

**SUMERU INDUSTRIES LIMITED**

CIN NO.L65923GJ1994PLC021479

10th Floor, Sumeru Centre, Nr. Parimal Underbridge, Paldi, Ahmedabad – 380007

**24th ANNUAL REPORT 2016-17**

**SUMERU INDUSTRIES LIMITED**

CIN No. -L65923GJ1994PLC021479

10TH FLOOR, SUMERU CENTRE, NR. PARIMAL UNDERBRIDGE C G ROAD, PALDI, AHMEDABAD - 380007.

**NOTICE**

NOTICE is hereby given that the 24th Annual General Meeting of the members of the SUMERU INDUSTRIES LIMITED will be held on Monday, 25th September, 2017 at 9:00 A.M. at Corporate office of the Company situated at Final Plot No. 123, Behind Andaz Party Plot, S. G. Highway Road, Ahmedabad- 380058, to transact the following business:

**ORDINARY BUSINESS:**

- 1) To receive, consider, approve and adopt the Audited Financial Statements and the Reports of the Board of Directors and Auditor's thereon for the Financial year ended 31st March, 2017.
- 2) To appoint Director in place of Mr. Vipul H. Raja (DIN-00055770), who retires by rotation and being eligible, offers himself for re-appointment.
- 3) To appoint Statutory Auditors and to fix their remuneration and in this regard, to consider and if thought fit, to pass, with or without modification, the following Resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s M. B. Gabhawala & Co., Chartered Accountants, Ahmedabad having Firm Registration No: 001183C and holding valid Peer Review Certificate issued by the Institute of Chartered Accountants of India, be and is hereby appointed as the Statutory Auditors of the Company, in place of M/s Nitin K. Shah & Co., Chartered Accountants, Ahmedabad, who retires by rotation in terms of Section 139, from the conclusion of 24th Annual General Meeting upto the conclusion of 29th Annual General Meeting of the Company (from Financial year 2017-2018 to 2021-2022) subject to the ratification of their appointment by members at every Annual General Meeting and at such remuneration plus taxes, out of pocket expenses as may be mutually agreed between the Board and the Statutory Auditors from time to time and year to year."

**PLACE: AHMEDABAD.****DATE: 3RD JUNE, 2017**

**BY ORDER OF THE BOARD OF DIRECTORS  
OF SUMERU INDUSTRIES LIMITED**

**NIDHI K. SHAH  
COMPANY SECRETARY  
ACS NO-A33325**

**NOTES:**

1. In respect of resolution at item No. 2, a statement giving additional information on Director seeking reappointment as required in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 is annexed with this notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.

Pursuant to Provisions of Section 105 of Companies Act, 2013, a person can act as proxy on behalf of a member or number of members not exceeding fifty (50) and holding in aggregate not more than 10 percent of the total share capital of the company carrying voting rights. Member holding more than 10 percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as

proxy for any other member.

The instrument appointing proxy as per the format included in the Annual Report should be lodged with the Company at its Registered office not less than 48 hours before the commencement of the meeting i.e. by 9:00 A.M. on Saturday, 23rd September, 2017.

3. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members / Proxies / Authorised Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting. Copies of the Annual Report or Attendance Slips will not be distributed at the Meeting. Members who hold shares in dematerialized form are requested to write their client ID and DP ID Nos and those who hold shares in physical form are requested to mention their folio no. in the attendance slip for attending the meeting.
6. The Register of Members and the Share Transfer Books of the Company will be closed from Saturday, 16th September, 2017 to Monday, 25th September, 2017 (both days inclusive).
7. The Annual Report duly circulated to the Members of the Company, is available on the website of the Company [www.sumerugroup.in](http://www.sumerugroup.in). Shareholders are requested to bring their copies of Annual Report to the Annual General Meeting.
8. All shareholders are requested to dematerialize their shareholding immediately as the shares are to be traded compulsorily in demat form only.
9. Members holding shares in physical mode are requested to register their e-mail ID's with the Bigshare Services Private Limited, the Registrar and Share Transfer agent of the Company and members holding shares in demat mode are requested to register their e-mail IDs with their respective Depository Participants (DPs) in case the same is not still registered.

If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrar and Share Transfer agent of the Company in respect of shares held by them in physical mode and to their respective Depository Participants in case of shares held in demat mode.

Members who wish to register their email ID can download the Green Initiative Form from the Company's website viz. [www.sumerugroup.in](http://www.sumerugroup.in)

10. A member desirous of seeking any information as regards to the business to be transacted at the meeting are requested to forward his / her query to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
11. Green Initiative: In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made there under, the copy of the Annual Report including Financial statements, Board's report etc. and this Notice are being sent by electronic mode, to those members who have registered their email IDs with their respective depository participants or with the share transfer agent of the Company, unless any member has requested for a physical copy of

the same. In case you wish to get a physical copy of the Annual Report, you may send your request to investors.sumeru@gmail.com mentioning your DP ID/ Folio and Client ID.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's R&T Agent.  
All the members attending the Annual General Meeting are requested to bring their Photo ID (preferably PAN card) issued by any authority.
13. All the documents referred to in the accompanying Notice and Explanatory Statement are available for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public holidays) between 11.00 a.m and 1.00 p.m. up to the date of Annual General Meeting.
14. Members holding shares in more than one folio in the same name(s) are requested to send the details of their folios along with share certificates so as to enable the Company to consolidate their holding into one folio.
15. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.
16. A route map showing directions to reach the venue of 24th Annual General Meeting is given herewith as per the requirements of Secretarial Standard 2 on General Meeting.
17. Members are requested to send all communications relating to shares (Physical and Demate) to the Company's Registrar and Transfer agent at M/s Bigshare Services Private Limited, A/802, Samudra Complex, Near Klassic Gold Hotel, Girish Cold Drinks, Off. C.G. Road, Ahmedabad- 380009.

#### **GENERAL INSTRUCTIONS FOR VOTING:**

18. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide its members, facility to exercise their right to vote at the 24th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
19. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
20. 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.
21. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or

write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

22. Mr. Kamlesh. M. Shah, Practicing Company Secretary, (Membership No. A8356 and COP No. 2072) (Address: 801-A, Mahalay Complex, Opp: Hotel President, B/h, Fairdeal House, Swastik Cross Roads, Navrangpura, Ahmedabad: 380009) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
23. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the meeting, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and submit to the Chairman of the Company.
24. The Results declared by the Chairman along with the Scrutinizer's Report shall be placed on the Company's website [www.sumerugroup.in](http://www.sumerugroup.in) and on the website of CDSL within three (3) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and will be uploaded on website of Stock Exchange.
25. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. Saturday, 16th September, 2017, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or RTA.
26. The process and manner for voting:
  - (i) In case of members receiving e-mail
    - (i) The voting period begins on Friday, 22nd September, 2017 at 9:00 a.m. and ends on Sunday, 24th September, 2017 at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, 16th September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
    - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
    - (iii) Click on Shareholders.
    - (iv) Now Enter your User ID
      - a. For CDSL: 16 digits beneficiary ID,
      - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
      - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
    - (v) Next enter the Image Verification as displayed and Click on Login.
    - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
    - (vii) If you are a first time user then follow the steps given below:

For Members holding shares in Demat Form and Physical Form:

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	* Members who have not updated their PAN with the Company/Depository Participant are requested to use

	<p>the first two letters of their name and the 8 digits of the sequence number in the PAN Field. The Sequence Number is printed on name and address sticker.</p> <ul style="list-style-type: none"> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Detail	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demate holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> i.e. SUMERU INDUSTRIES LIMITED, on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

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

(xviii) Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link account(s) for which they wish to vote on
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

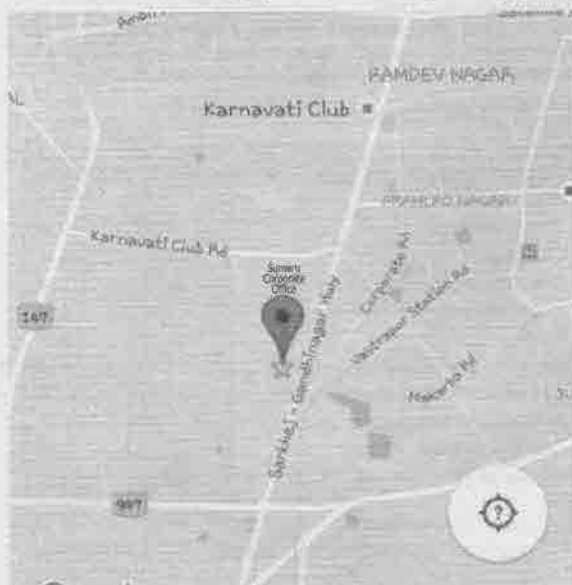
(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

(xx) Shareholders can also cast their vote using CDSL's mobile app m.voting available for all mobile users. please follow the instructions as prompted by the mobile app while voting on your mobile.

(II) In case of member receiving the physical please follow all steps from Sr no. (i) to sr. no. (xvii) above to cast vote.

## 27. VOTING AT AGM :-

The members who have not cast their votes by remote e-voting, can exercise their voting rights at the AGM through ballot paper.



**28. Information as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, brief profile of the Director proposed to be appointed/ reappointed at the Annual General Meeting is given below:**

Name of Director	Mr. Vipul H. Raja
DIN	00055770
Date of Birth	22/11/1953
Age	63 years
Educational Qualification	B. Com
Experience (No. of Years)	42 years
Business field in which Experience	Company management and allied matters
Date of Appointment as Director in the Company	03/03/1994
Shareholding in Sumeru Industries Ltd. (As on date of Notice)	16995183 shares consisting of 23.60% of total share capital
Member/ Chairman of any Committees in Sumeru Industries Limited	Member- Audit Committee Member- Nomination and Remuneration Committee Member- Stakeholders Grievance Committee
Directorship held in any other Company	Gujrat Credit Corporation Limited Gujarat Jaypee Cement & Infrastructure Limited Virat Tradex Private Limited Astro Park LLP
Member/ Chairman of any committees of the Directors in other Companies with names of the Company.	NIL
Member of any Trade Association/ Charitable Organization/ NGOs etc.	President of Shri Amdavad Dasha Shrimali Shrivak ni Nyat

**SUMERU INDUSTRIES LIMITED**
**CIN No.-L65923GJ1994PLC021479**

10TH FLOOR, SUMERU CENTRE, NR. PARIMAL UNDERBRIDGE C G ROAD, PALDI, AHMEDABAD - 380007.

**DIRECTORS' REPORT**

To,

The members of,

Sumeru Industries Limited

Your Directors have pleasure in presenting herewith the 24th Annual Report on the business and operations of the Company together with audited accounts for the financial year ended on 31st March, 2017.

**1. Financial Performance of the Company:**

(Amount in Lacs.)

Particulars	2016-17	2015-16
Income from Operation	737.75	391.69
Other Income	29.50	32.89
Total Income	767.25	424.58
Total Expenditure before tax and dep.	758.28	415.64
Profit/(loss) before tax and dep.	8.97	8.94
Provision for depreciation	7.95	8.40
Net profit/(loss) after tax for the year	1.02	0.58
Add: balance B/F from previous year	293.96	293.38
Profit available for appropriation	1.02	0.58
Less: Excess/ (short) Provision	0	0
Balance carried to next year	294.98	293.96

**2. Year under Review:**

During the year under review, the Company has earned total income of Rs. 7,67,24,668/- which includes operating income of

Rs. 7,37,74,592/- from trading activity and Other Income of Rs. 29,50,076/-. During Previous year, Company's total income was of Rs. 4,24,58,002/-. After deducting all administrative expenses and depreciation and necessary adjustments for taxation, etc. the Company has earned a net profit of Rs. 1,02,046/- during the year. (previous year of Rs. 58,392/-).

**3. State of Company's Affairs:**

Company is operating in the business of Trading. In comparison with last year, Company has performed better in terms of profit and turnover.

**4. Material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.**

Except the information given in this report, no material changes have taken place after completion of the financial year up to the date of this report which may have substantial effect on business and finances of the Company.

**5. Dividend:**

Due to business needs in future, the directors do not recommend any dividend for the financial year.

**6. Unclaimed Dividend:**

The Company does not have any outstanding unclaimed dividend which is required to be transferred to the Investor Education and Protection Funds as per the provisions of Section 125 of the Companies Act, 2013. The Company does not have any outstanding liability on account of Interest and principal of Deposits, Debentures or Share Application Money.

**7. Share Capital Structure:**



During the year under review, there were no changes in the Authorised, Issued, Subscribed and paid up Share Capital Structure of the Company.

**8. Deposits:**

During the year under review, your Company has neither invited nor accepted any public deposit as defined under Section 77 of the Companies Act, 2013.

**9. Particulars of loan, guarantees or investments under section 186:**

Company has not given any loan, not provided any guarantee or any security in connection with a loan to any other body corporate or person during the year under review.

**10. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future:**

No significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and Company's operation in future.

**11. Details in respect of adequacy of internal financial controls with reference to the Financial Statements.**

Board members are of the view that commensurate with the size and nature of the business, your Company has maintained adequate Internal Financial control.

**12. Corporate Social Responsibility:**

As per Section 135 of the Companies Act, 2013 and Rules of Companies (Corporate Social Responsibility policy), 2014, every company having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during any financial year shall constitute a Corporate Social Responsibility Committee.

As Company does not come under the ambit of above mentioned provisions, Company has not formed Corporate Social Responsibility Committee and hence Rule 9 of Companies (Accounts) Rule, 2014 regarding disclosure of contents of Corporate Social Responsibility Policy is not applicable to the Company.

**13. Conservation of energy, technology absorption, foreign exchange earnings and outgo:**

The information requires to be disclosed in the report of the Board of Directors as per the provisions of Section 134(3)(m) of the Companies Act, 2013 and Rule 3 of the Companies (Accounts) Rules, 2014 regarding the conservation of energy, technology absorption, foreign exchange earnings and outgo are not applicable to the Company, hence are not given herewith. There were no foreign Exchange earnings or outgo during the year.

**14. Dematerialization of securities:**

Your Company's Equity shares are admitted in the system of Dematerialization by both the Depositories namely NSDL and CDSL. The Company has signed triparty Agreement through Registrar and Share Transfer Agent M/s Bigshare Services Private Limited. The Investors are advised to take advantage of timely dematerialization of their securities. The ISIN allotted to your Company is INE 764 B01029. Total Share dematerialized up to 31st March 2017 were 5,41,90,499 which constitute 75.26% of total capital. Your Directors request all the shareholders to dematerialize their shareholding in the Company as early as possible.

**15. Disclosure with respect to demat Suspense account/**

**unclaimed suspense account-**

The information required as per para F of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company hence are not given herewith.

**16. Statutory Auditors:**

M/s Nitin K. Shah & Co., Chartered Accountants, were appointed as a firm of Statutory Auditor of the Company for three (3) consecutive years i.e. for the Financial year 2014-15, 2015-16 and 2016-17 provided that its appointment shall be subject to ratification in every Annual General Meeting by way of passing of an Ordinary Resolution. In terms of Section 139 of the Companies Act, 2013, M/s Nitin K. Shah & Co., Chartered Accountants will retire as Company's Statutory Auditor at the conclusion of the 24th Annual General Meeting.

In view of the aforesaid, the Board of Directors, based on the recommendation of the Audit Committee, decided to appoint M/s M. B. Gabhawala & Co., Chartered Accountants (FRN- 001183C) as the new Statutory Auditor of the Company for a period of five years subject to approval of shareholders at the 24th Annual General Meeting.

**17. Cost Auditors:**

As our Company is neither engaged in the production of goods nor providing services as prescribed under Section 148 of the Companies Act, 2013, Company is not required to appoint Cost Auditor.

**18. Internal Auditors:**

In order to make proper compliance with the provisions of Corporate Governance the Company had appointed M/s. Shailesh Patel & Co., Chartered Accountants as Internal Auditors. They are regularly submitting their reports to the Audit Committee of the Company. They have agreed to be reappointed as the Internal Auditors for the next term.

**19. Secretarial Auditor and report thereon:**

M/s Kamlesh M. Shah, Practicing Company Secretary was appointed as Secretarial Auditor for the financial year 2016-2017 as per Section 204 of the Companies Act, 2013 and Secretarial Audit report (Form MR-3) is part of the Board's Report and attached as Annexure- I. The Secretarial Auditor has not made any remarks in their report which may require any further clarification from the Board.

**20. Extract of Annual Return:**

The extract of the annual return in Form No. MGT - 9 is part of the Board's report and attached herewith as Annexure- II.

**21. Management Discussion and Analysis-**

As per the Corporate Governance norms, a separate report on Management Discussion and Analysis outlining the business of the Company is set out as Annexure-III of this report.

**22. Declaration as to Independent Directors:**

(Pursuant To Provisions of Section 149(6) of the Companies Act 2013).

All the Independent Directors of the Company do hereby declare that:

- (a) All the Independent Directors of the Company are neither Managing Director, nor a Whole Time Director nor a Manager or a Nominee Director.

- (b) All the Independent Directors in the opinion of the Board are persons of integrity and possesses relevant expertise and experience.
- (c) (i) Independent Directors are or were not a Promoter of the Company or its Holding or subsidiary or associate company.  
(ii) Independent Directors are or were not related to promoters or directors in the company, its holding, subsidiary or associate company.
- (d) Independent Directors have or had no pecuniary relationship with the company, its holding, subsidiary or associate company or their promoters or directors, during the two immediately preceding financial years or during the current financial year.
- (e) None of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary, or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lakhs rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year.
- (f) Independent Directors, neither himself, nor any of his relatives,  
i. Holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of three financial years immediately preceding the financial year in which he is proposed to be appointed.  
ii. Is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial years in which he is proposed to be appointed, of –
- (A) A firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
- (B) Any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or Associate company amounting to ten per cent, or more of the gross turnover of such firm;
- iii. Holds together with his relatives less than two per cent shares or total voting power of the company; or
- iv. Is a Chief Executive or director, by whatever name called, or any non-profit organization that receives twenty five per cent or more of its receipts from the Company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company; or
- (g) Independent Directors possesses such qualifications as prescribed.

### 23. Director's Responsibility Statement:

Pursuant to the provision contained in Section 134(5) of the Companies Act 2013, the Directors of your Company confirm that-

- (a) In the preparation of the annual accounts, as far as possible and to the extent mentioned by the Auditors in their report, the applicable accounting standards has been followed and no material departure has been made from the same;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affair of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with

the provisions of this Act for safeguarding the assets of the Company for preventing and detecting fraud and other irregularities;

- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### 24. Disclosure as per companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;

Total expenses of Director's Remuneration- Nil

Managerial Remuneration Expenses: Nil

Other employees Remuneration: Rs. 10,38,725/-

- ii) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Percentage increase in the remuneration paid to company secretary and chief financial officer is 10% over that of last year.

- iii) The percentage increase in the median remuneration of other employees in the financial year is 10%

- iv) The number of permanent employees on the rolls of company is 5.

- v) The explanation on the relationship between average increase in remuneration and company performance;

The increase in remuneration is considered on the overall economic condition, Industry trend and inflammatory pressure.

- vi) Comparison of the remuneration of the Key managerial personnel against the performance of the company ;

Remuneration paid to company secretary and chief financial officer is in accordance with the performance of the company during the year.

- vii) Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year;

Closing Market Price of shares of Company as on 31/03/2016 : Rs.1.15/-

Closing Market Price of shares of Company as on 31/03/2017 :Rs. 1.20/-

Earnings Per share for the financial year ended on 31/03/2016 :Rs.0.0008/-

Earnings per share for the financial year ended on 31/03/2017 :Rs.0.0002/-

Based on the Closing Price as on 31st March, 2017, P/E Ratio is minimum.

- viii) Average percentile increase 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;

Remuneration paid to company secretary and chief financial officer is in accordance with the performance of the company during the year.

- (ix) Comparison of the remuneration of each key managerial personnel against the performance of the company –

Company Secretary and CFO were paid remuneration during the year. Whereas, operation income of the Company is received from trading activities and other income are generated as dividend income from Investment made by the Company.

- (x) The key parameters for any variable component of remuneration availed by the directors;

NOT APPLICABLE as directors are not paid any remuneration during the year.

- (xi) 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; and

Directors are not paid any remuneration and No employee is receiving remuneration in excess of Key Managerial personnel i.e. Company Secretary and CFO.

- (xii) Affirmation that the remuneration is as per the remuneration policy of the company.

All payable and proposed increase in the remuneration of the Employees and KMPs are recommended by Nomination & Remuneration Committee to the Board of Directors within the organization.

**25. Formal Annual Evaluation Process by Board:**

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and Individual directors pursuant to provisions of the Companies Act, 2013 and Corporate Governance requirements as prescribed by SEBI under Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

The performance of the Board was evaluated by the Board of directors after seeking inputs from all the directors on the basis of criteria such as the Board Composition and structure, effectiveness of board process, information and functioning etc. The performance of the committee was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the structure of the committees, meetings and independency of the Committees etc.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

- 26. Board Meetings:** During the year four Board meetings were duly convened and held. The following are the dates on which the board meetings were held-

(1) May 20, 2016; (2) July 30, 2016; (3) October 22, 2016 and (4) January 25, 2017.

The intervening gap between the Meetings was within the period prescribed under Companies Act, 2013.

- 27. Committees:** The Company has several Committees which have been established as a part of best corporate governance practices and are in a compliance with the requirements of the relevant provisions of applicable laws and statute.

**The Company has following Committees-**

- (a) **Audit Committee-** The members of Audit Committee met 4 times in a year and gap between two meetings was not more than 120 days. Following is the Composition of Audit Committee-

Name	Designation
Mr. Bhavin D. Mashruwala	Chairman
Mr. Vipul H. Raja	Member
Mr. A. C. Patel	Member

- (b) **Nomination and Remuneration Committee-** The members of Nomination & Remuneration Committee met 2 times during the year. Following is the Composition of Nomination & Remuneration Committee-

Name	Designation
Mr. Bhavin D. Mashruwala	Chairman
Mr. A. C. Patel	Member
Mrs. Sonal V. Raja	Member

- (c) **Stakeholders' Relationship Committee-** The members of Stakeholders' Relationship Committee met twelve times during the year. Following is the Composition of Stakeholders' Relationship Committee-

Name	Designation
Mr. Bhavin D. Mashruwala	Chairman
Mr. Vipul H. Raja	Member

- 28. Establishment of code of conduct for directors and senior management persons:**

To enhance ethical and transparent process in managing the affairs of the Company, Board of Directors have adopted "Code of Conduct for Board of Directors and Senior Management Personnel" as per requirements of the listing Agreement. The same is available on the website of the Company.

- 29. Establishment of vigil mechanism for directors and employees:**

Company has adopted vigil mechanism called "Whistle Blower Policy", for directors and employees to report to the management, instances of unethical behaviour, fraud or violation of the Company's code of Conduct or ethics policy. The same is available on the website of the Company.

- 30. Disclosure under Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013-**

Pursuant to Section 22 of the Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013,



every Company is required to set up an Internal Complaint Committee to look into the complaints relating to sexual harassment at work place of any woman employee.

Company has adopted a policy for prevention of Sexual Harassment of Woman at workplace and has set up a committee for implementation of the said policy. During the year, Company has not received any complaints, and no any complaint pending at the end of the year.

### **31. Prevention of Insider Trading:**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All members of the Board Directors and the designated employees have confirmed compliance with the Code.

### **32. Particulars of contracts or arrangements with related parties under section 188(1):**

During the financial year 2016-17, there was no new contract/arrangements for sell/purchase of goods or services of material nature with its promoters, directors, management, or relatives etc., which may have potential conflict with interest of the Company at large. Company has entered into fresh leave and license agreement for a period of 36 months from April, 2016 to March, 2019 with Mr. Nandit V. Raja, Promoter and Mrs. Sonal V. Raja, Promoter Director of the Company for the use of current Registered office premises and Corporate office premises. The annual rent (total) for all such agreements is less than 10% of total Turnover of the Company, hence the whole transaction is not considered as Material as per Regulation 23(1) of SEBI (Listing Obligations and Disclosure Requirements) 2015.

However, details of transactions with related parties are given in note 15 of Accounting Policies by Auditors as per Accounting Standard 18, Form no. AOC-2 pursuant to clause (4) of sub section (3) of section 134 of the act and rule 8 (2) of the companies (accounts) rules 2014 is attach herewith as annexure IV.

### **33. Exemption from certain provisions of Corporate Governance:**

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Paid up Capital and net worth of the Company as on 31st March, 2017 are less than the prescribed limit and as per exemption rule, our Company is exempted from certain provisions of Corporate Governance. Accordingly, (i) Corporate Governance Report, (ii) declaration of CEO/ CFO certifying compliance by Board of Directors and Senior Management personnel with respective Code of Conduct and (iii) Compliance Certificate from Statutory Auditor regarding compliance with Corporate Governance Provisions is not given herewith.

Company will follow above mentioned provisions as and when become applicable to the Company.

### **34. Change in Registrar & Transfer agent:**

The Company has pursuant to the interim order No. WTM/RKA/MIRSD2/41/2016 dated 22/03/2016 from SEBI has terminated appointment of Sharepro Services (I) Private Limited as its Registrar & Transfer agent w.e.f. 2nd June, 2016. The Company has appointed M/s Bigshare Services Private Limited as its Registrar & Transfer agent w.e.f. 3rd June, 2016. Complete details of their name, address, contact details are given below:-

Bigshare Services Pvt. Ltd.,

A/802, Samudra Complex,

Near Klassic Gold Hotel, Near Girish Cold Drinks,

Off. C.G. Road, Ahmedabad-380009

Tel No.-079-40024135

Email- bssahd@bigshareonline.com

Website- www.bigshareonline.com

### **35. Appreciation:**

Your directors wish to place on record their gratitude and sincere appreciation for the assistance, trust and co-operation received from the shareholders, Bankers, Government authorities and clients during the year under review.

Your Directors would like to express profound sense of appreciation for the commitment shown by the employees in supporting the Company in its continued performance on all fronts.

**PLACE: AHMEDABAD**

**DATE: 03/06/2017**

**FOR & ON BEHALF OF THE  
BOARD OF DIRECTORS UNDER AN AUTHORITY  
SUMERU INDUSTRIES LIMITED**

**VIPUL H. RAJA  
CHAIRMAN & MANAGING DIRECTOR  
DIN-00055770**

## ANNEXURE-I FORM NO. MR-3

### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2017

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

To,

The Members,

**SUMERU INDUSTRIES LIMITED**

**CIN: L65923GJ1994PLC021479**

I/we have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by SUMERU INDUSTRIES LIMITED. (Hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my/our verification of the records of SUMERU INDUSTRIES LIMITED books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, I/We hereby report that in my/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 compliances mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I/We have examined the books, papers, minute books, forms and returns filed and record maintained by SUMERU INDUSTRIES LIMITED (CIN: L65923GJ1994PLC021479) for the financial year ended on 31.03.2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulations) 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 regulation 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 Takeover) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the

Companies Act and dealing with client;

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) As stated in the Annexure - A - all the laws, rules, regulations are applicable specifically to the company.

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

- (i) Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India in respect of Board meeting and General Meeting.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchanges.

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

#### I/We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executives Directors, Independent Directors and Woman Director. The Company has requisite Key managerial person (KMP) i.e. Managing Director, Company Secretary and Chief financial officer (CFO) as per requirement of Section 203 of the Companies Act, 2013.

There were no changes in the composition of the Board of Directors during the period under review.

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 clarification on the agenda items before the meeting and for meaningful participation at the meeting.

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

**I/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 compliances with applicable laws, rules, regulations and guidelines.

**I/We further report that** during the audit period the company has not made any

- (I) Public/ Right/Preferential issue of shares/ debentures/sweat equity, etc.
- (II) Redemption/ buy-back of securities
- (III) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- (IV) Merger/ amalgamation/reconstruction etc.
- (V) Foreign technical collaborations

**Place: Ahmedabad**

**Date: 11th May 2017**

**FOR KAMLESH M. SHAH & CO.,  
PRACTICING COMPANY SECRETARIES**

**Kamlesh M. Shah  
Proprietor**

**ACS: 8356, COP: 2072**

**ANNEXURE-A****Securities Laws**

1. All Price Sensitive Information was informed to the stock exchanges from time to time
2. All investors' complains directly received by the RTA & Company is recorded on the same date of receipts and all are resolved within reasonable time.

**Labour Laws**

1. All the premises and establishments have been registered with the concerned authorities/ departments.
2. The Company has not employed any child labour/ Bonded labour in any of its establishments.
3. Provisions related to compliances of PF/ESI/Gratuity Act are not applicable to Company.

**Environmental Laws**

As the company is not engaged in the manufacturing activities so the Environmental laws are not applicable to the company.

**Taxation Laws**

The company follows all the provisions of the Income Tax Act, 1961 and is regular in filing returns on time with Income tax department as and when required.

**Place: Ahmedabad**

**Date: 11th May 2017**

**FOR KAMLESH M. SHAH & CO.,  
PRACTICING COMPANY SECRETARIES**

**Kamlesh M. Shah  
ACS: 8356, COP: 2072**

**ANNEXURE- II****FORM NO. MGT-9****EXTRACT OF ANNUAL RETURN**

**AS ON THE FINANCIAL YEAR ENDED ON 31st MARCH, 2017**

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

**I. REGISTRATION AND OTHER DETAILS:**

1	CIN	L65923GJ1994PLC021479
2	Registration Date	03/03/1994
3	Name of the Company	Sumeru Industries Limited
4	Category / Sub-Category of the Company	Public Company- Limited by Shares
5	Address of the Registered office and contact details	10th Floor, Sumeru Centre, Near Parimal Crossing, C. G. Road, Ahmedabad-380007
6	Whether listed company Yes / No	Yes Bombay Stock Exchange (Scrip Code- 530445) Ahmedabad Stock Exchange (Company Code- 57645)
7	Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services Pvt. Ltd., A/802, Samudra Complex, Near Klassic Gold Hotel, Girish Cold Drinks, Off. C.G. Road, Ahmedabad- 380009

**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:-

Sl. No.	Name and Description of main services	NIC Code of the service	% to total turnover of the company
1	Trading	6092	100%

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

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable section
NIL					

**IV. SHARE HOLDING PATTERN**

(Equity Share Capital Breakup as percentage of Total Equity)

**i) Category-wise Share Holding:**

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter's</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	30194511	9211000	39405511	54.73	30325852	9211000	39536852	54.92	0.19
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
<b>Sub Total (A) (1)</b>	30194511	9211000	39405511	54.73	30325852	9211000	39536852	54.92	0.19
<b>(2) Foreign</b>									
a) NRI- Individual	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp	0	0	0	0	0	0	0	0	0
d) Banks, FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
<b>Sub Total (A) (2)</b>	0	0	0	0	0	0	0	0	0
<b>Total shareholding of Promoter (A)</b>	30194511	9211000	39405511	54.73	30325852	9211000	39536852	54.92	0.19
<b>=(A)(1)+(A)(2)</b>									
<b>B. Public Shareholding</b>									
<b>I. Institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0

# SUMERU INDUSTRIES LIMITED

i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1):-</b>	0	0	0	0	0	0	0	0	0
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	1284487	2185000	3469487	4.82	1144229	2185000	3329229	4.62	(0.20)
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	14917267	6408501	21325768	29.62%	15120925	6405501	21526426	29.90	(0.28)
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	7554109	0	7554109	10.49%	7309612	0	7309612	10.15	(0.34)
c) Others (specify)									
Non Resident Indians	237125	8000	245125	0.34	240020	8000	248020	0.34	0
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	0	0	0	0	0	0	0	0	0
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(2):-</b>	23993988	8600501	32594489	45.27%	23864647	8598501	32463148	45.09%	0.18%
Total Public Shareholding (B)=(B)(1) + (B)(2)	23993988	8600501	32594489	45.27%	23864647	8598501	32463148	45.09%	0.18%
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	54188499	17811501	72000000	100.00%	5,41,90,499	17809501	7,20,00,000	100.00%	0

## ii) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year (As on 1st April, 2016)			Share holding at the end of the year (As on 31st March, 2017)			% 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	Anjan H. Raja	9295950	12.91	0	9295950	12.91	0	
2	Vipul H. Raja	16924406	23.51	0	16924406	23.51	0	
3	Sonal V. Raja	6690801	9.29%	0	6822142	9.48	0	+0.19
4	Nandit V. Raja	6405354	8.90%	0	6405354	8.90	0	
5	Namrata V. Raja	89000	0.12	0	89000	0.12	0	
	<b>Total</b>	<b>30194511</b>	<b>54.73</b>	<b>0</b>	<b>39536852</b>	<b>54.91</b>	<b>0</b>	<b>+0.19</b>



**iii) Change in Promoters' Shareholding**

1	Sonal V. Raja	Shareholding at the beginning of the year			Shareholding at the end of the year	
		No. of shares		% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year		6690801	9.29 %	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	03/03/2017	47249	0.06 %	6738050	-
		10/03/2017	43382	0.06 %	6781432	
		17/03/2017	5000	0.007 %	6786432	
		24/03/2017	7280	0.01 %	6793712	
		31/03/2017	28430	0.04 %	6822142	
	At the end of the year	Total 131341 shares were purchased on various dates			6822142	9.48 %

There is no change in shareholding of other promoters during the year.

**iv) Shareholding Pattern of top ten Shareholders:**

(Other than Directors, Promoters and Holders of GDRs and ADRs):

		Shareholding at the beginning of the year		Date	Increase/ decrease in shareholding	Reason	Shareholding at the end of the year	
		No. Shares	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Sanket Fincap Pvt. Ltd.	2781000	2.86%	-	-	-	2781000	3.86%
2	Jeenalben Saumilbhai Shah	0	0	23/12/2016	681105	Transfer	681105	0.95%
3	Niraj A Patel	608431	0.85%	-	-	-	608431	0.85%
4	Chintan Jatin Sheth	566000	0.78%	-	-	-	566000	0.79%
5	Vipul Pratapbhai Patel	443415	0.62%	02/03/2017	100000	Purchase	543415	0.75%
6	Niraj Shashin Sheth	541000	0.75%	-	-	-	541000	0.75%
7	Mayur Rameshbhai Patel	284791	0.40%	15/07/2016	155000	Purchase	470291	0.65%
				12/08/2016	30500	Purchase		
8	Surendrakumar Amratlal Shah	447415	0.62%	-	-	-	447415	0.62%
9	Manjulaben A Shah	443997	0.62%	-	-	-	443997	0.62%
10	Hitesh Ramji Javeri	378410	0.53%	-	-	-	378410	0.53%

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

1	Vipul H. Raja	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	16924406	23.51 %	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the end of the year			16924406	23.51%

**SUMERU INDUSTRIES LIMITED**

2	A. C. Patel, Director	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	3997	0.005	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the end of the year	-	-	3997	0.005

3	Bhavin D. Mashruwala, Director	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	47000	0.065	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the end of the year	-	-	47000	0.065

4	Sonal V. Raja, Additional Director	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	6690801	9.29	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	131341 shares were purchased on various dates			
	At the end of the year	-	-	6822142	9.48

5	Nidhi Kartik Shah Company Secretary	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the end of the year	-	-	-	-

6	Manish H. Mishra Chief Financial Officer	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	391795	0.54	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the end of the year	-	-	391795	0.54

**V. INDEBTEDNESS:**

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

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

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

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission		
	- as % of profit		
	- others; specify...		
5	Others, please specify		
	Total (A)		
	Ceiling as per the Act		

# SUMERU INDUSTRIES LIMITED

## B. Remuneration to other directors: (NOT APPLICABLE)

Directors are not paid any remuneration.

SN.	Particulars of Remuneration	Name of Directors	Total Amount
1	Independent Directors Fee for attending board committee meetings Commission Others, please specify Total (1)		
2	Other Non-Executive Directors Fee for attending board committee meetings Commission Others, please specify Total (2)		
	Total (B)=(1+2) Total Managerial Remuneration Overall Ceiling as per the Act		

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

SN	Particulars of Remuneration	Key Managerial Personnel		
		CFO	CS	Total
		Manish H. Mishra	Nidhi K. Shah	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Rs. 2,26,500/-	Rs. 2,08,500/-	Rs. 4,35,000/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total	Rs. 2,26,500/-	Rs. 2,08,500/-	Rs. 4,35,000/-

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

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

PLACE: AHMEDABAD  
DATE: 03/06/2017

FOR & ON BEHALF OF THE  
BOARD OF DIRECTORS UNDER AN AUTHORITY  
SUMERU INDUSTRIES LIMITED

VIPUL H. RAJA  
CHAIRMAN & MANAGING DIRECTOR  
DIN-00055770

**ANNEXURE-III**

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Your Director's have pleasure in presenting the Management Discussion and Analysis Report for the year ended on 31st March, 2017.

- A) Industry structure and development:  
Sumeru Industries Limited was engaged in the business of trading in fabric particularly cotton fabric. Company has shown better performance compared with last year in terms of both profit and turnover.
- B) Opportunities & Threats:  
The Company is in continuous process of identifying new business opportunities. The Company is operating in the business of trading. Total turnover from trading activity for the financial year 2016-17 was increase with compare to last year. However changes in government regulations, tax regime and other statues could make a difference to the company's performance in future.
- C) Segment wise Performance:  
From the current year, the Company is working in only one segment i.e. trading, and hence segment reporting is not applicable.
- D) Internal Control & their adequacy:  
Considering the size of the Company, your Company has adequate system of Internal Control to provide reasonable assurance that assets are safeguarded and protected from unauthorized use or deposition.
- E) Financial Performance with respect to operational Performance:  
The overall financial performance during the year 2016-2017 has been satisfactory. Total turnover from trading activity for financial year 2016-2017 was increased with compared to last year.
- F) Material developments in Human Resources / Industrial Relations front, including number of people employed.  
As on 31st March, 2017, the Company had 4 employees including Company Secretary, Chief Financial Officer and Managing Director, where Managing Director doesn't withdraw any salary from the Company.

**FOR & ON BEHALF OF THE  
BOARD OF DIRECTORS UNDER AN AUTHORITY  
SUMERU INDUSTRIES LIMITED**

**Mr. Vipul H. Raja**  
Chairman & Managing Director  
DIN-00055770

**DATE- 03/06/2017**  
**Place- Ahmedabad**

**ANNEXURE-IV  
Form No. AOC-2**

[Pursuant to Clause (h) of Sub Section (3) of Section 134 of Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

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

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

All contracts/ arrangement with related parties were on arm's length basis.

2. Details of Material Contracts or arrangements or transactions at arm's length basis

There were no material related party contracts or arrangements or transactions during the year.

On Behalf of the Board of Directors

**Mr. Vipul H. Raja**  
Chairman & Managing Director  
DIN-00055770

Date- 3rd June, 2017  
Place- Ahmedabad

**CEO/CFO Certification**

To,  
The Board of Directors  
Sumeru Industries Ltd.  
Ahmedabad

We have reviewed the financial statements and the cash flow statement of Sumeru Industries Limited for the year ended 31st March, 2017 and that to the best of our knowledge and belief, we state that;

- (a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
- (b) these statements present a true and fair view of the Company's affairs and are in compliance with current accounting standards, applicable laws and regulations.
- 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 in violation of the Company's code of conduct.
- we accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken for rectifying these deficiencies.
- we have indicated to the Auditors and the Audit Committee:
  - significant changes, if any, in the internal control over financial reporting during the year.
  - significant changes, if any, in accounting policies made during the year;
  - Instance of significant fraud of which we have become aware of and which involve management or other employees who have significant role in the Company's Internal Control system over financial year.

However, during the year, there were no such instances or changes.

**Mr. Manish H. Mishra**  
Chief Financial Officer

**Mr. Vipul H. Raja**  
Chairman & Managing Director

**Date- 03/06/2017**  
**Place- Ahmedabad**



**INDEPENDENT AUDITORS' REPORT**

**TO THE MEMBERS OF  
SUMERU INDUSTRIES LIMITED.**

**Report on the Financial Statements**

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

**Management's Responsibility for the Financial Statements**

2. The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.
5. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

**Opinion**

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required

and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2017;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

**Report on other Legal and Regulatory Requirements**

9. As required by the 'Companies (Auditor's Report) Order, 2016', issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure B a statement on the matters specified in paragraph 3 and 4 of the Order.
10. 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 appears from our examination of those books
  - c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of written representations received from the directors as on 31 March, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
  - f) In our opinion, the Company has, in all material respects, an adequate internal financial controls, system over financial reporting and such internal financial control over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company and our separate Report in Annexure A.
  - 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 – Refer Note 1 to the financial statements;
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.
    - iv. The Company has provided disclosures in its financial statements as to holding as well as dealing in specified bank notes during the period for 8 November 2016 to 30 December 2016 and the same are in accordance with the books of accounts maintained by the company.

**For, Nitin K. Shah & Co.**  
Chartered Accountants  
Firm Reg. No.:107140W

**Valbhav N. Shah**  
Proprietor  
M.No.116817

Place: Ahmedabad  
Date: 11/05/2017

**Annexure A to Independent Auditors' Report**

Referred to in paragraph 10(f) of the Independent Auditors' Report of even date to the members of SUMERU INDUSTRIES LIMITED on the financial statements for the year ended March 31, 2017

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

1. We have audited the internal financial controls over financial reporting of SUMERU 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**

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting 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 Act.

**Auditor's Responsibility**

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

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

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

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

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

**Opinion**

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting, were operating effectively as at 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, Nitin K. Shah & Co.**  
Chartered Accountants  
Firm Reg. No.:107140W

**Vaibhav N. Shah**  
Proprietor  
M. No.116817

Place: Ahmedabad  
Date : 11/05/2017

**Annexure B to Independent Auditors' Report**

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of SUMERU INDUSTRIES LIMITED on the financial statements for the year ended March 31, 2017

(i) In respect of its Fixed Assets:

(a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;

(b) These fixed assets have been physically verified by the management at reasonable intervals in accordance with regular programme of verification. According to the information and explanation given to us, no material discrepancies were noticed on such verification.

(c) The immovable property held by the Company is on lease rental basis, hence para 3(ii) of the Order is not applicable to the Company.

(ii) In respect of its Inventory:

According to the information and explanations given to us, physical verification of inventory has been conducted at reasonable intervals by the management and no material discrepancies were noticed on physical verification during the year.

(iii) According to information and explanations given to us, the Company has not granted loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Sec.189 of the Companies Act, 2013. Therefore, provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.

(iv) According to information and explanations given to us, the Company has not granted any loans or made any investments, or provided any guarantees or security to the parties covered under Sec.185 and 186 of the Companies Act, 2013. Therefore, the provisions of Clause 3(iv) of the said Order are not applicable to the Company.

(v) According to information and explanations given to us the Company has not accepted any deposits during the year.

(vi) According to the information and explanations given to us, the Central Govt. has not prescribed maintenance of cost records under sub-section (1) of Sec.148 of the Companies Act, 2013 for any of the products of the Company.

(vii) According to the information and explanations given to us, in respect of statutory dues:

(a) The Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities.

(b) There are no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues in arrears as at March 31, 2017 for period of more than six months from the day they became payable.

(c) According to the information and explanations given to us, the following matters have been decided in favour of the Company, although the Department has preferred appeals at higher level:

Particulars	Period to which the amount relates	Forum where the dispute is pending	Amount (Rs)
Interest-Tax	1995-96	High Court	3,12,003/-
Interest-Tax	1996-97	High Court	8,35,549/-
Interest-Tax	1997-98	High Court	7,64,757/-
<b>Total</b>			<b>19,12,309/-</b>

(viii) As the Company does not have any loans or borrowings from any financial institution or bank or Government, nor has it issued any debentures as at the balance sheet date, the provisions of Clause 3(viii) of the Order are not applicable to the Company.

(ix) The Company has not raised money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.

(x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.

(xi) The managerial remuneration has neither been paid nor provided for, hence para 3(xi) of the Order is not applicable to the Company.

(xii) This clause of the CARO, 2016 is not applicable to the Company as the Company is not a Nidhi Company.

(xiii) According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully convertible debentures during the year under audit. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.

(xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him and the provisions of section 192 of the Companies Act, 2013 have been complied with;

(xvi) This clause of the CARO, 2016 is not applicable to the Company as the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For, Nitin K. Shah & Co.**  
Chartered Accountants  
Firm Reg. No.: 107140W

**Vaibhav N. Shah**  
Proprietor  
M. No.116817

Place: Ahmedabad  
Date: 11/05/2017

# SUMERU INDUSTRIES LIMITED

## BALANCE SHEET AS AT 31ST MARCH, 2017

(Amount in Rs.)

Particulars	Note No.	As At 31st March, 2017	As At 31st March, 2016
<b>I. EQUITY AND LIABILITIES</b>			
<b>1. Shareholders' Funds</b>			
(a) Share Capital	2	72000000	72000000
(b) Reserves & Surplus	3	29498457	29396411
		101498457	101396411
<b>2. Non-current Liabilities</b>			
(a) Long-term Borrowings		0	0
(b) Deferred Tax Liabilities (Net)	4	0	0
		0	0
<b>3. Current Liabilities</b>			
(a) Other Current Liabilities	5	18891635	12145320
(b) Short-term Provisions	6	53124	25762
		18944759	12171082
<b>TOTAL</b>		<b>120443216</b>	<b>113567493</b>
<b>II. ASSETS</b>			
<b>1. Non-current Assets</b>			
(a) Fixed Assets	7		
Tangible Assets		4742449	5539176
(b) Non-current Investments	8	150000	150000
(c) Long-term Deposits and Advances	9	265000	265000
(d) Other Non-current Assets	10	38230806	36158622
		43388255	42112798
<b>2. Current Assets</b>			
(a) Current Investments	11	55313058	56482699
(b) Trade Receivables	12	20383352	13146766
(c) Cash and Bank Balances	13	505688	1065353
(d) Other Current Assets	14	852862	759877
		77054961	71454695
<b>TOTAL</b>		<b>120443216</b>	<b>113567493</b>

Significant Accounting Policies 1

The accompanying notes form an integral part of the financial statements.

As per our report of even date

For Nitin K. Shah & Co.

Chartered Accountants

Firm Reg. No. 107140W

For & on behalf of the Board

**Vipul Raja**  
Chairman & MD  
DIN-00055770

**A C Patel**  
Director  
DIN-00037870

**Vaibhav N. Shah**  
Proprietor  
Mem. No. 116817  
Ahmedabad, 11th MAY, 2017

**Nidhi Shah**  
Company Secretary  
ACS : 33325

**Manish Mishra**  
CFO

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR

ENDED 31ST MARCH, 2017 (Amount in Rs.)

Particulars	Note No.	As At 31st March, 2017	As At 31st March, 2016
<b>I. Revenue from operations</b>	15	73774592	39168981
(Gross)			
Less: Service Tax Recovered		0	0
Sales of Services		73774592	39168981
(Net of Service Tax)			
<b>II. Other income</b>	16	2950076	3289021
<b>III. Total Revenue (I + II)</b>		<b>76724668</b>	<b>42458002</b>
<b>IV. Expenses</b>			
Purchase of Stock-in-Trade		73009680	38514904
Changes in inventories of Stock-in-Trade		0	0
Employee benefit expenses	17	1038725	577000
Finance Costs	18	0	0
Depreciation and amortization costs	7	794505	840213
Other expenses	19	1779712	2472659
<b>Total expenses</b>		<b>76622622</b>	<b>42404776</b>
<b>V. Profit before exceptional items and tax (III-IV)</b>		<b>102046</b>	<b>53226</b>
<b>VI. Exceptional items</b>		-	-
<b>VII. Profit before tax (V-VI)</b>		<b>102046</b>	<b>53226</b>
<b>VIII. Tax expense</b>			
(1) Current tax		0	0
(2) Deferred tax		0	-5166
<b>IX. Profit for the year (VII-VIII)</b>		<b>102046</b>	<b>58392</b>
<b>X. Earning Per Equity Share</b>		<b>0.001</b>	<b>0.001</b>
Rs. (FV of Re.1/- each)			
(Basic and Diluted)			

Significant Accounting Policies 1

The accompanying notes form an integral part of the financial statements.

As per our report of even date

For Nitin K. Shah & Co.

Chartered Accountants

Firm Reg. No. 107140W

For & on behalf of the Board

**Vipul Raja**  
Chairman & MD  
DIN-00055770

**A C Patel**  
Director  
DIN-00037870

**Vaibhav N. Shah**  
Proprietor  
Mem. No. 116817  
Ahmedabad, 11th MAY, 2017

**Nidhi Shah**  
Company Secretary  
ACS : 33325

**Manish Mishra**  
CFO



**NOTE 1**

**Significant Accounting Policies and Notes on Accounts:**

**Nature of Operations:**

The Company's principal activity is providing management services apart from trading in products. The Company is establishing the salt pan project in the Kutch District of Gujarat. However, owing to local condition and environment, the Company has decided to halt this project.

**1. Significant Accounting Policies:**

**1) Basis of Preparation of Financial Statements:-**

The financial statements have been prepared to comply in all material respects with applicable Accounting Standards issued by the Institute of Chartered Accountants of India and referred to Sec.129 & 133 of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on an accrual basis of accounting, in accordance with applicable mandatory accounting standards prescribed under the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013.

**2) Use of Estimates:-**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities as at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

**3) Revenue Recognition:-**

Sales of products and services (net of service tax) are recognized when significant risks and rewards of ownership of products are passed on to customers or when the service has been provided. Dividend income is recognized when the right to receive dividend is established.

**4) Inventories:-**

Finished goods inventories are stated at lower of cost and net realizable value, as certified by the management.

**5) Fixed Assets:-**

Fixed assets are stated at the cost of acquisition less accumulated depreciation and impairment losses, if any. Cost of fixed assets comprises purchase price, duties, levies and any directly attributable cost of bringing the asset to its working condition for the intended use. Borrowing costs related to the acquisition or construction of the qualifying assets for the period up to the completion of their acquisition or construction is capitalized.

**6) Depreciation/Amortization:-**

Depreciation has been provided on life assigned to each asset in accordance with Schedule II of the Companies Act, 2013.

**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 and fair value. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

**8) Provision, Contingent Liabilities and Contingent Assets:-**

Provisions comprise liabilities of uncertain timing or amount. Provisions are recognized when there is a present obligation as a

result of past events and it is probable that there will be an outflow of resources.

Contingent liabilities are disclosed by way of Notes to Accounts.

Contingent assets are not recognized in the financial statements.

**9) Taxation:-**

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income-tax Act, 1961. Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

Minimum Alternate Tax (MAT) Credit is recognized as assets only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of credit to the profit and loss account and shown as MAT credit entitlement. The company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

**10) Segment reporting:-**

Identification of segments:

The Company's operating businesses are organized and managed according to the nature of products and predominant source of the risk for the Company is business product, therefore business segment has been considered as primary segment. The analysis of geographical segments is based on the areas in which the Company operates.

**Segment policies:**

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

**11) Earning per share:-**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders after deducting preference dividends and attributable taxes by the weighted average number of equity shares outstanding during the period.

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 are adjusted for the effects of all dilutive potential equity shares, if any.



**12) Impairment:-**

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets' net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital. For the purpose of accounting of impairment, due consideration is given to revaluation reserve, if any. After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful lives.

A previously recognized impairment loss is increased or reversed depending on changes in circumstances. However the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

**13) Borrowing costs:-**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

**14) Leases:-**

Leases, where the lessor retains substantially all the risks and rewards incidental to the ownership are classified as operating leases. Operating lease payments are recognized as an expense in Profit & Loss account on Straight Line basis over the lease term.

**15) Employee benefits:-**

Retirement benefits in the form of Provident Fund contributed to Statutory Provident Fund is a defined contribution scheme and the payments are charged to the Profit and Loss Account of the year when the payments to the respective funds are due. There are no obligations for contribution payable to Provident Fund Authorities. Superannuation Fund and Employees' State Insurance Corporation (ESIC) are defined contribution schemes and the contributions are charged to the Profit and Loss Account of the year when the contributions to the respective funds are due. There are no other obligations for the contribution payable to the respective funds.

The company does not have gratuity Liability.

**16) Foreign Currency Transactions:-**

Transactions in foreign currencies are accounted at the exchange rates prevailing on the date of transaction or at rates that closely approximate the rate at the date of the transaction.

**17) Project Development Expenses Pending Adjustment:-**

Expenditure incurred during development and preliminary stages of the Company's new projects are carried forward. However, if any project is abandoned, the expenditure relevant to such project is written off through the natural heads of expenses in the year in which it is so abandoned.

**18) Other Accounting Policies:-**

These are consistent with the generally accepted accounting practices. Accounting standards which are not applicable are not reported.

**Notes to Accounts:**
**1) Contingent Liability not provided for:**

Particulars	Period to which the amount relates	Forum where the dispute is pending	Amount (Rs.)	Remarks
Interest Tax	1995-96	High Court	312003	
Interest Tax	1996-97	High Court	835549	
Interest Tax	1997-98	High Court	764757	
<b>Total</b>			<b>1912309</b>	

- The balances of sundry debtors, sundry creditors, loans and advances are subject to confirmation.
- The balances of sundry debtors, sundry creditors, loans and advances are subject to confirmation.
- As explained to us, the provisions of Provident Fund Act, ESI Act, and Gratuity Act are not applicable to the Company.
- The Company at present is engaged in the business of trading in product, which constitutes a single business segment as compared to previous year business segment i.e., "Management Consultancy Service". In view of above, primary and secondary reporting disclosures for business/geographical segment as envisaged in AS-17 are not applicable to the Company.
- The public issue expenses and deferred revenue expenditure incurred are written off over a period of 10 years.
- According to the information available with the Company, there are no amounts as at 31st March, 2016 due to suppliers who constitute a "Micro, Small and Medium Enterprises" as per MSMED Act, 2006.
- The Board of Directors is of the opinion that all the liabilities have been adequately provided for.
- There is no operational activity in the business of shares and securities, lease and in finance field.
- We are informed by the management that there is no decline in price in respect of unquoted Investment.
- There was no impairment loss on Fixed Assets on the basis of review carried out by the Management in accordance with Accounting Standard-28 issued by the Institute of Chartered Accountants of India.
- Earnings Per Share (EPS)

Particulars	2016-17 (Amount in Rs.)	2015-16 (Amount in Rs.)
Net Profit as per profit & loss account	102046	58392
Less: Preference dividend and tax thereon	0.0	0.0
Net Profit for calculation of basic/diluted EPS	102046	58392
Weighted average number of equity shares (In calculated basic/diluted EPS) (Nominal value of Shares Re.1 (Previous Year Re.1))	72000000	72000000
Earning Per Share	0.001	0.002

**12) Auditor's Remuneration**

Particulars	2016-17 (Amount in Rs.)	2015-16 (Amount in Rs.)
As Auditor		
-Statutory Audit	17250	17175
-Tax Audit	8625	8587
As Advisor or in other capacity	0	0
Reimbursement of Expenses	0	0
<b>Total</b>	<b>25875</b>	<b>25762</b>

**13) Directors Remuneration**

Particulars	2016-17 (Amount in Rs.)	2015-16 (Amount in Rs.)
Directors Remuneration	0.00	0.00
Salaries	0.00	0.00
Perquisites	0.00	0.00
Contribution to Provident & Superannuation Fund	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>450000.00</b>

**14) Deferred Tax Liability Related to:**

No.	Particulars	Deferred Tax Assets		Deferred Tax Liabilities		Net Balance	
		2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
1	Difference in amounts of depreciation	0	0	0	-5166	0	5166
2	Section 43B expenses deductible for tax purposes on payment basis	0	0	0	0	0	0
3	Other	0	0	0	0	0	0

P.N.: Deferred tax is measured based on the tax rates and the tax laws enacted by the Finance Act, 2015 @30.90%

**15) Related Parties Disclosure under Accounting Standard 18**

- 1) Related Party relationship: **Key Management Personnel**  
 Vipul H Raja, Promoter Director  
 -Transaction Value Rs. Nil  
 Sonal V Raja, Additional Director,  
 -Office Rent of Rs.1,80,000/-  
 Nandit V Raja,  
 -Office Rent of Rs.1,80,000/-  
 Nidhi K Shah, Company Secretary  
 -Remuneration of Rs.208500/-  
 Manish Mishra Chief Financial Officer  
 -Remuneration of Rs.226500/-

**16) Disclosure regarding pursuant to Circular No.G.S.R.308(E), dated March 30, 2017**

Details of Specified bank notes (SBN) held and transacted during the period from November 30,2016 to December 30, 2016 is provided in the table below:-

	SBN's	Other denomination Notes	Total
Closing cash in hand as on 08.11.16	946000	122204	1068204
(+) permitted Receipts	Nil	109000	109000
(-) Permitted Payments	Nil	2380	Nil
(-) Amount Deposited in Bank	946000	Nil	946000
Closing Cash in hand as on 30.12.16	Nil	228824	228824

The information given in the above table relates for cash balance available as on closing hours of November 08,2016 as well as subsequent transactions on account of withdrawal from banks and permitted payments of expenditure as considered for the above.

**NOTES TO THE FINANCIAL STATEMENTS**
**NOTE 2 SHARE CAPITAL**

(Amount in Rs.)

	As At March 31, 2017	As At March 31, 2016
<b>Authorised</b> 8,00,00,000 (8,00,00,000) Equity Shares of Re.1/- each	80000000	80000000
<b>Issued, Subscribed &amp; Fully Paid Up</b> 7,20,00,000 (7,20,00,000) Equity Shares of Re.1/- each	72000000	72000000
<b>TOTAL</b>	<b>72000000</b>	<b>72000000</b>

Reconciliation of shares outstanding at the beginning and at the end of the reporting period.

	March 31, 2017		March 31, 2016	
	No. of Shares	Amt. Rs.	No. of Shares	Amt. Rs.
At the beginning of the period	72000000	72000000	72000000	72000000
Add: Shares issued during the year	Nil	Nil	Nil	Nil
Less: Shares bought back during the year	Nil	Nil	Nil	Nil
Add: Other movements during the year	Nil	Nil	Nil	Nil
Outstanding at the end of the period	72000000	72000000	72000000	72000000

**Terms/Rights attached to equity shares**

The Company has only one class of equity shares having par value of Re.1 per share. Each shareholder of equity share is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the realised value of the assets of the Company, remaining after payment of all preferential dues. The distribution will be in proportion to the number of equity shares held by the shareholders.

	March 31, 2017	March 31, 2016
Shares held by holding/ultimate holding company/or their subsidiaries/ associates	Nil	Nil

**Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company**

Name of the Shareholder	March 31, 2017		March 31, 2016	
	No. of Shares	% of holding	No. of Shares	% of holding
Vipul H Raja	16924406	23.51	16924406	23.51
Anjan H Raja	9295950	12.91	9295950	12.91
Sonal V Raja	6822142	9.48	6690801	9.29
Nandit V Raja	6405354	8.90	6405354	8.90
Namrata V Raja	89000	0.12	89000	0.12

As per the records of the Company, including its Register of Members and other declarations received from them regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

	March 31, 2017	March 31, 2016
Aggregate number of shares issued for consideration other than cash, bonus shares issued and shares bought back during the period of 5 years immediately preceding the reporting date.	Nil	Nil

**NOTE 7**
**NOTE 8 FIXED ASSETS & DEPRECIATION**

	Gross Block (at cost) as at 01.04.2016	Additions / (Deductions)	Gross Block (at cost) as at 31.03.2017	Accumulated Depre. As at 01.04.2016	Depre. Trf. during the year	Depre. Addition during the year	Depre. Deletion Trf during the year	Accumulated Depre. As at 31.03.2017	Net Block as at 31.03.2016	Net Block as at 31.03.2017
<b>TANGIBLE ASSETS</b>										
Plant & Machinery	0	0	0	0	0	0	0	0	0	0
Computers & DPU	110665	24150	134815	87618	0	8385	0	96003	23047	38812
Office Equip.	70874	29800	100674	50385	0	24081	0	74466	20489	26208
Electrical Inst. & Equip.	1010339	(14500)	995839	239438	0	100413	0	339851	770901	655988
Furniture & Fixtures	5365180	(41672)	5323508	920591	0	570021	(12567)	1490612	4444589	3832896
Motor Vehicles	564755	0	564755	284605	0	91605	0	376210	280150	188545
<b>TOTAL</b>	<b>7121813</b>	<b>(2222)</b>	<b>7119591</b>	<b>1582637</b>	<b>0</b>	<b>794505</b>	<b>(12567)</b>	<b>2377142</b>	<b>5539176</b>	<b>4742449</b>
Previous Year	7043228	78585	7121813	834138	0	840213	(91714)	1582637	5539176	-

<b>NOTE 3</b>		
<b>RESERVES &amp; SURPLUS</b>		
<b>a. Surplus in the Statement of Profit &amp; Loss</b>		
Opening Balance	29396411	29338019
Add: Net Profit for the year	102046	58392
Closing Balance	29498457	29396411
<b>TOTAL</b>	<b>29498457</b>	<b>29396411</b>

	March 31, 2017	March 31, 2016
<b>NOTE 4</b>		
<b>DEFERRED TAX LIABILITIES (NET)</b>		
Deferred Tax Liabilities (net)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

	March 31, 2017	March 31, 2016
<b>NOTE 5</b>		
<b>OTHER CURRENT LIABILITIES</b>		
Trade Payables	18891290	11967686
Other Payables		
TDS Payable	345	23625
Other Payable	0	154009
	18891635	12145320

	March 31, 2017	March 31, 2016
<b>NOTE 6</b>		
<b>SHORT-TERM PROVISIONS</b>		
Provision for Expenses	53124	25762
	53124	25762

NOTE 8	March 31, 2017	March 31, 2016
<b>NON-CURRENT INVESTMENTS</b>		
Non Trade Investment in Eq. Shares of Jalhind Leasing & Finance Ltd. (Valued at Cost) (No. of Shares: 15000) (P.Y. 15000)	150000	150000
<b>Total</b>	<b>150000</b>	<b>150000</b>

NOTE 9	March 31, 2017	March 31, 2016
<b>LONG-TERM LOANS AND ADVANCES</b>		
Security Deposit (Unsecured, Considered Good)	265000	265000
<b>Total</b>	<b>265000</b>	<b>265000</b>

NOTE 10	March 31, 2017	March 31, 2016
<b>OTHER NON-CURRENT ASSETS</b>		
MAT Credit Entitlement	685756	685756
Interest Accrued But Not Due on NSC	15782	15782
Pre-operative Expenses on Kutch Salt Project	36752342	34688811
Balance with Govt. Authorities	776926	768273
<b>Total</b>	<b>38230806</b>	<b>36158622</b>

NOTE 11	March 31, 2016	March 31, 2015
<b>CURRENT INVESTMENTS</b>		
<b>Investment in Mutual Fund</b>		
AXIS Treasury Advantage Fund (No. of Units: 32640.620) (P.Y.: 34146.363)	32669209	34227120
ICICI Prudential Mutual Fund (No. of Units: 373857.667) (P.Y. 244537.042)	5000000	5000000
Kotak Flother Short Term Regu. Plan (No. of Units: 522.7072) (P.Y. 2458.2062)	1286334	6035579
ICICI Income Opportunity Plan (No. of Unit : 244537.042)	5137515	
Investment in Bonds		
NHB Tax Free Bonds (Nos. 10.95)(P.Y. 10.95)	11095000	11095000
NTPC Bond (Nos.125) (P.Y. 125)	125000	125000
<b>Total</b>	<b>55313058</b>	<b>56482699</b>

NOTE 12		
<b>TRADE RECEIVABLES</b>		
Outstanding for a period exceeding Six months from the date they are due for payment (Unsecured, Considered Good)	726102	734754
Other Receivable (Unsecured, Considered Good)	19657250	12412012
<b>TOTAL</b>	<b>20383352</b>	<b>13146766</b>

NOTE 13		
<b>CASH AND BANK BALANCES</b>		
Cash on Hand	371700	1019996
Balances with Banks In Current Accounts	133988	45357
<b>TOTAL</b>	<b>505688</b>	<b>1065353</b>

NOTE 14		
<b>OTHER CURRENT ASSETS</b>		
Pre-paid Expenses	5136	7053
CENVAT-Service Tax	351048	256133
Interest Accrued But Not Due on Bonds	496678	496691
<b>Total</b>	<b>852862</b>	<b>759877</b>

NOTE 15		
<b>REVENUE FROM OPERATIONS</b>		
Sale of Products		
Traded Goods	73774592	39168981
<b>Total</b>	<b>73774592</b>	<b>39168981</b>

NOTE 16		
<b>OTHER INCOME</b>		
Interest on IT Refund	530	38650
Dividend on Mutual Fund	1829604	2339955
Short-Term Capital Gain on Sale of Mutual Fund	250755	35579
Other income	14312	21779
Interest on Bonds	854875	853058
<b>Total</b>	<b>2950076</b>	<b>3289021</b>

# SUMERU INDUSTRIES LIMITED

<b>NOTE 17</b>		
<b>EMPLOYEE BENEFIT EXPENSES</b>		
Admin Salary Expense	1038725	577000
<b>Total</b>	<b>1038725</b>	<b>577000</b>

<b>NOTE 18</b>		
<b>FINANCE COSTS</b>		
Interest on Vehicle Loan	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

<b>NOTE 19</b>		
<b>OTHER EXPENSES</b>		
Management Service & Establishment Expenses		
Annual Custodian Fees	133559	52634
Annual Listing Fees	201000	231536
Rent, Rates & Taxes	364602	701300
Insurance	21431	23672
Postage & Telegraph	36387	72991
Consultancy Expenses	210000	275068
Bank Charges	8094	9865
Bank Commission	0	14313
Payment to Auditors for:		
Audit Fees	17250	17175
Tax Audit Fees	8625	8587
Filing Fees	4375	7884
Motor Vehicle Expense	85210	153712
Office Maintenance	41314	20440
Office Electric Expense	121230	163260
Office Expense	185689	77909
Security Expense	0	182175
Stationary & Printing Exp	70201	84825
Telephone & Trunkcall	226461	222102
Travelling Expense	0	40656
<b>SUB TOTAL</b>	<b>1735428</b>	<b>2360104</b>
Marketing Expenses		
Advertisement Expenses	44284	112555
<b>SUB TOTAL</b>	<b>44284</b>	<b>112555</b>
<b>TOTAL</b>	<b>1779712</b>	<b>2472659</b>

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

Particulars	For the year ended 31st March 2017 Rs.	For the year ended 31st March 2016 Rs.
<b>A) Cash Flow From Operating Activities</b>		
Net Profit before tax and extraordinary items	102046	53226
Adjustments for:		
Depreciation	794505	840213
Profit/ loss on Sale of Fixed Assets		(21779)
Interest Paid	0	0
Interest Received	(855405)	(891708)
Short-term Capital Gain on Sale of Mutual Fund	(250755)	(35579)
Dividend Received	(1829604)	(2339955)
Operating profit before working capital changes	(2039213)	(2395582)
Adjustments for:		
(Increase)/Decrease in Stock-in-trade	0	0
Trade receivables & Other receivables	(7236586)	(12420664)
Long term loans and advances	0	0
Trade payables and other liabilities	6746315	11871793
Other Non-Current Assets	(2072184)	1008032
Other Current Assets	(92985)	(98634)
Short-term provisions	27362	3211
Cash generation from operation	(2628078)	363738
Net cash from operating activities	(4667291)	(2031844)
<b>B) Cash Flow From Investing Activities</b>		
Interest received	855405	891708
Dividend Received	1829604	2339955
Payment for Fixed Asset	2221	(148520)
Short-term Capital Gain on Sale of Mutual Fund	250755	35579
Investment in Mutual Fund and Bonds (Net of Proceeds)	1169641	(925535)
Net cash used in investing activities	4107626	2193187
<b>C) Cash Flow From Financing Activities</b>		
Interest paid	0	0
Repayment/borrowings of Long Term Borrowings	0	0
Net cash from financing activities	0	0
Net change in cash and cash equivalents (A+B+C)	(559665)	161343
Opening Cash and Cash Equivalents	1065353	904010
Closing Cash and Cash Equivalents	505688	1065353

### Notes:

- The Above cash flow statement has been prepared under the "Indirect Method" as set out in the Accounting Standard (AS-3), "Cash Flow Statements" issue by the Institute of Chartered Accountants of India.
- The Previous Year's figures have been regrouped wherever necessary.

**For Nitin K. Shah & Co.**  
Chartered Accountants  
Firm Reg. No. 107140W

**Vaibhav N. Shah**  
Proprietor  
Mem. No. 116817  
Ahmedabad, 11th MAY, 2017

### For & on behalf of the Board

**Vipul Raja**  
Chairman & MD  
DIN-00055770

**Nidhi Shah**  
Company Secretary  
ACS : 33325

**A C Patel**  
Director  
DIN-00037870

**Manish Mishra**  
CFO



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**SUMERU INDUSTRIES LIMITED****CIN No.-L65923GJ1994PLC021479**

Regd. Office: 10th Floor, Sumeru Centre, Near Parimal crossing, C. G. Road, Ahmedabad-380007.  
 Corporate Office- "Sumeru", Behind Andaz Party Plot, S. G. Highway Road, Ahmedabad- 380058  
 Tel No.-(079) 26652748, E-mail-investors.sumeru@gmail.com Website: www.sumerugroup.in

**ATTENDANCE SLIP**

(To be presented at the entrance)

24Th Annual General Meeting of the Company held on 25 september, 2017  
 at Final Plot No. 123, b/h. Andaz Party Plot, Makarba Cross Road, S.G. Highway Road, Ahmedabad-380 051.

Folio No. \_\_\_\_\_ DP ID no. \_\_\_\_\_ Client ID No. \_\_\_\_\_

Name of the Member \_\_\_\_\_ Signature \_\_\_\_\_

Name of the proxy Holder \_\_\_\_\_ Signature \_\_\_\_\_

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

**SUMERU INDUSTRIES LIMITED****CIN No.-L65923GJ1994PLC021479**

Regd. Office: 10th Floor, Sumeru Centre, Near Parimal crossing, C. G. Road, Ahmedabad-380007.  
 Corporate Office- "Sumeru", Behind Andaz Party Plot, S. G. Highway Road, Ahmedabad- 380058  
 Tel No.-(079) 26652748, E-mail-investors.sumeru@gmail.com Website: www.sumerugroup.in

**PROXY FORM**

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

Name of the Member(s): \_\_\_\_\_

Registered Address: \_\_\_\_\_

E mail ID: \_\_\_\_\_

Folio No./ Client ID No. \_\_\_\_\_ DP ID No. \_\_\_\_\_

I/We being the member(s) of \_\_\_\_\_ number shares of Sumeru Industries Limited, hereby appoint

1. Name : \_\_\_\_\_  
 Address: \_\_\_\_\_  
 E mail ID: \_\_\_\_\_ Signature : \_\_\_\_\_ Or failing him

2. Name : \_\_\_\_\_  
 Address: \_\_\_\_\_  
 E mail ID: \_\_\_\_\_ Signature : \_\_\_\_\_ Or failing him

3. Name : \_\_\_\_\_  
 Address: \_\_\_\_\_  
 E mail ID: \_\_\_\_\_ Signature : \_\_\_\_\_ Or failing him

Affix  
Revenue  
Stamp

As my/our proxy to attend and vote (on a poll) for me/our behalf at the Annual General Meeting of the Company to be held on 25 september, 2017 at Final Plot No. 123, b/h. Andaz Party Plot, Makarba Cross Road, S.G. Highway Road, Ahmedabad-380 051. and at any adjournment thereof in respect of such resolutions as are indicated below:

No. and Particulars of Resolution	
1	Approval & adoption of the Audited Annual Accounts for the year ended on 31st March, 2017
2	Re-appointment of Vipul H. Raja (DIN-00055770) as Director, who retires by rotation and being eligible, offers himself for re-appointment.
3	Appointment of Statutory Auditors

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2017

Signature of Shareholder \_\_\_\_\_ Signature of Proxyholder \_\_\_\_\_

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

**Book - Post**

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## **SUMERU INDUSTRIES LIMITED**

CIN No. L65923GJ1994PLC021479

**Regd. Office : Sumeru centre, Nr. Parimal Crossing, C. G. Road, Ahmedabad - 380 007.**

**Corporate Office : "Sumeru" Behind Andaz Party Plot, S G Highway Road, Ahmedabad - 380 058.**

**Phone : (079) - 26652748, 26651357 - Fax : (079) - 26651664**

**E-mail : [investors.sumeru@gmail.com](mailto:investors.sumeru@gmail.com) Website : [www.sumerugroup.in](http://www.sumerugroup.in)**