Lambodhara Textiles Limited



22nd Annual Report

2015 - 2016

Lambodhara Textiles Limited

BOARD OF DIRECTORS

Managing Director	:	Sri. Santossh R.
Whole Time Directors	:	Smt. Vimala R. Smt. Giulia Bosco
Non-Executive Directors	:	Sri. Deepak Malani Sri. Vastupal R. Mehta Sri. M.S. Rajkumar Sri. Baba Chandrasekhar. R
Bankers	:	**State Bank of India** Specialised Commercial Branch 24, Stanes Road, Tirupur-2. Phone : 0421-2207400 **Bank of India** Main Branch, Oppanakara Street, Coimbatore-1. Phone : 0422-2396772
Auditors	:	**M/s. Mohan & Venkataraman** Chartered Accountants Shree Chinmayam, 152, Ramalingam Colony SAHS College Post, Coimbatore - 641 043,
Registrar & Share Transfer Agent	:	**M/s. S.K.D.C. Consultants Limited** Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore-6. Phone : 0422-6549995, 2539835 - 836 Fax : 0422-2539837 E-mail : info@skdc-consultants.com

REGISTERED OFFICE

CIN: L17111TZ1994PLC004929
3A, 3rd Floor, 'B Block' Pioneer Apartments,
1075 – B, Avinashi Road, Coimbatore – 641018.
Telefax : +91-422-2249038 & 4351083,
Email : info@lambodharatextiles.com
Website Address : www.lambodharatextiles.com

WORKS

826, Thazhaiyuthu
Palani Taluk
Pin : 624 618
Phone : 04252 - 252253

Lambodhara Textiles Limited

22nd ANNUAL GENERAL MEETING

Date : 15th September 2016

Day : Thursday

Time : 11.00 a.m.

Venue : Vibha, The Grand Regent,
708, Avinashi Road, Coimbatore – 641 018

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NOTICE TO SHAREHOLDERS

Notice is hereby given that the Twenty Second Annual General Meeting of the members of Lambodhara Textiles Limited will be held on Thursday the 15th day of September 2016 at 11:00 a.m. at Vibha, The Grand Regent, 708, Avinashi Road, Coimbatore - 641 018 to transact the following business.

AGENDA

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2016 including audited Balance Sheet as at 31st March, 2016 and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on Equity Shares.
3. To appoint a Director in place of Mrs. Vimala Radhakrishnan (DIN: 00813706) who retires by rotation and being eligible, offers herself for re-appointment.
4. To ratify the appointment of Statutory Auditors of the Company, and if thought fit, to pass the following resolution as an Ordinary Resolution.

   RESOLVED THAT pursuant to the provisions of Section 139, and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 the members of the company do hereby ratify the appointment of Messrs. Mohan & Venkataraman, Chartered Accountants, (Firm Registration No. 007321S), Coimbatore as Statutory Auditors of the Company to hold office upto the conclusion of 23rd Annual General Meeting, on a remuneration as may be determined by the Board of Directors of the Company.

Special Business

5 To consider and if thought fit to pass the following resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. C.S.Hanumantha Rao & Co, Cost Accountants, (Firm Registration No. 000216) appointed as Cost Auditors by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2016-2017 on a remuneration of ₹ 35,000/- be and is hereby ratified and confirmed.

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

6 To consider and if thought fit to pass the following resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment, modification or re-enactment thereof), consent of the members of the Company be and is hereby accorded to the proposed transactions between the Company and M/s.Strike Right Integrated Services Limited (being a related party pursuant to section 2(76)(v) of the Companies Act, 2013) for purchase, sale or supply of goods or materials for a period of 5 years with effect from

1st October 2016 upto the maximum value of transactions of ₹ 200 Crores per annum, as briefly mentioned in the explanatory statements to this resolution.

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

7 To consider and if thought fit to pass the following resolution as a Special Resolution.

RESOLVED THAT pursuant to the provisions of Sections 196 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) consent of the members of the company be and is hereby accorded to continue the employment of Mrs.Vimala Radhakrishanan, (having Director Identification Number: 00813706), who will attain the age of seventy years on 29.12.2016, as the Whole Time Director of the Company, for the remaining period of her tenure from 29.12.2016 to 30th September 2019.

RESOLVED FURTHER THAT save and except as aforesaid, the other terms and conditions including remuneration of Mrs.Vimala Radhakrishnan, Whole Time Director shall remain unaltered.

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No 5

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. C.S.Hanumantha Rao & Co, as Cost Auditors of the Company to conduct the audit of the cost records of the Company relating to synthetic yarn for the financial year 31st March 2017 at a remuneration of ₹ 35,000/-.

In accordance with the provisions of Section 148 of the Act read with the Rules, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company. Accordingly the Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

None of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Item No 6

Section 188 of the Companies Act, 2013 read with rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribe certain procedure for approval of related party transactions. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which has come into operation with effect from 1st December, 2015 has also prescribed seeking of shareholders' approval for material related party transactions. Proviso to section 188 also states that nothing in section 188(1) will apply to any transaction entered into by the company in its ordinary course of business and at arm's length basis. The proposed transaction with M/s.Strike Right Integrated Services Limited is in the ordinary course of business and at arm's length basis.

Pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proposed transactions are material in nature and requires the approval of the shareholders of the Company by an ordinary resolution:

The other related information as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014 and amendments thereto are furnished hereunder.

Name of the related party	M/s.Strike Right Integrated Services Limited
Name of the Director or Key Managerial Personnel who is related, if any	Mrs.R.Vimala, Mrs.Giulia Bosco, Mr. Santossh. R and Mr.Ramesh Shenoy. K are interested
Nature of Relationship	All above four Key Managerial Personnel holds 85.74% of the shares of M/s.Strike Right Integrated Services Limited.
Nature, material terms, monetary value and particulars of the contract or arrangement;	Nature of Contract : Under the contract, the Company proposed to purchase Cotton, Man made fibre, Yarn and sell man made fibre and natural fibre Material terms, monetary value and particulars: All proposed transactions are proposed to be carried out based on business requirements of the Company and shall be in ordinary course of business and at arms' length. The maximum value of transactions is Rs.100 Crore per annum for purchase and Rs.100 Crore per annum for sale.
Any other information relevant or important for the members to take a decision on the proposed resolution.	None

The above contracts / arrangements / transactions were approved by the Audit Committee and Board of Directors at its meeting held on 27th May 2016.

Mrs. R.Vimala, Mrs. Giulia Bosco, Mr. Santossh. R and Mr. Ramesh Shenoy. K are deemed to be concerned or interested in their capacity as Directors and/or shareholders of M/s.Strike Right Integrated Services Limited.

None of the other Directors or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval of the members who are not related parties.

Item No.7

Mrs. Vimala Radhakrishnan, was appointed as Whole Time Director of the Company for a period of five years with effect from 1st October 2014 on the terms and conditions as approved by the shareholders by means of a special resolution at the Annual General Meeting held on 11th September 2014. Further she will attain the age of 70 years on 29th December

2016 and hence continuation of her employment as Whole Time Director requires the approval of members by way of a special resolution.

Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole Time Director or Manager unless it is approved by the members by passing a special resolution.

Keeping in view that Mrs. Vimala Radhakrishnan has varied experience in the Textile Industry and has been involved in the operations of the Company over a long period of time, it would be in the interest of the Company to continue the employment of Mrs. Vimala Radhakrishnan as Whole Time Director of the Company.

Though her appointment as Whole Time Director had already been approved by the Shareholders, it is intended to seek approval of the members to comply with the relevant provisions of the Act.

The Board of Directors recommends the resolution for the approval of the shareholders of the Company.

Except Mrs. Vimala Radhakrishnan, Mr. Santossh. R and Mrs. Giulia Bosco or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at item no. 7.

Notes

1. **A member entitled to attend and vote at the Annual General Meeting (the "meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company.**

   The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting. A proxy form for the Annual General Meeting is enclosed.

   A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

3. Members / Proxies should bring the attendance slips duly filled and signed for attending the meeting.

4. Information of the Director proposed to be re-appointed at the forthcoming Annual General Meeting as required by Regulation 36 (3) of the Listing Regulations and SS-2 is provided in the annexure to the Notice.

5. Pursuant to Section 123 of the Companies Act, 2013 dividend as recommended by the Board of Directors for the year ended 31st March 2016, if declared, at the ensuing Annual General Meeting is proposed to be paid on or before 23rd September 2016.

6. The register of members and share transfer books of the company will remain closed from Friday 9th September 2016 to Thursday 15th September 2016 (both days inclusive).

7. Members holding shares in electronic form are hereby informed that bank particulars registered against their depository accounts will be used by the Company for payment of dividend. The Company or the Registrars cannot act on any request received directly from the members holding shares in electronic form for any such change in bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the Members. Members holding shares in physical form and desirous of either registering bank particulars already registered against their respective folios for payment of dividend are requested to write to the Registrar and Share Transfer Agents of the Company.

8. Members holding shares in physical form are requested to notify immediately any change in their address along with respective address proof and Bank particulars to the Company or its Registrar & Share Transfer Agents and in case their shares are held in dematerialized form, this information should be passed on directly to their respective Depository Participants and not to the Company/RTA without any delay.

9. Members desirous of receiving any information on the accounts or operations of the Company are requested to forward his/her queries to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.

10. Pursuant to Section 205A of the Companies Act, 1956, the Dividend which remained un-encashed / unclaimed for a period of seven years from the date of transfer to the unpaid Dividend account is required to be transferred to the "Investor Education and Protection Fund" established by the Central Government. Members who have not encashed the Dividend warrant(s) so far, are requested to send their claim immediately to the Company / Registrar and Share Transfer Agents for issue of pay order / demand draft in lieu thereof.

11. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Registrar and Share Transfer Agents, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such members after making requisite changes thereon.

12. Members holding shares in Physical form are requested to convert their holdings to dematerialized form to eliminate all risks associated with Physical shares.

13. As per the provisions of Section 72 of the Companies Act, 2013, facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he may submit the same in Form No. SH-14. Members holding shares in physical form are requested to submit the forms to the Company's Share Registrar and Share Transfer Agents. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

14. 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in Physical form can submit their PAN to the Company or to M/s S.K.D.C. Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641006.

15. The members are requested to forward their share transfer deed(s) and other communications directly to the Registrar and Share Transfer Agents of the company M/s. S.K.D.C. Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641006.

16. Electronic copy of the Annual Report for 31st March 2016, the Notice of the 22nd Annual General Meeting of the Company and instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.

17. Incase of joint holders attending the meeting only such joint holder who is higher in the order of names will be entitled to vote.

18. Members who have not received the split share certificates of face value of ₹ 5/- are requested to contact Registrar and Share Transfer Agents - M/s. S.K.D.C. Consultants Ltd.,

19. The route map of the venue of the Meeting is given in the Notice.

20. Voting through electronic means:

    Pursuant to the 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 (including any statutory modification(s), clarifications, exemptions or reenactments thereof for the time being in force), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS - 2), the Company is providing to its Members with the facility to cast their vote electronically from a place other than venue of the AGM ("remote e-voting") using an electronic voting system provided by CDSL as an alternative, for all members of the Company to enable them to cast their votes electronically, on all the business items set forth in the Notice of AGM and the business may be transacted through such remote e-voting. The instructions to e-voting explain the process and manner for generating/ receiving the password, and for casting of vote(s) in a secure manner. However, the Members are requested to take note of the following items

    i. The voting rights of the Members shall be in proportion to their shares in the paid-up share capital of the Company as on the cut-off date, being Thursday, 8th September 2016.

    ii. Once the vote on a resolution is cast by a Member through remote e-voting, he/she/ it shall not be allowed to change it subsequently.

iii. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of AGM Notice and holding shares as of the cut-off date, i.e. Thursday, 8th September 2016, may refer to this Notice of the AGM of the Company, posted on Company's website www.lambodharatextiles.com for detailed procedure with regard to remote e-voting. Any person who ceases to be the member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.

iv. In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the Members, there shall be no voting by show of hands at the AGM. The Company is also offering facility for voting by way of polling papers at the AGM for the Members attending the meeting who have not cast their vote by remote e-voting.

v. A Member may participate in the AGM even after exercising his right to vote through remote e-voting, but cannot vote again at the AGM.

vi. If a Member cast votes by both modes i.e. remote e-voting and polling papers at the AGM, then voting done through remote e-voting shall prevail and polling paper shall be treated as invalid.

Instructions for Shareholders Voting Electronically are as under:

(i) The remote e-voting period begins on Monday, 12th September, 2016 (9.00 A.M. IST) and ends on Wednesday, 14th September, 2016 (5.00 P.M. IST). During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday 8th September 2016 may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) The shareholders should log on to the e-voting website www.evotingindia.com

(iv) Click on Shareholders

(v) 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

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user 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 the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both 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).

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

(x) 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 demat 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.

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

(xii) Click on the EVSN for the relevant Lambodhara Textiles Limited on which you choose to vote.

(xiii) 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.

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

(xv) 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.

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

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) 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.

(xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xx) 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 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.
- ❖ 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 the account(s) for which they wish to vote on.
- ❖ The list of accounts linked in the login should be mailed to 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

(xxi) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

21. The Company has appointed Mr. M.D.Selvaraj FCS of MDS & Associates, Company Secretaries in Practice, as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

22. The Scrutinizer shall, immediately after the conclusion of AGM, count the votes cast at the AGM and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 48 hours after the conclusion of the AGM to the Chairman or a person authorized by him. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith.

23. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.lambodharatextiles.com) and CDSL's website and the communication will be sent to the BSE Limited and the National Stock Exchange of India Limited.

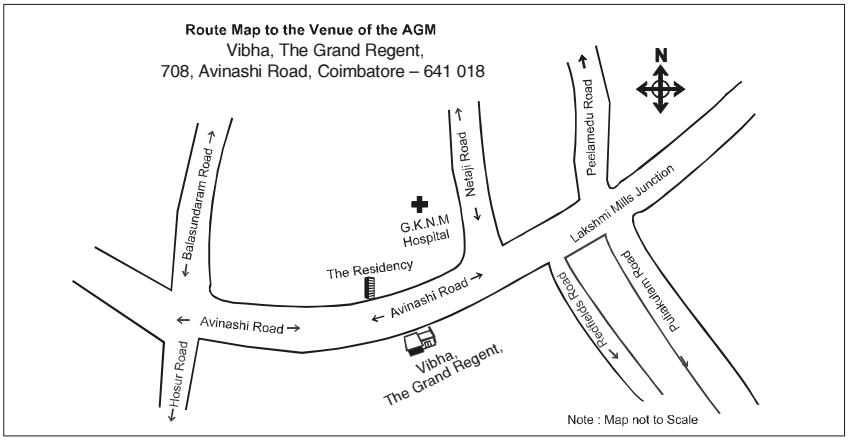
Details of Director seeking re-appointment at the forthcoming twenty second Annual General Meeting (in pursuance of Regulation 36 (3) of the Listing Regulations and SS-2).

Name	**Mrs. Vimala Radhakrishanan**
Director Identification Number	00813706
Date of Birth	29.12.1946
Date of appointment on the Board	23.08.1995
Relationship with other Directors, Manager and KMP	Mrs. Vimala Radhakrishanan is the mother of Mr. R. Santossh and Mother in law of Mrs.Giulia Bosco
Qualification	Graduate
Expertise in functional area	Over 20 years of experience in the Textile industry.
No. of shares held in the Company	48,000
List of companies in which Directorship held as on 31.03.2016	Strike Right Integrated Services Limited
Chairman/ Member of the Committees of the Board of the companies on which he is a Director as on 31.03.2016	CSR Committee Member of Lambodhara Textiles Limited
Number of Board meetings attended during the year	8
Remuneration last drawn and sought to be paid	₹ 6.00 lakhs per annum and there is no proposal for change in remuneration .
Terms and conditions of re-appointment	Appointed as Whole Time Director for a period of five years with effect from 1st October 2014
Board position held	Promoter Executive Director

By Order of the Board,

Place : Coimbatore
Date : 27.05.2016

(Sd/-) **Santossh. R**
Managing Director



DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting their twenty second Annual Report on the business and operations of the Company and the financial statements for the year ended 31st March 2016.

FINANCIAL HIGHLIGHTS

Company's financial performance for the year under review alongwith previous year's figures are given hereunder

PARTICULARS	31.03.2016 (₹ in '000)	31.03.2015 (₹ in '000)
Revenue from operations	11,87,863	13,33,018
Other Income	3,440	4,229
Operating Profit before Finance Costs, Depreciation & Tax	1,80,915	1,90,622
Less: Depreciation	59,816	60,477
Less : Finance Costs	54,901	70,398
Profit before Tax	66,198	59,747
Provision for Tax	14,092	12,240
Deferred Tax	7,132	(3,970)
Net Profit for the year	44,974	51,477
Add: Balance brought forward from previous year	1,54,291	1,12,485
Profit available for appropriation	1,99,265	1,63,962
Appropriation of Profits		
Transfer to General Reserve	1,125	1,290
Proposed Dividend	6,808	6,808
Corporate Dividend Tax	1,386	1,572
Balance carried over to Balance Sheet	1,89,946	1,54,291

COMPANY PERFORMANCE

The Company achieved a total turnover of ₹ 119.13 Crores as against a turnover of ₹ 133.72 crores in the previous year. The Company's profit before tax is ₹ 6.62 crores during the year, as compared to ₹ 5.97 crores in the previous year, an increase of 10.88% over the last year. The Company earned a net profit of ₹ 4.49 crores, as against a net profit of ₹ 5.14 crores in the previous year.

STATE OF COMPANY'S AFFAIRS:

During the financial year under review, the Company has completed construction of Commercial Complex at the heart of city with a tenantable area of 28,000 square feet. The Company has rented two floors during the current financial year and is in the process to rent balance two floors.

The Company has purchased land admeasuring 85,000 square feet adjacent to the current Plant location for expansion and the land development is underway. The Company is planning to add a further capacity of 15,000 spindles to the existing capacity of 37,856 spindles with a timeframe of two years for implementation of the said expansion. The cost of the project will be ₹ 35 Crores funded thru Term Loan and internal accruals.

To enhance the spinning capacity the Company has entered into an agreement with a spinning mill to utilize their spare capacity of 5,456 spindles for conversion of fiber into yarn.

In order to reduce the power cost the Company has entered into an agreement with Mytrah Vayu Manjira Private Limited for purchasing an additional 30 lacs units of wind power at the rate of ₹ 6.50/unit.

RESERVES

The Company proposes to transfer an amount of ₹ 11.25 Lakhs to the General Reserves. An amount of ₹ 1,899.46 Lakhs is proposed to be retained in the Statement of Profit and Loss.

DIVIDEND

Your Directors are pleased to recommend a dividend of ₹ 0.75 per equity share (15%) of face value of ₹ 5/- each (Previous year ₹ 1.50 per equity share (15%) of face value of ₹ 10/- each). If the dividend, as recommended above, is declared by the Members at the Annual General Meeting, the total outflow towards dividend on Equity Shares for the year would be ₹ 81.94 Lakhs (including dividend tax) (Previous Year ₹ 81.94 Lakhs)

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

There is no amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 and rules made thereunder.

SHARE CAPITAL

The paid up Equity Share Capital as on 31st March, 2016 was ₹ 4,53,88,000/-. During the year under review, the Company has not issued any shares.

Sub Division of Equity Shares

In accordance with the approval of the shareholders of the Company, the equity share of nominal value of ₹ 10/- each of the Company was sub divided into two equity shares of nominal value of ₹ 5/- each on and from 17th October 2015; and the Memorandum and Articles of Association of the Company were altered pursuant to the sub-division of the equity shares of the Company.

The shareholders with equity shares of nominal value of ₹ 10/- each of the Company in electronic form received direct credit of sub-divided equity shares of nominal value of ₹ 5/- each of the Company to their dematerialized account with the depository. The Company issued new share certificate for equity share of nominal value of ₹ 5/- each in place of old share certificate for shareholders holding equity shares in physical form.

EXTRACT OF ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in Annexure No.1 and is attached to this Report.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

Details of the composition of the Board and its Committees namely Audit Committee, Nomination and Remuneration Committee, CSR Committee, Stakeholders Relationship Committee and of the Meetings held and attendance of the Directors at such Meetings, are provided in the Corporate Governance Report which forms a part of this Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(3)(c) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed;

(b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;

(c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) the directors had prepared the annual accounts on a going concern basis;

(e) the internal financial controls to be followed by the company were laid down and such internal financial controls were adequate and were operating effectively; and

(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.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SECTION 143(12) OF THE COMPANIES ACT, 2013 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CETNRAL GOVERNMENT.

There have been no frauds reported by the Auditors pursuant to Section 143(12) of the Companies Act, 2013.

DECLARATION BY INDEPENDENT DIRECTORS

All the Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

NOMINATION AND REMUNERATION POLICY OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection and appointment of Board Members. The details of this policy are furnished in Annexure and forms part of this report and can also be accessed on the Company's website at www.lambodharatextiles.com

AUDITORS

STATUTORY AUDITORS

The members at the 20th Annual General Meeting held on 11th September 2014, had appointed M/s. Mohan & Venkataraman (Firm Registration No. 007321S), Chartered Accountants as statutory auditors of the Company for a period of three years subject to ratification by the members annually.

M/s.Mohan & Venkataraman, Chartered Accountants have confirmed their eligibility under section 141 of the Companies Act, 2013 and the related rules to continue as statutory auditor of the Company.

Necessary resolution for ratification of appointment of said auditor is included in the notice of the Annual General Meeting for seeking approval of members.

COST AUDITORS:

As per the requirement of Central Government and pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your Company has been carrying out audit of cost records.

The Board of Directors, on the recommendation of Audit Committee, has appointed M/s. C.S.Hanumantha Rao & Co., Cost Accountants (Firm Regn. No. 000216) as Cost Auditor to audit the cost accounts of the Company for the financial year 2016-17. As required under section 148(2) of the Companies Act, 2013, a resolution seeking member's ratification for the remuneration payable to the Cost Auditor forms part of the Notice convening the Annual General Meeting.

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed Mr. M.D.Selvaraj of MDS & Associates to undertake the Secretarial Audit of the Company for the year ended 31st March, 2016. The Secretarial Audit Report is annexed as Annexure 3.

Regarding the observation made in the report for non appointment of Company Secretary, the Company is in the process of appointing a qualified Company Secretary.

The Auditors' Report for the financial year ended 31st March, 2016 does not contain any qualification, reservation, adverse remark or disclaimer.

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

Particulars of the investments made by the Company as at 31st March, 2016 are given in the Notes forming part of the Financial Statements. During the Financial Year under review, the Company made an investment of ₹ 2.21 lakhs in 6,500 equity shares of OPG Energy Private Limited and ₹ 6.00 Lakhs in 60,000 equity shares of Mytrah Vayu (Manjira) Private Limited in order to enable the Company to purchase electricity from them under group captive arrangement. The Company has not given any loans or guarantees or provided any security to any person or other bodies corporate under section 186 of the Companies Act, 2013.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All Related Party Transactions that were entered into during the financial year were on an arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Form AOC-2 as required under Section 134 (3) (h) of the Companies Act, 2013, read with Rule 8 (2) of the Companies (Accounts) Rules, 2014, is enclosed as Annexure -4.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There have been no 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.

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

The information pertaining to conservation of energy, technology absorption, Foreign Exchange Earnings and outgo as required under section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 is furnished in Annexure and is attached to this report.

RISK MANAGEMENT POLICY

The Company has a structured risk management policy. The Risk management process is designed to safeguard the organisation from various risks through adequate and timely actions. It is designed to anticipate, evaluate and mitigate risks in order to minimize its impact on the business. The potential risks are inventorised and integrated with the management process such that they receive the necessary consideration during decision making. The Company has laid down procedures to inform the Audit Committee as well as the Board of Directors about risk assessment and management procedures and status. These procedures are periodically reviewed to ensure that the executive management monitors and controls risks.

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

As a part of its initiative under the "Corporate Social Responsibility" (CSR) drive, the Company has undertaken projects in the area of promoting education. These projects are in accordance with Schedule VII of the Companies Act, 2013 and the Company's CSR policy. The Report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed as Annexure - 5 and forms an integral part of this Report. The CSR Policy may be accessed on the Company's website at www.lambodharatextiles.com.

Detailed composition of the CSR Committee, number of meetings held during the year under review and other related details are set out in the Corporate Governance Report which forms a part of this Report.

The Company was required to spend Rs.10.61 Lakhs on CSR activities during the Financial Year 2015-16, being 2% of the average net profits of the three immediately preceding financial years and the Company has spent ₹ 10.62 lakhs during the current financial year.

ANNUAL PERFORMANCE EVALUATION

In accordance with the evaluation criteria and procedure suggested by The Nomination and Remuneration Committee, the Board of Directors evaluated the performance of the Board, having regard to various criteria such as Board composition, Board processes, Board dynamics etc. The Independent Directors, at their separate meetings, also evaluated the performance of non-independent directors and the Board as a whole based on various criteria. The performance of each independent Director was evaluated by the entire board of directors on various parameters like engagement, leadership, analysis, decision making, communication, governance etc. The Board and the Independent Directors were of the unanimous view that performance of the Board of Directors as a whole was satisfactory.

The performances of all the Committees were evaluated by the Board having regard to various criteria such as committee composition, committee, processes, committee dynamics, degree of fulfillment of key responsibilities, effectiveness of meetings etc. The Board was of the unanimous view that all the committees were performing their functions satisfactorily.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

There was no change in the nature of business of the Company during the financial year ended 31st March, 2016.

DIRECTORS

Pursuant to the provisions of section 152 of the Companies Act, 2013, Mrs.Vimala Radhakrishnan (holding DIN00813706) is due to retire by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.

FIXED DEPOSITS

The Company has not accepted any deposit within the meaning of Chapter V of the Companies Act, 2013 and the Rules framed there under and there is no outstanding fixed deposit from the public as on 31st March 2016.

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

There is no significant and material order passed by the regulators or courts or tribunals impacting the going concern status and company's operation in future.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has in place an adequate system of internal controls. It has documented policies and procedures covering all financial and operating functions and processes. These have been designed to provide a reasonable assurance with regard to maintaining of proper accounting controls for ensuring reliability of financial reporting, monitoring of operations, protecting assets from unauthorized use or losses and compliance with regulations.

INTERNAL FINANCIAL CONTROL

The company has a proper and adequate Internal Financial Control System, to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and transactions are authorized, recorded and reported correctly.

Internal Financial Controls is exercised through documented policies, guidelines and procedures. It is supplemented by an extensive program of internal audit conducted by an external internal auditor appointed by the Board. The audit observation and corrective action, if any, taken theron are periodically reviewed by the Audit Committee to ensure the effectiveness of the Internal Financial Control System.

PARTICULARS OF EMPLOYEES AND REMUNERATION

The requisite details relating to ratio of remuneration, percentage increase in remuneration etc. as stipulated under Section 197(12) and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed as Annexure 6 to this Report.

The disclosure referred to the Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 does not apply to the Company as there were no employees who are in receipt of remuneration in the aggregate at the rate of not less than ₹ 60,00,000/- if employed throughout the year or ₹ 5,00,000/- per month if employed for part of the year

AUDIT COMMITTEE

The Audit Committee of the Board of Directors of the Company, comprises three Members, namely Mr.Deepak Padamshi Malani, Mr.Vastupal Rajinikant Mehta and Mr. M S Rajkumar, all of them being Independent Directors. Mr. Mr.Deepak Padamshi Malani, an Independent Director, is the Chairperson of the Audit Committee.

The Board accepted the recommendations of the Audit Committee whenever made by the Committee during the year.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Company has adopted a Whistle Blower Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

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

The Company has in place a policy against Sexual Harassment at work place in line with requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committee has been setup to redress complaints received regularly. There was no compliant received from any employee during the financial year 2015-16, not any complaint remains outstanding for redressal as on 31st March 2016.

MANAGEMENT DISCUSSION AND ANALYSIS AND CORPORATE GOVERNANCE

The Management Discussion and Analysis Report and the Report on Corporate Governance, as required under regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms part of the Annual Report.

LISTING OF SHARES

Equity shares of the Company was continued to be listed on National Stock Exchange of India Limited (NSE)

During the Financial year 2015 - 2016, your Company has entered into new Listing Agreement with National Stock Exchange of India Limited, in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ACKNOWLEDGEMENTS:

The Board of Directors express their appreciation for the contribution made by the employees, customers and bankers for the support extended by them during the year under review.

For and on behalf of the Board

Meenakshi Sundaram Rajkumar
Chairman
(DIN : 06935422)

Place : Coimbatore
Date : 27.05.2016

ANNEXURE FORMING PART OF THE DIRECTORS' REPORT

Under Section 134 (3) (m) of the Companies Act, 2013

A. Conservation Of Energy

a) Steps taken or impact on conservation of energy.

1. Conservation by judicially switching off of equipments, lamps not required at the given time.
2. Energy saver lighting

Though every effort is being taken to reduce the cost of production by adopting suitable methods of energy conservation, quantification of such reduction is difficult.

b) Steps taken for utilizing alternate source of energy

We have executed Power Purchase Agreement under Group Captive Consumer for supply of an additional 30 lacs units p.a. generated from Wind Mill.

c) Capital investment on energy conservation equipments.

We have made a Capital investment of ₹ 16.27 lakhs towards various energy conservation equipments.

B. Technology Absorption

1. Research & Development

a) Specific Areas in which R & D work is carried out by the company:

Improvement in the production process wherever necessary to increase the output of the products with a better quality.

b) Benefits Derived as a result of above R & D:

Continuous improvement in the production process including increase in line speed in various processors has increased output with better quality in view of the R & D efforts.

c) Future Plan of Action:

We are in for continuous improvement in manufacturing processors including automation wherever possible to exploit the existing product range to suit the customer needs. Introduce new products in line with updated technology available to suit the customer need.

d) Expenditure on R & D: Nil.

2. Technology Absorption, Adaption and Innovation

The company has no activity relating to technology absorption.

C. Foreign Exchange Earnings and Outgo : **(₹ In '000)**

Particulars	**2015-16**	**2014-15**
(i) Expenditure on Foreign Travel	516	117
(ii) Foreign Exchange Earned	211776	244068

For and on behalf of the Board

Meenakshi Sundaram Rajkumar

Chairman

(DIN : 06935422)

Place : Coimbatore

Date : 27.05.2016

ANNEXURE - 1

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31.03.2016

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

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	L17111TZ1994PLC004929
ii)	Registration Date	17.03.1994
iii)	Name of the Company	**LAMBODHARA TEXTILES LIMITED**
iv)	Category / Sub-Category of the Company	Company Limited by Shares / Indian Non Government Company
v)	Address of the Registered office and contact details	3A, B Block, Pioneer Apartment 1075 –B, Avinashi Road, Coimbatore-641018 Ph.No.:0422-2249038 Fax No.:0422-2249038 Email :info@lambodharatextiles.com Website: www.lambodharatextiles.com
vi)	Whether listed Company	Yes
vii)	Name, Address and Contact details of Registrar and Share Transfer Agents, if any	**S.K.D.C. CONSULTANTS LIMITED** Kanapathy Towers 3rd Floor, 1391/A1, Sathy Road Ganapathy Coimbatore - 641006 Ph. No.: 0422-6549995, 2539835, 2539836 Fax: 0422-2539837 E-mail: info@skdc-consultants.com Website: www.skdc-consultants.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Synthetic Yarn	52051130	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

[No. of Companies for which information is being filled]

Sl. 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 01-April-2015]				No. of Shares held at the end of the year [As on 31-March-2016] #				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	1666253	-	1666253	36.71	3294506	-	3294506	36.29	(0.42)
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.	1460300	-	1460300	32.17	2920600	-	2920600	32.17	0.00
e) Banks / FI									
f) Any other									
Sub- Total (A)(1)	3126553	-	3126553	68.88	6215106	-	6215106	68.46	(0.42)
(2) Foreign									
a)NRIs-Individuals	-	-	-	-	-	-	-	-	-
b) Others-Individual	-	-	-	-	-	-	-	-	-
c) Bodies corporate	-	-	-	-	-	-	-	-	-
d) Banks/ FI	-	-	-	-	-	-	-	-	-
e) Any other...	-	-	-	-	-	-	-	-	-
Sub- Total (A)(2)	-	-	-	-	-	-	-	-	-
Total shareholding of promoter (A) = (A)(1)+(A)(2)	3126553	-	3126553	68.88	6215106	-	6215106	68.46	(0.42)
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	17321	-	17321	0.19	0.19
b) Banks / FI	-	-	-	-	1293	-	1293	0.01	0.01
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	18614	-	18614	0.20	0.20

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

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2015]				No. of Shares held at the end of the year [As on 31-March-2016]#				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	103263	1900	105163	2.32	427132	3800	430932	4.75	2.43
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	191814	302300	494114	10.89	785420	413200	1198620	13.20	2.32
ii) Individual share holders holding nominal share capital in excess of ₹ 1 lakh	386936	-	386936	8.53	426668	-	426668	4.70	(3.83)
c) Others (specify)									
Non Resident Indians	50	-	50	0.00	13522	-	13522	0.15	0.15
Clearing Members	344120	-	344120	7.58	637966	-	637966	7.03	(0.55)
Hindu Undivided Families	81864	-	81864	1.80	136172	-	136172	1.50	(0.30)
Sub-total (B)(2):-	1108047	304200	1412247	31.11	2426880	417000	2843880	31.32	0.21
Total Public Shareholding (B)=(B)(1)+ (B)(2)	1108047	304200	1412247	31.11	2445494	417000	2862494	31.53	0.42
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	4234600	304200	4538800	100.00	8660600	417000	9077600	100.00	0.00

The Equity shares of the Company were of the face value of ₹ 10/- each at the beginning of the Year and during the year were sub-divided into two Equity shares of ₹ 5/- each. Record Date thereof being 15th October 2015

ii) Shareholding of Promoter-

S. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	R Santosh	1410253	31.07	11.56	2782506	30.65	11.56	(0.42)
2	Vimala Radhakrishnan	24000	0.53	-	48000	0.53	-	-
3	Giulia Bosco	232000	5.11	-	464000	5.11	-	-
4	Strike Right Intergrated Services Ltd	1460300	32.17	-	2920600	32.17	2.20	-
	TOTAL	3126553	68.88	11.56	6215106	68.46	13.76	(0.42)

iii) Change in Promoters' Shareholding

S. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Share holding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	**R.SANTOSH**				
	At the beginning of the year	**1410253**	**31.07**	**-**	**-**
	Market Sale on 08.05.2015	-20000	-0.44	1390253	30.63
	On account of sub-division of face value to ₹ 5/- each .			2780506	30.63
	Transmission on 12.12.2015	2000	0.02	2782506	30.65
	At the end of the year			2782506	30.65
2	**VIMALA RADHAKRISHNAN**				
	At the beginning of the year	**24000**	**0.53**	**-**	**-**
	On account of sub-division of face value to ₹ 5/- each			48000	0.53
	At the end of the year			**48000**	**0.53**
3	**GIULIA BOSCO**				
	At the beginning of the year	232000	5.11	-	-
	On account of sub-division of face value to ₹ 5/- each			464000	5.11
	At the end of the year			**464000**	**5.11**
4	**STRIKE RIGHT INTEGRATED SERVICES LTD**				
	At the beginning of the year	**1460300**	**32.17**	-	-
	On account of sub-division of face value to ₹ 5/- each			2920600	32.17
	At the end of the year			**2920600**	**32.17**

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

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	**CHOICE EQUITY BROKING PVT LTD**				
	At the beginning of the year	**337090**	**7.42**	**-**	**-**
	Market Purchase 10.04.2015	1600	0.03	338690	7.46
	Market Purchase 17.04.2015	1900	0.04	340590	7.50
	Market Purchase 24.04.2015	30	0.00	340620	7.50
	Market Sale 08.05.2015	-30	-0.00	340590	7.50
	Market Sale 15.05.2015	-19500	-0.42	321090	7.07
	Market Sale 22.05.2015	-500	-0.01	320590	7.06
	Market Purchase 29.05.2015	1900	0.04	322490	7.10
	Market Sale 05.06.2015	-1880	-0.44	320610	7.06
	Market Sale 12.06.2015	-20	-0.00	320590	7.06
	Market Purchase 19.06.2015	100	0.00	320690	7.07
	Market Sale 26.06.2015	-133112	-2.93	187578	4.13
	Market Sale 30.06.2015	-28000	-0.61	159578	3.52
	Market Purchase 25.09.2015	30	0.00	159608	3.52
	Market Purchase 09.10.2015	3470	0.07	163078	3.59
	Market Purchase 16.10.2015	2065	0.04	165143	3.64
	On account of sub-division of face value to ₹ 5/- each .				
	Market Sale 30.10.2015	-57	-0.00	332229	3.66
	Market Sale 06.11.2015	-11573	-0.25	320656	3.53
	Market Sale 13.11.2015	-38550	-0.84	282106	3.11
	Market Purchase 20.11.2015	2000	0.04	284106	3.13
	Market Sale 27.11.2015	-3427	-0.07	280679	3.09
	Market Sale 04.12.2015	-73	-0.00	280606	3.09
	Market Sale 18.12.2015	-37563	-0.82	243043	2.68
	Market Purchase 25.12.2015	200	0.00	243243	2.68
	Market Purchase 31.12.2015	56724	1.24	299967	3.30
	Market Sale 08.01.2016	-149510	-3.29	150457	1.66
	Market Purchase 15.01.2016	179560	3.96	330017	3.64
	Market Sale 22.01.2016	-65065	-1.43	264952	2.92
	Market Purchase 29.01.2016	26742	0.58	291694	3.21
	Market Sale 05.02.2016	-50	-0.00	291644	3.21
	Market Sale 12.02.2016	-45	-0.00	291599	3.21
	Market Purchase 12.02.2016	45	0.00	291644	3.21
	Market Sale 19.02.2016	-45	-0.00	291599	3.21
	Market Sale 26.02.2016	-5	-0.00	291594	3.21
	Market Purchase 04.03.2016	4184	0.09	295778	3.26
	Market Sale 25.03.2016	-29838	-0.65	265940	2.93
	Market Sale 31.03.2016	-75249	-1.65	190691	2.10
	At the end of the year			**190691**	**2.10**

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

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
2	**NARESHKUMAR KISHANLAL SARAF**				
	At the beginning of the year	**113156**	**2.49**	**-**	**-**
	Market Sale 03.04.2015	-700	-0.01	112456	2.48
	Market Sale 01.05.2015	-72	-0.00	112384	2.48
	Market Sale 08.05.2015	-13000	-0.28	99384	2.19
	On account of sub-division of face value to ₹ 5/- each.			198768	
	At the end of the year			**198768**	**2.19**
3	**AJAY KUMAR MAHABIR PRASAD HALAN**				
	At the beginning of the year	**112500**	**2.49**	**-**	**-**
	Market Sale 26.06.2015	-20000	-0.44	92500	2.04
	Market Sale 17.07.2015	-2200	-0.04	90300	1.99
	Market Sale 24.07.2015	-2000	-0.04	88300	1.95
	On account of sub-division of face value to ₹ 5/- each .			176100	
	Market Sale 31.12.2015	-15000	-0.33	161100	1.77
	Market Sale 08.01.2016	-5000	-0.11	156100	1.72
	Market Sale 25.03.2016	-27000	-0.60	129100	1.42
	At the end of the year			**129100**	**1.42**
4	**NIRMAL BANG SECURITIES PVT LTD**				
	At the beginning of the year	**78268**	**1.72**	**-**	**-**
	Market Sale 10.04.2015	-2535	-0.05	75733	1.67
	Market Sale 17.04.2015	-2427	-0.05	73306	1.62
	Market Sale 01.05.2015	-73306	-1.61	0	0.00
	Market Purchase 12.06.2015	360	0.00	360	0.00
	Market Sale 19.06.2015	-157	-0.00	203	0.00
	Market Purchase 26.06.2015	22	0.00	225	0.00
	Market Sale 30.06.2015	-30	-0.00	195	0.00
	Market Sale 03.07.2015	-170	-0.00	25	0.00
	Market Purchase 10.07.2015	25	0.00	50	0.00
	Market Purchase 17.07.2015	251	0.00	301	0.00
	Market Purchase 24.07.2015	45	0.00	346	0.00
	Market Sale 31.07.2015	-345	-0.00	1	0.00
	Market Purchase 07.08.2015	114	0.00	115	0.00
	Market Sale 14.08.2015	-105	-0.00	10	0.00
	Market Purchase 21.08.2015	65	0.00	75	0.00
	Market Sale 28.08.2015	-38	-0.00	37	0.00
	Market Purchase 04.09.2015	54	0.00	91	0.00

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

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Market Sale 11.09.2015	-66	-0.00	25	0.00
	Market Purchase 25.09.2015	12	0.00	37	0.00
	Market Purchase 09.10.2015	39	0.00	76	0.00
	Market Purchase 16.10.2015	70	0.00	146	0.00
	On account of sub-division of face value to ₹ 5/- each .			292	0.00
	Market Purchase 23.10.2015	798	0.00	1090	0.01
	Market Purchase 30.10.2015	338	0.00	1428	0.02
	Market Sale 06.11.2015	-469	-0.01	959	0.01
	Market Purchase 13.11.2015	50	0.00	1009	0.01
	Market Sale 20.11.2015	-107	-0.00	902	0.01
	Market Sale 27.11.2015	-10	-0.00	892	0.01
	Market Sale 04.12.2015	-15	-0.00	877	0.01
	Market Sale 11.12.2015	-558	-0.01	319	0.00
	Market Purchase 18.12.2015	15	0.00	334	0.00
	Market Sale 25.12.2015	-150	-0.00	184	0.00
	Market Purchase 31.12.2015	3133	0.06	3317	0.04
	Market Sale 08.01.2016	-1578	-0.03	1739	0.02
	Market Sale 15.01.2016	-1500	-0.03	239	0.00
	Market Purchase 22.01.2016	75	0.00	314	0.00
	Market Sale 29.01.2016	-20	-0.00	294	0.00
	Market Sale 05.02.2016	-217	-0.00	77	0.00
	Market Purchase 26.02.2016	496	0.01	573	0.01
	Market Sale 04.03.2016	-2	-0.00	571	0.01
	Market Sale 11.03.2016	-525	-0.01	46	0.00
	Market Purchase 18.03.2016	429	0.00	475	0.00
	Market Purchase 25.03.2016	175	0.00	650	0.01
	Market Purchase 31.03.2016	1049	0.02	1699	0.019
	At the end of the year			**1699**	**0.019**

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

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
5	**SUNAINA NAREHKUMAR SARAF**				
	At the beginning of the year	**76315**	**1.68**	**-**	**-**
	Market Purchase 01.05.2015	43775	0.96	120090	2.65
	Market Sale 08.05.2015	-7000	-0.15	113090	2.49
	Market Sale 22.05.2015	-2000	-0.04	111090	2.45
	Market Sale 05.06.2015	-7000	-0.15	104090	2.29
	Market Sale 12.06.2015	-2500	-0.05	101590	2.24
	Market Sale 26.06.2015	-52500	-1.16	49090	1.08
	Market Sale 30.06.2015	-2000	-0.04	47090	1.04
	Market Sale 03.07.2015	-1000	-0.02	46090	1.02
	Market Sale 10.07.2015	-500	-0.01	45590	1.00
	Market Sale 17.07.2015	-37815	-0.83	7775	0.17
	Market Purchase 17.07.2015	37315	0.83	45090	0.99
	Market Sale 31.07.2015	-1000	-0.02	44090	0.97
	Market Sale 09.10.2015	-2000	-0.04	42090	0.93
	On account of sub-division of face value to ₹ 5/- each .			84180	0.93
	Market Sale 23.10.2015	-1500		82680	0.93
	Market Sale 31.12.2015	-42680	-0.94	40000	0.441
	At the end of the year	**-**	**-**	**40000**	**0.441**
6	**SARWANKUMAR DEVIDUTT SARF HUF**				
	At the beginning of the year	**52815**	**1.16**	**-**	**-**
	Market Sale 24.04.2015	-163	-0.00	52652	1.16
	Market Purchase 01.05.2015	22493	0.49	75145	1.65
	Market Sale 01.05.2015	-637	-0.01	74508	1.64
	Market Sale 17.07.2015	-17015	-0.37	57493	1.27
	Market Purchase 17.07.2015	17015	0.37	74508	1.64
	On account of sub-division of face value to ₹ 5/- each .			149016	
	Market Sale 31.12.2015	-39016	-0.85	110000	1.21
	At the end of the year	**-**	**-**	**110000**	**1.21**
7	**ARUN KUMAR MAHABIR PRASAD JATIA**				
	At the beginning of the year	**41500**	**0.91**	**-**	**-**
	Market Sale 23.10.2015	-41500	-0.91	-	-
	At the end of the year	**-**	**-**	**-**	**-**

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

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
8	**SUNITHA SARWANKUMAR SARAF**				
	At the beginning of the year	**38407**	**0.84**	**-**	**-**
	Market Purchase 03.04.2015	6473	0.14	44880	0.99
	Market Purchase 10.04.2015	200	0.00	45080	0.99
	Market Purchase 17.04.2015	952	0.01	46032	1.01
	Market Sale 01.05.2015	-1783	-0.03	44249	0.98
	Market Sale 10.07.2015	-33689	-0.73	10560	0.23
	Market Purchase 10.07.2015	33689	0.73	44249	0.97
	On account of sub-division of face value to ₹ 5/- each .			88498	
	Market Sale 31.12.2015	-26380	-0.57	62118	0.68
	Market Sale 08.01.2016	-1318	-0.02	60800	0.67
	Market Sale 25.03.2016	-2000	-0.04	58800	0.64
	At the end of the year	**-**	**-**	**58800**	**0.64**
9	**MALLIKA**				
	At the beginning of the year	11000	0.24	-	-
	Market Sale 08.05.2015	-6000	-0.13	5000	0.11
	Market Sale 19.06.2015	-2500	-0.05	2500	0.05
	On A/c of sub-division of FV to ₹ 5/-each			5000	
	Market Purchase 06.11.2015	2500	0.05	7500	0.08
	At the end of the year	**-**	**-**	**7500**	**0.08**
10	**MONARCH RESEARCH & BROKERAGE PVT LTD ##**				
	At the beginning of the year	10372	0.22	-	-
	Market Sale 01.05.2015	-2000	-0.04	8372	0.18
	Market Sale 08.05.2015	-500	-0.01	7872	0.17
	Market Sale 15.05.2015	-163	-0.00	7709	0.17
	Market Sale 22.05.2015	-3000	-0.06	4709	0.10
	Market Sale 29.05.2015	-3560	-0.07	1149	0.02
	Market Sale 05.06.2015	-552	-0.01	597	0.01
	Market Sale 12.06.2015	-500	-0.01	97	0.00
	Market Sale 19.06.2015	-97	-0.00	-	-
	Market Purchase 07.08.2015	50	0.00	50	0.00
	Market Sale 14.08.2015	-50	-0.00	-	-
	At the end of the year	**-**	**-**	**-**	**-**

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

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
11	**CHOICE INTERNATIONAL LTD*** **				
	At the beginning of the year	-	-	-	-
	Market Purchase 08.01.2016	74558	1.64	-	-
	Market Purchase 22.01.2016	65000	1.43	139558	1.53
	At the end of the year	**-**	**-**	**139558**	**1.53**
12	**STEEL CITY SECURITIES LIMITED*** **				
	At the beginning of the year	-	-	-	-
	Market Purchase 29.05.2015	14	0.00	14	0.00
	Market Purchase 05.06.2015	61	0.00	75	0.00
	Market Purchase 12.06.2015	16	0.00	91	0.00
	Market Purchase 19.06.2015	9	0.00	100	0.00
	Market Purchase 26.06.2015	1072	0.02	1172	0.03
	Market Sale 30.06.2015	-348	-0.00	824	0.02
	Market Sale 03.07.2015	-345	-0.00	479	0.00
	Market Sale 10.07.2015	-218	-0.00	261	0.00
	Market Sale 17.07.2015	-255	-0.00	6	0.00
	Market Purchase 24.07.2015	4	0.00	10	0.00
	Market Sale 31.07.2015	-5	-0.00	5	0.00
	Market Purchase 07.08.2015	88	0.00	93	0.00
	Market Sale 14.08.2015	-40	-0.00	53	0.00
	Market Sale 21.08.2015	-31	-0.00	22	0.00
	Market Purchase 28.08.2015	247	0.00	269	0.00
	Market Purchase 04.09.2015	49	0.00	318	0.00
	Market Sale 11.09.2015	-6	-0.00	312	0.00
	Market Purchase 18.09.2015	415	0.00	727	0.02
	Market Sale 25.09.2015	-553	-0.01	174	0.00
	Market Purchase 30.09.2015	11	0.00	185	0.00
	Market Purchase 09.10.2015	856	0.01	1041	0.02
	Market Sale 16.10.2015	-442	-0.01	599	0.01
	On account of sub-division of face value to ₹ 5/- each.			1198	0.01
	Market Purchase	38	0.00	1236	0.01
	Market Sale 30.10.2015	-974	-0.02	262	0.00
	Market Sale 06.11.2015	-128	-0.00	134	0.00
	Market Purchase 13.11.2015	5	0.00	139	0.00
	Market Purchase 20.11.2015	16	0.00	155	0.00
	Market Sale 27.11.2015	-20	-0.00	135	0.00
	Market Purchase 04.12.2015	2390	0.05	2525	0.03
	Market Sale 11.12.2015	-1615	-0.03	910	0.01

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

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Market Purchase 18.12.2015	40	0.00	950	0.01
	Market Purchase 25.12.2015	311	0.00	1261	0.01
	Market Purchase 31.12.2015	12288	0.27	13549	0.15
	Market Sale 08.01.2016	-1908	-0.04	11641	0.13
	Market Purchase 15.01.2016	17435	0.38	29076	0.32
	Market Purchase 22.01.2016	2395	0.05	31471	0.35
	Market Sale 29.01.2016	-190	-0.00	31281	0.34
	Market Sale 05.02.2016	-11438	-0.25	19843	0.22
	Market Purchase 12.02.2016	24323	0.53	44166	0.49
	Market Purchase 19.02.2016	14987	0.33	59153	0.65
	Market Purchase 26.02.2016	7076	0.15	66229	0.73
	Market Sale 04.03.2016	-41	-0.00	66188	0.73
	Market Purchase 11.03.2016	112	0.00	66300	0.73
	Market Purchase 18.03.2016	3868	0.08	70168	0.77
	Market Purchase 25.03.2016	946	0.02	71144	0.78
	Market Purchase 31.03.2016	1050	0.02	72164	0.79
	At the end of the year	**-**	**-**	**72164**	**0.79**
13	**SHAREKHAN LIMITED*** **				
	At the beginning of the year	**-**	**-**	**-**	**-**
	Market Purchase 01.05.2015	1221	0.03	1221	0.03
	Market Purchase 08.05.2015	195	0.00	1416	0.03
	Market Sale 15.05.2015	-1406	-0.03	10	0.00
	Market Purchase 22.05.2015	155	0.00	165	0.00
	Market Purchase 29.05.2015	749	0.02	914	0.02
	Market Purchase 05.06.2015	3388	0.07	4302	0.09
	Market Purchase 12.06.2015	3578	0.08	7880	0.17
	Market Sale 19.06.2015	-2927	-0.06	4953	0.11
	Market Purchase 26.06.2015	3648	0.08	8601	0.19
	Market Sale 30.06.2015	-2536	-0.06	6065	0.13
	Market Sale 03.07.2015	-3053	-0.07	3012	0.07
	Market Sale 10.07.2015	-2166	-0.05	846	0.02
	Market Sale 17.07.2015	-537	-0.01	309	0.00
	Market Sale 24.07.2015	-226	-0.00	83	0.00
	Market Purchase 31.07.2015	93	0.00	176	0.00
	Market Sale 07.08.2015	-92	-0.00	84	0.00
	Market Purchase 14.08.2015	142	0.00	226	0.00
	Market Sale 21.08.2015	-21	-0.00	205	0.00
	Market Sale 28.08.2015	-200	-0.00	5	0.00
	Market Purchase 04.09.2015	270	0.01	275	0.00

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

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Market Sale 11.09.2015	-275	-0.01	0	0.00
	Market Purchase 18.09.2015	35	0.00	35	0.00
	Market Sale 25.09.2015	-33	-0.00	2	0.00
	Market Sale 30.09.2015	-2	-0.00	0	0.00
	Market Purchase 09.10.2015	975	0.02	975	0.02
	Market Sale 16.10.2015	-266	-0.01	709	0.01
	On account of sub-division of face value to ₹ 5/- each.			1418	0.01
	Market Sale 23.10.2015	-543	-0.01	875	
	Market Sale 30.10.2015	-279	-0.01	596	0.01
	Market Sale 06.11.2015	-70	-0.00	526	0.01
	Market Purchase 13.11.2015	1	0.00	527	0.01
	Market Sale 13.11.2015	-1	-0.00	526	0.01
	Market Purchase 20.11.2015	5	0.00	531	0.01
	Market Purchase 27.11.2015	24	0.00	555	0.01
	Market Purchase 04.12.2015	352	0.01	907	0.01
	Market Sale 11.12.2015	-487	-0.01	420	0.00
	Market Sale 18.12.2015	-57	-0.00	363	0.00
	Market Sale 25.12.2015	-141	-0.00	222	0.00
	Market Purchase 31.12.2015	1030	0.02	1252	0.01
	Market Purchase 08.01.2016	25300	0.56	26552	0.29
	Market Purchase 15.01.2016	500	0.01	27052	0.30
	Market Purchase 22.01.2016	1099	0.02	28151	0.31
	Market Purchase 29.01.2016	2400	0.05	30551	0.34
	Market Purchase 05.02.2016	954	0.02	31505	0.35
	Market Purchase 12.02.2016	7003	0.15	38508	0.42
	Market Sale 19.02.2016	-6381	-0.14	32127	0.35
	Market Purchase 26.02.2016	4296	0.09	36423	0.40
	Market Purchase 04.03.2016	2165	0.05	38588	0.42
	Market Sale 11.03.2016	-382	-0.01	38206	0.42
	Market Sale 18.03.2016	-24062	-0.53	14144	0.16
	Market Purchase 25.03.2016	27999	0.62	42143	0.46
	Market Purchase 31.03.2016	16510	0.36	58653	0.64
	At the end of the year			**58653**	**0.64**

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

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year during the year		Cumulative Shareholding	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
14	**GEOJIT BNP PARIBAS FINANCIAL SERVICES*** **				
	At the beginning of the year	-	-	-	-
	Market Purchase 24.04.2015	184	0.00	184	0.00
	Market Purchase 01.05.2015	677	0.01	861	0.02
	Market Sale 08.05.2015	-771	-0.02	90	0.00
	Market Sale 15.05.2015	-90	-0.00	0	0.00
	Market Purchase 22.05.2015	2770	0.06	2770	0.06
	Market Sale 29.05.2015	-2475	-0.05	295	0.00
	Market Sale 05.06.2015	-195	-0.00	100	0.00
	Market Purchase 12.06.2015	4813	0.11	4913	0.11
	Market Sale 19.06.2015	-1855	-0.04	3058	0.07
	Market Purchase 26.06.2015	1589	0.03	4647	0.10
	Market Sale 30.06.2015	-1666	-0.04	2981	0.06
	Market Purchase 03.07.2015	1737	0.04	4718	0.10
	Market Sale 10.07.2015	-2579	-0.06	2139	0.05
	Market Sale 17.07.2015	-1949	-0.04	190	0.00
	Market Purchase 24.07.2015	314	0.01	504	0.01
	Market Sale 3.07.2015	-467	-0.01	37	0.00
	Market Purchase 07.08.2015	534	0.01	571	0.01
	Market Purchase 14.08.2015	314	0.01	885	0.02
	Market Sale 21.08.2015	-130	-0.00	755	0.02
	Market Sale 28.08.2015	-347	-0.01	408	0.01
	Market Purchase 04.09.2015	533	0.01	941	0.02
	Market Sale 11.09.2015	-641	-0.01	300	0.00
	Market Purchase 18.09.2015	2541	0.06	2841	0.06
	Market Sale 25.09.2015	-1114	-0.02	1727	0.04
	Market Sale 30.09.2015	-179	-0.00	1548	0.03
	Market Sale 02.10.2015	-773	-0.02	775	0.02
	Market Purchase 09.10.2015	1500	0.03	2275	0.05
	Market Purchase 16.10.2015	31	0.00	2306	0.05
	On account of sub-division of face value to ₹ 5/- each.			4612	0.05
	Market Sale 23.10.2016	-4175	-0.04	437	0.01
	Market Purchase 30.10.2015	645	0.01	1082	0.01
	Market Purchase 06.11.2015	6073	0.13	7155	0.08
	Market Sale 13.11.2015	-5419	-0.12	1736	0.02
	Market Sale 20.11.2015	-1290	-0.03	446	0.00
	Market Sale 27.11.2015	-421	-0.01	25	0.00

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

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year during the year		Cumulative Shareholding	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Market Purchase 04.12.2015	4013	0.09	4038	0.04
	Market Sale 11.12.2015	-1915	-0.04	2123	0.02
	Market Sale 18.12.2015	-788	-0.02	1335	0.01
	Market Purchase 25.12.2015	4145	0.09	5480	0.06
	Market Purchase 31.12.2015	10423	0.23	15903	0.18
	Market Sale 08.01.2016	-12091	-0.27	3812	0.04
	Market Purchase 15.01.2016	7153	0.16	10965	0.12
	Market Purchase 22.01.2016	621	0.01	11586	0.13
	Market Sale 29.01.2016	-9461	-0.21	2125	0.02
	Market Sale 05.02.2016	-944	-0.02	1181	0.01
	Market Purchase 12.02.2016	1105	0.02	2286	0.03
	Market Sale 19.02.2016	-1676	-0.04	610	0.00
	Market Purchase 26.02.2016	12900	0.28	13510	0.15
	Market Sale 04.03.2016	-8384	-0.18	5126	0.06
	Market Purchase 11.03.2016	7139	0.16	12265	0.14
	Market Purchase 18.03.2016	3988	0.09	16253	0.18
	Market Sale 25.03.2016	-12172	-0.27	4081	0.04
	Market Purchase 31.03.2016	28524	0.63	32605	0.35
	At the end of the year			32605	0.35

*** Not in the list of Top 10 shareholders as on 31.03.2015. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31.03.2016.

Ceased to be in the list of Top 10 shareholders as on 31.03.2016. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 31.03.2015.

Note : The Equity shares of the Company were of the face value of ₹ 10/- each at the beginning of the Year and during the year were sub-divided into two Equity shares of ₹ 5/- each. Record Date thereof being 15th October 2015.

v) Shareholding of Directors and Key Managerial Personnel:

S. No.	For Shareholding of each of the Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	**R.SANTOSH**				
	At the beginning of the year	**1410253**	**31.07**	**-**	**-**
	Market Sale on 08.05.2015	-20000	-0.44	1390253	30.63
	On account of sub-division of face value to ₹ 5/- each.			2780506	30.63
	Transmission of Shares as on 12.12.2015	2000	0.04	2782506	30.65
	At the end of the year			2782506	30.65
2	**R.VIMALA**				
	At the beginning of the year	**24000**	**0.53**	**-**	**-**
	On account of sub-division of face value to ₹ 5/- each.			**48000**	**0.53**
	At the end of the year			**48000**	**0.53**
3	**GIULIA BOSCO**				
	At the beginning of the year	**232000**	**5.11**	**-**	**-**
	On account of sub-division of face value to ₹ 5/- each.			464000	5.11
	At the end of the year			**464000**	**5.11**
4	**VASTUPAL RAJNIKANT METHA**	-	-	-	-
5	**DEEPAK PADAMSHI MALANI**	-	-	-	-
6	**MEENAKSHI SUNDARAM RAJKUMAR**	-	-	-	-
7	**BABA CHANDRASEKHAR RAMAKRISHNAN**				
	At the beginning of the year	**100**	**0.00**	**-**	**-**
	On account of sub-division of face value to ₹ 5/- each.			200	-
	At the end of the year			**200**	**-**

Note: The Equity shares of the Company were of the face value of ₹ 10/- each at the beginning of the Year and during the year were sub-divided into two Equity shares of ₹ 5/- each. Record Date thereof being 15th October 2015

VI. INDEBTEDNESS -

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

In ₹ ('000)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	567534	65560	-	633094
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	3955	-	-	3955
Total (i+ii+iii)	571489	65560	-	637049
Change in Indebtedness during the financial year				
★ Addition	178829	-		178829
★ Reduction	322077	4019		326096
Net Change	-143248	-4019		-147267
Indebtedness at the end of the financial year				
i) Principal Amount	426731	61540	-	488271
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	1511	-	-	1511
Total (i+ii+iii)	428242	61540	-	489782

VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managerial Director, Whole- Time Directors and/ or Manager :

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Santossh. R Managing Director	**R. Vimala** Whole Time Director	**Giulia Bosco** Whole Time Director	
1	Gross salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	12,00,000	6,00,000	8,40,000	26,40,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	14,753	-	1,31,000	1,45,753
	(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)	12,14,753	6,00,000	9,71,000	27,85,753
Ceiling as per the Act- The total managerial remuneration is within the limit of 10% of net profit of the Company as per Section 198 of the Companies Act, 2013.					

VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (Contd.)

B. Remuneration to Other Directors

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. Deepak P Malani	Mr. Vasthupal R Metha	Mr. M.S. Rajkumar	Mr. Baba Chandrasekar	
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					

NOT APPLICABLE

C. **Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

S. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary			7,00,000	7,00,000
	(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			7,00,000	7,00,000

VIII. 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			NIL		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment					
Compounding					

For and on behalf of the Board

Meenakshi Sundaram Rajkumar
Chairman
(DIN : 06935422)

Place : Coimbatore
Date : 27.05.2016

ANNEXURE - 2

NOMINATION AND REMUNERATION POLICY OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

This remuneration policy has been prepared pursuant to the provisions of Section 178 (3) of the Companies Act, 2013 ("Act") and Clause 49 (IV) (B) (1) of the Equity Listing Agreement ("Listing Agreement"). While formulating this policy, the Nomination and Remuneration Committee ("NRC") has considered the factors laid down under Section 178 (4) of the Act. Objective of this Remuneration are as follows;

a) to guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.

b) to evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.

c) to recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

Key principles governing this remuneration policy are as follows:

1) Remuneration to Managing Director / Whole-time Directors:

   (i) The Remuneration / Commission etc., to be paid to Managing Director / Whole-Time Directors, etc., shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.

   (ii) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

2) Remuneration to Non- Executive / Independent Directors:

   a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

   b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling / limits as provided under the Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.

   c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.

   d) Any remuneration paid to Non-Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above, if the following conditions are satisfied:

i) The Services are rendered by such Director in his capacity as the professional; and

ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

3) Remuneration to Key Managerial Personnel and Senior Management:

a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.

b) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option / Purchase Schemes, shall determine the stock options and other share based payments to be made to Key Managerial Personnel and Senior Management.

c) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to Pension Fund, Pension Schemes, etc., as decided from time to time.

d) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

Policy implementation

The NRC is responsible for recommending the remuneration policy to the Board. The Board is responsible for approving and overseeing implementation of the remuneration policy.

ANNEXURE - 3

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2016

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

To

The Members,

LAMBODHARA TEXTILES LIMITED
(CIN: L17111TZ1994PLC004929)
3A, B-Block, Pioneer Apartments,
1075-B, Avinashi Road,
Coimbatore-641018
Tamil Nadu, India

I have conducted the Secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. LAMBODHARA TEXTILES LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

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

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

i. The Companies Act, 2013 (the Act) and the rules made thereunder;

ii. The Companies Act, 1956 and the rules made thereunder (to the extent applicable);

iii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

iv. The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;

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 (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Enforced from 1st December 2015)

b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (till 14th May 2015) and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (Enforced from 15th May 2015)

d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;

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

a. Secretarial Standards with respect to Board Meetings (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI) and made applicable with effect from 1st July, 2015.

b. Listing Agreement entered into by the Company with The National Stock Exchange of India Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Standards etc. , mentioned above except that the Company has not appointed a whole-time Company Secretary in accordance with Section 203 of the Companies Act, 2013.

I further report that, during the year under review, there were no actions/ events in pursuance of the following Rules/Regulations requiring compliance thereof by the Company : -

a. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

c. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

d. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

f. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

I further report that based on the information provided by the Company, its officers and authorized representatives; there are no laws specifically applicable to the Company.

I further report that having regard to the compliance system prevailing in the Company and on the review of quarterly compliance reports taken on record by the Board of Directors and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the labour and environmental laws as applicable.

I further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same has been subject to review by statutory financial auditor and other designated professionals.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Directors. 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 clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board meetings and Committee meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

I further report that during the audit period, the Company has obtained necessary approval of the members of the Company by way of passing a special resolution in accordance with Section 61(1)(d) of the Companies Act, 2013 and sub-divided the Equity Shares having the nominal value of Rs.10/- each into Equity Shares having the nominal value of Rs.5/- each fully paid up and accordingly, the Company has amended the Clause V of the Memorandum of Association and Article 3 of the Articles of Association of the Company in accordance with Section 13 and Section 14 of the Act respectively, in order to reflect the aforementioned sub-division of equity shares.

Other than the above, there were no instances of:

- Public / Rights / Preferential issue of shares / debentures / sweat equity
- Redemption / buy-back of securities
- Major decision taken by the members in pursuant to section 180 of the Companies Act, 2013
- Merger / amalgamation / reconstruction etc
- Foreign technical collaborations

M D Selvaraj
MDS & Associates
Company Secretaries
FCS No.: 960
C P No.: 411

Place : Coimbatore
Date : 27.05.2016

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

'Annexure A'

To
The Members,
M/s. Lambodhara Textiles Limited
CIN: L17111TZ1994PLC004929
3A, B-Block, Pioneer Apartments,
1075-B, Avinashi Road,
Coimbatore – 641018, Tamilnadu, India.

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

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

M D Selvaraj
MDS & Associates
Company Secretaries
FCS No.: 960
C P No.: 411

Place : Coimbatore
Date : 27.05.2016

ANNEXURE - 4

Form No. AOC-2

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

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

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

None.

During the reporting period, all transactions were at arm's length basis.

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

a Name of the related party Nature of relationship	Strike Right Integrated Services Limited
b. Nature of contracts / arrangements / transactions	Purchase of cotton, man made fibre & yarn
c. Duration of the contracts / arrangements / transactions	Five years from 1st April 2014
d. Salient terms of the contracts or transactions	Purchase of cotton, man made fibre & yarn at the prevailing market price
e. Date(s) of approval by the Board	4th August 2014
f. Amount paid as advances, if any.	Nil

For and on behalf of the Board

Meenakshi Sundaram Rajkumar

Chairman

(DIN : 06935422)

Place : Coimbatore

Date : 27.05.2016

ANNEXURE - 5

ANNEXURE TO THE DIRECTORS' REPORT

ANNUAL REPORT ON CSR PURSUANT TO RULES 8 & 9 OF COMPANIES (CORPORATE SOCIAL RESPONSIBILITY POLICY) RULES, 2014

1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or program	Pursuant to section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors have constituted a CSR Committee. The Board also framed a CSR Policy in compliance with the provisions of section 135 of the Companies Act, 2013. The said policy is placed on the web site of the Company at www.lambodharatextiles.com The CSR activity of the Company is promoting education.
2. The composition of CSR committee	Mr.Santossh. R - Chairman of the Committee Mrs.R.Vimala - Member of the Committee Mr.M.S.Rajkumar - Member of the Committee
3. Average net profit of the Company for last three financial years	₹ 530.43 Lakhs
4. Prescribed CSR Expenditure (two percent of the amount asin item 3 above)	₹ 10.61 Lakhs
5. Details of CSR spent during the Financial Year Total amount to be spent for the financial year Amount unspent, if any	 ₹ 10.61 Lakhs Nil

Manner in which the amount spent during the financial year as detailed below:

S. No	CSR Project or activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount Spent on the projects or programs Subheads: (1) Direct expenditure on projects or programs (2) Overheads;	Cumulative expenditure up to the reporting period	Amount SpentDirect or through implementation agency
1	Promoting Education	Education	Tamilnadu Udumalpet	₹ 10.62 lakhs	₹ 10.62 lakhs	₹ 10.62 lakhs	Implementing agency R.V.Gurusamy Naidu Educational Trust

6. In case the company has failed to spend the 2% of the average net profit of the last 3 Financial Years or any part thereof, the company shall provide the reason for not spending the amount in its board report.	The Company has spent the requisite amount.
7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.	The CSR Committee of the Company hereby confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Place : Coimbatore
Date : 27.05.2016

Meenakshi Sundaram Rajkumar
Chairman
(DIN : 06935422)

Santossh. R
Managing Director and
Chairman of CSR Committee
(DIN : 00790493)

ANNEXURE - 6

ANNEXURE TO DIRECTORS REPORT

Details pursuant to the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Disclosure Requirement u/r 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014	**Particulars**		
i Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year	Executive Director	Designation	Ratio to median
	Mr. Santossh. R	Managing Director	14.08:1
	Mrs.R.Vimala	Whole Time Director	7.04:1
	Mrs.Giulia Bosco	Whole Time Director	9.85:1
	Not paid any remuneration to other Non-Executive Directors		
ii Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	Executive Director	Designation	Ratio to median
	Mr. Santossh. R	Managing Director	0.32:1
	Mrs.R.Vimala	Whole Time Director	N A*
	Mrs.Giulia Bosco	Whole Time Director	N A*
	*There is no increase in remuneration for the reporting period		
	Mr Ramesh Shenoy. K	Chief Financial Officer	0.16:1
iii Percentage increase in the median remuneration of employees in the financial year	5%		
iv Number of permanent employees on the rolls of company	272		
v Explanation on the relationship between average increase in remuneration and company performance	Average increase in remuneration : 5%		
vi Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company	The gross sales of the Company for the year 2015-16 was decreased by 10.91% over the previous year. Profit before tax during 2015-16 was higher by 10.80%		

<table>
<tr><td></td><td>Net profit for the year decreased by 12.63% over the previous year. The total remuneration of the Key Managerial Personnel increased by 18.90%</td></tr>
<tr><td>vii Variations in the market capitalisation 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.</td><td>Variations in the market capitalization
<table>
<tr><th></th><th>As on 31.03.2016 ₹ in lakhs</th><th>As on 31.03.2015 ₹ in lakhs</th><th>% of increase</th></tr>
<tr><td>Market Capitalization of the Company</td><td>15132.36</td><td>7693.27</td><td>96.70%</td></tr>
<tr><td>Price earning ratio</td><td>33.68</td><td>14.91</td><td>125.88%</td></tr>
</table>
The last public offer for the shares of the Company was in the year 1995, for 12,00,000 Equity Shares of ₹ 10/- each at par. The market quotation of the Equity Shares of the Company as on 31st March, 2016 was ₹ 166.20 for shares of face value of ₹ 5/- each. Though not comparable, this represents an increase of 3224% over the period.</td></tr>
<tr><td>viii Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration</td><td>The percentage increase in the salaries of employees other than the managerial personnel in the last financial year is 3.4%, as against an increase of 12.22% in the salary of the managerial personnel.

The increment given to each individual employee is based on the experience and performance</td></tr>
<tr><td>ix Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company</td><td>
<table>
<tr><th>Key Managerial Personnel</th><th>Remuneration ₹ in lakhs</th><th>Performance of the Company (Growth in Profit before tax)</th></tr>
<tr><td>Mr.Santossh. R
Managing Director</td><td>12.15</td><td rowspan="3">10.80%</td></tr>
<tr><td>Mrs.R.Vimala
Whole Time Director</td><td>6.00</td></tr>
<tr><td>Mrs.Giulia Bosco
Whole Time Director</td><td>9.71</td></tr>
<tr><td>Mr. Ramesh Shenoy. K
Chief Financial Officer</td><td>7.00</td><td></td></tr>
</table>
</td></tr>
</table>

x Key parameters for any variable component of remuneration availed by the directors	The Company does not pay any variable component of remuneration to the Directors.
xi 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	The highest paid Director is the Managing Director. No employee has received remuneration in excess of the Managing Director during the year
xii Affirmation that the remuneration is as per the remuneration policy of the company	It is affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees, adopted by the Company.

For and on behalf of the Board

Meenakshi Sundaram Rajkumar
Chairman
(DIN : 06935422)

Place : Coimbatore
Date : 27.05.2016

Annexure

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

a) INDUSTRY STRUCTURE AND DEVELOPMENTS :

India's textiles sector is one of the largest contributors to India's exports with approximately 11 per cent of total exports. The textile industry is also labour intensive and is one of the largest employers. The textile industry encom-passes a range of industrial units, which has a wide variety of natural and synthetic fibers to produce yarn and fabrics.

The Central Governments' new Textile Policy in the offing to boost domestic and export market should help improving cost competitiveness, better quality and product range, better realization, etc.,

b) OPPORTUNITIES & THREATS :

Your Company is mainly focusing on customized fancy yarn in niche segment and has extended its entry into specialty fibre fancy yarn. Your Company is exporting to most of the countries around the world and exploring new market with new product variants.

The economy world over is still sluggish may have an impact in the performance of textile industry in general.

c) SEGMENT–WISE PERFORMANCE :

The main business of your Company is Textiles. The Company has two wind mills of 2.75 MW capacity. The electricity generated from the said WEG is used for captive consumption and takes care of 50% of power requirement at present level of operation. The Company has also a Commercial Complex exclusively for rentals at prime locale with a super built-up area of 28,000 sft. with Ground and four floors. The Company has rented 2 floors and expected to rent balance two floors.

d) OUTLOOK :

The Central Governments' new Textile Policy in the offing to boost domestic and export market should help improving cost competitiveness, better quality and product range, better realization, etc.,

e) RISKS AND CONCERNS :

The Company has a risk management process designed to safeguard the organisation from various risks through adequate and timely actions.

Your Company is exposed to all the risks associated with this business in terms of market conditions, timing, inflation, long term economic conditions, etc.,

f) INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY :

The company has an Internal Control System commensurate with the size and the nature of its business.

g) DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE :

Your Company has achieved a Profit before Tax of ₹ 672.60 lacs from operations on a turnover of ₹ 11,878.63 lacs for the year ended 31st March 2016.

h) MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT :

During the year under review, industrial relations at our plant locations remained harmonious. Your Company emphasizes on the safety of people working in its premises. Structured safety meetings were held and safety programs were organized for them throughout the year.

REPORT ON CORPORATE GOVERNANCE

[In compliance with Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Lambodhara Textiles Limited's philosophy on Corporate Governance is to ensure that its obligations are discharged in a fair and a transparent manner.

2. BOARD OF DIRECTORS

a. Composition of the Board :

The Board of Directors of the Company consists of seven Directors which comprises of three Promoter Executive Directors, three Independent Non-Executive Directors and one Non-independent Non-Executive Director. Chairman of the Board is an Independent non-executive director. The company has two women directors. The members of the Board are well experienced. The composition of the Company's Board is in conformity with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b. Category of Directors, Attendance, other Directorships and Committee membership:

The names and categories of Directors, their attendance at the Board Meetings held during the year and at the last Annual General Meeting, as also the number of Directorships and Committee positions held by them in public limited Companies are given below

Name of the Director	Category	Attendance Particulars		No. of directorship in other public companies #	No. of Committee Positions held in other companies $	
		Board Meeting	Last AGM		Chairman	Member
Mr. Santossh. R	Managing Director-Promoter	8	Yes	-	-	-
Ms. Vimala. R	Executive Director Promoter	8	Yes	1	-	-
Ms. Giulia Bosco	Executive Director-Promoter	8	Yes	1	-	-
Mr. Deepak P Malani	Non-Executive Independent	8	Yes	-	-	-
Mr. Vasthupal R Mehta	Non-Executive Independent	8	Yes	-	-	-
Mr. M.S. Rajkumar	Non-Executive Independent	8	-	-	-	-
Mr. Baba Chandrasekhar. R	Non-Executive Non Independent	8	-	-	-	-

 # Excludes directorships in Private Companies and Foreign Companies

$ Only Audit Committee and Stakeholders Relationship Committee has been considered for Committee Positions.

Mr.R.Santossh is the son of Ms.R.Vimala and husband of Ms. Guilia Bosco

As per the disclosures received from the Directors, none of the Directors serve as member of Committees of other bodies corporate.

Details of the Board meetings held during the financial year 2015-2016

Eight Board meetings were held during the year and the date on which the Board meetings were held are as follows:

Sl. No.	Date of Board Meeting	No of Directors Attended
1	29-05-2015	7
2	20-07-2015	7
3	12.08.2015	7
4	24.09.2015	7
5	17.10.2015	7
6	11.11.2015	7
7	10.12.2015	7
8	12.02.2016	7

The information as required under Part A of Schedule II to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is made available to the Board. The Board also reviews the declarations made by the Managing Director and Chief Financial Officer regarding compliance with all applicable laws, on a quarterly basis

Shareholding of Non Executive Directors

Name of the Director	No of Shares held (as on 31.03.2016)
Mr. Deepak Malani	Nil
Mr. Vasthupal R Metha	Nil
Mr. M.S.Rajkumar	Nil
Mr. Baba Chandrasekhar Ramakrishnan	200

Independent Directors

All Independent Directors of the Company have been appointed as per the provisions of the Companies Act, 2013. Formal letters of appointment have been issued to the Independent Directors. The company has also obtained declarations from all the Independent Directors pursuant to section 149 (7) of the Companies Act, 2013. The terms and conditions of their appointment are disclosed on the Company's website.

Separate Meeting of the Independent Directors:

A separate meeting of Independent Directors of the Company, without the attendance of Non-Independent Directors and members of management, was held on 12th February 2016, as required under Schedule IV to the Companies Act, 2013 (Code for Independent Directors) and Regulation 25 (3) of the Listing Regulations. All the Independent Directors were present at the meeting.

Familiarization Programme for Independent Directors

The Company familiarizes its Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes. These include orientation programme as well as other initiatives to update the Directors on a continuing basis.

The Familiarisation programme for Independent Directors is disclosed on the Company's website at the following web link: www.lambodharatextiles.com

3. AUDIT COMMITTEE

The Board has constituted a well-qualified Audit Committee in compliance with Section 177 of the Companies Act, 2013 read with Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the members of the Committee are Independent Directors including Chairman. They possess sound knowledge on accounts, audit, finance, taxation, internal controls etc.

Terms of Reference:-

The role, powers and functions of the committee are as per Section 177 of the Companies Act, 2013 and the guidelines set out in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms of reference of this committee are as required by SEBI - under Regulation 18 read with Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Besides having access to all the required information from time to time within the company, the committee can obtain external professional advice whenever required.

Composition and Attendance

During the financial year ended 31st March 2016, Four Audit Committee Meetings were held on 29th May 2015, 12th August 2015, 11th November 2015 and 12th February 2016. The necessary quorum was present at these meetings.

The composition of the Audit Committee and the details of meetings attended by the Members are as follows:

Name of the Members	Category	No. of Meetings	
		Held	Attended
Mr. Deepak P Malani - Chairman	Non-Executive Independent	4	4
Mr. Vasthupal R Mehta - Member	Non-Executive Independent	4	4
Mr. M.S. Rajkumar - Member	Non-Executive Independent	4	4

The meetings of the Audit Committee are usually attended by the Managing Director, the Chief Financial Officer, Internal Auditor and a representative of the Statutory Auditors. The Minutes of the Audit Committee meetings were circulated to the Board, where it was discussed and taken note of.

The quarterly financial results were reviewed by the Committee before submission to the Board. Independent sessions were held with the Statutory and the Internal Auditors to assess the effectiveness of the audit processes. On quarterly basis, the Committee

continues to review whistle-blower complaints, litigations, related party transactions and policy violation instances, the corrective actions and mitigating controls put in place thereof.

The Chairman of the Audit Committee, Mr. Deepak Malani was present at the Annual General Meeting of the Company held on 9th September 2015.

4. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee is constituted in compliance with the requirements of Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 178 of the Companies Act 2013.

Terms of Reference:-

The terms of reference of this committee has been mandated with the same as specified in Regulation 19 read with Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also with the requirement of Section 178 of the Companies Act, 2013.

Composition and Attendance during the year

The composition of the Committee and the details of Meetings attended by the Directors during the year are given below

Name of the Members	Category	No. of Meetings attended during the year
Mr. Deepak P Malani - Chairman	Independent Non-Executive	1
Mr. Vasthupal R Mehta - Member	Independent Non-Executive	1
Mr. M.S. Rajkumar - Member	Independent Non-Executive	1

The Committee is, inter alia, authorized to identify persons who are qualified to become Directors and who may be appointed in Senior Management, evaluation of Directors performance, formulating criteria for determining qualifications, positive attributes and independence of a director and recommending policy relating to the remuneration for the Directors, key managerial personnel.

During the year under review, the committee had met on 12th February 2016.

The Chairman of the Nomination and Remuneration Committee, Mr. Deepak Malani was present at the Annual General Meeting of the Company held on 9th September 2015.

Performance Evaluation

The Nomination and Remuneration Committee has formulated the criteria for determining qualifications, positive attributes and independence of Directors in terms of provisions of Section 178 (3) of the Act and Regulation 19 read with Part D of Schedule II of the Listing Regulations.

The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Director being evaluated. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent

Directors, who also reviewed the performance of the Board as a whole. The Nomination and Remuneration Committee also reviewed the performance of the Board, its Committees and of the Directors.

Directors were evaluated on aspects such as attendance and contribution/suggestion for effective functioning of the Board/ Committee. The Chairman was also evaluated on key aspects of his role, including encouraging active engagement by all Board members. The directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

5. REMUNERATION OF DIRECTORS

Details of Remuneration paid to the Managing Director and Whole Time Directors of the Company during the financial period ended 31st March 2016.

Details of Remuneration	Mr. Santossh. R (Managing Director)	Ms. Giulia bosco (Whole time Director)	Ms. Vimala R (Whole time Director)
Term of Appointment	For a period of five years from 26th September 2014 to 25th September 2019	For a period of five years from 1st October 2013 to 30th September 2018	For a period of five years from 1st October 2014 to 30th September 2019
Salary	12,00,000	8,40,000	6,00,000
Perquisites & Allowances	14,753	1,31,000	0
Commission, Stock option, bonus, pension, performance linked incentives etc.	Nil	Nil	Nil
Notice period and Severance fees	Nil	Nil	Nil

Non executive Directors don't have any pecuniary relationship or transactions with the Company.

The Company does not pay Sitting fees to Non-Executive Directors for attending Board Meetings and other Committee Meetings.

Presently, the Company does not have a stock options scheme for its Directors.

The Company does not pay any remuneration to its non-executive directors including independent directors.

6. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee was constituted in compliance with the provisions of Section 178 of the Companies Act, 2013 read with Regulation 20 and Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The composition of the above committee and attendance as under

Name of the Members	Category	No. of Meetings	
		Held	Attended
Mr. Deepak P Malani - Chairman	Non-Executive Independent	20	20
Mr. Vasthupal R Mehta - Member	Non-Executive Independent	20	20
Mr. M.S. Rajkumar - Member	Non-Executive Independent	20	20

During the year under review, the Committee met twenty times to deliberate on various matters referred above.

The Stakeholders Relationship Committee of the Board is empowered to oversee the re-addresal of investors' complaints pertaining to share transfer, non-receipt of annual reports, dividend payments, issue of duplicate certificates, transfers and transmission of shares and other miscellaneous complaints. The committee also approved transfer, transmission, transposition, consolidation, split, name deletion and issue of duplicate share certificates.

In addition, the Committee looks into other issues including status of dematerialization / re-dematerialization of shares as well as systems and procedures followed to track investor complaints and suggest measures for improvement from time to time.

Mr.Ramesh Shenoy.K, Chief Financial Officer is the Compliance Officer of the Company. The minutes of the Investors Relations committee were placed before the board meeting for due ratification and approval.

At the beginning of the year, no complaint was pending. During the year one investor complaint was received and the complaint was resolved. No investor complaint was pending as on 31st March 2016.

No request for transfer or dematerialization of shares was pending as on 31st March, 2016.

Pursuant to clause 47(c) of the Listing Agreement/ Regulation 40(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate on half-yearly basis from a Practicing Company Secretary confirming that all certificates have been issued within thirty days of the date of lodgement for transfer or any other purpose and the same has been submitted to the Stock Exchanges within stipulated time

The Company has adopted an 'Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders' ("the Code") in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

The Company has also formulated 'The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)' in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015.

Corporate Social Responsibility Committee (CSR Committee)

In compliance with the provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has constituted the Corporate Social Responsibility Committee.

The Committee comprises Sri. Santossh. R, Smt.R.Vimala and Sri.M.S.Rajkumar as members.

The CSR Committee met one time during the year on 20th July 2015. The necessary quorum was present for all Meetings. The attendance record of the members at the meeting was as follows

Name of the Members	Category	No. of Meetings	
		Held	Attended
Mr. Santossh. R - Chairman	Executive Director	1	1
Mrs. R. Vimala - Member	Executive Director	1	1
Mr. M.S. Rajkumar - Member	Non-Executive Independent	1	1

The Committee evaluates and recommend the CSR proposals to the Board for approval. The Company formulated CSR Policy, which is uploaded on the website of the Company viz. www.lambodharatextiles.com

The amount required to be spent on CSR activities during the year under report in accordance with the provisions of section 135 of the Act is Rs.10.61 lakhs and the company has spent Rs.10.62 lakhs during the current financial year.

Management Discussion and Analysis Report:

Management Discussion and Analysis Report covering matters in Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) for the year under review is given as separate annexure in this Annual Report

7. GENERAL BODY MEETINGS

The last three Annual General Meeting of the Company were held as under:

Year	Date	Time	Venue of meeting
2012-2013	26.08.2013	12.00 Noon	The Coimbatore Cosmopolitan Club, 200, Race Course, Coimbatore-641 018.
2013-2014	11.09.2014	11.00 AM	Vibha, The Grand Regent 708, Avinashi Road, Coimbatore-641018
2014-2015	09.09.2015	10.00 AM	Vibha, The Grand Regent 708, Avinashi Road, Coimbatore-641018

The following are the special resolutions passed at the last three Annual General Meeting

Date of AGM	Summary of Special Resolution passed
26.08.2013	Revision in remuneration of Mrs.Giulia Bosco, Whole time Director.
	Re-appointment of Mrs.Giulia Bosco, as Whole time Director for a period of five years from 01.10.2013.

	Commencement of business as enumerated in sub clause 7, 11 and 18 of the object clause III(C) of the Memorandum of Association.
11.09.2014	Appointment of Mr. Vastupal Rajnikant Mehta and Mr. Deepak Padamshi Malani as Independent Directors for a period of five years.
	Re-appointment of Mr.R.Santossh as Managing Director for a period of five years from 26.09.2014.
	Authorising Board of Directors to borrow upto Rs.150 Crores pursuant to section 180(1)(c) of the Companies Act, 2013.
	Authorising Board of Directors pursuant to section 180(1)(a) of the Companies Act, 2013 to create mortgage on the assets of the Company.
	Amendment of the Articles of Association.
	Variation of the terms of appointment of Mrs.Giulia Bosco, Whole time Director.
	Appointment of Mrs.R.Vimala as Whole Time Director for a period of five years with effect from 01.10.2014.
	Authorising Board of Directors to enter into transactions with related parties.
09.09.2015	Sub-divide each Equity Shares of nominal value of Rs.10/- each into two equity shares of Rs.5/- each fully paid up.
	Amendment to clause V of the Memorandum of Association (Capital Clause) due to sub-division of the face value of the equity shares.
	Amendment to Article 3 of the Articles of Association (Capital Clause) due to sub-division of the face value of the equity shares.

During the year no Extra Ordinary General Meeting was held.

No Special Resolutions were put through postal ballot last year and there is no proposal for this year.

8. MEANS OF COMMUNICATION:

The quarterly and annual results are published in accordance with the requirements of the Listing Agreement of the National Stock Exchange of India/ SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board approved results are forthwith sent to the National Stock Exchange of India Limited and BSE Limited and also could get published in Business Line (English) and Daily Thanthi (Tamil). Quarterly and annual financial results and Annual Reports are also available at Company's web site www.lambodharatextiles.com and in the web site www.nseindia.com, www.bseindia.com

Whenever any important developments the company release new releases and are displayed on the company's web site www.lambodharatextiles.com and also forwarded a copy of the same to the Stock Exchanges. There were no specific presentations made to Institutional Investors or to analysts during the period ended 31st March 2016.

9. GENERAL SHAREHOLDER INFORMATION

a. 22nd Annual General Meeting

Date : 15th September 2016
Time : 11.00 AM
Venue : Vibha, The Grand Regent, 708, Avinashi Road, Coimbatore - 641 018

b. Financial Year : The Company follows April to March as its financial year. The results for every quarter beginning from 1st April 2016 are declared within the time line as per the listing regulations.

c. Dividend payment date : Dividend, when declared, will be payable on or before 23rdSeptember, 2016 to those members whose names are registered as such in the Register of Members of the Company as on 9th September, 2016 and to the Beneficiary holders as per the beneficiary list as on 8th September, 2016 provided by the NSDL and CDSL.

d. Listing on Stock Exchange: The Company's equity shares are listed on the National Stock Exchange of India Limited (NSE), Exchange Plaza, 5th Floor, C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051 and are traded in "BSE IndoNext" platform of BSE Limited, P.J.Towers, Dalal Street, Fort, Mumbai - 400001. Annual Listing Fees for the year 2016-17 was paid to National Stock Exchange of India Limited. Custodial Fees to Depositories for the year 2016-17 were paid to National Securities Depository Limited and Central Depository Services (India) Limited.

e. Stock Code / Symbol

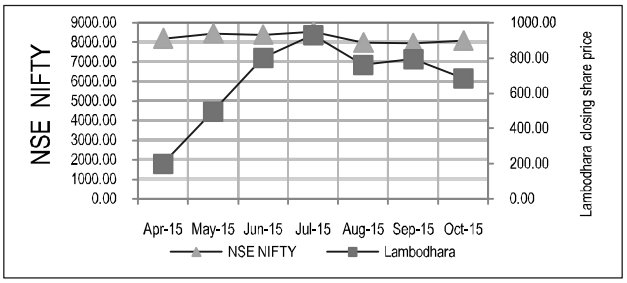
NSE : LAMBODHARA
BSE Indonext : 590075
ISIN Number for NSDL & CDSL : INE112F01022

f. Market Price Data : The monthly high and low price of shares traded on the National Stock Exchange of India Limited and BSE-Indo Next are as follows;

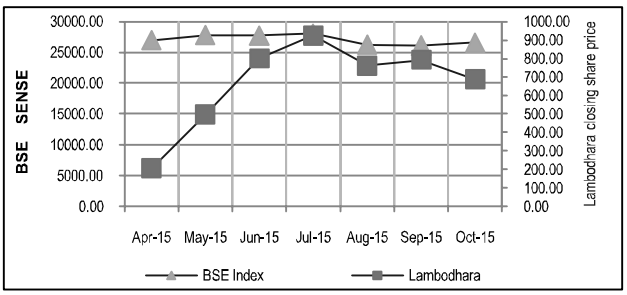
Month	National Stock Exchange of India			BSE IndoNext		
	High	Low	Volume of Share Traded	High	Low	Volume of Share Traded
Apr-15	219.95	130.10	172061	224.80	150.00	143806
May-15	505.00	197.70	2723670	504.90	197.60	918537
Jun-15	837.90	480.30	12912975	837.50	477.00	3672639
Jul-15	1056.00	756.00	3981857	1056.50	754.00	1376318
Aug-15	1119.00	666.50	1967986	1120.00	677.00	585389
Sep-15	911.00	725.00	1275179	913.00	725.00	435516
Oct-15*	979.80	685.00	1361380	980.00	685.00	371864
Post sub-division of equity shares of ₹ 10/- each into two equity shares of ₹ 5/- each						
Oct-15*	379.00	295.25	1054909	379.25	296.00	383289
Nov-15	335.00	260.25	997655	335.00	264.10	273454
Dec-15	312.90	201.10	4951420	313.10	179.20	1314249
Jan-16	228.00	112.65	2847681	227.40	112.40	711175
Feb-16	140.65	100.55	1367512	141.00	101.00	403830
Mar-16	167.10	105.00	12209561	166.60	103.20	3147068

*Pursuant to the approval of the shareholders of the Company each equity share of Rs.10/- each was sub-divided into two equity share of Rs.5/- each with effect from 15th October 2015 being the Record Date.

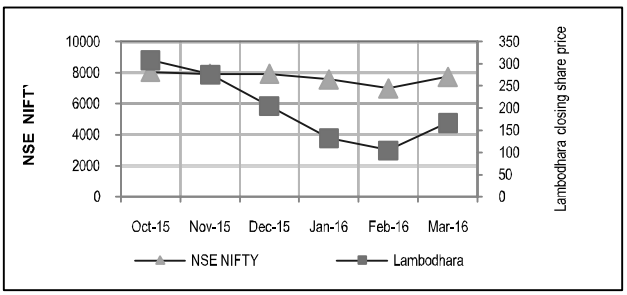
g. Performance of Company's Stock Price vis-à-vis NSE Nifty - Pre-Split



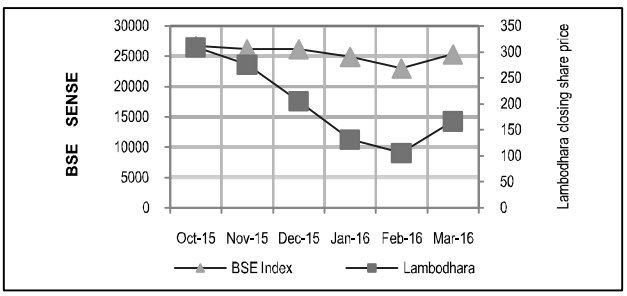
Performance of Company's Stock Price vis-à-vis Sensex/Index – Pre Split



Performance of Company's Stock Price vis-à-vis NSE Nifty - Post-Split



Performance of Company's Stock Price vis-à-vis Sensex/Index – Post Split



h. The securities of the Company have never been suspended from trading.

i. Registrar & Share Transfer Agents: (For both physical & demat segments)

M/s. S.K.D.C. Consultants Limited
Kanapathy Towers, III Floor, 1391/A1, Sathy Road, Ganapathy, Coimbatore - 641 006
Phone: +91 422 6549995, 2539835-836 Fax: +91 422 2539837
Email: info@skdc-consultants.com Website:www.skdc-consultants.com.

j. Share Transfer System

The company's shares being in compulsory dematerialised (demat) list are transferable through the depository system. Shares in physical form are processed by the Registrar and Share Transfer Agents, M/s. S.K.D.C. Consultants Limited, and approved by the Stakeholders Relationship Committee of the Company. The share transfers are processed within a period of 15 days from the date of receipt of the transfer documents by M/s. S.K.D.C. Consultants Limited, if the documents are complete in all respects. All requests for dematerialization of shares are processed and confirmed to the depositories, NSDL and CDSL, within 15 days. The Stakeholders Relationship Committee generally meets whenever necessary for approving share transfers and other related activities.

k. Distribution of Shareholding as on 31.03.2016:

Shareholding range	No of Holders	% of share holders	No of Shares	% of share holding
1 - 500	3512	82.23	356668	3.93
501 - 1000	393	9.20	342111	3.77
1001 - 2000	189	4.43	311344	3.43
2001 - 3000	52	1.22	133765	1.47
3001 - 4000	54	1.26	195726	2.15
4001 - 5000	11	0.26	51452	0.57
5001 - 10000	24	0.56	171442	1.89
10001 and above	36	0.84	7515092	82.79
	4271	**100.00**	**9077600**	**100.00**

Shareholding Pattern as on 31.03.2016

Shares held by	No of Holders	No of Shares	% of shareholding
Promoters and Promoters Group	4	62,15,106	68.47%
Mutual Fund	1	17,321	0.19%
Financial Institution / Banks	1	1,293	0.01%
Bodies Corporate	153	4,30,932	4.75%
Public	3,697	16,25,288	17.90%
Non Resident Indians	39	13,522	0.15%
Clearing Member	310	6,37,966	7.03%
Hindu Undivided Families	66	1,36,172	1.50%
Total	**4,271**	**90,77,600**	**100.00**

l. Dematerialisation of shares and liquidity

As on 31st March 2016 95.41% of the equity shares have been dematerilised. The Company has arrangement with National Securities Depository Ltd. (NSDL) as well as Central Depository Services (India) Limited (CDSL) for demat facility. The Company's shares being in compulsory dematerialised (demat) list are transferable through the depository system.

Particulars	No. of Holders	No. of Shares	% of shareholding
National Securities Depository Limited	2,350	67,77,496	74.66
Central Depository Services Limited	1,674	18,83,104	20.75
Physical Form	249	4,17,000	4.59
Total	**4,273**	**90,77,600**	**100.00**

m. Outstanding GDRs/ADRs/Warrants or any Convertible Instruments

There are no outstanding warrants or any convertible instruments. The Company has not issued GDR/ADR.

n. Commodity price risk or foreign exchange risk and hedging activities

The Company is an exporter, hence forex risks are naturally hedged.

o. Plant location:

826, Thazhaiyuthu, Palani Taluk – 624 618.

Unit II – SKC House,
Vinayagar Kovil Street, Neikarapatti, Palani – 624 615.

Windmill Installed at:

SF No. 13/1(P) Koodankulam Village, Radhapuram Taluk, Tirunelveli District.

SF No. 1051/1, Kundadam Village, Dharapuram Taluk Tirupur District

Commercial Complex at : 1334, Avinashi Road, Peelamedu, Coimbatore - 641004

Address for Correspondence:

M/s. S.K.D.C. Consultants Limited,
Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore – 641 006
Phone: +91 422 6549995, 2539835-836 Fax: +91 422 2539837
Email: info@skdc-consultants.com Website:www.skdc-consultants.com.

Shareholders can also contact the Secretarial Department at the Registered Office of the Company at

Secretarial Department, Lambodhara Textiles Limited, CIN: L17111TZ1994PLC004929
3A, 3rd Floor, 'B Block' Pioneer Apartments, 1075 – B, Avinashi Road,
Coimbatore – 641018.
Telefax : +91-422-2249038 & 4351083,
Email : info@lambodharatextiles.com Website : www.lambodharatextiles.com

10. DISCLOSURES:

(a) Related party Transactions

During the year there were no materially significant transactions with the related parties that may have potential conflict with the interests of the Company at large.

Related party transactions have been disclosed in notes to the financial statements. Omnibus approval was obtained for transactions which were repetitive in nature. Transactions entered into pursuant to omnibus approval were placed before the Audit Committee for its review during the year.

The Company has a Related Party Transaction Policy in place, which has been posted on the website of the Company www.lambodharatextiles.com.

(b) Details of non-compliance by the company, penalties, strictures imposed on the company by any Statutory Authorities, during the last three years.

The Company has complied with all the requirements of the listing agreement of the stock exchange as well as regulations and guidelines of SEBI. No penalties have been levied or strictures have been passed by SEBI, Stock Exchange or any other statutory authority on matters relating to capital markets in the last three years.

(c) Vigil mechanism and Whistle Blower Policy

The Company has Whistle Blower Policy for establishing a vigil mechanism to report genuine concerns regarding unethical behavior, mismanagement, actual or suspected fraud or violation of the Company's Code of Conduct. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism. It is affirmed that no personnel of the Company has been denied access to the Audit Committee. The Whistle Blower Policy of the Company has been posted on the website of the Company.

(d) Details of compliance with mandatory requirements and adoption of the non mandatory Requirements.

All the mandatory requirements have been complied with as stated in this report on Corporate Governance. There is no non-compliance with any requirement of corporate governance report of sub-paras (2) to (10) of the Corporate Governance report as given in Schedule V(C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has also followed the non-mandatory requirement of Reporting of internal auditors to Audit Committee as recommended under Regulation 27(1) read with Part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(e) Material Subsidiaries: The Company does not have any subsidiaries as defined under Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations.

(f) Disclosure of Commodity price risks and commodity hedging activities

The Company has price review mechanism to protect against material movement in price of raw materials.

Disclosure of Accounting Treatment

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant

accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

Risk Management

Business risk evaluation and management is an ongoing process within the Company. The assessment is periodically examined by the Board.

11. There has been no instance of non-compliance of any requirement of Corporate Governance Report.

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub - regulation (2) of Regulation 46 of the Listing Regulations.

Certificate from CEO/CFO

The CEO & CFO certification of the financial statements for the year has been submitted to the Board of Directors, in its meeting held on May 27, 2016 as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations.

Code of Conduct

The Board has laid down a Code of Conduct for all Board members and senior management which is posted on the website of the Company. All Board members and senior management personnel have affirmed the compliance with the Code of Conduct. A declaration to this effect signed by the Managing Director, forms part of this Annual report. Code of conduct of Board of Directors and Senior Management Personnel are available in Company's website: www.lambodharatextiles.com

The Directors and senior management of the Company have made disclosures to the Board confirming that there are no material financial and/ or commercial transactions between them and the Company that could have potential conflict of interest with the Company at large.

For and on behalf of the Board

Meenakshi Sundaram Rajkumar
Chairman
(DIN : 06935422)

Place : Coimbatore
Date : 27.05.2016

Declaration for Code of Conduct

I, Santossh. R, Managing Director of Lambodhara Textiles Limited, declare that all the members of the Board of Directors and Senior Management have, for the year ended 31st March, 2016 affirmed compliance with the Code of Conduct laid down by the Board of Directors and Senior Management in terms of Regulation 26(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

By Order of the Board,

(Sd/-) **Santossh. R**
Managing Director
DIN : 00790493

Place : Coimbatore
Date : 27.05.2016

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of Lambodhara Textiles Limited

We have examined the compliance of conditions of Corporate Governance by Lambodhara Textiles Limited ('the Company'), for the year ended 31st March 2016, as stipulated in Clause 49 of the Listing Agreement ('Listing Agreement') of the Company with the stock exchanges for the period 1 April 2015 to 30 November 2015 and as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in Regulations 15(2) of the Listing Regulations for the period 1 December 2015 to 31 March 2016.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and accordingly to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement / Listing Regulations, as applicable.

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

for **MOHAN & VENKATARAMAN**
Chartered Accountants
FRN : 007321S

(Sd/-) **R. Mohan**
Partner
M.No.201229

Place : Coimbatore
Date : 27.05.2016

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF LAMBODHARA TEXTILES LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Lambodhara Textiles Limited ('the Company'), which comprise the balance sheet as at 31 March 2016, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by Section 143 (3) of the Act, we report that:
   (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
   (c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
   (d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
   (e) on the basis of the written representations received from the directors as on 31 March 2016 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) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
   (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
      i. the Company has disclosed the impact of pending litigations on its financial position in its financial statements as referred to in Note 18 (2) to the financial statements;
      ii. the Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses;
      iii. there are no amounts, required to be transferred, to the Investor Education and Protection Fund by the Company as at the year end.

For Mohan & Venkataraman
Chartered Accountants
FRN: 007321S
(sd/-)
R.Mohan
Partner
Membership No.:201229

Place : Coimbatore
Date : 27.05.2016

ANNEXURE A TO THE AUDITOR'S REPORT

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2016, we report that:

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets

(b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

(ii) The management has conducted physical verification of inventory at reasonable intervals during the year (except stock lying with third parties and in transit, confirmation / subsequent receipt has been obtained in respect of such inventory) and no material discrepancies were noted on physical verification.

(iii) The Company has not granted any loans to companies, firms, Limited Liability Partnerships or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.

(v) The Company has not accepted any deposits from the public.

(vi) The company has maintained the cost records prescribed by the Central Government under Section 148 (1) of the Act, however, we have not made detailed examination of such records.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31 March 2016 for a period of more than six months from the date they became payable.

(b) In our opinion and according to the information and explanations given to us, there are no dues in respect of income tax, sales tax, duty of customs, duty of excise, value added tax that have not been deposited on account of any dispute except

Nature of the Dues	Amount	Forum where dispute is pending
ESI	₹ 562780	Employee Insurance Court.
Income Tax- AY 11-12	₹ 46710	CIT Appeals I, CBE
Income Tax- AY 12-13	₹ 31450	CIT Appeals I, CBE
Income Tax – AY 13-14	₹ Nil	CIR, Appeals I, CBE
TNVAT – 2007 - 2014	₹ 5567554	CTO, Enforcement

(viii) The Company has not defaulted in repayment of loans or borrowings from any financial institution, banks, government or debenture holders during the year.

(ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year and the term loans received during the year were applied for the purposes for which the loans were obtained.

(x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

(xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3 (xiv) of the order is not applicable.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For Mohan &Venkataraman
Chartered Accountants
FRN: 007321S
(sd/-)
R.Mohan
Partner
Membership No.:201229

Place : Coimbatore
Date : 27.05.2016

ANNEXURE - B TO THE AUDITOR'S REPORT

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

We have audited the internal financial controls over financial reporting of Lambodhara Textiles Limited ("the Company") as of 31 March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of

financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, 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 Mohan & Venkataraman
Chartered Accountants
FRN: 007321S
(sd/-)
R.Mohan
Partner
Membership No.:201229

Place : Coimbatore
Date : 27.05.2016

BALANCE SHEET AS AT 31st March 2016

Particulars	Note No.	As at 31st March 2016	As at 31st March 2015
I EQUITY AND LIABILITIES		**₹ in '000**	**₹ in '000**
1. SHARE HOLDERS FUNDS			
a) Share Capital	1	45,388	45,388
b) Reserves and Surplus	2	297,522	260,742
c) Monies Received against Share Warrants		-	-
		342,910	306,130
2. SHARE APPLICATION MONEY PENDING ALLOTMENT		-	-
3. NON CURRENT LIABILITIES			
a) Long-term borrowings	3	381,122	379,210
b) Deferred tax liabilities (net)		44,903	37,771
c) Other Long term liabilities		3,580	-
d) Long-term provisions	4	4,362	3,791
		433,967	420,772
4. CURRENT LIABILITIES			
a) Short-term borrowings	5	58,963	182,689
b) Trade payables		30,311	14,938
c) Other current liabilities	6	63,639	94,474
d) Short-term provisions	7	29,382	25,086
		182,294	317,187
TOTAL		**959,170**	**1,044,090**
II ASSETS			
1. NON CURRENT ASSETS			
a) Fixed assets	8		
i) Tangible assets		654,007	601,041
ii) Intangible assets		-	-
iii) Capital work-in-progress		28,802	37,334
		682,809	638,375
b) Non-current investments	9	2,021	2,700
c) Long-term loans and advances	10	23,623	35,104
d) Other non-current assets		-	-
		708,453	676,179
2. CURRENT ASSETS			
a) Current investments		-	-
b) Inventories	11	86,843	124,446
c) Trade receivables	12	105,493	160,296
d) Cash and cash equivalents	13	16,495	14,662
e) Short-term loans and advances	14	34,075	53,841
f) Other current assets	15	7,811	14,666
		250,718	367,910
TOTAL		**959,170**	**1,044,090**
Significant Accounting Policies and Notes on accounts form part of these financials	25		

Vide Our Report of even date
for **Mohan & Venkataraman**
Chartered Accountants
FRN : 007321S

(Sd/-) **R. Mohan**
Partner
M.No.201229

Place : Coimbatore
Date : 27.05.2016

(Sd/-) **Meenakshi Sundaram Rajkumar**
Chairman
(DIN : 06935422)

(Sd/-) **Santossh. R**
Managing Director
DIN : 00790493

(Sd/-) **Ramesh Shenoy. K**
Chief Financial Officer

(Sd/-) **Vimala. R**
Whole-Time-Director
DIN : 00813706

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st March 2016

Particulars	Note No.	As at 31st March 2016	As at 31st March 2015
		₹ in '000	**₹ in '000**
I. REVENUE FROM OPERATIONS	16	1,187,863	1,333,018
II. OTHER INCOME	17	3,440	4,229
III. TOTAL REVENUE (I+II)		**1,191,302**	**1,337,247**
IV. EXPENSES			
Cost of Material Consumed	18	699,630	832,432
Purchase of Stock in Trade	19	5,210	-
Changes in inventories of finished goods, Work in progress and Stock in Trade	20	5,103	13,929
Employee Benefits Expenses	21	58,648	46,908
Finance Costs	22	54,901	70,398
Depreciation and amortisation expenses		59,816	60,477
Other Expenses	23	240,733	252,303
Total Expenses		**1,124,042**	**1,276,446**
V. PROFIT BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX		**67,260**	**60,801**
VI. CORPORATE SOCIAL RESPONSIBILITY EXPENSES		1,062	1,054
VII. TAX EXPENSE			
Current Tax		14,092	12,240
Deferred Tax	24	7,132	(3,970)
VIII PROFIT OR (LOSS) FOR THE YEAR (V) - (VI)		44,974	51,477
IX. EARNINGS PER SHARE		4.95	5.67
Significant Accounting Policies and Notes on accounts form part of these financials	25		

Vide Our Report of even date
for **Mohan & Venkataraman**
Chartered Accountants
FRN : 007321S

(Sd/-) **R. Mohan**
Partner
M.No.201229

Place : Coimbatore
Date : 27.05.2016

(Sd/-) **Meenakshi Sundaram Rajkumar**
Chairman
(DIN : 06935422)

(Sd/-) **Ramesh Shenoy. K**
Chief Financial Officer

(Sd/-) **Santossh. R**
Managing Director
DIN : 00790493

(Sd/-) **Vimala. R**
Whole-Time-Director
DIN : 00813706

NOTES TO THE FINANCIAL STATEMENTS

NOTE 1 - SHARE CAPITAL

Particulars	As at 31st March 2016 ₹ in '000	As at 31st March 2015 ₹ in '000
a) Authorised		
10000000 Equity shares (P.Y. 5000000@₹10) of ₹ 5 each with voting rights	50000	50000
b) Issued		
9077600 Equity shares (P.Y. 4538800 @₹10) of ₹ 5 each with voting rights	45388	45388
c) Subscribed and fully paid up		
9077600 Equity shares (P.Y. 4538800@₹10) of ₹ 5 each with voting rights	45388	45388
Total	**45388**	**45388**

During the year each equity shares of the nominal value of ₹ 10/- each existing is sub divided into 2 equity shares on the nominal vlaue of Rs. 5/- each with effect from 15th October 2015.

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

Particulars	As at 31st March 2016 No. of Shares	As at 31st March 2015 No. of Shares
Shares oustanding at the beginning of the year	4538800	4379800
Add : Allotment of Equity shares on preferential basis	-	159000
Face value split during the year (From Rs. 10 to Rs. 5)	4538800	-
Shares oustanding at the end of the year	9077600	4538800

Details of Share Holders Holding more than 5% shares

Class of Shares / Name of Shareholder	As at 31st March 2016 No. of Shares	% holding	As at 31st March 2015 N0. of Shares	% holding
The company has only one class of equity shares having at par value of ₹ 5 per share. Each share holder is elegible for one vote per share				
Giulia Bosco	464,000	5.11	232,000	5.11
Choice Equity Broking Private Limited	-	-	337,090	7.43
Shri. Santossh. R	2,782,506	30.65	1,410,253	31.07
Strike Right Integrated Services Limited	2,920,600	32.17	1,460,300	32.17

NOTE 2 - RESERVES AND SURPLUS

Particulars	As at 31st March 2016 ₹ in '000	As at 31st March 2015 ₹ in '000
(a) Securities Premium Reserve		
As per last balance sheet	22,260	-
Add: On issue of shares	-	22,260
Closing balance	**22,260**	**22,260**
(a) Revaluation reserve		
As per last balance sheet	76901	76901
Closing balance	**76901**	**76901**
(b) Other reserve		
General reserve		
Opening balance	7,290	6,000
Add: Additions during the year	1,125	1,290
Less: Utilised / transferred during the year	-	-
Closing balance	**8,415**	**7,290**
c) Surplus in Statement of Profit and Loss		
Opening balance	154,291	112,484
Add: Profit (loss) for the year	44,974	51,477
Transfer to General reserve	1,125	1,290
Difference Dividend and Dividend Tax paid	-	186
Proposed Dividend on Equity Shares (Dividend Per Share ₹ 0.75 (Previous Year ₹ 1.50))	6,808	6,808
Tax on Dividend	1,386	1,386
Closing balance	**189,946**	**154,291**
Total	**297,522**	**260,741**

NOTE 3 - LONG TERM BORROWINGS

Particulars	As at 31st March 2016 ₹ in '000	As at 31st March 2015 ₹ in '000
a) Secured		
Term Loans from banks		
Foreign currency Loans	178,829	-
Other Loans	140,008	310,424
Long term maturities of finance lease obligations	746	3,227
b) Unsecured		
Deposits	-	-
Loans and advances from related parties	61,540	65,559
Total	**381,122**	**379,210**

Bank borrowings of term loan and working capital

3.1. FCNRB Term loan - I from State Bank of India is secured by First charge on entire assets created out of the term loan. Total outstanding as on 31.03.2016 is (₹ '000) 87780 (Previous year (₹ '000) ₹ Nil. Term Loan - I is payable in 61 installments commencing from October 2015. Last installment is due in October 2021.

3.2 Term loan - II from State Bank of India is secured by first charge on entire assets created out of the term loan. Total outstanding as on 31.03.2016 is (₹ '000) 60543 (Previous year (₹ '000) ₹ 74043. Term Loan - II is payable in 84 installments commencing from October 2013. Last installment is due in September 2020.

3.3 FCNRB Term loan III from State Bank of India is secured by first charge on entire assets created out of the term loan. Total outstanding as on 31.03.2016 is (₹ '000) 104994 (Previous year (₹ '000) ₹ Nil. Term Loan - III is payable in 106 installments commencing from April 2017. Last installment is due in January 2026.

3.4 Term loan - I from Bank of India is secured by First charge on Windmill and Windmill Land. Total outstanding as on 31.03.2016 is (₹ '000) 4554 (Previous year (₹ '000) 53250). Term Loan is payable in 108 installments commencing from March 2013. Last installment is due in Feb 2022.

3.5 Term loan - II from Bank of India is secured by first charge on entire assets created out of the term loan. Total outstanding as on 31.03.2016 is (₹ '000) 21553 (Previous year (₹ '000) 25500. Term Loan - II is payable in 84 monthly installments commencing from April 2015. Last installment is due in Mar 2022.

3.6 Term loan - III from Bank of India is secured by Residential apartment purchased out of term loan. Total outstanding as on 31.03.2016 is (₹ '000) 6730 (Previous year (₹ '000) 7155. Term Loan - III is payable in 137 installments commencing from April 2014. Last installment is due in Aug 2025.

3.7. Term loan - IV from Bank of India is secured first charge on entire assets created out of term loan. Total outstanding as on 31.03.2016 is (₹ '000) 37471 (Previous year (₹ '000) Nil. Term Loan - IV is payable in 72 installments commencing from January 2016. Last installment is due in Dec 2022.

3.8. Two directors have given personal guarantee and one of them had given personal assets as security for the loan from State Bank of India and no Guarantee commission has been paid to any directors in this connection. Three directors have given personal guarantee and one of them had given personal assets as security for the loan from Bank of India and no Guarantee Commission has been paid to any directors in this connection. Details of pledge of shares held by directors for availing loan facilities for the company:The Managing director has pledged ₹ 11.24 lakhs shares of the company held by him as collateral security for the loan sanctioned by State Bank of India and ₹ 10.50 lakhs shares of the company held by him as collateral security for the loan sanctioned by Bank of India.Strikeright Integrated Services Limited has given Corporate Guarantee for State Bank of India loan and no Guarantee Commission has been paid. One of the director has given personal guarantee for the Residential property loan from Bank of India and no Guarantee Commission has been paid to the director in this connection.

3.9. Installments falling due in respect of all the above Loans upto 31.03.2017 have been grouped under "Current maturities of long-term debt" (Refer Note 6 (a))

NOTE 4 - LONG TERM PROVISIONS

Particulars	As at 31st March 2016 ₹ in '000	As at 31st March 2015 in ₹ '000
(a) Provision for employee benefits		
(i) Provision for gratuity (Unfunded)	4,362	3,791
Total	**4,362**	**3,791**

NOTE 5 - SHORT TERM BORROWINGS

Particulars	As at 31st March 2016 ₹ in '000	As at 31st March 2015 ₹ in '000
a) Loans repayable on demand		
From banks (Secured)		
Foreign currency Loans	163	54,278
Other Loans	58,799	128,412
Total	**58,963**	**182,689**

1. Working capital facilities from State Bank of India is secured by first charge on entire current assets such as raw materials, SIP, finished goods, consumables, spares, stores and receivables and other current assets of the company on paripassu basis with other working capital lenders.
2. Bank of India has sanctioned working capital facilites against paripassu charge on the Inventories and book debts.

NOTE 6 - OTHER CURRENT LIABILITIES

Particulars	As at 31st March 2016 ₹ in '000	As at 31st March 2015 ₹ in '000
a) Current maturities of long-term debt	45,783	68,041
b) Current maturities of finance lease obligations	2,402	3,152
c) Interest accrued but not due on borrowings	1,511	3,955
d) Interest accrued and due on borrowings	-	-
e) Unpaid dividend*	642	526
f) Other payables		
i) Duties and taxes	1,704	2,523
ii) Advances from customers	1,063	3,910
Iii) Credit balance in Scheduled Banks (Current accounts)	-	-
iv) Others		
Creditors for capital goods	1,508	1,811
Outstanding Expenses	9,025	10,555
Total	**63,639**	**94,474**

*There is no amount due and outstanding to be credited to the Investor Education and Protection Fund as at 31st March, 2016

NOTE 7 - SHORT TERM PROVISIONS

Particulars	As at 31st March 2016 ₹ in '000	As at 31st March 2015 ₹ in '000
a) Provision for employee benefits		
i) Gratuity (Unfunded)	229	204
ii) Others	6,867	4,444
b) Others		
i) Provision for taxation	15,478	13,630
ii) Provision for Dividend	6,808	6,808
Total	**29,382**	**25,086**

NOTE 8 - FIXED ASSETS ₹ in '000

NAME OF THE ASSET	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS ON 01.04.2015	ADDI-TIONS	SALE / TRANSFER	COST AS AT 31.03.2016	UPTO 31.03.2015	DURING THE YEAR	WITH-DRAWN	UPTO 31.03.2016	UPTO 31.03.2016	UPTO 31.03.2015
01. LAND	88,162	4,588	-	92,751	-	-	-	-	92,751	88,162
02. BUILDING	109,837	65,129	-	174,966	23,218	3,599	-	26,817	148,149	86,619
03. WIND MILL	154,693	-	-	154,693	26,428	6,493	-	32,921	121,772	128,265
04. PLANT AND MACHINERY	459,707	43,502	5,417	497,792	182,620	45,969	4,642	223,948	273,845	277,087
05. FURNITURE AND FIXTURES	5,172	110	-	5,282	1,786	539	-	2,325	2,957	3,387
06. OFFICE EQUIPMENT	5,883	229	-	6,112	3,392	895	-	4,287	1,825	2,490
07. VEHICLES	21,238	-	-	21,238	6,208	2,321	-	8,529	12,709	15,030
TOTAL OF FIXED ASSETS	**844,693**	**113,558**	**5,417**	**952,834**	**243,652**	**59,816**	**4,642**	**298,827**	**654,007**	**601,041**
PREVIOUS YEAR	**828,128**	**46,168**	**29,603**	**844,693**	**208,022**	**60,477**	**24,847**	**243,652**	**601,041**	**620,105**
WORK IN PROGRESS										
01. BUILDING - WIP	-	28,802	-	28,802						
02 BUILDING - WIP PEELAMEDU	37,334	27,794	65,129	-						
03 PLANT & MACHINERY -										
WIP	-	43,215	43,215	-						
TOTAL	**37,334**	**99,811**	**108,343**	28,802						
PREVIOUS YEAR	**16,555**	**60,728**	**39,949**	37,334						

NOTE 9 - NON CURRENT INVESTMENTS

Particulars	As at 31st March 2016 ₹ in '000	As at 31st March 2015 ₹ in '000
a) Trade investments		
In Equity Shares - Unquoted, fully paid 180000 shares in Mytrah Vayu (Manjira) Private Limited (P.Y 120000 shares)	1,800	1200
In Equity Shares - Unquoted, fully paid Nil shares in Kamachi Sponge & Power Corporation Limited (P.Y. 150000 shares)	-	1,500
In Equity Shares - Unquoted, fully paid 6500 shares in OPG Energy Private Limited (P.Y. Nil shares)	221	-
b) Other investments	-	-
Total	**2,021**	**2,700**
Aggregate amount of unquoted investments.	**2,021**	**2,700**

NOTE 10 - LONG TERM LOANS & ADVANCES

Particulars	As at 31st March 2016 ₹ in '000	As at 31st March 2015 ₹ in '000
a) Capital advances		
Advance for Capital goods (Unsecured considered good)	4,365	13,317
b) Security Deposits		
Security Deposits (Unsecured considered good)	19,258	21,787
c) Loans and advances to related parties	-	-
d) Other loans & advances	-	-
Total	**23,623**	**35,104**

NOTE 11 - INVENTORIES

Particulars	As at 31st March 2016 ₹ in '000	As at 31st March 2015 ₹ in '000
a) Raw materials		
Yarn	89	996
Fibre	40,674	71,715
Cotton	173	696
b) Work-in-progress	15,449	20,208
c) Finished goods		
Yarn	29,167	29,490
Stock in Transit	-	-
d) Stock in Trade	-	-
e) Stores and spares	846	874
f) Others		
i) Stock of waste	445	466
Total	**86,843**	**124,446**

Mode of valuation: Refer Note 25-I (D) in Significant Accounting Policies

NOTE 12 - TRADE RECEIVABLES

Particulars	As at 31st March 2016 ₹ in '000	As at 31st March 2015 ₹ in '000
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Unsecured & considered good	13,204	11,800
Other Trade receivables		
Unsecured & considered good	92,289	148,495
Total	**105,493**	**160,296**

NOTE 13 - CASH AND CASH EQUIVALENTS

Particulars	As at 31st March 2016 ₹ in '000	As at 31st March 2015 ₹ in '000
a) Cash and Cash Equivalents		
i) Balances with banks		
Current Accounts	1,424	198
Fixed deposit balance	10,000	10,000
ii) Cash on hand	3,498	3,774
b) Other bank balances		
i) Unpaid dividend	642	526
ii) Balances with banks to the extent held as margin money		
(Margin money for bank guarantee)		
(Maturity after 12 months)	932	164
(Margin money for Letter of credit)		
(Maturity before 12 months)	-	-
Total	**16,495**	**14,662**

NOTE 14 - SHORT TERM LOANS AND ADVANCES

Particulars	As at 31st March 2016 ₹ in '000	As at 31st March 2015 ₹ in '000
Unsecured, considered good		
a) Loans and advances to related parties	-	-
b) others		
Advance recoverable in cash or in kind or for value to be received		
i) For Material purchase	5,050	23,617
ii) For Expenses / others	4,870	5,764
iii) For Duties & Taxes	18,825	18,024
iv) Prepaid Expenses	5,330	6,436
Total	**34,075**	**53,841**

NOTE 15 - OTHER CURRENT ASSETS

Particulars	As at 31st March 2016 ₹ in '000	As at 31st March 2015 ₹ in '000
i) Interest accrued on deposits	13	16
ii) Export Duty receivable	1,199	7,301
iii) Interest receivable on Trade receivables	-	94
iv) Interest subsidy receivable from banks	6,539	7,179
v) Windmill Energy income receivable	61	75
Total	**7,811**	**14,666**

NOTE 16 - REVENUE FROM OPERATIONS

Particulars	For the year ended 31st March 2016 ₹ in '000	For the year ended 31st March 2015 ₹ in '000
a) Sale of products (Refer Note (i) below)	1,152,737	1,292,269
b) Sale of services	-	-
c) Other operating revenues		
i) Wind mill - Electricity captive consumption value	20,923	24,159
ii) Sales of waste and scrap	2,919	5,118
iii) Duty drawback	9,335	6,646
iv) Other incentives from government	1,949	4,825
Total	**1,187,863**	**1,333,018**
Note (i) Sale of products		
Finished goods		
Yarn	1,147,201	1,292,269
Traded goods		
Yarn	5,536	-
Total	**1,152,737**	**1,292,269**

NOTE 17 - OTHER INCOME

Particulars	For the year ended 31st March 2016 ₹ in '000	For the year ended As at 31st March 2015 ₹ in '000
a) Interest income	1,358	2,853
b) Other non-operating income (net of expenses directly attributable to such income)		
i) Exchange Fluctuation Gain	-	148
ii) Profit on Sale of Assets	197	448
iii) Rental income	1,448	-
iv) Other income	436	780
Total	**3,440**	**4,229**

NOTE 18 - COST OF MATERIALS CONSUMED

Particulars	For the year ended 31st March 2016 ₹ in '000	For the year ended 31st March 2015 ₹ in '000
Opening stock	73,408	42,409
Add: Purchases	661,478	853,025
Freight on raw materials	5,680	10,405
	740,565	905,839
Less: Sales of Fibre and Cotton	-	-
Less: Closing stock	40,936	73,408
Cost of material consumed (Refer note 1 below)	**699,630**	**832,432**
Note - 1		
Details of Raw material consumed		
Imported	31,799	198,920
Indigenous	662,151	623,107
	693,950	**822,027**
Details of Raw material consumed		
Yarn	17,791	19,238
Fibre	671,494	719,793
Cotton	4,664	82,995
Total	**693,950**	**822,027**

NOTE 19 - PURCHASE OF STOCK IN TRADE

Particulars	For the year ended 31st March 2016 ₹ in '000	For the year ended 31st March 2015 ₹ in '000
Cotton Purchase	-	-
Yarn Purchase	5,210	-
Total	**5,210**	**-**

NOTE 20 - CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK IN TRADE

Particulars	For the year ended 31st March 2016 ₹ in '000	For the year ended 31st March 2015 ₹ in '000
Opening stock		
Finished goods	29,490	47,805
Finished goods - Stock in Transit	-	-
Work-in-progress	20,208	15,958
Waste	466	330
Stock in Trade	-	-
	50,164	**64,093**
Closing stock		
Finished goods	29,167	29,490
Finished goods - Stock in Transit	-	-
Work-in-progress	15,449	20,208
Waste	445	466
Stock in Trade	-	-
	45,061	**50,164**
Net (increase) / decrease	**5,103**	**13,929**

NOTE 21 - EMPLOYEE BENEFITS EXPENSES

Particulars	For the year ended 31st March 2016 ₹ in '000	For the year ended 31st March 2015 ₹ in '000
a) Salaries, Wages, Bonus etc.	44,806	33,589
b) Managerial Remuneration	2,655	2,209
c) Contribution to Provident fund and other funds	2,603	2,474
d) Gratuity as per acturial valuations	661	1,245
e) Staff welfare expenses	7,924	7,392
Total	**58,648**	**46,908**

NOTE 22 - FINANCE COST

Particulars	For the year ended 31st March 2016 ₹ in '000	For the year ended 31st March 2015 ₹ in '000
a) Interest expense	45,759	66,353
b) Other borrowing costs	3,554	2,683
c) Net (gain) / loss on foreign currency transactions and translation (considered as finance cost)	5,589	1,362
Total	**54,901**	**70,398**

NOTE 23 - OTHER EXPENSES

Particulars	For the year ended 31st March 2016 ₹ in '000		For the year ended 31st March 2015 ₹ in '000	
Manufacturing expenses				
Consumption of stores and spares (Refer Note below)	33,473		33,344	
Power and fuel	131,822		125,859	
Conversion charges	480		35,572	
Repairs to Buildings	3,327		1,787	
Repairs to Machinery	2,447	171,550	1,593	198,154
Selling and Distribution Expenses				
Freight and forwarding	20,494		24,495	
Insurance ECGC	526		932	
Sales commission	10,164		5,869	
Consignment Expenses	490		440	
Business promotion	3,094		1,770	
Discount on Script	119			
Advertisement	318	35,206	342	33,847

NOTE 23 - OTHER EXPENSES (CONTD.)

Particulars	For the year ended 31st March 2016 ₹ in '000		For the year ended 31st March 2015 ₹ in '000	
Establishment Expenses				
Rent	311		220	
Repairs and maintenance - Others	13,955		7,469	
Insurance	1,056		1,139	
Rates and taxes, excluding taxes on income	3,351		7,660	
Postage and Telephone	814		816	
Travelling and conveyance	1,524		835	
Printing and stationery	228		253	
Audit Fees and Expenses	471		318	
Subscription	113		70	
Professional & Consultancy	1,591		1,505	
Net loss on foreign currency transactions and translation (other than considered as finance cost)	464		(1,914)	
Loss on sale of fixed assets	234		1,389	
Prior period items (net)	537		-	
Bad debts written off	8,858		-	
Miscellaneous expenses	471	33,978	543	20,302
Total		**240,733**		**252,303**

Note - Consumption of Stores and Spares

Particulars	For the year ended 31st March 2016 ₹ in '000	For the year ended 31st March 2015 ₹ in '000
Indigenous	33,256	32,765
Imported	217	579
Total	**33,473**	**33,344**

Note 24 - DEFERRED TAX

Particulars	For the year ended 31st March 2016 ₹ in '000	For the year ended 31st March 2015 ₹ in '000
Mat Credit Entitlement	11,138	(48)
Deferred Tax	(4,006)	(3,922)
Total	**7,132**	**(3,970)**

NOTES ON ACCOUNTS

NOTE - 25

1. Significant Accounting Policies

1.1 The Financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act")/Companies Act, 1956 ("the 1956 Act"), as applicable. The financial statements have been prepared on accrual basis under the historical cost convention except for certain categories of fixed assets that are carried at re-valued amounts.

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

1.3 Use of estimates

The preparation of the financial statements, in conformity with the generally accepted accounting principles, requires management to make estimates and assumptions that are considered in the reported amounts of assets including decline in carrying value of investments and liabilities on the date of the financial statements, disclosure of contingent liabilities and reported amounts of revenues and expenses for the year. Estimates are based on historical experience, where applicable and other assumptions that management believes are reasonable under the circumstances. Actual results could vary from these estimates and any such differences are dealt with in the period in which the results are known / materialize.

2. Tangible and Intangible Assets

2.1 Tangible Fixed Assets

Tangible fixed assets are carried at the cost of acquisition or construction, less accumulated depreciation/accumulated impairment. The cost of fixed assets comprises of its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use. Expenses directly attributable to new manufacturing facility during its construction period are capitalized. Know-how related to plans, designs and drawings of buildings or plant and machinery is capitalized under relevant tangible asset heads. Profit or Loss on disposal of tangible assets is recognised in the Statement of Profit and Loss.

2.2 Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Intangible assets arising on acquisition of business are measured at fair value as at date of acquisition. Following initial recognition, intangible assets are carried at cost less

accumulated amortization and accumulated impairment loss, if any. Profit or Loss on disposal of intangible assets is recognised in the Statement of Profit and Loss.

2.3 Capital Work in Progress & Capital Advances

Cost of Assets not ready for intended use, as on the balance sheet date, is shown as capital work in progress. Advances given towards acquisition of fixed assets outstanding at each balance sheet date are disclosed as Long Term Loans & Advances.

2.4 Depreciation and Amortisation

Depreciation on tangible fixed assets is provided using the Straight Line Method based on the useful life of the assets as provided in Schedule II of the Companies Act 2013 and is charged to the Statement of Profit and Loss. In respect of Individual assets costing less than Rs.5,000/- the policy of the Company is to charge depreciation at 95% of the cost on Prorata basis to the period of use, considering the useful life of assets as less than 1 year.

2.5 Impairment

At Balance Sheet date, an assessment is done to determine whether there is any indication of impairment in the carrying amount of the Company's assets. If any such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount.

An assessment is also done at each Balance Sheet date whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased. If any such indication exists, the asset's recoverable amount is estimated. The carrying amount of the fixed asset is increased to the revised estimate of its recoverable amount but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of impairment loss is recognised in the Statement of Profit and Loss for the year.

After recognition of impairment loss or reversal of impairment loss as applicable, the depreciation charge for the fixed asset is adjusted in future periods to allocate the asset's revised carrying amount, less its residual value (if any), on straight line basis over its remaining useful life.

3. Revenue recognition

3.1 Revenue from sale of goods is recognised when all the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract, the Company retains no effective control of the goods transferred to a degree usually associated with ownership and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. Sales are recognised net of trade discounts, rebates, sales taxes and excise duties (on goods manufactured and outsourced).

3.2 Income from export incentives such as duty drawback and premium on sale of import licenses, and lease license fee are recognised on accrual basis.

3.3 Income from services rendered is recognised based on agreements/ arrangements with the customers as the service is performed using the proportionate completion method

when no significant uncertainty exists regarding the amount of the consideration that will be derived from rendering the service and is recognised net of service tax, as applicable.

3.4 Interest on investments is recognized on a time proportion basis taking into account the amounts invested and the rate of interest.

3.5 Dividend income on investments is recognized when the right to receive dividend is established.

4. Inventory valuation

Inventories are valued as follows:

4.1 Raw materials, materials in process, finished goods and Goods for Trade are valued at Cost or Net Realizable Value, whichever is lower.

4.2 Stores, Spares, Etc., are valued, either at Cost or at Cost less amounts written off.

4.3 Goods in transit are valued at cost to date.

4.4 'Cost' comprises all cost of purchase, costs of conversion and other costs incurred in bringing the inventory to their present location and condition. Cost formula used is 'First in First Out' as applicable.

4.5 Surplus / obsolete / slow moving inventories are adequately provided for.

5 Investments

5.1 Current investments are carried at lower of cost and quoted / fair value, computed category-wise.

5.2 Long term investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary.

6. Foreign currency Transactions

6.1 Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the statement of profit and loss.

6.2 Foreign currency monetary assets and liabilities (other than those covered by forward contracts) as on the balance sheet date are revalued in the accounts on the basis of exchange rates prevailing at the balance sheet date and exchange difference arising there from is charged to statement Profit & Loss Account.

6.3 In the case of transactions covered by forward contracts, the difference between the contract rate and the exchange rate prevailing on the date of transaction is charged to profit & loss Account, proportionately over the contract period. Exchange differences on such contracts are recognized in the statement of Profit & Loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognized as income or as expenses for the year.

6.4 Gains and losses on all other derivatives (including forward contracts not designated as Cash flow hedge) are recognised in the Statement of Profit and Loss in the period it

arises. Premium or discount on forward contracts is amortized over the life of the contract.

7. Trade receivables

Trade receivables are stated after writing off debts considered as bad.

8. Employee benefits

8.1 Provident fund is accounted on accrual basis with contribution to recognized funds.

8.2 Leave encashment benefit are paid annually as per the policy of the company.

8.3 Gratuity liability has been provided in the books of accounts as per the actuarial valuation certificate provided by Consulting Actuary.

8.4 Termination benefits

Expenditure on termination benefits is recognised in the Statement of Profit and Loss in the period of incurrence.

9. Research and Development

9.1 Research and Development expenditure of a revenue nature is expensed out under the respective heads of account in the year in which it is incurred.

9.2 Fixed assets utilized for research and development are capitalized and depreciated in accordance with the policies stated for Tangible Fixed Assets and Intangible Assets.

10. Income taxes

10.1 Income tax expenses comprise current and deferred taxes. Current tax is determined on income for the year chargeable to tax in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws and after considering credit for Minimum Alternate Tax (MAT) available under the said Act. MAT paid in accordance with the tax laws which gives future economic benefits in the form of adjustments to future tax liability, is considered as an asset if there is convincing evidence that the future economic benefit associated with it will flow to the Company resulting in payment of normal income tax.

10.2 Deferred tax is recognised on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversing in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date.

Deferred tax assets are recognised for timing differences other than unabsorbed depreciation and carry forward losses only to the extent that there is a reasonable certainty that there will be sufficient future taxable income to realise the assets. Deferred tax asset pertaining to unabsorbed depreciation and carry forward of losses are recognised only to the extent there is a virtual certainty of its realisation.

11. Provisions and Contingencies

The Company creates a provision when there exists a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made

when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources is remote, no provision or disclosure is made.

12. Earnings Per Share

The Basic and Diluted Earnings Per Share ("EPS") is computed by dividing the profit after tax for the year by weighted average number of equity shares outstanding during the year.

13. Operating lease

Operating lease payments are recognized as expenditure in the statement of profit & loss Account on a straight line basis, which is representative of the time pattern of benefits received from the use of assets taken on lease.

14. Proposed Dividend

Dividend recommended by the Board of Directors is provided for in the accounts, pending approval at the Annual General Meeting.

15. Borrowing Cost

15.1 Borrowing costs that are directly attributable to the acquisition / construction of a qualifying asset are capitalized as part of the cost of that asset till the time it is ready to put to use.

15.2 All other Borrowing costs are recognized as expenditure during the period in which these are incurred.

16. Cash Flow Statement :

16.1 The cash Flow statement is prepared by the indirect method set out in Accounting Standard 3 on cash flow statement and presents cash flows by operating, investing and financing activities of the Company.

16.2 Cash and cash equivalents for the purpose of Cash Flow Statement comprise cash and cheques in hand, bank balances, demand deposits with banks and other short term highly liquid investments where the original maturity is three months or less.

17. Government Grants

The company recognizes government grants only when there is reasonable assurance that the conditions attached to them shall be complied with and the grants will be received. Grants relating to specific fixed assets are shown as deduction from the gross value of the assets. Grants related to revenue is recognized as income over the periods necessary to match the grant on a systematic basis to the costs that it is intended to compensate. The capital grants towards promoters contribution is recognized as capital reserve.

18. OTHER NOTES

1. Estimated value of contract remaining to be executed on Capital Account is (₹ '000) 6611 (Previous Year (₹ '000) 56037).

2. Details of contingent liabilities	31.03.2016	31.03.2015
i. Employees' State Insurance Corporation demand, Appeal before the Employee Insurance Court.	563	563
ii. Dispute on outstanding balance against the lease finance and hire purchase, the case is before the High court of Karnataka	1234	1234
iii. Cross Subsidy surcharge to TNGDCL	3952	3952
iv. Appeal filed with Income tax Department (Assessment Year 2011-12)	47	47
vi. Appeal filed with Income tax Department (Assessment Year 2012-13)	31	31
v. Demand by DCTO, Enforcement Group	5568	Nil
vi. Dispute with TNEB on Payment of tax on self generated units	674	Nil

3. Disclosure in respect of derivative instruments:

(a) Derivative instruments outstanding and receivables		Nil		Nil
(b) Foreign currency exposures that are not hedged by derivative instruments				
i. Cash and bank balance	USD	19799	USD	37
	INR	1313	INR	2
ii. Loans taken Principal	USD	2908639	USD	867180
	INR	192938	INR	54278
iii. Export debtors	USD	142859	USD	247754
	INR	9476	INR	15507
iv. Advance from Export debtors	USD	15069	USD	58266
	INR	999	INR	3647
v. Import Creditors	USD	33262	USD	324034
	INR	2206	INR	20282
vi. Advance to Import creditors	EURO	Nil	EURO	5000
	INR	Nil	INR	338

4. Borrowing cost of (₹ '000) 3784 (Previous year (₹ '000) 580) on Term loan is capitalized towards Building, Plant & machineries and other capital work-in-progress during the year.

5. Segment reporting

Segment Reporting	31.03.2016	31.03.2015
Segment Revenue		
Yarn Manufacturing	1,168,931	1,313,088
Wind Mills	20,923	24,159
Real Estate	1,448	-
Total	1,191,302	1,337,247
Segment Expenditure		
Yarn Manufacturing	1,096,892	1,252,270
Wind Mills	24,565	24,176
Real Estate	2,585	-
Total	1,124,042	1,276,446
Segment Profit / Loss		
Yarn Manufacturing	72,039	60,817
Wind Mills	-3642	-17
Real Estate	-1137	0
Total	67,260	60,800
Segment Assets		
Yarn Manufacturing	681,596	787,110
Wind Mills	126,825	133,292
Real Estate	150,750	123,688
Total	959,170	1,044,090
Segment Liabilities		
Yarn Manufacturing	486,765	609,253
Wind Mills	89,259	100,452
Real Estate	40,237	28,255
Total	616,261	737,960

6. In accordance with the revised Accounting Standard – 15 details are given below which is certified by the actuary and relied upon by the auditors and the company has provided the liability in accounts, to meet its liability from internal generation.

I. PRINCIPAL ACTUARIAL ASSUMPTIONS [Expressed as weighted averages]	31 03 2016	31 03 2015
Discount Rate	**7.80%**	**7.80%**
Salary escalation rate	**6.00%**	**6.00%**
Attrition rate	**5.00%**	**5.00%**
Expected rate of return on Plan Assets	**0.00%**	**0.00%**
In the following tables,all amounts are in Rupees,unless otherwise stated		
II. CHANGES IN THE PRESENT VALUE OF THE OBLIGATION (PVO) - RECONCILIATION OF OPENING AND CLOSING BALANCES: ₹ ('000)		
PVO as at the beginning of the period	**3,995**	3,033
Interest Cost	**309**	263
Current service cost	**740**	579
Past service cost - (non vested benefits)	**-**	-
Past service cost - (vested benefits)	**-**	-
Benefits paid	**-66**	-283
Actuarial loss/(gain) on obligation (balancing figure)	**-388**	403
PVO as at the end of the period	**4,590**	3,995
III. CHANGES IN THE FAIR VALUE OF PLAN ASSETS - RECONCILIATION OF OPENING AND CLOSING BALANCES:		
Fair value of plan assets as at the beginning of the period	**-**	-
Expected return on plan assets	**-**	-
Contributions	**66**	283
Benefits paid	**-66**	-283
Actuarial gain/(loss) on plan assets [balancing figure]	**-**	-
Fair value of plan assets as at the end of the period	**-**	-
IV. ACTUAL RETURN ON PLAN ASSETS		
Expected return on plan assets	**-**	-
Actuarial gain (loss) on plan assets	**-**	-
Actual return on plan assets	**-**	-
V. ACTUARIAL GAIN / LOSS RECOGNIZED		
Acturial gain / (loss) for the period - Obligation	**388**	-403
Actuarial gain / (loss) for the period- Plan Assets	**-**	-
Total (gain) / loss for the period	**-388**	403
Actuarial (gain) / loss recognized in the period	**-388**	403
Unrecognized actuarial (gain) / loss at the end of the year	**-**	-

VI. AMOUNTS RECOGNISED IN THE BALANCE SHEET AND RELATED ANALYSES		
Present value of the obligation	**4,590**	3,995
Fair value of plan assets	**-**	-
Difference	**4,590**	3,995
Unrecognised transitional liabilty	**-**	-
Unrecognised past service cost - non vested benefits	**-**	-
Liability recognized in the balance sheet	**4,590**	3,995
VII. EXPENSES RECOGNISED IN THE STATEMENT OF PROFIT AND LOSS:		
Current service cost	**740**	579
Interest Cost	**309**	263
Expected return on plan assets	**-**	-
Net actuarial (gain)/loss recognised in the year	**-388**	403
Transitional Liability recognised in the year	**-**	-
Past service cost - non-vested benefits	**-**	-
Past service cost - vested benefits	**-**	-
Expenses recognized in the statement of profit and loss	**661**	1245
VIII.MOVEMENTS IN THE LIABILITY RECOGNIZED IN THE BALANCE SHEET		
Opening net liability	**3,995**	3,033
Expense as above	**661**	1,245
Contribution paid	**-66**	-283
Closing net liability	**4,590**	3,995

7. Related party disclosures for the year ended 31st March 2016.

a) The following loans have been taken during the year from related parties:

	Opening Balance	Amount Received	Amount Repaid	Closing Balance (₹ '000)
Mr. Santossh. R Managing Director	40227	8591	17747	31071
Ms. Giulia Bosco Whole time Director	332	398	297	433
Mr. Baba Chandrasekhar Director	25000	5000	Nil	30000
Mrs. Vimala. R Whole time Director	Nil	36	Nil	36

b) Remuneration paid to Managing Director, Mr. Santossh. R is (₹ '000) 1215 (Previous Year (₹ '000) 1069/-).

c) Remuneration paid to Whole time Director, Ms. Giulia Bosco is (₹ '000) 840 (Previous Year (₹ '000) 840).

Cash value of perquisites to Whole time Director, Ms. Giulia Bosco is (₹ '000) 131 (Previous year (₹ '000) 131)

d) Remuneration paid to Whole time Director, Mrs. Vimala. R is (₹ '000) 600 (Previous Year (₹ '000) 300).

e) Interest paid to Director Mr. Baba Chandrasekar is (₹ '000) 3064 (Previous year (₹ '000) 531)

f) i Polyester and Viscose purchase from Strikeright Integrated Services Limited., during the year for (₹ '000) 267796 (previous year (₹ '000) 190821)

ii. Interest received from Strikeright Integrated Services Limited., during the year for (₹ '000) Nil (previous year (₹'000) 1472)

iii. During the year (₹ '000) Nil is paid as advance against purchase and (₹ '000) Nil is received back from Strike right Intergrated Services Limited. (Previous year (₹ '000) 199957)

Strike right Intergrated Services Limited is a Company in which two whole time director and one Key Management person of Lambodhara Textiles Limited are directors.

g) i. During the year conversion charges of (₹ '000) 9 is paid to V.R. Textiles Private Limited. (Previous year (₹ '000) 35259).

ii. During the year (₹ '000) 6 is paid to V.R. Textiles Private Limited towards reimbursement of Expenses. (Previous year (₹ '000) 355)

V.R.Textiles Private Limited is related party to the director of the Company under shareholding clause.

h) During the year (₹ '000) 700 is paid as salary to one Key Management person Mr. Ramesh Shenoy. K (CFO) (Previous year (₹ '000) 600)

8. Earnings Per share	31.03.2016	31.03.2015
(a) Profits after Tax (₹ '000)	44974	51477
(b) Weighted Average No. of Shares	90,77,600	45,27,038
(c) Face Value per share ₹	5	10
(d) Earnings per share- Basic & Diluted (₹)	4.95	5.67*
* The earning per share is restated post split		

9. VALUE OF IMPORTS ON CIF BASIS	(₹ '000)	(₹ '000)
a) Raw Material	29220	178637
b) Stores & Spare Parts	191	480
c) Machinery	16541	Nil

10. EXPENDITURE IN FOREIGN CURRENCY		
On foreign travel	164	117
On Import of raw materials & stores	30111	179117
Advance for Capital goods	Nil	338

11. EARNINGS IN FOREIGN CURRENCY (Export sales)	211776	244068
12. MANAGERIAL REMUNERATION:		
Paid to Mr. Santossh. R, Managing Director		
Salary	1020	903
Allowance	180	151
Club payments	15	15
Paid to Mrs. Vimala. R, Whole time Director		
Salary	600	300
Paid to Ms. Giulia Bosco, Whole time Director		
Salary	840	840
Perquisite	131	131
13. Break up of Audit Fees		
For Audit	290	191
For Certification	43	59
For Taxation services	125	62
For reimbursement of expenses	13	6

14. In the opinion of the Board, Current Assets, Loans and Advances will fetch the amount stated, if realised in the normal course of the business.

15. The Other long term liabilities represents rent deposit received from parties on lease of properties.

16. There are no Micro and Small Enterprises, to whom the company owes dues, which are outstanding for more than 45 days as at 31st March 2016. This information as required to be disclosed under the MSMED Act 2006 has been determined to the extent such parties have been identified on the basis of information available with the company.

17. Previous year's figures have been regrouped wherever considered necessary.

Vide Our Report of even date
for **Mohan & Venkataraman**
Chartered Accountants
FRN : 007321S
(Sd/-) **R. Mohan**
Partner
M.No.201229
Place : Coimbatore
Date : 27.05.2016

(Sd/-) **Meenakshi Sundaram Rajkumar**
Chairman
(DIN : 06935422)

(Sd/-) **Santossh. R**
Managing Director
DIN : 00790493

(Sd/-) **Ramesh Shenoy. K**
Chief Financial Officer

(Sd/-) **Vimala. R**
Whole-Time-Director
DIN : 00813706

CASH FLOW STATEMENT

Particulars	As at 31st March 2016 ₹ in '000		As at 31st March 2015 ₹ in '000	
A. Cash flow from operating activities				
Net Profit / (Loss) before extraordinary items and tax		67260		60801
Adjustments for:				
Corporate Social Responsibility payment	-1062		-1054	
Depreciation and amortisation	59816		60477	
(Profit) / loss on sale / write off of assets	37		941	
Interest payments	57345		70304	
Interest income	-1362	114775	-3060	127607
Operating profit / (loss) before working capital changes		182036		188407
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Inventories	37602		-15653	
Trade and other receivables	92905		-35878	
Trade Payable & Other liabilities	13002	143510	5156	-46374
		325546		**142033**
Direct taxes paid		-11218		-11041
Interest paid		-57345		-70304
Cash Flow before Extra Ordinary items		**256982**		**60689**
Extra Ordinary item		0		0
Preliminary Exp / Deferred revenue		0		0
Net cash flow from operating activities		**256982**		**60689**
B. Cash flow from investing activities				
Capital expenditure on fixed assets		-105026		-66949
Sale of fixed assets		738		3816
Sale of Trade investment		1500		0
Trade investments		-821		--1500
Interest received		1362		3060
Net cash flow from investing activities		**-102248**		**-61574**

Particulars	As at 31st March 2016 ₹ in '000	As at 31st March 2015 ₹ in '000
C. Cash flow from financing activities		
Proceeds from issue of share capital	0	23850
Proceeds from borrowings	-21096	-18161
Dividend paid (including dividend distribution tax)	-8078	-5210
Net cash flow from financing activities	**-29175**	**480**
Net increase / (decrease) in Cash and cash equivalents	**125560**	**-406**
Opening Balance of Cash and Cash equivalents	**-168027**	**-167621**
Closing Balance of Cash and Cash equivalents		
Cash and Bank Balance	16495	14662
Cash Credit Account	- 58963	-182689
	-42468	**-168027**
	125560	**-406**

Vide Our Report of even date
for **Mohan & Venkataraman**
Chartered Accountants
FRN : 007321S

(Sd/-) **R. Mohan**
Partner
M.No.201229

Place : Coimbatore
Date : 27.05.2016

(Sd/-) **Meenakshi Sundaram Rajkumar**
Chairman
(DIN : 06935422)

(Sd/-) **Ramesh Shenoy. K**
Chief Financial Officer

(Sd/-) **Santossh. R**
Managing Director
DIN : 00790493

(Sd/-) **Vimala. R**
Whole-Time-Director
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