

# LALIT POLYMERS & ELECTRONICS LTD

Registered Office: A-9A, Greenpark Main, New Delhi-110016, Tel: 011- 26961849, Fax No: 011-26961358,  
Web: www. Lalitpolymers.com, E-mail – cs\_lpel@kanoria.org, CIN: L32109DL1984PLC316708

Ref No.: LPEL/SECT/2017-18

Date : 14.10.2017

To

The Manager (Listing & Corporate Services)

Bombay Stock Exchange Ltd.

P. J. Towers, Dalal Street,

Mumbai, Maharashtra -400001

**BSE Code: 524250**

**Sub: Annual report pursuant to Regulation 34 of SEBI (LODR) Regulations, 2015  
for the year ended 31<sup>st</sup> March, 2017.**

Dear Sir,

Pursuant to Regulation 34 of SEBI (LODR) Regulations, 2015 please find enclosed annual report of the Company for the year ended 31<sup>st</sup> March, 2017.

You are requested to take the same on record.

Thanking you.

Yours faithfully,

For **LALIT POLYMERS & ELECTRONICS LIMITED**

  
Sanjay Chana

Director

DIN: 00292013



**LALIT POLYMERS  
&  
ELECTRONICS LTD.**

---

**33<sup>rd</sup> Annual General Meeting**

---

**Thursday, 28<sup>th</sup> September, 2017**

**CORPORATE INFORMATION**

**Board of Directors:**

1.	Shri Sanjay Kumar Kanoria	Director
2.	Smt. Priyadarshinee Kanoria	Director
3.	Shri Munna Lal Goyal	Director
4.	Shri Sanjay Chana	Director

**Auditors:** M/s M. S. Goyal & Associates  
Chartered Accountants  
New Delhi

**Secretarial Auditors :** M/s Anil Somani & Associates  
Company Secretaries  
Bhilwara

**CFO :** Mr. Dinesh Chand

**Bankers:** HDFC Bank, Bhilwara  
Punjab National Bank, New Delhi

**REGISTRAR & TRANSFER AGENT :**

BEETAL Financial & Computer Services Pvt. Ltd.  
BEETAL HOUSE, 3rd Floor,  
99, Madangir, behind LSC,  
New Delhi - 110062

**REGISTERED OFFICE**

A-9-A, Green Park  
New Delhi- 110016

<b>Contents</b>	<b>Page No.</b>
Notice.....	2-6
Director's Report.....	7-21
Management Discussion and Analysis Report.....	22
Report on Corporate Governance.....	23-34
Independent Auditor's Report.....	35-40
Balance Sheet.....	41
Profit & Loss Account.....	42
Cash Flow Statement.....	43
Notes to Financial Statements.....	44-51

**NOTICE TO THE SHAREHOLDERS**

Notice is hereby given that the 33<sup>rd</sup> Annual General Meeting of the Shareholders of **M/s LALIT POLYMERS & ELECTRONICS LIMITED** will be held on **Thursday, 28<sup>th</sup> September, 2017** at 3.00 p.m. at its Registered Office at A-9A, Green Park Main, New Delhi -110016 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2017, together with the Reports of the Board Directors and the Auditors thereon.
2. To appoint a Director in place of Smt. Priyadarshinee Kanoria (DIN: 00114513), who retire by rotation and being eligible, offers herself for re-appointment.
3. Appointment of statutory Auditors

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

**"RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s D. K. J. & Associates, (Firm Registration Number 023749N), Chartered Accountants, be and is hereby appointed as the statutory auditors of company, in place of retiring auditors M/s M. S. Goyal and Associates, (Firm Registration Number 0011372N), Chartered Accountants, to hold office for a period of five consecutive years from the conclusion of 33<sup>rd</sup> annual general meeting of the Company till the conclusion of the 38<sup>th</sup> annual general meeting to be held in the year 2022 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

By order of the Board

Place : New Delhi  
Date : 30<sup>th</sup> August, 2017

Sd/-  
Sanjay Chana  
Director  
DIN: 00292013

**Notes:**

1. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the person seeking re-appointment as Director under item no. 2 of the notice are annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**  
**A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.**
3. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

---

## LALIT POLYMERS & ELECTRONICS LTD.

---

5. Members / Proxies / Authorized Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting. Copies of the Annual Report or Attendance Slips will not be distributed at the Meeting.
  6. The Register of Members and the Share Transfer Books of the Company shall remain closed from Friday, the 22<sup>nd</sup> September, 2017 to 28<sup>th</sup> September, 2017 (both days inclusive).
  7. SEBI & the Ministry of Corporate Affairs encourages paperless communication as a contribution to greener environment. To support the 'Green Initiative' Members holding shares in physical mode are requested to register their email ID's with the BEETAL Financial & Computer Services Private Limited, the Registrars & Share Transfer Agents of the Company and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is still not registered or members may also register their email id by sending an email on [cs\\_ipel@kanoria.org](mailto:cs_ipel@kanoria.org)  
If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrars & Share Transfer Agents of the Company.
  8. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made there under, the copy of the Annual Report including Financial Statements, auditor's report board's report etc. and this notice are being sent by electronic mode, to those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company or with the company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to [cs\\_ipel@kanoria.org](mailto:cs_ipel@kanoria.org) mentioning your Folio/DP ID & Client ID.
  9. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent.
  10. Members are requested to send all communications relating to shares, bonds and unclaimed dividends, change of address etc. to the Registrar and Share Transfer Agents at the following address:  
**BEETAL Financial & Computer Services Pvt Ltd.**  
**BEETAL HOUSE, 3rd Floor,**  
**99, Madangir, behind LSC, New Delhi - 110062**  
**Ph. 011-29961281-283 Fax 011-29961284**
  11. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under and the Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice.
  12. Mr. Anil Kumar Somani of M/s. Anil Somani & Associates, Practicing Company Secretaries (Membership No. 36055), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
  13. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
  14. Members can opt for only one mode of voting, i.e. either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
  15. The instructions for e-voting are as under:  
The voting period begins on Monday, 25<sup>th</sup> September, 2017 at 9.00 a.m. and ends on Wednesday, 27<sup>th</sup> September, 2017 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21<sup>st</sup> September, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- A. In case a member receives an email from NSDL (for members whose email IDs are registered with the Company/ Depository Participant(s)) :

---

**LALIT POLYMERS & ELECTRONICS LTD.**

---

- (i) Open email and open PDF file viz; "**remote e-voting.pdf**" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN For E-Voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following **URL: <https://www.evoting.nsdl.com/>**
- (iii) Click on shareholder-**Login**.
- (iv) If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
- (v) If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens, click on e-voting: **Active Voting cycles**.
- (vii) Select "**EVEN**" of "**Lalit Polymers & Electronics Limited** which is ..... "
- (viii) Now you are ready for e-voting as cast vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "**Submit**" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "**Vote cast successfully**" will be displayed.
- (xi) Once the vote on a resolution is cast, the Member shall not be allowed to change it subsequently.
- (xii) Institutional & Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to **corporatesolutions14@gmail.com** with a copy marked to **evoting@nsdl.co.in**.

B. In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Depository Participant (s) or requesting physical copy) :

I. Initial password is provided in the letter attached to the Annual Report in below format:

EVEN(E Voting event number)	USER ID	PASSWORD/PIN

- II. Please follow all steps from Sl. No.(ii) to Sl. No.(xii) above, to cast vote.
- III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders/Members and e-voting user manual for shareholders available at the downloads section of **[www.evoting.nsdl.com](http://www.evoting.nsdl.com)** or call on toll free no. : **1800-222-990**
- IV. If you are already registered with **NSDL** for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- V. The e-voting period commences on **25.09.2017 at 9.00 A.M.** and ends on **27.09.2017 at 5.00 P. M.** During the period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **September 21, 2017**, may cast their vote electronically in the manner and process set out herein above. The E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the shareholder shall not be allowed to change it subsequently. Further, the members who have cast their vote electronically shall not vote by way ballot form.
- VI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 21, 2017.
- VII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

**VOTING AT AGM :-** The members who have not casted their votes either electronically, can exercise their voting rights at the AGM.

**C. Other Instructions**

1. A member can opt for only one mode of voting i.e. either in person or through proxy at the meeting or through e-voting. If a member casts votes by all the two modes, then voting done through e-voting shall prevail and voting through other means shall be treated as invalid.
2. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in presence of atleast two witnesses (not in the employment of the Company) and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman.
3. The Results shall be declared at or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the company's website [www.lalitpolymers.com](http://www.lalitpolymers.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) within two (2) days of passing of the resolution at the Annual General Meeting of the Company and the same shall also be communicated to stock exchanges where the shares of the Company are listed.
4. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.
5. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. BEETAL Financial & Computer Services Pvt. Ltd.
6. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
7. All documents referred to in the accompanying Notice and the Explanatory Statement, if any, shall be open for inspection at the Registered Office of the Company during normal business hours on all working days, except Saturdays, Sundays and Public Holidays, up to and including the date of the Annual General Meeting of the Company.
8. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip, which is enclosed with this Annual Report. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the Registration Counter at the venue.

By order of the Board

Sd/-  
Sanjay Chana  
Director  
**DIN: 00292013**

Place : New Delhi  
Date : 30<sup>th</sup> August, 2017

---

**LALIT POLYMERS & ELECTRONICS LTD.**

---

**ANNEXURE TO NOTICE:****Details of Directors seeking Appointment/Re-appointment at the Annual General Meeting**

<b>Particulars</b>	<b>Mrs. Priyadarshinee Kanoria</b>
<b>Date of Birth</b>	01.11.1969
<b>Nationality</b>	Indian
<b>1. Date of Appointment</b>	27.06.2009
<b>2. Qualification</b>	Graduate
<b>3. Experience</b>	She has rich experience in Asbestos Cement Pipe & Sugar Industry as she had served more than 20 years in these industry.
<b>4. List of the directorships held in other companies*</b>	1. Lalit Polymers & Electronics Limited 2. Mohindra Udyog Limited 3. B. S. Traders Private Limited 4. Alok Fintrade Private Limited 5. Land Mark Dealers Private Limited 6. Dhoop Chawn Construction & finance Pvt. Ltd. 7. Samman Construction and Finance Pvt. Ltd. 8. Santur Construction and Finance Pvt. Ltd. 9. Tarouni Construction and Finance Pvt. Ltd.
<b>5. Chairman/ Member in the Committees of the Board of companies in which he is Director*.</b>	01
<b>6. Number of shares held in the Company</b>	9800



**DIRECTORS' REPORT**

To  
The Members

Your Directors have pleasure in presenting the 33<sup>rd</sup> Annual Report and the Audited accounts for the financial year ended 31<sup>st</sup> March, 2017. Financial highlights are as follows:

**FINANCIAL RESULTS:**

(₹ in Lacs)

Particulars	YEAR ENDED AS ON 31.03.2017	YEAR ENDED AS ON 31.03.2016
Total Income	0.06	20.13
Total Expenditure	16.61	83.29
Exceptional Items	-	(118.52)
Profit Before Depreciation and Tax	(16.55)	56.47
Less: Depreciation	-	1.11
Profit before Tax	(16.55)	55.36
Less : Tax Expenses	0.25	8.86
Profit after Tax	(16.80)	46.50

**2. DIVIDEND**

Board of Directors of the company have not recommend any dividend for the financial year 2016-17.

**3. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

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

**4. SHARES**

- The Company has not bought back any of its securities during the year under review.
- The Company has not issued any Sweat Equity Shares during the year under review.
- The Company has not issued any Bonus Shares during the year under review.

**5. EMPLOYEES STOCK OPTION PLAN**

The Company has not provided any Stock Option Scheme to the employees.

**6. THE BOARD OF DIRECTORS**

Pursuant to the provision of section 149 of the Act, Mr. Munna Lal Goyal and Mr. Sanjay Chana were appointed as independent director at the annual general meeting held on 29.09.2014. They have submitted a declaration that each of them meets the criteria of independence as provided in section 149(6) of the Act and there has been no change in the circumstances which may affect their status as independent director during the year.

Smt. Priyadarshinee Kanoria retire by rotation and, being eligible has offered herself for re-appointment.

**7. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW**

The Company had 7 (Seven) Board meetings and one independent directors meeting during the financial year under review. For details of the meetings of the board, please refer to the corporate governance report, which forms part of this report.

**8. BOARD EVALUATION**

Pursuant to the provisions of companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholder's Relationship committee. The manner in which the evaluation has been carried out has been explained in Corporate Governance Report.

**9. REMUNERATION POLICY**

The Board has, on the recommendation of the Nomination & Remuneration committee framed a policy for selection and appointment of Directors and fixing their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

**10. BUSINESS RISK MANAGEMENT**

Your Company has an elaborate Risk Management procedure. The risk management includes identifying types of risks and its assessment, risk handling and monitoring and reporting. Business risk, inter-alia, further includes financial risk, political risk, fidelity risk, legal risk.

As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same.

**11. VIGIL MECHANISM / WHISTLE BLOWER POLICY**

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behaviour the company has adopted a vigil mechanism policy. This policy is posted on the website of company.

**12. RELATED PARTY TRANSACTIONS**

In line with the requirements of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, your Company has formulated a Policy on Related Party Transactions has been uploaded on the website of the company.

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

**13. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

The provisions related to Corporate Social Responsibility are not applicable to the Company.

**14. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal auditor of the company checks and verifies the internal control and monitors them in accordance with policy adopted by the company. Even through this non-production period the Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

**15. AUDITORS****15.1 STATUTORY AUDITORS**

M/s M. S. Goyal and Associates, Chartered Accountants have been appointed as statutory auditors of the company at the Annual General Meeting held in 2014 for a period of three years'.

**15.2 SECRETARIAL AUDITORS**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed Anil Somani & Associates, Practising Company Secretaries as a Secretarial Auditor of the Company for the financial year 2016-17. Secretarial Audit Report for the year 2016-17 is annexed herewith as "Annexure A".

**16. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

The Company does not have any Subsidiary or Joint venture company.

**17. DEPOSITS**

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

**18. CORPORATE GOVERNANCE**

Pursuant to SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 a separate section titled Report on Corporate Governance has been included in this Annual Report. Your Directors are pleased to report that as on 31<sup>st</sup> March 2017, your Company is fully compliant with the SEBI Guidelines on Corporate Governance.

A Certificate from the Auditors confirming compliance with the conditions of corporate Governance is also annexed.

**19. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Companies Act 2013, your Directors confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed with no material departures;
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the same period;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts on a going concern basis;
- e) they have laid down internal financial controls in the Company that are adequate and are operating effectively; and
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that these are adequate and are operating effectively;

**20. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as required 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 B".

**21. EXTRACT OF ANNUAL RETURN**

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in Annexure "C" and is attached to this Report.

**22. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES**

There were no Contracts or Arrangements made with related parties by the Company under Section 188 of the Companies Act, 2013 during the year under review.

**23. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act,

2013 during the year under review.

**24. PARTICULARS OF EMPLOYEES**

The information required pursuant to Section 197 read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is as follows:

The company has one Executive Director and due to financial constraints being faced by the company he has forgone remuneration.

Further, no sitting fees has been paid to any director during the year.

The particulars of the employees who are covered by the provisions contained in Rule 5(2) and rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are:

- a) Employed throughout the year Nil
- b) Employed for part of the year Nil

The remuneration paid to all Key management Personnel was in accordance with remuneration policy adopted by the company.

**25. PERSONNEL**

The directors wish to place on record their appreciation to the employees for their notable contributions to the Company and for the Co-operation extended to the management in maintaining harmonious industrial relations at all the units.

**26. ACKNOWLEDGEMENT**

Your Directors wish to place on record their gratitude for the valuable guidance and support rendered by the Government of Maharashtra and various stakeholders, such as, shareholders, customers and suppliers, among others and society at large for their support and cooperation and continuing commitment and dedication of the employees at all levels, which has been critical for the Company's success. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company. The Directors look forward to their continued support in future.

**27. CAUTIONARY STATEMENT**

The statements contained in the Board's Report and Management Discussion and Analysis contain certain statements relating to the future and therefore are forward looking within the meaning of applicable securities, laws and regulations.

Various factors such as economic conditions, changes in government regulations, tax regime, other statutes, market forces and other associated and incidental factors may however lead to variation in actual results.

For and on behalf of the Board of Directors

Place : New Delhi  
Date : 30<sup>th</sup> May, 2017

Sd/-  
Sanjay Chana  
Director  
DIN: 00292013

Sd/-  
Sanjay Kumar Kanoria  
Director  
DIN: 00067203

**Form No. MR-3  
SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31.03.2017**

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

To,  
The Members,  
Lalit Polymers & Electronics Limited,  
A-9-A, Green Park, New Delhi-110016

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **LALIT POLYMERS & ELECTRONICS LIMITED**, (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliance's and expressing our opinion thereon.

**Management's Responsibility for Secretarial Compliance's**

The company's Management is responsible for preparation and maintenance of secretarial records and for devising proper system to ensure compliance with the provisions of applicable laws and regulations.

**Auditor's Responsibility**

My responsibility is to express an opinion on the Secretarial records, Standards, Procedures followed by the company with respect to Secretarial Compliance's.

I believe that audit evidence and information obtained from the Company's management is adequate and appropriate for me to provide a basis for my opinion.

**Opinion**

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 **31<sup>st</sup> March, 2017** complied with the statutory provisions listed here-under and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (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) 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; **N. A.**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (not applicable since there is no action/ event in pursuance of said regulation) **N.A.**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (not applicable since there is no action/ event in pursuance of said regulation) **N.A.**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and (not applicable since there is no action/ event in pursuance of said regulation) **N.A.**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (not applicable since there is no action/ event in pursuance of said regulation) **N.A.**
- (vi) The Environment (Protection) Act, 1986
- (vii) The EPF & Misc. Provisions Act, 1952;
- (viii) Employees' state Insurance Act, 1948;
- (ix) The Payment of Bonus Act, 1965;
- (x) The payment of Gratuity Act, 1972

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India;
- (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

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

**We further report that**

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

**For Anil Somani & Associates**  
Company Secretaries

Sd/-  
**Anil Kumar Somani**  
ACS: 36055  
COP :13379

Place : Bhilwara  
Date : 30<sup>th</sup> May, 2017

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

**Annexure - A**

To,  
The Members  
**Lalit Polymers & Electronics Limited,**  
A-9-A, Green Park,  
New Delhi-110016

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

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 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 are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Anil Somani & Associates**  
Company Secretaries

Place : Bhilwara  
Date : 30<sup>th</sup> May, 2017

**Sd/-**  
**Anil Kumar Somani**  
**ACS: 36055**  
**COP :13379**

**LALIT POLYMERS & ELECTRONICS LTD.****ANNEXURE - B****POWER & FUEL CONSUMPTION :**

<b>Particulars</b>	<b>31.03.2017</b>	<b>31.03.2016</b>
<b>1 Electricity:</b>		
(A) Purchased		
Units(in '00000)	-	0.01
Total amount (Rs. in Lacs)	-	0.31
Rate/Unit (in Rs.)	-	29.11
(B) Own Generation		
Units(in '00000)	Nil	Nil
Unit/Ltr. of Diesel oil	Nil	Nil
Cost/Unit (in Rs.)	Nil	Nil
<b>2 Coal:</b>		
Quantity (in Tones)	Nil	Nil
Total cost (Rs. in Lacs )	Nil	Nil
Cost/Tone (in Rs.)	Nil	Nil
<b>3 Consumption Per M. T. of production of GRP pipes and tanks &amp; other GRP Products</b>		
Electricity (in Units)	Nil	Nil
Furnace Oil	Nil	Nil
Coal (Qty. in M. T.)	Nil	Nil

**FOREIGN EXCHANGE EARNING AND OUTGO**

The foreign exchange earning and outflow was Nil.

**ENERGY CONSERVATION MEASURES**

No production in the year 2016-17.

For and on behalf of the Board of Directors

Place : New Delhi  
Date : 30<sup>th</sup> May, 2017

Sd/-  
Sanjay Chana  
Director  
DIN: 00292013

Sd/-  
Sanjay Kumar Kanoria  
Director  
DIN: 00067203



**LALIT POLYMERS & ELECTRONICS LTD.**

**ANNEXURE-C**

**Form No. MGT-9  
EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 31.03.2017

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

<b>CIN</b>	L32109PN1984PLC033783
<b>Registration Date</b>	18.04.1984
<b>Name of the Company</b>	LALIT POLYMERS & ELECTRONICS LIMITED
<b>Category / Sub-Category of the Company</b>	Company having share capital
<b>Address of the Registered office and contact details</b>	A-9A, Green Park New Delhi - 110016
<b>Whether listed company</b>	Yes
<b>Name, Address and Contact details of Registrar and Transfer Agent, if any</b>	BEETAL Financial & Computer Services Pvt Ltd. BEETAL HOUSE, 3rd Floor, 99, Madangir, behind LSC, New Delhi - 110062

**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:-

Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
GRP pipes		-

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Share held	Applicable Section
-	-	-	-	-	-

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
a) Individual/HUF	-	9800	9800	0.16%	-	9800	9800	0.16%	NIL
b) Central Govt.									
c) State Govt. (s)									

**LALIT POLYMERS & ELECTRONICS LTD.**

d) Bodies Corp.	-	3209196	3209196	53.49%	-	3208896	3208896	53.48%	0.01
e) Banks / FI									
f) Any Other....									
<b>Sub-total (A) (1):-</b>	<b>-</b>	<b>3218996</b>	<b>3218996</b>	<b>53.65%</b>	<b>-</b>	<b>3218696</b>	<b>3218696</b>	<b>53.64%</b>	<b>(0.01)</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals									
b) Other – Individuals									
d) Bodies Corp.									
e) Banks / FI									
f) Any Other....									
<b>Sub-total (A) (2):-</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>-</b>	<b>3218996</b>	<b>3218996</b>	<b>53.65%</b>	<b>-</b>	<b>3218696</b>	<b>3218696</b>	<b>53.64%</b>	<b>(0.01)</b>
<b>B. Public Shareholding</b>									
a) Mutual Funds/ Banks/FI	-	157000	157000	2.62%	-	157000	157000	2.62%	-
b) Central Govt.									
c) State Govt. (s)									
d) Venture Capital funds									
e) Insurance Companies									
g) FIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
<b>Sub-total (B)(1):-</b>	<b>-</b>	<b>157000</b>	<b>157000</b>	<b>2.62%</b>	<b>-</b>	<b>157000</b>	<b>157000</b>	<b>2.62%</b>	<b>-</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.	-	42700	42700	0.71%	-	43650	43650	0.73%	0.02
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh		2269700	2269700	37.83%		2281950	2281950	38.03%	0.20
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh		252380	252380	4.21%		239480	239480	3.99%	(0.22)
c) Others Clearing Members									
d) NRI's	-	57824	57824	0.96%		57824	57824	0.96%	
e) HUF		1400	1400	0.02%		1400	1400	0.02%	
<b>Sub-total (B)(2):-</b>	<b>-</b>	<b>2624004</b>	<b>2624004</b>	<b>43.73%</b>	<b>-</b>	<b>2624304</b>	<b>2624304</b>	<b>43.74%</b>	<b>0.01</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>-</b>	<b>2781004</b>	<b>2781004</b>	<b>46.35%</b>		<b>2781304</b>	<b>2781304</b>	<b>46.36%</b>	<b>0.01</b>

**LALIT POLYMERS & ELECTRONICS LTD.**

C. Shares held by Custodian for GDRs & ADRs									
<b>Grand Total (A+B+C)</b>	<b>NIL</b>	<b>6000000</b>	<b>6000000</b>	<b>100%</b>		<b>6000000</b>	<b>6000000</b>	<b>100%</b>	<b>NIL</b>

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Priyadarshinee Kanoria	9800	0.16%	-	9800	0.16%	-	-
2	B. S. Traders Pvt. Ltd.	659500	10.99%	-	659200	10.98%	-	(0.01)
3	Alok Fintrade Pvt. Ltd.	1163406	19.39%	-	1163406	19.39%	-	-
4	Landmark Dealers Private Limited	1386290	23.10%	-	1386290	23.10%	-	-
	<b>Total</b>	<b>3218996</b>	<b>53.65%</b>	<b>NIL</b>	<b>3218996</b>	<b>53.65%</b>	<b>NIL</b>	<b>-</b>

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

Sl. No.		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
	At the beginning of the year B.S. Traders Pvt. Ltd.	659500	10.99%	659500	10.99%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc): B.S. Traders Pvt. Ltd.	300	0.01%	659200	10.98%
	At the End of the year B.S. Traders Pvt. Ltd.	659200	10.98%	659200	10.98%

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

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Manoj S Chabria	166580	2.78	166580	2.78
2	SBI Capital Markets Ltd MF-05	149500	2.49	149500	2.49
3	Gopu Parumal Belani	49600	0.83	49600	0.83
4	Rajnikant S Shah	23300	0.39	23300	0.39
5	Lachman K Advani	23040	0.38	23040	0.38
6	Mukesh H Shah	18704	0.31	18704	0.31

**LALIT POLYMERS & ELECTRONICS LTD.**

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
7	Javanika M Shah	15780	0.26	15780	0.26
8	Hemant Vasant Shah	12900	0.22	12900	0.22
9	Manoj Kumar Benefit Trust	12300	0.21	12300	0.21
10	Sharda N Gidwani	10000	0.17	10000	0.17

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	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
	At the beginning of the year Mrs. Priyadarshinee Kanoria	9800	0.16%	9800	0.16%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the End of the year Mrs. Priyadarshinee Kanoria	9800	0.16%	9800	0.16%

**V. INDEBTEDNESS**

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>		137.50 Lacs		137.50 Lacs
i) Principal Amount				
ii) Interest due but not paid			-	
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	<b>NIL</b>	137.50 Lacs	<b>NIL</b>	137.50 Lacs
<b>Change in Indebtedness during the financial year</b>				
· Addition		-		-
· Reduction			-	
<b>Net Change</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**LALIT POLYMERS & ELECTRONICS LTD.**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Net Change</b>	NIL	NIL	NIL	NIL
<b>Indebtedness at the end of the financial year</b>		137.50 Lacs		137.50 Lacs
i) Principal Amount			-	
ii) Interest due but not paid			-	
iii) Interest accrued but not due			-	
<b>Total (i+ii+iii)</b>	NIL	137.50 Lacs	NIL	137.50 Lacs

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		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	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-
5.	Others, please specify	-	-	-
	<b>Total (A)</b>	-	-	-

B. Remuneration to other directors:

S. No	Particulars of Remuneration	Name of Directors			Total Amount
		Sanjay Chana	Munna Lal Goyal		
1.	Independent Directors - Fee for attending board committee meetings - Commission - Others, please specify				
	<b>Total (1)</b>	NIL	NIL		

**LALIT POLYMERS & ELECTRONICS LTD.**

S. No	Particulars of Remuneration	Name of Directors				Total Amount
		Sanjay Chana	Munna Lal Goyal			
	2. Other Non-Executive Directors - Fee for attending board committee meetings - Commission - Others, please specify					
	Total (2)	-	-	-	-	-
	<b>Total (B)=(1+2)</b>	NIL	NIL			

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

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

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act of	Brief Description	Details of Penalty /Punishment/Compounding fees imposed	Authority [RD / NCLT)	Appeal made
<b>A. COMPANY</b>					
Penalty			None		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			None		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			None		
Punishment					
Compounding					

---

**LALIT POLYMERS & ELECTRONICS LTD.**

---

**"ANNEXURE - D"**

Form No. AOC-2

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

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

**Details of material contracts or arrangement or transactions at arm's length basis:**

<b>SL. No.</b>	<b>Particulars</b>	<b>Details</b>
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of Relationship	NIL
c)	Nature of contracts/arrangements/transaction	NIL
d)	Duration of the contracts/arrangements/transaction	NIL
e)	Salient terms of the contracts or arrangements or transaction	NIL
f)	Justification for entering into such contracts or arrangements or transactions	NIL
g)	Date of approval by the Board & Audit Committee	NIL
h)	Amount Involved, if any	NIL

**Details of material contracts or arrangement or transactions not at arm's length basis:**

<b>SL. No.</b>	<b>Particulars</b>	<b>Details</b>
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	NIL
c)	Duration of the contracts/arrangements/transaction	NIL
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e)	Justification for entering into such contracts or arrangements or transactions	NIL
f)	Date of approval by the Board	NIL
g)	Amount paid as advances, if any	NIL

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****OVERVIEW OF INDIAN ECONOMY**

The Indian economy had its own sets of challenges during the year. It dealt with issues like high inflation, tightening monetary policy, weakening industrial growth and investments, depreciating rupee and high crude oil prices. In the domestic market, better macroeconomic conditions, coupled with improved sentiment post the general elections, helped India to be among the better performing emerging market economies. There was a slight increase in the GDP growth, while inflation moderated and the Rupee remained relatively stable during the year.

**FUTURE OUTLOOK**

Your company is making efforts to restart the operations.

**ENVIRONMENT & SAFETY:**

We are conscious of the need for environmentally clean and safe operations.

**HUMAN RESOURCES:**

The Company has taken steps to appoint competent team to look after the affairs of the Company.

**CAUTIONARY STATEMENT:**

Statements in this "Management Discussion and Analysis" which seeks to describe the Company's objective, projection, estimates, expectation or prediction may be considered to be "Forward- looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expected or implied. Important factors that could make a difference to your Company's operation include economic conditions affecting demand/supply, price, and condition in the domestic and international markets, changes in the Governments regulations, tax laws, other statutes and other incidental factors.

**ACKNOWLEDGEMENT**

The Directors wish to place on record their sincere appreciation for the support and co-operation extended by all the stakeholders. The Directors look forward to their continued support in future.

For and on behalf of the Board of Directors

Place : New Delhi  
Date : 30<sup>th</sup> May, 2017

Sd/-  
Sanjay Chana  
Director  
DIN: 00292013

Sd/-  
Sanjay Kumar Kanoria  
Director  
DIN: 00067203



**REPORT ON CORPORATE GOVERNANCE**

Corporate Governance is about commitment to values and about ethical business conduct. It is about how an organization is managed. This includes its corporate and other structure, its culture, policies and the manners in which it deals with various stakeholders. Accordingly, timely and accurate disclosure of information regarding the financial situation, performance, ownership and governance of the Company is an important part of Corporate Governance.

**A. COMPLIANCE OF MANDATORY REQUIREMENT**

In accordance with SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the details of Corporate Governance Compliances by the Company are as under:

**1. COMPANY PHILOSOPHY ON CORPORATE GOVERNANCE**

Corporate Governance essentially is the system by which companies are directed and controlled by the management in the best interest of the stakeholders. Your Company is committed to follow Corporate Governance and the Company's Philosophy is aimed at conducting business in a transparent manner and establishing enduring relationship with all its stakeholders.

**2. The Board of Directors**

**a) Composition of the Board**

The Board of Directors of the Company presently comprises of four directors out of which two directors are Promoter directors and two are Non-executive Independent Directors.

None of the Directors on the Board is a member of more than 10 committees & Chairman of more than 5 Committees across all the companies in which he is Director. All the Directors have made the requisite disclosures regarding committee positions held by them in other companies.

**b) Board Meeting and attendance of the Directors**

During the year under review, 7 (Seven) Board Meetings were held, and the gap between two meetings did not exceed one hundred and twenty days. the dates on which the said meetings were held:

30.05.2016, 13.08.2016, 24.08.2016, 14.11.2016, 12.01.2017, 14.02.2017 and 31.03.2017

The necessary quorum was present for all the meetings.

The meeting of Independent Directors was held on 14th February, 2017. The last AGM was held on 29th September 2016.

Details of Attendance of directors during 2016-2017 and other particulars regarding their directorship in other companies etc. are given below:-

S. No.	Name of Directors	Category	Directorships in other Limited Companies	Attendance Particulars		Whether attended Last AGM
				Total held	Attended	
1	Shri Sanjay Kumar Kanoria	Promoter director	4	7	7	No
2	Smt Priyadarshinee Kanoria	Promoter Director	2	7	7	Yes
3	Shri Munna Lal Goyal	Independent, Non-executive Director	4	7	4	No
4	Shri Sanjay Chana	Independent, Non-executive Director	0	7	7	Yes

**(c) Remuneration**

The company has not paid any remuneration to Directors in financial year 2016-2017. The Company does not have Employee Stock Option Scheme in force.

**(d) Code of conduct for members of the board and senior management personnel**

The Board of Directors has adopted code of conduct for Directors and Senior Management. The members of the board and senior management personnel have confirmed compliance with the code of conduct for the year ended 31.03.2017.

**APPOINTMENT AND TENURE**

The Directors of the Company are appointed by Members at the General Meetings. In accordance with the Articles of Association of the Company, all Directors, except the Managing Director and Independent Directors of the Company, step down at the Annual General Meeting each year and, if eligible, offer themselves for re-election. The Executive Directors on the Board serve in accordance with the terms of their contract of service with the Company.

As regards the appointment and tenure of Independent Directors, following is the policy adopted by the Board:

- The Company has adopted the provisions with respect to appointment and tenure of Independent Directors which are consistent with the Companies Act, 2013 and Listing Agreement.
- The Independent Directors will serve a maximum of two terms of five years each.
- The Company would not have any upper age limit of retirement of Independent Directors from the Board and their appointment.

**BOARD INDEPENDENCE**

Our definition of 'Independence' of Directors is derived from SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 149(6) of the Companies Act, 2013. Based on the confirmation / disclosures received from the Directors and on evaluation of the relationships disclosed, all Non-Executive Directors other than promoter directors are Independent in terms of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 149(6) of the Companies Act, 2013.

**INDEPENDENT DIRECTORS' MEETING**

During the year under review, the Independent Directors met on February 14, 2017, inter alia to discuss:

- i. review the performance of non-independent directors and the Board as a whole;
- ii. review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- iii. assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

**BOARD EVALUATION**

The Nomination and Remuneration Committee of the Company recommended Evaluation Policy during the year, which was adopted by the Board of Directors. The policy provides for evaluation of the Board, the Committees of the Board and individual Directors, including the Chairman of the Board. The Policy provides that evaluation of the performance of the Board as a whole, Board Committees and Directors shall be carried out on an annual basis.

During the year, the first Evaluation cycle was completed by the Company internally which included the Evaluation of the Board as a whole, Board Committees and Directors. The exercise was led by a Senior Independent Director of the Company. The Evaluation process focused on various aspects of the Board and Committees functioning such as composition of the Board and Committees, experience and competencies, performance of specific duties and obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors on parameters such as attendance, contribution and independent judgment.

**3. COMMITTEES OF THE BOARD**

**(i) Audit Committee**

In terms of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as well as Section 177 of the Companies Act, 2013 the Board has constituted Audit Committee of the Board of Directors. At present the Committee consists of three independent or Non-executive Directors. All members of the committee are financially literate.

The major tasks performed by the audit committee may be grouped under the following heads: Statutory audit, internal audit, reporting and other aspects

- i. The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process. The Committee acts as a link between the Management, Auditors and the Board of Directors of the Company and has full access to the financial Information.
- ii. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible and ensuring timely submission to statutory authorities.
- iii. Reviewing the Management Discussion & Analysis of financial and operational performance.
- iv. Reviewing with the management, the quarterly financial statements and annual financial statements and auditor's report thereon before submission to the board for approval.
- v. Review the adequacy and effectiveness of the company's system and internal control.
- vi. Evaluation of internal financial controls and risk management systems.
- vii. To review the functioning of the Whistle Blower mechanism.

**Audit & other duties**

- i. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- ii. Discussion with internal auditors of any significant findings and follow up there on.
- iii. Review and recommend to the Board the appointment/re-appointment of the Statutory Auditors and internal Auditors considering their independence and effectiveness and their replacement and removal.
- iv. To recommend to the Board the remuneration of the Statutory Auditors and internal auditors.
- v. To grant approval for related party transactions which are in the ordinary course of business and on an arm's length pricing basis and to review and approve such transactions subject to the approval of the Board.
- vi. Four Meeting of the Audit Committee were held during the year and the gap between two meetings never exceeded four months. The dates on which such meetings were held are as follows:  
30<sup>th</sup> May 2016      13<sup>th</sup> August 2016      14<sup>th</sup> November 2016      14<sup>th</sup> February 2017
- vii. The Constitution of the Audit Committee and the attendance of each member of the Committee in financial year 2016-17 are given below:

Sr. No.	Name of the Member	Chairman / Member	Total Meetings held during their tenure	Attendance
1	Shri Sanjay Chana	Chairman	4	4
2.	Shri Munna Lal Goyal	Member	4	4
3.	Shri Sanjay Kumar Kanoria	Member	4	4

**(ii) STAKEHOLDERS' RELATIONSHIP COMMITTEES**

This Committee is responsible for the satisfactory redressal of investors' complaints and recommends measures for overall improvement in the quality of investor services.

The Committee is headed by Mr. Sanjay Chana and consists of the members as stated below. During the year ended on 31<sup>st</sup> March, 2017, this Committee had 4 meetings which were attended by the members as under:-

- |                                |          |
|--------------------------------|----------|
| 1. Mr. Sanjay Chana            | Chairman |
| 2. Smt. Priyadarshinee Kanoria | Member   |
| 3. Mr. Sanjay Kumar Kanoria    | Member   |

The role of Stakeholders' Relationship Committee are as follows:

- consider and resolve the grievances of shareholders of the Company with respect to transfer of shares, non-receipt of annual report, non-receipt of declared dividend, etc.;
- ensure expeditious share transfer process in line with the proceedings of the Share Transfer Committee;
- evaluate performance and service standards of the Registrar and Share Transfer Agent of the Company;
- provide guidance and make recommendations to improve investor service levels for the investors.

During the financial year 2016-17, no complaint has been received from shareholders. There were no pending share transfers as on 31<sup>st</sup> March, 2017.

**(iii) Nomination and Remuneration Committee**

The Remuneration Committee of the Board of Directors has been constituted to recommend/review remuneration to Managing Director/Directors based on their performance and defined assessment criteria. The remuneration policy of the Company is directed towards rewarding performance, based on review of achievements on a periodic basis. The remuneration policy is in consonance with the existing Industry practice. The Committee has been constituted in accordance with the prescribed guidelines. The committee comprises of three Directors, all of them are Non-Executive or Independent directors.

The terms of reference of the committee are as follows:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

The remuneration policy as adopted by the company envisages payment of remuneration according to qualification, experience and performance at different levels of the organization. The workers at the factory as well as those rendering clerical, administrative and professional services are suitably remunerated according to the industry norms.

Although no remuneration is paid to any director at present the company retains the option to do so in future. As and when it is done it shall be revealed in the report.

- (i) The Constitution of the Nomination and Remuneration Committee and the attendance of each member of the Committee in financial year 2016-17 are given below:

Sr. No.	Name of the Member	Chairman / Member	Total Meetings held during their tenure	Attendance
1	Shri Munna Lal Goyal	Chairman	NIL	NIL
2.	Shri Sanjay Kumar Kanoria	Member	NIL	NIL
3.	Shri Sanjay Chana	Member	NIL	NIL

**Board Membership Criteria**

The Board of Directors are collectively responsible for selection of a member on the Board. The Nomination and Remuneration Committee of the Company follows defined criteria for identifying, screening, recruiting and recommending candidates for election as a Director on the Board. The criteria for appointment to the Board include:

- composition of the Board, which is commensurate with the size of the Company, its portfolio, geographical spread and its status as a listed Company;
- desired age and diversity on the Board;
- size of the Board with optimal balance of skills and experience and balance of Executive and Non-Executive Directors consistent with the requirements of law;
- professional qualifications, expertise and experience in specific area of business;
- balance of skills and expertise in view of the objectives and activities of the Company;
- avoidance of any present or potential conflict of interest;
- availability of time and other commitments for proper performance of duties;
- personal characteristics being in line with the Company's values, such as integrity, honesty, transparency, pioneering mindset.

**(iv) SHARE TRANSFER COMMITTEE**

The Share Transfer Committee has been formed to look into share transfer and related applications received from shareholders, with a view to accelerate the transfer procedures.

The Committee comprises two Directors of the Board. The Committee inter alia considers applications for transfer, transmission, split, consolidation of share certificates and cancellation of any share certificate in compliance with the provisions in this regard. The Committee is authorised to sign, seal or issue any new share certificate as a result of transfer, consolidation, splitting or in lieu of share certificates lost, defaced or destroyed.

The Committee meets at regular intervals to approve the share transfers and other related matters.

**POLICY ON RELATED PARTY TRANSACTIONS**

In line with the requirements of the Companies Act, 2013 and Listing Regulations, your Company has formulated a Policy on Related Party Transactions and dealing with Related Party Transactions which is also available on Company's website. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

This Policy specifically deals with the review and approval of Material Related Party Transactions keeping in mind the potential or actual conflicts of interest that may arise because of entering into these transactions. All Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions on a yearly basis for transactions which are of repetitive nature and / or entered in the Ordinary Course of Business and are at Arm's Length.

**FORMULATION OF POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION**

The Nomination and Remuneration Committee discussed and thereafter decided upon the policy for selection of appointment of directors and their remuneration. The highlights of this policy are as follows:

**1. Criteria of selection of Non-Executive Directors**

- a. The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.
- b. In case of appointment of Independent Directors, the Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- c. The Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- d. The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.

---

**LALIT POLYMERS & ELECTRONICS LTD.**

---

- i. Qualification, expertise and experience of the Directors in their respective fields;
- ii. Personal, Professional or business standing;
- iii. Diversity of the Board.
- e. In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

**(v) Remuneration**

The Company has not paid any remuneration to the Directors for the year 2016-17.

**4. SHARES HELD BY DIRECTORS**

Details of Shareholding of Directors as on 31.03.2017 in the Company are as under:

Sr. No.	Director	No. of Equity Shares
1.	Mr. Sanjay Kumar Kanoria	NIL
2.	Mrs. Priyadarshinee Kanoria	9800
3.	Mr. Munna Lal Goyal	NIL
4.	Mr. Sanjay Chana	NIL

**5. SUBSIDIARY COMPANY**

The Company does not have any subsidiary Company.

**6. DIRECTOR/ CFO CERTIFICATES**

The Director/CFO Certificate as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed with this report.

**7. GENERAL BODY MEETING**

The last three Annual General Meetings were held as per details given below:

Sr. No.	Financial Year	Date	Location of the Meeting	Time
1.	2013-14	29.09.2014	Registered Office	2.00 pm
2.	2014-15	29.09.2015	Registered Office	3.00 pm
3.	2015-16	29.09.2016	Registered Office	3.00 pm

**8. DISCLOSURES**

- a) **Related Party Disclosure:** Information on related party disclosure is given in Note No. 25 of Notes to the financial statement as per requirements of AS-18 - "Related party disclosures" issued by ICAI.
- b) **Disclosure of Accounting Treatment:** The Company follows the Accounting Standards as specified in the Companies (Accounting Standard) Rules, 2006 and the relevant provisions of Companies Act, 2013. The Company has not adopted a treatment different from that prescribed in any Accounting Standard, in the preparation of financial statements. The significant accounting policies which are consistently applied are set out in the Annexure to Notes to the Accounts.
- c) **Risk Management:** The Company has laid down a robust Risk Management Policy, defining Risk profiles involving Strategic, Technological, Operational, Financial, Organizational, Legal and Regulatory risks within a well-defined framework. The periodical update on the risk management practices and mitigation plan of the Company are presented to Audit Committee and Board of Director. The Audit Committee and Board periodically review such updates and findings and suggest areas where internal control and risk management practices can be improved.

- d) No money was raised by the Company through public issue, right issue, preferential issues etc. in the last financial year and hence, provision contained in this behalf in the Listing Regulations are not applicable for Compliance by the Company.

**9. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING:**

As per SEBI guidelines, the Board has designed a code of conduct strictly in accordance with SEBI (Prohibition of Insider Trading) Regulation; 2015. 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 and other material events the trading window is closed as per code.

**10. WHISTLE BLOWER POLICY**

The Company has laid down "Whistle Blower Policy" for all its employees across the organization. The code lays down that the employees shall promptly report any concern or breach and not to hesitate in reporting a violation or raising a policy concern to concerned superior. The Policy provides that the Company shall support and protect the employees for doing so.

**11. MEANS OF COMMUNICATION-**

The Company has been sending Annual Reports, Notices and other communication to each shareholder through post or courier.

The quarterly/ annual results of the Company as per the statutory requirement under the Listing Regulations with Stock Exchange are generally published in the Financial Express, Pune and one regional daily at Pune in the state of Maharashtra

**12. APPOINTMENT/RE- APPOINTMENT OF DIRECTORS**

The details of the Directors seeking appointment/ re-appointment have been provided in the Notice of Annual General Meeting attached with this Annual Report.

**13. COMPLIANCE CERTIFICATE OF THE AUDITORS**

Certificate from the Auditors of the Company, M/s Anil Somani & Associates, Company Secretaries, confirming compliance with the conditions of Corporate Governance as stipulated SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, is annexed hereinafter.

**14. SECRETARIAL AUDIT FOR RECONCILIATION OF CAPITAL**

As stipulated by SEBI, a qualified practicing Company Secretary carries out the secretarial audit to reconcile the total issued capital and paid up capital. This audit is carried out every quarter and report thereon is submitted to the Stock Exchanges.

**15. MANAGEMENT DISCUSSION & ANALYSIS REPORT (MDAR)**

The Management Discussion & Analysis Report is attached and forms part of the Directors' Report.

**16. GENERAL SHAREHOLDERS INFORMATION:**

Detailed information in this regard is provided in the section "Shareholders information" which forms part of this Annual Report.

**Shareholder's Information**

S.No	Particulars	Details
(a)	Annual General Meeting	<p><b>Date of the Meeting:</b> 28<sup>th</sup> September, 2017  <b>Venue of the Meeting:</b> A-9A, Green Park Main, New Delhi – 110016  <b>Time of Meeting:</b> 3:00 PM</p>

**LALIT POLYMERS & ELECTRONICS LTD.**

S.No	Particulars	Details
(b)	<b>Financial Year</b>	<p><b>Financial Calendar (April to March)</b>                      Financial Reporting for quarter ending 30<sup>th</sup> June, 2017 – By the first fortnight of September, 2017.</p> <p>Financial Reporting for half year ending 30<sup>th</sup> Sep, 2017– By the first fortnight of December, 2017</p> <p>Financial Reporting for quarter ending 31<sup>st</sup> December , 2017 – By the first fortnight of February, 2018</p> <p>Financial Reporting for quarter ending 31<sup>st</sup> March, 2018 – By the first fortnight of May, 2018.</p> <p>Annual General Meeting for the year ending 31<sup>st</sup> March, 2018– September, 2018</p>
(c)	<b>Dividend Payment</b>	Nil
(d)	<b>Date of Book Closure</b>	22 <sup>nd</sup> September, 2017 to 28 <sup>th</sup> September, 2017 (both dates inclusive)
(e)	<b>Registered Office</b>	A-9A, Green Park Main, New Delhi – 110016
(f)	<b>Corporate Identification No</b>	L32109DL1984PLC316708
(g)	<b>Listing on stock exchange</b>	The shares of the company are listed on Bombay Stock Exchange and Ahmedabad Stock Exchange (suspended at present). Revocation application submitted to Bombay Stock Exchange and Ahmedabad Stock Exchange. Listing fees has been paid to BSE for F.Y. 2016-17.
	<b>Scrip Code(BSE)</b>	<b>524250</b>
	<b>Scrip Code(ASE)</b>	<b>32130</b>
(h)	<b>Market Price Data</b>	The scrips of the company are not being traded on the stock exchanges.
(i)	<b>Compliance Officer</b>	Mr. Sanjay Chana, Director is the Compliance Officer. Investor Correspondence should be addressed to: Lalit Poymers & Electronics Ltd A-9A Green Park Main New Delhi - 110016
(j)	<b>Name &amp; Address of Registrar &amp; Transfer Agent</b>	<b>Beetal Financial &amp; Computer Services (India) Ltd.</b> Beetal House, 3 <sup>rd</sup> Floor, 99 Madangir Behind Local Shopping Complex, New Delhi-110062
(k)	<b>Share Transfer System</b>	The shares of the Company are in the physical form only and transfers can be lodged at the registrar transfer agent of the company as given above. Transfers are registered in 30 days from the date of receipt, provided the documents are complete in all respects.



---

**LALIT POLYMERS & ELECTRONICS LTD.**

---

**(I) DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2017**

Range of Ordinary shares	No. of Holders	% of holders	Value of equity shares	% to Capital
upto 5000	17758	98.60	19,84,300	33.07
5001 to 10,000	161	0.89	1,37,100	2.29
10001 to 20,000	54	0.30	77,700	1.30
20001 to 30,000	8	0.04	20,000	0.33
30001 to 40,000	5	0.02	18,100	0.30
40001 to 50,000	4	0.02	19,000	0.32
50001 to 1,00,000	8	0.04	63,200	1.05
1,00,001 and above	12	0.06	36,80,600	61.34
<b>Total</b>	<b>17996</b>	<b>100.00</b>	<b>60,00,000</b>	<b>100</b>

**17. CATEGORIES OF SHAREHOLDING AS ON 31.03.2017**

S.No	Category	No. of Shares held	Percentage of holding
1	Indian Promoters including Corporate	32,18,696	53.64
2.	Mutual Funds & UTI	1,57,000	2.62
3.	Body Corporate	43,650	0.73
4.	Indian Public	25,21,430	42.02
5.	NRI/OCB	57,824	0.96
6.	HUF	1,400	0.02
	<b>Grand Total</b>	<b>60,00,000</b>	<b>100.00</b>

**AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE**

**THE MEMBERS OF**

**LALIT POLYMERS & ELECTRONICS LIMITED**

We have examined the compliance of conditions of Corporate Governance by Lalit Polymers & Electronics Limited for the year ended on 31<sup>st</sup> March 2017 as stipulated in Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 Regulations.

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 Anil Somani & Associates**  
Company Secretaries

Place : Bhilwara  
Date : 30<sup>th</sup> May, 2017

**Sd/-**  
**Anil Kumar Somani**  
**ACS: 36055**  
**COP :13379**

---

**LALIT POLYMERS & ELECTRONICS LTD.**

---

**DIRECTOR AND CFO CERTIFICATE TO THE BOARD PURSUANT TO REGULATION 17(8) OF THE LISTING REGULATIONS**

To

The Board of Directors,  
**LALIT POLYMERS & ELECTRONICS LIMITED**

We, Priyadarshinee Kanoria, Director and Dinesh Chand, Chief Financial Officer, to the best of our knowledge and belief, hereby certify that:

- A. We have reviewed the financial statements including the cash flow statement for the financial year ended 31st March, 2017 and that these statements:
- i. do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and
  - ii. together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations
- B. There are no transactions entered into by the Company during the year, which are fraudulent, illegal or violate the Company's Code of Business Conduct and Ethics.
- C. We accept the responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to address these deficiencies.
- D. We have disclosed, wherever applicable, to the auditors and the Audit Committee:
- i. That there were no deficiencies in the design or operations of internal controls that could adversely affect the Company's ability to record, process, summarize and report financial data including any corrective actions;
  - ii. that there are no material weaknesses in the internal controls over financial reporting;
  - iii. that there are no significant changes in internal control over financial reporting during the year;
  - iv. all significant changes in the accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements; and
  - v. that there are no instances of significant fraud of which we have become aware of and involvement therein of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**FOR LALIT POLYMERS & ELECTRONICS LIMITED**

Place : New Delhi  
Date : 30<sup>th</sup> May, 2017

Sd/-  
Sanjay Chana  
Director  
DIN: 00292013

Sd/-  
Dinesh Chand  
CFO

---

**LALIT POLYMERS & ELECTRONICS LTD.**

---

**DECLARATION REGARDING COMPLIANCE OF CODE OF CONDUCT BY THE BOARD MEMBERS  
AND SENIOR MANAGEMENT PERSONNEL.**

This is to confirm that the Company has adopted the Code of Conduct for its Board Members and Senior Management Personnel.

We confirm that the Company has, in respect of the Financial Year ended 31st March, 2017, received from the Senior Management Team of the Company and the Members of the Board a Declaration of Compliance with the Code of Conduct as applicable to them.

We hereby declare that all the members of the Board of Directors and Senior Management Personnel have confirmed compliance with the code of conduct as adopted by the Company.

We further state that to the best of our knowledge and belief, there are no transactions entered into by the company during the year, which are fraudulent, illegal or volatile of the Company's code of conduct.

**FOR LALIT POLYMERS & ELECTRONICS LIMITED**

Sd/-  
Sanjay Chana  
Director  
**DIN: 00292013**

Place : New Delhi  
Date : 30<sup>th</sup> May, 2017

**INDEPENDENT AUDITOR'S REPORT**

To,  
The Members of  
**LALIT POLYMERS & ELECTRONICS LTD.,**

Report on the Financial Statements

We have audited the accompanying financial statements of **LALIT POLYMERS & ELECTRONICS LTD.**, which comprises the Balance Sheet as at 31<sup>st</sup> March, 2017 and the Statement of Profit and Loss 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 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 of 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 standalone financial statements based on our audit.

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

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with 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 standalone financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, 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<sup>st</sup> March, 2017 and its loss for the year ended on that date.

**Emphasis of Matters**

NIL

**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 in terms of Section 143(11) of the Act, we enclose in the Annexure 'A' statement on matters specified in paragraph 3 & 4 of the said order.
2. **As required by Section 143 (3) of the Act, we report that:**
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) In our opinion there are no observations or comments on the financial transactions, which may have an adverse effect on the functioning of the Company.
  - f) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2017 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31<sup>st</sup> March, 2017 from being appointed as a director in terms of section 164(2) of the Act.
  - g) Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")- is enclosed as Annexure 'B' to this report.
  - h) That the company has neither received any money in cash (SBN) nor paid any amount in cash (SBN)/deposited with the bank during the period from 09-11-2016 to 31-12-2016.
  - i) 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. As informed to us the Company does not have any pending litigations which would impact its financial position.
    - II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - III. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For M.S. GOYAL & ASSOCIATES**  
Chartered Accountants  
(Firm Registration No. : 011372N)

Sd/-  
**(M.S. GOYAL)**  
Partner

(Membership No.: 074042)

Place : New Delhi  
Date : 29<sup>th</sup> May, 2017

**"Annexure A" to the Independent Auditors' Report  
Report under the Companies (Auditor's Report) Order, 2016**

**LALIT POLYMERS & ELECTRONICS LTD.**

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31<sup>st</sup>, 2017:

- 1) Since the Company has no fixed assets hence this clause is not applicable to the company.
- 2) That the company is not holding any inventory hence clause 2 of the order is not applicable.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2017 for a period of more than six months from the date on when they become payable, except Karnataka sale tax Rs.41144/- and professional tax Rs. 17828/-  
b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, no managerial remuneration has been paid or provided.
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.

- 13) The company has entered the following transaction with the related parties.
- i) A Infrastructure Ltd. amount received /paid Rs. 915718/-
  - ii) Kanoria Sugar & Gen. Mfg. Co. Ltd. amount received /paid Rs.10686652/-
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

**For M.S. GOYAL & ASSOCIATES**  
Chartered Accountants  
(Firm Registration No. : 011372N)

Sd/-  
**(M.S. GOYAL)**  
Partner  
(Membership No.: 074042)

Place : New Delhi  
Date : 29<sup>th</sup> May, 2017



**ANNEXURE 'B'**

**TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE  
FINANCIAL STATEMENTS OF  
LALIT POLYMERS & ELECTRONICS LTD.**

**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 **LALIT POLYMERS & ELECTRONICS LTD.** ("the Company") as of 31<sup>st</sup> March, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance 168 Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence I/we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls Over Financial Reporting**

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

**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 31<sup>st</sup> March, 2017.

**For M.S. GOYAL & ASSOCIATES**  
Chartered Accountants  
(Firm Registration No. : 011372N)

Sd/-  
**(M.S. GOYAL)**  
Partner  
(Membership No.: 074042)

Place : New Delhi  
Date : 29<sup>th</sup> May, 2017

**LALIT POLYMERS & ELECTRONICS LTD.**

**AUDITED BALANCE SHEET AS AT 31<sup>ST</sup> March, 2017**

(₹ in Thousand)

Particulars		Note No.	Figures as on March 31, 2017	Figures as on March 31, 2016
<b>I.</b>	<b>EQUITY AND LIABILITIES</b>			
<b>(1)</b>	<b>Shareholder's Funds</b>			
	(a) Share Capital	2	60,000	60,000
	(b) Reserves and Surplus	3	(66,728)	(65,048)
<b>(2)</b>	<b>Non-Current Liabilities</b>			
	(a) Long-term borrowings	4	13,750	13,750
	(b) Other Long term liabilities	5	41	41
<b>(3)</b>	<b>Current Liabilities</b>			
	(a) Short-term borrowings	6	-	-
	(b) Other current liabilities	7	617	1,677
	(c) Short-term provisions	8	-	886
	<b>Total</b>		<b>7,680</b>	<b>11,307</b>
<b>II.</b>	<b>ASSETS</b>			
<b>(1)</b>	<b>Non-current assets</b>			
	(a) Fixed Assets	9		
	(i) Tangible assets		-	-
	(ii) Intangible assets		-	-
	(b) Long term loans and advances	10	-	-
<b>(2)</b>	<b>Current assets</b>			
	(a) Inventories	11	-	-
	(b) Trade receivables	12	-	-
	(c) Cash and cash equivalents	13	177	270
	(d) Short-term loans and advances	14	7,503	10,597
	(e) Other current assets	15	-	440
	<b>Total</b>		<b>7,680</b>	<b>11,307</b>

As per our separate of even date  
**For M S GOYAL & ASSOCIATES**  
 Chartered Accountants  
 (Firm Registration No. 011372N)

FOR AND ON BEHALF OF BOARD

Sd/-  
 M S Goyal  
**Partner**  
**M.No.74042**

Sd/-  
 Dinesh Chand  
 CFO

Sd/-  
 Priyadashinee Kanoria  
 Director  
**DIN: 00114513**

Sd/-  
 Sanjay Chana  
 Director  
**DIN -00292013**

Place : New Delhi  
 Date : 29-05-2017

**LALIT POLYMERS & ELECTRONICS LTD.**

**STATEMENT OF AUDITED PROFIT AND LOSS  
FOR THE PERIOD ENDED 31<sup>st</sup> March, 2017**

(₹ in Thousand)

Particulars	Note No.	Figures for the period ended on 31 <sup>st</sup> March, 2017	Figures for the year ended on 31 <sup>st</sup> March, 2016
I. Revenue from operations	16	-	2,013
II. Other Income	17	6	-
<b>III. Total Revenue (I +II)</b>		<b>6</b>	<b>2,013</b>
<b>IV. Expenses:</b>			
Cost of materials consumed	18	-	-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	19	-	3,602
Employee benefit expense	20	94	911
Financial costs	21	50	3
Depreciation and amortization expense	9	-	111
Other expenses	22	1,518	3,703
<b>V. Total Expenses</b>		<b>1,661</b>	<b>8,329</b>
<b>VI. Profit/ (Loss) before exceptional and extraordinary items and tax ( III - V)</b>		<b>(1,655)</b>	<b>(6,316)</b>
<b>VII. Exceptional Items</b>		<b>-</b>	<b>11,852</b>
<b>VIII. Profit/ (Loss) before extraordinary items and tax ( VI-VII)</b>		<b>(1,655)</b>	<b>5,536</b>
IX. Extraordinary Items		-	-
X. Profit Before Tax (VIII-IX)		(1,655)	5,536
XI. Tax Expense		25	886
<b>XII. Profit/(Loss) for the period (X - XI)</b>		<b>(1,680)</b>	<b>4,650</b>
<b>XIII. Earning per equity share of Rs 10 each:</b>			
(1) Basic (in Rs.)		-0.28	0.78
(2) Diluted (in Rs.)		-0.28	0.78

As per our separate of even date  
For **M S GOYAL & ASSOCIATES**  
Chartered Accountants  
(Firm Registration No. 011372N)

FOR AND ON BEHALF OF BOARD

Sd/-  
M S Goyal  
Partner  
M.No.74042

Sd/-  
Dinesh Chand  
CFO

Sd/-  
Priyadashinee Kanoria  
Director  
DIN: 00114513

Sd/-  
Sanjay Chana  
Director  
DIN -00292013

Place : New Delhi  
Date : 29-05-2017

**LALIT POLYMERS & ELECTRONICS LTD.**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

(₹ in Thousand)

Particulars	As on 31.03.2017	As on 31.03.2016
<b>A. CASH FLOW FROM OPERATIONAL ACTIVITIES</b>		
Net Profit/(loss) for the year	(1,680)	4,650
<b>Adjustment for</b>		
Depreciation	-	111
Previous Year Income	-	-
<b>Operating profit before working capital changes</b>	<b>(1,680)</b>	<b>4,760</b>
<b>Adjusted for</b>		
(Increase)/Decrease in Long Term loan & Advances	-	603
(Increase)/Decrease in Inventories	-	3,602
(Increase)/Decrease in Trade Receivables	-	-
(Increase)/Decrease in Loans & Advances & Other Current Assets	3,533	(10,126)
Increase/(Decrease) in Non-current Liabilities	-	(7,066)
Increase/(Decrease) in Current Liabilities	(1,946)	2,074
Direct Taxes Paid	-	1,587
<b>Net cash from operational activities</b>	<b>(93)</b>	<b>(6,152)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets (Net)	-	-
Sale of Fixed Assets (Net)	-	6,306
<b>Net Cash used in Investing activities</b>	<b>-</b>	<b>6,306</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
(Proceeds)/ Repayment from Unsecured Loan	-	-
Repayment of Special Capital Subsidy	-	-
<b>Net cash received from financing activities</b>	<b>-</b>	<b>-</b>
<b>Net increase / decrease in cash and cash equivalents (A-B+C)</b>	<b>(93)</b>	<b>154</b>
Cash and Cash equivalents as on 1 <sup>st</sup> April, (Opening Balance)	270	116
Cash and Cash equivalents as on 31 <sup>st</sup> March, (Closing Balance)	177	270

Note :- Previous years figures have been re-grouped /rearranged wherever found necessary.

As per our Report of even date attached  
**For M S GOYAL & ASSOCIATES**  
 Chartered Accountants  
 (Firm Registration No. 011372N)

FOR AND ON BEHALF OF BOARD

Sd/-  
 M S Goyal  
**Partner**  
**M.No.74042**

Sd/-  
 Dinesh Chand  
**CFO**

Sd/-  
 Priyadashinee Kanoria  
**Director**  
**DIN: 00114513**

Sd/-  
 Sanjay Chana  
**Director**  
**DIN -00292013**

Place : New Delhi  
 Date : 29-05-2017

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017****Note 1 - Significant Accounting Policies**

**LALIT POLYMERS & ELECTRONICS LIMITED** (the 'Company') is a public limited company domiciled in India and is listed on the Ahmedabad stock Exchange (ASE) and the Bombay Stock Exchange (BSE). The Company is incorporated on 18/08/1984. The Company is mainly engaged in the business of manufacturing & trading of GRP Pipes.

**1.1 Basis of Preparation of Financial Statements**

The financial statements have been prepared to comply in all material aspects with applicable accounting principles in India ('Indian GAAP') to comply with the accounting standards specified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provision of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on accrual basis, except for certain financial instruments which are measured at fair value.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current / non-current classification of assets and liabilities.

**1.2 Use of Estimates**

The Preparation of financial statements requires the management of the group to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the Financial Statements and the reported amount of revenues and expenses during the reporting period. Example of such estimates include provision for doubtful receivables, employee benefits, provision for income taxes, accounting for contract costs expected to be incurred, the useful lives of depreciable fixed assets and provision for impairment. Future results could differ due to changes in these estimates and the difference between the actual result and the estimates are recognised in the period in which the result are known / materialised.

**1.3 Fixed Assets****Tangible Assets**

- (i) All Fixed Assets are being stated at cost.
- (ii) In case of expansion of Project, direct expenses including borrowing cost attributable to the qualifying assets are being capitalized as part of the cost of assets. Indirect expenses relating to the expansion have been capitalized and added pro rata to the cost of respective assets. Any addition of machinery in Plant has been taken at cost including direct expenditure.

**Intangible Assets**

- (i) Intangible assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized on a straight line basis over the estimated useful lives.
- (ii) Gains or losses arising from the retirement or disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss.

**1.4 Depreciation**

In respect of fixed assets (other than freehold land and capital work-in-progress) acquired during the year, depreciation / amortisation is charged on straight line basis so as to write off the cost of the assets over the useful lives and for the assets acquired prior to April 1, 2014, the carrying amount as on April 1, 2014 is depreciated over the remaining useful life based on an evaluation.

Depreciation and amortization methods, useful lives and residual values are reviewed periodically, including at each financial year end.

The Company has no fixed assets hence no depreciation has been provided. Depreciation on fixed assets has been charged extent of Rs. Nil, (Previous Year Rs. 1.11 Lacs)

**1.5 Impairment of Assets**

The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An asset is impaired when the carrying amount of the asset exceeds the recoverable amount. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. An impairment loss recognised in prior accounting periods is reversed if there has been change in the estimate of the recoverable amount.

**1.6 Investments**

Investments that are readily realizable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as long term investments.

Current Investments are carried at lower of cost and quoted/fair value, computed category wise. Long Term Investments are stated at cost. Provision for diminution in the value of Long-Term Investments is made only if such a decline is other than temporary.

**1.7 Claims**

Claims are accounted for on receipt basis.

**1.8 Inventory Valuation**

- (i) Inventories are valued at lower of cost and net realizable value.
- (ii) The Cost of Raw materials, stores, components at factories are taken at weighted average rate, after providing for obsolescence. Spares of irregular use are written off over the life of original equipment.
- (iii) The cost of Finished Goods is determined by taking material, labour and related factory overheads including depreciation on Fixed Assets. The cost of work in process is taken at material cost and stage-wise overhead cost including depreciation on Fixed Assets.
- (iv) Excise duty payable on the stock of finished goods has been added to the value of stock as per guidelines issued by ICAI.
- (v) The company has Nil Inventory as on 31<sup>st</sup> March, 2017.

**1.9 Taxation****a) Deferred Tax Assets/Liability:**

In View of carry forward losses of earlier years and uncertainty of future profits, the management has decided not to take advantage of deferred tax assets, the deferred tax as per As-22. Deferred Tax Assets/Liability is Nil.

**b) Income Tax:**

Tax provision is made, in accordance with the Income Tax Act, 1961 including the provisions regarding MAT and the contentions of the company and also the fact that certain expenditure becoming allowable on payment being made before filling of the return on income.

**1.10 Lease Accounting**

The assets acquired on lease where a significant portion of the risk and rewards of ownership is retained by the lessor are classified as operating leases. Leave and license fees are charged to the Statement of Profit & Loss Account on accrual basis.

**1.11 Borrowing Cost**

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

**1.12 Provisions, Contingent Liabilities and Contingent Assets**

**Provisions:** Provisions are recognised when there is a present obligation as a result of a past event, it is probable

## LALIT POLYMERS & ELECTRONICS LTD.

that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are not discounted to its present value.

**Contingent Liabilities:** Contingent Liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

**Contingent Assets:** Contingent Assets are neither recognised nor disclosed in the financial statements.

### 1.13 Earnings Per Share

The earnings considered in ascertaining the Company's Earnings Per Share ('EPS') comprise the net profit or loss for the period attributable to equity shareholders. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the year.

The diluted EPS is calculated on the same basis as basic EPS, after adjusting the effects of potential dilutive equity shares.

	(₹ in Thousand)	
	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
<b>Note 2 - Share Capital</b>		
<b>Authorised</b>		
80,00,000 Equity Shares of Rs. 10/- each (Previous year No. of Shares 80,00,000)	80,000	80,000
<b>Issued, Subscribed and Paid-up :</b>		
60,00,000 Equity Shares of Rs. 10/- each fully paid up in cash (Previous year No. of Shares 60,00,000)	60,000	60,000
<b>TOTAL</b>	<b>60,000</b>	<b>60,000</b>

The reconciliation of the number of shares outstanding is set out below :

	As at 31 <sup>st</sup> March, 2017 No. of Shares	As at 31 <sup>st</sup> March, 2016 No. of Shares
Equity Shares at the beginning of the year	6000000	6000000
Add: Shares issued during the year	-	-
Less: Shares cancelled during the year	-	-
<b>Equity Shares at the end of the year</b>	<b>6000000</b>	<b>6000000</b>

### Details of Shares Holders Holding more than 5% Shares

Name of Shareholder	No of Shares Held as at 31.03.2017	% of Shares Held as at 31.03.2017	% of Shares Held as at 31.03.2016
Landmark Dealers Pvt.Ltd.	1386290	23	23
Alok Fintrade Pvt. Ltd.	1163406	19	19
B.S. Traders Pvt. Ltd.	659500	11	11



**LALIT POLYMERS & ELECTRONICS LTD.**

**NOTES FORMING PART OF AUDITED BALANCE SHEET AS AT 31<sup>st</sup> March, 2017**

(₹ in Thousand)

		As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
<b>Note 3 - Reserves and Surplus</b>			
Special Capital Reserve			
Opening Balance		-	-
Add: Additions/(Deletions) during the year		-	-
<b>Closing balance</b>	<b>A</b>	<u>-</u>	<u>-</u>
<u>Surplus</u>			
<b>Opening Balance</b>		(65,048)	(69,698)
Add: Profit/(loss) after tax during the year		(1,680)	4,650
Closing balance	<b>B</b>	(66,728)	(65,048)
<b>TOTAL</b>	<b>(A+B)</b>	<u><u>(66,728)</u></u>	<u><u>(65,048)</u></u>
<b>Note 4 - Long Term Borrowings</b>			
Loans and advances from related parties (Unsecured)		-	-
Loans and advances from Other Parties (Unsecured)		13,750	13,750
		<u>13,750</u>	<u>13,750</u>
<b>Note 5 - Other Long term liabilities</b>			
(a) Trade Payables		-	-
(b) Deferred Sales Tax Outstanding		-	-
(c) Sales Tax Karnatka Outstanding		41	41
		<u>41</u>	<u>41</u>
<b>Note 6 - Short Term Borrowings</b>			
Loans and advances from related party, Unsecured		-	-
		<u>-</u>	<u>-</u>
<b>Note 7 - Other Current Liabilities</b>			
Other payables			
(i) Statutory dues		43	164
(ii) Other Payables*		574	1,513
		<u>617</u>	<u>1,677</u>
* Other Payables includes Audit Fee, Salary & Expenses payable etc.			
<b>Note 8 - Short Term Provisions</b>			
Provision for Tax		-	886
		<u>-</u>	<u>886</u>
<b>Note 9 - Fixed Assets</b>			
(i) Tangible Assets		-	-
(ii) Intangible Assets		-	-
		<u>-</u>	<u>-</u>

**LALIT POLYMERS & ELECTRONICS LTD.**

**NOTES FORMING PART OF AUDITED BALANCE SHEET AS AT 31<sup>st</sup> March, 2017**

	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
		(₹ in Thousand)
<b>Note 10 - Long term Loan &amp; Advances</b>		
Security Deposits		
- Unsecured, Considered good	-	-
- Other Long Term Advances	-	-
- Statutory Dues	-	-
	-	-
	-	-
<b>Note 11 - Inventories</b>		
a. Raw Materials	-	-
b. Finished Goods	-	-
	-	-
	-	-
<b>Note 12- Trade Receivables</b>		
Trade receivables outstanding for a period less than six months from the date they are due for payment (Unsecured, considered good )	-	-
	-	-
	-	-
<b>Note 13 - Cash &amp; Bank Balances</b>		
Cash & Cash Equivalents		
a. Balances with banks	177	268
b. Cash on hand	0	2
	177	270
	177	270
<b>Note 14 - Short term loans and advances</b>		
a. Loans & Advances to related parties	-	-
b. Loans & Advances to other parties	7,485	10,589
c. Other Loan & Advances (Staff)	-	-
d. Advance Paid to Parties	18	8
	7,503	10,597
	7,503	10,597
<b>Note 15 - Other Current Assets</b>		
Statutory Dues Receivable	-	440
	-	440
	-	440

**LALIT POLYMERS & ELECTRONICS LTD.**

**NOTES FORMING PART OF AUDITED BALANCE SHEET AS AT 31<sup>st</sup> March, 2017**

(₹ in Thousand)

	For the period ended on 31 <sup>st</sup> March 2017	For the period ended on 31 <sup>st</sup> March 2016
<b>Note 16 - Revenue from Operations</b>		
Sales	-	2,013
Jobwork Charges	-	-
	-	2,013
<b>Note 17- Other Income</b>		
Sundry Balance W/off	6	-
Interest Received	-	-
	6	-
<b>Note 18 - Cost of Materials Consumed</b>		
<u>Raw Materials</u>		
Opening Stock	-	202
Purchases	-	-
	-	202
Less: Sale	-	202
Less: Closing Stock	-	-
<b>Total</b>	-	-
<u>Consumables (Consumed in the year of purchases)</u>	-	-
	-	-
<b>Note 19 - Changes in inventories of finished goods, work-in-progress and Stock-in-Trade</b>		
Opening Stock of Finished Goods	-	3,400
Less: Closing Stock of Finished Goods	-	-
	-	3,400
<b>Note 20 - Employee benefit expense</b>		
Salary & Wages	94	910
Employee Benefits	-	1
	94	911
<b>Note 21 - Financial costs</b>		
Interest Expense	48	1
Bank Charges	2	2
<b>Total</b>	50	3
<b>Note 22 - Other expenses</b>		
Auditors' Remuneration	35	38
Manufacturing Expenses	-	48
Selling Expenses	53	1,109
Administrative Expenses	633	853
Bad debts W/Off	-	622
Fees & Subscription	386	235
Consultancy Expenses	411	798
<b>Total</b>	1,518	3,703

**Note 23 - Contingent Liabilities**

Nil

**Note 24**

The Company is engaged in the business of trading of GRP Pipe & other Products, which as per Accounting Standard -17 and in the opinion of the management, is considered to be the only reportable business segment. The geographical segmentation is not relevant.

**Note 25- Disclosure in respect of Related Parties pursuant to Accounting Standard-18**

List of Related Parties

<u>DISCLOSURE</u>	<u>RELATED PERSON</u>
A. Key Managerial Personnel	i) Shri Sanjay Kumar Kanoria, Director ii) Smt. Priyadarshini Kanoria, Director. iii) Shri Sanjay Chana, Director iv) Shri Munna Lal Goyal, Director
B. Name of Related Enterprises in which Directors are Interested	i) Kanoria Sugar and General Manufacturing Company Limited ii) A Infrastructure Limited (₹ in Lacs)

<b>Disclosure of transactions with Related Parties</b>	<b>A</b>	<b>B</b>
i. Purchase of goods	-	-
ii. Sale of goods	-	-
iii. Remuneration paid	-	-
iv. Out of Pocket Expenses	-	-
v. Amount paid	-	106.87
vi. Amount Received	-	106.87

**Note 26**

Debit/Credit Balances in Parties Account are subject to confirmation.

**Note 27- Micro, Small & Medium Scale business entities**

There are Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at 31<sup>st</sup> March, 2017. This information is required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006, and have been determined to the extent such parties have been identified on the basis of information available with the Company. The outstanding dues which are more than 45 days old amounting to Rs NIL (Previous Year Rs. NIL) .

**Note 28**

Interest paid to others is 0.48 Lacs (Previous year Rs.0.01 Lacs). Tax deducted at source is Rs.Nil (Previous year Rs.Nil )

**Note 29**

In the opinion of the management, all the Current Assets, Loans & Advances have a value on realization in the ordinary course of business equal to an amount at which they are stated.

**Note 30 - Tax Assessment**

Liability, if any, arises on completion of pending assessment in respect of VAT, Service Tax, Income Tax, etc. will be provided in the year of completion of such assessment.

**Note 31 - Earning per Share**

	<u>Current Year</u>	<u>Previous Year</u>
Profit attributable to Equity Shareholders	(1680163)	4649613
No. of Equity Shares	60,00,000	60,00,000
Nominal Value of Equity Shares(Rs.)	10.00	10.00
Earnings per share (Annualized)(Rs.)	(0.28)	0.77

**Note 32**

Consequent to the Notification under the Company's Act, 2013; the Financial Statements for the year ended on 31<sup>st</sup> March 2017 are prepared under the Schedule III of the Companies Act, 2013.

**Note 33 - Foreign Exchange Earning and Outgo**

There were no export earnings and foreign exchange out flow during the year Rs. Nil (Previous year Rs. Nil).

**Note 34**

The company was neither holding any cash in the specified ban notes i.e. old currency in the form of note of rupees 500/- and 1,000/- as on 8-11-2016 nor received such specified ban notes during the period from 9-11-2016 to 31-12-2016 Hence the balance of cash was Nil as 9-11-2016 as well as on 31-12-2016.

**Note 35**

Previous Year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

As per our Report of even date attached  
**For M S GOYAL & ASSOCIATES**  
Chartered Accountants  
(Firm Registration No. 011372N)

FOR AND ON BEHALF OF BOARD

Sd/-  
M S Goyal  
Partner  
M.No.74042

Sd/-  
Dinesh Chand  
CFO

Sd/-  
Priyadashinee Kanoria  
Director  
DIN: 00114513

Sd/-  
Sanjay Chana  
Director  
DIN -00292013

Place : New Delhi  
Date : 29-05-2017