



# Shreyans Industries Limited

Regd. Office : Village Bholapur, P.O. Sahabana,  
Chandigarh Road, Ludhiana - 141 123 (INDIA)

CIN : L17115PB1979PLC003994  
Tel # : 0161-6574125, 2685270  
Mob. # : 98761-00948  
E-mail : atl@shreyansgroup.com  
website : www.shreyansgroup.com

SIL/SCY/2017-18/396-397

14<sup>th</sup> September 2017

To

Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001  <b>Scrip Code: 516016</b>	National Stock Exchange of India Ltd. Exchange Plaza, Bandra Kurla Complex, Bandra (West) Mumbai - 400 051  <b>Scrip Code: SHREYANIND</b>
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**SUBJECT: ANNUAL REPORT (REGULATION 34 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Dear Sir,

Pursuant to the Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Report for the F.Y. 2016-17 as approved and adopted in the 37<sup>th</sup> Annual General Meeting of the Company held on 7<sup>th</sup> September, 2017.

Please find the same in order and take it on your records.

Thanking you,

Yours faithfully,

**For SHREYANS INDUSTRIES LIMITED**

  
(Ruchita Vij)  
**COMPANY SECRETARY**

Encl.: as above

**BRANCH OFFICES :-**

- 5 A-D, Gopala Tower, 25 Rajendra Place, New Delhi-110 008  
Tel # 011-25721042, 25732104 Fax # 91-11-25752271  
E-mail : sil.delhi@shreyansgroup.com
- 302 Raheja Chamber, 3rd Floor, Nariman Point, Mumbai - 400 021  
Tel # 022-22851025 Fax # 91-22-22842825



**37<sup>th</sup>**  
**ANNUAL REPORT**

**2016 - 2017**



**SHREYANS INDUSTRIES LIMITED**

**INSPIRING US**



**LATE SH. D.K. OSWAL  
(1940 - 2007)**

**We live by your values.  
Honesty, Generosity, Compassion and Selflessness.**

**BOARD OF DIRECTORS**

SH. RAJNEESH OSWAL, CHAIRMAN AND MANAGING DIRECTOR	(DIN 00002668)
SH. VISHAL OSWAL, VICE-CHAIRMAN AND MANAGING DIRECTOR	(DIN 00002678)
SH. KUNAL OSWAL, WHOLE TIME DIRECTOR	(DIN 00004184)
SH. ANIL KUMAR, EXECUTIVE DIRECTOR AND C.E.O	(DIN 00009928)
SH. A.K. CHAKRABORTY, INDEPENDENT DIRECTOR	(DIN 00133604)
SH. M.L. GUPTA, INDEPENDENT DIRECTOR	(DIN 00272672)
DR. N. J. RAO, INDEPENDENT DIRECTOR	(DIN 01282945)
DR. PRATIBHA GOYAL, INDEPENDENT DIRECTOR	(DIN 07174666)

CHIEF FINANCIAL OFFICER  
MR. R. K. MAHAJAN

COMPANY SECRETARY  
MR. VIDESHWAR SHARMA

BANKERS  
STATE BANK OF INDIA  
IDBI BANK LIMITED

STATUTORY AUDITORS  
M/S. S.C. VASUDEVA & CO.  
NEW DELHI

SECRETARIAL AUDITORS  
M/S. P.S. BATHLA & ASSOCIATES  
LUDHIANA

COST AUDITORS  
M/S. RAJAN SABHARWAL & ASSOCIATES  
LUDHIANA

REGISTRAR & TRANSFER AGENTS  
M/S. SKYLINE FINANCIAL SERVICES (P) LIMITED  
D-153/A, 1ST FLOOR OKHLA INDUSTRIAL AREA PHASE - I  
NEW DELHI - 110020  
TEL: 011 26812682-83, EMAIL: admin@skylinerta.com

REGISTERED & CORPORATE OFFICE  
VILLAGE - BHOLAPUR. P.O. SAHABANA  
CHANDIGARH ROAD, LUDHIANA- 141123. (PUNJAB)  
CIN: L17115PB1979PLC003994,  
TEL: +91-161-6574125, 98761-00948 FAX: +91-161-2685270  
EMAIL: atl@shreyansgroup.com, WEB: www.shreyansgroup.com

**WORKS**

- SHREYANS PAPERS, AHMEDGARH, DISTT. SANGRUR (PB.) - 148021  
TEL: +91-1675-240347-48-49, 661300 FAX: +91-1675-240512, EMAIL: spm@shreyansgroup.com
- SHREE RISHABH PAPERS, VILLAGE BANAH, DISTT. S. B. S. NAGAR (PB.) - 144522  
TEL: +91-1881-273627-28-29 FAX: +91-1881-273645, EMAIL: srp@shreyansgroup.com

**BRANCHES**

- 5 A-C, GOPALA TOWER,  
25, RAJENDRA PLACE, NEW DELHI-110008  
TEL: +91-11-25818258-59, 25721042  
FAX: +91-11-2575-2271,  
EMAIL: sil.delhi@shreyansgroup.com
- 302, RAHEJA CHAMBERS, 3RD FLOOR,  
NARIMAN POINT, MUMBAI-400021  
TEL: +91-22-22851025, 22851708  
FAX: +91-22-2284-2825,  
EMAIL: sil.mumbai@shreyansgroup.com

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**NOTICE**

Notice is hereby given that the 37<sup>th</sup> Annual General Meeting of the members of the Company will be held on Thursday, the 7<sup>th</sup> day of September, 2017 at 11.00 a.m. at the Registered Office of the Company at Village Bholapur, P.O. Sahabana, Chandigarh Road, Ludhiana 141 123 to transact the following business.

**AS AN ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017 and the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend, if any, for the Financial Year 2016-17.
3. To appoint a Director in place of Sh. Vishal Oswal (DIN: 00002678), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint new Statutory Auditors in place of outgoing Statutory Auditors of the Company.

"RESOLVED THAT the consent of the Company be and is hereby accorded to the appointment of M/s. K.C. Khanna & Co., Chartered Accountants, (Firm Registration No. 000481N) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 42<sup>nd</sup> Annual General Meeting, on remuneration to be fixed by the Board of Directors of the Company, on the recommendation of the Audit Committee."

**AS SPECIAL BUSINESS****ITEM NO. 5****TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of sections 196,197,198 and other applicable provisions, if any of the Companies Act, 2013 read with Schedule V of the said Act including any statutory modification or re-enactment thereof and subject to the approval of Central Government, if required, the consent of the Company be and is hereby accorded to the re-appointment of Sh. Kunal Oswal (DIN: 00004184) as Whole time Director of the Company for a period of three years w.e.f. 1st August, 2017 to 31st July, 2020 on the remuneration, terms and conditions as set out in the agreement, to be entered into between the Company and Sh. Kunal Oswal, as submitted to this meeting which is hereby specifically approved."

"RESOLVED FURTHER THAT Board of Directors be and is hereby authorized to alter or increase/ vary the terms and conditions of the said re-appointment and remuneration and/ or agreement in such form and manner or with such modifications as the Board may deem fit, if required, to comply with approval(s) of shareholders and/or Central Government and as may be acceptable to Sh. Kunal Oswal without referring the same to the General Meeting again, subject to consents/ approvals, if any, required in this regard."

"RESOLVED FURTHER THAT where in any Financial Year, the Company has no profits or its profits are inadequate during the tenure of office of Sh. Kunal Oswal, the remuneration aforesaid shall be paid as the minimum remuneration."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolutions."

**ITEM NO. 6****TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of sections 196,197,198 and other applicable provisions, if any of the

Companies Act, 2013 read with Schedule V of the said Act including any statutory modification or re-enactment thereof and subject to the approval of Central Government, if required, the consent of the Company be and is hereby accorded to the re-appointment of Sh. Anil Kumar (DIN: 00009928) as an Executive Director & CEO of the Company for a period of three years w.e.f. 30th August, 2017 to 29th August, 2020 on the remuneration, terms and conditions as set out in the agreement, to be entered into between the Company and Sh. Anil Kumar, as submitted to this meeting which is hereby specifically approved."

"RESOLVED FURTHER THAT Board of Directors be and is hereby authorized to alter, or increase and vary the terms and conditions of the said re-appointment and/ or agreement in such form and manner or with such modifications as the Board may deem fit, if required, to comply with approval(s) of shareholders and/or Central Government and as may be acceptable to Sh. Anil Kumar without referring the same to the General Meeting again, subject to consents/ approvals, if any, required in this regard."

"RESOLVED FURTHER THAT where in any Financial Year, the Company has no profits or its profits are inadequate during the tenure of office of Sh. Anil Kumar, the remuneration aforesaid shall be the minimum remuneration."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolutions."

**ITEM NO. 7****TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any of the Companies Act, 2013, the consent of the Company be and is hereby given (in supersession of the earlier resolution passed by company on 22<sup>nd</sup> August, 2014), to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to borrow, from time to time, as it may consider fit, any sum or sums of moneys, on such terms and conditions as the Board may deem fit, that the money or moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loan(s) obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of its paid-up Capital and its free reserves, provided however, the total amount so borrowed and/or to be borrowed shall not exceed Rs. 250 Crores (Rupees Two Hundred Fifty Crores) at any time."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required."

**ITEM NO. 8****TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013, the consent of the Company be and is hereby given (in supersession of the earlier resolution passed by company on 22<sup>nd</sup> August, 2014), to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies

to secure rupee/foreign currency loans together with interest, charges, cost expenses and all other moneys payable by the Company and the maximum extent of indebtedness secured by properties of the Company shall not, at any time exceed Rs. 350 Crores (Rupees Three Hundred Fifty Crores)."

"RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior/paripassu/subservient with /to the mortgage and/or charges already created or to be created in future by the Company, as may be agreed to between the Company's Board of Directors and Lenders"

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required".

**ITEM NO. 9****TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any, (including any statutory modification(s) thereof for the time being in force), the consent of the Company be and is hereby given to invite/accept/renew unsecured deposits from members and/or from public in any form or manner from time to time, through circular, advertisement or through any other permitted mode, up to the maximum permissible prescribed limit and on such terms and conditions as the Board may in its absolute discretion deem fit and necessary."

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

**ITEM NO. 10****TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 148 and its related and applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014, (including any statutory modifications or re-enactment thereof for the time being in force), the remuneration of ₹45,000/- (Rupees Forty five thousands only) plus reimbursement of out of pocket expenses, if any, and service tax/GST, as applicable, for the financial year ending 31<sup>st</sup> March, 2018 as approved by the Board of Directors of the company and paid/to be paid to M/s.Rajan Sabharwal and Associates, (Firm Registration No. 101961) Cost Accountants, Ludhiana, appointed by the Board as Cost Auditors to conduct the audit of the cost accounts of the company, be and is hereby ratified."

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

**NOTES:****1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) in number and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for

any other person or shareholder.

**2. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

3. Members/proxies are requested to bring their copy of Annual Report to the Meeting and bring in duly filled attendance slips enclosed herewith to attend the meeting. Shareholders/ Proxy holders are requested to produce at the entrance, duly filled and signed attendance slips for admission to the Meeting Hall.

Corporate members are required to send a certified copy of the Board Resolution to the Company, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the AGM.

4. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed herewith.

5. The Register of Members and Share Transfer books of the Company shall remain closed from 1<sup>st</sup> September, 2017 to 7<sup>th</sup> September, 2017 (both days inclusive), for the purpose of Annual General Meeting of the Company and payment of dividend, if any.

6. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to those members whose name appear on the Register of Members as on 31<sup>st</sup> August, 2017.

7. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their question in writing to the Company, so as to reach the registered office of the Company at least 10 days before the date of the meeting so that information required may be made available at the time of the Meeting.

8. Copies of the Annual Report are being sent by electronic mode only to those members whose email addresses are registered with the company/depository participants(s) for communication purposes unless any member has requested for hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2017 are being sent by the permitted mode.

9. Members are requested to :

1. Quote their folio number/Client ID & DP-ID in all correspondence with the company.
2. Notify immediately to the company any change in their address/ mandate, if any.
3. Register their e-Mail id with the company or its Registrar or their depository participant to enable the company to send the notices and other reports through email.

10. Shares of the Company are available for De-Materialization under ISIN- INE231C01019. Members who have not opted for De-Materialization are requested to do so in their own interest.

11. All dividends remaining unclaimed and unpaid for a period of seven years from the date it is lying in the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company on the website of the Company at [www.shreyansgroup.com](http://www.shreyansgroup.com). The said information was also filed with MCA and the same can be accessed at [www.iepf.gov.in](http://www.iepf.gov.in).

Furthermore, in terms of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) shares on which dividend

has not been paid or claimed by a shareholder for a period of seven consecutive years or more shall be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due to be so transferred. Upon transfer of such shares, all benefits, if any, accruing on such shares shall also be credited to such Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares. Shares which are transferred to the Demat Account of IEPFA can be claimed back by the shareholder from IEPFA by following the procedure prescribed under the aforesaid rules.

Therefore, it is in the interest of shareholders to regularly claim the dividends declared by the Company.

**12. Please note that the meeting is for members or their proxies only. Please avoid being accompanied by non-members and children.**

13. A remote e-voting facility for the members shall also be provided in terms of Section 108 of the Companies Act, 2013 and rules made there under and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The facility for voting through ballot paper 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 the right at the meeting. 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.

**The instructions for shareholders voting electronically are as under:-**

- (i) The remote e-voting period begins on 3<sup>rd</sup> September, 2017 (9.00 A.M.) and ends on 6<sup>th</sup> September, 2017 (5.00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) 31<sup>st</sup> August, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.  
Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as of the cut-off date i.e. 31<sup>st</sup> August, 2017 may obtain the login ID and password by sending a request at [cs@shreyansgroup.com](mailto:cs@shreyansgroup.com).
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in De-mat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are holding shares in physical form or first time user in case holding shares in De-mat form, follow the steps given below:

<b>For Members holding shares in Demat Form (First time user) and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both De-mat shareholders as well as physical shareholders)

	Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the <b>sequence number*</b> in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Please enter the DOB or Dividend Bank Details in order to login. Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or Folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank details as recorded in your demat account or in the Company records for the said demat account or Folio. If the details are not recorded with the depository or company please enter the Member ID / Folio no. in the Dividend Bank details field.

\*sequence number shall be as per separate sheet attached with the Annual Report.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in De-mat 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 De-mat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN(170623008) for the <Shreyans Industries Limited> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If De-mat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. i-phone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Institutional Shareholders Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

14. M/s P.S. Bathla & Associates, Company Secretaries in practice, Ludhiana have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner (including the ballot forms). The Scrutinizer shall within a period of two working days from the conclusion of voting at AGM, unblock the votes cast in presence of at least two witnesses not in employment of the Company and make a report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.

15. The Results shall be declared within two working days from the conclusion of the AGM. The results declared along with the Scrutinizer's report shall be placed on the Company's website [www.shreyansgroup.com](http://www.shreyansgroup.com) and on the website of CDSL and communicated to the Stock Exchanges.

**By order of the Board  
For Shreyans Industries Limited**

**Sd/-  
Videshwar Sharma  
Company Secretary  
ACS 17201**

**Dated : May 15, 2017  
Regd. Office: Village: Bholapur,  
P.O. Sahabana, Chandigarh Road,  
Ludhiana 141 123  
CIN: L17115PB1979PLC003994  
Tel.: +91-161-6574125, 98761-00948  
Fax: +91-161-2685270  
Email: [atl@shreyansgroup.com](mailto:atl@shreyansgroup.com)  
Website: [www.shreyansgroup.com](http://www.shreyansgroup.com)**

**ANNEXURE TO THE NOTICE  
EXPLANATORY STATEMENT PURSUANT TO SECTION 102  
OF THE COMPANIES ACT, 2013, FORMING PART OF THE  
NOTICE OF ANNUAL GENERAL MEETING**

**ITEM NO. 5**

In the present term, Sh. Kunal Oswal was re-appointed as Whole Time Director of the Company for five years w.e.f. 01<sup>st</sup> August, 2012 to 31<sup>st</sup> July, 2017 by special resolution passed at Annual General Meeting held on 30<sup>th</sup> August, 2012. The term of present appointment expires on 31<sup>st</sup> July, 2017.

So, the Board of Directors at its meeting held on 15<sup>th</sup> May, 2017, have approved the re-appointment and remuneration of Sh. Kunal Oswal, Whole Time Director for a period of three years from 01<sup>st</sup> August, 2017 to 31<sup>st</sup> July, 2020 on the terms and conditions as set out in the draft agreement which is open for inspection at Registered Office of the Company on any working day between 10.30 A.M. to 12.30 P.M. The re-appointment and payment of remuneration to Sh. Kunal Oswal, Whole Time Director is subject to the approval of Shareholders and Central Government, if required, in terms of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under.

The Principal terms of remuneration of Sh. Kunal Oswal, Whole Time Director as approved by the Nomination and Remuneration Committee of the Company for a period of three years starting from 01<sup>st</sup> August, 2017 are as follows:

(1) SALARY:

Sh. Kunal Oswal, Whole Time Director shall be paid a salary of ₹2,00,000/- (Rupees Two Lac only) per month.

(2) PERQUISITES AND ALLOWANCES:

(i) The expenditure pertaining to gas, electricity, water, furnishings and other utilities including repairs will be borne/reimbursed by the Company and shall be valued as per the Income Tax Rules, 1962 or in accordance with such other directions/ clarifications as may be issued by the Ministry of Corporate Affairs, subject to maximum of 10% of basic salary.

(ii) Reimbursement of expenses on medical treatment incurred by the appointee and his family subject to ceiling of one month salary in a year or three months salary over a period of three years.

(iii) Fee of clubs subject to a maximum of two clubs excluding admission and life membership fees and maximum of ₹ 10,000/- per annum.

(iv) Leave travel concession for self and family members as per company's rules.

(v) Premium not to exceed Rs.10,000/- per annum for personal accident insurance.

(vi) Provision of Car for official -cum-personal use, however, the valuation for personal use of car shall be treated as requisite in the hands of Whole Time Director.

(vii) Provision of Telephone at residence for official-cum-personal use. However, the valuation of personal use of telephone shall be treated as requisite of the Whole Time Director.

(3) In addition to the perquisites as aforesaid, Sh. Kunal Oswal, Whole Time Director shall also be entitled to the following benefits in accordance with the Rules of the Company, which shall not be included in the computation of ceiling on remuneration:



- (i) Contribution to Provident Fund, Super Annuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- (ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- (iii) Encashment of leave at the end of the tenure.
- (4) Reimbursement of all entertainment, traveling, hotel and other expenses incurred by Sh. Kunal Oswal, Whole Time Director during the course of and in connection with the business of the Company.
- (5) No sitting fees shall be paid to Sh. Kunal Oswal, Whole Time Director for attending the meeting of Board of Directors or any Committee thereof.

**(6) MINIMUM REMUNERATION**

In the event of inadequacy or absence of profits in any financial year during his tenure, Sh. Kunal Oswal, Whole Time Director will be entitled to above remuneration along with the perquisites/benefits mentioned above by way of minimum remuneration.

Necessary resolution is proposed at item no. 5 of the aforesaid agenda as special resolution.

Directors of your company recommend the above resolution for your consideration and approval.

**NOTICE OF INTEREST**

None of the Directors/Key Managerial Personnel of the Company / their relatives, except Sh. Kunal Oswal, the appointee himself, Sh. Rajneesh Oswal and Sh. Vishal Oswal, being relatives of Sh. Kunal Oswal, are in any way concerned or interested in the proposed resolution.

**ITEM NO. 6**

In the present term, Sh. Anil Kumar was re-appointed as Executive Director & CEO of the Company for three years w.e.f. 30<sup>th</sup> August, 2014 to 29<sup>th</sup> August, 2017 by special resolution passed at Annual General Meeting held on 13<sup>th</sup> August, 2014 and the said re-appointment along with remuneration was also approved by Central Government.

As the above said period of approval of appointment and remuneration shall expire on 29<sup>th</sup> August, 2017, the Board of Directors at its meeting held on 15<sup>th</sup> May, 2017, have approved the re-appointment and remuneration of Sh. Anil Kumar, Executive Director & CEO for a period of three years i.e. 30<sup>th</sup> August, 2017 to 29<sup>th</sup> August, 2020, as mentioned hereunder and other terms and conditions as set out in the draft agreement which is open for inspection at Registered Office of the Company on any working day between 10.30 A.M. to 12.30 P.M. The re-appointment and payment of remuneration to Sh. Anil Kumar, Executive Director & CEO is subject to the approval of Shareholders and Central Government, if required, in terms of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under.

The Principal terms of remuneration of Sh. Anil Kumar, Executive Director & CEO as approved by the Nomination and Remuneration Committee of the Company for a period of three years starting from 30<sup>th</sup> August, 2017 are as follows:

**(1) SALARY**

Sh. Anil Kumar, Executive Director & CEO shall be paid a salary of ₹4,50,000/- (Rupees Four Lac Fifty thousand only) per month.

**Performance Incentive:** As may be decided by the Board on year to year basis, but not exceeding 12 months' salary.

**(2) PERQUISITES AND ALLOWANCES**

Furnished residential accommodation with gas, electricity,

water and furnishings.

- (i) The expenditure for the company for hiring furnished accommodation for the Executive Director & CEO shall not exceed 60% of salary, over and above 10% is payable by the Executive Director & CEO

Where ever the company do not provide the accommodation for the managerial personnel, the house rent may be paid by the company to the Executive Director & CEO as per (i) above.

Where the accommodation is a company's owned house the Executive Director & CEO shall pay to the company by way of rent, calculated @10% of the salary.

- (ii) The monetary expenditure incurred by the company on gas, electricity, water, furnishings and other utilities including repairs will be borne/reimbursed by the Company and shall be valued as per the Income Tax Rules, 1962 or in accordance with such other directions/clarifications as may be issued by the Ministry of Corporate Affairs. This will however be subject to a ceiling of 10% of the salary of Executive Director & CEO.

- (iii) Reimbursement of expenses on medical treatment incurred by the appointee and his family subject to ceiling of one month salary in a year or three months' salary over a period of three years.

- (iv) Fee of clubs subject to a maximum of two clubs excluding admission and life membership fees subject to maximum of ₹50,000/- per annum.

- (v) Premium not to exceed ₹10,000/- per annum for personal accident insurance.

- (vi) Leave travel concession for self and family members as per company's rules.

- (vii) Provision of Car for official -cum-personal use, however, the valuation for personal use of car shall be treated as prerequisite in the hands of Executive Director & CEO.

- (viii) Provision of Telephone at residence for official-cum personal use. However, the valuation of personal use of telephone shall be treated as prerequisite of the Executive Director & CEO.

- (3) In addition to the perquisites as aforesaid, Sh. Anil Kumar, Executive Director & CEO shall also be entitled to the following benefits in accordance with the Rules of the Company, which shall not be included in the computation of ceiling on remuneration:

- (i) Contribution to Provident Fund, Super Annuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

- (ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

- (iii) Encashment of leave at the end of the tenure.

- (4) Reimbursement of all entertainment, traveling, hotel and other expenses incurred by Sh. Anil Kumar, Executive Director & CEO during the course of and in connection with the business of the Company.

- (5) No sitting fees shall be paid to Sh. Anil Kumar, Executive Director & CEO for attending the meeting of Board of Directors or any Committee thereof.

**(6) MINIMUM REMUNERATION**

In the event of inadequacy or absence of profits in any financial year during his tenure, Sh. Anil Kumar, Executive Director & CEO

will be entitled to above remuneration along with the perquisites/benefits mentioned above by way of minimum remuneration.

Necessary resolution is proposed at item no. 6 of the aforesaid agenda as special resolution.

Director of your company recommend the above resolution for your consideration and approval.

#### **NOTICE OF INTEREST**

None of the Directors/Key Managerial Personnel of the Company / their relatives, except Sh. Anil Kumar, the appointee himself, are in any way concerned or is interested in the proposed resolution.

#### **ITEM NO. 7 & 8**

Keeping in view company's existing and future financial requirements to support its business operations, the company may need additional funds. For this purpose, the company is desirous of raising finance from various banks and/or Financial Institutions and/or any other lending institutions and /or bodies corporate and/or such persons/ individuals as may be considered fit, which together with the money or moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loan(s) obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of its paid-up Capital and its free reserves. Hence it is proposed to increase the maximum borrowing limits up to Rs. 250 Crores (Rupees Two hundred and fifty Crores only).

Pursuant to section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid up capital of the company and its free reserves at any one time except with the consent of the members of the company in general meeting. Furthermore, pursuant to Section 180(1)(a) of Companies Act, 2013, in order to secure the above said borrowings (including term loan in the ordinary course of business) made by the Company it would be necessary to create charge and/or mortgage on assets or whole of the undertakings of the Company. Hence it is proposed to increase the limits of security to be provided for borrowings upto Rs. 350 Crores (Rupees three hundred and fifty Crores only).

As per the provisions of Section 110 of the Companies Act, 2013 read with rule 22(16)(i) of Companies (Management and Administration) Rules, 2014 the resolution to secure borrowings is mandatorily required to be passed through postal ballot.

However, as per the Clause 29 of the proposed Companies (Amendment) Bill, 2016 it is proposed that a company may transact an item, which is mandatorily required to be transacted through postal ballot, at a general meeting also where the facility of electronic voting is provided by the company.

As the Company regularly provides e-voting facilities to its members at its Annual General Meetings and keeping in view the above said proposed amendment, the resolution at item no. 8 is proposed to be passed at this Annual General Meeting of the Company.

The Board recommends resolution nos. 7 & 8 for the approval of members as special resolutions.

#### **NOTICE OF INTEREST**

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way concerned or interested in the proposed resolutions.

#### **ITEM NO. 9**

Pursuant to Section 73 of the Companies Act, 2013 and rules made there under and after approval of the members of the company at their meeting held on 10<sup>th</sup> August, 2016, the company had issued circular to the members of the company, being invitation for deposits from members, which is valid up to the date

of 37<sup>th</sup> Annual General Meeting of the Company i.e. up to 7<sup>th</sup> September, 2017.

Furthermore, as the Net worth of the Company has crossed Rupees One Hundred Crores, company can invite/accept/renew deposits from general public in addition to the members of the company.

Furthermore, keeping in view the high interest rates charged by banks for working capital borrowings, the Board of Directors at their meeting held on 15<sup>th</sup> May, 2017 decided to continue invite/accept/renew unsecured deposits from members and/or public after complying with the relevant provisions of the Companies Act, 2013 and rules made there under and other applicable laws, if any. This would keep a check on finance cost of the Company as there is interest cost differential of about 1-2% between acceptance of deposits and bank borrowings.

The Board recommends this resolution for the approval of members as a special resolution.

#### **NOTICE OF INTEREST**

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

#### **ITEM NO. 10**

The Board of Directors at their meetings held on 15<sup>th</sup> May, 2017 have approved the appointment of M/s. Rajan Sabharwal & Associates (Firm Registration No. 101961), Cost Accountants, Ludhiana as Cost Auditors to conduct the audit of the cost accounts of the company for the financial year 2017-18 as per the directions issued by the Central Govt. and the remuneration was fixed as given in the resolution.

As per Rule 14 of the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors shall be ratified by the shareholders.

The Board recommends the aforesaid resolution for approval of the members by means of an Ordinary Resolution.

#### **NOTICE OF INTEREST**

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

#### **Statement of the details as required under Schedule V of the Companies Act, 2013 is as under:**

##### **(i) General Information**

- (1) Nature of Industry:  
The Company is engaged in the manufacturing of writing and printing paper from Agricultural residues.
- (2) Date of Commencement of Commercial Production:  
Company started its Commercial Production in May 1982
- (3) Financial Performance: Financial Performance of the Company for the year ended 31.03.2017 and 31.03.2016 are as under:

(₹ In lac)

	Year ended 31 March 2017	Year ended 31 March 2016
Total Revenues	42301.02	39097.65
Profit Before Interest and Depreciation	4944.17	2430.35
Less. Interest	586.15	595.56
Less. Depreciation	796.27	732.93
Net Profit before Tax	3561.75	1101.86
Provision for Taxation	1251.19	234.74
Net Profit after Tax	2310.56	867.12

(4) Export Performance and Net Foreign Exchange

(₹ In lac)

	Year ended 31 March 2017	Year ended 31 March 2016
Foreign Exchange Earning	328.71	250.95
Less. Foreign Exchange Outgo	3540.48	2946.50
Net Foreign Exchange Earning	(3211.77)	(2695.55)

(5) Foreign Investments or Collaboration: The Company has not made any investments in foreign funds / securities and has no foreign collaborations.

**2. INFORMATION ABOUT THE DIRECTOR(S)****A. NAME: Sh. Kunal Oswal****i) Back Ground Details, Job Profile and suitability:**

**Sh. Kunal Oswal** aged 43 years is the Whole time Director of the Company. He has joined the Board in January 2007. Thereafter he was appointed as Whole time Director of the company at Board meeting held on 29.07.2007. He is a Commerce Graduate.

Sh. Kunal Oswal is brother of Sh. Rajneesh Oswal, Chairman & Managing Director and Sh. Vishal Oswal, Vice-Chairman & Managing Director.

Sh. Kunal Oswal is holding office of Director in the following companies.

1. Adeep Investment Company
2. Virat Investment & Mercantile Company
3. Jagvallabh Parasnath Capital Investment (P).Ltd.
4. Achin Investment & Mercantile Company
5. Levina Investment & Mercantile Company
6. Ojasvi Investment & Mercantile Company
7. Limelite consultants (P) Ltd.
8. Noble Share Trading (P) Ltd.
9. Sulzer Investments (P) Ltd

**ii) Past Remuneration**

Sh. Kunal Oswal is presently working as Whole time Director of the Company and his present remuneration was approved at 32<sup>nd</sup> Annual General Meeting held on 30<sup>th</sup> August, 2012. The remuneration drawn by Sh. Kunal Oswal during last three years is as under:

Financial Year ended	(₹ in lac)
31.03.2017	17.20
31.03.2016	17.20
31.03.2015	17.20

**iii) Remuneration proposed:**

The new remuneration package in the shape of Salary and Perquisites has already been stated above in the Explanatory Statement.

**iv) Pecuniary relationship**

Sh. Kunal Oswal, except his re-appointment as Whole time Director of the company has no pecuniary relation with the company and he is related to Sh. Rajneesh Oswal, Chairman & Managing Director and Sh. Vishal Oswal, Vice- Chairman & Managing Director.

**B. NAME: Sh. Anil Kumar****i) Back Ground Details, Job Profile and suitability:**

Sh. Anil Kumar aged 67 years is the Executive Director & CEO of the Company. He joined the Company as General Manager and was inducted to the Board as an Executive Director on 30<sup>th</sup> August 1988. He holds a degree in Engineering from Punjab Engineering College, Chandigarh and has done Masters in Business Administration from Punjab University. He has served as Finance Manager of Vardhman Spinning & General Mills Limited and has vast experience in the field of Finance and General Administration. He is associated with the company right from beginning and contributed a lot to the progress of the company. Sh. Anil Kumar is also holding office of Director in Sohrab Spinning Mills Limited. Company had re- appointed Sh. Anil Kumar as Executive Director & CEO for a term of three years at Annual General Meeting held on 13<sup>th</sup> August, 2014.

Accordingly the present term of appointment of Sh. Anil Kumar expires on 29<sup>th</sup> August, 2017. The present remuneration of Sh. Anil Kumar is approved at 34<sup>th</sup> Annual General Meeting held on 13<sup>th</sup> August, 2014 and also approved by the Central Government.

**ii) Past Remuneration**

The remuneration drawn by Sh. Anil Kumar during last three years is as under:

Financial Year ended	(₹ in lac)
31.03.2017	122.13
31.03.2016	107.65
31.03.2015	102.53

**iii) Remuneration proposed:**

The new remuneration package in the shape of Salary and Perquisites has already been stated above in the Explanatory Statement.

**iv) Pecuniary relationship**

Sh. Anil Kumar, except his re-appointment as an Executive Director & CEO of the company, has no pecuniary relation with the company.

**3. Comparative Remuneration**

The Remuneration proposed to be paid to the appointee/(s) is in line with the remuneration paid to the Managing / Executive directors of the other companies. Keeping in view the type of industry and the responsibilities and capabilities of the appointee/(s), the proposed remuneration is competitive with remuneration paid by other companies to such similar positions.

**4. OTHER INFORMATION**

The efforts of the management during last few years have resulted in turnaround of the company. The Company did not incur losses during 2016-17.

**DISCLOSURES**

The remuneration package along with the corresponding details payable to Sh. Kunal Oswal, Whole time Director and Sh. Anil Kumar, Executive Director & CEO have already been mentioned above. Further the remuneration paid to directors has been included in the Board's Report on Corporate Governance.

The tenure of Sh. Kunal Oswal, Whole time Director and Sh. Anil Kumar, Executive Director & CEO shall be governed by a service contract. The aforesaid statements form part of this notice calling the Annual General Meeting.

## ANNEXURE TO ITEM NOS. 3,5 &amp; 6 OF THE NOTICE

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting

(in pursuance of Regulation 36 (3) of SEBI (Listing Obligations &amp; Disclosure Requirements) Regulations, 2015)

Name of the Director	Sh. Vishal Oswal	Sh. Kunal Oswal	Sh. Anil Kumar
DIN	00002678	00004184	00009928
Date of Birth	02.09.1972	22.11.1974	02.08.1950
Date of Appointment on the Board	31.07.1999	29.01.2007	30.08.1988
Expertise in specific functional areas	Management & Administration	Experience in Business Management	Finance and General Administration
Qualification	Commerce Graduate	Commerce Graduate	MBA, B.Sc (Engg.)
Directorship of other public limited companies	Adinath Textiles Ltd. Vardhman Polytex Ltd.	NIL	Sohrab Spinning Mills Limited
Memberships of Committees of other public limited companies (mandatory committees only)	NIL	NIL	NIL
Disclosure of relationship between directors inter-se	Sh. Vishal Oswal is brother of Sh. Rajneesh Oswal and Sh. Kunal Oswal.	Sh. Kunal Oswal is brother of Sh. Rajneesh Oswal and Sh. Vishal Oswal.	Sh. Anil Kumar does not have any relation with other directors, manager and KMPs.
No. of Shares held in the Company	NIL	85250	1325

By order of the Board  
For Shreyans Industries Limited  
Sd/-  
Videshwar Sharma  
Company Secretary  
ACS 17201

Dated : May 15, 2017  
Regd. Office: Village: Bholapur, P.O. Sahabana,  
Chandigarh Road, Ludhiana 141 123  
CIN: L17115PB1979PLC003994  
Tel.: +91-161-6574125, 98761-00948  
Fax: +91-161-2685270  
Email: atl@shreyansgroup.com  
Website: www.shreyansgroup.com

**DIRECTORS' REPORT**

Dear Members,

Your Directors are pleased to present the 37<sup>th</sup> Annual Report on the business and operations of the Company along with audited statements of accounts for the year ended 31<sup>st</sup> March 2017.

Financial Results		₹ In lac	
PARTICULARS	2016-17	2015-16	
Total Revenues [Net of excise duty]	<b>42301.02</b>	39097.65	
Profit before interest & depreciation	<b>5856.00</b>	2430.35	
Less: Financial Expenses	<b>586.15</b>	595.56	
Gross Profit	<b>5269.85</b>	1834.79	
Less: depreciation	<b>796.27</b>	732.93	
Net profit before tax	<b>4473.58</b>	1101.86	
Exceptional items	<b>911.83</b>	---	
Provision for taxation	<b>796.42</b>	236.92	
Deferred taxes	<b>371.46</b>	[-] 12.74	
Taxes for earlier year	<b>83.31</b>	10.56	
Net profit after tax	<b>2310.56</b>	867.12	

**CORPORATE REVIEW**

Paper industry, especially the Writing and Printing Paper segment showed a healthy uptrend during the year under review, which is also reflected in the operations of your Company. General increase in the paper prices coupled with some reduction in input prices, especially the fuel prices, helped the Company to put up better performance during the year. Total revenues of the Company increased to ₹423.01 crores against Rs.390.98 crores, showing more than 8% increase. Profit before interest and depreciation showed a quantum increase to ₹58.56 crores which is more than 2.4 times over the last year earnings of ₹24.30 crores. Net profit before tax from the current year's operations were ₹44.74 crores, which is more than 4 times the corresponding figure of ₹11.02 crores of last year. Local Electricity Board [Punjab State Power Corporation Limited] had raised a demand for surcharge due to non-conversion of our power supply system to a higher voltage in the year 2007, which was challenged by your Company along with few other consumers in the Court. Hon'ble Supreme Court partly allowed our petition in the month of March 2017. Accordingly, the residual demand pertaining to period April 2005 till June 2009 amounting to ₹9.12 crores has been shown as an expense and appears under exceptional item in the accounts of the Company and net profit after provision of this exceptional item and income tax for the year stands at ₹23.11 crores against ₹8.67 crores of last year, which is showing an increase of more than 167%. Your management expects that Company operations in the coming year will remain satisfactory.

**PERFORMANCE REVIEW****SHREYANS PAPERS**

Total production of paper in this unit at 48601 MTs was higher by almost 6% as compared to 45872 MTs of last year. Modernization work undertaken during the year 2015-16 was completed during the year under review and results of the same are already reflected in the operations of this unit. Further capital expenditure is also planned during the current year to further improve and debottleneck the operations of the unit. Total revenues of this unit were at ₹260.10 crores as against ₹243.34 crores of last year.

**SHREE RISHABH PAPERS**

Operations of this unit were significantly better during the year under review as compared to last year, which was partially affected by breakdown in its steam turbine. Total production of paper in this unit was at 31708 MTs as compared to 28649 MTs of last year. Revenues also showed a increase at ₹162.91 crores against ₹147.63 crores of last year. Encouraged by good performance, a major capital expenditure has been planned in this unit, which will completely revamp both pulp mill and paper machine and is expected to be completed during the current year. Total project is expected to cost ₹20.40 crores, which is being partially financed by a term loan of ₹13.00 crores sanctioned by IDBI Bank Limited.

**FINANCIAL REVIEW  
SHARE CAPITAL**

The paid up Equity Share Capital as on March 31, 2017 was ₹13.82 crores. During the year under review, the Company has neither issued any shares nor granted stock options and nor sweat equity.

**FINANCE**

An amount of ₹3.38 crores, out of term loan of ₹13.00 crores sanctioned by IDBI Bank Limited, was availed during the year and also during the year an amount of ₹7.69 crores, out of existing term loans, was repaid. Overall financial cost remained at the same level of last year despite increase in operations of the Company.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

**RESERVES**

The Company do not propose to carry any amount to any reserves.

**DIVIDEND**

Your Directors recommend a dividend of ₹ 1.50 per share [i.e. 15%] for the financial year ended 31<sup>st</sup> March 2017 (previous year 12%). The dividend, if approved by the shareholders, will be paid to all the equity shareholders whose names appear in the Register of Members as on 31<sup>st</sup> August, 2017. The proposed dividend would result in cash outflow of ₹ 249.58 lac including corporate dividend tax.

**DEPOSITS**

(₹ in Crore)

PARTICULARS	From Members	From Directors
(a) accepted during the year;	2.27	0.31
(b) remained unpaid or unclaimed as at the end of the year;	---	---
(c) whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved-		
(i) at the beginning of the year;	---	---
(ii) maximum during the year;	---	---
(iii) at the end of the year;	---	---
(d) The details of deposits which are not in compliance with the requirements of Chapter V of the Companies Act, 2013.	---	---

At the end of the year, fixed deposits from the members and Directors were outstanding to the tune of Rs. 4.26 crores and Rs. 0.31 crore respectively. There were no overdue deposits as on 31st March 2017. The company has accepted deposits from the members falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies [Acceptance of Deposits] Rules, 2014.

#### **FUTURE PLANS/PROSPECTS**

Continuous technical and operational upgradation of the production facilities is an hallmark of the Company's policy and keeping the same trend a major capex is planned in Shree Rishabh Papers unit of the Company during the year as stated above. Besides this, normal capital expenditure is being done continuously to make operations of the Company more competitive.

#### **NUMBER OF MEETINGS HELD**

The details of Board and Committee Meetings are given in the Corporate Governance Report.

#### **DIRECTORS/ KEY MANAGERIAL PERSONNEL**

Sh. Vishal Oswal, Director of the Company, is liable to retire by rotation at the forthcoming Annual General Meeting under article 86 (1) of Article of Association of the Company and being eligible, offer himself for reappointment.

All Independent Directors have given declarations that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015).

There was no change in Key Managerial Personnel during the year under review.

#### **BOARD EVALUATION**

Pursuant to provisions of the Companies Act, 2013 and Listing Regulations, the Board has carried out an annual performance evaluation of its own performance and the performance of the individual Directors as well as the evaluation of the working of its committees. The manner in which the evaluation was carried out has been explained in the Corporate Governance.

#### **REMUNERATION POLICY**

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed a policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management and their Remuneration. The said policy has been uploaded on the website of the Company. The Key provisions of Nomination and Remuneration policy are appended as an **Annexure I** to the Board's report.

#### **AUDIT COMMITTEE**

The company has duly constituted Audit Committee, the scope of which is quite comprehensive and is in conformity with the provisions of the Companies Act, 2013 and Listing Regulations.

The composition of the Audit Committee is given in Corporate Governance Report.

All the recommendations of the Audit Committee were accepted by the Board.

#### **DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM/ WHISTLE BLOWER POLICY**

The Company has adopted the Whistle Blower Policy/Vigil mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud, or violation of the Company's Code of Conduct and Ethics. Such mechanism/policy is also uploaded on the website of the Company.

#### **STATUTORY AUDITORS**

At the Annual General Meeting held on 13th August, 2014 M/s S. C. Vasudeva & Company, New Delhi, were appointed as statutory auditors of the Company to hold office till the conclusion of the 37th Annual General Meeting. Accordingly, the period of appointment of M/s S.C. Vasudeva & Co. Chartered Accountants (current auditors) will come to an end at the conclusion of the ensuing 37th Annual General Meeting.

The Board has recommended the appointment of M/S K.C. Khanna & Co. (Firm Reg. No. 000481N), New Delhi as Statutory Auditors of the Company to hold office from the conclusion of 37th Annual General Meeting till the conclusion of 42nd Annual General Meeting. In this regard, the Company has received a certificate from the said auditors to the effect that their appointment is in accordance with the provisions of Section 141 of the Companies Act, 2013.

The auditors' report on the accounts of the Company for the year under review requires no comments.

#### **COST AUDIT**

M/s Rajan Sabharwal & Associates (Firm Reg. No. 101961) were appointed as Cost Auditors of your Company for auditing the cost accounts records for the financial year 2016-17 under provisions of Section 148 of the Companies Act, 2013. They are likely to submit Cost Audit Report within the prescribed time limit.

Furthermore the Board has re-appointed M/s Rajan Sabharwal & Associates as Cost Auditors of the Company for the financial year 2017-18.

#### **SECRETARIAL AUDIT**

M/s P. S. Bathla & Associates, Practising Company Secretaries, at Ludhiana, were appointed to conduct the secretarial audit of the Company for the financial year 2016-17, as required under Section 204 of the Companies Act, 2013 and Rules made there under. The secretarial audit report for FY 2016-17 is appended as an **Annexure II** to the Board's report.

The Secretarial auditors' report for the year under review requires no comments.

Furthermore the Board has re-appointed M/s P.S. Bathla & Associates, Practising Company Secretaries, Ludhiana as secretarial auditor of the Company for the financial year 2017-18.

#### **RELATED PARTY TRANSACTIONS**

All Related Party transactions entered during the financial year were on arm's length basis and in the ordinary course of business. There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. Transactions with related parties entered by the Company in the normal course of business are periodically placed before the Audit Committee for its omnibus approval.

There was no material contract or arrangement or transactions with Related Party during the year. Thus, disclosure in form AOC-2 is not required.

The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act, 2013, the rules there under and Listing Regulations.

This Policy as considered and approved by the Board has been uploaded on the website of the Company at [http://www.shreyansgroup.com/upload/c1449201532SIL\\_Related\\_Party\\_Transaction\\_Policy\\_07\\_11\\_2015.pdf](http://www.shreyansgroup.com/upload/c1449201532SIL_Related_Party_Transaction_Policy_07_11_2015.pdf)

**PARTICULARS OF EMPLOYEES**

The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is appended as an **Annexure III** and forms an integral part of this report.

**EXTRACT OF ANNUAL RETURN**

In accordance with Section 134(3) (a) of the Companies Act, 2013, an extract of the annual return in the prescribed format is appended as an **Annexure IV** to the Board's report.

**INDUSTRIAL RELATIONS**

The company maintained healthy, cordial and harmonious industrial relations at all levels.

**DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY**

The Company has been addressing various risks through well defined risk management policy/procedures, which in the opinion of the Board may threaten the existence of the Company.

**INTERNAL FINANCIAL CONTROL SYSTEMS**

The Company has laid down adequate internal financial controls with reference to financial statements. During the year such controls were tested and no material weakness in their operating effectiveness was observed.

**ASSOCIATES AND SUBSIDIARIES**

The Company has no Associates & Subsidiaries as on March 31, 2017.

**CORPORATE GOVERNANCE**

As per the provisions of Listing Regulations, a separate Report on Corporate Governance practices followed by the Company together with a Certificate from the Practising Company Secretary, confirming compliance forms part of this report.

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

As required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014 the particulars relating to conservation of energy, technology, absorption and foreign exchange earnings and outgo is appended as an **Annexure V** to the Board's Report.

**CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

Your company, in collaboration with a local NGO in Ahmedgarh, has set up an Eye Hospital. Besides contributing in setting up of this hospital, financial assistance is extended on monthly basis. Eye care is provided to needy persons on subsidized rates/free of cost.

Your company is also involved with various educational institutions for providing scholarship/financial assistance to deserving students on recommendations of the managements of such institutions. Your company actively participates with number of NGOs for holding medical check-up camps, sports events and other social activities.

Your Company provides fire fighting services, as and when need arises, in nearby areas through its own fire tender and fire fighting staff.

Annual Report on Corporate Social Responsibility [CSR] activities is appended as an **Annexure VI**.

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

There were no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations.

**DIRECTORS' RESPONSIBILITY STATEMENT**

In accordance with the provisions of Section 134(5) of the Companies Act, 2013, your Directors confirm that:

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

**ACKNOWLEDGEMENT**

Your Directors place on record their sincere appreciation for the contributions made by the employees through their dedication, hard work and commitment in achieving your Company's performance. In an increasingly competitive environment collective dedication of employees is delivering superior and sustainable shareholder value.

The Board has pleasure in recording its appreciation of the assistance, co-operation and support extended to the Company by the Govt. Authorities, Commercial Banks, Financial Institutions and Depositors.

The Board also places on record its sincere appreciation towards the Company's valued customers, vendors, shareholders and investors for their continued support to the Company.

**For and on Behalf of the Board**

**Rajneesh Oswal**  
**Chairman & Managing Director**  
**(DIN : 00002668)**

**Place : Ludhiana**

**Date : May 15, 2017**

**Annexure I****NOMINATION AND REMUNERATION POLICY**

The Key provisions of the Nomination and Remuneration policy are given below:

The guiding principle is that the remuneration and the other terms of employment shall be competitive in order to ensure that the Company can attract and retain competent Executives.

The Nomination and Remuneration policy for executives reflects the remuneration philosophy and principles of the Shreyans Group. When determining the remuneration policy and arrangements for Executive Directors/KMP's, the Nomination and Remuneration Committee shall consider pay and employment conditions with peers / elsewhere in the competitive market to ensure that pay structures are appropriately aligned and that levels of remuneration remain appropriate in this context.

The Committee while designing the remuneration package considers the level and composition of remuneration to be reasonable and sufficient to attract, retain and motivate the person to ensure the quality required to run the company successfully.

The Nomination and Remuneration Committee while considering a remuneration package must ensure a balanced approach reflecting short and long term performance objectives appropriate to the working of the company and its goals. The Committee shall consider that a successful remuneration policy must ensure that any increase in the remuneration package is linked to the achievement of corporate performance targets and a strong alignment of interest with stakeholders.

The Nomination and Remuneration policy is guided by common reward framework and set of principles and objectives as particularly envisaged under section 178 of the Companies Act 2013, inter alia principles pertaining to determining qualifications, positives attributes, integrity and independence etc.

Remuneration packages are designed to attract high-caliber executives in a competitive market and remunerate executives fairly and responsibly. The remuneration shall be competitive and based on the individual responsibilities and performance. Remuneration is designed to motivate delivery of our key business strategies, create a strong performance-orientated environment and reward achievement of meaningful targets over the short- and long-term.

Executive remuneration shall be proposed by the Committee and subsequently approved by the Board of Directors. Executive remuneration is evaluated annually against performance and a benchmark of other companies, which in size and complexity are similar to Shreyans. Benchmark information is obtained from recognized compensation service consultancies/other relevant sources. In determining packages of remuneration, the Committee may consult with the Chairman/ Managing Director as appropriate.

Information on the total remuneration of members of the Company's Board of Directors and KMPs shall be disclosed in the Company's Annual Report.

The Company may grant any advance salary/loan to employees of the Company at concessional/Nil interest rates as it deems fit subject to tax laws.

The Board may delegate the appointment and remuneration powers in case of Sr. Management Personnel (except KMPs and Directors) to the Chairman & Managing Director and/or

Vice-Chairman & Managing Director and/or Executive Director and CEO by way of Board Resolution.

The appointment letters of all Sr. Management Personnel, KMPs and Directors shall draw reference to the fact that the appointment and remuneration is in accordance with the Nomination and Remuneration Policy of the Company.

**Annexure II****Form No. MR-3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017**

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

To,

The Members,

Shreyans Industries Limited

Vill. Bholapur, P. O. Sahabana

Chandigarh Road, Ludhiana-141123

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Shreyans Industries Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year 1st April, 2016 to 31st March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by Shreyans Industries Limited ("the Company") for the financial year ended on 31st March, 2017 according to the provisions of:
  - I. The Companies Act, 2013 (the Act) and the rules made there under;
  - II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
  - III. The Depositories Act, 1996 and the Regulations and By-laws framed there under;
  - IV. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
  - V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
    - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not Applicable to the Company during the Audit Period as there was no event in this regard);
- (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 as there was no event in this regard);
- (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 as there was no event in this regard);
- (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 (Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer agent during the Financial Year under review);
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and; (Not Applicable to the Company during the Audit Period as there was no event in this regard);
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not Applicable to the Company during the Audit Period as there was no event in this regard);
- (VI) The Company has informed that there are no sector specific laws which are 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 (ICSI) of India.
- (ii) The SEBI Listing Obligations and Disclosure Requirements (LODR) Regulations, 2015

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

## 2. I further report that

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

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

Unanimous decisions have been carried through hence there were no dissenting member's views to be captured and recorded as part of minutes.

I further report that based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and

operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For P S Bathla & Associates  
Company Secretaries**

**Parminder Singh Bathla  
Proprietor**

**Place : Ludhiana  
Dated : May 15, 2017**

**FCS No. 4391  
C.P No. 2585**

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

**'Annexure A'**

To,

The Members,  
Shreyans Industries Limited  
Vill. Bholapur, P.O. Sahabana  
Chandigarh Road, Ludhiana-141123

My 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. My responsibility is to express as opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process 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. I believe that the processes and practices, I followed, provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I 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. My examination was limited to the verification of procedure 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.

**For P S Bathla & Associates  
Company Secretaries**

**Parminder Singh Bathla  
Proprietor**

**Place : Ludhiana  
Dated : May 15, 2017**

**FCS No. 4391  
C.P No. 2585**

## Annexure III

**REMUNERATION RATIO OF THE DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP) / EMPLOYEES**

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

1 (i)

Name of the Director/KMP and Designation	Remuneration in Fiscal 2017 ₹ in lac	% Increase in remuneration from previous year	Ratio of Remuneration to MRE*
Sh Rajneesh Oswal (Chairman and Managing Director)	187.01	36.65	98.43
Sh Vishal Oswal (Vice-Chairman and Managing Director)	186.92	36.67	98.38
Sh Kunal Oswal (Whole Time Director)	17.20	0.00	9.05
Sh Anil Kumar (Executive Director & CEO)	122.13	13.46	64.28
Sh R K Mahajan (Chief Financial Officer)	12.45	12.16	6.55
Sh Videshwar Sharma (Company Secretary)	9.78	19.56	5.15

Note: For this purpose, sitting fees paid to the Directors have not been considered as remuneration.

\*MRE-Median Remuneration of Employee based on annualized salary

(ii) **The median remuneration of employees of the Company during the financial year was ₹ 1.90 Lac p.a.;**

(iii) In the financial year, there was an increase of 10.47% in the median remuneration of employees;

(iv) There were 1330 permanent employees on the rolls of the Company as on March 31, 2017;

(v) Average percentile increase in the salaries of employees other than the managerial personnel in the last financial year i.e. 2016-17 was 11.53% whereas the percentile increase in the managerial remuneration for the same financial year was 28.18%;

(vi) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel, Senior Management Personnel and other employees.

**2 Details of top ten employees in terms of remuneration:**

Name of Employee	Designation of the employee	Remuneration received* ₹ in lac	Qualifications	Experience (No. of Years)	Date of Commencement of employment	Age (years)	The last employment held by such employee before joining the Company	%age of equity shares held by the employee in the Company	Whether relative of any Director or Manager of the Company
Sh Rajneesh Oswal	Chairman and Managing Director	187.01	MBA from USA	28	30-06-1989	51	Executive Director Adinath Textiles Limited	0.05%	Sh. Rajneesh Oswal, Sh. Vishal Oswal and Sh. Kunal Oswal are real brothers
Sh Vishal Oswal	Vice Chairman and Managing Director	186.92	B.Com	22	03-08-1995	44	---	---	
Sh Kunal Oswal	Whole Time Director	17.20	B.Com	20	29-01-2007	43	---	0.62%	

Name of Employee	Designation of the employee	Remuneration received* ₹ in lac	Qualifications	Experience (No. of Years)	Date of Commencement of employment	Age (years)	The last employment held by such employee before joining the Company	%age of equity shares held by the employee in the Company	Whether relative of any Director or Manager of the Company
Sh Anil Kumar	Executive Director & CEO	122.13	MBA B.Sc (Engg.)	44	01-04-1983	67	Vardhman Group	0.01%	Director
Sh Vijay K. Arora	President	27.24	BBM, MBA	38	18-02-2013	62	Vardhman Group	---	No
Sh Arun Kumar Kapoor	Sr. Vice President	24.26	A.C.A	37	01-11-1987	59	Arihant Fabrics Ltd.	---	No
Sh Arun K. Goel	Vice President	18.66	M.A. (Eco.) PGD (PM)	34	09-08-1999	56	Bharti Telecom Ltd.	0.00%	No
Sh Jagdeesa Panchami	Vice President	18.32	Intermediate	53	02-03-1991	74	Anil Steel & Ind. Ltd.	---	No
Sh Jitender Kumar Gautam	Vice President	18.20	M.A. (Eco.)	40	25-12-1981	62	Munish Paper	---	No
Sh Jogindra Singh Rathour	Vice President	16.91	M.Com	34	19-09-1988	59	Ankush Pub. Pvt. Ltd.	---	No

Employed throughout the year and were in receipt of remuneration at the rate of not less than ₹ 1,02,00,000/- per annum.

Name of Employee	Designation of the employee	Remuneration received* ₹ in lac	Qualifications	Experience (No. of Years)	Date of Commencement of employment	Age (years)	The last employment held by such employee before joining the Company	%age of equity shares held by the employee in the Company	Whether relative of any Director or Manager of the Company
Sh Rajneesh Oswal	Chairman & Managing Director	187.01	MBA from USA	28	30-06-1989	51	Executive Director, Adinath Textiles Limited	0.05%	Sh. Rajneesh Oswal, Sh. Vishal Oswal and Sh. Kunal Oswal are real brothers
Sh Vishal Oswal	Vice-Chairman & Managing Director	186.92	B.Com	22	03-08-1995	44	---	---	
Sh Anil Kumar	Executive Director & CEO	122.13	MBA, BSC (Engg)	44	01-04-1983	67	General Manager Vardhman Group, Ludhiana	0.01%	---

Employed for a part of the financial year and separated, were in receipt of remuneration at the rate of not less than ₹ 8,50,000/- per month.. Nil

## Annexure IV

## FORM NO. MGT 9

## EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2017

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

## I. REGISTRATION &amp; OTHER DETAILS:

1	CIN	L17115PB1979PLC003994
2	Registration Date	11/06/1979
3	Name of the Company	SHREYANS INDUSTRIES LIMITED
4	Category/Sub-category of the Company	Company having share capital
5	Address of the Registered office & contact details	Village Bholapur, P.O. Sahabana, Chandigarh Road, Ludhiana 141 123. Tel.: 161-6574125, 98761-00948 Email: atl@shreyansgroup.com Web: www.shreyansgroup.com
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Skyline Financial Services Private Limited, D-153 A, 1st Floor, Okhla Industrial Area, Phase- I, New Delhi-110 020. Tel.: 011 26812682, 83 Email: admin@skylinerta.com Web: www.skylinerta.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Writing and Printing Paper	17093	91.14

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

S. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
	The Company has no holding, subsidiary and associate company.				

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

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A) Category-wise Share Holding</b>									
<b>A. Promoters</b>									
(1) Indian									
a) Individual / HUF	44651	---	44651	0.32	13350	---	13350	0.10	(-)0.22
b) Central Govt	---	---	---	---	---	---	---	---	---
c) State Govt(s)	---	---	---	---	---	---	---	---	---
d) Bodies Corp.	6284036	---	6284036	45.46	6284036	---	6284036	45.46	---
e) Banks / FI	---	---	---	---	---	---	---	---	---
f) Relatives of Individual Promoters	204200	---	204200	1.48	235501	---	235501	1.70	0.22
<b>Sub Total (A) (1):</b>	<b>6532887</b>	<b>---</b>	<b>6532887</b>	<b>47.26</b>	<b>6532887</b>	<b>---</b>	<b>6532887</b>	<b>47.26</b>	<b>---</b>
(2) Foreign									
a) NRIs- Individuals	---	---	---	---	---	---	---	---	---
b) Other- Individuals	---	---	---	---	---	---	---	---	---
c) Bodies Corporate	---	---	---	---	---	---	---	---	---
d) Banks / FI	---	---	---	---	---	---	---	---	---
e) Any Other....	---	---	---	---	---	---	---	---	---
<b>Sub Total (A) (2)</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>---</b>
<b>Total Shareholding of Promoter(A)= (A)(1)+(A)(2)</b>	<b>6532887</b>	<b>---</b>	<b>6532887</b>	<b>47.26</b>	<b>6532887</b>	<b>---</b>	<b>6532887</b>	<b>47.26</b>	<b>---</b>

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>B. Public Shareholding</b>									
1. Institutions	---	---	---	---	---	---	---	---	---
a) Mutual Funds	---	4250	4250	0.03	---	4250	4250	0.03	---
b) Banks / FI	1550	---	1550	0.01	1550	---	1550	0.01	---
c) Central Govt	---	---	---	---	---	---	---	---	---
d) State Govt(s)	---	---	---	---	---	---	---	---	---
e) Venture Capital Funds	---	---	---	---	---	---	---	---	---
f) Insurance Companies	---	---	---	---	---	---	---	---	---
g) FIs	---	---	---	---	---	---	---	---	---
h) Foreign Venture Capital Funds	---	---	---	---	---	---	---	---	---
i) Others (specify)	---	---	---	---	---	---	---	---	---
<b>Sub-total (B)(1) :-</b>	<b>1550</b>	<b>4250</b>	<b>5800</b>	<b>0.04</b>	<b>1550</b>	<b>4250</b>	<b>5800</b>	<b>0.04</b>	<b>---</b>
<b>2. Non- Institutions</b>									
a) Bodies Corp.	592369	2070010	2662379	19.26	572866	2069710	2642576	19.12	(-)0.14
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lac	923402	897049	1820451	13.17	1522041	873874	2395915	17.33	4.16
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lac	2382165	---	2382165	17.23	1857958	---	1857958	13.44	(-)3.79
c) Others (specify)	---	---	---	---	---	---	---	---	---
Non Resident Indians	158173	60450	218623	1.58	127945	59500	187445	1.36	(-)0.22
Clearing Members / Trusts	3658	---	3658	0.03	49575	---	49575	0.36	0.33
HUF	198482	105	198587	1.44	152289	105	152394	1.10	(-)0.34
<b>Sub-total (B)(2) :-</b>	<b>4258249</b>	<b>3027614</b>	<b>7285863</b>	<b>52.70</b>	<b>4282674</b>	<b>3003189</b>	<b>7285863</b>	<b>52.70</b>	<b>---</b>
<b>Total Public Shareholding (B)=(B)(1) + (B)(2)</b>	<b>4259799</b>	<b>3031864</b>	<b>7291663</b>	<b>52.74</b>	<b>4284224</b>	<b>3007439</b>	<b>7291663</b>	<b>52.74</b>	<b>---</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	---	---	---	---	---	---	---	---	---
<b>Grand Total(A+B+C)</b>	<b>10792686</b>	<b>3031864</b>	<b>13824550</b>	<b>100.00</b>	<b>10817111</b>	<b>3007439</b>	<b>13824550</b>	<b>100.00</b>	<b>---</b>

**B) Shareholding of Promoters**

S. No.	Shareholder's Name	No. of Shares held at the beginning of the year [As on 31-March-2016]			No. of Shares held at the end of the year [As on 31-March-2017]			% 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 to total shares	
1	Sh. D. K. Oswal	31301	0.23	---	---	---	---	(-)0.23
2	Sh. Rajneesh Oswal	6250	0.05	---	6250	0.05	---	---
3	D. K. Oswal & Sons 1st HUF	7100	0.05	---	7100	0.05	---	---
4	Mrs. Nirmal K. Oswal	58950	0.43	---	90251	0.65	---	0.23
5	Mrs. Priti Oswal	60000	0.43	---	60000	0.43	---	---

S. No.	Shareholder's Name	No. of Shares held at the beginning of the year [As on 31-March-2016]			No. of Shares held at the end of the year [As on 31-March-2017]			% 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 to total shares	
6	Mr. Kunal Oswal	85250	0.62	---	85250	0.62	---	---
7	Jagvallah Parasnath Capital Investment (P) Ltd.	912501	6.60	---	912501	6.60	---	---
8	Adeep Investment Company	737395	5.33	---	737395	5.33	---	---
9	Ojasvi Investment & Mercantile Company	752500	5.44	---	752500	5.44	---	---
10	Levina Investment & Mercantile Company	782250	5.66	---	782250	5.66	---	---
11	Virat Investment & Mercantile Company	595100	4.30	---	595100	4.30	---	---
12	Achin Investment & Mercantile Company	717150	5.19	---	717150	5.19	---	---
13	Noble Share Trading (P) Ltd.	486000	3.52	---	486000	3.52	---	---
14	Limelite Consultants (P) Ltd.	489640	3.54	---	489640	3.54	---	---
15	Sulzer Investments (P) Ltd.	489000	3.54	---	489000	3.54	---	---
16	Shreyans Financial & Capital Services Ltd.	322500	2.33	---	322500	2.33	---	---
	<b>TOTAL</b>	<b>6532887</b>	<b>47.26</b>	<b>---</b>	<b>6532887</b>	<b>47.26</b>	<b>---</b>	<b>---</b>

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

S. No.	Shareholder's Name	No. of Shares held at the beginning of the year [As on 31-March-2016]			No. of Shares held at the end of the year [As on 31-March-2017]			% 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 to total shares	
1	Sh. D. K. Oswal	31301	0.23	---	---	---	---	(-)0.23
2	Sh. Rajneesh Oswal	6250	0.05	---	6250	0.05	---	---
3	D. K. Oswal & Sons 1st HUF	7100	0.05	---	7100	0.05	---	---
4	Mrs. Nirmal K. Oswal	58950	0.43	---	90251	0.65	---	0.23
5	Mrs. Priti Oswal	60000	0.43	---	60000	0.43	---	---
6	Mr. Kunal Oswal	85250	0.62	---	85250	0.62	---	---
7	Jagvallah Parasnath Capital Investment (P) Ltd.	912501	6.60	---	912501	6.60	---	---
8	Adeep Investment Company	737395	5.33	---	737395	5.33	---	---
9	Ojasvi Investment & Mercantile Company	752500	5.44	---	752500	5.44	---	---
10	Levina Investment & Mercantile Company	782250	5.66	---	782250	5.66	---	---
11	Virat Investment & Mercantile Company	595100	4.30	---	595100	4.30	---	---
12	Achin Investment & Mercantile Company	717150	5.19	---	717150	5.19	---	---
13	Noble Share Trading (P) Ltd.	486000	3.52	---	486000	3.52	---	---

14	Limelite Consultants (P) Ltd.	489640	3.54	---	489640	3.54	---	---
15	Sulzer Investments (P) Ltd.	489000	3.54	---	489000	3.54	---	---
16	Shreyans Financial & Capital Services Ltd.	322500	2.33	---	322500	2.33	---	---
<b>TOTAL</b>		<b>6532887</b>	<b>47.26</b>	<b>---</b>	<b>6532887</b>	<b>47.26</b>	<b>---</b>	<b>---</b>

**D) Shareholding Pattern of top ten Shareholders:  
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

S. No.	For Each of the Top 10 Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2016]		No. of Shares held at the end of the year [As on 31-March-2017]		% Change in shareholding during the year
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company	
1	Mood Dealers Pvt. Ltd.	2060000	14.90	2060000	14.90	---
2	Lalit Gupta	376400	2.72	376400	2.72	---
3	Bharat JayantiLal Patel	156855	1.13	110640	0.80	(-)0.33
4	Bharati Bharat Dattani	316051	2.29	278330	2.01	(-)0.28
5	BJD Securities Private Limited	231057	1.67	233099	1.69	0.02
6	Subramanian P	---	---	198790	1.44	1.44
7	Vinod K Shah	75357	0.55	75357	0.55	---
8	Rai Investment Ltd	---	---	68926	0.50	0.50
9	Jyoti S. Nanavati	112944	0.82	65860	0.48	(-)0.34
10	Bharat Jamnadas	60882	0.44	53310	0.39	(-)0.05

**E) Shareholding of Directors and Key Managerial Personnel:**

S. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
<b>Directors</b>					
1	<b>Sh. Rajneesh Oswal</b>				
	At the beginning of the year	6250	0.05	6250	0.05
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer / bonus/ sweat equity etc.):	---	---	---	---
	At the end of the year	6250	0.05	6250	0.05
2	<b>Sh. Vishal Oswal</b>				
	At the beginning of the year	NIL	---	NIL	---
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer / bonus/ sweat equity etc.):	---	---	---	---
	At the end of the year	NIL	---	NIL	---



SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
<b>Directors</b>					
3	<b>Sh. Kunal Oswal</b>				
	At the beginning of the year	85250	0.62	85250	0.62
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer / bonus/ sweat equity etc.):	---	---	---	---
	At the end of the year	85250	0.62	85250	0.62
4	<b>Sh. Anil Kumar</b>				
	At the beginning of the year	1325	0.01	1325	0.01
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer / bonus/ sweat equity etc.):	---	---	---	---
	At the end of the year	1325	0.01	1325	0.01
5	<b>Sh. A. K. Chakraborty</b>				
	At the beginning of the year	NIL	---	NIL	---
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer / bonus/ sweat equity etc.):	---	---	---	---
	At the end of the year	NIL	---	NIL	---
6	<b>Sh. M. L. Gupta</b>				
	At the beginning of the year	NIL	---	NIL	---
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer / bonus/ sweat equity etc.):	---	---	---	---
	At the end of the year	NIL	---	NIL	---
7	<b>Dr. N. J. Rao</b>				
	At the beginning of the year	NIL	---	NIL	---
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer / bonus/ sweat equity etc.):	---	---	---	---
	At the end of the year	NIL	---	NIL	---
8	<b>Dr. Pratibha Goyal</b>				
	At the beginning of the year	NIL	---	NIL	---
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer / bonus/ sweat equity etc.):	---	---	---	---
	At the end of the year	NIL	---	NIL	---

S. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
<b>Key Managerial Personnel</b>					
1	<b>Mr. Videshwar Sharma (Company Secretary)</b>				
	At the beginning of the year	NIL	---	NIL	---
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer / bonus/ sweat equity etc.):	---	---	---	---
	At the end of the year	NIL	---	NIL	---
2	<b>Mr. R. K. Mahajan (CFO)</b>				
	At the beginning of the year	NIL	---	NIL	---
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer / bonus/ sweat equity etc.):	---	---	---	---
	At the end of the year	NIL	---	NIL	---

**V. INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment. (₹ in lac)

	Secured Loans excluding deposits Term Loans	Secured Loans Working Capital	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>					
i) Principal Amount	2519.42	1918.38	683.47	407.81	5529.08
ii) Interest due but not paid	---	0.98	10.66	---	11.64
iii) Interest accrued but not due	---	0.46	---	12.70	13.16
<b>Total (i+ii+iii)</b>	<b>2519.42</b>	<b>1919.82</b>	<b>694.13</b>	<b>420.51</b>	<b>5553.88</b>
<b>Change in Indebtedness during the financial year</b>					
Addition	338.39	---	230.80	257.62	826.81
Reduction	-768.75	-914.81	-346.63	-195.05	-2225.24
<b>Net Change</b>	<b>-430.36</b>	<b>-914.81</b>	<b>-115.83</b>	<b>62.57</b>	<b>-1398.43</b>
<b>Indebtedness at the end of the financial year</b>					
i) Principal Amount	2089.06	1004.75	557.04	457.35	4108.20
ii) Interest due but not paid	---	0.26	21.26	---	21.52
iii) Interest accrued but not due	---	---	---	25.73	25.73
<b>Total (i+ii+iii)</b>	<b>2089.06</b>	<b>1005.01</b>	<b>578.30</b>	<b>483.08</b>	<b>4155.45</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

(₹ in lac)

S. No.	Particulars of Remuneration	Name of MD/WTD / Manager				
		Sh Rajneesh Oswal	Sh Vishal Oswal	Sh Anil Kumar	Sh Kunal Oswal	Total Amount
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	185.47	185.47	111.56	16.80	499.30
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	1.54	1.45	10.57	0.40	13.96
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	---	---	---	---	---
2	Stock Option	---	---	---	---	---
3	Sweat Equity	---	---	---	---	---
4	Commission - as % of profit - others, specify...	---	---	---	---	---
5	Others, please specify	---	---	---	---	---
	Total (A)	187.01	186.92	122.13	17.20	513.26
	Ceiling as per the Act	₹ 407.50 lac being 10% of Net Profit of the Company calculated as per Section 198 of the Companies Act, 2013. The Central Government approval(s) has been taken as the Managerial remuneration exceeds the ceiling provided under the Companies Act, 1956/2013 (as applicable)				

**B. Remuneration to other directors**

(₹ in lac)

S. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Sh. A. K. Chakraborty	Sh. M. L. Gupta	Dr. N. J. Rao	Dr. Pratibha Goyal	
1	Independent Directors					
	Fee for attending board committee meetings	0.75	0.70	0.10	0.45	2.00
	Commission	NII	NII	NII	NII	NII
	Others, please specify	NII	NII	NII	NII	NII
	Total (1)	0.75	0.70	0.10	0.45	2.00
2	Other Non-Executive Directors					
	Fee for attending board committee meetings					
	Commission					
	Others, please specify	---	---	---	---	---
	Total (2)	---	---	---	---	---
	Total (B)=(1+2)	0.75	0.70	0.10	0.45	2.00
	Total Managerial Remuneration (A+B)					
	Overall Ceiling as per the Act	₹ 448.25 lac being 11% of Net Profit of the Company calculated as per Section 198 of the Companies Act, 2013. The Central Government approval(s) has been taken as the Managerial remuneration exceeds the ceiling provided under the Companies Act, 2013				

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

(₹ in lac)

SN.	Particulars of Remuneration	Key Managerial Personnel		
		CFO : Sh R. K. Mahajan	CS : Sh Videshwar Sharma	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	11.87	8.50	20.37
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.58	1.28	1.86
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	---	---	---
	Stock Option	---	---	---
2	Sweat Equity	---	---	---
3	Commission	---	---	---
4	- as % of profit	---	---	---
	others, specify...	---	---	---
5	Others, please specify	---	---	---
	Total	12.45	9.78	22.23

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

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

**Annexure V****INFORMATION UNDER SECTION 134 (3) (m) OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (ACCOUNTS) RULES, 2014 AND FORMING PART OF THE REPORT OF THE BOARD OF DIRECTORS****A) CONSERVATION OF ENERGY**

Energy Conservation is an ongoing process in the Company. New areas of power savings are continuously identified and action being taken wherever feasible. The Company continued its efforts to improve energy usage efficiencies and increase the share of renewable energy. Various key performance indicators like specific energy (energy consumed per unit of production), specific energy costs and renewable energy contributions were continuously tracked to monitor alignment with the Company's overall sustainability approach.

**(i) Steps taken or impact on conservation of energy:**

- a. Improvement in energy usage efficiency in lighting systems by installation of more efficient lighting solutions such as Light Emitting Diodes in phased manner.
- b. Retrofitting and replacement of motors, pumps, fans, air compressors, vacuum and air conditioning systems with higher energy efficiency equipment in phased manner.
- c. Installation of variable frequency drives to optimise energy consumption in a phased manner.
- d. Reduction in line losses from steam pipelines by optimising the network.
- e. Implementation of blow heat recovery in pulp mill to improve efficiency for optimum usage of steam..
- f. Optimisation of compressed air systems to minimise losses and reduce energy consumption.

**ii) Steps taken for utilising alternate sources of energy:**

- a. Generation of biogas from waste to meet process heating requirements.
- b. The Company is exploring potential of using alternate source of energy, which may be considered for implementation in future

**(iii) Capital investment on energy conservation equipment during the year: NIL****B) TECHNOLOGY ABSORPTION**

Your company is keeping a close eye on the new product development in paper and upgradation of technology in existing products. Upgradation and automation in various areas of plant and machinery is continuously carried out.

**(i) Efforts made towards technology absorption:**

- a. Installation of Online quality controller sequence at unit Shree Rishabh Papers at Banah.
- b. Installation of New Oxygen Delignification Plant in Paper Machine at unit Shreyans Papers at Ahmedgarh.

**ii) Benefits derived:**

- a. Improved Paper quality.
- b. Improved productivity and process control.

**iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):**

Sr. No.	a. Details of Technology	b. Year of Import
1	Heated Calendar Roll	2015-16
2	Spoiler Bars	2015-16
3	Head Box	2014-15

- c. whether the technology has been fully absorbed: Yes
- d. if not fully absorbed, areas where absorption has not taken place, and the reasons thereof – N.A

**iv) Expenditure incurred on Research and Development**

₹ In lac

[a] Capital	---
[b] Recurring	171.78
[c] Total	171.78

**C. FOREIGN EXCHANGE EARNING AND OUTGO**

Details of expenditure in foreign exchange are given in Notes 49 (a & b) and earnings in foreign exchange are given in Note 49 (c) of Notes to Financial Statements.

## Annexure VI

**Corporate Social Responsibility (CSR)**

[Pursuant to Section 134 (3) (o) of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

**Weblink of CSR Policy:** [http://www.shreyansgroup.com/upload/c1426228101Corporate\\_Social\\_Responsibility\\_Policy.pdf](http://www.shreyansgroup.com/upload/c1426228101Corporate_Social_Responsibility_Policy.pdf)

2. **The Composition of the CSR Committee.**

Name	Designation
Sh. Rajneesh Oswal, Chairman & Managing Director	Chairman
Sh. Vishal Oswal, Vice-Chairman & Managing Director	Member
Sh. Anil Kumar, Executive Director & CEO	Member
Sh. A. K. Chakraborty, Independent Director	Member

3. **Average net profit of the company for last three financial years (₹ in lac)**

Particulars	Year ended			Average
	31.03.2016	31.03.2015	31.03.2014	
<b>Net Profit</b>	1085.62	1096.59	2188.88	1457.03

4. **Prescribed CSR Expenditure (two per cent of the amount as in item 3 above)**

Two Percent of the amount as in item 3 above: ₹ 29.15 lac

Unspent amount from previous year: NIL

The Company is required to spend ₹ 29.15 lac towards CSR.

5. **Details of CSR spent during the financial year.**

(a) **Total amount spent for the financial year;** ₹ 28.91 lac

(b) **Amount unspent, if any ;** ₹ 0.24

(c) **Manner in which the amount spent during the financial year.**

S. No.	CSR project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure upto to the reporting period	Amount spent : Direct or through implementing agency*
₹ in lac							
1	Promoting education, eradicating poverty, hunger and malnutrition, especially in rural areas, empowering women economically, supplementing primary education and participating in rural capacity building programmes and such other initiatives	Literacy	Ahmedgarh, Ropar, Ludhiana (Punjab)	16.00	15.77	34.19	*
2	Promoting preventive healthcare, sanitation, family welfare, community hospitals and rural development programmes especially in rural areas.	Health Care	Ahmedgarh, (Punjab)	12.00	10.21	42.34	*

S. No.	CSR project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure upto to the reporting period	Amount spent : Direct or through implementing agency*
				₹ in lac			
3	Contribute towards improvement in standard of Environment, protection of flora and fauna, animal welfare, agro forestry, conservation of natural resources and maintaining quality of soil, air and water.	Live Stock	Ahmedgarh, Ludhiana (Punjab)	1.00	0.60	2.31	*
4	Contribute towards training to promote cultural & rural sports, nationally recognized sports, Paralympics and Olympics sports	Sports	Ahmedgarh, (Punjab)	1.00	0.73	1.58	*
5	Contribute towards development of infrastructure of village's schools, health care centers and hospitals	Community Welfare	Ahmedgarh, (Punjab)	1.50	1.60	4.24	*
	<b>Total</b>			<b>31.50</b>	<b>28.91</b>	<b>84.66</b>	

**\* Details of the Implementing Agencies :**

- |   |   |
|---|---|
| 1. Darshan Kumar Oswal Public Charitable Trust, Ludhiana          | 11 Social Welfare Organization Regd., Ahmedgarh,                |
| 2. Friends of Tribals Society, Kolkatta                           | 12 Shree Sanatan Dharam Mahavir Dal Parcharak Sabha, Ahmedgarh, |
| 3. SOS Children Villages of India, New Delhi                      | 13 Shree Radhey Krishna Gau Dham Trust Regd., Ludhiana          |
| 4. Victoria Public School, Ahmedgarh                              | 14 CRY, New Delhi   |
| 5. Sewa Bharti Regd., Ahmedgarh                                   | 15 Sports Club & Welfare Club, Jandali, Ahmedgarh               |
| 6. Lion Service Trust Regd, Ahmedgarh                             | 16 Sports Club and Welfare Society, Ahmedgarh                   |
| 7. Tera Panth Yuvak Parishad, Ahmedgarh                           | 17 R.S. Friends Club, Ahmedgarh                                 |
| 8. Rotary Foundation India  | 18 Christian Medical College and Hospital, Ludhiana             |
| 9. Sh Sh 1008 Swami Rameshwar Giri Charitable Hospital, Ahmedgarh | 19 Shri Laxmi Narayan Sewa Dal, Ahmedgarh                       |
| 10 Punjab Energy Development Authority, Chandigarh                | 20 Shri Parasnath Public Charitable Trust, Ludhiana             |
|   | 21 Govt Girls Senior Secondary School, Sohana                   |

**6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.**

The Company has spent Rs 28.91 lacs (approx 99 %) in the Financial year 2016-17 on activities as provided in Para 5 (c) above. The Company has been scouting for projects and initiatives which are consistent with its stated CSR policy but such proposals have taken time to fructify. All pending CSR proposals are expected to be taken up in the coming year.

7. The CSR Committee do hereby undertakes that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company

(Sd/-)  
RAJNEESH OSWAL  
CHAIRMAN & MANAGING DIRECTOR  
(CHAIRMAN- CSR COMMITTEE)

(Sd/-)  
ANIL KUMAR  
EXECUTIVE DIRECTOR & CEO  
(MEMBER- CSR COMMITTEE)

**MANAGEMENT DISCUSSIONS AND ANALYSIS**

Your Company is a public limited Company established in 1979 to manufacture Writing and Printing Paper with a capacity of 10,000 MTs per annum. The mill is located at Ahmedgarh, District Sangrur [Punjab]. In 1994, your Company purchased the paper division of M/s Zenith Limited situated at village Banah, District S.B.S. Nagar in Punjab. After certain modifications in both the paper divisions, the combined present capacity for manufacture of Writing and Printing Paper stands at 94,000 MTs per annum.

India ranks 15th among the paper producing countries in the world. Paper industry in India is highly fragmented. There are over 700 mills spread across the country, capacity ranging from 5 TPD to over 1200 TPD. Total installed capacity is estimated at 16-17 million tones with production of more than 15 million tones. The products are broadly classified as [1] Newsprint, [2] Writing and Printing Paper, and [3] Industrial and specialty papers. Your Company produces Writing and Printing Paper.

Based on usage of raw material, Paper Mills are divided into three categories namely, wood-based, agro-based and waste paper based [recycled fiber]. Your Company uses agro waste raw materials, viz. wheat straw, sarkanda as the primary raw materials.

Writing and Printing Paper accounts for about 35%, Newsprint 20% and Industrial and specialty papers 45%. The per capita consumption of paper is about 12 Kg. against the world average of 50 Kg. and Asian average of 40 Kg. With the continuous growth of economy and improvement in literacy rate and standard of living, the demand for paper and paper products is growing at an annual average rate of 5–6%.

The demand growth in the next three years is likely to be the same in Writing and Printing Paper. However, there could be some pressure on consumption of this variety of paper due to increasing emphasis on e-governance and motivation towards "Digital India". Your company is keeping a close watch on the developments to take corrective actions, if found necessary. Raw materials availability and strict environment regulations are the major entry barriers for the industry.

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has well defined internal control system. The Company takes abundant care to design, review and monitor the working of internal control system. Internal Audit in the organization is an independent appraisal activity and it measures the efficiency, adequacy and effectiveness of other controls in the organization. All significant issues are brought to the attention of the Audit Committee of the Board.

**HUMAN RESOURCE DEVELOPMENT AND INDUSTRIAL RELATIONS**

The human resources development function of the Company is guided by a strong set of values and policies. Your company strives to provide the best work environment with ample opportunities to grow and explore. Your company maintains a work environment that is free from any harassment. Company enjoys excellent relationship with its personnel and considers them as an essential part of the

organization.

Development and well being of people working for the Company has been a corner stone of management policy. This is reflected through very low employees' turnover at all levels including workers, staff, officers and managers. Company lays special emphasis on staff training and retraining through internal workshops and also nominating staff/officers to various training programmes. As on 31st March 2017, Company has 1330 employees consisting of 97 managers, 323 staff/officers and 910 workers.

**CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

Your company, in collaboration with a local NGO in Ahmedgarh, has set up an Eye Hospital. Besides contributing in setting up of this hospital, financial assistance is extended on monthly basis. Eye care is provided to needy persons on subsidized rates/free of cost.

Your company is also involved with various educational institutions for providing scholarship/financial assistance to deserving students on recommendations of the managements of such institutions.

Your company actively participates with number of NGOs for holding medical check-up camps, sports events and other social activities. Your Company provides fire fighting services, as and when need arises, in nearby areas through its own fire tender and fire fighting staff.

**OUTLOOK**

As mentioned in the earlier part of the report, there are certain causes of concern as far as demand for writing and printing paper is concerned. These include significant quantity of cheaper imports of material from nearby countries, increasing emphasis on e-governance and e-learning, which directly affect the consumption of cultural varieties of paper. However, increasing emphasis on education, faster growth rate in economy and increasing standards of living, shall support increase per capita paper consumption. Company expects that it shall be able to meet its products comfortably in years to come. However, a close watch is constantly kept on various developments and diversification of product range whenever found necessary will be undertaken. Company shall also look forward business opportunities, if situation so warrants. Eco-friendly technology adopted by the Company, motivated manpower and market leadership vision makes future outlook quite optimistic.

**CAUTIONARY STATEMENT**

This discussion contains certain forward looking statements based on current expectations, which entail various risk and uncertainties that could cause the actual results to differ materially from those reflected in them. The actual could be materially different from the ones stated in this report. Market data and product information contained in this report is gathered from published and unpublished reports and their accuracy cannot be assured.



**REPORT ON CORPORATE GOVERNANCE****1. Company's philosophy of Corporate Governance**

At Shreyans, we believe that corporate governance is a powerful medium of serving the long term interests of all the stakeholders. The company seeks to achieve the goal by ensuring that timely and accurate disclosures are made in an easily understood manner on all matters relating to the financial situation, performance, ownership and governance of the company.

The company is in compliance with the requirements of the guidelines on corporate governance stipulated under listing regulations. The company has adopted a Code of Conduct for members of the Board and senior management and the same has been posted on the website of the company. All Directors and other officials have affirmed in writing their adherence to the above code.

**2. Board of Directors****(a) Composition**

The company has an Executive Chairman and the number of independent directors is not less than half of the total strength of the Board. The company has complied with the requirements of listing regulations in respect of composition of Board of Directors. None of the independent directors have any pecuniary relationship (except sitting fee) or transactions with the company.

**(b) Attendance of each Director at the Board Meetings and the last Annual General Meeting (AGM):**

Name of the Director	DIN	Category of Directorship	No. of Board Meetings attended	Attendance at the last AGM
Sh. Rajneesh Oswal Chairman & Managing Director	00002668	Promoter & Executive Director	4	Yes
Sh. Vishal Oswal Vice-Chairman & Managing Director	00002678	Promoter & Executive Director	4	Yes
Sh. Kunal Oswal Whole time Director	00004184	Promoter & Executive Director	4	Yes
Sh. Anil Kumar Executive Director & CEO	00009928	Executive Director	4	Yes
Dr. N.J. Rao Independent Director	01282945	Non Executive Director	1	No
Sh. A. K. Chakraborty Independent Director	00133604	Non Executive Director	4	No
Sh. M. L. Gupta Independent Director	00272672	Non Executive Director	4	Yes
Dr. Pratibha Goyal* Independent Director	07174666	Non Executive Director	3	Yes
Dr. Shalini Gupta** Independent Director	07128078	Non Executive Director	---	---

\*Appointed w.e.f. 24th May, 2016

\*\*Ceased to be a Director w.e.f. 24th May, 2016

**(c) Number of Companies or Committees in which the Director of the Company is a Director/Member/Chairman: -**

Name of the Director	No. of Directorships in all public companies#	Membership of the Board Committees in all Public Companies##	Chairmanship of the Board Committees in all Public Companies##
Sh. Rajneesh Oswal	2	2	---
Sh. Vishal Oswal	2	---	---
Sh. Kunal Oswal	1	1	---
Sh. Anil Kumar	2	2	---
Dr. N.J. Rao	1	---	---
Sh. A. K. Chakraborty	5	1	4
Sh. M. L. Gupta	4	4	3
Dr. Pratibha Goyal*	2	1	1
Dr. Shalini Gupta**	---	---	---

\*Appointed w.e.f. 24th May, 2016

\*\*Ceased to be a Director w.e.f. 24th May, 2016

#including Shreyans Industries Ltd. and excluding private limited companies, foreign companies, unlimited liability companies and Companies under section 8 of the Companies Act, 2013.

##Board Committee for this purpose includes Audit Committee and Stakeholder's Relationship Committee of Public Limited companies (including committees of Shreyans Industries Ltd.)

(d) Four Board Meetings were held during the financial year 2016-17 on 24<sup>th</sup> May, 2016, 10<sup>th</sup> August, 2016, 8<sup>th</sup> November, 2016 and 10<sup>th</sup> February, 2017.

During the year all the relevant information required was placed before the Board and decisions taken at the Board Meeting are promptly communicated to the concerned Unit(s)/ Department(s). Actions taken on the decisions on the previous meeting are reported at the succeeding meeting of the Board. Board periodically reviews the compliance of various laws and regulations applicable to the company.

#### **Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, a system has been put in place to carry out performance evaluation of the Board, its Committees and individual directors. An appraisal format has been devised covering various aspects of the Board's functioning such as adequacy of composition of the board and its Committees, board process, culture and accountability etc. Similarly, a separate format is also formulated for carrying out evaluation of the performance of individual Directors including the Chairman of the Board, which inter-alia include parameters such as level of engagement and contribution, understanding of industry and global trends, and independence of judgment etc.

#### **Board Familiarization Programme**

At the time of appointing a Director, a formal letter of appointment is given to him / her, which inter alia explains the role, functions, duties and responsibilities expected from him / her as a Director of the Company. The Director is also explained in detail the compliance required from him / her under the Companies Act, 2013, Listing Regulations and other relevant laws/regulations.

The above initiatives help the Director to understand the Company, its business and the regulatory framework in which the Company operates and equips him/ her to effectively fulfill his/her role as Director of the Company. The details of familiarization programmes have been posted on the website of the Company.

### **3. Audit Committee**

#### **i. Terms of Reference:**

The company has duly constituted Audit Committee, the scope of which is quite comprehensive and is in conformity with the provisions of the Companies Act, 2013 and Listing Regulations.

All the financial statements of the company are first reviewed by the Audit Committee before presentation to the Board of Directors. Audit committee discusses the reports of Statutory Auditors, Internal Auditors, Secretarial Auditors as well as Cost Auditors of the company. The appointment of Statutory, Secretarial and Cost Auditors are recommended by the Audit Committee. Audit Committee also reviews the company's financial and risk management policies, management discussion and analysis of financial condition, results of operations and statement of significant related party transactions at periodic basis including omnibus approval and review thereof.

#### **ii. Composition, Name of Members, Chairperson and attendance:**

<b>Name of Member</b>	<b>Designation</b>	<b>Meetings Attended</b>
Sh. M. L. Gupta	Chairman	4
Sh. A. K. Chakraborty	Member	4
Sh. Anil Kumar	Member	4
Dr. Pratibha Goyal*	Member	2
Dr. Shalini Gupta**	Member	---

\*Member w.e.f. 24th May, 2016

\*\*Member till 24th May, 2016

iii. Four Meetings of the Audit Committee were held during the financial year 2016-17 on 24th May, 2016, 10th August, 2016, 8th November, 2016 and 10th February, 2017.

The Company Secretary acts as Secretary to the Committee.

**4. Nomination and Remuneration Committee****i. Terms of Reference:**

The terms of reference of this Committee are wide enough covering the matters specified under the Companies Act, 2013 and Listing Regulations.

**ii. Composition, Name of Members, Chairperson and attendance:**

Two meetings of the Nomination and Remuneration Committee were held during the Financial Year 2016-17 on 24th May, 2016 and 10th February, 2017.

Name of Member	Designation	Meetings Attended
Sh. M. L. Gupta	Chairman	2
Sh. A. K. Chakraborty	Member	2
Dr. Pratibha Goyal*	Member	1
Dr. Shalini Gupta**	Member	---

\*Member w.e.f. 24th May, 2016

\*\*Member till 24th May, 2016

The Company Secretary acts as Secretary to the Committee.

**iii. Nomination and Remuneration Policy**

The Nomination and Remuneration policy of the Company is designed to attract, motivate and retain manpower in competitive market. The Key provisions of such policy are given in Board's Report.

**iv. Remuneration of Directors****A. Executive Directors**

(₹ in lac)

Name and Designation	Remuneration				
	Basic Salary	Provident Fund	Other Benefits	Performance Incentive	Total
Sh. Rajneesh Oswal Chairman & Managing Director	165.60	19.87	1.54	---	187.01
Sh. Vishal Oswal Vice- Chairman & Managing Director	165.60	19.87	1.45	---	186.92
Sh. Kunal Oswal Whole time Director	15.00	1.80	0.40	---	17.20
Sh. Anil Kumar Executive Director and CEO	41.02	4.92	35.17	41.02	122.13

The appointment and remuneration of the Managing Directors and Executive Director & CEO are subject to the respective agreements executed with them. Notice period from either party has been fixed at six months. Company shall be liable to pay severance fee as per the individual contract.

Sh. Anil Kumar, Executive Director & CEO is entitled to the performance Incentive, as may be decided by the Board, along with fixed salary in terms of resolution passed at the Annual General Meeting held on 13<sup>th</sup> August, 2014.

**B. Non- Executive Directors**

The Non Executive Directors are paid the sitting fee or reimbursement of out of pocket expenses incurred by them for attending the meeting of Board or any committee thereof. The sitting fee amount is within the limits prescribed under the Companies Act, 2013 and rules made there under. No other payment is made to any of the Non executive Director. No stock option has been given to any of the Directors, including Executive Directors.

(₹ in lac)

Name	Sitting Fees for Board Meeting	Sitting Fees for Committee Meeting	Total
Sh. A.K. Chakraborty	0.40	0.35	0.75
Sh. M. L. Gupta	0.40	0.30	0.70
Dr. N. J. Rao	0.10	---	0.10
Dr. Pratibha Goyal*	0.30	0.15	0.45
Dr. Shalini Gupta**	---	---	---

\*Director w.e.f. 24th May, 2016

\*\*Ceased to be Director w.e.f. 24th May, 2016

**5. Stakeholders Relationship Committee**

The Board has formed an investors' Grievance Committee named as Stakeholder's Relationship Committee to specifically look into the redressal of investors' complaint like transfer of shares, non receipt of balance sheet or non receipt of credit of shares into the De-mat account etc. The committee also approves issue of duplicate share certificate(s) and other related matters and oversees and reviews all matters connected with the share transfer.

**i. Composition**

Name of Member	Designation	Meetings Held	Meetings Attended
Dr. Shalini Gupta*	Chairperson	---	---
Dr. Pratibha Goyal**	Chairperson	5	5
Sh. Rajneesh Oswal	Member	5	5
Sh. Anil Kumar	Member	5	5
Sh. Kunal Oswal	Member	5	5

\*Chairperson till 24th May, 2016

\*\*Chairperson w.e.f. 24th May, 2016

ii. Mr. Videshwar Sharma, Company Secretary is the compliance officer and acts as secretary to the committee(s). The company has designated the email id [cs@shreyansgroup.com](mailto:cs@shreyansgroup.com) for the purpose of registering complaints by investors electronically. The email id is displayed on the company's website.

iii. The details regarding the investor's complaints are as under:

Particulars	No. of Complaints	Particulars	No. of Complaints
Pending as on 01-04-2016	0	Resolved during the year	51
Received during the year	51	Pending as on 31-03-2017	0

**6. Corporate Social Responsibility**

In compliance with the provisions of Section 135 of the Companies Act, 2013, the Board has constituted Corporate Social Responsibility Committee. One meeting of the Corporate Social Responsibility Committee was held during the financial year 2016-17 on 24<sup>th</sup> May, 2016.

The composition of the committee as at March 31, 2017 and details of member's participation at the meeting of the committee are as under:

Name of Member	Designation	Meetings Held	Meetings Attended
Sh. Rajneesh Oswal Chairman & Managing Director	Chairman	1	1
Sh. Vishal Oswal Vice-Chairman & Managing Director	Member	1	1
Sh. Anil Kumar Executive Director & CEO	Member	1	1
Sh. A. K. Chakraborty Independent Director	Member	1	1

The Company Secretary acts as Secretary to the Committee.

**7. Independent Director's Meeting**

During the year, the Independent Directors met on 10th February, 2017 to:

- Review the performance of Non-Independent Directors and the Board as a whole.
- Review the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors.
- Evaluate 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 their duties.

**8. General Body Meetings**

(i) Location and time where last three Annual General Meetings were held:

Financial Year	Date of A.G.M.	Time	Venue	No. of Special Resolution Passed
2015-16	10th August, 2016	11.00 A.M.	Regd. Office of the Company at Vill. Bholapur, P.O. Sahabana, Chandigarh Road, Ludhiana-141 123	3
2014-15	12th August, 2015	11.00 A.M.	Regd. Office of the Company at Vill. Bholapur, P.O. Sahabana, Chandigarh Road, Ludhiana-141 123	---
2013-14	13th August, 2014	11.00 A.M.	Regd. Office of the Company at Vill. Bholapur, P.O. Sahabana, Chandigarh Road, Ludhiana-141 123	2

(ii) **Postal Ballot**

During the year under review, no resolution was passed through Postal Ballot.

**9. Disclosures**

- i. The details of related party transactions are placed before Audit Committee and these are disclosed in the Notes on Account to the Balance Sheet. For the year 2016-17, there was no transaction of material nature with related parties, which are not in the normal course of business.
- ii. The company is in compliance with the requirements of the Stock exchanges, SEBI and other statutory authorities on all matters relating to the capital market during the last three years. The company has complied with all mandatory requirements Listing Regulations on corporate governance. The company has followed accounting treatment as prescribed in Accounting Standards applicable to the Company. There were no penalties or strictures imposed on the company by Stock Exchanges or SEBI, any statutory authority on any matter related to the above.
- iii. The company has a Whistle Blower Policy in place for employees to report concerns about unethical behavior. No personnel have been denied to approach the Management or the Audit Committee on any issue.
- iv. Sh. Rajneesh Oswal, Chairman & Managing Director, Sh. Vishal Oswal, Vice-Chairman & Managing Director and Sh. Kunal Oswal, Whole time Directors are real brothers. No other director is having any relationship with each other.

**10. Means of Communication**

i	Quarterly Results	Published in the newspapers every quarter
ii	Newspapers wherein results normally published	The Economic Times and Desh Sewak
iii	Any website, where results are displayed	<a href="http://www.shreyansgroup.com">www.shreyansgroup.com</a>
iv	Whether it also displays official news releases	No
v	The presentations made to Institutional Investors or to the Analysts	No

**Online Filing:** Periodical compliance filings like shareholding pattern, corporate governance report, announcements, corporate actions etc. have been filed electronically on NSE-NEAPS and BSE –Corporate Compliance & Listing Centre.

**SCORES (Sebi Complaints Redressal System):** The Investor Complaints are processed in a centralized web based complaints redressal system on [www.scores.gov.in](http://www.scores.gov.in), a website maintained by SEBI (Securities and Exchange Board of India). The main feature of this system is central database of all complaints, online upload of action taken reports (ATR's) by the concerned companies and online view by investors of action taken on complaints and its current status. The Company had dispose of all the pending complaints filed through scores.

**11. General Shareholder Information****i. AGM: Date, Time and Venue**Date & Time: Thursday, 7<sup>th</sup> September, 2017 at 11.00 A.M.

Place: Regd. office of the Company at Village Bholapur, P.O. Sahabana, Chandigarh Road, Ludhiana -141 123

**ii. Financial Year**The company's Financial Year starts from 1<sup>st</sup> April every year and concludes on 31<sup>st</sup> March, next year.**iii. Date of Book Closure**The Register of Members and Share Transfer books of the Company shall remain closed from 1<sup>st</sup> September, 2017 to 7<sup>th</sup> September, 2017 (both days inclusive), for the purpose of payment of dividend, if any and AGM.**iv. Dividend Payment date (tentative)**Credit or dispatch of dividend warrants tentatively between 13<sup>th</sup> September, 2017 to 3<sup>rd</sup> October, 2017.**v. Listing on Stock Exchanges**

The Equity shares of the Company are listed at the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited.

Company has paid up to date listing fee to the Bombay Stock Exchange Limited and the National Stock Exchange of India limited.

**Stock Code**

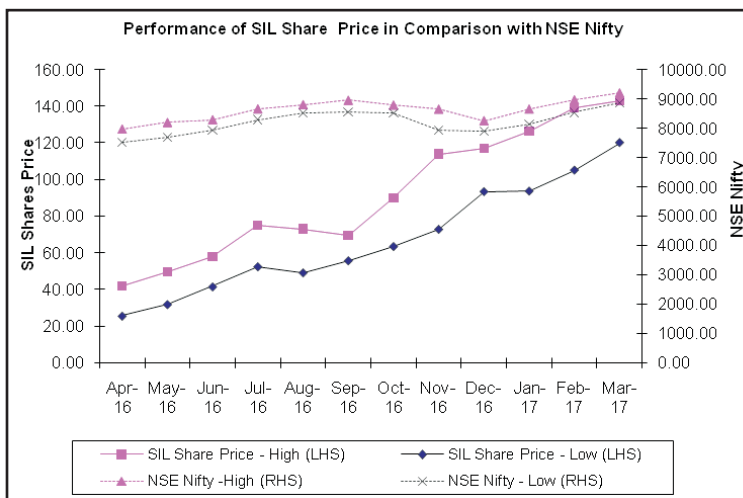
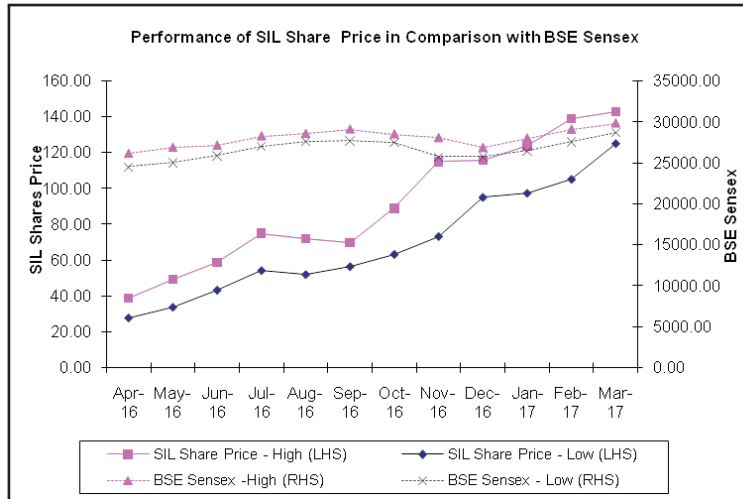
Bombay Stock Exchange Limited	516016	ISIN	INE231C01019
National Stock Exchange of India Limited	SHREYANIND	Corporate Identification Number	L17115PB1979PLC003994

**vi. Market Price Data: High, Low during each month in last Financial year**

The monthly high and low stock quotations during the last Financial Year at BSE and NSE are given below along with comparison to Broad Based BSE Sensex and NSE Nifty.

Month & Year	Share price at Bombay Stock Exchange Limited		Share Price at National Stock Exchange of India Ltd	
	High	Low	High	Low
Apr - 16	38.95	27.55	41.80	25.60
May - 16	49.35	33.50	49.55	31.90
Jun - 16	58.80	43.05	57.60	41.55
Jul - 16	75.10	54.05	74.90	52.50
Aug - 16	72.00	51.80	73.00	49.20
Sep - 16	70.00	56.25	69.20	55.75
Oct - 16	89.00	63.10	89.70	63.50
Nov - 16	115.00	73.10	113.85	72.85
Dec - 16	115.95	95.00	116.90	93.40
Jan - 17	123.90	97.30	126.40	93.70
Feb - 17	139.00	105.10	139.00	105.10
Mar - 17	142.85	125.10	142.90	120.10

vii. Performance in comparison to broad-based indices such as BSE Sensex, CRISIL index etc.



viii. Registrar and Share Transfer Agent

Name : Skyline Financial Services (P) Ltd.  
 Address : D-153/A 1<sup>st</sup> Floor, Okhla Industrial Area, Phase -1  
 New Delhi-110 020  
 Phone No. : 011-26812682-83  
 Fax No. : 011-26812682  
 Contact Person : Mr. Subhash Aggarwal, Director / Mr. Virender Rana, Vice-President

ix. Share Transfer System

The company's shares are in compulsory dematerialized list and are transferable through depository system. Shares in physical form are processed and approved by M/s Skyline Financial Services Pvt. Ltd., the Registrar and Transfer Agents and approved/taken note of by the Stakeholder's Relationship Committee. The physical share transfers are generally processed within a period of 15 days from the date of receipt of transfer documents by M/s Skyline Financial Services Pvt. Ltd.

Shareholders who hold shares in the physical form and wish to make Change/ nomination in respect of their shares in the company, as permitted under Companies Act, 2013 may submit the same to Registrars & Transfer Agents of the company in the prescribed Form. The said form is available on the website of the company at [www.shreyansgroup.com](http://www.shreyansgroup.com).

**x. Distribution of Shareholding and Shareholding pattern as on 31.03.2017**

Shareholding Nominal Value (₹)	No of Shareholders	% to Total Numbers	Shareholding Amount (₹)	% to Total Amount
Up To 5,000	17628	95.77	14353340	10.39
5,001 To 10,000	363	1.97	2895430	2.09
10,001 To 20,000	166	0.90	2580780	1.87
20,001 To 30,000	70	0.38	1797010	1.30
30,001 To 40,000	29	0.16	1025210	0.74
40,001 To 50,000	34	0.18	1573530	1.14
50,001 To 1,00,000	52	0.28	3845510	2.78
1,00,000 and Above	66	0.36	110174690	79.69
<b>TOTAL</b>	<b>18408</b>	<b>100</b>	<b>138245500</b>	<b>100.00</b>

**xi. Dematerialisation of shares and Liquidity**

As on 31.03.2017, 78.25% of total paid up share of the company is held with depositories in dematerialized form. The Equity shares of the company are regularly traded at the BSE and NSE.

**xii. Outstanding GDRs/ADRs/ Warrants or any Convertible instruments conversion date and likely impact on equity**

The Company has not issued any GDR's/ADR's. The company has not allotted any equity share during the financial year 2016-17.

**xiii. Location of Plants:**

- (a) Shreyans Papers, Ahmedgarh, Distt. Sangrur (PB)  
 (b) Shree Rishabh Papers, Vill. Banah, Distt. S.B.S Nagar (PB)

**xiv. Address for correspondence:**

**Registered Office:**  
 Mr. Videshwar Sharma  
 (Company Secretary & Compliance Officer)  
 Shreyans Industries Limited  
 Vill. Bholapur, P.O.Sahabana,  
 Chandigarh Road, Ludhiana (India)-141123  
 Ph. (0161) 6574125, 98761-00948  
 Fax. 91-161-2685270  
 Email: [atl@shreyansgroup.com](mailto:atl@shreyansgroup.com)  
[cs@shreyansgroup.com](mailto:cs@shreyansgroup.com)  
 Website: [www.shreyansgroup.com](http://www.shreyansgroup.com)

**12. OTHER DISCLOSURES**

The company is not dealing in commodity and hence disclosure relating to commodity price risks and commodity hedging activities is not applicable.

There is no Non- Compliance of any applicable requirement of Corporate Governance Report of Sub para (2) to (10) of Part C of Schedule V of the Listing Regulations.

The Company has complied with all the applicable corporate governance requirements specified in Regulations 17 to 27 with schedule II and V of Listing Regulations.



**DECLARATION BY THE MANAGING DIRECTOR UNDER REGULATIONS 26(3) OF THE LISTING REGULATIONS**

To,  
The Members,  
Shreyans Industries Ltd.  
Ludhiana

I hereby confirm that all Board Members and Senior Management Personnel have affirmed compliance with the code of conduct for the Directors and Senior Management Personnel as approved by the Board, for the Financial Year ended 31<sup>st</sup> March, 2017 in terms of regulations 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Place : Ludhiana  
Date : May 15, 2017

**Rajneesh Oswal**  
Chairman & Managing Director  
(DIN: 00002668)

**CMD & CFO CERTIFICATION**

To  
The Members,  
Shreyans Industries Ltd.,  
Ludhiana

- a) We have reviewed financial statements and the cash flow statements for the year ended 31<sup>st</sup> March, 2017 and that to the best of our knowledge and belief:
- these statements do not contain any materially untrue statement or omit any material fact or contains statements that might be misleading;
  - 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.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- c) 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 we have disclosed to the Auditors and the Audit Committee, deficiencies in the design of operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee
- significant changes in internal control over financial reporting during the year;
  - significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and
  - 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.

**Rajneesh Oswal**  
Chairman & Managing Director  
(DIN: 00002668)  
Place : Ludhiana  
Date : May 15, 2017

**R. K. Mahajan**  
Chief Financial Officer

**Practising Company Secretary Certificate on Compliance with the condition of Corporate Governance**

To  
The Members  
Shreyans Industries Ltd

We have examined the compliance of conditions of corporate governance by Shreyans Industries Limited (the company) for the year ended 31<sup>st</sup> March, 2017 as stipulated under the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. ('Listing Regulations')

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of corporate governance as stipulated in the above mentioned listing regulations, as applicable.

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

**For P. S. Bathla & Associates**  
Company Secretaries

(P. S. Bathla)  
M. No. 4391  
C. P. No. 2585

Place : Ludhiana  
Dated : May 15, 2017

**INDEPENDENT AUDITOR'S REPORT**

To

The Members,

Shreyans Industries Limited

Report on the Financial Statements.

1. We have audited the accompanying financial statements of **Shreyans Industries Limited** ('the Company') which comprise the Balance Sheet as at 31<sup>st</sup> March 2017, 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**

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

**Auditor's Responsibility**

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
5. 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.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall

presentation of the financial statements.

7. 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**

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2017 and its profit and its cash flows for the year ended on that date.

**Emphasis of matter**

9. We draw attention to note no. 41, relating to remuneration paid/provided in respect of Chairman and Managing Director and Vice-Chairman and Managing Director of the Company, in excess of the limits prescribed under section 197 read with schedule V of the Companies Act, 2013 which is subject to the approval of Central Government. We have been informed that as required by relevant provisions of the Companies Act, 2013 company has filed the requisite documents with the Central Government for approval and same is awaited. Our opinion is not qualified in respect of this matter.

**Report on Other Legal and Regulatory Requirements**

10. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure-A, which forms part of this report, a statement on the matters specified in paragraphs 3 and 4 of the Order.

11. 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 written representations received from the directors as on 31<sup>st</sup> March 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2017 from being appointed as a director in terms of sub-section (2) of section 164 of the Act; and
  - f. with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in Annexure-B; and
  - g. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our

opinion and to the best of our information and according to explanations given to us;

- (i) the Company has disclosed the impact of pending litigations on its financial position in its financial statements. Refer Note No. 30 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 are no amounts required to be transferred to the Investor Education and Protection Fund by the Company.
- (iv) the Company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of account maintained by the Company (Refer Note No. 47 of financial statements).
- (iii) According to the information and explanations given to us we report that the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore the provisions of paragraph (iii) (a), (b) and (c) of the Order are not applicable to the Company.
- (iv) According to the information and explanations given to us, the Company has complied with the requirements of the section 186 of the Companies Act, 2013 pursuant to investments made. The company has not granted loans to directors or to the person in whom directors are interested. Therefore the provisions of the section 185 of the Companies Act, 2013 are not applicable to the company.
- (v) According to the information and explanations given to us, the Company has complied with the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76, other relevant provisions of the Companies Act, 2013 and the rules framed there under. According to the information and explanations given to us, no order under the aforesaid sections has been passed by the Company Law Board or the Reserve Bank of India or any Court or any other Tribunal on the Company.
- (vi) We have broadly reviewed the books of account maintained by the company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148 of the Act and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have however not made a detailed examination of such records with a view to determine whether they are accurate or complete.

**FOR S. C. VASUDEVA & CO.**  
Chartered Accountants  
(Regn. No. 000235N)

Place : Ludhiana  
Dated : May 15, 2017

(SANJIV MOHAN)  
Partner  
M. No. 086066

#### Annexure- A to the Auditors' Report

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

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) According to information and explanations given to us, the Company has adopted a policy of physical verification of fixed assets once in a block of every three years. The last verification of entire block of fixed assets was done in the year ended 31<sup>st</sup> March 2015. Further in our opinion the frequency of physical verification of the fixed assets is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to information and explanations given to us and on the basis of our examination of records of the company the title deeds of immovable properties are held in the name of the company.
- (ii) (a) According to the information and explanations given to us, the inventories have been physically verified by the management at the end of the year. In our opinion the frequency of verification is reasonable.
- (b) As per the information given to us, the discrepancies noticed on physical verification of inventories as compared to book records were not material and have been properly dealt with in the books of account.
- (vii) (a) According to the information and explanations given to us and on the basis of the records of the Company examined by us, in our opinion, the Company has been regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of custom, duty of excise, value added tax, cess and other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts in respect of statutory dues payable were outstanding as on the last day of the financial year concerned for a period of more than six months from the date they became payable.
- (b) According to the information and explanations there are no dues of income tax, service tax, duty of custom, which have not been deposited with the appropriate authorities on account of any dispute. However according to information and explanations given to us, the following dues of duty of excise and value added tax has not been deposited by the company on account of dispute:

Sr. No.	Name of the Statute	Nature of Dues	Period to which the amount relates	Disputed Amount (₹ in lac)	Forum where dispute is pending.
1.	Central Excise Act, 1944	Excise Duty	Various years from 2002-2003 to 2009-2010	944.02	Customs, Excise & Service Tax Appellate Tribunal, Chandigarh
2.	Central Excise Act, 1944	Excise Duty	Various years from 1996-1997 to 2000-2001	0.53	Joint Commissioner, Ludhiana
3.	Central Excise Act, 1944	Excise Duty	2004-2005	1.43	Assistant Commissioner, Phagwara

- (viii) According to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to a financial institution bank or government. The Company has not issued any debentures during the year or in the preceding year.
- (ix) In our opinion and according to the information and explanations given to us, the term loans taken during the year by the company have been applied for the purpose for which they were raised. The company has not raised money by way of initial public offer of further public offer (including debt instruments) during the year.
- (x) According to the information and explanations given to us, no fraud on or by the company or on the company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given to us and based on the record of company the company has paid / provided for the managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act. Except pending approval in case of remuneration of Chairman and Managing Director and Vice-Chairman and Managing Director.
- (xii) According to the information and explanations given to us, the company is not a Nidhi Company. Therefore the provisions of paragraph 3(xii) of the order are not applicable.
- (xiii) According to the information and explanations given to us, and based on our examinations of the records of the company, transactions with the related parties are in compliance with section 177 and section 188 of the Act, where applicable and the details of the transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us, the company has not made preferential allotment or private placement of shares or fully or partly convertible debentures during the financial year under audit. Thus the provisions of paragraph 3 (xii) of the Order are not applicable.
- (xv) According to information and explanations given to us, and based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, provisions of paragraph 3 (xv) of the Order are not applicable.
- (xvi) According to the information and explanations given to us, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

#### **Annexure- B to the Auditors' Report**

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

#### **Report on the Internal Financial Controls**

1. We have audited the internal financial controls over financial reporting of Shreyans Industries Limited ("the Company") as of 31<sup>st</sup> March 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

2. The Company's management is responsible for establishing

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

#### **Auditor's Responsibility**

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

#### **Meaning of Internal Financial Controls over Financial Reporting**

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that;
  1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
  2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial

statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

3. provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

**Opinion**

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

**FOR S. C. VASUDEVA & CO.**  
**Chartered Accountants**  
**(Regn. No. 000235N)**

**Place : Ludhiana**  
**Dated : May 15, 2017**

**(SANJIV MOHAN)**  
**Partner**  
**M. No. 086066**

**BALANCE SHEET AS AT 31ST MARCH 2017**

PARTICULARS	Note No.	As at 31 March 2017 (₹ In lac)	As at 31 March 2016 (₹ In lac)
<b>I EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's funds :</b>			
a) Share capital	3	1,382.47	1,382.47
b) Reserves and surplus	4	10,785.98	8,475.42
		<u>12,168.45</u>	<u>9,857.89</u>
<b>(2) Non-current liabilities</b>			
a) Long-term borrowings	5	1,812.98	2,222.39
b) Deferred tax liabilities (net)	6	2,664.10	2,292.64
c) Other long-term liabilities	7	40.06	26.38
d) Long-term provisions	8	817.86	885.86
		<u>5,335.00</u>	<u>5,427.27</u>
<b>(3) Current liabilities</b>			
a) Short-term borrowings	9	1,713.74	2,774.66
b) Trade payables	10	3,461.36	3,889.69
c) Other current liabilities	11	3,524.52	2,334.24
d) Short-term provisions	12	119.34	416.83
		<u>8,818.96</u>	<u>9,415.42</u>
<b>TOTAL</b>		<u>26,322.41</u>	<u>24,700.58</u>
<b>II ASSETS</b>			
<b>(1) Non-current assets</b>			
a) Fixed Assets			
i) Property, Plant and Equipment (tangible)	13	14,650.23	13,766.42
ii) Capital work-in-progress		329.17	886.66
iii) Intangible assets		3.90	4.43
		<u>14,983.30</u>	<u>14,657.51</u>
b) Non-current investments	14	2.02	2.02
c) Long-term loans and advances	15	939.30	480.89
d) Other non-current assets	16	174.94	121.90
		<u>16,099.56</u>	<u>15,262.32</u>
<b>(2) Current assets</b>			
a) Current investments	17	3,764.25	1,824.02
b) Inventories	18	2,906.61	2,640.21
c) Trade receivables	19	2,457.54	3,509.57
d) Cash and cash equivalents	20	319.89	413.22
e) Short-term loans and advances	21	774.56	1,051.24
		<u>10,222.85</u>	<u>9,438.26</u>
<b>TOTAL</b>		<u>26,322.41</u>	<u>24,700.58</u>

See accompanying notes forming part of the financial statements

As per our report of even date attached  
For S.C. VASUDEVA & CO.  
(Regn. No. 000235N)

For and on behalf of the Board of Directors of  
Shreyans Industries Limited

(SANJIV MOHAN)  
Partner  
M.No. 086066

(R.K. MAHAJAN)  
C F O

(VIDESHWAR SHARMA)  
Company Secretary

(ANIL KUMAR)  
Executive  
Director & CEO

(VISHAL OSWAL)  
Vice Chairman &  
Managing Director

(RAJNEESH OSWAL)  
Chairman &  
Managing Director

PLACE : Ludhiana  
DATE : May 15, 2017

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2017**

PARTICULARS	Note No.	For the year ended 31 March 2017 (₹ In lac)	For the year ended 31 March 2016 (₹ In lac)
I Revenue from operations (Net)	22	42,003.42	38,948.51
II Other Income	23	297.60	149.14
III <b>Total revenue ( I + II )</b>		<b>42,301.02</b>	<b>39,097.65</b>
IV Expenses :			
(a) Cost of material consumed	24	21,283.34	19,371.17
(b) Purchase of stock-in-trade	25	---	766.00
(c) Changes in inventories of finished goods, work in progress and stock-in-trade	26	56.96	443.68
(d) Employee benefit expenses	27	4,613.88	4,108.21
(e) Finance costs	28	586.15	595.56
(f) Depreciation and amortisation expense		796.27	732.93
(g) Other expenses	29	10,490.84	11,978.24
<b>Total expenses</b>		<b>37,827.44</b>	<b>37,995.79</b>
(V) Profit before exceptional and extraordinary items & tax (III-IV)		4,473.58	1,101.86
(VI) Exceptional Items (Refer Note 32)		911.83	---
(VII) Profit before extraordinary items and tax (V-VI)		3,561.75	1,101.86
(VIII) Extraordinary items		---	---
(IX) Profit before tax (VII-VIII)		3,561.75	1,101.86
(X) Tax expense			
a) - Current tax		796.42	236.92
b) - Deferred tax		371.46	(12.74)
c) - Tax of earlier year		83.31	10.56
(XI) Profit for the year ( IX - X )		<b>2310.56</b>	<b>867.12</b>
Earning per equity share of ₹ 10/- each (Before Exceptional items)			
- Basic		23.31	6.27
- Diluted		23.31	6.27
Earning per equity share of ₹ 10/- each (After Exceptional items)			
- Basic		16.71	6.27
- Diluted		16.71	6.27

See accompanying notes to the financial statements

As per our report of even date attached  
For S.C. VASUDEVA & CO.,  
Chartered Accountants  
(Regn. No. 000235N)

For and on behalf of the Board of Directors of  
Shreyans Industries Limited

(SANJIV MOHAN)	(R.K. MAHAJAN)	(VIDESHWAR SHARMA)	(ANIL KUMAR)	(VISHAL OSWAL)	(RAJNEESH OSWAL)
Partner	C F O	Company Secretary	Executive	Vice Chairman &	Chairman &
M.No. 086066			Director & CEO	Managing Director	Managing Director

PLACE : Ludhiana  
DATE : May 15, 2017

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017**

(₹ In lac)

PARTICULARS	For the year ended 31 March 2017	For the year ended 31 March 2016
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net profit before tax as per statement of profit and loss	3561.75	1101.86
Adjustment for :		
Depreciation and amortisation	796.27	732.93
Interest Income	(107.93)	(88.84)
Dividend income	(0.05)	(0.05)
Loss/(gain) on sale of investments (net)	(94.62)	---
Interest Expenses	481.87	514.94
Loss / (gain) on Sale/Discard of fixed assets (Net)	(3.08)	66.39
Excess allowances of doubtful trade receivables written back	(6.21)	---
Excess allowances of Investment written back	(0.42)	---
Provisions no longer required written back	(6.67)	(7.75)
Allowances for doubtful trade receivables and advances	---	28.62
Bad debts written off (net)	3.40	(17.17)
	1062.56	1229.07
<b>Operating Profit Before Working Capital Changes</b>	4624.31	2330.93
Adjustment for		
(Increase)/ Decrease in trade & other receivables	1365.14	(959.77)
(Increase)/ Decrease in Inventories	(266.40)	469.11
Increase/(Decrease) in trade & other payables	663.14	180.40
<b>Cash generated from operations</b>	6386.19	2020.67
Direct taxes paid (Net of refund)	(956.12)	(134.59)
<b>Net Cash from operating activities</b>	5430.07	1886.08
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets	(1141.39)	(2860.64)
(Increase)/ Decrease in capital advance	(555.03)	199.66
(Purchase)/Proceeds (of)/from investment	(1845.19)	---
Proceeds from sale of fixed assets	22.41	216.79
Dividend received	0.05	0.05
Interest received	67.84	75.20
Bank Balances not considered as cash and cash equivalents	58.61	(61.32)
<b>Net cash used in investing activities</b>	(3392.70)	(2430.26)
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
(Payments)/Proceeds (of)/from long term borrowings (net)	(359.94)	1418.00
(Payments)/Proceeds (of)/from short term borrowings (net)	(1060.92)	(239.25)
Interest Paid	(459.41)	(516.30)
Dividend Paid (including taxes)	(193.21)	(188.24)
<b>Net cash from financing activities</b>	(2073.48)	474.21
<b>Net increase in cash &amp; cash equivalents</b>	(36.11)	(69.97)
<b>Cash and cash equivalents at beginning of year</b>	70.52	140.49
<b>Cash and cash equivalents at the end of year</b>	34.41	70.52

See accompanying notes forming part of the financial statements

As per our report of even date attached  
For S.C. VASUDEVA & CO.,  
Chartered Accountants  
(Regn. No. 000235N)

For and on behalf of the Board of Directors of  
Shreyans Industries Limited

(SANJIV MOHAN)  
Partner  
M.No. 086066

(R.K. MAHAJAN)  
C F O

(VIDESHWAR SHARMA)  
Company Secretary

(ANIL KUMAR)  
Executive  
Director & CEO

(VISHAL OSWAL)  
Vice Chairman &  
Managing Director

(RAJNEESH OSWAL)  
Chairman &  
Managing Director

PLACE : Ludhiana

DATE : May 15, 2017



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017****1 Corporate Information**

Shreyans Industries Limited (the Company) is a public company incorporated under the provisions of the Companies Act, 1956 on 11th June, 1979. The name of the company at its incorporation was Shreyans Paper Mills Ltd. and subsequently changed to Shreyans Industries Limited on 20th October 1992. The company is engaged in manufacturing of Writing and Printing Paper.

**Significant Accounting Policies and Notes on Accounts****2 Significant Accounting Policies****(a) Basis of Preparation of Financial Statements**

The financial statements are prepared in accordance with generally accepted accounting principles under the historical cost convention on accrual basis in accordance with the applicable accounting standards prescribed under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rule 2014.

**(b) Use of Estimates**

The preparation of financial statements, in conformity with the generally accepted accounting principles, require estimates and assumptions to be made that affect the reported amount of assets and liabilities as of the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results materialise.

**(c) Revenue Recognition****(i) Sales**

Revenue from sale of goods is recognised;

(a) When all the significant risks and rewards of ownership transferred to the buyer and the company retains no effective control of the goods transferred to a degree usually associated with ownership; and

(b) No significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods.

**(ii) Export Incentives:**

Revenue in respect of export incentives is recognised on post export basis.

**(iii) Interest :**

Revenue from interest is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

**(iv) Dividend**

Dividend Income from investment is recognized when the right to receive payment is established.

**(v) Insurance and Other Claims**

Revenue in respect of claims is recognized when no significant uncertainty exists with regard to the amount to be realized and the ultimate collection thereof.

**(d) Employees Benefits****(i) Short Term Employees Benefits**

Short Term Employees Benefits are recognized as an expense on an undiscounted basis in the statement of profit and loss of the year in which the related service is rendered.

**(ii) Post Employment Benefits****i) Defined Contribution Plans****a) Provident Fund:**

The Employer's Contribution to provident fund authorities is made in accordance with the provisions of the Employee's Provident Fund and Miscellaneous Provisions Act, 1952 and is recognized as an expense in the statement of profit and loss.

**ii) Defined Benefit Plans****a) Gratuity:**

The Group Gratuity Cash Accumulation Scheme, managed by Life Insurance Corporation of India is a defined benefit plan. The liability for gratuity is provided on the basis of actuarial valuation carried out by an independent actuary as at the Balance Sheet date. The Present Value of the company's obligation is determined on the basis of actuarial valuation at the year end, using the Projected Unit Credit Method and the fair value of plan assets is reduced from the gross obligations under the gratuity scheme to recognize the obligation on a net basis.

**b) Leave Encashment:**

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the defined benefit obligation at the Balance Sheet date, determined on actuarial valuation basis using Projected Unit Credit Method. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government Securities as at the Balance Sheet date.

iii) The actuarial gain/loss is recognized in the statement of profit and loss in the period in which they occur.

**(e) Property, Plant and Equipment**

Property, plant and equipment are stated at cost, less accumulated depreciation. The Cost of an item of Property, Plant and Equipment comprises:

- (a) its purchase price including import duties and non-refundable purchase taxes after deducting trade discounts and rebates.
- (b) any attributable expenditure directly attributable for bringing an asset to the location and the working condition for its intended use and
- (c) the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.

Depreciation is provided on Straight Line Method on the basis of useful lives of such assets specified in Schedule II to the Companies Act, 2013 except the assets costing Rs. 5000/- or below on which depreciation is charged @ 100% per annum on proportionate basis.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'. Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in net profit in the statement of profit and loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the statement of profit and loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

**(f) Intangible Assets**

Intangible assets are stated at cost less accumulated amount of amortization.

Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use.

**(g) Amortisation**

Intangible asset are amortised on straight line method. These assets are amortised over their estimated useful life.

**(h) Investments**

Long term Investments are carried at cost less provision, if any, for decline in the value of such investments, which is other than temporary. Current investments are carried at lower of cost and fair value.

**(i) Inventories**

Inventories are valued at cost or net realisable value, whichever is lower. The cost in respect of items of inventory is computed as under:

- In case of raw materials at FIFO basis plus direct expenses.
- In case of stores and spares at weighted average cost plus direct expenses.
- In case of work-in-progress at raw material cost plus conversion cost depending upon the stage of completion.
- In case of finished goods at raw material cost plus conversion cost, packing cost, excise duty and other overheads incurred to bring the goods to their present condition and location.

**(j) CENVAT**

Cenvat credit on excise duty/service tax paid on inputs, capital assets and input services is taken in accordance with the Cenvat Credit Rules, 2004.

**(k) Government grants**

Government grants available to the company are recognized when there is a reasonable assurance of compliance with the conditions attached to such grants and where benefits in respect thereof have been earned and it is reasonably certain that the ultimate collection will be made.

Government subsidy in the nature of promoter's contribution is credited to capital reserve.

Government subsidy related to specific fixed assets is deducted from the gross value of the assets concerned.

**(l) Borrowing Costs**

Borrowing costs that are directly attributable to acquisition or construction of a qualifying asset are capitalised as a part of cost of such asset. Qualifying asset is one that takes substantial period of time to get ready for its intended use. All other borrowing costs are recognised as expenditure in the period in which these are incurred.

**(m) Lease**

The assets acquired on lease wherein a significant portion of risks and rewards of ownership of an asset is retained by the lessor are classified as operating leases. Lease rentals paid for such leases are recognised as an expense on systematic basis over the terms of lease.

**(n) Foreign Currency Transactions**

(a) Transactions in foreign currency are recorded on initial recognition in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of transaction except in case of export invoices which are recorded at a rate notified by the custom department for invoice purpose which approximates the actual rate as at the date of transaction. Exchange difference arising on realization of export sale is recognized as income or expense in the period in which they arise.

b) At each balance sheet date foreign currency monetary items are reported at closing rates. Exchange differences arising on settlement of monetary items or on reporting the same at closing rate as at balance sheet date are recognized as income or expense.

c) The premium or discount arising at the inception of a forward contract which is not intended for trading or speculation purpose is amortised as expense or income over the life of the contract. Exchange difference on such forward contracts is recognized in the statement of profit or loss in the reporting period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of a forward contract is recognised as income or as expense for the period.

**(o) Accounting for Taxes on Income**

Provision for taxation for the year comprises of current tax and deferred tax. Current tax is amount of Income-tax determined to be payable in accordance with the provisions of Income tax Act 1961. Deferred tax is the tax effect of timing difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

**(p) Impairment of Assets**

At each balance sheet date an assessment is made whether any indication exists that an asset has been impaired. If any such indication exists, an impairment loss i.e. the amount by which the carrying amount of an asset exceeds its recoverable amount is provided in the books of account.

**(q) Earning per Share**

Basic earning per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earning per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

**(r) Provision and Contingent Liabilities**

(i) Provision is recognised (for liabilities that can be measured by using substantial degree of estimate) when:

- (a) the company has a present obligation as a result of a past event;
- (b) a probable outflow of resources embodying economic benefits is expected to settle the obligation ; and
- (c) the amount of the obligation can be reliably estimated.

(ii) Contingent liability is disclosed in case there is:

- (a) i. Possible obligation that arises from past events and existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the enterprise ; or
- ii. A reliable estimate of the amount of the obligation cannot be made.
- (b) A present obligation arising from past events but is not recognised :
  - i. When it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
  - ii. A reliable estimate of the amount of the obligation cannot be made.

**(s) Cash flow statement**

The cash flow statement has been prepared using the indirect method for operating activities in accordance with the Accounting Standard (AS) – 3 on “Cash flow Statements” prescribed in Companies (Accounts) Rules, 2014.

**(t) Cash and cash equivalents**

The Cash and cash equivalent in the balance sheet comprise cash on hand and balance at banks including demand deposits which are subject to an insignificant risk of changes in value and are neither earmarked nor subject to any commitment.

PARTICULARS	As at 31 March 2017		As at 31 March 2016	
	Number of shares	(₹ In lac)	Number of shares	(₹ In lac)
<b>3 Share Capital</b>				
<b>(a) Authorised</b>				
Equity Shares of ₹ 10/- each (par value)	1900000	1900.00	1900000	1900.00
Redeemable Cumulative Preference Shares of ₹ 100 each (par value)	100000	100.00	100000	100.00
	<u>1910000</u>	<u>2000.00</u>	<u>1910000</u>	<u>2000.00</u>
<b>(b) Issued and subscribed</b>				
Equity Shares of ₹ 10/- each	13825000	1382.50	13825000	1382.50
<b>TOTAL</b>	<u>13825000</u>	<u>1382.50</u>	<u>13825000</u>	<u>1382.50</u>
<b>(C) Paid-Up</b>				
Equity Shares of ₹ 10/- each	13825000	1382.46	13825000	1382.46
Add : Forfeited Shares (Amount Originally Paid Up)	----	0.01	----	0.01
<b>TOTAL</b>	<u>13825000</u>	<u>1382.47</u>	<u>13825000</u>	<u>1382.47</u>

**a) Reconciliation of the number of shares and the amount outstanding at the beginning and at the end of the reporting period**

**Equity shares**

At the beginning of the reporting period	13825000	1382.50	13825000	1382.50
Add: Issued during the period	----	----	----	----
Outstanding at the end of the reporting period	<u>13825000</u>	<u>1382.50</u>	<u>13825000</u>	<u>1382.50</u>

**b) Terms/ rights attached to equity shares**

The company presently has one class of equity shares having par value of Rs 10/- each. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting and entitlement to dividend to an equity shareholder shall arise after such approval.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive any part of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.

The rate of dividend on preference shares will be decided by the Board of directors as and when issued. Preferential shares as and when issued shall have the cumulative right to receive dividend as and when declared and shall have preferential right of repayment of amount of capital.

The Board has recommended a Dividend of 15% (Previous year 12%) (₹ 1.50 per equity share of ₹ 10/-) for the financial year ended March 31, 2017 subject to the approval of the Shareholders in the ensuing Annual General Meeting. Total cash out flow would be ₹ 249.58 lac including corporate dividend tax and the same will be accounted for in the financial year 2017-18 in terms of Revised Accounting Standard -4 notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014 and Companies (Accounting Standard) Amendment Rules 2016.

**c) Detail of Shares held by holding company/ ultimate holding company their subsidiaries and associates**

There is no holding /ultimate holding company of the company and therefore no subsidiary/associate of holding / ultimate holding company.

**d) Aggregate number and class of share allotted as fully paid-up pursuant to contract(s) without payment being received in cash, bonus shares and shares bought back for the period of five year immediately preceding the balance sheet date:**

	As at 31 March 2017 Number of shares	As at 31 March 2016 Number of shares
Equity shares allotted as fully paid up pursuant to contract (s) without payment being received in cash	----	----
Equity shares allotted as fully paid up by way of bonus shares	----	----
Equity shares bought back by the Company	----	----
	<u>----</u>	<u>----</u>

**e) Detail of shares held by each shareholder holding more than 5% shares**

Class of share / Name of share holder	As at 31 March 2017		As at 31 March 2016	
	Number of shares held	% holding	Number of shares held	% holding
(a) Class of share	Equity shares		Equity shares	
(b) Name of shareholder				
i) Jagvallah Parasnath Capital Investment (P) Ltd.	912501	6.60	912501	6.60
ii) Adeep Investment Company	737395	5.33	737395	5.33
iii) Ojasvi Investment & Mercantile Company	752500	5.44	752500	5.44
iv) Levina Investment & Mercantile Company	782250	5.66	782250	5.66
v) Mood Dealers Pvt. Ltd	2060000	14.90	2060000	14.90
vi) Achin Investment & Mercantile Company	717150	5.19	717150	5.19

**4 Reserves and surplus**

PARTICULARS	As at 31 March 2017 (₹ In lac)		As at 31 March 2016 (₹ In lac)	
<b>(a) Capital reserve</b>				
Balance as per last financial statements				
i) Capital Subsidies	64.49		64.49	
ii) Capital Profit on re-issue of forfeited shares	2.09	66.58	2.09	66.58
<b>(b) Capital redemption reserve</b>				
Balance as per last financial statements		0.01		0.01
<b>(c) Securities premium account</b>				
Balance as per last financial statements		1,923.75		1,923.75
<b>(d) Other reserves</b>				
<b>i) General reserve</b>				
Balance as per last financial statements	3,896.69		1,896.69	
Add:				
Transfer from Surplus	---		2,000.00	
Closing Balance		3,896.69		3,896.69
<b>(e) Surplus i.e. balance in statement of profit and loss</b>				
Balance as per last financial statements	2,588.39		3,920.93	
<b>Add:</b> Profit for the year transferred from statement of profit and loss	2,310.56		867.12	
	4,898.95		4,788.05	
<b>Less : Appropriations</b>				
Dividend proposed to be distributed to equity shareholders	---		165.89	
₹ NIL per share (previous year ₹ 1.20 per share)			33.77	
Tax on Dividend	---			
Transferred to General Reserve	---		2,000.00	
Net surplus in the statement of profit and loss	---		2,199.66	
		4,898.95		2,588.39
<b>Total Reserves and surplus</b>		10,785.98		8,475.42
<b>5 Long Term borrowings</b>				
a) Term loans (Secured)				
From banks	2,089.07		2,519.42	
Less : Current maturities of long term debt (refer note 11)	474.19	1,614.88	523.76	1,995.66

PARTICULARS	As at 31 March 2017 (₹ In lac)	As at 31 March 2016 (₹ In lac)
b) Deposits (Unsecured)		
- From related parties (refer note 44)	76.06	101.25
- From Shareholders	229.35	133.75
Less :Current maturities of long term debt (refer note 11)	107.31	8.27
	<u>198.10</u>	<u>226.73</u>
	<u>1,812.98</u>	<u>2,222.39</u>

**a) Details of security for term loans**

i) Term loans from banks (other than vehicles) are secured by a joint equitable mortgage created or to be created on immovable properties both present and future, situated at Ahmedgarh and Banah in the state of Punjab and hypothecation of whole of movable plant and machinery, machinery spares, tools and accessories and other movable, both present and future ( save and except book debts ) subject to the charge created or to be created by the company in favour of its bankers for its working capital loans. Term loans from banks are also personally guaranteed by promoter directors of the company.

ii) Term loans from banks for vehicles are secured by way of hypothecation of vehicles purchased out of such loans.

**b) Terms of repayment of term loans from others**

i) Repayment schedule of unsecured loans/deposits from related parties is within period of 3 years from the date of acceptance and carry interest upto 11 % p.a (Previous year upto 11% p.a)

ii) Repayment schedule of unsecured loans/deposits from shareholders is within period of 3 years from the date of acceptance and carry interest upto 11 % p.a (Previous year upto 11% p.a)

**c) Terms of repayment of term loans from banks\***

Loan Particulars	₹ in lac		Installment Schedule			Periodicity of repayment	
	Balance as at 31st March 2017	Balance as at 31st March 2016	Current year (No.)	Previous year (No.)	Installment ₹ Lac	Current year	Previous year
SBOP	-	283.12	0	4	70.00	-	Quarterly
SBOP	605.23	804.24	12	16	50.00	Quarterly	Quarterly
SBH	364.55	505.33	14	20	25.00	Quarterly	Quarterly
IDBI	500.00	500.00	20	20	25.00	Quarterly wef June '17	Quarterly wef June '17
SBH	263.82	344.66	13	17	20.00	Quarterly	Quarterly
IDBI**	327.40	-	-	-	65.00	Quarterly wef October '18	-
<b>Vehicle Loan</b>							
Axis Bank Ltd	3.17	38.80	1	13	3.17	Monthly	Monthly
Axis Bank Ltd	9.63	25.00	7	19	1.43	Monthly	Monthly
ICICI Bank Ltd	-	1.69	-	11	0.17	-	Monthly
ICICI Bank Ltd	5.28	7.82	22	34	0.26	Monthly	Monthly
ICICI Bank Ltd	-	0.25	-	1	0.25	-	Monthly
HDFC Bank Ltd	-	2.91	-	12	0.26	-	Monthly
HDFC Bank Ltd	0.22	2.74	1	13	0.22	Monthly	Monthly
HDFC Bank Ltd	4.89	-	32	-	0.17	Monthly	-
HDFC Bank Ltd	4.88	-	32	-	0.17	Monthly	-
HDFC Bank Ltd	-	1.48	-	6	0.25	-	Monthly
HDFC Bank Ltd	-	1.38	-	9	0.16	-	Monthly
	<b>2089.07</b>	<b>2519.42</b>					

\* Note : Figures of term loan stated above in para (a) includes current maturities of long term debt shown separately in Note No 11

\*\* (Availed upto 31.03.2017, out of total loan of ₹1300 lac)

PARTICULARS	As at 31 March 2017 (₹ In lac)	As at 31 March 2016 (₹ In lac)
<b>6 Deferred tax liabilities (net)</b>		
<b>Deferred tax liabilities</b>		
Fixed Assets : Impact of difference between tax depreciation and depreciation charged for the financial reporting period	2873.87	2525.25
Gross deferred tax liability	<u>2873.87</u>	<u>2525.25</u>
<b>Deferred tax assets</b>		
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis	209.77	232.61
Gross deferred tax asset	<u>209.77</u>	<u>232.61</u>
Deferred tax liability (net )	<u>2664.10</u>	<u>2292.64</u>
<b>7 Other long term liabilities</b>		
Others :		
Recovery under Car loan scheme	40.06	26.38
	<u>40.06</u>	<u>26.38</u>
<b>8 Long term provisions</b>		
Provision for employee benefits :		
- Gratuity (net )	606.46	703.53
- Leave encashment (refer note 43 (c) )	211.40	182.33
	<u>817.86</u>	<u>885.86</u>
<b>9 Short term borrowings</b>		
<b>a) Loans repayable on demand</b>		
i) - From banks		
Secured	1004.75	1918.38
ii) - From others		
Unsecured		
- Inter Corporate Deposits (others)	7.33	68.00
<b>b) Loans and advances from Related parties</b>		
Unsecured		
Directors (refer note 44)	271.65	316.42
- Inter Corporate Deposits (related parties refer note 44)	171.81	132.00
<b>c) Deposits ( Unsecured )</b>		
- From related parties (refer note 44)	72.79	76.74
- From Shareholders	79.15	96.07
<b>d) Others</b>		
- From Banks (Unsecured)	106.26	167.05
	<u>1713.74</u>	<u>2774.66</u>

**Details of security of loans repayable on demand (secured)**

- i) Secured loans repayable on demand from banks for working capital (Rs 962.70 lacs, previous year Rs 1645.09 lacs ) are secured by hypothecation of stocks of raw materials, finished goods, bills receivables, book debts and all other movable assets of the company and further secured by way of second charge on the immovable assets situated at village Banah and at Ahmedgarh and also personally guaranteed by the two promotor directors of the company.
- ii) Secured loans repayable on demand from banks against overdraft limit (Rs 42.05 lacs, previous year Rs 273.29 lacs) are secured by lien on current investments.

PARTICULARS	As at 31 March 2017 (₹ In lac)	As at 31 March 2016 (₹ In lac)
<b>10 Trade payables</b>		
Acceptances	359.95	689.75
Other than acceptances	3,101.41	3,199.94
	<u>3,461.36</u>	<u>3,889.69</u>
<b>11 Other current liabilities</b>		
a) Current maturities of Long term debt*	581.50	532.03
b) Interest accrued but not due on borrowings	25.73	13.16
c) Interest accrued and due on borrowings	21.53	11.64
d) Unclaimed dividend	30.72	24.27
e) Other payables		
-Statutory remittances**	116.20	105.78
-Due to Employees	647.69	598.80
-Expense payable	455.72	365.62
-Voltage Surcharge Payable	852.21	---
-Payable on purchases of fixed assets	93.29	127.81
-Advances from customers	699.93	555.13
	<u>3,524.52</u>	<u>2,334.24</u>

\*Current maturities of Long term debt includes ₹ 57.05 lac (Previous year : ₹ Nil ) as deposits from shareholders, and ₹ 50.26 lac (Previous year : ₹ 8.27 lac) as deposits from related parties, also refer (note no. 5(a) and (b))

\*\* Statutory remittance includes contribution to provident fund and ESIC, tax at source, excise duty, vat, service tax etc.

**12 Short term provisions**

Provision for employee benefits :

Leave encashment	119.34	98.18
Other Provisions		
i) Provision for proposed dividend on equity shares	---	165.89
ii) Provision for tax on Proposed dividend	---	33.77
iii) Provision for Income tax (net of advance tax, previous year ₹ 1516.92 lac)	---	118.99
	<u>119.34</u>	<u>416.83</u>



## 13 Property, Plant and Equipment

(₹ In lac)

<b>GROSS BLOCK</b>					
	Balance As at 01 April 2016	Additions	Disposal of assets	Other Adjustment	Balance As at 31 March 2017
<b>A Tangible assets</b>					
a) Free hold land*	380.74	0.00	0.00	0.00	380.74
b) Lease hold land	0.70	0.00	0.00	0.00	0.70
c) Buildings	2776.59	176.50	0.00	0.00	2953.09
d) Plant and equipments	21827.86	1443.11	83.17	0.00	23187.80
e) Office equipment	153.71	19.49	0.00	0.00	173.20
f) Furniture and fixtures	106.28	1.50	0.00	0.00	107.78
g) Vehicles	868.84	58.28	22.21	0.00	904.91
<b>Total (A)</b>	<b>26114.72</b>	<b>1698.88</b>	<b>105.38</b>	<b>0.00</b>	<b>27708.22</b>
<b>B Intangible Assets</b>					
Computer Software	30.88	0.00	0.00	0.00	30.88
<b>Total (B)</b>	<b>30.88</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>30.88</b>
<b>Grand Total (A + B)</b>	<b>26145.60</b>	<b>1698.88</b>	<b>105.38</b>	<b>0.00</b>	<b>27739.10</b>
Previous year	24059.47	2602.76	516.63	0.00	26145.60

<b>ACCUMULATED DEPRECIATION/AMORTISATION</b>				<b>NET BLOCK</b>		
	Balance as at 01 April 2016	Depreciation / amortisation expenses for the year	Eliminated on disposal of assets	Balance as at 31 March 2017	As at 31 March 2017	As at 31 March 2016
<b>A. Tangible assets</b>						
a) Free hold land	0.00	0.00	0.00	0.00	380.74	380.74
b) Lease hold land	0.20	0.01**	0.00	0.21	0.49	0.50
c) Buildings	1148.13	98.94	0.00	1247.07	1706.02	1628.46
d) Plant and equipments	10613.05	585.19	70.92	11127.32	12060.48	11214.81
e) Office equipment	133.16	9.25	0.00	142.41	30.79	20.55
f) Furniture and fixtures	70.98	5.90	0.00	76.88	30.90	35.30
g) Vehicles	382.78	96.45	15.13	464.10	440.81	486.06
<b>Total (A)</b>	<b>12348.30</b>	<b>795.74</b>	<b>86.05</b>	<b>13057.99</b>	<b>14650.23</b>	<b>13766.42</b>
<b>B. Intangible Assets</b>						
Computer Software	26.45	0.53	0.00	26.98	3.90	4.43
<b>Total (B)</b>	<b>26.45</b>	<b>0.53</b>	<b>0.00</b>	<b>26.98</b>	<b>3.90</b>	<b>4.43</b>
<b>Grand Total(A+B)</b>	<b>12374.75</b>	<b>796.27</b>	<b>86.05</b>	<b>13084.97</b>	<b>14654.13</b>	<b>13770.85</b>
Previous year	11875.27	732.93	233.45	12374.75	13770.85	

**Notes**

- \* Includes ₹ 35.09 lac being the cost of land exchanged with the forest department land for providing an open drain for carrying effluent.
- \*\*Represents proportionate premium ₹ 823/- (Previous year ₹ 823/-) for acquisition of lease hold land being amortised over the period of lease.
- Intangible assets are not internally generated.

PARTICULARS	As at 31 March 2017 (₹ In lac)	As at 31 March 2016 (₹ In lac)
<b>14 Non current investments</b>		
<b>a) Trade (At cost unless otherwise stated)</b>		
<b>Investments in equity instruments</b>		
<b>i) Quoted</b>		
1280000 (Previous year 1280000) equity shares of M/s Adinath Textiles Limited of ₹ 10 each fully paid up	203.50	203.50
Less: Provision for diminution in value of Investment	<u>203.50</u>	<u>203.50</u>
	---	---
900 (Previous year 900) equity shares of ICICI Bank Ltd of ₹ 2/- each fully paid-up	0.13	0.13
50 (previous year 50 ) equity shares of Himachal Fibres Ltd of ₹ 10/- each fully paid-up	0.02	0.02
Less: Provision for diminution in value of Investment	<u>0.02</u>	<u>0.02</u>
50 (Previous year 50) equity shares of Shiva Papers Ltd of ₹ 10/- each fully paid-up	0.01	0.01
Less: Provision for diminution in value of Investment	<u>0.01</u>	<u>0.01</u>
50 (Previous year 50) equity shares of Priyadarshani Spg & Weaving Mills of ₹ 10/- each fully paid-up	0.01	0.01
Less: Provision for diminution in value of Investment	<u>0.01</u>	<u>0.01</u>
50 (Previous year 50) equity shares of Aurangabad Paper Mill Ltd of ₹ 10/- each fully paid-up	0.02	0.02
Less: Provision for diminution in value of Investment	<u>0.02</u>	<u>0.02</u>
50 (Previous year 50) equity shares of Pasupati Spng. & Weaving Ltd of ₹ 10/- each fully paid-up	0.03	0.03
Less: Provision for diminution in value of Investment	<u>0.03</u>	<u>0.03</u>
	---	---
<b>b) Others (At cost unless otherwise stated)</b>		
<b>i) Unquoted</b>		
5 (Previous year 5) equity shares of Raheja Chamber Premises Society Ltd. of ₹ 50/- each	0.01	0.01
23500 (Previous year 23500) equity shares of Fountain Tie Up (P) Ltd. of ₹ 10/- each fully paid-up	1.88	1.88
01 (Previous year 1) equity share of The Karnal Co-operative Sugar Ltd. of ₹ 100/- each fully paid-up	0.00	0.00
Less: Provision for diminution in value of Investment	<u>0.00</u>	<u>0.00</u>
	---	---
	<u>2.02</u>	<u>2.02</u>
1. Aggregate amount of Quoted Investments	203.73	203.73
2. Market Value of Quoted Investments	67.15	28.65
3. Aggregate amount of Unquoted Investments	1.89	1.89
4. Aggregate provision made for diminution in value of Investments	203.60	203.60
<b>15 Long term loans and advances</b>		
(Unsecured considered good)		
Capital advances	662.70	107.67
Security deposits		
- PSPCL	161.72	161.72
- Others	3.92	3.92
Other Loans and advances		
- Balance with Government authorities	80.50	95.09
- Loans and advances to employees	3.21	1.93
- Prepaid expenses	27.25	13.92
- MAT credit entitlement	---	96.64
	<u>939.30</u>	<u>480.89</u>

PARTICULARS	As at 31 March 2017 (₹ In lac)	As at 31 March 2016 (₹ In lac)
<b>16 Other non-current assets</b>		
Bank balances (non current) (refer note 20 )	116.05	117.45
Interest accrued on fixed deposits	4.84	4.45
Advance tax {Net provision for taxation ₹2515.64 lac (previous year ₹1635.91 lac)}	54.05	---
	174.94	121.90
<b>17 Current Investments (At lower of cost or fair value)</b>		
<b>Investment in Debt Funds/ Mutual Funds/ Fixed Maturity Plans (Quoted)</b>		
100000 units(previous year 100000 ) of ₹ 10/- each fully paid-up of SBI Banking Financial Services Fund-Growth	10.00	10.00
Less: Provision for diminution in value of Investment	---	0.43
		9.57
Nil units(previous year 142339.64) of ₹ 10/- each fully paid-up of SBI Dynamic Bond Fund (Growth) *	---	20.00
1023032.713 units(previous year 1023032.713) of ₹ 10/- each fully paid-up of DSP Black Rock Income Oppurtunities Fund *	212.00	212.00
Nil units(previous year 1035609.604) of ₹ 10/- each fully paid-up of ICICI Prudential Income - Regular Plan - Growth *	---	400.00
263404.687 units(previous year 263404.687) of ₹ 10/- each fully paid-up of DSP Black Rock Bond Fund -Regular Plan - Growth*	116.00	116.00
46943.688 units(previous year Nil) of ₹ 1000/- each fully paid-up of Kotak Low Duration Fund Standard Reg-Growth Plan	900.00	---
4196623.22 units(previous year 4196623.22) of ₹ 10/- each fully paid-up of Kotak Medium Term Fund *	436.87	436.87
3134185.527 units(previous year Nil) of ₹ 10/- each fully paid-up of Kotak Income Oppurtunities Growth Fund *	516.00	---
2349438.159 units(previous year 2349438.159) of ₹ 10/- each fully paid-up of ICICI Prudential Regular saving fund Growth *	311.57	311.57
520137.398 units(previous year 520137.398 ) of ₹ 10/- each fully paid-up of Birla Sun Life Short Term oppurtunity fund growth*	106.01	106.01
1871807.010 units(previous year 1204401.748) of ₹ 10/- each fully paid-up of Reliance Regular Savings Fund*	362.00	212.00
440625.688 units(previous year Nil) of ₹ 10/- each fully paid-up of Birla Sunlife Balanced Adv Fund Growth	200.00	---
185356.812 units(previous year Nil) of ₹ 10/- each fully paid-up of ICICI Prudential Balanced Fund Growth	200.00	---
15 NCB (previous year Nil) of 11.09% IDBI Bank Limited SR-I 11.09 BD Perpetual for value ₹ 10 lac each	152.96	---
15 NCD (previous year Nil) of OBC SR-2 10.95 BD Perpetual for value ₹ 10 lac each	151.52	---
8 NCB (previous year Nil) of BOI SR-II 11.5 BD Perpetual for value ₹10 lac each	82.93	---
2743.449 Units (Previous year Nil ) of ₹ 100/- each fully paid up of ICICI Prudential Liquid Fund - Direct Plan - Growth	6.39	---
	3,764.25	1,824.02
<b>Notes :</b>		
1. Aggregate amount of current investments	3,764.25	1,824.45
2. Market value of current investments	4,288.79	2,153.30
3. Aggregate provision for diminution in value of other current Investments	---	0.43
*Under Lien with Deustche Bank against OD Limit sanctioned		

PARTICULARS	As at 31 March 2017 (₹ In lac)	As at 31 March 2016 (₹ In lac)
<b>18 Inventories (At lower of cost or net realisable value)</b>		
Raw materials {includes in transit ₹67.25 lac (Previous Year ₹162.32lac)}	1,445.08	1,112.10
Work-in-progress	159.39	169.49
Finished Goods	85.00	131.86
Stores and Spares { includes in transit ₹12.75 lac (Previous Year ₹37.14 lac)}	1,217.14	1,226.76
	<u>2,906.61</u>	<u>2,640.21</u>
<b>19 Trade receivables</b>		
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
- Secured, Considered Good	----	----
- Unsecured, Considered Good	322.79	209.63
Doubtful	13.52	18.60
Less: Allowances for doubtful trade receivables	13.52	18.60
	<u>322.79</u>	<u>209.63</u>
Other trade receivables		
- Secured, Considered Good	131.32	113.88
- Unsecured, Considered Good	2,003.43	3,186.06
	<u>2,134.75</u>	<u>3,299.94</u>
	<u>2,457.54</u>	<u>3,509.57</u>
<b>20 Cash and cash equivalents</b>		
a) Balances with banks		
- In current accounts	12.48	37.26
- In Deposits accounts		
with maturity less than twelve months	32.92	10.00
with maturity more than twelve months	---	---
b) Cheques on hand	1.26	---
c) Cash on hand	20.67	33.26
	<u>67.33</u>	<u>80.52</u>
d) Other (Bank Balances)		
Earmarked balances with banks (Unpaid Dividend)	30.72	24.27
- In deposit accounts (held as commitment)		
with maturity less than twelve months	14.35	---
with maturity more than twelve months	43.00	43.00
- In deposit accounts (held as Margin Money)		
with maturity less than twelve months	207.49	308.43
with maturity more than twelve months	73.05	74.45
	<u>368.61</u>	<u>450.15</u>
Less: Amount disclosed as other non current assets (refer note 16)	116.05	117.45
	<u>319.89</u>	<u>413.22</u>
<b>21 Short term loans and advances</b> (Unsecured, considered good, unless otherwise stated)		
<b>Other Loans and advances</b>		
Intercorporate deposits	46.00	126.00
Balance with Government authorities	308.69	460.78
Advances to suppliers	135.95	54.44
Loans and advances to employees	32.87	31.88
Prepaid expenses	84.57	94.06
Security deposits	6.75	0.84
Interest receivables		
- interest accrued on deposit held as margin money / security	8.92	5.47
- others	117.13	80.88

PARTICULARS	For the year ended 31 March 2017 (₹ In lac)	For the year ended 31 March 2016 (₹ In lac)
Miscellaneous recoverables :		
- considered good	33.68	196.89
- doubtful	42.72	43.85
	76.40	240.74
Less: Allowances for doubtful advances	42.72	43.85
	33.68	196.89
	774.56	1,051.24
<b>22 Revenue from operations</b>		
Sale of products	44,362.25	41,076.60
Other operating revenues :		
- Export incentives	5.81	6.62
- Miscellaneous sales	237.04	206.39
	44,605.10	41,289.61
Revenue from operations (gross)	44,605.10	41,289.61
Less : Excise duty	2,601.68	2,341.10
	42,003.42	38,948.51
Revenue from operations (net)	42,003.42	38,948.51
<b>Details of products sold :</b>		
<b>a) Manufactured goods</b>		
Paper	40,430.29	36,912.69
<b>b) Traded goods</b>		
Paper	---	768.94
<b>c) Others</b>		
Soda Ash (from Chemical Recovery)	3,931.96	3,394.97
Total :-	44,362.25	41,076.60
<b>23 Other income</b>		
a) Interest received :		
- from Banks (Gross) (TDS ₹ 3.76 lac, previous year ₹ 3.37 lac)	37.10	32.89
- from Others (Gross) (TDS ₹ 3.20 lac, previous year ₹ 3.86 lac)	70.83	55.95
b) Net gain on sale of fixed assets	3.08	33.21
c) Net Gain on foreign currency transactions	46.50	---
d) Allowances for doubtful trade receivables and advances written back	6.21	---
e) Sundry Balances written back	6.06	18.28
f) Provisions no longer required written back	6.67	7.75
g) <b>Other non-operating income</b>		
Rent received	0.44	0.35
Dividend income		
from Non current investments	0.05	0.05
Net gain on sale of current investments	94.62	---
Adjustment for fall in value of investment Written Back	0.42	---
Miscellaneous	25.62	0.66
	297.60	149.14
<b>24 Cost of material consumed</b>		
Waste paper	503.44	710.32
Wood Pulp	2,954.62	2,458.90
Straws/Grasses	6,798.78	6,593.33
Caustic Lye	7,039.21	6,130.41
Other dyes and chemicals	3,987.29	3,478.21
	21,283.34	19,371.17

PARTICULARS	For the year ended 31 March 2017 (₹ In lac)		For the year ended 31 March 2016 (₹ In lac)	
<b>25 Purchase of stock-in-trade</b>				
Paper		---		766.00
		---		766.00
<b>26 Changes in inventories of finished goods and work-in-progress</b>				
Inventories at the beginning of the year				
Work-in-progress	169.49		390.05	
Finished goods	131.86	301.35	354.98	745.03
Inventories at the end of the year				
Work-in-progress	159.39		169.49	
Finished goods	85.00	244.39	131.86	301.35
		56.96		443.68
<b>Details of inventory :</b>	<b>Qty (MT)</b>	<b>Amount</b>	<b>Qty (MT)</b>	<b>Amount</b>
Work-in-progress				
Paper	---	137.65	---	156.89
Soda Ash	---	21.74	---	12.60
		159.39		169.49
Finished goods				
Paper	210	85.00	298	121.11
Soda Ash	---	---	124	10.75
		85.00		131.86
<b>27 Employees benefit expenses</b>				
Salaries and wages		4,097.37		3,642.46
Contribution to provident and other funds		420.42		372.80
Staff welfare expense		96.09		92.95
		4,613.88		4,108.21
<b>28 Finance costs</b>				
Interest expense		481.87		514.94
Other borrowing costs		104.28		80.62
		586.15		595.56

PARTICULARS	For the year ended 31 March 2017 (₹ In lac)	For the year ended 31 March 2016 (₹ In lac)
<b>29 Other expenses</b>		
Consumption of stores and spares	438.95	470.93
Power and fuel	6,548.43	8,133.79
Consumption of packing material	711.64	745.89
Repairs and maintenance to machinery	1,391.27	1,151.16
Rent	15.60	14.92
Repairs and maintenance to buildings	96.55	63.33
Insurance	57.69	45.87
CSR Activities	28.91	35.72
Rates and taxes	46.60	49.02
Directors' Fee	2.00	1.60
Payment to Auditors		
Audit fee	2.50	2.50
Tax audit fee	0.75	0.75
Reimbursement of expenses	1.94	1.20
In other capacity	0.45	1.02
Bad Debts written off	9.46	1.11
Allowances for doubtful trade receivables and advances (net)	---	28.62
Prior period items (Net)	12.96	7.98
Net Loss on Foreign currency transactions	---	13.10
Loss on discarded Fixed Assets	---	99.60
Miscellaneous expenses	1,125.14	1,110.13
	<u>10,490.84</u>	<u>11978.24</u>

**30 Contingent liabilities and provisions ( to the extent not provided for )****I Contingent Liabilities**

(₹ In lac)

	As at March 31, 2017	As at March 31, 2016
Claims against Company not acknowledged as debt.	---	1022.26
Bank Guarantees and Letters of credit outstanding	1116.70	1467.24

The Company has executed bonds for an aggregate amount of ₹ 0.72 lac (Previous year ₹ 14.31 lac) in favour of the President of India under Section 59 (2) and 67 of the Custom Act, 1962 and The Central Excise and Salt Act, 1944 for fulfillment of the obligation under the said Acts.

**II Commitments**

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) ₹ 1915.99 lac (Previous year ₹ 469.16 lac)

**31** The company has contested the additional demands in respect of excise duty and vat amounting to ₹ 1026.48 lac (Previous years ₹ 1142.75 lac). As against this, a sum of ₹ 80.50 lac (Previous year ₹ 95.09 lac) is deposited under protest and has been included under Note 15 'Long Term Loans and Advances'. The company has filed appeals/petitions with the appellate authorities and is advised that the demands are not in accordance with the law. Pending decision thereof, no provision has been made in books of account.

**32** The company had contested the levy of surcharge by Punjab State Power Corporation Limited [earlier known as Punjab State Electricity Board] amounting to ₹ 1022.26 lac for not converting from 11 KV to 66 KV transmission for period October 2004 to June 2009. The Hon'ble Supreme Court of India vide order dated 1st March 2017 has partially allowed the appeal of the Company; but upheld demand for ₹ 911.83 lac.

The Company had disclosed the said demand under the contingent liabilities as claim against the Company not acknowledged as debts in the earlier years.

In view thereof the Company has made provision of the said levy of ₹ 911.83 lac and shown in the statement of profit and loss as an exceptional item.

**33** The company is a single segment company engaged in manufacture of Writing and Printing Paper. Accordingly the disclosure requirement as contained in the Accounting Standard AS – (17) on "Segment Reporting" prescribed by the Companies (Accounts) Rules 2014 are not applicable.

**34** The amount of ₹ 2601.68 lac (Previous year ₹ 2341.10 lac) being the excise duty deducted from the sales is relatable to the sales made during the year. Difference of increase / (decrease) of excise duty on inventory amounting to ₹ (-) 2.78 lac ( Previous year ₹ (-) 16.95 lac) recognised in statement of profit and loss and shown under 'Miscellaneous expenses' in note no. 29 other expenses is relatable to difference between closing inventory and opening inventory.

**35 Earning Per Share :**

	As at March 31, 2017	As at March 31, 2016
Net profit attributable to equity share holders <b>before exceptional items</b> (₹ In lac)	<b>3222.39</b>	<b>867.12</b>
Earning per share - Basic	₹ 23.31	₹ 6.27
- Diluted	₹ 23.31	₹ 6.27
Net profit attributable to equity share holders <b>after exceptional items</b> (₹ In lac)	<b>2310.56</b>	<b>867.12</b>
Earning per share - Basic	₹ 16.71	₹ 6.27
- Diluted	₹ 16.71	₹ 6.27
No. of weighted average equity shares outstanding during the period.	<b>13824550</b>	<b>13824550</b>
The aggregate of the weighted average No. of equity shares and weighted average No. of dilutive potential equity shares.	----	----
Face value of equity shares	₹ 10/-	₹ 10/-



36 In accordance with the Accounting Standard 28 on "Impairment of Assets" the company has assessed on the balance sheet date whether there are any indications (as listed in paragraph 8 to 10 of the Standard) with regard to the impairment of any of the assets. Based on such assessment, it has been ascertained that no potential loss is present and therefore formal estimate of recoverable amount has not been made. Accordingly no impairment loss has been provided in the books of account.

37 Prior Period items are as follows:-

	Year ended March 31, 2017	(₹ In lac) Year ended March 31, 2016
Prior period income		
(i) Others	---	2.84
Total	---	2.84
Prior period expenses		
(i) Other expenses	2.35	10.74
(ii) Financial costs	0.34	---
(iii) Employee Benefit expenses	10.27	0.08
Total	12.96	10.82
Prior period items (Net)	12.96	7.98

38 The details of amounts outstanding to Micro, Small and Medium Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), based on the available information with the Company are as under :

	As at March 31, 2017	(₹ In lac) As at March 31, 2016
(i) Principal amount remaining unpaid to any supplier as at the end of accounting year	---	---
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	---	---
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	---	---
(iv) The amount of interest due and payable for the year	---	---
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	---	---
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	---	---

39 ₹ 36.07 lac (previous year ₹ 100.91 lac) being amount of borrowing cost has been capitalized during the year.

40 a) The Company uses forward contracts to hedge its risk associated with fluctuation in foreign currency relating to foreign currency assets and liabilities. The use of the aforesaid financial instruments is governed by the Company's overall strategy. The Company does not use forward contracts for speculative purposes. The details of the outstanding forward contracts as at March 31, 2017 are as under:

PARTICULARS	As at March 31, 2017		As at March 31, 2016	
	No. of Contracts	Amount of Foreign Currency	No. of Contracts	Amount of Foreign Currency
Forward Contracts against imports/Bank Borrowings (USD)	1	157331	2	299607

b) Detail of foreign currency exposure that has not been hedged by a derivative instrument or otherwise is given below.

	As at March 31, 2017		As at March 31, 2016	
	USD	Euro	USD	Euro
	<b>Against Creditors</b>	<b>210780</b>	<b>---</b>	<b>1400</b>

- 41 Shri Rajneesh Oswal was reappointed as Chairman and Managing Director of the Company with effect from 01 June 2016 by the Board of Directors on 24 May 2016 and subsequently approved by the Shareholders in their meeting held on 10 August 2016 at a remuneration comprising of Basic Salary of ₹14.50 lac per month and other perquisites and allowances subject to approval by the Central Govt. under the provision of section 197 read with Schedule V of the Companies Act, 2013.

Shri Vishal Oswal was reappointed as Vice Chairman and Managing Director of the Company with effect from 01 June 2016 by the Board of Directors on 24 May 2016 and subsequently approved by the Shareholders in their meeting held on 10 August 2016 at a remuneration comprising of Basic Salary of Rs14.50 Lac per month and other perquisites and allowances subject to approval by the Central Govt. under the provision of section 197 read with Schedule V of the Companies Act, 2013.

The Company has already applied to the Central Govt. for its approval, which is awaited. Pending approval of the Central Govt., an amount of Rs.327.38 Lac being excess remuneration paid in the year, the said amount is being held in trust by aforesaid managerial personnel.

- 42 The company has leased facilities under non cancellable operating lease arrangements with a lease term of three years which are subject to renewal at mutual consent thereafter. The lease rent expenses recognised during the year amounts ₹15.60 lac (previous year ₹14.91 lac.)

The future minimum lease payment in respect of non cancellable operating lease as at 31st March, 2017 for each of the following periods are,

		(₹ In lac)
Not Later than one year	16.40	16.28
Later than one year but not later than five years	73.67	76.79
Later than five years	10.66	33.09

- 43 Employee Benefits

The summarized position of post-employment benefits and long term employee benefits recognized in the statement of profit and loss account and Balance Sheet in accordance with AS[15] is as under:-

(a) Changes in the present value of the obligations

	As at March 31, 2017		As at March 31, 2016	
	GRATUITY (Funded)	LEAVE ENCASHMENT (Un-funded)	GRATUITY (Funded)	LEAVE ENCASHMENT (Un-funded)
Present Value of obligation as at beginning of the year	1554.64	182.33	1401.78	189.26
Interest Cost	109.16	10.99	105.62	12.30
Current Service Cost	109.46	82.63	92.87	78.42
Benefits Paid	(94.02)	(61.03)	(91.33)	(62.61)
Actuarial loss/(gain) on obligations	128.19	(3.52)	45.70	(35.04)
Present Value of obligation as at close of the year	1807.43	211.40	1554.64	182.33

(b) Change in Fair value of Plan Assets

Fair Value of Plan Assets as at beginning of the year	851.11	746.21
Expected return on Plan Assets	81.17	68.30
Employer's Contributions	367.93	128.99
Benefits Paid	(94.35)	(91.53)
Actuarial (Loss)/gain on obligations	(4.89)	(0.86)
Fair Value of Plan Assets as at close of the year	1200.97	851.11

Reconciliation of change in Fair Value of Plan Assets in respect of leave encashment has not been given as leave encashment is unfunded.

(₹ In lac)

(c) Amount recognized in Balance Sheet	As at March 31, 2017		As at March 31, 2016	
	GRATUITY (Funded)	LEAVE ENCASHMENT (Un-funded)	GRATUITY (Funded)	LEAVE ENCASHMENT (Un-funded)
Estimated present value of obligations as at the end of the year	1807.43	211.40	1554.64	182.33
Fair value of Plan Assets as at the end of the year	1200.97	---	851.11	---
Unfunded Net Liability recognized in Balance Sheet	606.46	211.40	703.53	182.33
<b>(d) Expenses Recognized in Statement of Profit and loss</b>				
Current Service Cost	109.46	82.63	92.87	78.42
Interest Cost	109.16	10.99	105.62	12.30
Expected return on Plan Assets	(81.17)	---	(68.30)	---
Net Actuarial (Gain)/Loss recognized in the year	133.08	(3.52)	46.56	(35.04)
Total expenses recognized in statement of profit and loss account (under head 'Salaries & Wages')	270.53	90.11	176.75	55.68

**(e) Principal actuarial assumption at the balance sheet date (expressed as weighted average)**

Discount Rate	7.20%	7.20%	7.75%	7.75%
Expected rate of return on Plan Assets	8.21%	N.A.	9.00%	N.A.
Expected Rate of Salary increase	7.00%	7.00%	7.00%	7.00%
Method used	Projected unit credit	Projected unit credit	Projected unit credit	Projected unit credit

**(f) The amounts for the current and previous four periods are as follows:-**

Particulars/ Year ended	As at March 31				
	2017	2016	2015	2014	2013
Present value of defined benefit obligation	1807.43	1554.64	1401.78	1151.43	1024.56
Fair value of plan assets	1200.97	851.11	746.21	585.14	338.00
Net liability/[asset] recognized in balance sheet	606.46	703.53	655.57	566.29	686.56
Net actuarial losses recognized	133.08	46.56	160.38	67.56	144.64
<b>Compensated absences</b>					
Present value of defined benefit obligation	211.40	182.33	189.26	139.01	111.19
Fair value of plan assets	---	---	---	---	---
Net liability recognized in balance sheet	211.40	182.33	189.26	139.01	111.19
Net actuarial/[gains]/losses recognized	(3.52)	(35.04)	2.47	5.96	(12.97)

(g) The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in employment market.

(h) The financial assumptions considered for the calculations are as under:-

Discount Rate: The discount rate has been chosen by reference to market yield on government bonds as on date of valuation.

Expected Rate of Return: In case of gratuity, the actual return has been taken.

Salary Increase: On the basis of past data provided by the company.

(i) Short term employee's benefits:

	(₹ In lac)	
	Year ended March 31, 2017	Year ended March 31, 2016
(i) Short term leave encashment liability	119.34	98.18
(ii) Contribution to Provident Fund	293.89	258.72

(j) The plan assets are maintained with Life Insurance Corporation of India (LIC). The detail of investments maintained by LIC have not been furnished to the Company. The same have therefore not been disclosed.

44 The related party disclosure as per Accounting Standard – 18 prescribed by the Companies(Accounting Standards) Rules 2006.

**a) KEY MANAGEMENT PERSONNEL AND RELATIVES OF KEY MANAGEMENT PERSONNEL**

Key Management Personnel : Sh Rajneesh Oswal, Sh. Vishal Oswal, Sh Anil Kumar, Sh Kunal Oswal  
Sh R.K Mahajan (C.F.O)  
Sh Videshwar Sharma (Company Secretary)

Relatives of Key Management Personnel : Mrs. N.K. Oswal, Mrs. Priti Oswal, Mrs. Shikha Oswal  
Mrs. Neera, Ms Namita, Ms Swati

**b) ENTERPRISES OVER WHICH KEY MANAGEMENT PERSONNEL AND RELATIVE OF SUCH PERSONNEL ARE ABLE TO EXERCISE SIGNIFICANT INFLUENCE OR CONTROL**

Achin Investment & Mercantile Company	Ojasvi Investment & Mercantile Company
Shreyans Financial and Capital Services Limited	Lime Lite Consultants Private Limited
Punctual Dealers (P) Ltd.	Levina Investment & Mercantile Company
Jagvallah Parasnath Capital Investments Pvt Ltd	Adeep Investment Company
Virat Investment & Mercantile Company	Noble Share Trading Pvt Ltd
Oasis Share Trading Pvt Ltd	Sulzer Investment Pvt Ltd
Shri Darshan Kumar Oswal Public Charitable Trust	Fountain Tie up Pvt. Ltd.
Shri Paras Nath Charitable Trust	

d) The following transactions were carried out with the related parties in the ordinary course of business.

Nature of transactions During the year	(₹ In lac)					
	Key Management Personnel (KMP)		Relatives of Key Management Personnel (KMP)		Enterprises over which KMP and Relative of such KMP are able to exercise significant influence or control	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Remuneration	535.49	417.75	20.62	20.52	---	---
Interest Paid	3.25	2.94	11.70	10.62	11.09	6.69
Debts Due	---	---	---	---	---	---
Fixed deposits taken (including Opening Balance)	57.94	55.03	128.71	122.96	---	---
Fixed deposit repaid	27.00	---	10.80	---	---	---
Closing balance of fixed deposit	30.94	55.03	117.91	122.96	---	---
Loans taken (Including Opening Balance)	319.12	316.42	---	---	317.50	132.00
Loans repaid	47.47	---	---	---	145.69	---
Closing balance of Loans	271.65	316.42	---	---	171.81	132.00

(i) The Company has contributed ₹9.00 lac (previous year ₹3.00 lac) towards CSR activities to Shri Darshan Kumar Oswal Public Charitable Trust and ₹1.50 lac (previous year ₹1.50 lac) to Shri Paras nath CharitableTrust in which Directors and Relatives of Directors are Managing Trustees.

(ii) The related party relationship is as identified by the Company and relied upon by the auditors.

**45 Corporate Social Responsibility**

In accordance with the provisions of Section 135 of the Companies Act 2013, the Company has contributed a sum of Rs 28.91 Lacs (previous year ₹35.72 Lacs ) towards approved CSR activities. The said amount stands debited under the head "CSR Activities" under the head "Other Expenses"

**46 Amortisation of Intangible Assets**

Softwares have been amortised @ 15.84% on straight line basis as the useful life has been estimated to be not more than six years.

47 As required vide Notification No G.S.R 308 (E) dated 30th March 2017 issued by Ministry of Company Affairs., the details of Specified Bank Notes (SBN) held and transacted during the period from 8th November, 2016 to 30th December, 2016 is provided in the Table below:-

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	1113000	1644238	2757238
(+) Permitted receipts	0	731647	731647
(+) Withdrawn from Bank	0	4206000	4206000
(-) Permitted payments	-30000	-4394959	-4424959
(-) Amount deposited in Banks	-1083000	0	-1083000
Closing cash in hand as on 30.12.2016	0	2186926	2186926

48 The figures in brackets represent deductions.

49 The information required by the paragraph 5 of general instructions for preparation of the Statement of Profit and Loss as per Schedule III of the Companies Act, 2013 :

	Current year (₹ In lac)	Previous year (₹ In lac)		
<b>(A) C. I. F. VALUE OF IMPORTS</b>				
Raw Material	3233.52	2550.99		
Components Stores & Spare Parts	146.02	80.36		
Capital Goods	110.56	251.93		
Total	3490.10	2883.28		
<b>(B) EXPENDITURE IN FOREIGN CURRENCY</b>				
Travelling	43.09	34.00		
Interest	3.51	3.59		
Others	3.78	25.63		
Total	50.38	63.22		
<b>(C) EARNINGS IN FOREIGN CURRENCY</b>				
FOB value of Exports	328.71	250.95		
Total	328.71	250.95		
<b>(D) VALUE OF RAW MATERIAL COMPONENTS AND SPARE PARTS CONSUMED</b>				
	Value ₹ In lac	%age	Value ₹ In lac	%age
<b>i) Raw Material:</b>				
Imported	3327.98	15.64	3000.54	15.49
Indigenous	17955.36	84.36	16370.63	84.51
Total	21283.34	100.00	19371.17	100.00
<b>ii) Spare Parts &amp; Components :</b>				
Imported	114.61	7.56	107.87	8.58
Indigenous	1401.17	92.44	1149.61	91.42
Total	1515.78	100.00	1257.48	100.00

50 Previous year's figures have been regrouped/restated wherever necessary to confirm to its classification of the current year.

As per our report of even date attached  
For S.C. VASUDEVA & CO.,  
Chartered Accountants  
(Regn. No. 000235N)

For and on behalf of the Board of Directors of  
Shreyans Industries Limited

(SANJIV MOHAN)	(R.K. MAHAJAN)	(VIDESHWAR SHARMA)	(ANIL KUMAR)	(VISHAL OSWAL)	(RAJNEESH OSWAL)
Partner	CFO	Company Secretary	Executive	Vice-Chairman &	Chairman &
M.No. 086066			Director & CEO	Managing Director	Managing Director

PLACE : Ludhiana  
DATE : May 15, 2017

**SHREYANS INDUSTRIES LIMITED**

Regd. Office: Village Bholapur, P.O. Sahabana, Chandigarh Road, Ludhiana 141 123  
 Tel. No. 0161-6574125, 98761-00948 Fax - 0161-2685270, CIN- L17115PB1979PLC003994  
 Website : www.shreyansgroup.com, Email : atl@shreyansgroup.com

**Form No. MGT-11**

**Proxy form**

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

Name of the member(s):

Registered address:

E-mail Id:

Folio No/ Client Id: DP ID:

I/We, being the member(s) of ..... Shares of Shreyans Industries Limited, hereby appoint:

1. Name : .....
2. Address : .....
3. E-mail Id : .....
4. Signature : ....., or failing him/her

1. Name : .....
2. Address : .....
3. E-mail Id : .....
4. Signature : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37<sup>th</sup> Annual general meeting of the company, to be held on Thursday, the 7<sup>th</sup> day of September, 2017 At 11.00 a.m. at registered office of the company at Village: Bholapur, P.O. Sahabana, Chandigarh Road, Ludhiana 141 123 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No:

- |         |         |         |          |
|---------|---------|---------|----------|
| 1 ..... | 4 ..... | 7 ..... | 10 ..... |
| 2 ..... | 5 ..... | 8 ..... |          |
| 3 ..... | 6 ..... | 9 ..... |          |

Signed this..... day of ..... 2017

Signature of shareholder

Signature of Proxy holder(s)

Affix  
Revenue  
Stamp here

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**





**SHREYANS INDUSTRIES LIMITED  
ATTENDANCE SLIP**

I here by record my presence at the 37<sup>th</sup> ANNUAL GENERAL MEETING of the Company being held on Thursday, the 7<sup>th</sup> September, 2017 at 11.00 a.m. at the Registered Office of the Company Village Bholapur, P.O. Sahabana, Chandigarh Road, Ludhiana - 141 123

.....  
Full Name of the Shareholder  
(IN BLOCK LETTERS)

Signature

Folio No .....

Client ID. ....

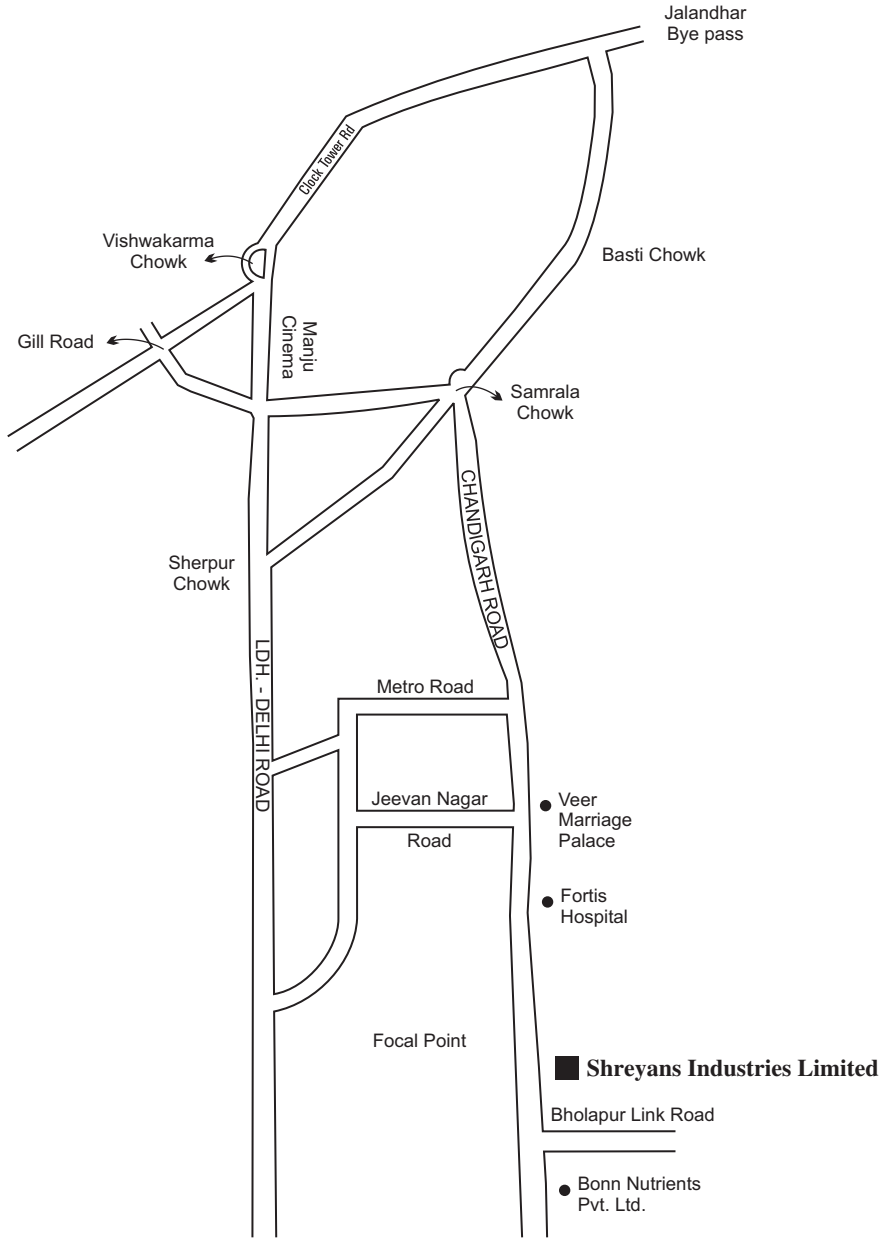
Full Name of Proxy .....  
(IN BLOCK LETTERS)

D. P. ID. ....

- NOTE :**
1. The Proxy Form duly completed must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the meeting.
  2. A proxy need not be a member.

Route map to the venue of the AGM

Venue : **Shreyans Industries Ltd.**  
Village Bholapur, P.O. Sahabana, Chandigarh Road, Ludhiana



If undelivered, please return to :

**SHREYANS INDUSTRIES LIMITED**

Village Bholapur, P.O. Sahabana,  
Chandigarh Road, Ludhiana - 141 123.  
CIN: L17115PB1979PLC003994  
Tel.: +91-161-6574125, 98761-00948 Fax: +91-161-2685270  
Email: [atl@shreyansgroup.com](mailto:atl@shreyansgroup.com) Website: [www.shreyansgroup.com](http://www.shreyansgroup.com)