Mary's Road Alwarpet, Chennai-600 018

55th Annual General Meeting Friday. 30th September, 2016 at 9.00 A.M.

PROXY FORM
(Form No:MGT-11)

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

Name of the member (s) :	
Registered Address	
E-mail ID :	
Folio / DP ID - Client ID No. :	

I/We being the member(s), holding _____ shares of _____ Limited hereby appoint:

- (1) **Name:** _____
Address: _____
E-mail ID: _____
Signature: _____, **or failing him;**
- (2) **Name:** _____
Address: _____
E-mail ID: _____
Signature: _____, **or failing him;**
- (3) **Name:** _____
Address: _____
E-mail ID: _____
Signature: _____, **or failing him;**

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 55th Annual General Meeting of the Company, to be held on Friday, September,30, 2016 at 9.00 a.m. at and at any adjournment thereof, in respect of such resolutions as are indicated below:

