

SPL INDUSTRIES LTD.

26TH ANNUAL
REPORT
2016-17



SPL INDUSTRIES LTD.

**Corporate Profile****Board of Directors**

1. Mr. Mukesh Kumar Aggarwal - Chairman & Managing Director
2. Mrs. Shashi Agarwal - Director
3. Mr. Vijay Kumar Jindal - Director
4. Mr. Arun Kumar - Independent Director
5. Mr. Chanderjeet Singh Bhatia - Independent Director
6. Mr. Rajesh Goyal - Director - Independent

CFO

Mr. Sanjay Gupta

Company Secretary

Mr. Ashish Yadav

Bankers

Punjab National Bank

Statutory Auditors

M/s Singhi Chugh & Kumar, Chartered Accountants

Secretarial Auditor

Agarwal S. & Associates, Company Secretaries

Internal Auditor

M/s Vatts & Associates, Chartered Accountants

Registrar & Share Transfer Agent

Karvy Computershares Pvt. Ltd.

Registered Office

C-2/54, 5th Floor, Rajasthali Apartments,
Pitampura, New Delhi-110034
Tel: 011-27026840

Corporate Office

Plot No. 21, Sector-6,
Faridabad (Haryana)
Pin Code- 121006.

Plant

Plot No. 21-22, Sector-6,
Faridabad (Haryana)
Pin Code- 121006.

Website

www.spllimited.com

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NOTICE

Notice is hereby given that the **26th ANNUAL GENERAL MEETING** of the Shareholders of **SPL INDUSTRIES LIMITED** will be held on **Friday, 29th September, 2017** at **Country INN & Suites by Carlson, Chhartarpur Road, Satbari, New Delhi -110030** at **10:00 A.M.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the reports of the Board of Directors and Auditors thereon.
2. To consider appointment of a Director in place of Sh. Vijay Kumar Jindal (DIN 00231517), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s Singhi Chugh & Kumar, Chartered Accountants (Firm Registration No. 013613N) as Statutory Auditors of the Company for the financial year 2017-18, who were appointed to hold office from the conclusion of the 25th Annual General Meeting upto to the conclusion of the 30th Annual General Meeting with ratification by the member in every Annual General meeting and to authorise Audit Committee to fix their remuneration.

SPECIAL BUSINESS:

4. **To increase borrowing limit of the Company under Section 180 (1) (c) of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), 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 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force; the consent of the members of the Company be and is hereby accorded for authorizing the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rs. 100 Crores [including the money already borrowed by the Company] whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties whether moveable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves (that is to say reserve not set apart for any specific purpose) on such terms and conditions as the Board may consider necessary and expedient in their absolute discretion.”

5. **To keep registers, returns etc. at registered office / other place under Section 94 of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:-**

“RESOLVED THAT pursuant to Section 94 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, the Registers and Returns required to be maintained by the Company under Section 88 and 92 of the Companies Act, 2013, may be maintained at the Company's Corporate Office at Plot No. 21, Sector-6, Faridabad, Haryana.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors or Company Secretary of the Company be and are hereby severally authorised to intimate to the Registrar of Companies and to do all such acts, deeds and things which are necessary for the purpose of giving effect to this resolution.”

6. **To increase the remuneration of Managing Director of the Company under Section 197 of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Ordinary Resolution:-**

“RESOLVED THAT pursuant to the provisions under Section 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) including any statutory amendment, modifications or re-enactment thereof and subject to the approval of the Central Government, if required in this regard, and further subject to such other requisite approvals, as may be required, the consent of shareholders be and is hereby accorded to increase the remuneration of Sh. Mukesh Kumar Aggarwal as Managing Director of the Company to Rs. 60,00,000/- per annum as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and that the said remuneration does not exceed the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally/jointly authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s) as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

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

**Mukesh Kumar Aggarwal
Managing Director
DIN 00231651
C-1/4, Sector-11, Faridabad
Haryana - 121007**

**Place: Faridabad
Date: August 16, 2017**

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY DULY COMPLETED, STAMPED AND SIGNED SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF MEETING. A BLANK PROXY FORM IS ENCLOSED. PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING.**
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent 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 shall not act as a proxy for any other member.
3. Revenue stamp should be affixed on the Proxy Form. Forms which are not stamped are liable to be considered invalid. It is advisable that the Proxy holder's signature may also be furnished in the Proxy form, for identification purpose.
4. Every member entitled to vote at a meeting of the company or on any resolution to be moved there at, shall be entitled during the period beginning twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention to inspect is given to the company.
5. Corporate members, intending to send their authorized representatives to attend the meeting, are requested to send a duly certified copy of the Board resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the meeting.
6. In compliance with provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is offering Remote E- voting facility to all the Shareholders of the Company in respect of items to be transacted at this Meeting. The Company has engaged the services of Karvy Computershare Private Limited (Karvy) for facilitating remote e-voting for AGM. The user-id & password along with the procedure and instructions for Remote e-voting are given hereunder. All members are requested to read those instructions carefully before casting their e-vote.

The facility for voting through polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The Company has appointed Shri Sachin Agarwal, Partner, Agarwal S. & Associates, Company Secretaries, New Delhi to act as the Scrutinizer, to scrutinize the remote e-voting process and electronic voting system/ ballot or polling paper voting process at the meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

Procedure and Instructions for Remote e-voting:

- A. **In case of Members receiving an e-mail from Karvy [applicable to members whose email IDs are registered with the Company / Depository Participant(s)]:**
 - I. Launch an internet browser and open <https://evoting.karvy.com>.
 - II. Enter the login credential i.e. User ID and password mentioned in your email. Your Folio No/DP ID-Client No will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your votes.
 - III. After entering the details appropriately, click on "LOGIN".
 - IV. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9), and a special character. The system will prompt you to change your password, contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - V. You need to login again with new credentials.
 - VI. On successful Login, the system will prompt you to select the E-Voting Event.
 - VII. On the voting page, the number of shares (which represent the number of votes) as held by the member as on the Cut Off date will appear. If you desire to cast all the votes assenting/dissenting to the resolutions, then enter all shares and click "FOR/AGAINST" as the case may be or partially in "against" but the total number of votes taken together should not exceed your total shareholding as on the record date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
 - VIII. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - IX. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - X. Select the EVENT of SPL Industries Limited and click on – Submit



- XI. Now you are ready for e-voting as 'Cast Vote' page opens.
- XII. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- XIII. Upon confirmation, the message 'Vote cast successfully' will be displayed.
- XIV. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory (ies) who are authorised to vote, to the Scrutinizer by an e-mail at **sachinag1981@gmail.com** with a copy marked to **evoting@karvy.com** they may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."
- XV. Members may alternatively cast their votes the Ballot Form which is sent along with the notice.

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

- I. Initial password is provided as below:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
.....

- II. Please follow all steps from Sl. No. (I) to Sl. No. (XV) as in A above, to cast your vote.

C. Other General Instructions:

- I. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in downloads section of Karvy's e-voting website [https:// evoting.karvy.com](https://evoting.karvy.com).
 - II. If you are already registered with Karvy for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - IV. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd Day of September, 2017. Members are eligible to cast vote only if they are holding shares as on that date.
 - V. The Companies (Management and Administration) Amendment Rules, 2015 provides that the electronic voting period shall close at 5.00 p.m. on the date preceding the date of AGM. Accordingly, the voting period shall commence at 10.00 a.m. on September 26, 2017 and will end at 5.00 p.m. on September 28, 2017. The e-voting module shall be disabled by Karvy at 5.00 p.m. on the same day.
 - VI. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
 - VII. The members who have casted their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
 - VIII. Members who have not voted through remote e-voting can cast their vote at the venue.
 - IX. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not casted their votes by availing the remote e-voting facility.
 - X. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes casted at the meeting and thereafter unblock the votes casted through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes casted in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - XI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.spllimited.com and on the website of Karvy immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.
7. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
8. As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief profile of Sh. Vijay Jindal Kumar, Director retiring by rotation and seeking re-appointment under item no. 2 of the notice in accordance with applicable provisions of the Companies Act, 2013 is forming part of the notice.



9. Members are requested to:-
- (i) note that copies of Annual Report will not be distributed at the Annual General Meeting.
 - (ii) deliver duly completed and signed Attendance Slip at the entrance of the meeting venue as entry to the Auditorium will be strictly on the basis of the Entry Slip available at the counters at the venue to be exchanged with the Attendance Slip.
 - (iii) quote their Folio/Client ID & DP ID Nos. in all correspondence.
 - (iv) note that due to strict security reasons brief cases, eatables and other belongings are not allowed inside the auditorium.
 - (v) note that no gifts/coupons will be distributed at the Annual General Meeting.
 - (vi) note that in case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right at the meeting and that the members who have casted 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.
11. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
12. The Register of Members and Share Transfer books will remain closed on 23rd September, 2017 to 29th September, 2017.
13. Taking a Step forward towards "Green initiative" by allowing paperless compliances and pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant provisions of Companies (Management and Administration) Rules, 2014, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to M/s Karvy Computershare Private Limited. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered along with the members those who have not registered their email address, are entitled to receive such communication in physical form upon request.
14. The Registers under the Companies Act, 2013 will be available for inspection at the Registered Office of the Company during business hours between 11.00 am to 1.00 pm except on holidays.
15. Members holding shares in multiple folios in physical mode are requested to apply for consolidation to the Company or our Registrar & Share Transfer Agent along with relevant Share Certificates.
16. Member who hold shares in physical form are requested to notify immediately any change in their addresses to the Registrar and Share Transfer Agent of the Company and to their respective depository participants, in case shares are held in electronic mode.
17. All relevant documents referred to in the accompanying notice and Statutory Registers are open for inspection at the registered office of the Company on all working days (barring Saturday and Sunday) between 11.00 a.m. to 1.00 p.m. prior to the Annual General Meeting.
18. Members may also note that the Notice of the 26th Annual General Meeting & Annual Report 2016-17 shall be available on the Company's website, www.spllimited.com.
19. The Route Map to Country INN & Suites by Carlson, Chhartarpur Road, Satbari, New Delhi-110030 is enclosed herewith.

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

**Mukesh Kumar Aggarwal
Managing Director
DIN 00231651**

**C-1/4, Sector-11, Faridabad
Haryana - 121007**

**Place: Faridabad
Date: August 16, 2017**

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE.

ITEM NO. 4

The Board of Directors of the Company intends to raise such sum or sums of money from time to time as may be required for the purpose of the business of the Company, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from "temporary loans" as explained in section 180(1)(c) of the Companies Act, 2013 obtained by the Company in the ordinary course of business) may, at any time, exceed upto a sum of Rs. 100 Crore (Rupees One Hundred Crore only) over and above the aggregate paid up capital of the Company and its free reserve (that is to say reserve not set apart for any specific purpose) on such terms and conditions as the Board may consider necessary and expedient in their absolute discretion.



However, as per Sec 180(1) (c) of the Companies Act, 2013, the Board of Directors of a public company, shall not, except with the consent of the shareholders by a Special Resolution, borrow money, where the moneys to be borrowed, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of paid-up capital of the Company and its free reserves.

Since funds are continuous requirement of an organization and capital is base component of any project, keeping in view of broad based operations of the Company, its enhanced capital requirement and for its operational efficiency, the Board recommends the resolution set forth in Item No. 4 for the approval of the Members as **Special Resolution**.

None of the Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company.

ITEM NO. 5

The Register of Members and other Registers/ Returns under Section 94 of the Companies Act, 2013 is presently required to be maintained in the Registered Office. In terms of proviso to Section 94(1) and Rule 5 (2) of Companies (Management and Administration) Rules, 2014, the Register of Members and other Registers/ Returns required to be maintained at the registered office can be maintained at any other place in India, in which more than one-tenth of total Members reside, if so authorised by way of a Special Resolution. It is proposed to maintain these registers at the Company's Corporate Office at Plot No. 21, Sector-6, Faridabad, Haryana since more than 10% of the Members reside in Faridabad which needs the approval of Members by way of Special Resolution.

Your Directors recommend Resolution at Item No. 5 as a **Special Resolution** for approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is, in any way, deemed to be concerned or interested in this item of business.

ITEM NO. 6

The Nomination and Remuneration Committee, in its meeting held on 16.08.2017 and the Board of Directors, in its meeting held on 16.08.2017, approved and recommended to shareholders for their approval, the payment of remuneration of Rs. 60,00,000/- per annum to Mr. Mukesh Kumar Aggarwal (holding DIN 00231651), the Managing Director of the Company for remainder of duration of his appointment as Managing Director up to May 15, 2021.

The payment of remuneration was approved by the Board based on industry standards, work responsibilities handled by the Managing Director of the Company. His efforts are instrumental in converting the Company's fortunes. With his vast experience in textile sector, the Board of Directors considered it to be desirable for approval of remuneration payable to him for his remaining tenure of appointment as Managing Director. Approval of the shareholders is sought for enhanced remuneration payable for the remaining period of existing appointment to Mr. Mukesh Kumar Aggarwal as Managing Director of the Company. Mr. Mukesh Kumar Aggarwal and his relatives shall be deemed to be concerned or interested in the resolution to the extent of remuneration payable to Mr. Mukesh Kumar Aggarwal under the resolution.

The Board recommends the resolution set forth in Item No. 6 for the approval of the Members as **Ordinary Resolution**.

Except Sh. Mukesh Kumar Aggarwal, himself and his wife Mrs. Shashi Agarwal, Director of the Company, no other Director or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the passing of the above resolution(s) as set out in Item No. 6 of the notice.

BRIEF RESUME OF THE DIRECTORS SEEKING RE-APPOINTMENT AT 26th ANNUAL GENERAL MEETING

Name	Sh. Vijay Jindal Kumar
Date of Birth and Age	23.07.1957 60 years
Qualification	B. Tech (Mechanical Engineering)
Date of Appointment	01/01/2004
Remuneration	Nil
Number of Meetings of the Board held during the year and number of Board Meetings attended	No. of Meeting during his tenure - 13 No. of Meetings attended - 13
Relationship with any other Director, Manager and other KMP of the Company	Cousin of Sh. Mukesh Kumar Aggarwal Brother in law of Smt. Shashi Agrawal
Number of shares held in the company	400900
Directorship in other companies	BDN Enterprises Private Limited
Chairman/Membership of committees* across all public companies	NIL

*Does not include Chairmanship/Membership in Board Committees other than Audit Committee and Shareholders' Grievance Committee



DIRECTOR'S REPORT

TO THE MEMBERS,

Your Directors have pleasure in presenting the 26th Annual Report of the Company, together with the audited financial statements, for the financial year ended on 31st March, 2017.

SUMMARISED FINANCIAL RESULTS

Particulars	2016-2017	2015-2016
Profit/(loss) Before Exceptional & Extraordinary Items	3,467,441	90,634,776
Exceptional Items/ Extraordinary Items	-	-
Prior Period Items	(225,015)	(2,287,650)
Profit/(loss) Before tax	3,242,425	88,347,126
Tax Expense/Adjustment		
Current tax	-	-
Earlier Years Tax		(63,882)
Deferred tax	-	-
Profit/(Loss) For the period	3,242,425	88,283,244
Earnings /(Loss) per Equity share:		
Basic and Diluted	0.11	3.04

COMPANY'S PERFORMANCE

During the year under review, the Company has achieved net sales of Rs. 15063.37 lakhs and a net profit before tax of Rs. 32.42 lakhs as against net sales of Rs. 14879.97 lakhs and profit before tax of Rs. 883.47 lakhs in the previous financial year 2015-16 respectively.

Your Company is financially strong & self reliant in terms of funds generation and debt servicing. A constant rise in turnover of the Company is apparent. However, your Directors are expecting better results both in terms of operations of the Company & its financial position.

DIVIDEND

In order to conserve the resources, your Board has decided not to declare any dividend for financial year 2016-2017.

TRANSFER TO RESERVES

Your Company does not propose to transfer amounts to the general reserve out of the amount available for appropriation.

LISTING WITH STOCK EXCHANGES

The Company confirms that it has paid the Annual Listing Fees for the year 2016-2017 to National Stock Exchange of India Limited and BSE Limited where the Company's Shares are listed.

CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION

Your Company is in compliance with the Corporate Governance guidelines, as laid out in the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after called as "SEBI Listing Regulations"). A Report on Corporate Governance is annexed as **Annexure A** to this Report. In terms of SEBI Listing Regulations, the Board has laid down a Code of Conduct for all Board Members and Senior Management of the Company. The Code of Conduct has been posted on the website of the Company. All the Board Members and Senior Management Personnel have affirmed compliance with the Code.

The Secretarial Auditors of the Company have examined the requirements of Corporate Governance with reference to SEBI Listing Regulations and have certified the compliance, as required under SEBI Listing Regulations. The Certificate on Corporate Governance in this regard is annexed as **Annexure B** to this Report.

A Certificate of the MD/CEO and CFO of the Company in terms of Listing SEBI Regulations, inter alia, confirming the correctness of the financial statements and cash flow statements, adequacy of the internal control measures and reporting of matters to the Audit Committee, is also annexed as **Annexure C** to this Report.

MANAGEMENT DISCUSSION AND ANALYSIS

In terms of Regulation 34 of the SEBI Listing Regulations, the Management's Discussions and Analysis Report is annexed as **Annexure D** to this report.

HUMAN RESOURCES

The Company's HR philosophy is to establish and build a high performing organization, where each individual is motivated to perform to the fullest capacity: to contribute to developing and achieving individual excellence and departmental objectives and continuously improve performance to realize the full potential of our personnel.



MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the Financial Year of the Company, to which the financial statement relates (i.e. 31st March, 2017) and the date of the report.

DEPOSITS

Your Company has not accepted any deposit within the meaning of provisions of Chapter V of the Act read with the Companies (Acceptance of Deposits) Rules, 2014 for the year ended on 31st March, 2017.

SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

During the year none of Company become or ceased to be its Subsidiaries, joint ventures or associate.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Sh. Mukesh Kumar Aggarwal was re-appointed as Managing Director of the Company with effect from May 16, 2016 for a period of five years in terms of the provisions of the Companies Act, 2013.

Further, in accordance with the provisions of Section 149 of Companies Act, 2013, Sh. Arun Kumar, Sh. Rajesh Goyal and Sh. Chandrjeet Singh Bhatia were re-appointed as Independent Directors with effect from July 11, 2016 for a period of five years.

Sh. B.B. Sharma, Company Secretary of the Company had resigned on 27th May 2016. Ms. Kirti was then appointed as Company Secretary with effect from July 11, 2016. However, she resigned on December 26, 2016. Thereafter, Sh. Ashish Yadav was appointed as Company Secretary of the Company with effect from December 26, 2016.

In accordance with the provisions of Companies Act, 2013 and Articles of Association of the Company, Sh. Vijay Kumar Jindal shall retire by rotation at the ensuing 26th Annual General Meeting of your Company, and being eligible, offer himself for re-appointment.

BOARD MEETINGS HELD DURING THE YEAR

During the year 13 Board Meetings were held, details of which are given in the Report on Corporate Governance as annexed to this Report.

PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND DIRECTORS

One of the key functions of the Board is to monitor and review the Board Evaluation Framework. The Board works with the nomination and remuneration Committee to lay down the evaluation criteria for the performance of the Chairman/the Board, Committees of the Board, executive, non-executive and Independent directors through peer evaluation, excluding the director being evaluated. Pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, an annual performance evaluation of the Board/Committees/Directors was undertaken.

Independent Directors at their meeting held during the year, considered/evaluated the performance of the Board of Directors, the Chairman and other Non-Independent Directors, without the participation of the Non-Independent Directors and Management

The Board subsequently evaluated its own performance, the working of its Committees, Individual Directors and Independent Directors without participation of the relevant Director(s). The criteria for performance evaluation have been detailed in the Corporate Governance Report which is to this Report.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

In compliance with requirements of Companies Act, 2013 and SEBI Listing Regulations, the Company has established a mechanism under its Whistle Blower Policy for employees to report to the management the instances of unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy. The Board of Directors had approved the Policy on Vigil Mechanism/Whistle Blower and the same is hosted on the website of the Company. This Policy inter-alia provides a direct access to the Chairman of the Audit Committee.

Your Company hereby affirms that no Director/employee has been denied access to the Chairman of the Audit Committee and that no complaints were received during the year. Brief details about the policy are given in the Report on Corporate Governance as annexed to this Report.

RISK MANAGEMENT

The Company through its Audit Committee oversees the Risk Management process including risk identification, impact assessment, effective implementation of the mitigation plans and risk reporting. The Audit Committee's objective is to ensure sustainable business growth with stability and to promote a proactive approach in evaluating, resolving and reporting risks associated with the business. The details of Risk Management as practiced by the Company are provided as part of Management Discussion and Analysis Report as annexed to this Report.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. These are routinely tested and verified by Statutory as well as Internal Auditors. The Company has a proper and adequate internal control system to ensure that all the assets of the Company are safeguarded and protected against any loss and that all the transactions are properly authorised and recorded. Information provided to management is reliable and timely and statutory obligations are adhered to. Details of the same are provided in the Management Discussion and Analysis Report as annexed to this Report.



The Company has an established Internal Financial Control framework including internal controls over financial reporting, operating controls and anti-fraud framework. The framework is reviewed regularly by the management and tested by internal audit team. Based on the periodical testing, the framework is strengthened, from time to time, to ensure adequacy and effectiveness of Internal Financial.

STATUTORY AUDITOR'S

M/s Singhi Chugh & Kumar (FR No. 013613N) Chartered Accountants were re-appointed as the Statutory Auditor of the Company in the 25th Annual General Meeting of the Company for a period of 5 years subject to ratification by members of the Company in every Annual General Meeting at a remuneration to be decided by the Board of Directors in consultation with the Auditors.

The Audit Committee in their meeting held on 29th May, 2017 recommended the ratification of appointment of Statutory Auditors of the Company for the financial year 2017-18 by the members in the ensuing 26th Annual General Meeting of the Company. The necessary resolution for ratification of the appointment of Statutory Auditors of the Company has been included in the Notice of the ensuing 26th Annual General Meeting for ratification by the Members of the Company.

Certificates have been received from them as per the provisions of Section 139 of the Companies Act, 2013 and to the effect that their ratification as Auditors of the Company, if made, would be within the limits prescribed under Section 141(3) (g) of the Companies Act, 2013 and that they are not disqualified for ratification as statutory auditors of the Company.

The Auditor's Report for the financial year ended on 31st March, 2017 does not contain any qualification, observation or adverse comment.

COST AUDIT:

The Cost audit is not applicable on the Company.

SECRETARIAL AUDITORS

The Company has undertaken Secretarial Audit for the financial year 2016-17 in terms of Section 204 of the Act, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Your Company had appointed Agarwal S. & Associates, Company Secretaries, New Delhi to conduct the Secretarial Audit of the Company for the financial year ended on March 31st, 2017. The Secretarial Audit Report for the financial year ended 31st March, 2017 in Form No. MR-3 is attached as **Annexure E** to this Report. The observation in the Secretarial Audit Report is self explanatory.

THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made there under, your Company has constituted an Internal Complaints Committee (ICC). During the year under review, there were no cases received/ filed pursuant to the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

EXTRACT OF THE ANNUAL RETURN

The extract of annual return in Form MGT-9 as required under Section 92(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014 is annexed as **Annexure F** to this Report.

REMUNERATION POLICY OF THE COMPANY

The objective of the Remuneration Policy is to attract, motivate and retain qualified and expert individuals that the Company needs in order to achieve its strategic and operational objectives, whilst acknowledging the societal context around remuneration and recognising the interests of Company's stakeholders. The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act forms part of the Board's Report as **Annexure J**.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The Company has not given loans, guarantees and investments under Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, for the financial year 2016-17.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Audit Committee and the Board of Directors have approved the Related Party Transactions Policy. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

There were no materially significant transactions with Related Parties during the financial year 2016-17 which were in conflict with the interest of the Company. Suitable disclosures as required under AS-18 have been made in Note 30 of the Notes to the financial statements. The Company has not entered in any transaction / contract or arrangement with the Related Parties which requires the Board Approval as per Section 188 of the Companies Act, 2013 as all the transaction have been carried out in the ordinary course of business and on arms length basis. Hence for the particulars of contracts or arrangements with related parties falling under Section 188 of the Act and to be disclosed in the Board Report in Form AOC-2 is also not required to be enclosed.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The provisions of Section 135 of Companies Act, 2013 read with Companies (Corporate Social Responsibilities Policy) Rules, 2014 became applicable on the Company from the Financial Year 2016-2017. The Board of Directors of the Company had constituted the Corporate Social Responsibility



(CSR) Committee in their meeting held on 14th November, 2016. The details of the members of the CSR Committee and the details of the meeting of CSR Committee along with their attendance held during the year are given in the Report on Corporate Governance as annexed to this Annual Report.

Mr. Chandrjeet Singh Bhatia, Independent Director of the Company has been appointed as the Chairman of the Corporate Social Responsibility Committee.

The Company has a duly approved Corporate Social Responsibility Policy. The Corporate Social Responsibility Committee has been entrusted with the responsibility of recommending to the Board the activities/projects/programs to be undertaken by the Company as per its Corporate Social Responsibility Policy. The terms of reference of the CSR Committee include the matters specified in Section 135 of the Act.

An annexure containing the details on CSR, pursuant to Rule 8 (1) of the Companies (Corporate Social Responsibility) Rules, 2014, is annexed as **Annexure G**.

PARTICULARS OF EMPLOYEES

As per provisions of Section 197(12) of the Companies Act, 2013 read with the Rule 5 of the Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company is required to disclose the ratio of the remuneration of each director to the median employee's remuneration and details of employees receiving remuneration exceeding limits as prescribed from time to time in the Directors' Report. The said disclosure is annexed as **Annexure H** to the Board's Report.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

There are no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company.

RESEARCH AND DEVELOPMENT, CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The Particulars as described under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the companies (Accounts) Rules, 2014 are given in **Annexure I** to this report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(5) of the Act the Board of Directors, to the best of their knowledge and ability, confirm that:

- a. In the preparation of the annual financial statements for the year ended 31st March, 2017, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
- b. For the financial year ended 31st March, 2017, such accounting policies as mentioned in the Notes to the financial statements have been applied consistently and judgments and estimates that are reasonable and prudent have been made so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit of the Company for the financial year ended 31st March, 2017;
- c. That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. The annual financial statements have been prepared on a going concern basis;
- e. That proper internal financial controls were followed by the Company and that such internal financial controls are adequate and were operating effectively;
- f. That proper systems have been devised to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENT

Your Directors wish to place on record the overwhelming response received from the investors, financial institutions, bankers, business associates, suppliers for the consistent support received from them during the year. Your Directors wish to place on record their appreciation for the team spirit, dedication and commitment shown by the work force of the Company during this year.

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

Mukesh Kumar Aggarwal
(Managing Director)
DIN : 00231651

Shashi Agarwal
(Director)
DIN 06687549

Place: Faridabad
Date: 16.08.2017

Add: C-1/4, Sector-11, Faridabad - 121007

Add: C-1/4, Sector-11, Faridabad - 121007



ANNEXURE-A TO THE BOARD'S REPORT

REPORT ON CORPORATE GOVERNANCE

1. SPL INDUSTRIES LIMITED'S PHILOSOPHY ON CODE OF GOVERNANCE

The Corporate Governance standards demonstrate inalienable rights vested with various stakeholders and strong commitment to values, ethics and business conduct. Your Company is committed to good Corporate Governance, based on an effective independent Board, separation of supervisory role from the executive management and constitution of Committees to oversee critical areas thus upholding the standards practically at every sphere ranging from action plan to performance measurement and customer satisfaction. The Company is in compliance with the requirements stipulated under Listing Agreements entered into with the stock exchanges and regulations contained in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable, with regard to corporate governance. A Corporate Governance Certificate has been obtained from Practising Company Secretary for financial year 2016-17.

Your Company protects and facilitates the exercise of shareholders rights, provides adequate and timely information, opportunity to participate effectively and vote in general shareholder meetings and ensure equitable treatment to all the shareholders.

Your Company recognises the rights of all the stakeholders and encourages co-operation between the Company and the stakeholders to enable your participation in the Corporate Governance process.

Your Company ensures adequate, timely and accurate disclosure on all material matters including the financial situation, performance, ownership and governance of the Company to the stock exchanges and the investors. Information is prepared and disclosed in accordance with the prescribed standards of accounting, financial and non-financial disclosure and are disseminated in an equal, timely and cost efficient access to relevant information by users.

2. BOARD OF DIRECTORS

2.1. Size and Composition of Board:

As on 31st March, 2017, the Company's Board of Directors comprised of six Directors which includes One Managing Director, Two Non-Executive Directors and three Independent Directors. The composition of the Board of Directors is in conformity with Regulation 17 (1) of the SEBI Listing Regulations and Section 149 of the Companies Act, 2013 (Act).

During the FY 2016-17, the following changes took place in the Composition of Board of Directors of the Company:-

- (a) Consequent upon completion of tenure of Sh. Mukesh Kumar Aggarwal as the Managing Director of the Company, he was recommended for re-appointment by the Board of Directors in their meeting held on 02.05.2016 and subsequently by the shareholders in their 25th Annual General Meeting held on 29th September, 2016 for a term of five years.
- (b) Consequent upon completion of tenure of Independent Directors of the Company, they were re-appointed by the Board of Directors in their meeting held on 11.07.2016 and subsequently by the shareholders in their 25th Annual General Meeting held on 29th September, 2016 for a term of five years.

The composition of Board of Directors as on 31st March, 2017 was as follows:

1.	Mukesh Kumar Aggarwal	Chairman and Managing Director
2.	Shashi Agarwal	Director
3.	Vijay Jindal Kumar	Director
4.	Chanderjeet Singh Bhatia	Independent Director
5.	Rajesh Goyal	Independent Director
6.	Arun Kumar	Independent Director

The number of Directorships, Committee Memberships/ Chairmanships of all Directors is within respective limits prescribed under the Act and SEBI Listing Regulations. Necessary disclosures regarding Board and Committee positions in other public Companies as on 31st March, 2017 have been made by all the Directors of the Company.

Every Independent Director, at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration under Section 149(7) of the Act that he meets the criteria of independence as required under Section 149(6) of the Act.

All Independent Directors maintain their limits of directorships as required under SEBI Listing Regulations. The maximum tenure of Independent Directors shall be in accordance with the Act and Rules made thereunder, in this regard, from time to time.

The Company has issued a formal letter of appointment to all Independent Directors.

The names and categories of the Directors on the Board, their attendance at Board meetings held during the year and the number of directorships and committee chairmanships/memberships held by them in other public companies as on 31st March, 2017 are given herein below. Other directorships do



not include directorships of private limited companies, Section 8 companies and companies incorporated outside India. Chairmanships/ memberships of Board committees shall include only Audit Committee and Stakeholders' Relationship Committee.

S. No.	Names of Director	Category	Number of Board meetings during the year 2016-17		Whether attended Last AGM held on Sep. 29, 2016	Number of directorships in other public companies		Number of committee positions held in other public companies	
			Held	Attended		Director	Chairman	Member	Chairman
1.	Mukesh Kumar Aggarwal (00231651)	Promoter & Executive Director	13	13	Yes	NIL	NIL	NIL	NIL
2.	Shashi Agarwal (06687549)	Promoter & Non-Executive Director	13	13	No	NIL	NIL	NIL	NIL
3.	Vijay Jindal Kumar (00231517)	Promoter & Non-Executive Director	13	13	Yes	NIL	NIL	NIL	NIL
4.	Chanderjeet Singh Bhatia (01360148)	Non Executive- Independent Director	13	10	No	NIL	NIL	NIL	NIL
5.	Rajesh Goyal (03287284)	Non Executive- Independent Director	13	10	No	NIL	NIL	NIL	NIL
6.	Arun Kumar (01092779)	Non Executive- Independent Director	13	11	Yes	NIL	NIL	NIL	NIL

vii. Relationship between directors:

Name of Director		Related to Director	Relationship
1.	Mukesh Kumar Aggarwal	Shashi Agarwal	Husband-wife
		Vijay Kumar Jindal	Cousin Brother
2.	Vijay Kumar Jindal	Shashi Agarwal	Sister-in-law
3.	Shashi Agarwal	Vijay Kumar Jindal	Brother-in-law

2.2. Board Meetings:

- Thirteen meetings were held during the year and the gap between two meetings did not exceed one hundred and twenty days. The dates on which the said meetings were held are: 18.04.2016, 02.05.2016, 27.05.2016, 01.07.2016, 11.07.2016, 11.07.2016, 17.08.2016, 20.08.2016, 14.11.2016, 26.12.2016, 16.01.2017, 13.02.2017, 16.03.2017. The necessary quorum was present for all the meetings.
- The Board evaluates the Company's strategic direction, management policies, performance objectives and effectiveness of Corporate Governance practices.
- In compliance with the applicable provisions of the Act and the Rules made thereunder, the Company facilitates the participation of the Directors in Board/Committee meetings through video conferencing or other audio visual mode except in respect of such meetings /items which are not permitted to be transacted through video conferencing.
- Further, the Board fulfils the key functions as prescribed under the Listing Agreements/SEBI Listing Regulations.
- Your Company has appointed Independent Directors who are renowned people having expertise/experience in their respective field/profession. None of the Independent Directors are Promoters or related to Promoters. They do not have pecuniary relationship with the Company and further do not hold two percent or more of the total voting power of the Company.
- The details of Director seeking re-appointment at the forthcoming Annual General Meeting have been furnished in the Notice convening the Meeting of the shareholders.
- Except Mr. Mukesh Kumar Aggarwal, Mrs. Shashi Agarwal and Mr. Vijay Kumar Jindal who together holds 75,84,547 equity shares, no other Director holds equity shares in the Company.
- The Company has not issued any non-convertible instruments.

vii. Meeting of Independent Directors

During the year, a meeting of Independent Directors was held on 27th May, 2016 to review the performance of Non-Independent Directors of the Company, to review the performance of the Board as a whole on parameters of effectiveness, review of the Chairperson of the Company taking the views of the Executive director and non-executive directors and to assess the quality, quantity and timeliness of flow of information



between the management and the Board. Mr. Chandrjeet Singh Bhatia, Chairman of the meeting presented the views of the Independent Directors on matters relating to Board processes and the overall affairs of the Company to the Board of Directors.

viii. Familiarisation Programme

Your Company follows a structured orientation and familiarisation programme through various reports/codes/ internal policies for all the Directors with a view to update them on the Company's policies and procedures on a regular basis.

3. COMMITTEES OF THE BOARD

(i) Audit Committee

The Audit Committee of the Company, constituted by the Board, comprises of two independent directors and one Executive Director. Independent Director is the Chairman of the Committee. All members of the Audit Committee are financially literate and more than half of the members have expertise in accounting/financial management. Mr. Arun Kumar, Member, Audit Committee was present at the 25th Annual General Meeting held on 29th September, 2016 to answer the queries of the members. The Company Secretary acts as the Secretary to the Committee.

The role, terms of reference, scope and authority of Audit Committee are as provided under the relevant provisions of Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Audit Committee also looks into the matters as are specifically referred to it by the Board of Directors besides looking into the mandatory requirements.

The details of the meetings attended by members during the FY 2016-17 are as follows:

Name	Category	Number of meetings held	
		Held	Attended
1. Mr. Chandrjeet Singh Bhatia	Chairman	8	8
2. Mr. Arun Kumar	Member	8	8
3. Mr. Mukesh Kumar Aggarwal	Member	8	8

The Chief Financial Officer of the Company attended meetings of the Audit Committee as permanent invitee.

During the FY 2016-17, 8 meetings of Audit Committee were held and the gap between two meetings did not exceed one hundred and twenty days. The dates on which the said meetings were held are as follows: 18.04.2016, 27.05.2016, 01.07.2016, 20.08.2016, 14.11.2016, 26.12.2016, 13.02.2017, 16.03.2017. The necessary quorum was present for all the meetings.

The representatives of the Auditors are invited to the Audit Committee meetings. The Statutory Auditors have attended the Audit Committee Meeting where the financial results/audit reports are discussed.

(ii) Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Company, constituted by the Board, comprises of three independent directors. Mr. Arun Kumar, Member, Nomination and Remuneration Committee were present at the 25th Annual General Meeting held on 29th September, 2016 to answer the queries of the members. The Company Secretary acts as the Secretary to the Committee.

The Role and Terms of Reference of the Nomination and Remuneration Committee are as laid down in the Companies Act, 2013 including any rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The details of the meetings attended by members during the FY 2016-17 are as follows:

Name	Category	Number of meetings held	
		Held	Attended
1. Mr. Chandrjeet Singh Bhatia	Chairman	4	4
2. Mr. Arun Kumar	Member	4	4
3. Mr. Rajesh Goyal	Member	4	4

During the FY 2016-17, 4 meetings of the Nomination and Remuneration Committee were held on 02.05.2016, 11.07.2016, 20.08.2016, 26.12.2016. The necessary quorum was present for all the meetings.

Remuneration of Directors

(i) Criteria for making payments to Non-Executive Directors

The Non-Executive Directors including Independent Directors of the Company have waived their right to receive any remuneration by way of sitting fees.

(ii) Details of Remuneration to MD, CFO and CS for the financial year ended on March 31st, 2017



Name	Fixed Component		Variable Component	Contribution to PF & SAF	Total
	Salary & Allowances	Perquisites & Other Allowances	Commission		
	Salary & Allowances	Perquisites & Other Allowances	Commission		
Mr. Mukesh Kumar Aggarwal (MD)	43,00,000	-	-	-	43,00,000
Mr. Sanjay Gupta (CFO)	750,072	-	-	-	750,072
Mr. B. B. Sharma (CS)*	60,000	-	-	-	60,000
Ms. Kirti (CS)**	82,797	-	-	-	82,797
Mr. Ashish Yadav (CS)***	79,022	-	-	-	79,022

*ceased w.e.f. 27 May, 2016

**Appointed w.e.f 11 July, 2016 and ceased w.e.f. 26 December, 2016

***Appointed w.e.f. 26 December, 2016

Performance evaluation criteria for Directors

The Nomination and Remuneration Committee of the Board has laid down the criteria for performance evaluation of all the Directors of the Company. The performance evaluation has been done by the entire Board of Directors, except the Director concerned being evaluated. The criteria for performance evaluation are as follows:

i) Role and Accountability

- Understanding the nature and role of Independent Directors' position.
- Understanding of risks associated with the business.
- Application of knowledge for rendering advice to management for resolution of business issues.
- Offer constructive challenge to management strategies and proposals.
- Active engagement with the management and attentiveness to progress of decisions taken.

ii) Objectivity

- Non-partisan appraisal of issues.
- Own recommendations given professionally without tending to majority or popular views.

iii) Leadership and Initiative

- Heading Board Sub-committees.
- Driving any function or identified initiative based on domain knowledge and experience.

iv) Personal Attributes

- Commitment to role and fiduciary responsibilities as a Board member.
- Attendance and active participation.
- Proactive, strategic and lateral thinking.

(iii) Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee of the Company, constituted by the Board, comprises of one independent Director, One Executive Director and One Non-Executive Director. The Company Secretary acts as the Secretary to the Committee.

The Role and Terms of Reference of the Nomination and Remuneration Committee are as laid down in the Companies Act, 2013 including any rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The details of the meetings attended by members during the FY 2016-17 are as follows:

Name	Category	Number of meetings held	
		Held	Attended
1. Mr. Chanderjeet Singh Bhatia	Chairman	2	2
2. Mr. Mukesh Kumar Aggarwal	Member	2	2
3. Mr. Shashi Agarwal	Member	2	2

During the FY 2016-17, 2 meetings of the Corporate Social Responsibility Committee were held on 26.12.2016 and 13.02.2017. The necessary quorum was present for all the meetings.



(iv) Stakeholders' Relationship Committee

The Company has constituted a Stakeholders' Relationship Committee chaired by an Independent Director to look into the grievances of the shareholders of the Company as per the requirement of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee also reviews the manner and time-lines of dealing with complaint letters received from Stock Exchanges/ SEBI/Ministry of Corporate Affairs etc. and the responses thereto.

The Stakeholder Relationship Committee approves the share transfers/transmissions as and when required.

The Stakeholders' Relationship Committee of the Company comprises of three independent Director and One Executive Director.

Mr. Ashish Yadav, Company Secretary of the Company, acts as the Compliance Officer of the Company.

The details of the meetings attended by members during the FY 2016-17 are as follows:

Name	Category	Number of meetings held	
		Held	Attended
1. Mr. Chandarjeet Singh Bhatia	Chairman	4	4
2. Mr. Arun Kumar	Member	4	4
3. Mr. Rajesh Goyal	Member	4	4
4. Mukesh Kumar Aggarwal	Member	4	4

During the FY 2016-17, four meetings of the Stakeholders Relationship Committee were held on 02.05.2016, 17.08.2016, 14.11.2016, 13.02.2017.

Information on investor complaints for the year ended 31st March, 2017 is as follows:

Particulars	Equity
Pending at the beginning of the year	NIL
Received during the year	2
Disposed off during the year	2
Lying unresolved at the end of the year	NIL

As on 31st March, 2017, there were no share transfers and Shareholder queries pending.

4. General Body Meetings

Details of location and time of holding the last three AGMs.

Financial Year	Location	Date & Time	Special resolutions passed
2015-16	India Corporate Centre, J-2/B-1, Mohan Cooperative, Mathura Road, New Delhi -110044	29.09.2016 at 09:00 A.M.	To Increase borrowing limit of the Company under Section 180(1) (c) of the Companies Act, 2013.
2014-15	India Corporate Centre, J-2/B-1, Mohan Cooperative, Mathura Road, New Delhi-110044	26.09.2015 at 9:00 A.M	No special Resolution was passed.
2013-14	India Corporate Centre, J-2/B-1, Mohan Cooperative, Mathura Road, New Delhi-110044	27.09.2014 at 9:00 A.M	To modify the terms of appointment by way of fixing the remuneration being paid to Mr. Mukesh Kumar Aggarwal, Managing Director of the Company.

No Extra-ordinary General Meeting was held during the year 2016-17.

During the FY 2016-17, no special resolution has been passed through the exercise of postal ballot. None of the items to be transacted at the ensuing meeting is required to be passed by postal ballot.

5. Means of Communication

- i. **Quarterly results:** The Company is complying with Regulation 47 of SEBI Listing Regulations.
- ii. **Website:** The Company has a functional website.
- iii. **News releases:** Official press releases are sent to the Stock Exchanges and the same is hosted on the website of the Company, whenever necessary/required.



6. Disclosures

(i) Related Party Transactions

There were no materially significant transactions with the related parties, during the year, which were in conflict with the interests of the Company and that require an approval of the Company in terms of the SEBI Listing Regulations. The Audit Committee grants omnibus approval for the proposed related party transactions which will be valid for a year. The Audit Committee lays down the criteria for granting omnibus approvals in line with the policy for transactions which are repetitive in nature. In such cases where the need for Related Party Transaction cannot be foreseen and details as required above are not available, the Audit Committee grants omnibus approval for such transactions subject to their value not exceeding Rupees One Crore per transaction. The Audit Committee reviews, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approval given. Where it requires, the Audit Committee will report the related party transaction for the approval of the Board. If the Board feels that shareholders' approval is required, then the same shall be put up for approval by the shareholders of the Company.

Further, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has formulated a "Policy on Related Party Transactions" and the same is available at the website of the Company at www.splindustries.com.

(ii) No penalty has been paid by the Company during the financial year 2016-17.

(iii) Whistle Blower Policy

Your Company has established a Vigil Mechanism/ Whistle Blower Policy to enable stakeholders (including Directors and employees) to report unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The policy provides adequate safeguards against victimization of Director(s)/ employee(s) and direct access to the Chairman of the Audit Committee in exceptional cases. The Protected Disclosures, if any reported under this Policy will be appropriately and expeditiously investigated by the Chairman.

Your Company hereby affirms that no Director/ employee have been denied access to the Chairman and that no complaints were received during the year.

(iv) The Company has complied with all applicable mandatory requirements of the SEBI Listing Regulation. Information on adoption/non-adoption of the non-mandatory requirements is given below:

Non-Mandatory Requirements

The status of non-mandatory requirements pertaining to Corporate Governance Section of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as follows:

1. **The Board:** The Company is headed by an executive Chairman.
2. **Shareholder Rights:** The quarterly financial results of the Company are published in leading newspapers as mentioned under the heading "Means of Communication" of the Corporate Governance report and also displayed on the website of the Company.
3. **Audit Qualifications:** It is always Company's endeavour to move towards unqualified financial statements.
4. **Separate posts of Chairman and CEO:** The Company has a Managing Director, who is also the Chairman of the Company. The Company does not have a separate post of CEO.
5. **Reporting of Internal Auditor:** The Internal auditors of the Company are invited to the Meetings of the Audit Committee and regularly interact with the members of the Audit committee.
- (v) **Disclosure of Accounting Treatment:** Your Company has not adopted any alternative accounting treatment prescribed differently from the Accounting Standards.
- (vi) **Subsidiary Company:** Your Company does not have any subsidiary

7. CEO/CFO certification

As required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Certificate duly signed by Sh. Mukesh Kumar Aggarwal, Chairman & Managing Director/CEO and Sh. Sanjay Gupta, CFO was placed before the Board of Directors at its meeting held on 29th May, 2017.

8. Code of Conduct

Your Company has adopted a Code of Conduct for members of the Board (incorporating duties of Independent Directors) and the Senior Management personnel. The Code aims at ensuring consistent standards of conduct and ethical business practices across the Company. Your Company has received confirmations from all concerned regarding their adherence to the said Code. A copy of the Code has been made available on the website of the Company.

Based on the affirmation received from Board Members and Senior Management Personnel, declaration regarding compliance of Code of Conduct made by the Chairman & Managing Director is given below:



Declaration as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

"All the members of the Board and Senior Management Personnel have affirmed compliance of the 'Code of Business Conduct & Ethics for Board Members and Senior Management' for the financial year ended on 31st March, 2017."

Sd/-
Mukesh Kumar Aggarwal
Chairman & Managing Director

9. Code of Conduct for prohibition of Insider Trading

Your Company has adopted a Code of Conduct as per Securities and Exchange Board of India (SEBI) (Prohibition of Insider Trading) Regulations, 2015. All Directors, Designated Employees who could have access to the Unpublished Price Sensitive Information of the Company are governed by the Code. During the year under review, there has been due compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015. The Company Secretary has been appointed as Compliance Officer and is responsible for ensuring adherence of the said Code.

In line with the requirement of the said Code, trading window was closed from time to time, whenever some price sensitive information was submitted to the Board. The Compliance Officer notified the closure of trading window on the website of the company well in advance restraining all the employees and other connected person not to deal in the securities of the Company when the trading window is closed.

10. A Greener environment - Now and for future

The Company's philosophy focuses on making the environment greener for the benefit of posterity. In this regard, Your Company encourages its shareholders to register/update the e-mail ids for communication purpose thereby contributing to the environment.

11. General shareholder information

a. 26th Annual General Meeting	
Day, Date and Time	Friday, 29th September, 2017 at 10:00 A.M
Venue	Country INN & Suites by Carlson, Chhartarpur Road, Satbari, New Delhi -110030
b. Financial Calendar	
Unaudited financial results for the quarter ending June 30, 2017	Within the statutory timeframe.
Unaudited financial results for the quarter/half-year ending September 30, 2017	
Unaudited financial results for the quarter ending December 31, 2017	
Audited Results for the year ending March 31, 2018	Audited Financial results will be announced on or before 30th May, 2018
c. AGM (Next Year)	On or before 30th September, 2018
d. Book Closure Date	23rd September, 2017 – 29th September, 2017
e. Dividend Payment Date	N.A.
f. Stock Code	
i) Trading Symbol at	
NSE	SPLIL
BSE	532651
ii) Demat ISIN Numbers in NSDL & CDSL	
INE978G01016	
iii) Demat ISIN Numbers in NSDL & CDSL	
INE978G01016	



h. Stock Market Data

Month	BSE Limited				National Stock Exchange of India Limited			
	Share Price		Sensex Points		Share Price		CNX Nifty Points	
	HIGH	LOW	HIGH	LOW	HIGH	LOW	HIGH	LOW
Apr-16	32.35	22.00	26007.30	24673.84	34.30	21.10	7992.00	7516.85
May-16	36.35	25.65	26653.60	25101.73	38.95	25.00	8213.60	7678.35
June-16	34.50	29.70	26999.72	26307.07	35.75	28.50	8308.15	7927.05
July-16	33.50	31.60	28208.62	27144.36	34.55	31.00	8674.70	8287.55
Aug-16	32.15	26.45	28452.17	27697.91	35.90	26.30	8819.20	8518.15
Sep-16	30.30	28.05	29045.28	27865.96	32.00	25.25	8968.70	8555.20
Oct-16	29.65	28.20	28334.55	27529.97	30.15	27.00	8806.95	8506.15
Nov-16	29.95	24.90	27876.61	25765.14	30.00	23.60	8669.60	7916.40
Dec-16	28.65	23.55	26747.18	25807.1	29.90	25.25	8274.95	7893.80
Jan-17	26.30	29.00	27882.46	26595.45	29.95	24.40	8672.70	8133.80
Feb-17	28.55	25.25	28892.97	28141.64	29.95	23.10	8982.15	8537.50
Mar-17	25.50	23.80	29648.99	28832.45	26.80	23.00	9218.40	8860.10

i. Share Price performance in comparison to broad based indices – BSE Sensex and NSE CNX Nifty Share Price Movement (BSE and NSE)

j. Registrar and Share Transfer Agents

Karvy Computershares Private Limited, Karvy Selenium Tower B, Plot No. 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, Karnataka, India deal with all aspects of investor servicing relating to shares in both physical and demat form.

k. Share Transfer System

The Stakeholder Relationship Committee approves all routine transfers, transmissions, etc., of shares.

No request for transfers, transmissions and dematerialization were received during the year.

l. Details of Unclaimed Securities Suspense Account

In accordance with the requirement of Regulation 34 (3) and Schedule V Part F of SEBI Listing Regulations, the Company reports the following details in respect of equity shares lying in the suspense account:

Particulars	Number of Shareholders	Number of Shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on 1st April, 2016	0	0
Number of shareholders who approached the Company for transfer of shares from suspense account during the year	0	0
Number of shareholders to whom shares were transferred from unclaimed shares suspense account during the year	0	0
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on 31st March, 2017	0	0

m. (i) Distribution of Shareholding as on 31st March, 2017

Number of Shares	Shareholders		Shares	
	Number	% to Shareholders	Number	% to capital
1-5000	6649	81.08	982736	3.39
5001-10000	706	8.61	602607	2.08
10001-20000	355	4.33	567775	1.96
20001-30000	146	1.78	379826	1.31
30001-40000	60	0.73	216141	0.75
40001-50000	61	0.74	286869	0.99
50001-100000	90	1.10	683921	2.36
100001-200000	42	0.51	601660	2.07
200001 and above	92	1.12	24678469	85.10
Total	8201	100.00	29000004	100.00



(ii) Shareholding pattern as on 31st March, 2017

Category	Number of Holders	Number of Shares	% to capital
Clearing Members	22	12672	0.04
Foreign Portfolio Investors	1	5000	0.02
HUF	337	614477	2.12
Bodies Corporates	209	1343748	4.63
Non Resident Indians	65	48744	0.17
Promoters Bodies Corporates	1	504200	1.74
Company Promoters	45	18995804	65.50
Resident Individuals	7939	7475359	25.78
Total	8619	29000004	100.00

Your Company does not have any outstanding instruments for conversion into equity shares.

(iii) Details of Shares

Mode	Number of Shares	% to paid up capital	Number of holders
Physical	502	16211036	55.90
Electronic			
- NSDL	4993	10563534	36.43
- CDSL	2706	2225434	7.67
Total	8201	29000004	100.00

n. Dematerialization of shares and liquidity

Shares of the Company can be held and traded in electronic form. As stipulated by SEBI, the shares of the Company are accepted in the Stock Exchanges for delivery only in dematerialization form. The status of dematerialization of shares of the Company as on 31st March, 2017 is given below:

Physical			Demat			Total		
Holders	Number of Shares	% to paid-up capital	Holders	Number of Shares (*)	% to paid-up capital	Holders	Number of Shares (*)	% to paid-up capital
502	16211036	55.90	7699	12788968	44.10	8201	29000004	100.00

(*) including in GDR Form.

The equity shares of the Company are regularly traded in BSE and NSE and hence have good liquidity.

o. Outstanding GDR/Warrants and Convertible Notes, Conversion date and likely impact on the equity: Your Company has not issued any GDR/Warrants and Convertible Notes during the year.

p. Plant Locations: Plot No. 21, 22, Sector-6, Faridabad (Haryana), Pin Code- 21006.

q. Address for Correspondence: Plot No. 21, Sector-6, Faridabad (Haryana), Pin Code-21006



Certificate on Corporate Governance

To

The Members,
SPL Industries Limited.

We have examined the compliance of conditions of Corporate Governance by SPL Industries Limited for the financial year ended 31st March, 2017, as prescribed in Regulations 17 to 27, 46 (2) (b) to (i) and para C, D and E of Schedule V of Chapter IV of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as "SEBI (LODR) Regulations, 2015").

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

In our opinion and to the best of our information and according to the explanations given to us and based on representations made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, 46 (2) (b) to (i) and para C, D and E of Schedule V of Chapter IV of SEBI (LODR) Regulations, 2015.

We further state that such compliance certificate 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 Agarwal S. & Associates,
Company Secretaries,

CS Sachin Agarwal
Partner
FCS No. : 5774
C.P. No. : 5910

Date: 05.08.2017
Place: New Delhi

**ANNEXURE-C****Certificate by Managing Director/CEO & CFO**

We, Mukesh Kumar Aggarwal, Managing Director and Sanjay Gupta, Chief Financial Officer of SPL Industries Limited to the best of our knowledge and belief certify that:

- A. We have reviewed the financial statements including the cash flow statement for the year ended 31st March, 2017 and to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements present a true and fair view of the state of affairs of the Company and of the results of operations and cash flows. The financial statements have been prepared in conformity, in all material respects, with the existing Generally Accepted Accounting Principles including 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 volatile of the Company's Code of Conduct.
- C. We are responsible for establishing and monitoring the Company's internal control system for financial reporting and evaluating its effectiveness. Internal Audit function monitors the internal control system for financial reporting, which encompasses the examination and evaluation of the adequacy and effectiveness. Internal Audit works with all levels of management and Statutory Auditors, and reports significant issues to the Audit Committee of the Board. The Statutory Auditors and Audit Committee are apprised of any corrective action taken or proposed to be taken with regard to significant deficiencies and material weaknesses.
- D. We have indicated to the Company's Auditors and Audit Committee that:
- (1) significant changes, if any, in internal control over financial reporting during the year;
 - (2) significant changes, if any, in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and
 - (3) 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.

Date: 29.05.2017
Place: Faridabad

Mukesh Kumar Aggarwal
(Managing Director/CEO)
DIN: 00231651

Sanjay Gupta
(Chief Financial Officer)



ANNEXURE-D

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

GLOBAL ECONOMY

As per IMF, Global growth, currently estimated at 3.1 percent in 2015, is projected at 3.4 percent in 2016 and 3.6 percent in 2017. The pickup in global activity is projected to be more gradual than in the October 2015 World Economic Outlook (WEO), especially in emerging market and developing economies.

In advanced economies, a modest and uneven recovery is expected to continue, with a gradual further narrowing of output gaps. The picture for emerging market and developing economies is diverse but in many cases challenging. The slowdown and rebalancing of the Chinese economy, lower commodity prices, and strains in some large emerging market economies will continue to weigh on growth prospects in 2016–17. The projected pickup in growth in the next two years—despite the ongoing slowdown in China—primarily reflects forecasts of a gradual improvement of growth rates in countries currently in economic distress, notably Brazil, Russia, and some countries in the Middle East, though even this projected partial recovery could be frustrated by new economic or political shocks.

Risks to the global outlook remain tilted to the downside and relate to ongoing adjustments in the global economy: a generalized slowdown in emerging market economies, China's rebalancing, lower commodity prices, and the gradual exit from extraordinarily accommodative monetary conditions in the United States. If these key challenges are not successfully managed, global growth could be derailed.

MAJOR DEVELOPMENTS IN FY2016-17

The management plans to target as a mass market product in all over the World. It plans to launch the brand through the online route.

ABOUT THE INDUSTRY

The textile and apparel industry can be broadly divided into two segments - yarn and fibre, and processed fabrics and apparel. India accounts for 14 per cent of the world's production of textile fibres and yarns (largest producer of jute, second largest producer of silk and cotton, and third largest in cellulosic fibre). India has the highest loom capacity (including hand looms) with 63 per cent of the world's market share.

The domestic textile and apparel industry in India is estimated to reach US\$ 141 billion by 2021 from US\$ 67 billion in 2014. Increased penetration of organised retail, favourable demographics, and rising income levels are likely to drive demand for textiles. India is the world's second largest exporter of textiles and clothing.

Textile and apparel exports from India are expected to increase to US\$ 82 billion by 2021 from US\$ 40 billion in 2014. Readymade garments remain the largest contributor to total textile and apparel exports from India. In FY15-16 the segment had a share of 40 per cent of all textile and apparel exports. Cotton and man-made textiles were the other major contributors with shares of 31 per cent and 16 per cent, respectively.

Rising government focus and favorable policies is leading to growth in the textiles and clothing industry. Foreign direct investment (FDI) in textile sector increased to US\$ 1,587.8 million in FY15-16 from US\$ 1,424.9 million in FY14-15. The Ministry of Textiles is encouraging investments through increasing focus on schemes such as Technology Up-gradation Fund Scheme (TUFS). To promote apparel exports, 12 locations have been approved by the government to set up apparel parks for exports. As per the 12th Five Year Plan, the Government plans to provide a budgetary support of US\$ 4.25 billion to textiles. Free trade with ASEAN countries and proposed agreement with European Union will also help boost exports.

In the near future, India's apparel exports to developed markets are expected to increase considerably. Total exports of textiles and apparel are expected to touch US\$ 65 billion by March 2017.

REVIEW OF BUSINESS SEGMENTS

The Company is an export house of garments. In FY 2016-17 the ratio of export & domestic sale of garments was 98.34::1.36.

Opportunity Spectrum

Children's wear market is one of the most profitable segments in the global apparel industry. This segment was not affected by the meltdown on the global economy. TechNavio's analysts forecast the Baby Clothing market in the US to grow at a CAGR of 2.67 percent during the period 2014-2019. The developed and developing markets of infant garments depends on three major buying factors – the number of babies born, and the purchasing power of parents and the safety and quality standards of the apparels. The key drivers of the infant wear market are as follows.

- Organised Retail Sector: In the key markets to which SPL supplies its products such as USA and Europe organized retail accounts for 80% share of the total retail market. This makes the shopping convenient with the added benefits of quality and safety of the products available.
- Extension of Product Lines to Baby Clothing: Existing players in the apparel market, primarily branded manufactures, are extending their lines of products to baby clothing Demand for Comfort and Quality: The selection of clothing for babies is done judiciously by parents as they choose the best products for their newborn Growing popularity of online shopping: The internet is valuable source of information for parents. The number of parent who research, deliberate, discover, and compare children's products on the internet is increasing each day (courtesy: Technavio)

SPL Unique Advantages

The key advantage of SPL is its trained manpower and vertical value chain consisting of state of the art process machines, international quality check systems and final delivery of customized items to the customers.



SUSTAINABLE PRACTICES

Caring our employees, customers, society and environment is Company’s founding legacy. In alignment with our people approach, all our customers, mostly global leaders in infant apparels, strictly follow the Ethical Trading Initiative (ETI) while sourcing and hence the code of practice at SPL is mostly based on the ETI’s base Code, which outlines the labour standards expected at factories.

Our customers follow third party as well as internal social audits to confirm that their suppliers comply with the code. The code briefly covers the following:

- Bribery and corruption is prohibited
- No forced labour
- Having employee welfare committees
- Safe and hygienic working conditions
- No child labour
- Wages are reasonable and fair
- Reasonable working hours
- No discrimination
- Regular employment
- No physical or verbal abuse
- Disciplinary and grievance
- Environmental impacts

RISK MANAGEMENT POLICY IMPLEMENTATION

In today’s economic environment, Risk Management is a very important part of business. The main aim of risk management is to identify, monitor and take precautionary measures in respect of the events that may pose risks for the business. Your Company’s risk management is embedded in the business processes. Your Company has identified the following risks:

Key Risk	Impact to SPL Industries Limited	Mitigation Plans
Commodity Price Risk	Risk of price fluctuation on basic raw materials like cotton, yarn, Chemicals, power as well as finished goods used in the process of manufacturing	The Company commands excellent business relationship with the buyers. In case of major fluctuation either upwards or downwards, the matter will be mutually discussed and compensated both ways. Also by focusing on new value added products helps in lowering the impact of price fluctuation in finished goods.
Uncertain Global economic environment–slow growth in global economy	Impact on demand and realization of Exports of Children wear	Infant wear by its very nature is not effected by slowdowns / recessions, since Parents compromise on the infants needs as a last resort only.
Interest Rate Risk	Any increase in interest rate can affect the finance cost	Dependence on debt is very minimum and we have surplus funds with Banks to settle the entire debt in case the need arises.
Foreign Exchange Risk	Your Company exports all the products to USA and other European countries. Any volatility in the currency market can impact the overall profitability	The Company commands excellent Business relationship with the buyers. In case of major fluctuation either upwards or downwards, the matter will be mutually discussed and compensated both ways.
Human Resources Risk	Your Company’s ability to deliver value is dependent on its ability to attract, retain and nurture talent. Attrition and no availability of the required talent resource can affect the overall performance of the Company	By continuously benchmarking of the best HR practices across the industry and carrying out necessary improvements to attract and retain the best talent. By putting in place production incentives on time bound basis and evaluating the Performance at each stage of work. Also recruitment is across almost all states of India which helps to mitigate this risk and we do not anticipate any major issue for the coming five years.



Competition Risk	Your Company is always exposed to competition Risk from Asian Countries like Sri Lanka, China, Taiwan, and other African Countries. The increase in competition can create pressure on margins, market share etc.	By continuous efforts to enhance the brand image of the Company by focusing on R&D, quality, Cost, timely delivery and customer service. By introducing new product range commensurate with demands your Company plans to mitigate the risks so involved.
Compliance Risk – Increasing regulatory requirements	Any default can attract penal provisions	By regularly monitoring and review of Changes in regulatory framework. By monitoring of compliance through legal compliance Management tools and regular internal audit by Vatts & Associates.
Industrial Safety, Employee Health and Safety Risk	The Garmenting industry is labour intensive and are exposed to accidents, health and injury risk due to machinery breakdown, human negligence etc.	By development and implementation of critical safety standards across the various departments of the factory, establishing training need identification at each level of employee.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a proper and adequate internal control system to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and those transactions are authorised, recorded and reported correctly.

The internal control is exercised through documented policies, guidelines and procedures. It is supplemented by an extensive program of internal audits conducted by in house trained personnel. The audit observations and corrective action taken thereon are periodically reviewed by the audit committee to ensure effectiveness of the internal control system. The internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data, and for maintaining accountability of persons. Apart from the above the Company has engaged M/s Vatts & Associates to conduct Internal Audit during the year 2016-17.

HUMAN RESOURCES/INDUSTRIAL RELATIONS

The Company's HR philosophy is to establish and build a high performing organization, where each individual is motivated to perform to the fullest capacity: to contribute to developing and achieving individual excellence and departmental objectives and continuously improve performance to realize the full potential of our personnel. The Company is giving direct employment to 16178 employees. Industrial relations are cordial and satisfactory.

CAUTIONARY STATEMENT

Statements made herein describing the Company's expectations or predictions are "forward-looking statements". The actual results may differ from those expected or predicted. Prime factors that may make a difference to the Company's performance include market conditions, input costs, govt. regulations, economic development within/outside country etc.



SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017

[Pursuant to Section 204(1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To

The Members,
SPL Industries Limited.

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

Based on our verification of the **SPL's** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **SPL** 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 thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (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) Regulation, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (d) 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;
 - (e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (f) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) Compliances/processes/systems under following specific applicable Laws (as applicable to the industry) to the Company are not being verified by us.

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India.
- (ii) The Listing Agreements and the Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 with National Stock Exchange of India Limited & BSE Limited.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, subject to the following observation:

Company Secretary should report about compliance of other applicable laws to the Board of Directors as required under Section 205 of the Companies Act, 2013.



We further report that the Board of Directors of the Company is duly constituted as per the provision of Companies Act, 2013. 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.

Generally, 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.

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

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

We further report that during the audit period, there were no specific events/ actions having a major bearing on the company's affairs in pursuance of the above referred laws.

For **Agarwal S. & Associates,**
Company Secretaries,

CS Karishma Singh
Partner
ACS No. : 26054
C.P No. :16055

Place: New Delhi
Date: 05.08.2017

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

ANNEXURE-A

To

The Members,
SPL Industries Limited.

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

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

For Agarwal S. & Associates,
Company Secretaries,

CS Karishma Singh
Partner
ACS No. : 26054
C.P No. :16055

Place: New Delhi
Date: 05.08.2017



ANNEXURE-F

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

as on financial year ended on 31.03.2017

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

I. REGISTRATION & OTHER DETAILS:

i	CIN	L74899DL1991PLC062744
ii	Registration Date	06.12.1991
iii	Name of the Company	SPL INDUSTRIES LIMITED
iv	Category/Sub-category of the Company	Company Limited by Shares/Indian Non-Government Company
v	Address of the Registered office & contact details	Address: C-2/54, 5th Floor, Rajasthali Apartment, Pitampura, Delhi-34 Telephone: 011-27026840 Email: cs@spllimited.com Website: www.spllimited.com
vi	Whether listed company	Yes
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Name: Karvy Computershares Private Limited Address: Karvy Selenium Tower B, Plot No. 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, Karnataka, India Telephone: 040-67161518

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	Garment	2650	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

S.No.	Name and Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
The Company has no subsidiary/associate as on 31st March, 2017					



IV. SHARE HOLDING PATTERN

CATEGORY OF SHAREHOLDER		NO. OF SHARES HELD AT THE BEGINNING OF THE YEAR 31/03/2016				NO. OF SHARES HELD AT THE END OF THE YEAR 31/03/2017				% CHANGE DURING THE YEAR
		DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
(A)	PROMOTER AND PROMOTER GROUP									
(1)	INDIAN									
(a)	Individual /HUF	3289760	15706044	18995804	65.50	3289760	15706044	18995804	65.50	0.00
(b)	Central Government/State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Bodies Corporate	0	504200	504200	1.74	0	504200	504200	1.74	0.00
(d)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Others (Partnership Firm)	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total A(1) :	3289760	16210244	19500004	67.24	3289760	16210244	19500004	67.24	0
(2)	FOREIGN									
(a)	Individuals (NRIs / Foreign Individuals)	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total A(2):	0	0	0	0.00	0	0	0	0.00	0.00
	Total A=A(1)+A(2)	3289760	16210244	19500004	67.24	3289760	16210244	19500004	67.24	0.00
(B)	PUBLIC SHAREHOLDING									
(1)	INSTITUTIONS									
(a)	Mutual Funds /UTI	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Financial Institutions /Banks	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Central Government / State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(f)	Foreign Institutional Investors	5000	0	5000	0.02	0	0	0	0.00	0.02
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(h)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total B(1) :	5000	0	5000	0.02	0	0	0	0.00	0.02
(2)	NON-INSTITUTIONS									
(a)	Bodies Corporate	1343748	0	1343748	4.63	1076030	0	1076030	3.71	0.92
(b)	Individuals									
	(i) Individuals holding nominal share capital upto Rs.1 lakh	3619851	797	3620648	12.48	3427972	792	3428764	11.82	0.66
	(ii) Individuals holding nominal share capital in excess of Rs.1 lakh	4469188	0	4469188	15.41	4927019	0	4927019	16.99	-1.58
(c)	Others									
	CLEARING MEMBERS	12672	0	12672	0.04	19747	0	19747	0.07	-0.02
	NON RESIDENT INDIANS	48744	0	48744	0.17	42803	0	42803	0.15	0.02
	NRI NON-REPATRIATION	0	0	0	0.00	5637	0	5637	0.02	-0.02
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total B(2):	9494203	797	9495000	32.74	9499208	792	9500000	32.76	-0.02
	Total B=B(1)+B(2):	9499203	797	9500000	32.76	9499208	792	9500000	32.76	0.00
	Total (A+B):	12788963	16211041	29000004	100.00	12788968	16211036	29000004	100.00	0.00
(C)	Shares held by custodians, against which Depository Receipts have been issued									
(1)	Promoter and Promoter Group									
(2)	Public	0	0	0	0.00	0	0	0	0.00	0.00
	GRAND TOTAL (A+B+C):	12788963	16211041	29000004	100.00	12788968	16211036	29000004	100.00	



V. SHARE HOLDING OF PROMOTERS

S No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	MUKESH AGGARWAL	5772847	19.91	0	5772847	19.91	0	0.00
2	NARINDER AGGARWAL	5732802	19.77	0	5732802	19.77	0	0.00
3	NISHANT AGGARWAL	1699260	5.86	0	1699260	5.86	0	0.00
4	SHASHI AGGARWAL	1410800	4.86	0	1410800	4.86	0	0.00
5	ELKAY OVERSEAS INDIA	869900	3.00	0	869900	3.00	0	0.00
6	KIRAN AGGARWAL	812721	2.80	0	812721	2.80	0	0.00
7	KUSHAL AGGARWAL	577453	1.99	0	577453	1.99	0	0.00
8	PUNITA JINDAL	575100	1.98	0	575100	1.98	0	0.00
9	VIPUL AGGARWAL	483641	1.67	0	483641	1.67	0	0.00
10	SUNITA JINDAL	404560	1.40	0	404560	1.40	0	0.00
11	VIJAY KUMAR JINDAL	400900	1.38	0	400900	1.38	0	0.00
12	SUNIL KUMAR JINDAL	321000	1.11	0	321000	1.11	0	0.00
13	SUNIL JINDAL(HUF)	191700	0.66	0	191700	0.66	0	0.00
14	AVNISH JINDAL	133500	0.46	0	133500	0.46	0	0.00
15	NILESH JINDAL	113720	0.39	0	113720	0.39	0	0.00
16	NAINA JINDAL	100	0.00	0	100	0.00	0	0.00
	TOTAL	19500004	67.24	0	19500004	67.24	0	0.00

IV(iii) Change in Promoters' Shareholding

S. No.	Promoters Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	MUKESH AGGARWAL				
	At the beginning of the year	5772847	19.91	5772847	19.91
	No Change	0	-	5,772,847	19.91
	At the End of the year	5,772,847	19.91	5,772,847	19.91
2	NARINDER AGGARWAL				
	At the beginning of the year	5732802	19.77	5732802	19.77
	No Change	0	-	5,732,802	19.77
	At the End of the year	5,732,802	19.77	5,732,802	19.77
3	NISHANT AGGARWAL				
	At the beginning of the year	1699260	5.86	1699260	5.86
	No Change	0	-	1,699,260	5.86
	At the End of the year	1,699,260	5.86	1,699,260	5.86
4	SHASHI AGGARWAL				
	At the beginning of the year	1410800	4.86	1410800	4.86
	No Change	0	-	1,410,800	4.86
	At the End of the year	1,410,800	4.86	1,410,800	4.86
5	ELKAY OVERSEAS INDIA				
	At the beginning of the year	869900	3.00	869900	3.00
	No Change	0	-	869,900	3.00
	At the End of the year	869,900	3.00	869,900	3.00



S. No.	Promoters Name	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
6	KIRAN AGGARWAL				
	At the beginning of the year	812721	2.80	812721	2.80
	No Change	0	-	812,721	2.80
	At the End of the year	812,721	2.80	812,721	2.80
7	KUSHAL AGGARWAL				
	At the beginning of the year	577453	1.99	577453	1.99
	No Change	0	-	577,453	1.99
	At the End of the year	577,453	1.99	577,453	1.99
8	PUNITA JINDAL				
	At the beginning of the year	575100	1.98	575100	1.98
	No Change	0	-	575,100	1.98
	At the End of the year	575,100	1.98	575,100	1.98
9	VIPUL AGGARWAL				
	At the beginning of the year	483641	1.67	483641	1.67
	No Change	0	-	483,641	1.67
	At the End of the year	483,641	1.67	483,641	1.67
10	SUNITA JINDAL				
	At the beginning of the year	404560	1.40	404560	1.40
	No Change	0	-	404,560	1.40
	At the End of the year	404,560	1.40	404,560	1.40
11	VIJAY KUMAR JINDAL				
	At the beginning of the year	400900	1.38	400900	1.38
	No Change	0	-	400,900	1.38
	At the End of the year	400,900	1.38	400,900	1.38
12	SUNIL KUMAR JINDAL				
	At the beginning of the year	321000	1.11	321000	1.11
	No Change	0	-	321,000	1.11
	At the End of the year	321,000	1.11	321,000	1.11
13	SUNIL JINDAL(HUF)				
	At the beginning of the year	191700	0.66	191700	0.66
	No Change	0	-	191,700	0.66
	At the End of the year	191,700	0.66	191,700	0.66
14	AVNISH JINDAL				
	At the beginning of the year	133500	0.46	133500	0.46
	No Change	0	-	133,500	0.46
	At the End of the year	133,500	0.46	133,500	0.46
15	NILESH JINDAL				
	At the beginning of the year	113720	0.39	113720	0.39
	No Change	0	-	113,720	0.39
	At the End of the year	113,720	0.39	113,720	0.39
16	NAINA JINDAL				
	At the beginning of the year	100	0.00	100	0.00
	No Change	0	-	100	0.00
	At the End of the year	100	0.00	100	0.00



IV(iii) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters, and Holder of GDRs and ADRs):

S. No.	Promoters Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	SHYAM SUNDER BANSAL				
	At the beginning of the year	463044	1.60	463044	1.60
	Trnsaction During the year	1188	0.00	464232	1.60
	At the End of the year	464,232	1.60	464,232	1.60
2	VINOD MITTAL				
	At the beginning of the year	88074	0.30	88074	0.30
	Trnsaction During the year	293437	1.01	381511	1.32
	At the End of the year	381,511	1.32	381,511	1.32
3	VIJAY KUMAR GUPTA				
	At the beginning of the year	0	-	0	-
	Trnsaction During the year	278237	0.96	278237	0.96
	At the End of the year	278,237	0.96	278,237	0.96
4	VINOD MITTAL				
	At the beginning of the year	295919	1.02	295919	1.02
	Trnsaction During the year	12090	0.04	308009	1.06
	At the End of the year	308,009	1.06	308,009	1.06
5	SOMESH MITTAL				
	At the beginning of the year	0	-	0	-
	Trnsaction During the year	292225	1.01	292225	1.01
	At the End of the year	292,225	1.01	292,225	1.01
6	MOHIT DUDHERIA				
	At the beginning of the year	292000	1.01	292000	1.01
	Trnsaction During the year	-175000	-0.60	117000	0.40
	At the End of the year	117,000	0.40	117,000	0.40
7	SOMESH MITTAL				
	At the beginning of the year	282657	0.97	282657	0.97
	Trnsaction During the year	6000	0.02	288657	1.00
	At the End of the year	288,657	1.00	288,657	1.00
8	SUNITA MITTAL				
	At the beginning of the year	269539	0.93	269539	0.93
	Trnsaction During the year	4000	0.01	273539	0.94
	At the End of the year	273,539	0.94	273,539	0.94
9	DEVENDER MITTAL				
	At the beginning of the year	217164	0.75	217164	0.75
	Trnsaction During the year	0	-	217164	0.75
	At the End of the year	217,164	0.75	217,164	0.75
10	SUNSTAR OVERSEAS LTD				
	At the beginning of the year	207231	0.71	207231	0.71
	Trnsaction During the year	-207231	-0.71	0	-
	At the End of the year	0	-	0	-



V Shareholding of Directors and Key Managerial Personnel:

S. No.	Promoters Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	MUKESH KUMAR AGGARWAL (MD)				
	At the beginning of the year	5772847	19.91	5772847	19.91
	No Change	0	-	5,772,847	19.91
	At the End of the year	5,772,847	19.91	5,772,847	19.91
2	SHASHI AGARWAL (DIRECTOR)				
	At the beginning of the year	1410800	4.86	1410800	4.86
	No Change	0	-	1,410,800	4.86
	At the End of the year	1,410,800	4.86	1,410,800	4.86
3	VIJAY KUMAR JINDAL (DIRECTOR)				
	At the beginning of the year	400900	1.38	400900	1.38
	No Change	0	-	400,900	1.38
	At the End of the year	400,900	1.38	400,900	1.38
4	CHANDERJEET SINGH BHATIA (INDEPENDENT DIRECTOR)				
	At the beginning of the year	0	-	0	-
	No Change	0	-	0	-
	At the End of the year	0	-	0	-
5	ARUN KUMAR (INDEPENDENT DIRECTOR)				
	At the beginning of the year	0	-	0	-
	No Change	0	-	0	-
	At the End of the year	0	-	0	-
6	RAJESH GOYAL (INDEPENDENT DIRECTOR)				
	At the beginning of the year	0	-	0	-
	No Change	0	-	0	-
	At the End of the year	0	-	0	-
7	SANJAY GUPTA (CEO)				
	At the beginning of the year	0	-	0	-
	No Change	0	-	0	-
	At the End of the year	0	-	0	-
8	B.B.SHARMA (CS From 01.04.2016 to 27.05.2016)				
	At the beginning of the year	0	-	0	-
	No Change	0	-	0	-
	At the End of the year	0	-	0	-
9	KIRTI (CS From 11.07.2016 to 26.12.2016)				
	At the beginning of the year	0	-	0	-
	No Change	0	-	0	-
	At the End of the year	0	-	0	-
10	ASHISH YADAV (CS From 26.12.2016 to 31.03.2017)				
	At the beginning of the year	0	-	0	-
	No Change	0	-	0	-
	At the End of the year	0	-	0	-



VI INDEBTEDNESS

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

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	50,000,000	133,000,000	NIL	
ii) Interest due but not paid		192,985		
iii) Interest accrued but not due				
Total (i+ii+iii)	50,000,000	133,192,985		183,192,985
Net Change	-18,508,389	-45,555,318		-64,063,707
Indebtedness at the end of the financial year				
i) Principal Amount	31,491,611	87,637,667	NIL	119,129,278
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	31,491,611	87,637,667	NIL	119,129,278

VII REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

S.No.	Particulars of Remuneration	Name of the Directors			Total Amount
		Mr. Mukesh Kumar Aggarwal (MD)	Mrs. Shashi Agarwal (Director)	Mr. Vijay Kumar Jindal (Director)	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4,300,000	0	0	4,300,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission - as % of profit - others, specify...	0	0	0	0
5	Others, please specify (EL & Bonus)	0	0	0	0
	Total (A)	4,300,000	0	0	4,300,000
	Ceiling as per the Act				

B. Remuneration to other directors: NIL

S.No.	Particulars of Remuneration	Name of the Directors			Total Amount
		Mr.Chanderjeet Singh Bhatia (Independent Directors)	Mr.Rajesh Goyal (Independent Directors)	Mr.Arun Kumar (Independent Directors)	
1	Independent Directors				
	Fee for attending Board Committee meetings	0	0	0	0
	Commission	0	0	0	0
	Others, please specify	0	0	0	0
	Total (1)	0	0	0	0
2	Other Non-Executive Directors				
	Fee for attending Board Committee meetings	0	0	0	0
	Commission	0	0	0	0
	Others, please specify	0	0	0	0
	Total (2)	0	0	0	0
	Total (B) = (1+2)	0	0	0	0



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

S.No.	Particulars of Remuneration	Name of the Directors				Total Amount
		Mr. Sanjay Gupta (Chief Financial Officer)	Mr. B.B.Sharma (Company Secretary)	Ms. Kirti (Company Secretary)	Mr. Ashish Yadav (Company Secretary)	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	750,072	60,000	82,797	79,022	971,891
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0	0	0
2	Stock Option	0	0	0	0	0
3	Sweat Equity	0	0	0	0	0
4	Commission - as % of profit - others, specify...	0	0	0	0	0
5	Others, please specify (EL & Bonus)	0	0	0	0	0
	Total (A)	750,072	60,000	82,797	79,022	971,891
	Ceiling as per the Act					

VIII PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: N.A.

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



ANNEXURE-G

ANNUAL REPORT ON CSR ACTIVITIES TO BE INCLUDED IN THE BOARD'S REPORT

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.**

The main objective of CSR policy is to lay down guidelines to make CSR a key business process for sustainable development of the Society. It aims at supplementing the role of the Govt. in enhancing welfare measures of the society based on the immediate short term and long term and environmental consequences of their activities. The Company shall execute CSR activities in the areas around its corporate and registered office. It may approve specific cases of projects in different areas. The overview of projects or programs proposed to be undertaken includes the following:

1. Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation and making available safe drinking water.
2. Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently-abled and livelihood enhancement projects.
3. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans, setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically background groups.
4. Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water.
5. Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts.
6. Sports and culture, training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports.
7. Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women.
8. Rural development projects viz. Infrastructure Support, Infrastructure for Village Electricity/Solar Light etc. Recurring expenditure should be borne by the beneficiaries.
9. Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Govt.
10. Measures for the benefit of armed forces veterans, war widows and their dependents.

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

S. No.	Name of Members	Designation
1	Chanderjeet Singh Bhatia	Chairman
2	Mukesh Kumar Aggarwal	Member
3	Shashi Agarwal	Member

3. **Average net profit of the company for last three financial years – Rs. 44,206,875/-**

4. **Prescribed CSR Expenditure (two per cent. of the amount as in item 3 above)- Rs. 884,138/-**

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

(a) **Total amount to be spent for the financial year;- Rs. 884,138/-**

(b) **Amount unspent, if any;- Rs. 884,138/-**

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

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
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 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*
	NIL						

*Give details of implementing agency:



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 was unable to spend the CSR amount, as the company was in huge losses since years. Now the Company is regular in exports and expecting better results in coming years. The Company is committed to fulfill all its commitments towards investor and society at large.

7. **A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.**

The CSR Committee hereby takes responsibility that the implementation and monitoring of CSR activities shall be in compliance with CSR objectives and the CSR Policy of the Company.

Sd/-
Chanderjeet Singh Bhatia
Chairman, CSR Committee

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

Mukesh Kumar Aggarwal
(Managing Director)
DIN : 00231651
Add: C-1/4, Sector-11, Faridabad - 121007

Shashi Agarwal
(Director)
DIN 06687549
Add: C-1/4, Sector-11, Faridabad - 121007

Place: Faridabad
Date: 16.08.2017



ANNEXURE-H

PARTICULARS OF THE EMPLOYEES

The information required under Section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

S. No.	Name of the Director/ KMP	Ratio to median remuneration	% Increase in remuneration in the financial year
1	Sh. Mukesh Kumar Aggarwal	381.67	NIL
2	Sh. Sanjay Gupta	66.57	NIL
3	Sh. B.B Sharma*	5.32	NIL
4	Ms. Kirti*	7.34	NIL
5	Sh. Ashish Yadav*	7.01	NIL

* Since this information is for part of the year, the same is not comparable.

b. The median remuneration for the year 2016-17 is 11,266/-

c. The percentage increase in remuneration of each Director, Chief Executive Officer/ Chief Financial Officer or Company Secretary in the financial year: 51.16

d. The number of permanent employees on the rolls of Company: 16,178

e. The explanation on the relationship between average increase in remuneration and Company performance:

The average increase in remuneration per employee is in line with normal pay revisions, which is linked to individual performance and the Company's performance.

f. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Increase in remuneration is based on remuneration policy of the Company

j. The key parameters for any variable component of remuneration availed by the directors:

The Non- Executive Directors of the company have waived their right to receive any remuneration by way of sitting fee.

k. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: Not applicable.

l. Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company affirms remuneration is as per the remuneration policy of the Company.

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

Mukesh Kumar Aggarwal
(Managing Director)
DIN : 00231651
Add: C-1/4, Sector-11, Faridabad - 121007

Shashi Agarwal
(Director)
DIN 06687549
Add: C-1/4, Sector-11, Faridabad - 121007

Place: Faridabad
Date: 16.08.2017



ANNEXURE-I

Disclosure of Particulars pursuant to Rule 8 of the Companies (Accounts) Rules 2014

A. CONSERVATION OF ENERGY:

i) Steps taken for conservation of energy:

Your company continuously taking necessary steps to absorb and adopt the latest technology and innovation in the Garment Industry. These initiatives enable the facilities to become more efficient and productive as the company expands, thereby helps in energy conservation. All machinery and equipment are continuously serviced, updated and overhauled in order to maintain them in good condition. This resulted in consumption of lesser energy consumption. Energy Conservation continues to receive increased emphasis at all the units of the Company. Energy audits and Inter unit studies are carried out on a regular basis for taking steps for reduction of the energy consumption. Hence your company has not opted for alternate energy sources. Additionally, constant efforts in continuing all previous conservation measures and increasing awareness of energy management amongst employees have continued which should enable further savings to transpire going forward.

ii) The steps taken by the Company for utilizing alternative source of energy:

Your company has taken steps for up gradation and modernization of various machines in phased manner. The Company also replaces old plant and machinery in the processing unit and steps are taken to modernization of various operations including installation of robotic machines for handling very specialized work/activities.

B. TECHNOLOGY ABSORPTION:

In addition to product and raw material development which continues to be strengthened, Research and Development activities on fashion designing are carried out on on-going basis. Absorbing technologies with state of art machineries like automated cutting machine, automated fabric inspection machines, etc., the quality of the products and efficiency of the systems have been substantially improved. By applying those technologies, the cost of production was under control. The nature of activities of the Company does not warrant any exclusive R&D department.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Foreign Exchange outgo and foreign exchange earned by the Company during the year are detailed below: (Refer to Note No. 29 of other Notes to the Financial Statements).

Particulars	2016-17	2015-16
Foreign Exchange outgo	40,585,784	14,367,271
Foreign Exchange earned	981,525,107	91,31,44,309

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

Mukesh Kumar Aggarwal
(Managing Director)
DIN : 00231651

Add: C-1/4, Sector-11, Faridabad - 121007

Shashi Agarwal
(Director)
DIN 06687549

Add: C-1/4, Sector-11, Faridabad - 121007

Place: Faridabad
Date: 16.08.2017

**INDEPENDENT AUDITOR'S REPORT****TO THE MEMBERS OF
SPL INDUSTRIES LIMITED****Report on the Financial Statements**

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and 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 there as on ableness of the accounting estimates made by the Company's directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub – section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the order.
2. As required by section 143 (3) of the Act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.



- b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. the balance sheet, the statement of profit and loss, and the cash flow statement dealt with by this Report are in agreement with the books of account;
- d. in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e. on the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164(2) of the Act.
- f. with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- g. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, and as required on long-term contracts including derivative contracts.
 - iii. there is no amount which is required to be transferred, to the Investor Education and Protection Fund by the Company
 - iv. the company had provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the company.

**For SINGHI CHUGH & KUMAR
CHARTERED ACCOUNTANTS
FRN: 013613N**

**New Delhi
29th May, 2017**

**Harsh Kumar
Partner
M. No. 088123**



Annexure – A to the Independent Auditor's Report

The Annexure referred to in our Independent Auditor's Report to the members of the company on the financial statements for the year ended 31st 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) Fixed assets have been physically verified by the management during the audit period and no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) The inventory has been physically verified during the audit period by the management and no material discrepancies were noticed on such verification. The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (iii) The Company has not granted any loans, secured or unsecured, to companies/ firms/ other parties covered in the register maintained, on the basis declaration received from the directors in Form MBP-1, under section 189 of the Act.
Accordingly, Sub clauses (a) to (b) of paragraph 3(iii) of the Order are not applicable to the Company.
- (iv) The company has not given loans, guarantees and security.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from public within the meaning of sections 73 to 76 of the Act.
- (vi) We have broadly reviewed the books of account relating to materials, labour and other items of cost maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records under sub section 1 of section 148 of the Companies Act, 2013 and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained.
- (vii) (a) During audit procedures we have found that the Company is regular in depositing undisputed statutory dues including Provident fund, Investor Education and Protection Fund, Employee's State Insurance, Income Tax, Sales Tax, Service Tax and other material statutory dues applicable to it with the appropriate authorities.
- (b) No due of Income Tax/ Sales Tax/ Service Tax/ Custom Duty/ Wealth Tax/ Excise Duty/ Cess are pending on part of the Company on account of any dispute.
- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institutions, banks, Government or debenture holders during the year.
- (ix) The Company does not raise any money by way of initial public offer or further public offer (including debt instruments) and terms loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of audit.
- (xi) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3 (xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such 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 and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3 (xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For SINGHI CHUGH & KUMAR
CHARTERED ACCOUNTANTS
FRN: 013613N**

**New Delhi
29th May, 2017**

**Harsh Kumar
Partner
M. No. 088123**



Annexure – B to the Independent Auditor’s Report

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

We have audited the internal financial controls over financial reporting of SPL INDUSTRIES LIMITED (“the Company”) as of March 31, 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

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

Auditors’ Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 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 SINGHI CHUGH & KUMAR
CHARTERED ACCOUNTANTS
FRN: 013613N**

**New Delhi
29th May, 2017**

**Harsh Kumar
Partner
M. No. 088123**



BALANCE SHEET AS AT 31ST MARCH, 2017

(Amounts in Indian Rupees)

Particulars	Note	As at 31st Mar, 2017		As at 31st Mar, 2016	
EQUITY AND LIABILITIES					
Shareholders Funds					
Share Capital	1	290,000,040		290,000,040	
Reserves And Surplus	2	348,821,098	638,821,138	345,578,675	635,578,715
Non-Current Liabilities					
Deferred Tax Liabilities (Net)	3	-		-	
Long-Term Borrowings	4	31,633,997			
Long-Term Provisions	4A	4,914,374	36,548,371	3,496,336	3,496,336
Current Liabilities					
Short Term Borrowings	5	119,129,277		183,192,985	
Trade Payables	6	419,483,715		83,876,058	
Other Current Liabilities	7	60,383,040		84,164,653	
Short Term Provisions	8	4,284,481	603,280,514	2,385,743	353,619,439
TOTAL			1,278,650,020		992,694,490
ASSETS					
Non-Current Assets					
Fixed Assets					
Tangible Assets	9	545,594,205		467,703,918	
Intangible Assets	9	1,019,988		1,836,097	
Long-Term Loans And Advances	10	2,316,451		2,316,451	
Other Non-Current Assets	11	1,451,918	550,382,563	3,779,194	475,635,660
Current Assets					
Inventories	12	198,574,895		97,820,392	
Trade Receivables	13	330,859,591		313,211,380	
Cash & Bank Balances	14	51,675,085		22,376,205	
Short-Term Loans And Advances	15	145,660,696		83,468,240	
Other Current Assets	16	1,497,191	728,267,458	182,613	517,058,830
TOTAL			1,278,650,020		992,694,490

Significant Accounting Policies & Notes on Financial Statements 1 to 39

The notes are an integral part of these financial statements
This is the balance sheet referred to in our report of even date

FOR SINGHI CHUGH & KUMAR
CHARTERED ACCOUNTANTS
FRN No. 013613N

Harsh Kumar
Partner
M. No.088123

Place: New Delhi
Date: 29th May, 2017

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF
SPL INDUSTRIES LIMITED

Managing Director
DIN: 00231651

Director
DIN: 06687549

Chief Financial Officer

Company Secretary



STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

(All Amounts in Indian Rupees)			
Particulars	Note	As at 31st Mar, 2017	As at 31st Mar, 2016
INCOME			
Revenue From Operations	17	1,506,337,537	1,487,997,677
Other Income	18	39,818,851	15,934,221
TOTAL REVENUE		1,546,156,388	1,503,931,898
EXPENSES			
Cost Of Material Consumed	19	759,324,877	803,058,789
Manufacturing Expenses	20	398,440,339	293,298,627
Changes In Inventories Of Finished Goods, Work In Progress & Stock In Trade	21	(47,849,593)	(30,218,747)
Employee Benefits Expenses	22	287,318,099	195,282,646
Finance Costs	23	28,680,918	12,151,647
Depreciation And Amortization Expense	24	29,895,543	31,734,062
Other Expenses	25	86,878,764	107,990,097
TOTAL EXPENSES		1,542,688,947	1,413,297,122
Profit/(Loss) before Exceptional & Extraordinary Items		3,467,441	90,634,776
Exceptional Items/ Extraordinary Items		-	-
Prior Period Items	26	(225,015)	(2,287,650)
Profit/(Loss) Before Tax		3,242,425	88,347,126
Tax Expense/Adjustments	27		
Current Tax		-	-
Earlier Years Tax		-	(63,882)
Deferred Tax		-	-
Profit/ (Loss) For The Period		3,242,425	88,283,244
Earnings/(Loss) per equity share:	28		
Basic and Diluted		0.11	3.04

Significant Accounting Policies & Notes on Financial Statements 1 to 39

The notes are an integral part of these financial statements
This is the balance sheet referred to in our report of even date

FOR SINGHI CHUGH & KUMAR
CHARTERED ACCOUNTANTS
FRN No. 013613N

Harsh Kumar
Partner
M. No.088123

Place: New Delhi
Date: 29th May, 2017

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF
SPL INDUSTRIES LIMITED

Managing Director
DIN: 00231651

Director
DIN: 06687549

Chief Financial Officer

Company Secretary



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

(Amounts in Indian Rupees)			
Particulars	2016-17		2015-16
A: CASH FLOWS FROM OPERATING ACTIVITIES			
Net Profit/(Loss) Before Tax as per Profit and Loss Statement		3,242,425	88,347,126
Adjusted for:			
Depreciation and amortisation expenses	29,895,543		31,734,062
Finance Cost	28,680,918		12,151,647
Loss on sale of assets	-		22,427
Interest Income	(3,075,594)	55,500,867	(557,314)
Operating Profit before Working Capital Changes		58,743,292	131,697,948
Adjusted for:			
Inventory	(100,754,503)		(55,911,768)
Short Term Loan & Advances	(62,192,456)		(11,437,686)
Other Current Asset	(1,314,578)		(182,613)
Other Current Liabilities	(23,781,613)		5,225,188
Trade Receivables	(17,648,211)		(156,843,512)
Trade Payables	335,607,657		(1,843,994)
Provisions	3,316,776	133,233,073	(287,920)
Net Cash Generated by Operating Activities			(221,282,306)
Cash generated from / used in operations		191,976,365	(89,584,358)
Taxes Paid (Net)		-	(63,882)
Net Cash Generated by Operating Activities		191,976,365	(89,648,240)
B: CASH FLOWS FROM INVESTING ACTIVITIES			
Interest Income	3,075,594		557,314
Change In fixed Asset	(106,969,726)		(15,527,379)
Long Term Loans & Advances	(0)		(150,615)
Other Non-Current Assets	2,327,276	(101,566,857)	(2,957,594)
Net Cash Provided by / (used) in Investing Activity		(101,566,857)	(18,078,274)
C: CASH FLOWS FROM FINANCING ACTIVITIES			
Short Term Borrowings	(64,063,708)		129,992,985
Long-Term Borrowings	31,633,997		-
Interest & Other Borrowing Cost	(28,680,918)	(61,110,628)	(12,151,647)
Net Cash Used in Financing Activity		(61,110,628)	117,841,338
		29,298,880	10,114,824
Net Increase/(Decrease) In Cash And Cash Equivalent		22,376,205	12,261,381
Cash And Cash Equivalent At The Beginning Of The Period		51,675,085	22,376,205
Cash And Cash Equivalent At The End Of The Period			

Significant Accounting Policies & Notes on Financial Statements

1 to 39

Notes:

- The above cash flow statement has been prepared under the indirect method set out in AS-3 notified under Companies Act, 2013
 - Figures in brackets indicate cash outflows
 - The notes to the Financial Statements are an integral part of the Cash Flow Statement.
- This is the Cash Flow Statement referred to in our report of even date

FOR SINGHI CHUGH & KUMAR
CHARTERED ACCOUNTANTS
FRN No. 013613N

Harsh Kumar
Partner
M. No.088123

Place: New Delhi
Date: 29th May, 2017

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF
SPL INDUSTRIES LIMITED

Managing Director
DIN: 00231651

Director
DIN: 06687549

Chief Financial Officer

Company Secretary



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

Previous Year figures have been regrouped / reclassified, wherever necessary to conform to the current year presentation

(All Amounts in Indian Rupees)

Note	Particulars	As at 31st Mar, 2017	As at 31st Mar, 2016
1	SHARE CAPITAL		
1.1	Authorized Share Capital:		
	3,00,00,000 (31st March 2016: 3,00,00,000) Equity Shares of Rs.10/- each	<u>300,000,000</u>	<u>300,000,000</u>
	Issued, Subscribed & Fully Paid Up:		
	2,90,00,004 (31st March 2016: 2,90,00,004) equity shares of Rs.10/- each	<u>290,000,040</u>	<u>290,000,040</u>
	TOTAL	<u>290,000,040</u>	<u>290,000,040</u>

1.2 Reconciliation of number of shares outstanding at the beginning and at the end of the reporting Period:

1.4 Detail of Shareholders holding more than 5 % Shares in the company:1.3 Terms/rights attached to equity shares:

The company has only one class of equity shares having a Par Value of Rs. 10/- Per share. Each holder of Equity Shares in entitled to one vote Per share. There is no dividend proposed by the Board of Directors.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company. The distribution will be in proportion to the number of equity shares held by the shareholders.

1.4 Detail of Shareholders holding more than 5 % Shares in the company:

Particulars	As at 31st Mar, 2017		As at 31st Mar, 2016	
	No. of Shares	% holding	No. of Shares	% holding
Narender Kumar Aggarwal	5,772,847	19.91%	5,772,847	19.91%
Mukesh Kumar Aggarwal	5,732,802	19.77%	5,732,802	19.77%
Nishant Aggarwal	1,699,260	5.86%	1,699,260	5.86%

2 RESERVE & SURPLUS:

Particulars	As at 31st Mar, 2017	As at 31st Mar, 2016
2.1 Capital Reserve		
As per last Balance Sheet	3,107,174	3,107,174
2.2 Securities Premium Account		
As per last Balance Sheet	496,744,853	496,744,853
2.3 Revaluation Reserve		
As per last Balance Sheet	266,065,054	266,065,054
2.4 Profit and Loss Account		
As per last Balance Sheet	(420,338,409)	(508,621,650)
Add: Profit / (loss) for the year	3,242,425	88,283,244
Add: Adjustment for Depreciation	-	-
TOTAL	<u>348,821,098</u>	<u>345,578,675</u>

*Fixed Assets of the company were revalued as on 31st March, 2012 except for Car (vehicles), furniture & fixture and other equipments whose total net carrying amount before revaluation of fixed assets is less than 5% of the total net carrying amount of total fixed assets. The effect of revaluation of fixed assets have been taken by restating the Net Book Value by adding there in the net increase on account of revaluation.

3 DEFERRED TAX LIABILITIES (NET)*

Deferred Tax Liabilities	119,075,311	122,980,267
Deferred Tax Assets	<u>(119,075,311)</u>	<u>(122,980,267)</u>
TOTAL	<u>-</u>	<u>-</u>



Note	Particulars	As at 31st Mar, 2017	As at 31st Mar, 2016
4	LONG-TERM BORROWINGS		
	Secured		
		31,633,997	-
	TOTAL	31,633,997	-
	* Term Loan taken from Punjab National Bank against hypothecation of machinery purchased out of bank loan repayable in 60 equal installments after a moratorium period of 6 months carrying interest rate @ MCLR(5Yrs) + 1.65% i.e. 11.25%		
	The said loan is collaterally secured against property at Plot No.21, Sector -6, Industrial Area, Faridabad owned by SPL Industries Limited		
	Loan is secured by the personal guarantee of : (1) Mr.Mukesh Kumar Aggarwal (2) Mrs. Shashi Aggarwal (3) Mr. Vijay Jindal (4) Mr. Narender Aggarwal.		
4A	LONG-TERM PROVISIONS		
	Provisions For Employee Benefits*	-	-
	-Compensated Absences	4,914,374	3,496,336
	-Gratuity	4,914,374	3,496,336
	* Refer Note No 22 for AS-15 Disclosure		
5	SHORT-TERM BORROWINGS		
	Secured		
	Loans Repayable on demand		
	- from Banks*	31,491,611	50,000,000
	Unsecured		
	Other Loans & Advances	87,637,667	133,192,985
	TOTAL	119,129,277	183,192,985
	*Demand Loans from Banks is the Packing Credit Loan from Punjab National Bank. These loans are secured against hypothecation of stock meant for export & Charge on the current assets of the company.		
	The said loan is collaterally secured against property at Plot No.21, Sector -6, Industrial Area, Faridabad owned by SPL Industries Limited		
	Loan is secured by the personal guarantee of : (1) Mr.Mukesh Kumar Aggarwal (2) Mrs. Shashi Aggarwal (3) Mr. Vijay Jindal (4) Mr. Narender Aggarwal.		
6	TRADE PAYABLES		
	"Micro, Small and Medium Enterprises (As certified by the Management)**"	3,643,725	859,859
	Others	415,839,990	83,016,199
	TOTAL	419,483,715	83,876,058
	*For disclosure as per Notification No. G.S.R. 679 (E) dated 04th September, 2015, Refer Note No 34		
7	OTHER CURRENT LIABILITIES		
	Expenses Payable	7,115,533	8,579,252
	Employee Benefit Payable	38,045,719	22,689,544
	Statutory Dues Payables*	14,422,388	17,189,320
	Advance received from customers	230,262	35,163,863
	Other Loans & Advances**	569,139	542,675
	Interst Accrued but not due	-	-
	TOTAL	60,383,040	84,164,654
	* Statutory Dues Payables includes dues to ESI, PF,Sales Tax, TDS/TCS and Labour Welfare Fund etc.		
	** Includes security deposit from parties		
8	SHORT-TERM PROVISIONS		
	Provisions For Employee Benefits*		
	-Compensated Absences	2,846,910	1,538,740
	-Gratuity	1,437,571	847,003
	TOTAL	4,284,481	2,385,743
	* Refer Note No 22 for AS-15 Disclosure		



Note 9 - Fixed Assets

Description	GROSS BLOCK				Depreciation / Amortisation / Depletion				Net Block	
	As At 01.04.2016	Additions/ Adjustments	Deductions/ Adjustments	As At 31.03.2017	As At 01.04.2016	For the Year	Deductions/ Adjustments	As At 31.03.2017	As At 31.03.2017	As At 31.03.2016
Tangible Assets										
Land	285,517,400	-	-	285,517,400	-	-	-	-	285,517,400	285,517,400
Building	150,349,974	-	-	150,349,974	67,077,330	4,600,289	-	71,677,619	78,672,355	83,272,644
Plant & Machinery	665,279,450	105,807,550	-	771,087,000	573,048,681	21,895,871	-	594,944,552	176,142,448	92,230,771
Office Equipment	33,453,061	981,538	-	34,434,599	30,341,423	1,131,536	-	31,472,959	2,961,640	3,111,638
Furniture & Fixture	20,873,511	180,634	-	21,054,145	18,137,659	1,296,726	-	19,434,385	1,619,760	2,735,852
Vehicles	4,347,536	-	-	4,347,536	3,511,922	155,012	-	3,666,934	680,602	835,614
Total (A)	1,159,820,932	106,969,722	-	1,266,790,654	692,117,015	29,079,434	-	721,196,449	545,594,205	467,703,919
Intangible Assets										
Computer Software	4,221,748	-	-	4,221,748	2,385,652	816,109	-	3,201,761	1,019,988	1,836,097
Total (B)	4,221,748	-	-	4,221,748	2,385,652	816,109	-	3,201,761	1,019,988	1,836,097
TOTAL (A+B)	1,164,042,680	106,969,722	-	1,271,012,402	694,502,666	29,895,543	-	724,398,209	546,614,193	469,540,016
Previous Year	1,148,868,348	15,596,962	422,628	1,164,042,682	663,099,221	31,734,062	330,617	694,502,666	469,540,016	485,769,127



Note	Particulars	As at	
		31st Mar, 2017	31st Mar, 2016
10	LONG-TERM LOANS AND ADVANCES		
	(Unsecured and Considered Good)		
	Security deposits	2,316,451	2,316,451
	TOTAL	2,316,451	2,316,451
11	OTHER NON-CURRENT ASSETS		
	Fixed Deposit (Margin Money against bank guarantee)*	1,451,918	3,779,194
	TOTAL	1,451,918	3,779,194
	* FDR relates to Bank Guarantee given to Haryana State Pollution Control Board & Director General of Foreign Trade.		
12	INVENTORIES		
	(As Taken, Valued & Certified By The Management)		
	Raw Materials	95,619,898	42,378,228
	Work In Process	39,295,629	19,331,787
	Finished Goods	58,714,460	30,828,709
	Stores, Spares & Loose Tools	3,250,761	4,215,429
	Fuel & Oil	1,694,147	1,066,239
	TOTAL	198,574,895	97,820,392
13	TRADE RECEIVABLES		
	(Unsecured and Considered Good)		
	Outstanding for a period exceeding 6 months from the date they are due for payment	5,026,152	21,741,886
	Others	330,859,591	297,179,320
	Less: Allowance for Doubtful Debts	5,026,152	5,709,826
	TOTAL	330,859,591	313,211,380
14	CASH AND BANK BALANCES		
	Balance With Banks -		
	In Fixed Deposits		
	Fixed Deposit (Held As Securities against Bank Guarantees and LC)	39,072,070	455,662
	<i>Maturity period less than 12 months*</i>		
	On Current Accounts	10,778,227	19,368,687
	Cash On Hand	1,824,788	2,551,856
	TOTAL	51,675,085	22,376,205
	* FDR relates to Bank Guarantee given to Haryana State Pollution Control Board & Director General of Foreign Trade.		
15	SHORT TERM LOANS & ADVANCES		
	(Unsecured and Considered Good)		
	Prepaid Expenses	1,218,473	1,218,006
	Other Advances & Deposits	228,719	766,221
	Less: Provision against Doubtful Advances	-	-
	Receivable From Revenue Authorities*	110,873,024	105,930,924
	Less: Provision against Recovery Losses	38,996,169	38,996,169
	Advance to suppliers	72,836,649	15,049,258
	Less: Provision against Doubtful Debts	500,000	500,000
	TOTAL	145,660,696	83,468,240
	*Receivable from various statutory departments including CBEC and Income Tax Authorities.		



Note	Particulars	As at		As at
		31st Mar, 2017		31st Mar, 2016
16	SHORT TERM LOANS & ADVANCES			
	Other Receivable		1,497,191	182,613
	TOTAL		1,497,191	182,613
17	REVENUE FROM OPERATIONS			
	Sale of Products			
	Export Sales	981,525,107	913,144,309	
	Domestic Sales	16,488,284	15,002,788	928,147,097
	Sale of Services			
	Processing Charges*		372,780,082	473,379,289
	Other Operating Revenues			
	Duty Drawback	84,870,741	77,992,289	
	DGFT Focus (Export Incentive)	21,921,206	98,553	
	ROSL	18,022,498	-	
	Scrap & Wastage	10,729,619	8,380,449	86,471,291
	TOTAL		1,506,337,537	1,487,997,677
	* Processing charges include processing of textiles which includes consumption of raw material.			
18	OTHER INCOME			
	Interest			
	From Fixed Deposits	432,875	557,314	
	From Others	2,642,719	3,075,594	557,314
	Other Non-Operating Income			
	Rent	-	4,550,000	
	Foreign Exchange Fluctuation (Net)	1,732,812	9,837,366	
	Provisions Written Back	683,675		
	Liability Written Back	91,296	-	
	Claims & Discounts Others	34,235,474	989,541	15,376,907
	TOTAL		39,818,851	15,934,221
19	COST OF MATERIALS CONSUMED			
	Raw Material Consumed			
	Dyes & Chemicals	163,865,036	168,189,470	
	Accessories	59,885,135	41,741,331	
	Fabric & Grey Cloth	108,288,277	31,076,405	
	Yarn	179,792,863	130,156,010	
	Garment Purchase	205,073,368	409,831,082	780,994,298
	Packing Material Consumed		37,176,699	16,370,961
	Stores & Spares Consumed		5,243,499	5,693,530
	TOTAL		759,324,877	803,058,789
19.1	Particulars of Material Consumed			
	Imported	3%	25,437,207	2%
	Indigenous	97%	733,887,670	98%
			759,324,877	803,058,789



Note	Particulars	As at		As at
		31st Mar, 2017		31st Mar, 2016
20	MANUFACTURING EXPENSES			
	Power & Fuel		138,913,011	130,248,792
	Freight Inward		3,200,798	2,318,235
	ETP Expense		4,503,320	2,937,155
	Repair To Machinery			
	Boiler	10,088,322		9,009,649
	Electric	5,339,346		3,070,143
	Generator	1,569,988		120,800
	ZLD	582,511		-
	Machinery	21,122,600	38,702,767	<u>17,360,592</u>
	Job Charges		208,282,507	125,036,317
	Clearing & Forwarding Charges		2,994,931	1,654,150
	Factory Rent		709,760	-
	Lab Expenses		438,339	948,340
	Loading & Unloading Charges		694,906	594,454
	TOTAL		398,440,339	<u>293,298,627</u>
21	CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK IN PROCESS AND STOCK IN TRADE			
	Inventories (at close)			
	Finished Goods / Stock -in- Trade	58,714,460		30,828,709
	Stock - in- Process	39,295,629	98,010,089	<u>19,331,787</u>
	Inventories (at commencement)			
	Finished Goods / Stock -in- Trade	30,828,709		3,937,254
	Stock - in- Process	19,331,787	50,160,496	<u>16,004,495</u>
	TOTAL		(47,849,593)	<u>(30,218,747)</u>
22	EMPLOYEE BENEFIT EXPENSES			
	Salaries		157,665,417	111,754,384
	Wages and Overtime		73,633,964	48,803,566
	Contribution To PF & Other Funds		30,918,020	18,914,902
	Bonus		8,920,039	5,688,313
	Earned Leave		7,958,190	4,635,213
	Gratuity		2,303,187	1,444,794
	Staff Welfare		5,919,282	4,041,474
	TOTAL		287,318,099	<u>195,282,646</u>

As per Accounting Standard 15 "Employee Benefits", the disclosure a defined in the Accounting Standard are given below:

Provision for leave encashment has been recognised on the basis of gross pay per day of an employee multiplied with the accumulated leaves as on the reporting date. No employee has accumulated leaves exceeding 30 days, However, same will be paid on future dates. Further, there is no long term provision for compensated absences as on 31st March, 2017.

Defined Contribution Plan

Contribution to Defined Contribution Plans, recognised as expense for the year is as under:

Employer's Contribution to Provident Fund	22,357,087	13,312,152
Employer's Contribution to ESI	8,252,993	5,363,850
Employer's contribution to Welfare Fund	307,940	238,900
TOTAL	30,918,020	<u>18,914,902</u>

Defined Benefit Plan

The employee's gratuity fund scheme managed by a Trust (LIC of India and SBI) is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Project Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.



1. Reconciliation of Opening and Closing balance of Defined Benefit Obligation

Particulars	2016-17	2015-16
Present Value Obligation at the beginning of the period	4,624,687	3,573,270
Interest Cost	307,542	278,715
Past Service Cost	-	-
Current Service Cost	1,362,156	656,544
Benefit Paid (Out of own Funds+ Plan Assets)	(294,581)	(415,773)
Actuarial Gain / Loss on obligation	656,384	531,931
Present Value Obligation (Closing Balance)	6,656,188	4,624,687

2. Reconciliation of Opening and Closing balance of Fair Value of Plan Assets

Particulars	2016-17	2015-16
Fair Value of Plan & Assets (Opening Balance)	281,348	258,952
Expected Return on Plan Assets	22,789	23,306
Contributions	-	-
Benefits Paid (Out of Plan)	-	-
Actuarial Gain/ Loss on obligation	106	(910)
Fair Value of Plan & Assets (Closing Balance)	304,243	281,348

3. Reconciliation of Fair Value of Assets and Obligation

Particulars	2016-17	2015-16
Present Value Obligation (Closing Balance)	6,656,188	4,624,687
Fair Value of Plan Assets (Closing Balance)	304,243	281,348
Funded Status	(6,351,945)	(4,343,339)
Present Value of Un-funded Obligation (Closing Balance)	-	-
Un-funded Actuarial (Gain/Loss)	-	-
Un-funded Net Assets/Liabilities recognised in Balance sheet	6,351,945	4,343,339

4. Expenses recognised during the year

Particulars	2016-17	2015-16
Current Service Cost	1,362,156	656,544
Past Service Cost	-	-
Interest Cost	307,542	278,715
Expected Return on Plan Assets	(22,789)	(23,306)
Cutailment Cost	-	-
Settlement Cost	-	-
Net Actuarial Gain/Loss recognised during the year	656,278	532,841
Total Expenses Recognised in Statement of Profit & Loss	2,303,187	1,444,794



5. Actuarial Assumption

Particulars	2016-17	2015-16
Discount Rate Per Annum	7.60%	7.60%
Rate of Increase in Compensation Levels	6.00%	6.00%
Rate of Return on Plan Assets		
(i) For Asset with LIC	8.10%	8.35%
(ii) For Asset with SBI Life Insurance	8.10%	8.75%
Expected Average Remaining Working lives of employees (Years)	22.43 Yrs	20.68 Yrs

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 factors in the employment market.

6. The Enterprise best estimates of contribution during the next year is Rs. 81,01,104/- as per actuarial certificate.

23 FINANCE COST

Interest Expense	2,441,659	2,747,622
Interest on Taxes	14,725	-
Bank Charges	15,079,029	5,119,359
LC Discounting Charges	95,859	4,284,666
Interest on Unsecured Loans	11,049,646	-
TOTAL	28,680,918	12,151,647

24 DEPRECIATION AND AMORTIZATION EXPENSE

Depreciation and amortization	29,895,543	31,734,062
TOTAL	29,895,543	31,734,062

25 OTHER EXPENSES

Establishment Expenses	49,760,838	67,401,677
Selling & Distribution Expenses	37,021,121	40,466,660
Amount Written Off	96,805	99,333
Loss On Sale Of Fixed Asset	-	22,427
TOTAL	86,878,764	107,990,097

25.1 Establishment Expenses

Advertisement	156,128	80,052
Payment to Auditors	805,000	800,180
Donation	30,000	86,151
Rent	24,000	24,000
Conveyance	2,888,669	2,489,807
Rates & Taxes	5,102,188	4,039,353
Provision for Sales Tax Demand	-	4,530,156
House Keeping Expenses	6,662,116	5,270,364
Insurance	2,231,679	1,532,301
Printing & Stationery	2,248,288	1,815,058
Legal & Professional Charges	5,363,286	4,250,046
Provision Against Recovery Losses	-	18,996,169
Provision Against Doubtful debts	-	6,209,826
Repair & Maintenance - Building	6,419,763	5,167,118
Repair & Maintenance - General	5,920,797	3,142,421
Vehicle Running & Maintenance	506,688	272,763
Security Service Charges	4,920,383	4,095,418
Communication Expenses	5,567,384	3,842,365
Misc. Expenses	914,468	758,129
TOTAL	49,760,838	67,401,677



Note	Particulars	2016-17	2015-16
25.1.1	Payment to Auditors		
	Statutory Audit Fee	690,000	685,680
	Tax Audit Fee	115,000	114,500
	Tax Matter & Certification	402,500	188,551
	TOTAL	1,207,500	988,731
25.2	Selling & Distribution Expenses		
	Business Promotion	97,114	179,739
	Travelling Expenses	858,965	315,383
	Clearing, Freight & Forwarding	15,830,133	22,969,447
	Commission	2,872,558	5,369,087
	Claims & Discounts Export	4,102,944	4,662,536
	Sampling & Testing Charges	13,259,408	6,970,468
	TOTAL	37,021,121	40,466,660
25.3	Amount Written Off		
	Balances written off	96,805	99,333
	TOTAL	96,805	99,333
25.4	Value of Imports On CIF basis in respect of:		
	Raw Material and Stock in Trade	21,876,729	11,942,856
	Stores, Chemicals and Packing Materials	8,466,231	3,939,507
	Capital goods	-	-
		30,342,960	15,882,363
26	Prior Period Items		
	Prior Period Incomes	-	-
	Prior Period Expenses	225,015	2,287,650
		225,015	2,287,650
27	Tax Expenses		
	Tax Paid For Earlier Years	-	63,882
	Deferred Tax	-	-
		-	63,882
28	EARNINGS PER SHARE (EPS)		
a)	Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders	3,242,425	88,283,244
b)	Weighted Average number of Equity Shares used as denominator for calculating EPS	29,000,004	29,000,004
c)	Basic and Diluted Earnings per Share	0.11	3.04
d)	Face Value per Equity Share	10.00	10.00



Note	Particulars	2016-17	2015-16
29	EARNINGS / EXPENDITURE IN FOREIGN CURRENCY		
	Earnings in Foreign Currency		
	FOB value of exports	981,525,107	913,144,309
	TOTAL	981,525,107	913,144,309
	Expenditure in Foreign Currency		
	Accessories & Packing Material	24,535,350	13,343,596
	Fabric Purchase	1,302,594	454,619
	Testing Charges	1,466,417	80,384
	Export Claims	10,271,647	21,640
	Repair & Maintenance	2,873,081	467,032
	Travelling Expenses	136,675	
	TOTAL	40,585,764	14,367,271

30 RELATED PARTY DISCLOSURE

The names of related parties of the company as required to be disclosed under Accounting Standard 18 are as follows:

Key Management Personnel (KMP):

- | | |
|-------------------------|---------------------------------|
| 1) Sh. Mukesh Aggarwal | 2) Sh. Vijay Jindal |
| 3) Smt. Shashi Aggarwal | 4) Sh. Arun Kumar |
| 5) Sh. Rajesh Goyal | 6) Sh. Chanderjeet Singh Bhatia |

Entities over which KMP are able to exercise Significant Influence:

- | | |
|---|--|
| 1. SIS Prep Private Limited | 2. Bhagat General Product Company Pvt. Ltd. |
| 3. Din Fabtech Private Limited | 4. Shivalik Urban Landscapes Private Limited |
| 5. APS Recruitment Services Private Limited | 6. BDN Enterprises Private Limited |
| 7. Innovative Outsourcing Private Limited | 8. Surya Laboratories Private Limited |
| 9. JP Polytex Private Limited | 10. Invertech Private Limited |
| 11. Shivalik Fashions (Partnership Firm) | 12. Elkay Overseas India (Partnership Firm) |
| 13. Agrasain Spaces LLP | 14. Sun Technologies (Partnership Firm) |
| 15. Dynamic Engineers (Partnership Firm) | 16. Agrasain Manufacturing Company (P/Firm) |

Detail of Transaction with KMP

Particulars	2016-17	2015-16
Remuneration Paid (KMP)	4,300,000	2,100,000
Loans Taken (KMP)	13,000,000	140,500,000
Loans Repaid (KMP)	68,500,000	22,500,000
Interest Paid (KMP)	11,049,646	833,494
Closing Balances		
Remuneration Payable (KMP)	310,500	120,750
Loan Account (KMP)	87,637,667	133,192,984

Detail of Transaction with KMP

Particulars	2016-17	2015-16
Sales	5,678,771	-
Purchases	8,179,303	-
Jobwork Charges (Expenses)	1,199,025	-
Jobwork Charges (Income)	244,721	-
Reimbursement of Expenses	993,050	-



Note 31 SEGMENT REPORTING

As per Accounting Standard AS 17 on "Segment Reporting" segment information is as follow:-

Primary Segment Reporting (Business Segment):

Primary business segments of the company is sale of cotton knitted garments and made ups and Processing Charges, which in the context of Accounting Standard 17 on "Segment Reporting" as notified in Companies (Accounting Standard) Rules, 2006 . But the manufacturing relating to cotton knitted garments and processing charges is common therefore the expenditure relating to these two activities can only be bifurcated on estimated basis. Sale relating to sale of knitted garments and processing charges is shown separately.

Secondary Segment Reporting (Geographical Segments):

The Following is the distribution of the company's consolidated sales by geographical segment, regardless of where the goods were produced:

Particulars	2016-17	2015-16
Sales to Overseas Market	981,525,107	913,144,309
Sales to Domestic Market	16,488,284	15,002,788
Processing Charges	372,780,082	473,379,289
	1,370,793,473	1,401,526,386
Export debtors	235,298,502	199,219,660
Domestic debtors	95,561,089	113,991,720
Total	330,859,591	313,211,380

32 CONTINGENT LIABILITY AND COMMITMENTS

Particulars	2016-17	2015-16
1. Bills Discounted	-	-
2. Disputed tax liability *	51,705,073	77,748,473
TOTAL	51,705,073	77,748,473

* Disputed tax liability pertains to tax amount involved in appeals

33 CURRENT ASSETS, LOANS & ADVANCES

Sundry Debtors, Loans & Advances are subject to confirmation and adjustment thereon (if any)

34 MSME DISCLOSURE

MSME Disclosure as required under Notification No. G.S.R. 679 (E) dated 04th September, 2015 issued by the Ministry of Corporate Affairs (as certified by the Management)

Particulars	2016-17	2015-16
EARNINGS PER SHARE (EPS)		
a). The principal amount and interest due thereon remaining unpaid to any supplier at the end of accounting year		
-Principal Amount	3,643,725	859,859
-Interest Amount	Nil	Nil
b). The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprise Development Act, 2006 along with the amount of payment made to the supplier beyond the appointed day during each accounting year	Nil	Nil
c). The amount of interest due and payable for the period of delay in making payment (which have been paid beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	Nil	Nil
d). The amount of interest accrued and remaining unpaid at the end of each accounting year	Nil	Nil
e). The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprise Development Act, 2006	Nil	Nil



Note 35 Disclosure in pursuant to Notification No. G.S.R. 308 (E) dated 30th March, 2017 of Companies Act, 2013:

Particulars	SBNs	Other Denomination notes	Total
Closing cash in hand as on 08.11.2016	32,500	1,476,982	1,509,482
(+) Permitted Receipts	-	769,641	769,641
(-) Permitted Payments	17,500	1,805,451	1,822,951
(-) Amount Deposited in banks	15,000	-	15,000
Closing cash in hand as on 30.12.2016	-	441,172	441,172

36 CSR Activities

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, need to spent at least 2% of average net profit for the immediately preceeding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are as per CSR Policy of the Company. A CSR committee has been formed by the company as per the Act. During the year the funds were donated/spent as per detailed above which are specified in Schedule VII of the Companies Act, 2013:

Particulars	2016-17	2015-16
a) Gross amount required to be spent by the company during the year	884,138	-
TOTAL	884,138	-

b) Detail of amount spent during the year:

Particulars	In Cash	Yet to be Paid in Cash	Total
(i). Construction/Acquisition of any asset	-	-	-
(ii). On purposes other than (i) above	-	-	-
TOTAL	-	-	-

The company is unable to spend the CSR amount, as the company was in huge losses since years. Now the company has started its exports last year and trying for revival and will be in a position to spend the amount towards the social responsibility in future. In any case amount determined for spending is negligible.

37 SIGNIFICANT ACCOUNTING POLICIES

1 General Information

The company was incorporated on December 6, 1991 in India. The company is a garment manufacturing company and majorly deals in exports however during the year, value of exports are INR 981,525,107 and further company has domestic sales and processing income during the year.

2 Summary of Significant Accounting Policies

2.1 Basis Of Preparation Of Financial Statements

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The financial statements have been prepared to comply in all material respects with the notified accounting standard by Companies(Accounting Standards)Rules, 2006, (as amended) and the relevant provisions of Companies Act, 2013. The financial Statements have been prepared under the historical cost convention on an accrual basis Accounting policies not specifically referred to otherwise are consistent and are in consonance with generally accepted accounting principles.

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

2.2 Use Of Estimates

The preparation of the financial statements in conformity with generally accepted accounting principles in India requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and disclosures relating to contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and action, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods



2.3 Tangible Assets

Tangible Assets are stated at cost net of recoverable taxes and includes amounts added on revaluation, less accumulated depreciation and impairment loss, if any. Revaluation effect is taken by restating the net book value by adding therein the net increase on account of revaluation. All costs, including finance costs till commencement of commercial production, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the fixed asset are capitalised.

2.4 Intangible Assets

In accordance with the Accounting Standards (AS) 26 relating to intangible assets, all costs incurred on technical know-how / license fee relating to production process are charged to revenue in the year of incurrence. Costs incurred on technical know-how / license fee relating to process design / plants / facilities are capitalized at the time of capitalization of the said plant / facility and amortized on pro-rata basis over a period of five years. Computer software is capitalized on the date of installation and is amortized over a period of three years.

2.5 Depreciation

Depreciation on all plant and machinery is provided on Written Down Value Method and on other fixed assets is provided on the basis of Straight Line Method. Depreciation has been provided on the basis of useful life of the assets and the manner as prescribed in Schedule II of The Companies Act 2013. Following useful life were used for calculating depreciation amount as per Schedule II of The Companies Act 2013:

Particulars	Useful Life (in Years)
Factory Building	30 Years
Plant & Machinery	15 Years
Electric Installation & Equipment	10 Years
General Laboratory Equipment	10 Years
Office Equipments	5 Years
Servers & Networks	6 Years
End User Devices (Computer)	3 Years
Furniture & Fixtures	10 Years
Motor Cycles	10 Years
Motor Buses	10 Years

2.6 Impairment Of Assets

Assessment is done at each Balance Sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased.

2.7 Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments.

Current investments are carried at lower of cost or fair value.

Long-term investments are carried at cost. Provision for diminution in value is made to recognise a decline other than temporary in the value of the investments.

2.8 Inventory

Inventories are valued at lower of cost or net realizable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overhead incurred in bringing them to their respective present location and condition. Cost of raw materials, process chemicals, stores and spares, packing material, trading and other products are determined on First in First out (FIFO) method. Scrap is valued at net realizable value.



2.9 Revenue Recognition

- i) Sales are recognised when the substantial risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract and are net of trade discounts, rebates and sales taxes, etc.
- ii) Processing Charges are recognised at the time of dispatch of goods to the customers and are net of trade discounts, rebates and sales taxes, etc.
- iii) Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.
- iv) Income from duty drawback are recognised on accrual basis, however Import licences under focus product scheme are recognised on accrual basis on acceptance of claim by the Government Authority.
- v) Dividend Income is recognised when right to receive is established.
- vi) Claim receivables are accounted for depending on the certainty of receipt and claims payable are accounted for at the time of acceptance.

2.10 Borrowing Cost:

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

2.11 Foreign Currency Transactions

Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of transaction. Monetary items denominated in foreign currencies outstanding at the year-end are translated at exchange rate applicable as of that date. Non-Monetary items denominated in foreign currency are valued at the exchange rate prevailing on the date of transaction. Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Statement of Profit and Loss.

2.12 Current And Deferred Tax

Tax expense comprises of current tax and deferred tax. Current tax is determined in accordance with relevant tax rates and tax laws. Provision for current income tax is made after taking credit for allowances and exemptions. In case of matters under appeal, due to disallowance or otherwise, provision is made when the company accepts the said liabilities.

Deferred tax is recognised for all timing differences arising between taxable income and accounting income based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are carried forward to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets on carry forward of unabsorbed depreciation and tax losses are recognised only if there is virtual certainty that such deferred tax assets can be realised against future taxable profits.

As the company has substantial losses and this being the first year of company's normal operations and resultant profits. The certainty of absorption of carry forward losses and unabsorbed depreciation in future years can't be determined only on the basis of current year's operations. In view of facts stated above, the Deferred Tax Assets in respect of carry forward losses has been recognized only to the extent of Deferred Tax Liability.

2.13 Employee's Benefits

- i. Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which related service is rendered.
- ii. Eligible employees of the company are entitled to receive benefits under the Provident Fund scheme administered through provident fund commissioner and the company's contribution are charged to Statement of Profit and Loss.
- iii. Company's contribution to state plans namely Employees State Insurance Fund is charged to Statement of Profit and Loss every year.
- iv. Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation made by an independent actuary at the Balance Sheet date using projected unit credit method. The Gratuity Scheme is administered through LIC under its Group Gratuity Scheme. Contributions are paid to LIC in accordance with the demands received.
- v. Termination benefits are recognized as an expense immediately.
- vi. Gain or Loss arising out of actuarial evaluation is recognized immediately in the Statement of Profit and Loss as income or expense.

2.14 Value Added Tax (VAT)

VAT claimed on capital assets is credited to assets/capital work in progress account. VAT on purchase of raw materials and other materials are deducted from the cost of such materials till 30.09.2016, however no VAT input claimed on or after 01.10.2016 as the company has been claiming ROSL (Rebate on State Levies).



2.15 Provision And Contingent Liabilities

Show cause notices issued by various government authorities are not considered as obligation. When the demand notice are raised against such show cause notice and are disputed by the company then these are classified as possible obligations.

Provisions: Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are not discounted to its present value.

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

2.16 Financial Derivative And Hedging Transaction

In respect of the Financial derivative contracts the premium / interest paid and profit / loss on settlement is charged to Statement of Profit & Loss. The contracts entered into are marked to market at year end and the resultant profit / loss is charged to Statement of Profit & Loss.

2.17 Cash and Cash Equivalents

In the cash flow statement, cash and cash equivalents includes cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

2.18 Earnings Per Share

Basic earnings 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. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings 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.

38 The previous year figures have been regrouped/ reclassified, wherever necessary to conform to the current year presentation.

39 Notes 1 to 39 forms an integral part of the Balance Sheet as at 31st March, 2017, the statement of Profit and Loss & Cash Flow Statement for the year ended on that date.

FOR SINGHI CHUGH & KUMAR
CHARTERED ACCOUNTANTS
FRN No. 013613N

Harsh Kumar
Partner
M. No.088123

Place: New Delhi
Date: 29th May, 2017

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF
SPL INDUSTRIES LIMITED

Managing Director
DIN: 00231651

Director
DIN: 06687549

Chief Financial Officer

Company Secretary



SPL INDUSTRIES LTD.

CIN: L74899DL1991PLC062744

Registered office: C-2/54, 5th Floor, Rajasthali Appartments, Pitampura Delhi- 110034.

E-mail: administrator@spllimited.com; Website: www.spllimited.com

Proxy Form

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

26th Annual General Meeting held on Friday, 29th September, 2017

Name of the member(s)	:	
Registered address	:	
Email ID	:	
Folio no. / Client ID	:	
DP ID	:	

I/ We, being the member(s) of Shares of the above named company, hereby appoint

1. Name: Email Id:
Address: Signature:

or failing him/her

2. Name: Email Id:
Address: Signature:

or failing him/her

3. Name: Email Id:
Address: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company to be held on Friday, 29th September, 2017 at 10:00 A.M. at Country INN and Suites by Carlson, Chhatarpur Road, Satbari, New Delhi-110030 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. 2. 3. 4.

Signed this.....day of 2017.

Signature of member

Signature of proxy holder(s)

Affix
Revenue
Stamp

Notes: 1. This form, in order to be effective, should be duly stamped, completed, signed, and deposited at the registered office of the Company at C-2/54, 5th Floor, Rajasthali Appartments, Pitampura Delhi-110034, not less than 48 hours before the Annual General Meeting.

2. Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy.



SPL INDUSTRIES LTD.

CIN: L74899DL1991PLC062744

Registered office: C-2/54, 5th Floor, Rajasthali Appartments, Pitampura Delhi- 110034.

E-mail: administrator@spllimited.com; Website: www.spllimited.com

ATTENDANCE SLIP

26th Annual General Meeting held on Friday, 29th September, 2017 AT 10:00 AM AT Country INN by Carlson, Chhatrpur Road, Satbari, NewDelhi -110030

FolioNo. _____ DPIDNo. _____ ClientIDNo. _____

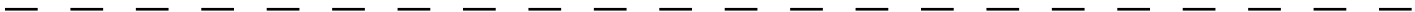
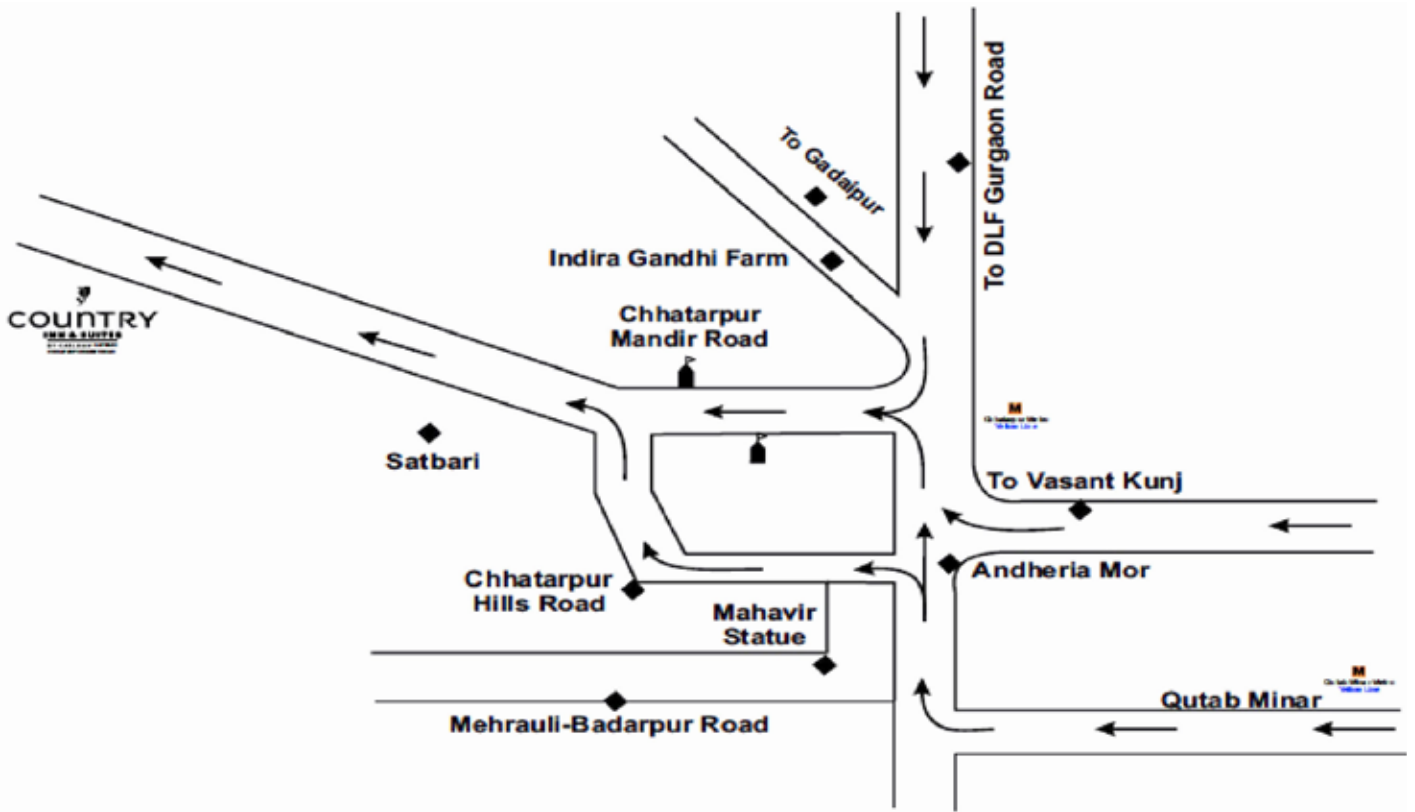
Name of the Member _____ Signature _____

Name of the Proxy holder _____ Signature _____

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.



Country INN by Carlson
Chhatrapur Road, Satbari,
NewDelhi -110030





SPL INDUSTRIES LTD.

CIN: L74899DL1991PLC062744

Registered office: C-2/54, 5th Floor, Rajasthali Appartments, Pitampura Delhi- 110034.

E-mail: administrator@spllimited.com; Website: www.spllimited.com

FORM NO. MGT-12 POLLING PAPER

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

26th Annual General Meeting held on Friday, 29th September, 2017

S. No.	Particulars	Details
1	Name of the First Named Shareholder/Proxy Holder (IN BLOCK LETTERS)	
2	Postal address	
3	Registered Folio No./ DP & Client ID	
4	Class of Shares	Equity Shares of Rs. 10/- each

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

S.No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent to the resolution
Ordinary Business				
1	To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the reports of the Board of Directors and Auditors thereon.			
2	To consider appointment of a Director in place Sh. Vijay Jindal Kumar (DIN 00231517), who retires by rotation and being eligible, offers herself for re-appointment.			
3	To ratify the appointment of M/s Singhi Chugh & Kumar, Chartered Accountants (Firm Registration No. 013613N) as Statutory Auditors of the Company for the financial year 2017-18.			
Special Business				
4	To Increase borrowing limit of the Company under Section 180 (1) (c) of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution			
5	To keep registers, returns etc. at registered office / other place under Section 94 of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution			
6	To Increase the remuneration of Managing Director of the Company under Section 197 of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Ordinary Resolution			

Place: New Delhi

Date: 29.09.2017

Signature of Shareholder/ Proxy

Notes:

- Signature of shareholder/ Proxy should be as per specimen registered/ recorded with the R&TA / Depository.
- Any cutting/overwriting on this polling paper should be signed by the shareholder/ proxy.
- Shareholder/ proxy may exercise their votes either by putting "✓" or indicating number of shares in the appropriate column against the resolutions indicated in the box.
- Number of shares held will be reckoned as per records of the company as on 22/09/2017.
- Where the Ballot Form has been signed by an authorized representatives of the body corporate/ Trust/ society etc., a certified copy of the relevant authorization/ Board resolution to vote should accompany the Ballot Form.
- In case member(s) cast their vote both via e-voting and at AGM also then voting done through e-voting shall prevail.
- Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the form shall be final.



SPL INDUSTRIES LTD.

CIN: L74899DL1991PLC062744

Regd. Office: C-2/54, 5th Floor, Rajasthali Apartments, Pitampura, New Delhi-110034

Corp. Office: Plot No. 21, Sector-6, Faridabad-121006, Haryana,

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