

**NOTICE**

**NOTICE** is hereby given that the 22nd Annual General Meeting of Samyak International Limited will be held on Friday, September 30th, 2016 at 01:00 p.m. at "ASTER" Hotel Archana Residency, L.B.S Marg, Mulund (West) Mumbai - 400080 Maharashtra, to transact the following business:

**ORDINARY BUSINESS:**

**1. ADOPTION OF FINAL ACCOUNTS**

To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2016 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.

**2. APPOINTMENT OF DIRECTOR**

To appoint a Director in place of Mr. Shantilal Jain (DIN 00469834), who retires by rotation and, being eligible, offers himself for re-appointment.

**3. RATIFICATION OF APPOINTMENT OF AUDITOR**

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 other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, appointment of Bharat Neema & Co. ,Chartered Accountants (CA Bharat Neema Membership No. 074810), be and is hereby ratified as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the twenty-third AGM of the Company to be held in the year 2017, at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

**SPECIAL BUSINESS:**

**4. APPOINTMENT OF MR. KRISHNA KANT SHAH AS DIRECTOR:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Krishna Kant Shah (DIN 07409750), who was appointed as an additional director of the company by the board of directors who holds office upto the date of ensuing annual general meeting and in respect of whom the company has received a notice in writing proposing his candidature for the office of director, be and is hereby appointed as a Director on the Board of Directors of the Company".

**"FURTHER RESOLVED THAT** Mr. Shantilal Jain(DIN 00469834), Whole-Time Director of the company be and is hereby authorized to digitally sign the related e-forms to be filed with ROC.

**5. APPOINTMENT OF MS. NEHA NAHAR AS DIRECTOR:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013, Ms. Neha Nahar (DIN 07493030) who was appointed as an additional director of the company by the board of directors who holds office upto the date of ensuing annual general meeting and in respect of whom the company has received a notice in writing proposing his candidature for the office of director, be and is hereby appointed as a Director on the Board of Directors of the Company".

**"FURTHER RESOLVED THAT** Mr. Shantilal Jain (DIN 00469834), Whole-Time Director of the company be and is hereby authorized to digitally sign the related e-forms to be filed with ROC matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form."

**BY ORDER OF THE BOARD  
FOR SAMYAK INTERNATIONAL LIMITED  
[CIN: L67120MH1994PLC225907]**

**PLACE: MUMBAI  
DATE: 13th August, 2016**

**SUDHIR JAIN  
(DIN:00046442)  
MANAGING DIRECTOR**

**SHANTILAL JAIN  
(DIN : 00469834)  
WHOLE TIME DIRECTOR**

**NOTES:**

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item No. 4 & 5 to the Notice, is annexed hereto.
2. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The Register of Members and Transfer Books of the Company will be closed from Saturday, September 24<sup>th</sup>, 2016 to Friday, September 30<sup>th</sup>, 2016, both days inclusive.
4. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Adroit Corporate Services Pvt. Ltd. (ACSPL) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to ACSPL.
5. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or ACSPL for assistance in this regard.
6. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or ACSPL, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
7. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.

9. The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
10. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with ACSPL/Depositories.
11. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and (4) Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 22<sup>ND</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL) on all the resolutions set forth in this Notice. Resolution(s) passed by Members through remote e-voting/ e-voting is deemed to have been passed as if they have been passed at the AGM.
12. Ms. Rani Jain, FCS, Practicing Company Secretary (CP No. 8177) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
13. The facility for voting, either through electronic voting system shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
14. 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.
15. A member may participate in the general meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again.
16. The chairman shall, at the general meeting at the end of discussion on the resolution on which voting is to be held, allow voting with assistance of scrutinizer, by e-voting system for all the members who are present at the general meeting but have not cast their votes by availing the remote e-voting facilities.
17. If a company opts to provide the same electronic system as used during the remote e-voting during the general meeting, the said facility shall be in operation till all the resolutions are considered and voted upon in the meeting and may be used for voting by the member attending the meeting and who have not exercised their vote through remote e-voting.
- 18. The instructions for e-voting are as under:**
  - A. In case of members receiving e-mail:**
    - i. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
    - ii. Click on "Shareholders" tab to cast your votes.
    - iii. Now, select the Electronic Voting Sequence Number - "EVSN" along with "Samyak International Limited" from the drop down menu and click on "SUBMIT"
    - iv. If you are holding shares in Demat form and have already voted earlier on [www.evotingindia.com](http://www.evotingindia.com) for a voting of any Company, then your existing login id and password are to be used. If you are a first time user follow the steps given below.
    - v. Now, fill up the following details in the appropriate boxes:

|         | For Members holding shares in Demat Form  | For Members holding shares in Physical Form |
|---------|---|---|
| User ID | For NSDL: 8 Character DP ID followed by 8 Digits Client ID<br>For CDSL: 16 digits beneficiary ID  | Folio Number registered with the Company    |
| PAN*    | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders) |   |
| DOB#    | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.   |   |

\*Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number :<ABCDE1234F> in the PAN Field.

- vi. After entering these details appropriately, click on "SUBMIT" tab.
- vii. Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for remote e-voting / e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. For member's holdings shares in physical form, the details can be used only for remote e-voting / e-voting on the resolutions contained in this Notice.
- ix. Click on the relevant EVSN on which you choose to vote.
- x. On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- xii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xv. Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- xvi. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorised to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote.

**B. In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy:** Please follow all steps from sl. no. (i) to sl. no. (xvi) above, to cast vote.

C. The voting period begins on **Tuesday, September 27, 2016 (9.00 A.M.) and ends on Thursday, September 29, 2016 (05:00 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 23rd September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

D. In case you have any queries or issues regarding remote e-voting / e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

E. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details / Password" option available on [www.evoting.cdsl.com](http://www.evoting.cdsl.com).

F. SCRUTINIZER REPORT

- Ms. Rani Jain, FCS, Practicing Company Secretary (CP No.8177) has been appointed as Scrutinizer to scrutinize voting process in a fair and transparent manner.
- The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same
- " The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be available for inspection and also placed on the website of the Company within prescribed period.
- " Regarding any grievance with respect to e-voting, you may contact by email at info@adroitcorporate.com, Registrar and Transfer Agent at Adroit Corporate Services Pvt. Ltd.

**Additional Information required under clause 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 on Directors seeking for appointment & re-appointment at the Annual General Meeting:**

| S. N | Particulars   | Details of Appointed Directors |                | Details of Re-Appointed Directors                     |
|------|---|--------------------------------|----------------|---|
| 1.   | Name  | Mr. Krishna Kant Shah          | Ms. Neha Nahar | Mr. Shantilal Jain                                    |
| 2.   | Date of Birth   | 03/08/1956                     | 03/10/1990     | 01/12/1940  |
| 3.   | Qualification   | Graduate                       | CA             | Graduate  |
| 4.   | Date of appointment on Board  | 19/01/2016                     | 27/03/2016     | 13/02/1996  |
| 5.   | List of other Directorship held excluding Private Companies                   | NIL                            | NIL            | Osiya Infra Project Ltd.<br>Shravi Infra Reality Ltd. |
| 6.   | Chairman/Member of the Committee of Board of the Directors of the Company     | -                              | -              | -   |
| 7.   | Chairman/Member of the Committee of Board of the Directors of other Companies | -                              | -              | -   |
| 8.   | No. of share held in the Company  | NIL                            | NIL            | 75510 Shares  |

**BY ORDER OF THE BOARD  
FOR SAMYAK INTERNATIONAL LIMITED  
[CIN: L67120MH1994PLC225907]**

**PLACE: MUMBAI  
DATE: 13th August, 2016**

**SUDHIR JAIN  
(DIN:00046442)  
MANAGING DIRECTOR**

**SHANTILAL JAIN  
(DIN : 00469834)  
WHOLE TIME DIRECTOR**

**EXPLANATORY STATEMENT  
(Pursuant to section 102 of the Companies Act, 2013)**

**ITEM NO.4:**

The Board at its meeting held on 19th day of January, 2016 appointed Mr. Krishna kant Shah (DIN 07409750) as an Additional Director of the Company. Pursuant to Section 161(1) of the Companies Act 2013.

The Company has received (i) Consent in writing from Mr. Krishna kant Shah (DIN 07409750) to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014. (ii) Intimation in DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Krishna kant Shah (DIN 07409750) to the effect that he is not disqualified under Sub Section (2) of section 164 of the Companies Act, 2013, and

No Director, Key Managerial Personnel or their relatives, except Mr. Krishna Kant Shah (DIN 07409750) to whom the resolution relates, is interested or concerned in the Resolution.

The Board recommended the resolution for the approval of members as Ordinary Resolution.

**ITEM NO.5:**

The Board at its meeting held on 27th day of March, 2016 appointed Ms. Neha Nahar (DIN 0793030) as an Additional Director of the Company. Pursuant to Section 161(1) of the Companies Act 2013.

The Company has received (i) Consent in writing from Ms. Neha Nahar (DIN 0793030) to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014. (ii) Intimation in DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Neha Nahar (DIN 0793030) to the effect that he is not disqualified under Sub Section (2) of section 164 of the Companies Act, 2013, and

No Director, Key Managerial Personnel or their relatives, except Ms. Neha Nahar (DIN 0793030) to whom the resolution relates, is interested or concerned in the Resolution.

The Board recommended the resolution for the approval of members as Ordinary Resolution.

**BY ORDER OF THE BOARD  
FOR SAMYAK INTERNATIONAL LIMITED  
[CIN: L67120MH1994PLC225907]**

**PLACE: MUMBAI  
DATE: 13th August, 2016**

**SUDHIR JAIN  
(DIN:00046442)  
MANAGING DIRECTOR**

**SHANTILAL JAIN  
(DIN : 00469834)  
WHOLE TIME DIRECTOR**



**BOARD'S REPORT**

To,  
The Members of  
SAMYAK INTERNATIONAL LIMITED

Your Directors have pleasure in presenting the 22nd Board's Report of your Company together with the Audited Statement of Accounts and the Auditors' Report of your company for the financial year ended, 31st March, 2016.

**1. FINANCIAL HIGHLIGHTS**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP). The consolidated financial highlights of your Company for the Financial Year ended March 31, 2016 are summarized below:

| Particulars   | Standalone |            | Consolidated |            |
|---|------------|------------|--------------|------------|
|   | 2015-2016  | 2014-2015  | 2015-2016    | 2014-2015  |
| Sales/ Revenue<br>From operations   | 257578915  | 257769999  | 340708566    | 366908223  |
| Other Income  | 2973357    | 5662940    | 2974952      | 5292680    |
| Total Income  | 278762512  | 263432939  | 343683518    | 372600903  |
| Expenses  |            |            |              |            |
| a. Purchase of stock in trade   | 25305278   | 282076175  | 315094926    | 399637868  |
| b. Changes in inventories<br>of finish goods, work in<br>progress and stock in trade. | 15193923   | (25688532) | 12330695     | (37691334) |
| c. Employee benefit expenses  | 2877579    | 2560135    | 4572489      | 2962386    |
| d. Depreciation and<br>amortization expenses  | 560260     | 310819     | 1492463      | 814125     |
| e. Other expenditure  | 3838640    | 3467008    | 6355127      | 4888240    |
| Total Expenses  | 275525679  | 262725605  | 339845699    | 370611284  |
| Profit from Operations before<br>Other Income, Finance Cost<br>and Exceptional Items  | 3236833    | 471035     | 3837819      | 1654963    |
| Other Income Tax  | -          | -          | -            | -          |
| Current Tax   | 900000     | -          | 1000000      | 275000     |
| Deferred Tax  | 18325      | 189        | 66299        | 189        |
| Profit after Tax  | 2318508    | 470846     | 2771520      | 1379774    |
| Earnings per share<br>(Rs.) Basic   | 0.37       | 0.17       | 0.07         | 0.20       |

**2. DIVIDEND**

Your Directors have considered it financially prudent in the long-term interests of the Company to reinvest the profits into the business of the Company to build a strong reserve base and grow the business of the Company. No final dividend has therefore been recommended for the year ended March 31, 2016.

**3. STATE OF COMPANY'S AFFAIRS**

The highlights of the Company's performance are as under:-

- Revenue from operations increased from Rs. 2,577.70 Lacs in the year 2014-15 to Rs. 2,757.89 Lacs in the year 2015-16 while on consolidated basis it decreased from Rs. 3726.00 Lacs from the year 2014-15 to Rs. 3436.84 Lacs in the current year.
- Income from other operating sources as per standalone statement is Rs. 29.73 Lacs & as per consolidated statement is Rs. 29.74 Lacs.
- Total Income of the Company was Rs. 2787.63 Lacs against Rs. 2634.32 Lacs in the previous year & as per consolidated statement it decreased from Rs. 3726.00 Lacs to Rs. 3436.83 Lacs in the current year.
- Equity share capital remains unchanged at Rs. 624.72 Lacs.
- The Company has earned a Profit after tax of Rs.23.18 Lacs compared to Rs.4.70 Lacs in the previous year.
- Basic & diluted Earnings per share (EPS) is Rs.0.37 per share same as compared to 0.17 in the previous year

**4. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT**

Management Discussion & Analysis Report, as required under the Listing Obligations & Disclosure requirements Regulations act, 2015 with the Stock Exchanges is enclosed as Annexure I.

**5. CORPORATE GOVERNANCE REPORT**

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. The Company has also implemented several best corporate governance practices as prevalent globally. The Corporate Governance Report, as stipulated under Regulation 34(3) of the Listing Obligation and Disclosure Requirements Regulations Act, 2015, forms part of this Report. The requisite certificate from the Statutory Auditors of the Company, Bharat Neema & Co., Chartered Accountants, confirming compliance with the conditions of corporate governance as stipulated under the aforesaid Regulation, is attached to Corporate Governance Report as Annexure II.

**6. ANNUAL RETURN**

The Extract of Annual Return as required under section 92(3) of the Companies Act, 2013 in Form MGT-9 is annexed herewith for your kind perusal and information as Annexure III.

**7. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- a) In the preparation of the annual accounts for the year ended March 31, 2016, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b) The Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the profit of the Company for the year ended on that date;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the annual accounts on a 'going concern' basis;



- e) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**8. CONSOLIDATED FINANCIAL STATEMENTS**

In accordance with the Accounting Standard (AS)-21 on Consolidated Financial Statements read with AS-23 on Accounting for Investments in Associates and AS-27 on Financial Reporting of Interests in Joint Ventures, the audited consolidated financial statement is provided in the Annual Report.

**9. INTERNAL FINANCIAL CONTROL**

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2015-16.

**10. DIRECTORS AND KEY MANAGERIAL PERSON**

| S.No. | Director Name          | DIN / PAN  | Designation             |
|-------|------------------------|------------|-------------------------|
| 1.    | Sudhir Jain *          | 00046442   | Managing Director       |
| 2.    | Shantilal Jain *       | 00469834   | Whole time Director     |
| 3.    | Anish Vaid             | 02444114   | Director                |
| 4.    | Sunil Kumar Mittal     | 05151867   | Director                |
| 5.    | Neha Nahar             | 07493030   | Additional Director     |
| 6.    | Krishna Kant Shah      | 07409750   | Additional Director     |
| 7.    | Sunit Jain             | ALTPJ9252F | Chief Financial Officer |
| 8.    | Devendra Singh Kushwah | CEYPK1846J | Company Secretary       |

\*Mr. Mahesh Agrawal (Non-Executive Independent Director) resigned from the post of directorship on 12th Feb, 2016.

\*Mr.Sudhir Jain was re-appointed as the Managing Director of the company with effect from 02nd September, 2015& approved at ensuing annual general meeting of the company held on 29th September, 2015.

\*Mr.Shantilal Jain was re-appointed as the whole-time Director of the company with effect from 2nd September, 2015

**11. MEETINGS OF THE BOARD OF DIRECTORS**

The following Meetings of the Board of Directors were held during the Financial Year 2015-16:

| SN | Date of Meeting | Board Strength | No. of Directors Present |
|----|-----------------|----------------|--------------------------|
| 1. | 30/05/2015      | 5              | 5                        |
| 2. | 12/08/2015      | 5              | 5                        |
| 3. | 02/09/2015      | 5              | 5                        |
| 4. | 14/11/2015      | 5              | 5                        |
| 5. | 19/01/2016      | 5              | 5                        |
| 6. | 12/02/2016      | 5              | 5                        |
| 7. | 27/03/2016      | 5              | 5                        |

\*Mr. Mahesh Agrawal (Non-Executive Independent Director) resigned as director on 12th Feb, 2016.

\*Mr. Krishna Kant Shah was appointed as the Additional Director of the company with effect from 19nd January, 2016.

\*Ms. Neha Nahar was appointed as the Additional Director of the company with effect from 27th March, 2016.

## **12. DECLARATION BY INDEPENDENT DIRECTORS**

The Board of Directors of the Company hereby confirms that all the Independent directors duly appointed by the Company have given the declaration and they meet the criteria of independence as provided under section 149(6) of the Companies Act, 2013 have been attached as **Annexure IV**.

## **13. BOARD EVALUATION**

The board of directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under Regulation 4 of Listing Obligation & Disclosure Regulations Act, 2015.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc. The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

## **14. AUDITORS'**

Pursuant to the provisions of Section 139 of the Act and the rules framed thereunder, re-appointment of Bharat Neema & Co. Chartered Accountants (CA Bharat Neema Membership No. 074810), were ratified as statutory auditors of the Company from the conclusion of the current year Annual General Meeting (AGM) of the Company held on 30th September, 2016 till the conclusion of the twenty third AGM to be held in the year 2017.

## **15. AUDITORS' REPORT**

The Board has appointed Bharat Neema & Co. Chartered Accountants to conduct the Statutory Audit for the year 2015-16. There are no qualifications or adverse remarks in the Auditors' Report which require any clarification/ explanation. The Notes on financial statements are self-explanatory, and needs no further explanation. Further the Auditors' Report for the financial year ended, 31st March, 2016 is annexed herewith for your kind perusal and information.

**16. SECRETARIAL AUDITOR'S REPORT**

The Board has appointed M/s Priyanka Jain & Co, Practising, to conduct Secretarial Audit for the financial year 2015-16. The Secretarial Audit Report for the financial year ended March 31, 2016 is annexed herewith marked as **Annexure V** to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

**17. NOMINATION AND REMUNERATION COMMITTEE**

The Company's Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 has also been disclosed in Corporate Governance Report which form part of Board Director as **Annexure VI**.

**18. SHAREHOLDERS' GRIEVANCES COMMITTEE**

| S. No. | Name                   | Designation |
|--------|------------------------|-------------|
| 1.     | Mr. Anish Vaid         | Chairman    |
| 2.     | Mr. Shantilal Jain     | Member      |
| 3.     | Mr. Sunil Kumar Mittal | Member      |

\*Committee was reconstituted due to resignation of Mr. Mahesh Agrawal (Non-Executive Independent Director) on 12th Feb, 2016 & Mr. Sunil Kumar Mittal was appointed as member of the committee.

**19. AUDIT COMMITTEE**

| S. No. | Name                      | Designation in Committee             |
|--------|---------------------------|--------------------------------------|
| 1.     | Mr. Anish Vaid (Chairman) | Non-Executive & Independent Director |
| 2.     | Mr. Sunil Kumar Mittal    | Non-Executive & Independent Director |
| 3.     | Mr. Shantilal Jain        | Executive Director                   |

\*Committee was reconstituted due to resignation of Mr. Mahesh Agrawal (Non-Executive Independent Director) on 12th Feb, 2016 & Mr. Sunil Kumar Mittal was appointed as member of the committee.

**20. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES- ANNEXURE VII**

The detail of Subsidiary Company is as follow:

| Name                           | CIN                   | % of Holding         |
|--------------------------------|-----------------------|----------------------|
| Alpha Tar Industries Pvt. Ltd. | U24200MP1996PTC011003 | 99.60% (49800SHARES) |

**21. LOANS, GUARANTEES AND INVESTMENTS**

Details of Loans, Guarantee and Investments covered under the provision of Section 186 of the Companies Act, 2013 are given in Note 4 and 12 of the Notes to the Financial Statement.

**22. DISCLOSURE REQUIREMENTS**

- As per Regulation 34 of Listing Obligation and Disclosure Requirements Regulations Act, 2015 entered into with the stock exchanges, corporate governance report with auditors' certificate thereon and management discussion and analysis are attached, which form part of this report.
- Details of the familiarization programme of the independent directors are available on the website of the Company (URL: [www.samyakintl.com](http://www.samyakintl.com)).

- The Company has formulated and published a Whistle Blower Policy to provide Vigil Mechanism for employees including directors of the Company to report genuine concerns. The provisions of this policy are in line with the provisions of the Section 177(9) of the Act and the Regulation 22 of Listing Obligation and Disclosure Requirements Regulations Act, 2015 with stock exchanges (URL: [www.samyakintl.com](http://www.samyakintl.com))
- As per Regulation 15 of chapter IV, of Listing Obligation and Disclosure Requirements Regulations Act, 2015 the compliance with the corporate governance provisions as specified in regulation 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clause (b) to (i) of sub regulation (2) of regulation 46 and para C, D & E of Schedule V does not apply to our company.

### **23. CODE OF CONDUCT**

A declaration signed by the Chairman & managing Director affirming compliance with the Company's Code of Conduct by the Directors and Senior Management for the Financial Year 2015-16 as required under Regulation 34 of Listing Obligation and Disclosure Requirements Regulations Act, 2015 with Stock Exchanges is included in the Corporate Governance Report which forms part of Corporate Governance report.

### **24. RELATED PARTY TRANSACTIONS**

None of the transactions with related parties falls under the scope of Section 188(1) of the Act. Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Annexure VIII in Form AOC-2 and the same forms part of this report.

### **25. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION**

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the company during the year under review.

### **26. FOREIGN EXCHANGE EARNINGS AND OUTGO**

There were foreign exchange earnings USD: 26400 and Outgo USD: 216159 during the year under review.

### **27. RISK MANAGEMENT**

The Company has laid down procedures to inform Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls risk through means of a properly defined framework.

### **28. GENERAL:**

Yours Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- a) No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate and the date of this report.
- b) For the financial year ended 31st March, 2016, Your Company has not transferred any amount to General Reserve out of profits available for appropriation.
- c) The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.
- d) The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

**29. ACKNOWLEDGEMENT**

Your Directors wish to express their grateful appreciation to the continued co-operation received from the Banks, Government Authorities, Customers, Vendors and Shareholders during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed service of the Executives, staff and Workers of the Company.

**BY ORDER OF THE BOARD  
FOR SAMYAK INTERNATIONAL LIMITED  
[CIN: L67120MH1994PLC225907]**

**PLACE: MUMBAI  
DATE: 13th August, 2016**

**SUDHIR JAIN  
(DIN:00046442)  
MANAGING DIRECTOR**

**SHANTILAL JAIN  
(DIN : 00469834)  
WHOLE TIME DIRECTOR**

**ANNEXURE TO BOARD'S REPORT**

**Information pursuant to Section 197(2) of the Companies Act, 2013 read with Rule 5(1) of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014**

1. Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year ended 31st March, 2016:

| Name of the Directors | Ratio Director's Remuneration to the median remuneration of the Employees of the company for the Financial Year |
|-----------------------|---|
| Sudhir Jain           | 2.61  |
| Shantilal Jain        | 1.42  |

2. The Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year -

| Name of Director | Designation         | Percentage Increase in remuneration |
|------------------|---------------------|-------------------------------------|
| Sudhir Jain      | Managing Director   | 10 %                                |
| Shantilal Jain   | Whole-Time Director | 20 %                                |

3. The Percentage decrease in the median remuneration of employees in the financial year-3.36 %
4. Number of permanent employees on the rolls of company as on March 2016-5
5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration. - NIL
6. Remuneration is as per the remuneration policy of the company.

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**ANNEXURE - I**  
**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

**A. OVERVIEW :**

With respect to GDP growth, the extent of divergence between the projected growth rate of the economy and the actual outcome is disconcertingly large. Rapidly changing global economic & business conditions and technological innovation are creating an increasingly competitive environment that is driving companies to transform their operations globally. The divergence between expected growth rates and actual growth rate is large. Yet, overall investment and fixed investment rates have remained reasonably high. Company is committed to satisfy the clients with improved quality and accelerated delivery schedules with a focus on developing long term relationships and strengthening strategic partnerships.

There has been no occurrence of any event or circumstance since the date of the last financial statements that may materially and adversely affect or is likely to affect the trading or profitability of our Company or the value of our assets or our ability to pay our liabilities.

**B. INDUSTRY STRUCTURE & DEVELOPMENT:**

The Indian chemical industry is among the established traditional sectors of the country that play an integral role in the country's economic development. This sector forms a part of the basic goods industry and is a critical input for industrial and agricultural development. The Indian chemical industry is one of the oldest industries in India and has made immense contribution to the industrial and agricultural development of India. It encompasses both large and small-scale units. The chemical industry covers over 70,000 commercial products, and provides the feedstock to many downstream industries such as finished drugs, dyestuffs, paper, synthetic rubber, plastics, polyester, paints, pesticides, fertilizers and detergents.

Indian chemical industry has demonstrated a strong growth of around 13% and is Expected accelerate further higher than the average global growth rate by 2021. The chemicals industry in India is the largest consumer of its own products, consuming 33% of its output. With promising growth trends in the chemicals industry, this internal consumption is also set to rise. Indian Chemical Industry is the 6th largest in the world and the 3rd largest in Asia. As per International Monetary Fund, Global growth in 2015-16 is projected at 3.5 and 3.7 percent.

With Asia's growing contribution to the global chemical industry. With the current size of approximately \$108 billion, the Indian chemical industry accounts for 3% of the global chemical industry. In the base case scenario, with current initiatives of industry & government, the Indian chemical industry could grow at 11% p.a. to reach size of \$224 billion by 2017 overall growth rate of over 15% p.a. and a size of \$290 billion by 2017 (6% of global industry). With Asia's growing contribution to the global chemical industry, India has emerged as one of the focus destinations for chemical companies worldwide.

Consequently, steel demand grew at 2.2% in the year, During the year, steel exports from India were at 5.3 million tonnes while imports registered at 7.8 million tonnes.

From the year 2016-17 company is also entering in market of "Trading in Spices". India is the world's largest producer, consumer and exporter of spices. Samyak International Limited is mainly engaged in Trading, importing, exporting of various commodities dealing in all type of chemicals and petrochemicals products. It has already entered into Joint-Venture with Canadian nationals for processing and splitting of Pulses with 49% equity.

**C. RISKS & CONCERNS:**

The business of the company totally depends upon the changes taking place in the economy either it be relating to fluctuations in stock and capital market, regulations governing such markets, government policies, taxation policies, changes taking place in global economies, etc. The growth of industry provides necessary opportunities for the company to grow. However, the company is under constant pressure due to steep competition from unorganized sector and industrial scenario in the nearby area.



The company's strength is built around domestic and international marketing network. The company has a network of 3 marketing offices in India as well as over 30 corporate customers and over 3 channel partners as a part of its domestic network which is comprised from various industry segments, allowing the company to de-risk its business.

The company does face threats from imports and other new emerging players in these product lines.

**D. SEGMENT-WISE PERFORMANCE:**

The operation of the company consists of the single statement. Hence, Accounting Standard on Segment Reporting (AS-17) issued by The Institute of Chartered Accountants of India does not apply.

**Factors that may affect results of the operations:**

Financial conditions and results of operations of the company are affected by numerous factors inter alia-

- Growth of unorganized sector and threat from local regional players
- Change in freight and forwarding charges
- General economic and business conditions
- Company's ability to successfully implement our growth strategy
- Prices of raw materials the company consume and the products it manufacture
- Changes in laws and regulations relating to the industry in which the company operates
- Changes in political and social conditions in India
- Any adverse outcome in the legal proceedings in which the company is involved
- The loss or shutdown of operations of our Company at any time due to strike or labour unrest or any other reasons.

**E. INTERNAL CONTROL AND ADEQUACY:**

The Company has a defined organization structure and has developed well policy guidelines with predefined authority levels. An extensive system of internal controls to ensure optimal utilization of resources and accurate reporting of financial transactions and strict compliance with applicable laws and regulations has also been implemented. The Company has put in place sufficient systems to ensure that assets are safeguarded against loss from unauthorized use or disposition, and that transactions are authorized, recorded and reported correctly. Also, the company has an exhaustive budgetary control system to monitor capital related as well as other costs, against approved budgets on an ongoing basis.

**F. MATERIAL DEVELOPMENT IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT:**

The Company's human resources philosophy is to establish and build a strong performance driven culture with greater accountability and responsibility at all levels. To that extent the Company views performance and capability as a combination of the right people in the right jobs, supported by the right processes, systems, structure and metrics.

The Industrial relations remained normal at all locations and there were no significant labour issues outstanding or remaining unresolved during the year. The Board of Directors and the Management wish to place on record their application of the efforts put in by all employees to achieve record performance. The ultimate aim of the management is to create a dependable work force that will play a key role in transforming this Company into a global player in the industry.

The industrial relations climate of the Company remained cordial during the year and continues to be focused towards improving quality and capability.

**G. CAUTIONARY STATEMENT:**

Statements in this "Management Discussion and Analysis" describing the Company's objectives, expectations or predictions are forward looking within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed or implied in the statement depending on various factors and circumstances.

**H. ACKNOWLEDGEMENT:**

The Board acknowledges the co-operation and support extended by the Employees, Consultants, suppliers, customers and all its business associates. The Directors place on record their appreciation for the continued support and co-operation they have received from Financial Institutions, Banks, Central and State Government.

**BY ORDER OF THE BOARD  
FOR SAMYAK INTERNATIONAL LIMITED  
[CIN: L67120MH1994PLC225907]**

**PLACE: MUMBAI  
DATE: 13th August, 2016**

**SUDHIR JAIN  
(DIN:00046442)  
MANAGING DIRECTOR**

**SHANTILAL JAIN  
(DIN : 00469834)  
WHOLE TIME DIRECTOR**

**ANNEXURE II**  
**CORPORATE GOVERNANCE REPORT**

Pursuant to Regulation 34(3) of the Listing Obligation and Disclosure Requirements Regulations Act, 2015  
a Report on Corporate Governance is given below:

**1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

The Company's philosophy on corporate governance is aimed at the efficient conduct of its business and in meeting its obligation to shareholders. The company has adopted a codified Corporate Governance Charter, inter alia, to fulfill its corporate responsibilities and achieve its financial objectives.

The company believes in and has consistently practiced good Corporate Governance. The company creates an environment for the efficient conduct of the Business and to enable management to meet its obligations to all its stakeholders, including amongst others, shareholders, customers, employees and the community in which the company operates along with fulfillment of its objectives.

**2. BOARD OF DIRECTORS:**

- i. As on March 31, 2016, the Company has six directors out of the six Directors, Two(i.e. 1/3rd) are non-executive directors and Two (i.e. 1/3rd) are independent directors. The composition of the board is in conformity with Regulation 17 of the Listing Obligation and Disclosure Requirements Regulations act, 2015 entered into with the stock exchanges.
- ii. None of the directors on the board hold directorships in more than ten public companies. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a director. Necessary disclosures regarding committee positions in other public companies as on March 31, 2016 have been made by the directors. None of the directors are related to each other.
- iii. Independent directors are non-executive directors as defined under Regulation 17 of the Listing Obligation and Disclosure Requirements Regulations act, 2015 entered into with the Stock Exchanges. The maximum tenure of the independent directors is in compliance with the Companies Act, 2013 ("Act"). All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16 (1)(b) of the Listing Obligation and Disclosure Requirements Regulations act, 2015 and Section 149 of the Companies Act,2013.
- iv. Seven board meetings were held during the year and the gap between two meetings did not exceed one hundred twenty days. The dates on which the said meetings were held on 30/05/2015, 12/08/2015, 02/09/2015, 14/11/2015, 19/01/2016, 12/02/2016,27/03/2016.
- v. The necessary quorum was present for all the meetings.
- vi. The names and categories of the directors on the board, their attendance at board meetings held during the year and the number of directorships and committee chairmanships / memberships held by them in other public companies as on March 31, 2016 are given herein below. Other directorships do not include directorships of private limited companies, Section 8 companies and of companies incorporated outside India. Chairmanships / memberships of board committees shall include only audit committee and stakeholders' relationship committee.

| Name of the director  | Position | No. of Board Meetings held Tenure | No. of Board Meetings Attended | Attended at the last AGM | Member of other Board Committees |              | No. of other Director-ships in other Boards excluding private companies |
|---|----------|-----------------------------------|--------------------------------|--------------------------|----------------------------------|--------------|---|
|   |          |                                   |                                |                          | Membership                       | Chairmanship |   |
| Mr. Sudhir Jain<br>[DIN 00046442]<br>(Managing Director)      | ED& MD   | 7                                 | 7                              | Yes                      | -                                | -            | 4   |
| Mr. Shantilal Jain<br>[DIN 00469834]<br>(Whole Time Director) | ED& WTD  | 7                                 | 7                              | Yes                      | 3                                | -            | 2   |
| Mr. Anish Vaid<br>[DIN 02444114]                              | NED & ID | 7                                 | 7                              | Yes                      | -                                | 3            | -   |
| Mr. Mahesh Agrawal<br>[DIN 03518981]                          | NED & ID | 5                                 | 5                              | Yes                      | 3                                | -            | 1   |
| Mr. Sunil Kumar Mittal<br>[DIN 05151867]                      | NED & ID | 7                                 | 7                              | Yes                      | -                                | -            | -   |
| Ms. Neha Nahar<br>[DIN 07493030]                              | AD       | 1                                 | 1                              | No                       | -                                | -            | -   |
| Mrs. Krishna Kant Shah<br>[DIN 07409750]                      | AD       | 3                                 | 3                              | No                       | -                                | -            | -   |

|  |  |
|--|--|
| NED - Non-executive Director<br>ID - Independent Director<br>ED - Executive Director | AD- Additional Director<br>MD- Managing Director<br>WTD- Whole Time Director |
|--|--|

- vii. The terms and conditions of appointment of the independent directors are disclosed on the website of the Company.
- viii. During the year a separate meeting of the independent directors was held inter-alia to review the performance of non-independent directors and the board as a whole.
- ix. The Board periodically reviews compliance reports of all laws applicable to the Company, prepared by the Company.
- x. Mr. Krishna Kant Shah has been appointed as additional director w.e.f 19th January, 2016 & Ms. Neha Nahar has been appointed as additional director w.e.f 27th March, 2016.
- xi. Mr. Mahesh Agrawal Resigned from the post of directorship w.e.f 12th February, 2016.
- xii. Mrs. Sunita Jain Resigned from the post of directorship w.e.f 30th May, 2015.
- xiii. No shares were held by Non-Executive directors during the year.

### 3. AUDIT COMMITTEE:

The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of the Listing Obligation and Disclosure Requirements Regulations Act, 2015 entered into with the stock exchanges read with Section 177 of the Companies Act, 2013.

#### 3.1 Objective:

The primary objective of the Audit Committee is to monitor and effectively supervise the Company's financial reporting process with a view to provide accurate, timely and proper disclosures and the integrity and quality of the financial reporting.

The Committee oversees the work carried out by the management, internal auditors on the financial reporting process and the safeguards employed by them.

### 3.2 Brief description of the terms of reference:

The terms of reference of the Audit Committee are as follows:

- a. To oversee the Company's financial reporting process and the disclosure of its financial information and to ensure that the financial statements are correct, sufficient and credible.
- b. To recommend the appointment/ removal of the external Auditors, fixing their audit fees and to approve payments for any other services.
- c. To review with management, the annual financial statements before submission to the Board, focusing primarily on:
  - Any Changes in accounting policies and practices.
  - Major accounting entries based on exercise of judgment by management Qualifications in the draft Audit Report.
  - Significant adjustments arising out of Audit.
  - The going concern assumption.
  - Compliance with the Accounting Standards.
  - Compliance with Stock Exchanges and legal Requirements concerning financial Statements.
  - Any related party transactions i.e. transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large.
- d. To review and approve annual accounts of the Company and recommended to the Board for consideration or otherwise.
- e. To review with the management; external and internal auditors and review the efficiency of internal control systems.
- f. To review the adequacy of internal audit function, including the structure of the internal Audit Department, Staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal Audit.
- g. To discuss with internal Auditors about any significant findings and follow-up thereon.
- h. To review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- i. To discuss with external auditors before the audit commences, the nature and scope of Audit as well as have post-Audit discussions to ascertain any area of concern.
- j. To review the Company's financial and risk management policies.
- k. To look into the reasons for substantial defaults in the payments to the depositors, debenture holders, shareholders.

### 3.3 Composition:

The Audit Committee comprising of Three Directors, viz.

| Name of the Directors     | Categories                           |
|---------------------------|--------------------------------------|
| Mr. Anish Vaid (Chairman) | Non-Executive & Independent Director |
| Mr. Sunil Kumar Mittal    | Non-Executive & Independent Director |
| Mr. Shantilal Jain        | Executive Director                   |

\*Audit Committee was reconstituted on 12th Feb, 2016 due to resignation of Mr. Mahesh Agrawal (Non-Executive & Independent Director) & Mr. Sunil Kumar Mittal was appointed as member of the committee.

As per the provisions of the Companies Act, 2013 and Listing Obligation and Disclosure Requirements Regulations Act, 2015 with the Stock Exchanges, the Audit Committee of the company comprised of two non-executive independent Directors. Further, Chairman of the Audit Committee is an Independent Director.

**Meetings:**

Five meetings of the Committee were held during the financial year under review on 30/05/2015, 12/08/2015, 14/11/2015, 19/01/2016, 12/02/2016.

| S. No. | Name of the Directors    | Categories |          |
|--------|--------------------------|------------|----------|
|        |                          | Held       | Attended |
| 1.     | Mr. Anish Vaid(Chairman) | 5          | 5        |
| 2.     | Mr. Mahesh Agrawal       | 5          | 5        |
| 3.     | Mr. Shantilal Jain       | 5          | 5        |
| 4.     | Mr. Sunil Kumar Mittal   | 1          | 1        |

Necessary quorum was present in all the above meetings.

**4. SEPARATE MEETING OF INDEPENDENT DIRECTOR:**

The independent directors had met on 12th February, 2016, without the attendance of non-independent directors and members of management to discuss the followings: -

- a) review the performance of non-independent directors and the Board as a whole;
- b) review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;
- c) 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.

**5. REMUNERATION COMMITTEE:**

The remuneration committee comprising of three members viz, Mr. Anish Vaid as the Chairman of the Committee, Mr. Mahesh Agrawal and Mr. Shantilal Jain.

\*Mr. Mahesh Agrawal (Non-Executive & Independent Director) resigned from the post of directorship on 12th Feb, 2016 & Mr. Sunil Kumar Mittal was appointed as member of the committee.

The Committee determines and recommends to the Board, the remuneration payable to the Executive Directors. The Board of Directors approved the remuneration to the Executive Directors on the basis of their performance as well as Company's performance, subject to consents as may be required.

The Non-Executive Directors are not paid any remuneration except for the sitting fees for attending the Board Meetings/ Committee Meetings.

The remuneration committee was constituted by Board of Directors at their meeting in accordance with the requirements of Schedule V of the Companies Act, 2013 and of Regulation 19 of the Listing Obligation and Disclosure Requirements Regulations Act, 2015 with the Stock Exchanges



**I. Terms of reference:**

- The terms of reference / powers of the Remuneration Committee are as under : Administration and superintendence of Employee Stock Option Scheme (ESOS).
- Formulation of the detailed terms and conditions of the ESOS.
- Grant of stock options.
- Recommendation for fixation and periodic revision of compensation of the Managing Director and Executive Directors to the Board for approval.
- Review and approve compensation policy (including performance bonus, incentives, perquisites and benefits) for senior management personnel.

ii. The Company does not have any employee stock option scheme.

**iii. Remuneration Policy:**

The Remuneration Policy of the Company for managerial personnel is primarily based on the following criteria:

- Performance of the Company.
- Track record, potential and performance of individual managerial personnel.
- External competitive environment.\

**iv. Remuneration of Directors:**

Remuneration of Executive Directors is decided by the Board, based on the recommendations of the Remuneration Committee as per the remuneration policy of the Company, within the ceilings fixed by the shareholders.

**Remuneration of the Executive Directors for the year ended 31st March, 2016, was as follows:****(In Rs.)**

| <b>Particulars</b>  | <b>2015-16</b>   | <b>2014-15</b>  | <b>2013-14</b>  |
|---|------------------|-----------------|-----------------|
| Salary And Allowances                                       | 10,20,000        | 9,00,000        | 9,00,000        |
| Contribution to PF, Superannuation and Gratuity Funds (Rs.) | -                | -               | -               |
| Commission (Rs.)  | -                | -               | -               |
| <b>TOTAL</b>  | <b>10,20,000</b> | <b>9,00,000</b> | <b>9,00,000</b> |

**v. Remuneration to Non-Executive Directors:**

During the year ended 31st March, 2016, the Company has not paid any remuneration either in the form of commission or sitting fees to its non-executive Directors.

**6. Shareholders' and Investors' Grievance Committee:**

- i. The Committee has the mandate to look into the shareholders' and investors' complaints on matters relating to transfer of shares, non-receipt of annual report, etc. In addition, the Committee also looks into matters, which can facilitate better investor services and relations.
- ii. The Committee is comprised of Mr. Anish Vaid (Chairman), Mr. Shantilal Jain and Mr. Sunil Kumar Mittal.

\*Mr. Mahesh Agrawal (Non-Executive & Independent Director) resigned from the post of directorship on 12th Feb, 2016 & Mr. Sunil Kumar Mittal was appointed as member of the committee.

- iii. As per the provisions of Regulation 20 of the Listing Obligation and Disclosure Requirements Regulations Act, 2015 with the Stock Exchanges, Shareholders and Investors Grievance Committee is under the chairmanship of a non-executive director.
- iv. The Committee meets regularly for redressing shareholder's / investor's complaints like non-receipt of Balance Sheet transfer of shares, etc. The Committee oversees the performance of the Registrar and Transfer Agents and recommends measures for overall improvement in the quality of investor services. The Board of Directors has delegated power for approving transfer of securities to Directors. The Committee focuses primarily on strengthening investor relations and ensuring rapid resolution of any shareholder or investor concerns. The Committee also monitors implementation and compliance of the Company's code of conduct for Prohibition of Insider Trading in pursuance of SEBI (Prohibition of Insider Trading) Regulations, 2015. During the year ended 31st March 2016, no investor complaints were received and no complaint was pending for redressal as on date.
- v. The Company addresses all complaints, suggestions and grievances expeditiously and replies have been sent / issues resolved usually within 15 days, except in case of dispute over facts or other legal constraints.
- vi. The Shareholders' / Investors' Grievance Committee reviews the complaints received and action taken.
- vii. No requests for share transfers are pending except those that are disputed or sub-judice.

**6.1 Compliance Officer:**

Mr. Devendra Singh Kushwahis the Compliance Officer for complying with the requirements of the of Regulation 6 of the Listing Obligation and Disclosure Requirements Regulations Act, 2015 with the Stock Exchanges and for complying with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015.

**7. DETAILS OF SUBSIDIARY COMPANY**

Pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, the statement containing salient features of the financial statements of the Company's Subsidiaries', (in Form AOC-1) is attached to as **Annexure VI**.

There are no Associates' and Joint Ventures in the Company.

**8. GENERAL BODY MEETINGS:**

**A. Annual General Meetings:**

- i. The last three Annual General Meetings of the company were held at the venue and time as under:

| Financial Year | Date & Time                          | Venue                                       | Special Resolution Passed                    |
|----------------|--------------------------------------|---|--|
| 2012-13        | 30th September, 2013<br>At 1.30 P.M. | At the registered office<br>of the company: | No Special<br>Resolution passed.             |
| 2013-14        | 30th September, 2014<br>At 2:30 P.M. | At the registered office<br>of the company: | No Special<br>Resolution passed.             |
| 2014-15        | 29TH September, 2015<br>at 2:30 P.M  | At the registered office<br>of the company: | Yes (Three<br>Special Resolution)<br>passed. |

All resolutions moved at the last AGM were passed by E-Voting & Poll by requisite majority of members who attended the Meeting.

**B. Special Resolution passed through postal Ballot - No.****C. Extra Ordinary General Meeting - No.****9. DISCLOSURES:****9.1 Related Party Transactions and Pecuniary Relationship of Directors:**

None of the transactions with any of the related parties were in conflict with the interest of the Company. Attention of members is drawn to the disclosures of transactions with the related parties set out in Notes on Accounts point no.4 & 12 forming part of the Annual Report.

The related party transactions are entered into based on considerations of professional expertise, to meet exigencies, better negotiation, etc.

All related party transactions are negotiated on arm's length basis and are only intended to further the interests of the Company.

**9.2 Disclosure of Directors' interest in transactions with the Company:**

All the transactions with the Directors and their related parties i.e. the companies in which they are interested have been made under the authority of the Board of Directors and on an arm's length basis and the interested directors have duly disclosed their interest to the Board of Directors at the Board meeting. Such transactions have been done on an arm's length basis at the prevailing market rates and have been duly entered in the Register of Contracts maintained under section 189 of the Companies Act, 2013.

**9.3 Compliance by the Company:**

The Board periodically reviews at its meetings compliance reports of all laws applicable to the Company, prepared by the Company as well as steps taken by the Company to rectify instances of non-compliances.

The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters related to capital markets. No Penalties, strictures have been imposed on the Company by any stock exchange or SEBI or any other authorities relating to capital markets.

**9.4 Risk Management**

The Company has laid down procedures to inform Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls risk through means of a properly defined framework.

**9.5 Code of Conduct**

The company is committed to conducting business in accordance with the highest standards of business ethics and complying with applicable laws, rules and regulations.

The Company believes that a good corporate governance structure would not only encourage value creation but also provide accountability and control systems commensurate with the risks involved.

**10. Means of Communication:**

The quarterly, half yearly and annual financial statements prepared in accordance with the Accounting Standards laid down by the Institute of Chartered Accountants of India are generally published in well circulated newspapers i.e. Free Press and Choutha Sansar. Besides, all the financial, vital and price sensitive official news releases are also properly communicated to the concerned stock exchanges.

## 11. GENERAL SHAREHOLDER INFORMATION:

|   |  |
|---|--|
| Annual General Meeting : Date, Time and Venue | Friday, the 30th day of September, 2016 at 01.00 p.m. at "ASTER" Hotel Archana Residency, L.B.S Marg, Mulund (West) Mumbai - 400080 Maharashtra,   |
| Financial Calendar                            | The Company follows April to March as its financial year. The results for every quarter beginning from April will be declared within the time prescribed under Listing Agreement.  |
| Date of Book Closure                          | Saturday, 24th September, 2016 to Friday, 30th September, 2016, (both days inclusive).   |
| Listing on Stock Exchanges                    | The BSE Ltd., Mumbai   |
| Stock Code                                    | 530025   |
| Dematerialization of Shares                   | The shares of the Company are compulsorily traded in dematerialized form under the depository system of both the National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).                             |
| ISIN Number                                   | INE607G01011   |
| Corporate Identification Number               | L67120MH1994PLC225907  |
| Dematerialization of shares and Liquidity     | 18.53% in CDSL , 56.35% in NSDL = 74.88% of the paid up capital of the company has been dematerialized as on 31.03.2016.   |
| Registrar and Transfer Agents                 | Adroit Corporate Services Pvt. Ltd.<br>17-20, Jafferbhoy Industrial Estate,<br>1st Floor, Makwana Road, Marol Naka,<br>Andheri(E), Mumbai- 400059. India<br>Tel: +91 (0) 22 42270400 Direct: +91 (0)22 42270423  <br>Fax: +91 (0)22 28503748 |
| Share Transfer System                         | All the transfers received are processed by the Registrar and Transfer Agents and approved by the Share Transfer Committee.  |
| Dividend Payment for financial year 2015-16   | Nil  |
| Address for correspondence                    | A/12-10, "APURVA", L.B.S Marg, Mulund (W), Mumbai - 400080, Maharashtra.Or<br>Shareholders may correspond to the Registrar and Transfer Agents.  |

**Stock Price Data :**

The following table gives the monthly high and low of Company's share price on the Stock Exchange, Mumbai.

| Month           | Company's share price on BSE |                         | BSE Sensex |          |
|-----------------|------------------------------|-------------------------|------------|----------|
|                 | Monthly High<br>(In Rs.)     | Monthly Low<br>(In Rs.) | High       | Low      |
| April, 2015     | 17.49                        | 9.44                    | 29094.61   | 26897.54 |
| May, 2015       | 21.25                        | 17.75                   | 28071.16   | 26423.99 |
| June, 2015      | 25.35                        | 21.60                   | 27968.75   | 26307.07 |
| July, 2015      | 29.20                        | 19.90                   | 28578.33   | 27416.39 |
| August, 2015    | 27.60                        | 20.05                   | 28417.59   | 25298.42 |
| September, 2015 | 20.50                        | 19.50                   | 26471.82   | 24833.54 |
| October, 2015   | 18.60                        | 18.60                   | 27618.14   | 26168.71 |
| November, 2015  | 18.60                        | 18.60                   | 26824.3    | 25451.42 |
| December, 2015  | 18.60                        | 15.10                   | 26256.42   | 24867.73 |
| January, 2016   | 16.95                        | 15.00                   | 26197.27   | 23839.76 |
| February, 2016  | 21.15                        | 16.45                   | 25002.32   | 22494.61 |
| March, 2016     | 25.00                        | 20.00                   | 25479.62   | 23133.18 |

**Shareholding Pattern as on 31st March, 2016:**

| Category  | No. of Shares held | % of Shareholding |
|---|--------------------|-------------------|
| <b>A. Shareholding of promoter and promoter group</b>   |                    |                   |
| Indian Promoters:   |                    |                   |
| Individuals / HUF   | 492197             | 7.88              |
| Bodies Corporate  | 0                  | 0                 |
| Foreign Promoters   | 0                  | 0                 |
| <b>Sub-total</b>  | <b>492197</b>      | <b>7.88</b>       |
| <b>B. Non-Promoter's Holding</b>  |                    |                   |
| Institutional Investors   | NIL                | NIL               |
| Mutual Funds and UTI  | NIL                | NIL               |
| Banks, Financial Institutions, Insurance<br>Companies [Central / State Govt. Institutions /<br>Non-government Institutions] | NIL                | NIL               |
| FII s   | NIL                | NIL               |
| <b>Sub-total</b>  | <b>NIL</b>         | <b>NIL</b>        |
| <b>C. Others</b>  |                    |                   |
| Private Corporate Bodies  | 432572             | 6.92              |
| Indian Public   | 5288906            | 84.66             |
| NRIs / OCBs   | 33525              | 0.54              |
| Any other   |                    |                   |
| -Clearing Member  | NIL                | NIL               |
| - Hindu Undivided Families  | NIL                | NIL               |
| <b>Sub-total</b>  | <b>5755003</b>     | <b>92.12</b>      |
| <b>Grand Total</b>  | <b>6247200</b>     | <b>100</b>        |

**Distribution of Shareholding as on 31st March, 2016:**

| No. of Equity shares | No. of Shareholders | % of Total | No. of Shares | % of Total |
|----------------------|---------------------|------------|---------------|------------|
| Up to 500            | 1041                | 68.80      | 286600        | 4.59       |
| 501 to 1000          | 205                 | 13.55      | 162377        | 2.60       |
| 1001 to 2000         | 83                  | 5.49       | 131202        | 2.10       |
| 2001 to 3000         | 37                  | 2.45       | 90574         | 1.45       |
| 3001 to 4000         | 24                  | 1.59       | 84958         | 1.36       |
| 4001 to 5000         | 21                  | 1.39       | 101310        | 1.62       |
| 5001 to 10000        | 27                  | 1.78       | 224986        | 3.60       |
| 10000 and above      | 75                  | 4.96       | 5165193       | 82.68      |
| Total                | 1513                | 100        | 6247200       | 100        |

**MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER OF THE COMPANY HEREBY CERTIFY TO THE BOARD OF DIRECTORS OF THE COMPANY THAT: -**

1. We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2016 and that to the best of our knowledge and belief:
  - a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept 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 that we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit Committee:
  - a) Significant changes in internal control over financial reporting during the year;
  - b) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - c) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**BY ORDER OF THE BOARD  
FOR SAMYAK INTERNATIONAL LIMITED  
[CIN: L67120MH1994PLC225907]**

**PLACE: MUMBAI  
DATE: 13th August, 2016**

**SUDHIR JAIN  
(DIN:00046442)  
MANAGING DIRECTOR**

**SHANTILAL JAIN  
(DIN : 00469834)  
WHOLE TIME DIRECTOR**



**ANNEXURE III**  
**Form No. MGT - 9**

**EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31/03/2016**

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

| I. REGISTRATION AND OTHER DETAILS : |   |  |
|-------------------------------------|---|--|
| i)                                  | CIN   | L67120MH1994PLC225907  |
| ii)                                 | Registration Date                                     | 21/07/1994   |
| iii)                                | Name of the Company                                   | SAMYAK INTERNATIONAL LIMITED   |
| iv)                                 | Category / Sub-Category of the Company                |  |
|                                     | 1. Public Company                                     | (✓)  |
|                                     | 2. Limited by shares                                  | (✓)  |
|                                     | 3. Company having share capital                       | (✓)  |
| v)                                  | Address of the Registered office and contact details  | A/12-10, "Apurva", L.B.S Marg, Mulund (W), Mumbai, Maharashtra                       |
|                                     |   | Telephone : 0731- 4218481  |
|                                     |   | Fax Number :   |
|                                     |   | Email : samyakinternationalltd@gmail.com   |
|                                     |   | Website : www.samyakintl.com   |
| vi)                                 | Whether listed company                                | Yes  |
| vii)                                | Name and Address of Registrar & Transfer Agents (RTA) |  |
|                                     | Name of Registrar & Transfer Agents                   | <b>Adroit Corporate Services Pvt. Ltd.</b>   |
|                                     | Address   | 17-20, Jafarbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E) |
|                                     | Town / City   | Mumbai   |
|                                     | State   | Maharashtra  |
|                                     | Pin Code  | 400059   |
|                                     | Telephone   | +91-22-25596060  |
|                                     | Fax Number  | +91-22-25596060  |
|                                     | Email Address   | adroit@vsnl.net  |

| 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:- |  |                                  |                                    |
| SN   | Name and Description of main products / services | NIC Code of the Product/ service | % to total turnover of the company |
| 1  | Trading Of Petroleum Products                    | 4461                             | 81.68%                             |
| 2  | Trading in Bio Fertilizer                        | 2012                             | 17.55%                             |
| 3  | Trading Of Iron And Steel And Other Commodities  | 2410                             | 0.77%                              |

| III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES : |                                 |                       |                     |                  |            |
|--|---------------------------------|-----------------------|---------------------|------------------|------------|
| [ No. of Companies for which information is being filled = 1]    |                                 |                       |                     |                  |            |
| SN   | Name and Address of the Company | CIN/GLN               | Holding/ Subsidiary | % of shares held | Applicable |
| 1  | Alpha Tar Industries Pvt. Ltd.  | U24200MP1996PTC011003 | Subsidiary          | 99.60%           | Section    |
|  |                                 |                       |                     | (49800shares)    | 2(87)(ii)  |

| IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) : |   |   |               |               |                   |   |               |               |                   |                          |
|--|---|---|---------------|---------------|-------------------|---|---------------|---------------|-------------------|--------------------------|
| A. Category-wise Share Holding   |   |   |               |               |                   |   |               |               |                   |                          |
|  | Category of Shareholder                                   | 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>                                       |   |               |               |                   |   |               |               |                   |                          |
|  | (1) Indian  | -   | -             | -             | -                 | -   | -             | -             | -                 | -                        |
|  | a) Individual/HUF   |   |               |               |                   |   |               |               |                   |                          |
|  | b) Central Govt   |   |               |               |                   |   |               |               |                   |                          |
|  | c) State Govt (s)   |   |               |               |                   |   |               |               |                   |                          |
|  | d) Bodies Corp.   |   |               |               |                   |   |               |               |                   |                          |
|  | e) Banks / FI   |   |               |               |                   |   |               |               |                   |                          |
|  | f) Any Other....  |   |               |               |                   |   |               |               |                   |                          |
|  | F-1) Directors  | 145560  | 10            | 145570        | 2.33              | 145560                                    | 10            | 145570        | 2.33              | -                        |
|  | F-2)Directors Relatives                                   | 195739  | 149540        | 345279        | 5.53              | 197087                                    | 149540        | 346627        | 5.55              | 0.02                     |
|  | <b>Sub-total (A) (1):-</b>                                | <b>341299</b>                                   | <b>149550</b> | <b>490849</b> | <b>7.86</b>       | <b>342647</b>                             | <b>149550</b> | <b>492197</b> | <b>7.88</b>       | <b>0.02</b>              |
|  | (2) Foreign   |   |               |               |                   |   |               |               |                   |                          |
|  | a) NRIs - Individuals                                     |   |               |               |                   |   |               |               |                   |                          |
|  | b) Other – Individuals                                    |   |               |               |                   |   |               |               |                   |                          |
|  | c) Bodies Corp.   |   |               |               |                   |   |               |               |                   |                          |
|  | d) Banks / FI   |   |               |               |                   |   |               |               |                   |                          |
|  | e) Any Other....  |   |               |               |                   |   |               |               |                   |                          |
|  | <b>Sub-total (A) (2):-</b>                                |   |               |               |                   |   |               |               |                   |                          |
|  | <b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b> | <b>341299</b>                                   | <b>149550</b> | <b>490849</b> | <b>7.86</b>       | <b>342647</b>                             | <b>149550</b> | <b>492197</b> | <b>7.88</b>       | <b>0.02</b>              |

| <b>B. Public Shareholding</b>  |                |                |                |              |                |                |                |              |               |   |
|--|----------------|----------------|----------------|--------------|----------------|----------------|----------------|--------------|---------------|---|
| 1. Institutions  |                |                |                |              |                |                |                |              |               |   |
| a) Mutual Funds  | -              | -              | -              | -            | -              | -              | -              | -            | -             | - |
| b) Banks / FI  | -              | -              | -              | -            | -              | -              | -              | -            | -             | - |
| c) Central Govt  | -              | -              | -              | -            | -              | -              | -              | -            | -             | - |
| d) State Govt(s)   | -              | -              | -              | -            | -              | -              | -              | -            | -             | - |
| e) Venture Capital Funds   | -              | -              | -              | -            | -              | -              | -              | -            | -             | - |
| f) Insurance Companies   | -              | -              | -              | -            | -              | -              | -              | -            | -             | - |
| g) FIs   | -              | -              | -              | -            | -              | -              | -              | -            | -             | - |
| h) Foreign Venture Capital Funds   | -              | -              | -              | -            | -              | -              | -              | -            | -             | - |
| i) Bodies Corporate  | -              | -              | -              | -            | -              | -              | -              | -            | -             | - |
| <b>Sub-total (B)(1):-</b>  | -              | -              | -              | -            | -              | -              | -              | -            | -             | - |
| 2. Non-Institutions  |                |                |                |              |                |                |                |              |               |   |
| a) Bodies Corp.  |                |                |                |              |                |                |                |              |               |   |
| i) Indian  | 227886         | 14200          | 242086         | 3.88         | 418372         | 14200          | 432572         | 6.92         | 3.05          |   |
| ii) Overseas   | -              | -              | -              | -            | -              | -              | -              | -            | -             | - |
| b) Individuals   | -              | -              | -              | -            | -              | -              | -              | -            | -             | - |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh         | 485144         | 507210         | 992354         | 15.88        | 483234         | 503610         | 986844         | 15.80        | (0.09)        |   |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 3618586        | 869800         | 4488386        | 71.85        | 3423319        | 869800         | 4293119        | 68.72        | (3.13)        |   |
| c) Others : (Clearing Mem.)  |                |                |                |              |                |                |                |              |               |   |
| i) Non Resident Indians(Individuals)   | 1725           | 31800          | 33525          | 0.54         | 1725           | 31800          | 33525          | 0.54         | 0.00          |   |
| ii) Clearing Member  | 0              | 0              | 0              |              | 8943           | 0              | 8943           | 0.14         | <b>0.14</b>   |   |
| <b>Sub-total (B)(2):-</b>  | <b>4333341</b> | <b>1423010</b> | <b>5756351</b> | <b>92.14</b> | <b>4335593</b> | <b>1419410</b> | <b>5755003</b> | <b>92.12</b> | <b>(0.02)</b> |   |
| <b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>                               | <b>4333341</b> | <b>1423010</b> | <b>5756351</b> | <b>92.14</b> | <b>4335593</b> | <b>1419410</b> | <b>5755003</b> | <b>92.12</b> | <b>(0.02)</b> |   |
| <b>C. Shares held by Custodian for GDRs &amp; ADRs</b>                           | -              | -              | -              | -            | -              | -              | -              | -            | -             | - |
| <b>Grand Total (A+B+C)</b>   | <b>4674640</b> | <b>1572560</b> | <b>6247200</b> | <b>100</b>   | <b>4678240</b> | <b>1568960</b> | <b>6247200</b> | <b>100</b>   | <b>0</b>      |   |

| <b>B. Shareholding of Promoters</b> |                        |                                    |                                  |  |  |                                  |  |  |
|-------------------------------------|------------------------|------------------------------------|----------------------------------|--|--|----------------------------------|--|--|
|                                     | Shareholders Name      | Shareholding at the beginning year |                                  |  | Shareholding at the end of the of the year |                                  |  | % Change in shareholding 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 ot total shares |  |
| 1                                   | Prem Lata Jain         | 20610                              | 0.33                             | 0.00   | 20610                                      | 0.33                             | 0.00   | 0.00                                     |
| 2                                   | Anil Kumar Jain        | 52720                              | 0.84                             | 0.00   | 54068                                      | 0.87                             | 0.00   | 0.02                                     |
| 3                                   | Anil Jain              | 10000                              | 0.16                             | 0.00   | 10000                                      | 0.16                             | 0.00   | 0.00                                     |
| 4                                   | Sunita Jain            | 24940                              | 0.40                             | 0.00   | 24940                                      | 0.40                             | 0.00   | 0.00                                     |
| 5                                   | Atul Jain              | 73910                              | 1.18                             | 0.00   | 73910                                      | 1.18                             | 0.00   | 0.00                                     |
| 6                                   | Shantilal Jain         | 75510                              | 1.21                             | 0.00   | 75510                                      | 1.21                             | 0.00   | 0.00                                     |
| 7                                   | Sunita Jain            | 54933                              | 0.87                             | 0.00   | 54399                                      | 0.87                             | 0.00   | 0.00                                     |
| 8                                   | N Kawadiya             | 1800                               | 0.03                             | 0.00   | 1800                                       | 0.03                             | 0.00   | 0.00                                     |
| 9                                   | Preeti Bhargava        | 2100                               | 0.03                             | 0.00   | 2100                                       | 0.03                             | 0.00   | 0.00                                     |
| 10                                  | Ghanshyam Das Sanghi   | 20000                              | 0.32                             | 0.00   | 20000                                      | 0.32                             | 0.00   | 0.00                                     |
| 11                                  | Chetan Sanghi          | 20000                              | 0.32                             | 0.00   | 20000                                      | 0.32                             | 0.00   | 0.00                                     |
| 12                                  | Anita Jain             | 42000                              | 0.67                             | 0.00   | 42000                                      | 0.67                             | 0.00   | 0.00                                     |
| 13                                  | Laxman Prasad Bhargava | 1400                               | 0.02                             | 0.00   | 1400                                       | 0.02                             | 0.00   | 0.00                                     |
| 14                                  | Sudhir Jain            | 70060                              | 1.12                             | 0.00   | 70060                                      | 1.12                             | 0.00   | 0.00                                     |
| 15                                  | Anita Shah             | 1000                               | 0.02                             | 0.00   | 1000                                       | 0.02                             | 0.00   | 0.00                                     |
| 16                                  | Ruchita Sanghi         | 20000                              | 0.32                             | 0.00   | 20000                                      | 0.32                             | 0.00   | 0.00                                     |
|                                     | <b>TOTAL</b>           | <b>490849</b>                      | <b>7.86</b>                      | <b>0.00</b>                                      | <b>492197</b>                              | <b>7.88</b>                      | <b>0.00</b>                                      | <b>0.02</b>                              |

| C. Change in Promoters' Shareholding |    |                        |             |   |                                  |   |                                  |
|--------------------------------------|----|------------------------|-------------|---|----------------------------------|---|----------------------------------|
|                                      | SN | Name                   | Particulars | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|                                      |    |                        |             | No. of Shares                             | % of total shares of the company | No. of Shares                           | % of total shares of the company |
|                                      | 1  | Anita Jain             | No Change   | 42400                                     | 0.68                             | 42400                                   | 0.68                             |
|                                      | 2  | Anil Kumar Jain        | -           | 52720                                     | 0.84                             | -                                       | -                                |
|                                      |    |                        | 04/03/2016  |   |                                  |   |                                  |
|                                      |    |                        | Purchase    | 1348                                      | 0.02                             | -                                       | -                                |
|                                      |    |                        |             | -   | -                                | 54068                                   | 0.87                             |
|                                      | 3  | Atul Kumar Jain        | No Change   | 73910                                     | 1.18                             | 73910                                   | 1.18                             |
|                                      | 4  | Shantilal Jain         | No Change   | 75510                                     | 1.21                             | 75510                                   | 1.21                             |
|                                      | 5  | Sunita Jain            | No Change   | 54399                                     | 0.87                             | 54399                                   | 0.87                             |
|                                      | 6  | Premlata Jain          | No Change   | 20610                                     | 0.33                             | 20610                                   | 0.33                             |
|                                      | 7  | Sunita Jain            | No Change   | 24940                                     | 0.40                             | 24940                                   | 0.40                             |
|                                      | 8  | Sudhir Jain            | No Change   | 70060                                     | 1.12                             | 70060                                   | 1.12                             |
|                                      | 9  | Anita Shah             | No Change   | 1000                                      | 0.02                             | 1000                                    | 0.02                             |
|                                      | 10 | Anil Jain              | No Change   | 10000                                     | 0.16                             | 10000                                   | 0.16                             |
|                                      | 11 | ChetanSanghi           | No Change   | 20000                                     | 0.32                             | 20000                                   | 0.32                             |
|                                      | 12 | Ghanshyam Das Sanghi   | No Change   | 20000                                     | 0.32                             | 20000                                   | 0.32                             |
|                                      | 13 | LaxmanParasad Bhargava | No Change   | 1400                                      | 0.02                             | 1400                                    | 0.02                             |
|                                      | 14 | N Kawadia              | No Change   | 1800                                      | 0.03                             | 1800                                    | 0.03                             |
|                                      | 15 | Preeti Bhargava        | No Change   | 2100                                      | 0.03                             | 2100                                    | 0.03                             |
|                                      | 16 | RuchitaSanghi          | No Change   | 20000                                     | 0.32                             | 20000                                   | 0.32                             |

| D. | SN | For Each of the Top 10 Shareholders   | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|----|----|---|---|----------------------------------|---|----------------------------------|
|    |    |   | No. of Shares                             | % of total shares of the company | No. of Shares                           | % of total shares of the company |
|    |    | <b>At the beginning of the year</b>   |   |                                  |   |                                  |
|    |    | 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>ANNEXED AS ANNEXURE D</b>              |                                  |   |                                  |
|    |    | At the end of the year  |   |                                  |   |                                  |

| E. Shareholding of Directors and Key Managerial Personnel |    |                    |               |   |                                  |   |                                  |
|---|----|--------------------|---------------|---|----------------------------------|---|----------------------------------|
|   | SN | Name               | Particulars   | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|   |    |                    |               | No. of Shares                             | % of total shares of the company | No. of Shares                           | % of total shares of the company |
|   | 1  | Mr. Sudhir Jain    | Equity Shares | 70060                                     | 1.12                             | 70060                                   | 1.12                             |
|   | 2  | Mr. Shantilal Jain | Equity Shares | 75510                                     | 1.21                             | 75510                                   | 1.21                             |

| <b>V. INDEBTEDNESS :</b> |  |   |                        |                 | (Amount in Rs.)           |
|--------------------------|--|---|------------------------|-----------------|---------------------------|
|                          | <b>Particulars</b>   | <b>Secured Loans excluding Deposits</b> | <b>Unsecured Loans</b> | <b>Deposits</b> | <b>Total Indebtedness</b> |
|                          | <b>Indebtedness at the beginning of the financial year</b> |   |                        |                 |                           |
|                          | i) Principal Amount  | 375678                                  | 6011150                | -               | 6386828                   |
|                          | ii) Interest due but not paid                              | -                                       | -                      | -               | -                         |
|                          | iii) Interest accrued but not due                          | -                                       | -                      | -               | -                         |
|                          | <b>Total (i+ii+iii)</b>                                    | <b>375678</b>                           | <b>6011150</b>         | <b>-</b>        | <b>6386828</b>            |
|                          | <b>Change in Indebtedness during the financial year</b>    | -                                       | -                      | -               | -                         |
|                          | Addition   | 1279582                                 | 130770000              | -               | 14356582                  |
|                          | Reduction  | 515177                                  | 18360500               | -               | 18875677                  |
|                          | Net Change   | 764405                                  | (5283500)              | -               | (4519095)                 |
|                          | <b>Indebtedness at the end of the financial year</b>       | -                                       | -                      | -               | -                         |
|                          | i) Principal Amount  | 1140083                                 | 727650                 | -               | 1867733                   |
|                          | ii) Interest due but not paid                              | -                                       | -                      | -               | -                         |
|                          | iii) Interest accrued but not due                          | -                                       | -                      | -               | -                         |
|                          | <b>Total (i+ii+iii)</b>                                    | <b>1140083</b>                          | <b>727650</b>          | <b>-</b>        | <b>1867733</b>            |



| VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :              |  |   |   |   |   |              |                               |        |                                |        |                        |
|---|--|---|---|---|---|--------------|-------------------------------|--------|--------------------------------|--------|------------------------|
| A. Remuneration to Managing Director, Whole-time Directors and/or Manager |  |   |   |   |   |              |                               |        |                                |        |                        |
| SN  | Name of MD/WTD/ Manager                    | Gross salary  |   |   | Stock Option                                | Sweat Equity | Commission                    |        | Total                          | Others | Ceiling as per the Act |
|   |  | (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  |   |              | as % of profit                | others |                                |        |                        |
| 1   | Sudhir Jain                                | 660000  | -   | -   | -   | -            | -                             | -      | 660000                         | -      | -                      |
| 2   | Shantilal Jain                             | 360000  | -   | -   | -   | -            | -                             | -      | 360000                         | -      | -                      |
|   | <b>TOTAL</b>                               | <b>1020000</b>  | -   | -   | -   | -            | -                             | -      | <b>1020000</b>                 | -      | -                      |
| B. Remuneration to other directors  |  |   |   |   |   |              |                               |        |                                |        |                        |
| SN  | Name of Directors                          | Independent Directors   | Total (1)   | Other Non-Executive Directors   | Total (2)                                   | Total (1+2)  | Total Managerial Remuneration |        | Overall Ceiling as per the Act |        |                        |
|   |  | Fee for attending board / committee meetings  | Commission  | others  | Fee for attending board/ committee meetings |              | Commission                    | others |                                |        |                        |
| 1   | Mr. Anish Vaid                             | <b>NIL</b>  |   |   |   |              |                               |        |                                |        |                        |
| 2   | Mr. Sunil Mittal                           |   |   |   |   |              |                               |        |                                |        |                        |
| C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD     |  |   |   |   |   |              |                               |        |                                |        |                        |
| SN  | Name of MD/WTD/ Manager                    | Gross salary  |   |   | Stock Option                                | Sweat Equity | Commission                    |        | Others                         | Total  |                        |
|   |  | (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 |   |              | as % of profit                | others |                                |        |                        |
| 1   | Devendra Singh Kushwah (Company Secretary) | -   | -   | -   | -   | -            | -                             | -      | -                              | -      |                        |
| 2   | Sunit Jain (Chief Financial Officer)       | -   | -   | -   | -   | -            | -                             | -      | -                              | -      |                        |
|   | <b>TOTAL</b>                               | -   | -   | -   | -   | -            | -                             | -      | -                              | -      |                        |

| VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES : |                              |                    |   |                              |                                    |
|--|------------------------------|--------------------|---|------------------------------|------------------------------------|
| Type   | Section of the Companies Act | Details of Penalty | Brief Description /Punishment/ Compounding fees imposed | Authority [RD / NCLT/ COURT] | Appeal made, if any (give Details) |
| A. COMPANY   |                              |                    |   |                              |                                    |
| Penalty  |                              |                    |   |                              |                                    |
| Punishment   |                              |                    |   |                              |                                    |
| Compounding  |                              |                    |   |                              |                                    |
| B. DIRECTORS   |                              |                    |   |                              |                                    |
|  |                              |                    |   |                              |                                    |
| Penalty  |                              |                    |   |                              |                                    |
| Punishment   |                              |                    |   |                              |                                    |
| Compounding  |                              |                    |   |                              |                                    |
| <b>C. OTHER OFFICERS IN DEFAULT</b>                    |                              |                    |   |                              |                                    |
| Penalty  |                              |                    |   |                              |                                    |
| Punishment   |                              |                    |   |                              |                                    |
| Compounding  |                              |                    |   |                              |                                    |

**NIL**

BY ORDER OF THE BOARD  
FOR SAMYAK INTERNATIONAL LIMITED  
[CIN: L67120MH1994PLC225907]

PLACE: MUMBAI  
DATE: 13th August, 2016

SUDHIR JAIN  
(DIN:00046442)  
MANAGING DIRECTOR

SHANTILAL JAIN  
(DIN : 00469834)  
WHOLE TIME DIRECTOR

## ANNEXURE D

| Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): |                                     |                  |                               |            |   |                    |   |                                 |
|--|-------------------------------------|------------------|-------------------------------|------------|---|--------------------|---|---------------------------------|
| SN   | For Each of the Top 10 Shareholders | Folio no         | Name Of Shareholder's         | As on DATE | No. of Shares held at the beginning of the year |                    | Cumulative Shareholding during the year |                                 |
|  |                                     |                  |                               |            | No. of Shares                                   | % of Total Company | No. of Shares                           | % of total share of the company |
| 1  | At the beginning of the year        | 1201750000526276 | CURIC GLASS PRIVATE LIMITED   | 01/04/2015 | 0   | 0                  | 0                                       | 0                               |
|  |                                     |                  |                               | 10/07/2015 | 22000   | 0.35               | 22000                                   | 0.35                            |
|  |                                     |                  |                               | 17/07/2015 | 24422   | 0.39               | 46422                                   | 0.74                            |
|  |                                     |                  |                               | 24/07/2015 | 1465  | 0.02               | 47887                                   | 0.77                            |
|  |                                     |                  |                               | 31/07/2015 | 6501  | 0.10               | 54388                                   | 0.87                            |
|  |                                     |                  |                               | 07/08/2015 | 1800  | 0.03               | 56188                                   | 0.90                            |
|  |                                     |                  |                               | 14/08/2015 | 1501  | 0.02               | 57689                                   | 0.92                            |
|  |                                     |                  |                               | 21/08/2015 | 1800  | 0.03               | 59489                                   | 0.95                            |
|  |                                     |                  |                               | 28/08/2015 | 22203   | 0.36               | 81692                                   | 1.31                            |
|  |                                     |                  |                               | 04/09/2015 | 700   | 0.01               | 82392                                   | 1.32                            |
|  |                                     |                  |                               | 30/10/2015 | 66945   | 1.07               | 149337                                  | 2.39                            |
|  |                                     |                  |                               | 22/01/2016 | 690   | 0.01               | 150027                                  | 2.40                            |
|  |                                     |                  |                               | 29/01/2016 | 475   | 0.01               | 150502                                  | 2.41                            |
|  |                                     |                  |                               | 05/02/2016 | (1705)  | 0.03               | 148797                                  | 2.38                            |
|  |                                     |                  |                               | 12/02/2016 | 2070  | 0.03               | 150867                                  | 2.41                            |
|  |                                     |                  |                               | 19/02/2016 | 1897  | 0.03               | 152764                                  | 2.45                            |
|  |                                     |                  |                               | 26/02/2016 | 263   | 0.00               | 153027                                  | 2.45                            |
|  |                                     |                  |                               | 04/03/2016 | 302   | 0.00               | 153329                                  | 2.45                            |
|  |                                     |                  |                               | 11/03/2016 | 1100  | 0.02               | 154429                                  | 2.47                            |
|  |                                     |                  |                               | 18/03/2016 | 5560  | 0.09               | 159989                                  | 2.56                            |
|  |                                     |                  |                               | 25/03/2016 | (800)   | 0.01               | 159189                                  | 2.55                            |
|  | At the End of the year              |                  |                               | 31/03/2016 | 900   | 0.01               | 160089                                  | 2.56                            |
| 2  | At the beginning of the year        | 1203330000700023 | SUHANS CAPITAL MARKET PVT LTD | 01/04/2015 | 50000   | 0.80               | 50000                                   | 0.80                            |
|  |                                     |                  |                               | 10/04/2015 | (5000)  | 0.08               | 45000                                   | 0.72                            |
|  |                                     |                  |                               | 17/04/2015 | 67800   | 1.09               | 112800                                  | 1.81                            |
|  |                                     |                  |                               | 01/05/2015 | (50)  | 0.00               | 112750                                  | 1.80                            |
|  |                                     |                  |                               | 15/05/2015 | 2000  | 0.03               | 114750                                  | 1.84                            |
|  |                                     |                  |                               | 22/05/2015 | 74467   | 1.19               | 189217                                  | 3.03                            |
|  |                                     |                  |                               | 29/05/2015 | 2856  | 0.05               | 192073                                  | 3.07                            |
|  |                                     |                  |                               | 05/06/2015 | 2450  | 0.04               | 194523                                  | 3.11                            |
|  |                                     |                  |                               | 12/06/2015 | 33  | 0.00               | 194556                                  | 3.11                            |
|  |                                     |                  |                               | 19/06/2015 | 2145  | 0.03               | 196701                                  | 3.15                            |
|  |                                     |                  |                               | 26/06/2015 | 2119  | 0.03               | 198820                                  | 3.18                            |
|  |                                     |                  |                               | 30/06/2015 | 14  | 0.00               | 198834                                  | 3.18                            |

| Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) : |                                     |                  |                       |            |   |                    |   |                                 |
|---|-------------------------------------|------------------|-----------------------|------------|---|--------------------|---|---------------------------------|
| SN  | For Each of the Top 10 Shareholders | Folio no         | Name Of Shareholder's | As on DATE | No. of Shares held at the beginning of the year |                    | Cumulative Shareholding during the year |                                 |
|   |                                     |                  |                       |            | No. of Shares                                   | % of Total Company | No. of Shares                           | % of total share of the company |
|   |                                     |                  |                       | 03/07/2015 | 15  | 0.00               | 198849                                  | 3.18                            |
|   |                                     |                  |                       | 10/07/2015 | (19238)   | 0.31               | 179611                                  | 2.88                            |
|   |                                     |                  |                       | 17/07/2015 | (23000)   | 0.37               | 156611                                  | 2.51                            |
|   |                                     |                  |                       | 24/07/2015 | (600)   | 0.01               | 156011                                  | 2.50                            |
|   |                                     |                  |                       | 31/07/2015 | (200)   | 0.00               | 155811                                  | 2.49                            |
|   |                                     |                  |                       | 28/08/2015 | (15700)   | 0.25               | 140111                                  | 2.24                            |
|   |                                     |                  |                       | 11/09/2015 | (18000)   | 0.29               | 122111                                  | 1.95                            |
|   |                                     |                  |                       | 30/09/2015 | (12000)   | 0.19               | 110111                                  | 1.76                            |
|   | At the End of the year              |                  |                       | 31/03/2016 | 0   | 0.00               | 110111                                  | 1.76                            |
| 3   | At the beginning of the year        | IN30226913227964 | SUNIL KUMAR TRIVEDI   | 01/04/2015 | 153217  | 2.45               | 153217                                  | 2.45                            |
|   | At the End of the year              |                  |                       | 31/03/2016 | 0   | 0.00               | 153217                                  | 2.45                            |
| 4   | At the beginning of the year        | IN30076510047693 | SUNITA GARG           | 01/04/2015 | 180000  | 2.88               | 180000                                  | 2.88                            |
|   | At the End of the year              |                  |                       | 31/03/2016 | 0   | 0.00               | 180000                                  | 2.88                            |
| 5   | At the beginning of the year        | IN30076510047685 | TIKAM CHAND GARG      | 01/04/2015 | 180000  | 2.88               | 180000                                  | 2.88                            |
|   | At the End of the year              |                  |                       | 31/03/2016 | 0   | 0.00               | 180000                                  | 2.88                            |
| 6   | At the beginning of the year        | IN30076510047644 | VISHNU KUMAR GARG     | 01/04/2015 | 180000  | 2.88               | 180000                                  | 2.88                            |
|   | At the End of the year              |                  |                       | 31/03/2016 | 0   | 0.00               | 180000                                  | 2.88                            |
| 7   | At the beginning of the year        | IN30076510132948 | PREMLATA GARG         | 01/04/2015 | 180000  | 2.88               | 180000                                  | 2.88                            |
|   | At the End of the year              |                  |                       | 31/03/2016 | 0   | 0.00               | 180000                                  | 2.88                            |
| 8   | At the beginning of the year        | IN30177412321926 | TILAK RAJ SHARMA      | 01/04/2015 | 300000  | 4.80               | 300000                                  | 4.80                            |
|   | At the End of the year              |                  |                       | 31/03/2016 | 0   | 0.00               | 300000                                  | 4.80                            |
| 9   | At the beginning of the year        | IN30076510067167 | RAJESH GARG           | 01/04/2015 | 180000  | 2.88               | 180000                                  | 2.88                            |
|   | At the End of the year              |                  |                       | 31/03/2016 | 0   | 0.00               | 180000                                  | 2.88                            |
| 10  | At the beginning of the year        | 0001666          | ANOOP VAZIRANI        | 01/04/2015 | 175800  | 2.81               | 175800                                  | 2.81                            |
|   | At the End of the year              |                  |                       | 31/03/2016 | 0   | 0.00               | 175800                                  | 2.81                            |

| Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): |                                     |                  |                       |            |   |                    |   |                                 |
|--|-------------------------------------|------------------|-----------------------|------------|---|--------------------|---|---------------------------------|
| SN   | For Each of the Top 10 Shareholders | Folio no         | Name Of Shareholder's | As on DATE | No. of Shares held at the beginning of the year |                    | Cumulative Shareholding during the year |                                 |
|  |                                     |                  |                       |            | No. of Shares                                   | % of Total Company | No. of Shares                           | % of total share of the company |
| 11   | At the beginning of the year        | IN30177413723260 | REKHA SHARMA          | 01/04/2015 | 250000  | 4.00               | 250000                                  | 4.00                            |
|  | At the End of the year              |                  |                       | 31/03/2016 | 0   | 0.00               | 250000                                  | 4.00                            |
| 12   | At the beginning of the year        | 0001668          | MADHUKAR PATIL        | 01/04/2015 | 175800  | 2.81               | 175800                                  | 2.81                            |
|  | At the End of the year              |                  |                       | 31/03/2016 | 0   | 0.00               | 175800                                  | 2.81                            |

BY ORDER OF THE BOARD  
FOR SAMYAK INTERNATIONAL LIMITED  
[CIN: L67120MH1994PLC225907]

PLACE: MUMBAI  
DATE: 13th August, 2016

SUDHIR JAIN  
(DIN:00046442)  
MANAGING DIRECTOR

SHANTILAL JAIN  
(DIN : 00469834)  
WHOLE TIME DIRECTOR

**ANNEXURE IV  
DECLARATION OF INDEPENDENCE**

To,  
The Board of Directors,  
SAMYAK INTERNATIONAL LIMITED  
Mumbai, Maharashtra- 400080

Dear Sirs,

**Sub.: Declaration pursuant to Section 149 of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

I, **Anish Vaid**, hereby certify that I am a Non-executive Independent Director of Samyak International Limited and comply with all the criteria of independent director as envisaged in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013.

**I certify that:**

- a. I am not or was not a promoter of the Company or its holding and/or ultimate holding, subsidiary(ies) or associate company(ies);
- b. I am not or was not related to promoters or directors in the Company, its holding and/or ultimate holding, subsidiary(ies) or associate company(ies);
- c. I have no pecuniary relationship with the Company, its holding and/or ultimate holding, subsidiary(ies) or associate company(ies), or their promoters, or directors during the current financial year and did not have any pecuniary relationship with the above during the two immediately preceding financial years;
- d. None of my relatives have / had any pecuniary relationship or transaction with the Company, holding company and/or ultimate holding, subsidiary(ies) or associate company(ies), or their promoters, or directors, amounting to two per cent or more of the gross turnover or total income of the said company(ies) or fifty lakh rupees, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- e. I or my relatives -
  - (i) do not hold or have held the position of a key managerial personnel or are or have been employee of the Company or its holding and/or ultimate holding, subsidiary(ies) or associate company(ies) in any of the preceding three financial years;
  - (ii) are not or have not been an employee or proprietor or a partner, in preceding three financial years of—
    - (A) a firm of auditors or company secretaries in practice or cost auditors of the Company or its holding and/or ultimate holding, subsidiary(ies) or associate company(ies); or
    - (B) any legal or a consulting firm that has or had any transaction with the Company, its holding and/or ultimate holding, subsidiary(ies) or associate company(ies) amounting to ten per cent or more of the gross turnover of such firm;
  - (iii) do not hold two per cent or more of the total voting power of the Company, either individually or together;
  - (iv) do not occupy the post of a Chief Executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent or more of its receipts from the Company, any of the promoters, directors or the holding and/or ultimate holding, subsidiary(ies) or associate company(ies) or that holds two per cent or more of the total voting power of the Company;
  - (v) are not or have not been a material supplier, service provider or customer or a lessor or lessee of the Company.
- f. I possess the necessary qualifications prescribed under Rule 5 of Companies (Appointment and Qualification of Directors) Rules, 2014.
- g. I have completed the age of twenty-one years.

**DECLARATION**

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

**Name: Anish Vaid**  
**DIN: 2444114**  
**Date: 13-08-2016**  
**Place: Indore**

To,  
The Board of Directors,  
SAMYAK INTERNATIONAL LIMITED  
Mumbai, Maharashtra- 400080

Dear Sirs,

**Sub.: Declaration pursuant to Section 149 of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

I, **Sunil Kumar Mittal**, hereby certify that I am a Non-executive Independent Director of Samyak International Limited and comply with all the criteria of independent director as envisaged in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013.

**I certify that:**

- a. I am not or was not a promoter of the Company or its holding and/or ultimate holding, subsidiary(ies) or associate company(ies);
- b. I am not or was not related to promoters or directors in the Company, its holding and/or ultimate holding, subsidiary(ies) or associate company(ies);
- c. I have no pecuniary relationship with the Company, its holding and/or ultimate holding, subsidiary(ies) or associate company(ies), or their promoters, or directors during the current financial year and did not have any pecuniary relationship with the above during the two immediately preceding financial years;
- d. None of my relatives have / had any pecuniary relationship or transaction with the Company, holding company and/or ultimate holding, subsidiary(ies) or associate company(ies), or their promoters, or directors, amounting to two per cent or more of the gross turnover or total income of the said company(ies) or fifty lakh rupees, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- e. I or my relatives—
  - (i) do not hold or have held the position of a key managerial personnel or are or have been employee of the Company or its holding and/or ultimate holding, subsidiary(ies) or associate company(ies) in any of the preceding three financial years;
  - (ii) are not or have not been an employee or proprietor or a partner, in preceding three financial years of—
    - (A) a firm of auditors or company secretaries in practice or cost auditors of the Company or its holding and/or ultimate holding, subsidiary(ies) or associate company(ies); or
    - (B) any legal or a consulting firm that has or had any transaction with the Company, its holding and/or ultimate holding, subsidiary(ies) or associate company(ies) amounting to ten per cent or more of the gross turnover of such firm;
  - (iii) do not hold two per cent or more of the total voting power of the Company, either individually or together;
  - (iv) do not occupy the post of a Chief Executive or director, by whatever name called, of any non-profit organization that receives twenty-five per cent or more of its receipts from the Company, any of the promoters, directors or the holding and/or ultimate holding, subsidiary(ies) or associate company(ies) or that holds two per cent or more of the total voting power of the Company;
  - (v) are not or have not been a material supplier, service provider or customer or a lessor or lessee of the Company.
- f. I possess the necessary qualifications prescribed under Rule 5 of Companies (Appointment and Qualification of Directors) Rules, 2014.
- g. I have completed the age of twenty-one years.

**DECLARATION**

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

**Name: Sunil Kumar Mittal**  
**DIN: 05151867**  
**Date: 13-08-2016**  
**Place: Indore**

**ANNEXURE V**

Form No. MR-3

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR 31st MARCH 2016**

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

To,  
The Members,  
**SAMYAK INTERNATIONAL LIMITED**  
CIN- L67120MH1994PLC225907  
Registered Office: -A/12-10, "APURVA",  
L.B.S MargMulund (W), Mumbai  
Maharashtra- 400080

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

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

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Samyak International Limited** ("the Company") for the financial year ended on 31<sup>st</sup> March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(not applicable to the company during the audit period)**
- (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 and the securities & exchange board of India (Prohibition of Insider Trading) Regulations, 2015, in so far as they are made applicable from time to time.
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(not applicable to the company during the audit period)**
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(not applicable to the company during the audit period)**
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(not applicable to the company during the audit period)**
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **(not applicable to the company during the audit period)**
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Which is not applicable to the company during the audit period)**



(vi) I have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable Acts, laws and Regulations to the Company. The laws, regulations, directions, orders applicable specifically to the Company are as follow.

As informed by the management and details produced before us that, no other law applicable to the company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. Which made applicable from 1st July 2015.
- (ii) The Listing Agreements entered into by the Company with BSE & SEBI (Listing obligations the listing agreements on trade into by the company with BSE & SEBI (Listing obligations & disclosure require) Regulations, 2015 (in so far as they are made applicable from time to time).

I further report that I have not reviewed the applicable financial laws (direct and indirect tax laws) since the same have been subject to review and audit by the Statutory Auditors of the Company.

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

**I further report that**

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

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

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

**I further report that** during the audit period, there were no instances of:

- (i) Public/Rights/Preferential issue of Shares/debentures/ sweat equity.
- (ii) Redemption/buy-back of securities.
- (iii) Merger/ amalgamation/ reconstruction etc.
- (iv) Foreign technical collaborations.

**Annexure-A**

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

Date : 13 August 2016  
Place : Mumbai

**CS Priyanka Jain**

Practicing Company Secretary  
Membership No. 35712  
Certificate of Practice No. 13522

**ANNEXURE VI  
NOMINATION & REMUNERATION POLICY**

**I. Composition**

| Sr. No. | Name               | Designation in Committee |
|---------|--------------------|--------------------------|
| 1.      | Mr. Anish Vaid     | Chairman                 |
| 2.      | Mr. Mahesh Agrawal | Member                   |
| 3.      | Mr. Shantilal Jain | Member                   |

Mr. Mahesh Agrawal (Non-executive & independent director) resigned from the post of directorship on 12 Feb. 2016 & Mr. Sunil Kumar Mittal was appointed as member of the committee.

**ii. Terms of reference:**

The terms of reference / powers of the Remuneration Committee are as under:

- Administration and superintendence of Employee Stock Option Scheme (ESOS).
- Formulation of the detailed terms and conditions of the ESOS.
- Grant of stock options.
- Recommendation for fixation and periodic revision of compensation of the Managing Director and Executive Directors to the Board for approval.
- Review and approve compensation policy (including performance bonus, incentives, perquisites and benefits) for senior management personnel.

iii. The Company does not have any employee stock option scheme.

**iv. Remuneration Policy:**

The Remuneration Policy of the Company for managerial personnel is primarily based on the following criteria:

- Performance of the Company.
- Track record, potential and performance of individual managerial personnel.
- External competitive environment.

**v. Remuneration of Directors:**

Remuneration of Executive Directors is decided by the Board, based on the recommendations of the Remuneration Committee as per the remuneration policy of the Company, within the ceilings fixed by the shareholders.

**Remuneration of the Executive Directors for the year ended 31st March, 2016, was as follows:** (Amount in Rs.)

| Particulars   | 2015-16          | 2014-15         | 2013-14         |
|---|------------------|-----------------|-----------------|
| Salary And Allowances   | 10,20,000        | 9,00,000        | 9,00,000        |
| Contribution to PF,<br>Superannuation<br>and Gratuity Funds (Rs.) | -                | -               | -               |
| Commission (Rs.)  | -                | -               | -               |
| <b>TOTAL</b>  | <b>10,20,000</b> | <b>9,00,000</b> | <b>9,00,000</b> |

**vi. Remuneration to Non-Executive Directors:**

During the year ended 31st March, 2016, the Company has not paid any remuneration either in the form of commission or sitting fee to its non-executive Directors.

**ANNEXURE VII****Form AOC-I**

(Pursuant to first proviso to sub-section (3) of section 129  
read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

**Part "A": Subsidiaries**

(Information in respect of each subsidiary to be presented with amounts in Rupees )

|    |   |                                      |
|----|---|--------------------------------------|
| 1  | Sr. No.   | 01                                   |
| 2  | Name of the subsidiary  | ALPHA TAR INDUSTRIES PVT. LTD.       |
| 3  | Reporting period for the subsidiary concerned,<br>if different from the holding company's reporting period                      | From April 1, 2015 to March 31, 2016 |
| 4  | Reporting currency and Exchange rate as on the last date<br>of the relevant Financial year in the case of foreign subsidiaries. | NA                                   |
| 5  | Share capital   | Rs. 5000000/-                        |
| 6  | Reserves & surplus  | Rs. 2659745/-                        |
| 7  | Total assets  | Rs.39974432/-                        |
| 8  | Total Liabilities   | Rs.39974432/-                        |
| 9  | Investments   | NIL                                  |
| 10 | Turnover  | Rs. 64921006/-                       |
| 11 | Profit before taxation  | Rs. 600986/-                         |
| 12 | Provision for taxation  | Rs. 147974/-                         |
| 13 | Profit after taxation   | Rs. 453012/-                         |
| 14 | Proposed Dividend   | NOT APPLICABLE                       |
| 15 | % of shareholding   | 99.60%                               |

**Notes:**

There is no other subsidiary company except Alpha Tar Industries Pvt. Ltd.

BY ORDER OF THE BOARD  
FOR SAMYAK INTERNATIONAL LIMITED  
[CIN: L67120MH1994PLC225907]

PLACE: MUMBAI  
DATE: 13th August, 2016

SUDHIR JAIN  
(DIN:00046442)  
MANAGING DIRECTOR

SHANTILAL JAIN  
(DIN : 00469834)  
WHOLE TIME DIRECTOR

**ANNEXURE VIII**

**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 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

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

| SN                   | Name(s) of the related party and nature of relationship | Nature of contracts /arrangements/ transactions | Duration of the contracts / arrangements / transactions | Salient terms of the contracts or arrangements or transactions including the value, if any | Justification for entering into such contracts or arrangements or transactions | Date(s) of approval by the Board | Amount paid as advances, if any | Date on which the special resolution was passed in general meeting as required under first proviso to Section 188 |
|----------------------|---|---|---|--|--|----------------------------------|---------------------------------|---|
| No such transactions |   |   |   |  |  |                                  |                                 |   |

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

| S No. | Name(s) of the related party and nature of relationship | Nature of contracts / arrangements / transactions | Nature of Relation | Duration of the contracts / arrangements / transactions | Salient terms of the contracts or arrangements or transactions including the value, if any | Date(s) of approval by the Board, if any | Amount paid as advances, if any (Rs. in Lacs) |
|-------|---|---|--------------------|---|--|--|---|
| 1     | Aadi Chemtrade Pvt. Ltd.                                | Purchase  | Relative/ Director | --  | --   |  | 32.33   |
|       |   | Sales   |                    | --  | --   |  | 612.52  |
|       |   | Assest Purchase                                   |                    | --  | --   |  | 162.75  |
| 2     | Alpha Tar Industries Pvt. Ltd.                          | Purchase  | Subsidiary         | --  | --   |  | 120.39  |
|       |   | Sales   |                    | --  | --   |  | 15.48   |
| 3     | Samyak Eco Fuel Pvt. Ltd.                               | Purchase  | Relative/ Director | --  | --   |  | 62.85   |
|       |   | Sales   |                    | --  | --   |  | --  |

**BY ORDER OF THE BOARD  
FOR SAMYAK INTERNATIONAL LIMITED  
[CIN: L67120MH1994PLC225907]**

PLACE: MUMBAI  
DATE: 13th August, 2016

SUDHIR JAIN  
(DIN:00046442)  
MANAGING DIRECTOR

SHANTILAL JAIN  
(DIN : 00469834)  
WHOLE TIME DIRECTOR

**DECLARATION FOR CODE OF CONDUCT**

I, Mr. Sudhir Jain, Managing Director of Samyak International Limited, hereby declare that all the members of the Board of Directors and the Senior Management personnel have affirmed compliance with the Code of Conduct, applicable to them as laid down by the Board of Directors in terms of Regulation 34(3) of listing (obligation & disclosure requirement) Regulation, 2015 entered into with the Stock Exchanges, for the year ended March 31, 2016.

**BY ORDER OF THE BOARD  
FOR SAMYAK INTERNATIONAL LIMITED  
[CIN:L67120MH1994PLC225907]**

**PLACE : MUMBAI  
DATE : 13th August, 2016**

**SUDHIR JAIN  
(DIN:00046442)  
MANAGING DIRECTOR**

**AUDITOR'S CERTIFICATE**

We have examined the compliance of the conditions of the Corporate Governance by Samyak International Limited for the year ended 31st March, 2016 as stipulated in Regulation 34(3) of listing (obligation & disclosure requirement) Regulation, 2015 with the Stock Exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 34(3) of listing (obligation & disclosure requirement) Regulation, 2015. As informed to us, the records relating to investor grievances pending against the Company, if any, is maintained by the Registrar and Share Transfer Agent of the Company, who have certified that as at 31st March, 2016, no grievance was unattended / pending for more than 30 days.

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

**FOR BHARAT NEEMA & CO.  
CHARTERED ACCOUNTANTS**

**PLACE: MUMBAI  
DATE: 13th August, 2016**

**CA. BHARAT NEEMA  
PROPRIETOR  
MEMBERSHIP NO.074810**

## Independent Auditors' Report

TO  
THE MEMBERS OF  
SAMYAK INTERNATIONAL LIMITED  
Mumbai

### Report on the Financial Statements

We have audited the accompanying financial statements of SAMYAK INTERNATIONAL LIMITED ('the Company'), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including

The Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditors' Responsibility

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and 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 true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, 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 March 31, 2016, and its profit and its cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
  
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164(2) of the Act.
  - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 23(A)(i) to the financial statements.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts required to be transferred, to the Investor Education and Protection Fund by the Company.

**For BHARAT NEEMA & CO.  
Chartered Accountants**

**Place : Mumbai  
Date : 30th May, 2016**

**BHARAT NEEMA  
Proprietor  
(Membership No.074810)**

**Annexure to the Independent Auditors' Report**

**(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

- (i) In respect of its fixed assets:
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
  - (b) The Company has a program of verification of fixed assets to cover all the items in a phased manner over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, the management is in the process of carrying out the physical verification and reconciling the same with the book records. Material discrepancies, if any, between the book records and the physical verification would be dealt with on completion of such reconciliation.
- (ii) In respect of its inventories:
  - (a) As explained to us, the inventories were physically verified during the year by the management at reasonable intervals.
  - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management were reasonable and adequate in relation to the size of the Company and the nature of its business.
  - (d) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
- (iii) The Company has not granted loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013.
- (iv) In our opinion and according to the information and explanations given to us, having regard to the explanations that some of the items purchased are of special nature and suitable alternative sources are not readily available for obtaining comparable quotations, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of inventory and fixed assets and the sale of goods and services. During the course of our audit, we have not observed any major weakness in such internal control system.
- (v) According to the information and explanations given to us, the Company has not accepted any deposit during the year. In respect of unclaimed deposits, the Company has complied with the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013.
- (vi) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended and prescribed by the Central Government under sub-section (1) of the Section 148 of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) According to the information and explanations given to us in respect of statutory dues:
  - (a) The Company has been generally regular in depositing undisputed statutory dues, including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, value added tax, cess and other material statutory dues applicable to it with the appropriate authorities.
  - (b) There were no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues in arrears as at March 31, 2015 for a period of more than six months from the date they became payable except.



| <b>Name of statute</b> | <b>Nature of Dues</b> | <b>Amount</b> | <b>Financial Year</b> | <b>Forum where dispute is pending</b> |
|------------------------|-----------------------|---------------|-----------------------|---------------------------------------|
| MP VAT TAX             | Entry tax & Penalty   | 573286        | 2011-12               | Commissioner of Appeals               |
| MP VAT TAX             | CST and Penalty       | 122484        | 2011-12               | Commissioner of Appeals               |
| MP VAT TAX             | Entry tax & Penalty   | 224658        | 2012-13               | Commissioner of Appeals               |
| MP VAT TAX             | VAT and Penalty       | 1819628       | 2012-13               | Commissioner of Appeals               |
| MP VAT TAX             | ET and Penalty        | 79238         | 2013-14               | Commissioner of Appeals               |
| MP VAT TAX             | CST and Penalty       | 624326        | 2013-14               | Commissioner of Appeals               |
| MP VAT TAX             | VAT and Penalty       | 700140        | 2013-14               | Commissioner of Appeals               |

- (c) There are no amounts pending to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under.
- (viii) There are no accumulated losses of the Company at the end of the financial year and the Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to financial institutions and banks. The Company has not issued any debentures.
- (x) According to the information and explanations given to us, the Company has not given guarantees for loans taken by others from banks and financial institutions.
- (xi) In our opinion and according to the information and explanations given to us, the term loans have been applied by the Company during the year for the purposes for which they were obtained.
- (xii) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

**For BHARAT NEEMA & CO.**  
Chartered Accountants

**BHARAT NEEMA**  
Proprietor  
(Membership No. 07474810)

Place : Mumbai  
Date : 30th May, 2016

**BA LANCE SHEET AS ON 31st MARCH 2016**

| PARTICULARS                    | Note No. | AS AT<br>31.03.2016<br>(Rs.) | AS AT<br>31.03.2015<br>(Rs.) |
|--------------------------------|----------|------------------------------|------------------------------|
| <b>EQUITY AND LIABILITIES</b>  |          |                              |                              |
| <b>Share holder's Funds</b>    |          |                              |                              |
| Share Capital                  | 2        | 62472000                     | 62472000                     |
| Reserve and Surplus            | 3        | 58242611                     | 55924104                     |
| <b>Non-Current Liabilities</b> |          |                              |                              |
| Long-term borrowings           | 4        | 1843891                      | 375679                       |
| Deferred tax liabilities       |          | --                           | --                           |
| <b>Current Liabilities</b>     |          |                              |                              |
| Short-term borrowings          | 5        | 727650                       | 6011150                      |
| Trade Payable                  | 6        | 113005305                    | 54020040                     |
| Short-term provisions          | 7        | 931971                       | 1394073                      |
| <b>Total</b>                   |          | <u>237223428</u>             | <u>180197046</u>             |
| <b>Assets</b>                  |          |                              |                              |
| <b>Non-current assets</b>      |          |                              |                              |
| Fixed assets                   |          |                              |                              |
| Tangible assets                | 8        | 3040043                      | 2032618                      |
| Non-current investments        | 9        | 76734290                     | 59860500                     |
| <b>Current assets</b>          |          |                              |                              |
| Inventories                    | 10       | 26486182                     | 41680105                     |
| Trade receivables              | 11       | 69135515                     | 37554255                     |
| Cash and cash equivalents      | 12       | 2553155                      | 379098                       |
| Short-term loans and advances  | 13       | 58883544                     | 38234655                     |
| Miscellaneous Expenditure      | 14       | 390699                       | 455815                       |
| <b>Total</b>                   |          | <u>237223428</u>             | <u>180197046</u>             |

SIGNIFICANT ACCOUNTING POLICIES AND OTHER NOTES "1-21"  
See accompanying notes 1 to 21 are integral part of the financial statements.

for and on behalf of the Board of  
Samyak International Ltd.

As per our report of even date attached

For **BHARAT NEEMA & Co.**

Chartered Accountants

(Firm Registration No. 006059C)

sd/-

**SUDHIR JAIN**

Managing Director

DIN - 00046442

sd/-

**SHANTILAL JAIN**

Director

DIN - 00469834

sd/-

**SUNIT JAIN**

Chief Financial Officer

sd/-

**CS DEVENDRA SINGH KUSHWAH**

Company Secretary

Place : Mumbai

Date : 30th May 2016

**PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31st MARCH 2016**

| PARTICULARS                          | Note No.<br>(Rs.) | Year Ended on<br>31.03.2016<br>(Rs.) | Year Ended on<br>31.03.2015 |
|--------------------------------------|-------------------|--------------------------------------|-----------------------------|
| <b>INCOME</b>                        |                   |                                      |                             |
| Revenue from operations              | 15                | 275789155                            | 257769999                   |
| Other Income                         | 16                | 2973357                              | 5662940                     |
| Total Revenue                        |                   | <u>278762512</u>                     | <u>263432939</u>            |
| <b>EXPENDITURE</b>                   |                   |                                      |                             |
| Purchase & Purchase Expenses         |                   | 253055278                            | 282076175                   |
| Changes in inventories of finished   |                   | 15193923                             | (25688532)                  |
| Employee benefit expenses            | 17                | 2877579                              | 2560135                     |
| Adminstration & other expenses       | 18                | 3392260                              | 3198156                     |
| Other borrowing cost                 | 19                | 381264                               | 203736                      |
| Depreciation & amortization Expenses | 8                 | 560260                               | 310819                      |
| Miscellaneous Expenses               | 20                | 65116                                | 65116                       |
| Total Expenses                       |                   | <u>275525679</u>                     | <u>262725605</u>            |
| Profit/Loss before tax               |                   | 3236833                              | 707334                      |
| Earlier year Expenses                |                   | --                                   | 236299                      |
| Tax expense                          |                   |                                      |                             |
| (1) Current tax                      |                   | 900000                               | --                          |
| (2) Deffered Assest                  |                   | 18325                                | 189                         |
| Profit/Loss for the year             |                   | 2318508                              | 470846                      |
| Earning per share (Basic)            |                   | 0.37                                 | 0.07                        |
| Earning per share (Dilauted)         |                   | 0.37                                 | 0.07                        |

SIGNIFICANT ACCOUNTING POLICIES AND OTHER NOTES "1-21"  
See accompanying notes 1 to 21 are integral part of the financial statements.

for and on behalf of the Board of  
Samyak International Ltd.

As per our report of even date attached

For **BHARAT NEEMA & Co.**

Chartered Accountants

(Firm Registration No. 006059C)

**CA Bharat Neema**

Proprietor

Membership No. 074810

Place : Mumbai

Date : 30th May 2016

**sd/-**

**SUDHIR JAIN**

Managing Director

DIN - 00046442

**sd/-**

**SHANTILAL JAIN**

Director

DIN - 00469834

**sd/-**

**SUNIT JAIN**

Chief Financial Officer

**sd/-**

**CS DEVENDRA SINGH KUSHWAH**

Company Secretary

**Note No. 1**

Accounting policies and notes forming part of the Balance Sheet and Profit and Loss Account for the year ended 31st March, 2016.

**[A] SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS (CIN No. L67120MH1994PLC225907) :**

**i. Corporate Information :-**

Samyak International Limited (the company) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 2013. Its shares are listed on two stock exchanges in India. The company is engaged in the trading in petroleum product and other commodities. The company caters to domestic markets only. Company is having Registered Office in Mumbai and Corporate Office at Indore, books are kept at Corporate Office.

**ii. Basic of Preparation :-**

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act")/Companies Act, 1956 ('the 1956 Act'), as applicable. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

**iii. Revenue Recognition :-**

1. Income, Expenditure and debit & credit notes are generally recognized on accrual basis except tax demand which is recognized on Cash basis.
2. Company is a trading Company, during the financial year it has executed trade in various commodities as well as in Shares.
3. Interest and other income has been recognised on Accrual basis.
4. Company is having Head Office at Mumbai, all the accounts of the Head Office has been merged at the end of the year

**iv. Fixed Assets :- Tangible**

Fixed Assets are stated at Cost less depreciation.

**v. Depreciation :-**

1. **Depreciation on Fixed Assets :-** Depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 recalculated as per new norms and accounted for accordingly.

**vi. Investments/Stock in Trade :-**

1. Investments are classified as long term and Current. Long term investments are carried at cost less provision for other than temporary diminution, if any, in value of such investments. Current investment are carried at lower of cost and fair value.
2. Stock in trade of the scrips have been maintained on the basis of first in first out method.
3. **Inventories :** Closing stock of various commodities is Rs.240.43 Lacs and closing stock of share is Rs.24.43 Lacs.
4. **Borrowing Cost :** Borrowing cost i.e. interest on vehicle loans are recognised as revenue expenditure.



**SCHEDULES FORMING PART OF THE BALANCE SHEET AS ON 31st MARCH 2016**

| <b>PARTICULARS</b>                      | <b>AS AT<br/>31.03.2016<br/>(Rs.)</b> | <b>AS AT<br/>31.03.2015<br/>(Rs.)</b> |
|---|---------------------------------------|---------------------------------------|
| <b>Note No. 4</b>                       |                                       |                                       |
| <b>Long term Borrowings</b>             |                                       |                                       |
| <b>Secured</b>                          |                                       |                                       |
| Short Term borrowings                   | 1140084                               | 375679                                |
| Long Term borrowings                    | 703807                                | --                                    |
| <b>Total</b>                            | 1843891                               | 375679                                |
| <br><b>Note No. 5</b>                   |                                       |                                       |
| <b>Short term borrowings</b>            |                                       |                                       |
| Loans repaybles on demand               |                                       |                                       |
| From banks                              | --                                    | --                                    |
| From others                             | --                                    | 2061150                               |
| Loans and advances from related parties | 727650                                | 3950000                               |
| <b>Total</b>                            | 727650                                | 6011150                               |
| <br><b>Note No. 6</b>                   |                                       |                                       |
| <b>Other current liabilities</b>        |                                       |                                       |
| Trade payable                           |                                       |                                       |
| More than six months                    | 26960480                              | 23725147                              |
| Less than six months                    | 86044825                              | 30294893                              |
| <b>Total</b>                            | 113005305                             | 54020040                              |
| <br><b>Note No. 7</b>                   |                                       |                                       |
| <b>Short term provisions</b>            |                                       |                                       |
| Others (Specify)                        |                                       |                                       |
| Provisions                              |                                       |                                       |
| Provision for Expenses                  | 371904                                | 585409                                |
| TDS Payable                             | 120743                                | 79555                                 |
| Lease Tax Payable                       | --                                    | --                                    |
| Vat Tax payable                         | (463176)                              | 726609                                |
| Income Tax Payable                      | 900000                                | --                                    |
| Professional Tax Payable                | 2500                                  | 2500                                  |
| <b>Total</b>                            | 931971                                | 1394073                               |

**Note No. 8**  
**TANGIBLE ASSETS AS ON 31ST MARCH 2016**

| Particulars                | GROSS BLOCK                      |                          |                          |                                | DEPRECIATION         |                  |                         |                      | NET BLOCK      |                                  |                                  |
|----------------------------|----------------------------------|--------------------------|--------------------------|--------------------------------|----------------------|------------------|-------------------------|----------------------|----------------|----------------------------------|----------------------------------|
|                            | Opening Balance as on 01.04.2015 | Addition during the year | Deletion during the year | Total Balance as on 31.03.2016 | Dep. upto 31.03.2015 | Adj/ Written off | Adj. for Retain Earning | Dep. during the year | Total          | Closing Balance as on 31.03.2015 | Closing Balance as on 31.03.2016 |
| <b>OWN ASSETS</b>          |                                  |                          |                          |                                |                      |                  |                         |                      |                |                                  |                                  |
| Computers                  | 267950                           | -                        | -                        | 267950                         | 267950               | -                | -                       | -                    | 267950         | -                                | -                                |
| Computers Software         | 103910                           | -                        | -                        | 103910                         | 75031                | -                | -                       | 7074                 | 62106          | 22749                            | 15679                            |
| Furniture & Fixtures       | 1232485                          | -                        | -                        | 1232485                        | 1232485              | -                | -                       | -                    | 1232485        | -                                | -                                |
| Air Conditioner            | 162975                           | -                        | -                        | 162975                         | 142769               | -                | -                       | 2517                 | 145286         | 20208                            | 17889                            |
| Telephone & Fax Machine    | 91820                            | -                        | -                        | 91820                          | 85528                | -                | -                       | 536                  | 86364          | 6292                             | 5456                             |
| Vehicles                   | 3062491                          | 1557685                  | -                        | 4630176                        | 1079120              | -                | -                       | 549553               | 1628673        | 1903371                          | 3001223                          |
| Other Assets office equip. | 27590                            | -                        | -                        | 27590                          | 27590                | -                | -                       | -                    | 27590          | -                                | -                                |
| <b>TOTAL (Rs.)</b>         | <b>4949221</b>                   | <b>1567685</b>           | <b>-</b>                 | <b>6516906</b>                 | <b>2910473</b>       | <b>-</b>         | <b>-</b>                | <b>569260</b>        | <b>3470733</b> | <b>2032618</b>                   | <b>3040043</b>                   |
| Total Previous year(Rs.)   | 11561967                         | 6130                     | 6618876                  | 4997091                        | 9873364              | -                | -                       | 310819               | 2910473        | 5742663                          | 2032618                          |

**Note No. 9**

**Non-current investments**

|  |                 |                 |
|--|-----------------|-----------------|
| Investment in Property (Long Term)                                       | 59940290        | 43066500        |
| Unquoted Equity Shares (Short Term)                                      | 11794000        | 11794000        |
| Investment in Subsidiy Co. Alpha Tar Industries Pvt. Ltd. (49800 Shares) | 5000000         | 5000000         |
| <b>Total</b>   | <b>76734290</b> | <b>59860500</b> |

The above investment are taken at Purchases value of the Shares.

**Note No. 10**

**Inventories**

|               |                 |                 |
|---------------|-----------------|-----------------|
| Stock in hand | 26486182        | 41680105        |
| <b>Total</b>  | <b>26486182</b> | <b>41680105</b> |

**Note No. 11**

**Trade receivables**

|  |                 |                 |
|--|-----------------|-----------------|
| More than six months                             | 7963918         | -               |
| Less than six months (Unsecured considered good) | 61171597        | 37554255        |
| <b>Total</b>                                     | <b>69135515</b> | <b>37554255</b> |

**Note No. 12**

**Cash and Cash Equivalents**

|                    |                |               |
|--------------------|----------------|---------------|
| Balance with banks | 727750         | 58719         |
| Cash in hand       | 1825405        | 320379        |
| <b>Total</b>       | <b>2553155</b> | <b>379098</b> |

**SCHEDULES FORMING PART OF THE BALANCE SHEET AS ON 31st MARCH 2016**

| PARTICULARS                                      | AS AT<br>31.03.2016<br>(Rs.) | AS AT<br>31.03.2015<br>(Rs.) |
|--|------------------------------|------------------------------|
| <b>Note No. 13</b>                               |                              |                              |
| <b><u>Short-term loans and advances</u></b>      |                              |                              |
| Loans and advances to related parties (ICD Loan) | 56381999                     | 34240305                     |
| Deffered Tax Assets                              | 146286                       | 164611                       |
| <b><u>Other Loans &amp; Advances</u></b>         |                              |                              |
| 4%-SAD Refundable                                | 739816                       | 2636645                      |
| Pre-paid Expenses                                | 27225                        | 26226                        |
| Sundry Deposits                                  | 413139                       | 128774                       |
| Tax Deducted at Source                           | 1175079                      | 1038094                      |
| <b>Total</b>                                     | <b><u>58883544</u></b>       | <b><u>38234655</u></b>       |
| <b>Note No. 14</b>                               |                              |                              |
| <b><u>Miscellaneous Expenditure</u></b>          |                              |                              |
| Preferential issue exps.                         | 390699                       | 455815                       |
| <b>Total</b>                                     | <b><u>390699</u></b>         | <b><u>455815</u></b>         |
| <b>Note No. 15</b>                               |                              |                              |
| Revenue from operations                          | 275789155                    | 257769999                    |
| <b>Total</b>                                     | <b><u>275789155</u></b>      | <b><u>257769999</u></b>      |
| <b>Note No. 16</b>                               |                              |                              |
| <b><u>Other Income</u></b>                       |                              |                              |
| Interest & Other Income                          | 2973357                      | 5662940                      |
| <b>Total</b>                                     | <b><u>2973357</u></b>        | <b><u>5662940</u></b>        |
| <b>Note No. 17</b>                               |                              |                              |
| <b><u>Employee benefit expenses</u></b>          |                              |                              |
| Salaries & wages                                 | 1771500                      | 1558000                      |
| Staff Welfare expenses                           | 86079                        | 78135                        |
| Directors Remuneration                           | 700000                       | 630000                       |
| Conveyance Allowance                             | 150000                       | 100000                       |
| House Rent Allowance                             | 120000                       | 120000                       |
| Medical Allowance                                | 50000                        | 50000                        |
| Stypend Expenses                                 | --                           | 24000                        |
| <b>Total</b>                                     | <b><u>2877579</u></b>        | <b><u>2560135</u></b>        |



## SCHEDULES FORMING PART OF THE BALANCE SHEET AS ON 31st MARCH 2016

| PARTICULARS  | AS AT<br>31.03.2016<br>(Rs.) | AS AT<br>31.03.2015<br>(Rs.) |
|--|------------------------------|------------------------------|
| <b>Note No. 18</b>   |                              |                              |
| <b><u>Administrative Expenses &amp; Other expenses</u></b> |                              |                              |
| Advertising & Publicity                                    | 92150                        | 40050                        |
| <b>AGM EXPENSES</b>  | 98660                        | 88190                        |
| Payment to Auditors  | 94000                        | 63750                        |
| Insurance Charges  | 56397                        | 59400                        |
| Legal and Professional Charges                             | 171177                       | 149316                       |
| News Paper & Periodicals                                   | 19130                        | 17880                        |
| Communication Expenses                                     | 195183                       | 185720                       |
| Travelling & Conveyance                                    | 306788                       | 346037                       |
| Rent, Rates and Electricity                                | 521033                       | 231939                       |
| Listing fees   | 228000                       | 162927                       |
| Loss on sales of Shares                                    | --                           | 222500                       |
| Loss on sale of Vehicle                                    | --                           | 53684                        |
| Central Sales tax  | 656663                       | 151415                       |
| Brokerage and STT  | 3000                         | 7880                         |
| Computer Expenses  | 11350                        | 43550                        |
| Demat Custody fee  | 42608                        | 33708                        |
| Demat Expenses and fee                                     | 59705                        | 45584                        |
| Delay Payment Charges                                      | 23560                        | 61148                        |
| E-voting Expenses  | 14627                        | 15618                        |
| Entry Tax  | 615834                       | 821975                       |
| Postage & Telegram   | 65140                        | 59150                        |
| ROC Expenses   | 2400                         | 2400                         |
| Sales Communication  | --                           | 300000                       |
| Stationery & Printing                                      | 99428                        | 91985                        |
| Website Expenses   | 3738                         | 2529                         |
| Round off/Rate Diff.                                       | 9189                         | (62680)                      |
| Professional Tax   | 2500                         | 2500                         |
| <b>Total</b>   | <b><u>3392260</u></b>        | <b><u>3198156</u></b>        |
| <b>Note No. 19</b>   |                              |                              |
| <b><u>Other borrowings cost</u></b>                        |                              |                              |
| Interest & Hire Charges                                    | 334813                       | 121121                       |
| Bank Commission & Charges                                  | 46451                        | 82615                        |
| <b>Total</b>   | <b><u>381264</u></b>         | <b><u>203736</u></b>         |
| <b>Note No. 20</b>   |                              |                              |
| Miscellaneous Expenses                                     | 65116                        | 65116                        |
| <b>Total</b>   | <b><u>65116</u></b>          | <b><u>65116</u></b>          |

**Note No. 21**

**OTHER NOTES & DISCLOSERS**

1. Contingent liabilities :- NIL
2. Bonus entitlements on shares are recognised on ex-bonus dates without any acquisition cost.
3. Balance in personal accounts of Receivables and Loans & Advances are subject to Confirmation.

|  | <b>2015-16</b> | <b>2014-15</b> |
|--|----------------|----------------|
|  | <b>(Rs.)</b>   | <b>(Rs.)</b>   |
| 4. Auditors remuneration :-  |                |                |
| Audit Fees   | 84000          | 55000          |
| Charges for other work   | 10000          | 8750           |
| 5. Managerial Remuneration :-  |                |                |
| Salary to Mr. Sudhir Jain (M.D.)   | 660000         | 600000         |
| Salary to Mr. Shantilal Jain (D.)  | 360000         | 300000         |
| 6. There was foreign exchange outflow USD : 216159 and inflow USD : 26400 during the year regarding import of various commodities.   |                |                |
| 7. The previous years figures have been reworked, regrouped and reclassified wherever necessary to confirm to the figures of the current year.   |                |                |
| 8. The figures have been rounded off to the nearest rupee.   |                |                |
| 9. Turnover include of sale of various commodities of Rs. 2757.89 Lacs and shares of Rs.NIL.   |                |                |
| 10. Sgment Reporting : The Company operates in three business segments, i.e., trading in Petroleum products, Iron & steel, and shares, business sgment have been indentified as reportable primary segment in accordance with Accounting Staderred-17 "Segment Reporting as prescribed under Companies (Accounting Standered) Rules, The Categories included in each of the reported business segment are as under : |                |                |
| 1. Petroleum Products  |                |                |
| 2. Iron & steel, Cement & other Commodities  |                |                |
| 3. Bio Fertilizer  |                |                |
| 11. Segment wise accounts are not maintained by the Company.   |                |                |

Information about business segments Primary

(Rs. in Lacs)

| <b>PARTICULARS</b>                            | <b>2015-16</b>            |                                     |                       |                                   |                |
|---|---------------------------|-------------------------------------|-----------------------|-----------------------------------|----------------|
|   | <b>Petroleum products</b> | <b>Iron &amp; Steel &amp; Other</b> | <b>Bio Fertilizer</b> | <b>Rent Dis. Int. &amp; Comm.</b> | <b>TOTAL</b>   |
| <b>A. SEGMENT REVENUE</b>                     |                           |                                     |                       |                                   |                |
| 1. External Revenue                           | 2252.69                   | 21.20                               | 484.00                | 29.73                             | 2787.62        |
| 2. Intersegment Revenue                       | 0.00                      | 0.00                                | 0.00                  | 0.00                              | 0.00           |
| 3. Closing Stock InCREASE (Decrease)          | (126.41)                  | (25.53)                             | 0.00                  | --                                | (151.94)       |
| <b>3. Total Revenue</b>                       | <b>2126.28</b>            | <b>(4.33)</b>                       | <b>484.00</b>         | <b>29.73</b>                      | <b>2635.68</b> |
| 4. Less : Intersegment Revenue                | 0.00                      | 0.00                                | 0.00                  | 0.00                              | 0.00           |
| 5. Less : Segment Cost                        | 2284.90                   | --                                  | 309.00                | --                                | 2593.90        |
| <b>NET SEGMENT REVENUE</b>                    | <b>(158.62)</b>           | <b>(4.33)</b>                       | <b>175.00</b>         | <b>29.73</b>                      | <b>41.78</b>   |
| <b>B. RESULT</b>                              |                           |                                     |                       |                                   |                |
| 1. Segment Results                            | 0.00                      | 0.00                                | 0.00                  | --                                | 41.78          |
| 2. Interest Expenses                          | 0.00                      | 0.00                                | 0.00                  | --                                | 3.81           |
| 3. Exeptional Items (Income)/Expenses         | 0.00                      | 0.00                                | 0.00                  | --                                | 5.60           |
| 4. Provison for Taxation                      | 0.00                      | 0.00                                | 0.00                  | --                                | 9.00           |
| 5. Excess Tax Provision for Prior years (Net) | 0.00                      | 0.00                                | 0.00                  | --                                | 0.19           |
| <b>NET PROFIT</b>                             | <b>0.00</b>               | <b>0.00</b>                         | <b>0.00</b>           | <b>--</b>                         | <b>23.18</b>   |
| C. SEGMENT ASSETS                             | 0.00                      | 0.00                                | 0.00                  | --                                | 2372.23        |
| D. SEGMENT LIABILITIES                        | 0.00                      | 0.00                                | 0.00                  | --                                | 2372.23        |
| E. CAPITAL EXPENDITURE                        | 0.00                      | 0.00                                | 0.00                  | --                                | 0.00           |
| F. DEPRECIATION                               | 0.00                      | 0.00                                | 0.00                  | --                                | 5.60           |
| G. NON CASH EXPENSES                          | 0.00                      | 0.00                                | 0.00                  | --                                | 0.00           |

12. Related Party Disclosers AS-18 :

- |   |   |
|---|---|
| a. Key Management Personnel                 | Mr. Sudhir Jain - MD<br>CS Devendra Singh Kushwah - CS  |
| b. Relative (s) of Key Management Personnel | Mr. Sunit Jain - CFO  |
| c. Subsidiary                               | Alpha Tar Industries Pvt. Ltd.  |
| d. Enterprises which share common director  | 1. Flash Herbal India Pvt. Ltd.<br>2. Osia Infra Project Ltd.<br>3. Sharvi Media Ltd.<br>4. Kishori Infra Project Ltd.<br>5. VSN Eco Fuel Pvt. Ltd. |

e. Other transaction with related parties

(Rs. in Lacs)

| Name of Party                  | Relationship      | Nature of Transaction | Opening | Volume of Transaction |        | Amount O/S | Amount W/O |
|--------------------------------|-------------------|-----------------------|---------|-----------------------|--------|------------|------------|
|                                |                   |                       |         | Credit                | Debit  |            |            |
| Sudhir Jain                    | M.D.              | Unsecured Loan        | 39.50   | 157.95                | 118.45 | NIL        | NIL        |
| Sudhir Jain                    | M.D.              | Remuneration          | NIL     | 6.60                  | NIL    | NIL        | NIL        |
| Shantilal Jain                 | Director          | Remuneration          | NIL     | 3.60                  | NIL    | NIL        | NIL        |
| Alpha Tar Industries Pvt. Ltd. | Subsidiary        | Pur./Sale             | NIL     | 120.39                | 15.48  | NIL        | NIL        |
| Aadichem Trade Pvt. Ltd.       | Relative Director | Pur./Sale             | NIL     | 32.33                 | 612.52 | 195.85     | NIL        |
| Samyak Eco Fuel Pvt. Ltd.      | Relative Director | Pur./Sale             | NIL     | 62.85                 | NIL    | 2.30       | NIL        |

13. The company has adopted Accounting Standard 22 - Accounting for Taxes on Income. The break up of net deferred tax asset and liabilities as at 31st March 2016 is as under :

|   | (Rs.)  |                           |
|---|--|---------------------------|
|   | As at 31st March 16<br>Deferred<br>tax asset | Deferred<br>tax liability |
| Opening Balance of Timing differences on account of                                     | ---  | 18325                     |
| Difference between Book Depreciation and<br>Depreciation under the Income Tax Act, 1961 | ---  | ---                       |
| Expenditure under Section 43B of the I.T. Act, 1961                                     | ---  | ---                       |
| Less : Tax on earlier year expenses claim during the year                               | ---  | ---                       |
| <b>Net deferred tax assets</b>  | <b>---</b>                                   | <b>18325</b>              |

14. Earning per Share :

|  | <u>2015-16</u> | <u>2014-15</u> |
|--|----------------|----------------|
| Net Profit / (Loss) as per Profit & Loss Account | 2318508        | 470846         |
| No. of Equity Shares                             | 6247200        | 6247200        |
| Earning per share (Basic)                        | 0.37           | 0.07           |
| Earning per share (Dialitued)                    | 0.37           | 0.07           |

15. Investment in Quoted/Unquoted shares has been taken at cost.

16. Samll scale undertaking : The Company has not received any information from any of the suppliers of their being a small scale unit, Hence amount due to small industrial unit outstanding as on march 31, 2016 are not ascertainable.

17. There is no amounts, required to be transferred to the Investor Education and Protection Fund by the Company.

17.Quantity Information : Additional information as required under of the Comapines Act 2013 in respect of quantity records.

**Quantity Information :**

**1. Petroleum Products**

|               | <u>2015-16</u> |           | <u>2014-15</u> |           |
|---------------|----------------|-----------|----------------|-----------|
|               | Qty.           | Value     | Qty.           | Value     |
| Opening Stock | 769.90         | 36584707  | 208.40         | 6581823   |
| Purchase      | 7024.04        | 253055278 | 5993.14        | 267190322 |
| Sales         | 6941.44        | 275789155 | 5431.64        | 251928741 |
| Closing Stock | 848.42         | 24043019  | 769.90         | 36584707  |

**2. Iron & Steel, Cement & Other Commodities**

|               | <u>2015-16</u> |         | <u>2014-15</u> |         |
|---------------|----------------|---------|----------------|---------|
|               | Qty.           | Value   | Qty.           | Value   |
| Opening Stock | 86.64          | 2288600 | 86.64          | 2288600 |
| Purchase      | --             | --      | --             | --      |
| Sales         | 86.64          | 2120505 | --             | --      |
| Closing Stock | --             | --      | 86.64          | 2288600 |

**3. Equity Shares**

|               | <u>2015-16</u> |         | <u>2014-15</u> |         |
|---------------|----------------|---------|----------------|---------|
|               | Qty.           | Value   | Qty.           | Value   |
| Opening Stock | 299297         | 2542358 | 5700888        | 7121150 |
| Purchase      | --             | --      | 875280         | 3602861 |
| Sales         | --             | --      | 1146071        | 5841257 |
| Closing Stock | 299297         | 2443163 | 299297         | 2542358 |

SIGNIFICANT ACCOUNTING POLICIES AND OTHER NOTES "1-21"  
See accompanying notes 1 to 20 are integral part of the financial statements.

As per our report of even date attached

For **BHARAT NEEMA & Co.**

Chartered Accountants

(Firm Registration No. 006059C)

**CA Bharat Neema**

Proprietor

Membership No. 074810

Place : Mumbai

Date : 30th May 2016

for and on behalf of the Board of  
Samyak International Ltd.

**sd/-**

**SUDHIR JAIN**

Managing Director

DIN - 00046442

**sd/-**

**SHANTILAL JAIN**

Director

DIN - 00469834

**sd/-**

**SUNIT JAIN**

Chief Financial Officer

**sd/-**

**CS DEVENDRA SINGH KUSHWAH**

Company Secretary

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016

|  | Year ended on<br>31.03.2016<br>(Rs.) | Year ended on<br>31.03.2015<br>(Rs.) |
|--|--------------------------------------|--------------------------------------|
| <b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>          |                                      |                                      |
| Net Profit before tax and extraordinary items          | 3236833                              | 707334                               |
| Adjustment for :                                       |                                      |                                      |
| Provision for deferred tax liabilities                 | (18325)                              | (189)                                |
| Provision for Income Tax                               | (900000)                             | -                                    |
| Depreciation & Misc. Exp. Amoritization                | 625376                               | 375935                               |
| Interest Paid  | 381264                               | 203736                               |
| Interest Received                                      | (2973357)                            | (5710337)                            |
| <b>Operating Profit before working capital changes</b> | <b>351790</b>                        | <b>(4423521)</b>                     |
| Adjustment for :                                       |                                      |                                      |
| Short term borrowing                                   | (5283500)                            | 3478055                              |
| Trade and other Receivable                             | (31581260)                           | 5136488                              |
| Inventories  | 15193923                             | (25688532)                           |
| Trade Payable  | 59142525                             | (19298970)                           |
| Loans and Advances                                     | (20648889)                           | 6095150                              |
| <b>Net Cash from operating activities</b>              | <b>17174590</b>                      | <b>(34700382)</b>                    |
| Income tax paid  | -                                    | 236299                               |
| <b>Net Cash from operating activities</b>              | <b>17174590</b>                      | <b>(34936681)</b>                    |
| <b>B. CASH FLOW FROM INVESTMENT ACTIVITIES</b>         |                                      |                                      |
| Delition of fixed assets                               | (2187049)                            | <b>3452850</b>                       |
| Delition to investments                                | (16873790)                           | 23143500                             |
| Interest Received                                      | 2973357                              | 5710337                              |
| <b>Net Cash used in Investment Activities</b>          | <b>(16087482)</b>                    | <b>32306687</b>                      |
| <b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>          |                                      |                                      |
| Interest Paid  | (381263.77)                          | (203736)                             |
| Repaid long term loan                                  | 1468211.87                           | (871511)                             |
| <b>Net Cash used in Financing Activities</b>           | <b>1086948.10</b>                    | <b>(1075247)</b>                     |
| NET INCREASE IN CASH AND CASH EQUIVALENTS              | 2174057                              | (3705240)                            |
| Cash and cash equivalents Opening Balance              | 379098                               | 4122317                              |
| Cash and cash equivalents Closing Balance              | 2553155                              | 379098                               |

See accompanying notes referred herein above and other notes forming an integral part of these financial statements.

As per our report of even date attached

For **BHARAT NEEMA & Co.**

Chartered Accountants

(Firm Registration No. 006059C)

**CA Bharat Neema**

Proprietor

Membership No. 074810

Place : Mumbai

Date : 30th May 2016

for and on behalf of the Board of Samyak International Ltd.

sd/-

**SUDHIR JAIN**

Managing Director

DIN - 00046442

sd/-

**SHANTILAL JAIN**

Director

DIN - 00469834

sd/-

**SUNIT JAIN**

Chief Financial Officer

sd/-

**CS DEVENDRA SINGH KUSHWAH**

Company Secretary

## Independent Auditors' Report

TO  
THE MEMBERS OF  
SAMYAK INTERNATIONAL LIMITED  
Mumbai

### Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of SAMYAK INTERNATIONAL LIMITED ('the Holding Company'), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the Consolidated 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 consolidated financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including

The Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditors' Responsibility

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated 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 Consolidated financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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 consolidated 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 consolidated financial statements.

### Opinion

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

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164(2) of the Act.
  - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its consolidated financial statements – Refer Note 23(A)(i) to the financial statements.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts required to be transferred, to the Investor Education and Protection Fund by the Company.

**For BHARAT NEEMA & CO.  
Chartered Accountants**

**Mumbai  
30th May, 2016**

**BHARAT NEEMA  
Proprietor  
(Membership No.074810)**

**Annexure to the Independent Auditors' Report****(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

- (i) In respect of its fixed assets:
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
  - (b) The Company has a program of verification of fixed assets to cover all the items in a phased manner over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, the management is in the process of carrying out the physical verification and reconciling the same with the book records. Material discrepancies, if any, between the book records and the physical verification would be dealt with on completion of such reconciliation.
- (ii) In respect of its inventories:
  - (a) As explained to us, the inventories were physically verified during the year by the management at reasonable intervals.
  - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management were reasonable and adequate in relation to the size of the Company and the nature of its business.
  - (d) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
- (iii) The Company has not granted loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013.
- (iv) In our opinion and according to the information and explanations given to us, having regard to the explanations that some of the items purchased are of special nature and suitable alternative sources are not readily available for obtaining comparable quotations, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of inventory and fixed assets and the sale of goods and services. During the course of our audit, we have not observed any major weakness in such internal control system.
- (v) According to the information and explanations given to us, the Company has not accepted any deposit during the year. In respect of unclaimed deposits, the Company has complied with the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013.
- (vi) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended and prescribed by the Central Government under sub-section (1) of the Section 148 of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) According to the information and explanations given to us in respect of statutory dues:
  - (a) The Company has been generally regular in depositing undisputed statutory dues, including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, value added tax, cess and other material statutory dues applicable to it with the appropriate authorities.
  - (b) There were no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues in arrears as at March 31, 2015 for a period of more than six months from the date they became payable except.



| <b>Name of statute</b> | <b>Nature of Dues</b> | <b>Amount</b> | <b>Financial Year</b> | <b>Forum where dispute is pending</b> |
|------------------------|-----------------------|---------------|-----------------------|---------------------------------------|
| MP VAT TAX             | Entry tax & Penalty   | 573286        | 2011-12               | Commissioner of Appeals               |
| MP VAT TAX             | CST and Penalty       | 122484        | 2011-12               | Commissioner of Appeals               |
| MP VAT TAX             | Entry tax & Penalty   | 224658        | 2012-13               | Commissioner of Appeals               |
| MP VAT TAX             | VAT and Penalty       | 1819628       | 2012-13               | Commissioner of Appeals               |
| MP VAT TAX             | ET and Penalty        | 79238         | 2013-14               | Commissioner of Appeals               |
| MP VAT TAX             | CST and Penalty       | 624326        | 2013-14               | Commissioner of Appeals               |
| MP VAT TAX             | VAT and Penalty       | 700140        | 2013-14               | Commissioner of Appeals               |
| MP VAT TAX             | ET and Penalty        | 96057         | 2013-14               | Commissioner of Appeals               |

- (c) There are no amounts pending to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under.
- (viii) There are no accumulated losses of the Company at the end of the financial year and the Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to financial institutions and banks. The Company has not issued any debentures.
- (x) According to the information and explanations given to us, the Company has not given guarantees for loans taken by others from banks and financial institutions.
- (xi) In our opinion and according to the information and explanations given to us, the subsidiary company has enjoying cash credit facility from Canara Bank.
- (xii) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

**Mumbai**  
**30th May, 2016**

**For BHARAT NEEMA & CO.**  
Chartered Accountants

**BHARAT NEEMA**  
Proprietor  
(Membership No. 07474810)

CONSOLIDATED BALANCE SHEET AS ON 31st MARCH 2016

| PARTICULARS                    | Note No. | AS AT<br>31.03.2016<br>(Rs.) | AS AT<br>31.03.2015<br>(Rs.) |
|--------------------------------|----------|------------------------------|------------------------------|
| <b>EQUITY AND LIABILITIES</b>  |          |                              |                              |
| <b>Share holder's Funds</b>    |          |                              |                              |
| Share Capital                  | 2        | 62472000                     | 62472000                     |
| Reserve and Surplus            | 3        | 60902355                     | 56630737                     |
| <b>Non-Current Liabilities</b> |          |                              |                              |
| Long-term borrowings           | 4        | 11960354                     | 2984216                      |
| Deferred tax liabilities       |          | --                           | --                           |
| <b>Current Liabilities</b>     |          |                              |                              |
| Short-term borrowings          | 5        | 727650                       | 8465150                      |
| Trade Payable                  | 6        | 134715094                    | 60999356                     |
| Short-term provisions          | 7        | 1420406                      | 1795095                      |
| <b>Total</b>                   |          | <u>272197859</u>             | <u>193346553</u>             |
| <b>Assets</b>                  |          |                              |                              |
| <b>Non-current assets</b>      |          |                              |                              |
| Fixed assets                   |          |                              |                              |
| Tangible assets                | 8        | 13690603                     | 12840199                     |
| Non-current investments        | 9        | 71734290                     | 54860500                     |
| <b>Current assets</b>          |          |                              |                              |
| Inventories                    | 10       | 41912212                     | 54242907                     |
| Trade receivables              | 11       | 79656094                     | 29280201                     |
| Cash and cash equivalents      | 12       | 5605648                      | 1893422                      |
| Short-term loans and advances  | 13       | 59092225                     | 39640836                     |
| Miscellaneous Expenditure      | 14       | 506789                       | 588489                       |
| <b>Total</b>                   |          | <u>272197859</u>             | <u>193346553</u>             |

SIGNIFICANT ACCOUNTING POLICIES AND OTHER NOTES "1-21"  
See accompanying notes 1 to 21 are integral part of the financial statements.

As per our report of even date attached

For **BHARAT NEEMA & Co.**

Chartered Accountants

(Firm Registration No. 006059C)

**CA Bharat Neema**

Proprietor

Membership No. 074810

Place : Mumbai

Date : 30th May 2016

for and on behalf of the Board

sd/-  
**SUDHIR JAIN ()**

Managing Director  
DIN - 00046442

sd/-

**SHANTILAL JAIN**

Director  
DIN - 00469834

sd/-

**SUNIT JAIN**

Chief Financial Officer

sd/-

**CS DEVENDRA SINGH KUSHWAH**

Company Secretary

**CONSOLIDATED PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31st MARCH 2016**

| PARTICULARS                          | Note No.<br>(Rs.) | Year Ended on<br>31.03.2016<br>(Rs.) | Year Ended on<br>31.03.2015 |
|--------------------------------------|-------------------|--------------------------------------|-----------------------------|
| <b>INCOME</b>                        |                   |                                      |                             |
| Revenue from operations              | 15                | 340708566                            | 366908223                   |
| Other Income                         | 16                | 2974952                              | 5692680                     |
| Total Revenue                        |                   | <u>343683518</u>                     | <u>372600903</u>            |
| <b>EXPENDITURE</b>                   |                   |                                      |                             |
| Purchase & Purchase Expenses         |                   | 315094926                            | 399637868                   |
| Changes in inventories of finished   |                   | 12330695                             | (37691334)                  |
| Employee benefit expenses            | 17                | 4572489                              | 2962386                     |
| Adminstration & other expenses       | 18                | 4549673                              | 4056848                     |
| Other borrowing cost                 | 19                | 1723754                              | 749692                      |
| Depreciation & amortization Expenses | 8                 | 1492463                              | 814125                      |
| Miscellaneous Expenses               | 20                | 81700                                | 81700                       |
| Total Expenses                       |                   | <u>339845699</u>                     | <u>370611284</u>            |
| Profit/Loss before tax               |                   | 3837819                              | 1989619                     |
| Earlier year Expenses                |                   | --                                   | 334656                      |
| Tax expense                          |                   |                                      |                             |
| (1) Current tax                      |                   | 1000000                              | 275000                      |
| (2) Deffered Assest                  |                   | 66299                                | 189                         |
| Profit/Loss for the year             |                   | 2771520                              | 1379774                     |
| Earning per share (Basic)            |                   | 0.44                                 | 0.20                        |
| Earning per share (Dilauted)         |                   | 0.44                                 | 0.20                        |

SIGNIFICANT ACCOUNTING POLICIES AND OTHER NOTES "1-21"  
See accompanying notes 1 to 21 are integral part of the financial statements.

As per our report of even date attached

For **BHARAT NEEMA & Co.**

Chartered Accountants

(Firm Registration No. 006059C)

**CA Bharat Neema**

Proprietor

Membership No. 074810

Place : Mumbai

Date : 30th May 2016

for and on behalf of the Board

sd/-

**SUDHIR JAIN**

Managing Director

DIN - 00046442

sd/-

**SHANTILAL JAIN**

Director

DIN - 00469834

sd/-

**SUNIT JAIN**

Chief Financial Officer

sd/-

**CS DEVENDRA SINGH KUSHWAH**

Company Secretary

**Note No. 1**

Accounting policies and notes forming part of the Balance Sheet and Profit and Loss Account for the year ended 31st March, 2016.

**[A] CONSOLIDATED SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS:**

**i. Corporate Information :-**

Samyak International Limited (the holding company) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 2013. Its shares are listed on two stock exchanges in India. The company is engaged in the trading in petroleum product and other commodities. The company caters to domestic markets only. Company is having Registered Office in Mumbai and Corporate Office at Indore, books are kept at Corporate Office.

**ii. Basic of Preparation :-**

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act")/Companies Act, 1956 ('the 1956 Act'), as applicable. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

**iii. Revenue Recognition :-**

1. Income, Expenditure and debit & credit notes are generally recognized on accrual basis except tax demand which is recognized on Cash basis.
2. Company is a trading Company, during the financial year it has executed trade in various commodities as well as in Shares.
3. Interest and other income has been recognised on Accrual basis.
4. Company is having Head Office at Mumbai, all the accounts of the Head Office has been merged at the end of the year

**iv. Fixed Assets :- Tangible**

Fixed Assets are stated at Cost less depreciation.

**v. Depreciation :-**

1. **Depreciation on Fixed Assets :-** Depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 recalculated as per new norms and accounted for accordingly.

**vi. Investments/Stock in Trade :-**

1. Investments are classified as long term and Current. Long term investments are carried at cost less provision for other than temporary diminution, if any, in value of such investments. Current investment are carried at lower of cost and fair value.
2. Stock in trade of the scrips have been maintained on the basis of first in first out method.
3. **Inventories :** Closing stock of various commodities is Rs.240.43 Lacs and closing stock of share is Rs. 24.43 Lacs and closing stock of subsidiary company Rs. 154.26 Lacs.
4. **Borrowing Cost :** Borrowing cost i.e. interest on vehicle loans are recognised as revenue expenditure.



**SCHEDULES FORMING PART OF THE BALANCE SHEET AS ON 31st MARCH 2016**

| <b>PARTICULARS</b>                              | <b>AS AT<br/>31.03.2016<br/>(Rs.)</b> | <b>AS AT<br/>31.03.2015<br/>(Rs.)</b> |
|---|---------------------------------------|---------------------------------------|
| <b>Note No. 4</b>                               |                                       |                                       |
| <b><u>Long term Borrowings</u></b>              |                                       |                                       |
| <b>Secured</b>                                  |                                       |                                       |
| Short Term borrowings                           | 11256547                              | 2984216                               |
| Long Term borrowings                            | 703807                                | --                                    |
| <b>Total</b>                                    | <b>11960354</b>                       | <b>2984216</b>                        |
| <b>Note No. 5</b>                               |                                       |                                       |
| <b><u>Short term borrowings</u></b>             |                                       |                                       |
| Loans repaybles on demand                       |                                       |                                       |
| From banks                                      | --                                    | 2061150                               |
| Loans and advances from related parties         | 727650                                | 6404000                               |
| <b>Total</b>                                    | <b>727650</b>                         | <b>8465150</b>                        |
| <b>Note No. 6</b>                               |                                       |                                       |
| <b><u>Other current liabilities</u></b>         |                                       |                                       |
| Trade payable                                   |                                       |                                       |
| More than six months                            | 35890835                              | --                                    |
| Less than six months (Unsecured Considerd Good) | 98824259                              | 60999356                              |
| <b>Total</b>                                    | <b>134715094</b>                      | <b>60999356</b>                       |
| <b>Note No. 7</b>                               |                                       |                                       |
| <b><u>Short term provisions</u></b>             |                                       |                                       |
| Others (Specify)                                |                                       |                                       |
| Provisions                                      |                                       |                                       |
| Provision for Expenses                          | 453167                                | 960454                                |
| TDS Payable                                     | 166943                                | 79555                                 |
| Lease Tax Payable                               | --                                    | --                                    |
| Vat Tax payable                                 | (479704)                              | 750086                                |
| Income Tax Payable                              | 1275000                               | --                                    |
| Professional Tax Payable                        | 5000                                  | 5000                                  |
| <b>Total</b>                                    | <b>1420406</b>                        | <b>1795095</b>                        |

**Note No.8**  
**TANGIBLE ASSETS AS ON 31ST MARCH 2016**

| Particulars                 | GROSS BLOCK                      |                          |                          |                                | DEPRECIATION         |                  |                         |                      | NETBLOCK       |                                  |                                  |
|-----------------------------|----------------------------------|--------------------------|--------------------------|--------------------------------|----------------------|------------------|-------------------------|----------------------|----------------|----------------------------------|----------------------------------|
|                             | Opening Balance as on 01.04.2015 | Addition during the year | Deletion during the year | Total Balance as on 31.03.2016 | Dep. upto 31.03.2015 | Adj/ Written off | Adj. for Retain Earning | Dep. during the year | Total          | Closing Balance as on 31.03.2015 | Closing Balance as on 31.03.2016 |
| <b>OWN ASSETS</b>           |                                  |                          |                          |                                |                      |                  |                         |                      |                |                                  |                                  |
| Computers                   | 267950                           | -                        | -                        | 267950                         | 267950               | -                | -                       | -                    | 267950         | -                                | -                                |
| Computers Software          | 103910                           | -                        | -                        | 103910                         | 75031                | -                | -                       | 7074                 | 62105          | 22749                            | 15675                            |
| Furniture & Fixtures        | 1232485                          | -                        | -                        | 1232485                        | 1232485              | -                | -                       | -                    | 1232485        | -                                | -                                |
| Air Conditioner             | 162975                           | -                        | -                        | 162975                         | 142769               | -                | -                       | 2517                 | 145286         | 20208                            | 17669                            |
| Telephone & Fax Machine     | 91820                            | -                        | -                        | 91820                          | 85528                | -                | -                       | 836                  | 86364          | 6292                             | 5458                             |
| Vehicles                    | 3052481                          | 1567685                  | -                        | 4630175                        | 1079120              | -                | -                       | 549933               | 1629053        | 1983371                          | 3001223                          |
| Other Assets office equip   | 27590                            | -                        | -                        | 27590                          | 27590                | -                | -                       | -                    | 27590          | -                                | -                                |
| Factory Land                | 1596466                          | -                        | -                        | 1596466                        | -                    | -                | -                       | -                    | -              | 1596466                          | 1596466                          |
| Building & Site Development | 1430815                          | -                        | -                        | 1430815                        | 117639               | -                | -                       | 45300                | 162998         | 1312126                          | 1207417                          |
| Plant & Machinery           | 7863036                          | 768431                   | -                        | 8631519                        | 674714               | -                | -                       | 798487               | 1373181        | 7288323                          | 7258338                          |
| Electric Installation       | 676384                           | -                        | -                        | 676384                         | 128512               | -                | -                       | 84256                | 192768         | 547872                           | 463616                           |
| Laboratory Equipments       | 18295                            | -                        | -                        | 18295                          | 3478                 | -                | -                       | 3478                 | 6952           | 14819                            | 11343                            |
| Security Camra              | 83672                            | -                        | -                        | 83672                          | 24186                | -                | -                       | 12088                | 36294          | 39476                            | 27378                            |
| Computers & Printers        | 20450                            | 6700                     | -                        | 27150                          | 12951                | -                | -                       | 8597                 | 21547          | 7459                             | 5803                             |
| <b>TOTAL (Rs.)</b>          | <b>16618340</b>                  | <b>2342886</b>           | <b>-</b>                 | <b>18961206</b>                | <b>3772010</b>       | <b>-</b>         | <b>-</b>                | <b>1492463</b>       | <b>5264473</b> | <b>12839199</b>                  | <b>13690603</b>                  |

**Note No. 9**

**Non-current Investments**

|                                     |  |                 |                 |
|-------------------------------------|--|-----------------|-----------------|
| Investment in Property (Long Term)  |  | 59940290        | 43066500        |
| Unquoted Equity Shares (Short Term) |  | 11794000        | 11794000        |
| <b>Total</b>                        |  | <b>71734290</b> | <b>54860500</b> |

The above investment are taken at Purchases value of the Shares.

**Note No. 10**

**Inventories**

|               |  |                 |                 |
|---------------|--|-----------------|-----------------|
| Stock in hand |  | 41912212        | 54242907        |
| <b>Total</b>  |  | <b>41912212</b> | <b>54242907</b> |

**Note No. 11**

**Trade receivables**

|  |  |                 |                 |
|--|--|-----------------|-----------------|
| More than six months                             |  | 10135258        | -               |
| Less than six months (Unsecured considered good) |  | 59520838        | 29280201        |
| <b>Total</b>                                     |  | <b>79656094</b> | <b>29280201</b> |

**Note No. 12**

**Cash and Cash Equivalents**

|                    |  |                |                |
|--------------------|--|----------------|----------------|
| Balance with banks |  | 1790448        | 943687         |
| Cash in hand       |  | 3815199        | 949735         |
| <b>Total</b>       |  | <b>6605648</b> | <b>1893422</b> |

## SCHEDULES FORMING PART OF THE BALANCE SHEET AS ON 31st MARCH 2016

| PARTICULARS                                      | AS AT<br>31.03.2016<br>(Rs.) | AS AT<br>31.03.2015<br>(Rs.) |
|--|------------------------------|------------------------------|
| <b>Note No. 13</b>                               |                              |                              |
| <b><u>Short-term loans and advances</u></b>      |                              |                              |
| Loans and advances to related parties (ICD Loan) | 56271548                     | 33922306                     |
| Deffered Tax Assets                              | 59678                        | 164611                       |
| <b><u>Other Loans &amp; Advances</u></b>         |                              |                              |
| 4%-SAD Refundable                                | 739816                       | 2636645                      |
| Pre-paid Expenses                                | 49186                        | 26226                        |
| CANVAT Account                                   | 194079                       | 1534481                      |
| Sundry Deposits                                  | 602839                       | 318474                       |
| Tax Deducted at Source                           | 1175079                      | 1038094                      |
| <b>Total</b>                                     | <b><u>59092225</u></b>       | <b><u>39640836</u></b>       |
| <b>Note No. 14</b>                               |                              |                              |
| <b><u>Miscellaneous Expenditure</u></b>          |                              |                              |
| Preferential issue exps.                         | 506789                       | 588489                       |
| <b>Total</b>                                     | <b><u>506789</u></b>         | <b><u>588489</u></b>         |
| <b>Note No. 15</b>                               |                              |                              |
| Revenue from operations                          | 340708566                    | 366908223                    |
| <b>Total</b>                                     | <b><u>340708566</u></b>      | <b><u>366908223</u></b>      |
| <b>Note No. 16</b>                               |                              |                              |
| <b><u>Other Income</u></b>                       |                              |                              |
| Interest & Other Income                          | 2974952                      | 5692680                      |
| <b>Total</b>                                     | <b><u>2974952</u></b>        | <b><u>5692680</u></b>        |
| <b>Note No. 17</b>                               |                              |                              |
| <b><u>Employee benefit expenses</u></b>          |                              |                              |
| Salaries & wages                                 | 2450185                      | 1905500                      |
| Staff Welfare expenses                           | 142304                       | 132886                       |
| Directors Remuneration                           | 1660000                      | 630000                       |
| Conveyance Allowance                             | 150000                       | 100000                       |
| House Rent Allowance                             | 120000                       | 120000                       |
| Medical Allowance                                | 50000                        | 50000                        |
| Stypend Expenses                                 | --                           | 24000                        |
| <b>Total</b>                                     | <b><u>4572489</u></b>        | <b><u>2962386</u></b>        |



**SCHEDULES FORMING PART OF THE BALANCE SHEET AS ON 31st MARCH 2015**

| <b>PARTICULARS</b>   | <b>AS AT<br/>31.03.2016<br/>(Rs.)</b> | <b>AS AT<br/>31.03.2015<br/>(Rs.)</b> |
|--|---------------------------------------|---------------------------------------|
| <b>Note No. 18</b>   |                                       |                                       |
| <b><u>Administrative Expenses &amp; Other expenses</u></b> |                                       |                                       |
| Advertising & Publicity                                    | 92150                                 | 40050                                 |
| <b>AGM EXPENSES</b>  | 98660                                 | 88190                                 |
| Payment to Auditors  | 109000                                | 78750                                 |
| Insurance Charges  | 66541                                 | 59400                                 |
| Legal and Professional Charges                             | 248919                                | 186495                                |
| News Paper & Periodicals                                   | 19130                                 | 17880                                 |
| Communication Expenses                                     | 216507                                | 204770                                |
| Travelling & Conveyance                                    | 385664                                | 415581                                |
| Rent, Rates and Electricity                                | 801191                                | 274634                                |
| Listing fees   | 228000                                | 162927                                |
| Loss on sales of Shares                                    | --                                    | 222500                                |
| Loss on sale of Vehicle                                    | --                                    | 53684                                 |
| Central Sales tax  | 656663                                | 151415                                |
| Brokerage and STT  | 3000                                  | 7880                                  |
| Computer Expenses  | 27370                                 | 60420                                 |
| Demat Custody fee  | 42608                                 | 33708                                 |
| Demat Expenses and fee                                     | 59705                                 | 45584                                 |
| Delay Payment Charges                                      | 26186                                 | 61148                                 |
| E-voting Expenses  | 14627                                 | 15618                                 |
| Freight & Cartage  | 230695                                | --                                    |
| Entry Tax  | 631734                                | 821975                                |
| Postage & Telegram   | 71090                                 | 63825                                 |
| ROC Expenses   | 2400                                  | 105186                                |
| Sales Communication  | --                                    | 300000                                |
| Stationery & Printing                                      | 112458                                | 105966                                |
| Website Expenses   | 8738                                  | 10029                                 |
| Round off/Rate Diff.                                       | 10337                                 | (21840)                               |
| Repair and maintenance (Machinery)                         | 34885                                 | 28994                                 |
| Factory Gen. Expenses                                      | 195561                                | 12515                                 |
| BIS Expenses   | 63605                                 | 89226                                 |
| Security Expenses  | 36000                                 | 164898                                |
| Factory Insurance  | --                                    | 28989                                 |
| Laboratory Expenses  | 20150                                 | 22450                                 |
| Pollution Expenses   | --                                    | 30000                                 |
| Property Tax   | 30099                                 | --                                    |
| Professional Tax   | 5000                                  | 5000                                  |
| <b>Total</b>   | <b>4549673</b>                        | <b>4056848</b>                        |
| <b>Note No. 19</b>   |                                       |                                       |
| <b><u>Other borrowings cost</u></b>                        |                                       |                                       |
| Interest & Hire Charges                                    | 1578579                               | 602951                                |
| Finance & Service charges                                  | 6190                                  | 35899                                 |
| Bank Commission & Charges                                  | 138985                                | 110842                                |
| <b>Total</b>   | <b>1723754</b>                        | <b>749692</b>                         |
| <b>Note No. 20</b>   |                                       |                                       |
| Miscellaneous Expenses                                     | 81700                                 | 81700                                 |
| <b>Total</b>   | <b>81700</b>                          | <b>81700</b>                          |

**Note No. 21**

**OTHER NOTES & DISCLOSERS**

1. Contingent liabilities :- NIL
2. Bonus entitlements on shares are recognised on ex-bonus dates without any acquisition cost.
3. Balance in personal accounts of Receivables and Loans & Advances are subject to Confirmation.
4. Auditors remuneration :-
 

|                        | <u>2015-16 (Rs.)</u> | <u>2014-15 (Rs.)</u> |
|------------------------|----------------------|----------------------|
| Audit Fees             | 94000                | 70000                |
| Charges for other work | 15000                | 8750                 |
5. Managerial Remuneration :-
 

|                                   |        |        |
|-----------------------------------|--------|--------|
| Salary to Mr. Sudhir Jain (M.D.)  | 660000 | 600000 |
| Salary to Mr. Shantilal Jain (D.) | 360000 | 300000 |
| Salary to Mrs. Sunita Jain (D.)   | 480000 | ----   |
| Salary to Mr. Sunit Jain (D.)     | 480000 | ----   |
6. There was foreign exchange outflow USD : 216159 and inflow USD : 26400 during the year regarding import of various commodities.
7. The previous years figures have been reworked, regrouped and reclassified wherever necessary to confirm to the figures of the current year.
8. The figures have been rounded off to the nearest rupee.
9. Turnover include of sale of various commodities of Rs.3407.09 Lacs and shares of Rs.NIL
10. Sgment Reporting : The Company operates in three business segments, i.e., trading in Petroleum products, Iron & steel, and shares, business sgment have been indentified as reportable primary segment in accordance with Accounting Staderred-17 "Segment Reporting as prescribed under Companies (Accounting Standered) Rules, The Categories included in each of the reported business segment are as under :
  1. Petroleum Products
  2. Iron & steel, Cement & other Commodities
  3. Bio Fertilizer
11. Segment wise accounts are not maintained by the Company.

Information about business segments Primary

(Rs. in Lacs)

| <b>PARTICULARS</b>                            | <b>2015-16</b>            |                                     |                       |                                   |              |
|---|---------------------------|-------------------------------------|-----------------------|-----------------------------------|--------------|
|   | <b>Petroleum products</b> | <b>Iron &amp; Steel &amp; Other</b> | <b>Bio Fertilizer</b> | <b>Rent Dis. Int. &amp; Comm.</b> | <b>TOTAL</b> |
| <b>A. SEGMENT REVENUE</b>                     |                           |                                     |                       |                                   |              |
| 1. External Revenue                           | 2501.88                   | 21.20                               | 484.00                | 29.74                             | 3436.81      |
| 2. Intersegment Revenue                       | --                        | --                                  | --                    | --                                | --           |
| 3. Closing Stock Incesase (Decrease)          | (97.77)                   | (25.53)                             | --                    | --                                | (123.30)     |
| <b>3. Total Revenue</b>                       | 2804.11                   | (4.33)                              | 484.00                | 29.74                             | 3313.51      |
| 4. Less : Intersegment Revenue                | --                        | --                                  | --                    | --                                | --           |
| 5. Less : Segment Cost                        | 2933.98                   | --                                  | 309.00                | --                                | 3242.79      |
| <b>NET SEGMENT REVENUE</b>                    | (129.87)                  | (4.33)                              | 175.00                | 29.74                             | 70.53        |
| <b>B. RESULT</b>                              |                           |                                     |                       |                                   |              |
| 1. Segment Results                            | 0.00                      | 0.00                                | 0.00                  | --                                | 70.53        |
| 2. Interest Expenses                          | 0.00                      | 0.00                                | 0.00                  | --                                | 17.23        |
| 3. Exeptional Items (Income)/Expenses         | 0.00                      | 0.00                                | 0.00                  | --                                | 14.92        |
| 4. Provison for Taxation                      | 0.00                      | 0.00                                | 0.00                  | --                                | 10.00        |
| 5. Excess Tax Provision for Prior years (Net) | 0.00                      | 0.00                                | 0.00                  | --                                | 0.66         |
| <b>NET PROFIT</b>                             | <b>0.00</b>               | <b>0.00</b>                         | <b>0.00</b>           | --                                | 27.72        |
| <b>C. SEGMENT ASSETS</b>                      | 0.00                      | 0.00                                | 0.00                  | --                                | 3398.46      |
| <b>D. SEGMENT LIABILITIES</b>                 | 0.00                      | 0.00                                | 0.00                  | --                                | 3398.46      |
| <b>E. CAPITAL EXPENDITURE</b>                 | 0.00                      | 0.00                                | 0.00                  | --                                | --           |
| <b>F. DEPRECIATION</b>                        | 0.00                      | 0.00                                | 0.00                  | --                                | 14.92        |
| <b>G. NON CASH EXPENSES</b>                   | 0.00                      | 0.00                                | 0.00                  | --                                | --           |

12. Related Party Disclosers AS-18 :

- |   |   |
|---|---|
| a. Key Management Personnel                 | Mr. Sudhir Jain - MD  |
| b. Relative (s) of Key Management Personnel | Mr. Sunit Jain - CFO  |
| c. Subsidiary                               | Alpha Tar Industries Pvt. Ltd.  |
| d. Enterprises which share common director  | 1. Flash Herbal India Pvt. Ltd.<br>2. Osia Infra Project Ltd.<br>3. Sharvi Media Ltd.<br>4. Kishori Infra Project Ltd.<br>5. VSN Eco Fuel Pvt. Ltd. |

e. Other transaction with related parties

(Rs. in Lacs)

| Name of Party                  | Relationship      | Nature of Transaction | Volume of Transaction |         | Amount O/S | Amount W/O |
|--------------------------------|-------------------|-----------------------|-----------------------|---------|------------|------------|
|                                |                   |                       | Credit                | Debit   |            |            |
| Sudhir Jain                    | M.D.              | Unsecured Loan        | NIL                   | NIL     | 39.50      | NIL        |
| Sudhir Jain                    | M.D.              | Remuneration          | NIL                   | 6.60    | NIL        | NIL        |
| Shantilal Jain                 | Director          | Remuneration          | NIL                   | 3.60    | NIL        | NIL        |
| Atul Jain                      | Director          | Unsecured Loan        | 11.94                 | NIL     | 11.94      | NIL        |
| Sunita Jain                    | Director          | Unsecured Loan        | 13.00                 | NIL     | 13.00      | NIL        |
| Sunita Jain                    | Director          | Remuneration          | NIL                   | 4.80    | NIL        | NIL        |
| Sunit Jain                     | Director          | Remuneration          | NIL                   | 4.80    | NIL        | NIL        |
| Alpha Tar Industries Pvt. Ltd. | Subsidiary        | Pur./Sale             | 582.42                | 43.54   | --         | --         |
| Aadichem Trade Pvt. Ltd.       | Relative Director | Pur./Sale             | 138.86                | 1537.41 | --         | --         |
| Samyak Eco Fuel Pvt. Ltd.      | Relative Director | Pur./Sale             | 145.69                | --      | --         | --         |

13. The company has adopted Accounting Standard 22 - Accounting for Taxes on Income. The break up of net deferred tax asset and liabilities as at 31st March 2016 is as under :

|  | (Rs.)                                     |                        |
|--|---|------------------------|
|  | As at 31st March 16<br>Deferred tax asset | Deferred tax liability |
| Opening Balance of Timing differences on account of                                  | ---                                       | 66299                  |
| Difference between Book Depreciation and Depreciation under the Income Tax Act, 1961 | ---                                       | ---                    |
| Expenditure under Section 43B of the I.T. Act, 1961                                  | ---                                       | ---                    |
| Less : Tax on earlier year expenses claim during the year                            | ---                                       | ---                    |
| <b>Net deferred tax assets</b>   | <b>---</b>                                | <b>66299</b>           |

14. Earning per Share :

|  | <u>2015-16</u> | <u>2014-15</u> |
|--|----------------|----------------|
| Net Profit / (Loss) as per Profit & Loss Account | 2771520        | 1379774        |
| No. of Equity Shares                             | 67472000       | 67472000       |
| Earning per share (Basic)                        | 0.44           | 0.20           |
| Earning per share (Dialitued)                    | 0.44           | 0.20           |

15. Investment in Quoted/Unquoted shares has been taken at cost.

16. Samll scale undertaking : The Company has not received any information from any of the suppliers of their being a small scale unit, Hence amount due to small industrial unit outstanding as on march 31, 2016 are not ascertainable.

17. There is no amounts, required to be transferred to the Investor Education and Protection Fund by the Company.

17.Quantity Information : Additional information as required under of the Comapines Act 2013 in respect of quantity records.

**Quantity Information :**

**1. Petroleum Products**

|                    | <u>2015-16</u>       |          | <u>2014-15</u> |           |
|--------------------|----------------------|----------|----------------|-----------|
|                    | Qty.                 | Value    | Qty.           | Value     |
| Opening Stock      | 773.20               | 49411949 | 222.40         | 7141823   |
| Purchase           |                      | 7024.04  | 399637868      | 6014.66   |
| 399637868          |                      | Sales    | 6963.04        | 340708566 |
| <del>5460.39</del> | <del>367015027</del> |          |                |           |
| Closing Stock      | 853.52               | 39469049 | 773.20         | 49411949  |

**2. Iron & Steel, Cement & Other Commodities**

|               | <u>2015-16</u> |         | <u>2014-15</u> |         |
|---------------|----------------|---------|----------------|---------|
|               | Qty.           | Value   | Qty.           | Value   |
| Opening Stock | 86.64          | 2288600 | 86.64          | 2288600 |
| Purchase      | --             | --      | --             | --      |
| Sales         | 86.84          | 2120505 | --             | --      |
| Closing Stock | NIL            | NIL     | 86.64          | 2288600 |

**3. Equity Shares**

|               | <u>2015-16</u> |         | <u>2014-15</u> |         |
|---------------|----------------|---------|----------------|---------|
|               | Qty.           | Value   | Qty.           | Value   |
| Opening Stock | 299297         | 2542358 | 5700888        | 7121150 |
| Purchase      | NIL            | NIL     | 875280         | 3602861 |
| Sales         | NIL            | NIL     | 1146071        | 5841257 |
| Closing Stock | 299297         | 2443163 | 299297         | 2542358 |

SIGNIFICANT ACCOUNTING POLICIES AND OTHER NOTES "1-21"  
See accompanying notes 1 to 21 are integral part of the financial statements.

As per our report of even date attached

For **BHARAT NEEMA & Co.**

Chartered Accountants

(Firm Registration No. 006059C)

**CA Bharat Neema**

Proprietor

Membership No. 074810

Place : Mumbai

Date : 30th May 2016

for and on behalf of the Board

**sd/-**

**SUDHIR JAIN**

Managing Director

DIN - 00046442

**sd/-**

**SHANTILAL JAIN**

Director

DIN - 00469834

**sd/-**

**SUNIT JAIN**

Chief Financial Officer

**sd/-**

**CS DEVENDRA SINGH KUSHWAH**

Company Secretary

Form A

|    |  |  |
|----|--|--|
| 1. | Name of the Company  | Samyak International Limited   |
| 2. | Annual financial statements for the year ended                             | 31 <sup>st</sup> March, 2016   |
| 3. | Type of Audit observation  | Un-qualified   |
| 4. | Frequency of observation   | Not applicable   |
| 5. | Signed by :  |  |
|    | Shri. Sudhir Jain<br>(Managing Director)                                   |    |
|    | For Bharat Neema & Co<br>Chartered Accountants<br>Firm Registration Number |  <br><b>CA Bharat Neema</b><br><b>Proprietor</b><br><b>Membership No. 074810</b> |
|    | Shri. Anish Vaid<br>(Audit Committee Chairman)                             |   |

