

35th ANNUAL REPORT

2015-16

SUDHA APPARELS LIMITED

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SUDHA APPARELS LIMITED

BOARD OF DIRECTORS

Mangat Ram Garg - Whole-time Director
Savita Jindal
R.K. Banthia
Sandeep Shah

AUDIT COMMITTEE

R.K. Banthia *Chairman*
Sandeep Shah
Mangat Ram Garg

COMPANY SECRETARY

Rajesh Gupta

CFO

Arup Kumar Mitra

AUDITORS

Khandelwal Prajapati and Co.
Chartered Accountants
Kolkata

BANKERS

ICICI Bank Limited
HDFC Bank Limited

REGISTERED OFFICE

2/5 Sarat Bose Road,
Sukh Sagar,
Flat No. 8A, 8th Floor,
Kolkata - 700020

CORPORATE OFFICE

Plot No. 30, Institutional Sector-44,
Gurgaon- 122 002,
(Haryana)

REGISTRAR and SHARE TRANSFER AGENT

Alankit Assignment Limited
Alankit Heights,
1E/13, Jhandewalan Extension,
New Delhi - 110055

SUDHA APPARELS LIMITED

DIRECTORS' REPORT

To the Members,

Your Directors are pleased to present the 35th Annual Report along with Audited Financial Statements of the Company for the year ended 31st March, 2016.

FINANCIAL RESULTS

The highlights of the financial results are as under:

	Rs.	
	Year ended <u>31.03.2016</u>	Year ended <u>31.03.2015</u>
Total Income	34,38,28,714	30,38,78,487
Profit before exceptional and Extra- Ordinary items and tax	16,16,33,994	14,48,87,961
Less:		
Provision for diminution in value of investments	14,51,65,460	31,89,23,222
Provision for Non- Performing Assets	75,67,069	(2,06,77,653)
Profit/(loss) before tax	89,01,465	(15,33,57,608)
Provision for Taxation - Current	4,60,00,000	4,10,00,000
Profit/(loss) after Tax	(3,70,98,535)	(19,43,57,608)
Balance brought forward from previous year	169,91,22,589	189,34,80,197
Balance carried to Balance Sheet	166,20,24,054	169,91,22,589

DIVIDEND

In view of losses, your Directors do not recommend any dividend for the year under review.

RESULTS OF OPERATIONS

The total income of the Company during the year was Rs. 3438.29 lakhs as against Rs. 3038.78 lakhs in the previous year. The profit before tax during the year was Rs. 89.01 lakhs as against loss of Rs. 1533.58 lakhs in the previous year. The loss after tax was Rs. 370.99 lakhs as against Rs. 1943.58 lakhs in the previous year.

SUBSIDIARY COMPANIES

Your Company has one subsidiary namely Crishpark Vincom Limited and one associate namely Kushagra Infrastructure Private Limited. There has been no material change in the nature of business of subsidiary companies

Pursuant to the provisions of Section 129 (3) of the Companies Act, 2013, a statement containing salient features of the financial statements of the subsidiaries and associate companies is attached to the financial statements of the Company.

Further, pursuant to the provisions of Section 136 of the Companies Act, 2013, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited accounts in respect of subsidiaries are available on the website of the Company www.sudhaapparels.com

CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the Companies Act, 2013 and Accounting Standard AS-21 on Consolidated Financial Statements read with Accounting Standard AS-23 on Accounting for Investments in Associates, the Audited Consolidated Financial Statements are provided in the Annual Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Smt Savita Jindal, Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for reappointment. A brief profile has been provided in the notice of the Annual General Meeting. Item seeking your approval for her appointment is included in the Notice convening the Annual General Meeting.

All Independent Directors of the Company have given declaration that they meet the criteria of independence as laid down under Section 149 (6) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year, the Non-executive Directors of the Company had no pecuniary relationship or transactions with the Company.

Shri H.K. Khanna resigned as Chief Financial Officer w.e.f. 31st August, 2015. The Board has appointed Shri Anup Kumar Mitra as Chief Financial Officer of the Company w.e.f. 1st September, 2015.

BOARD MEETINGS

During the year, 6 (Six) Board meetings were held. The details of which are given in the Corporate Governance Report, which forms part of this report.

BOARD EVALUATION

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

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

The performance of the Committees was evaluated by the Board after seeking inputs from the Committee members on the basis of the criteria such as the composition of Committees, effectiveness of Committee meetings.

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual Directors on the basis of the criteria such as contribution of the Individual Director to the Board and Committee meetings.

Also in a separate meeting of Independent Directors, performance of non-independent Directors, performance of the Board as a whole was evaluated. The Company has no designated Chairman.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Company's policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of Directors and other matters provided in Section 178(3) of the Companies Act, 2013 has been disclosed in the corporate governance report, which forms part of the Directors' Report.

RISK MANAGEMENT

Adequate measures have been adopted by the Company to anticipate, plan and mitigate the spectrum of risks it faces. The Company's business operations are exposed to financial risks including Liquidity Risk etc.

The Board of the Company has approved the Risk management Policy of the Company and authorized the Audit Committee to implement and monitor the risk management plan for the Company and also identify and mitigate the various element of risks, if any, which in the opinion of the Board may threaten the existence of the Company.

INTERNAL FINANCIAL CONTROLS

As per the provisions of Section 134(5)(e) of the Companies Act, 2013 the Company has in place adequate internal financial controls with reference to financial statements. Audit Committee periodically reviews the adequacy of internal financial controls.

During the year, such controls were tested and no reportable material weaknesses were observed.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 134(5) of the Companies Act, 2013, your Directors state:

- (i) that in the preparation of the Annual Accounts for the year ended 31st March, 2016, the applicable accounting standards had been followed and there are no material departures;
- (ii) that the accounting policies selected and applied are consistent and the judgments and estimates made 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 financial year and of the profit of the Company for that period;
- (iii) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the Annual Accounts for the year ended 31st March, 2016 have been prepared on a going concern basis.
- (v) that the internal financial controls laid down by the Board and being followed by the Company are adequate and were operating effectively.
- (vi) that the proper systems, devised by Directors to ensure compliance with the provisions of all applicable laws, were adequate and operating effectively.

EXTRACT OF ANNUAL RETURN

As required under Section 92(3) of the Companies Act, 2013, the extract of the Annual Return in prescribed form MGT-9 is annexed with this Report.

AUDIT COMMITTEE

The Audit Committee of the Company consists of Shri R.K. Banthia, Chairman, Shri Sandeep Shah and Shri Mangat Ram Garg as its other members. The terms of reference are in conformity with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

VIGIL MECHANISM

The Company has adopted a Whistle blower policy and established the necessary vigil mechanism for Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of conduct. The said policy has been disclosed on the Company's website under the web link <http://www.sudhaapparels.com/SudhaWhistleBlowerPolicy.pdf>

CORPORATE SOCIAL RESPONSIBILITY

The Corporate Social Responsibility Committee has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, monitoring the implementation of the framework of the CSR Policy and recommending the amount to be spent on CSR activities, which has been approved by the Board. The CSR Policy may be accessed on the website of the Company <http://www.sudhaapparels.com/CSR%20Policy%20-Sudha.pdf>

The Annual Report on CSR activities in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014 is appended as Annexure to this Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Provisions of Section 186 are not applicable to any acquisition made by a non-banking financial Company registered under Chapter III B of the Reserve Bank of India Act, 1934 and whose principal business is acquisition of securities (i.e. investment and lending activities). The Company has not given any guarantee or provided any security.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts/ arrangements/transactions entered into by the Company with the related parties during the year were in the ordinary course of business and on an arm's length basis.

All related party transactions are periodically placed before the Audit Committee and Board for review and approval.

During the year, the Company had not entered into any contract/ arrangement/transaction with the related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

CORPORATE GOVERNANCE REPORT

Pursuant to Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Corporate Governance Report along with Auditors' Certificate regarding compliance of conditions of Corporate Governance has been annexed as part of this Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A detailed analysis of your Company's performance is discussed in the Management Discussion and Analysis Report which forms part of this Annual Report.

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

The Company has constituted an Internal Complaint Committee under Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year no complaint was filed before the said committee.

AUDITORS

M/s. Khandelwal Prajapati and Co., Chartered Accountants, the retiring Auditors, hold office until conclusion of the ensuing Annual General Meeting. The Statutory Auditors have confirmed their eligibility and willingness to accept the office on re-appointment.

The observations of the Auditors are explained wherever necessary in the appropriate Notes on Accounts. The Auditors' Report does not contain any qualification, reservation or adverse remark.

SECRETARIAL AUDIT

The Board has appointed M/s Hemant Singh and Associates, Practising Company Secretaries, to conduct Secretarial Audit for the financial year ended 31st March, 2016. The Secretarial Audit Report for the year ended 31st March, 2016 is annexed herewith as an annexure to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

FIXED DEPOSITS

The Company has not accepted any deposits from Public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the Balance Sheet.

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

In view of the business activities of the Company, the information relating 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 are not applicable to the Company.

PARTICULARS OF EMPLOYEES

Particulars of employees, as required under Section 197(12) of the Companies Act, 2013 (Act) read with Rules 5(1), 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this report. However, in pursuance of Section 136(1) of the Act, this report is being sent to the shareholders of the Company excluding the said information. The said information is available for inspection by the members of the Company at the registered office of the Company during working hours up to the date of the Annual General Meeting. Any member interested in obtaining such information may write to the Company Secretary at the corporate office of the Company.

MATERIAL CHANGES & COMMITMENTS

No material changes and commitments, effecting the financial position of the Company have occurred after the end of the financial year ended 31st March, 2016 and till the date of this report.

ACKNOWLEDGEMENT

The Board expresses its grateful appreciation of the assistance and co-operation received from Central and State Governments, Banks and Shareholders.

Your Directors wish to place on record their deep sense of appreciation for the devoted contribution made by the employees and associates at all levels.

For and on behalf of the Board

Place: Gurgaon
Dated: 10th August, 2016

Savita Jindal **Mangat Ram Garg**
Director Whole Time Director

Annual Report on Corporate Social Responsibility (CSR)

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

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

The Board of Directors, on recommendation of the Corporate Social Responsibility Committee framed a Corporate Social Responsibility Policy which is posted on the Company's website www.sudhaapparels.com. The Company proposes to adopt projects or programmes under one or more of the activities as prescribed under Schedule VII of the Companies Act, 2013, as recommended from time to time.

- 2. The Composition of the CSR Committee.** The Company has a CSR Committee of Directors comprising of Shri Mangat Ram Garg, Chairman of the Committee and Shri R.K Banthia and Shri Sandeep Shah as its other members

- 3. Average net profit of the Company for last three financial years - Rs.1207.28 Lakhs**

- 4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above) – Rs. 24.15 Lakhs**

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

(a) Total amount to be spent for the financial year – Rs.24 15 Lakhs

(b) Amount unspent, if any – Rs. 14.15 Lakhs

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

- 6. Reasons for not spending two percent of the average net profit of the last three financial years or any part thereof on CSR.**

The Company considers various proposals for carrying out CSR activities to ensure that the contributions made by the Company are for deserving causes and are properly utilized, which has taken more time than estimated and hence the required amount was not spent during the year. The Company was still evaluating various proposals at the year end.

- 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.**

We hereby declare that implementation and monitoring of the CSR policy are in compliance with CSR objectives and policy of the Company.

Savita Jindal Director	Mangat Ram Garg Chairman CSR Committee
----------------------------------	--

Sr. 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 (2) Overheads	Cumulative Expenditure upto the reporting period	Amount Spent : Direct or through implementing agency
1	Providing Food support for Poor and meal for student at school	Eradicating hunger, poverty and malnutrition	Kolkata, West Bengal	9,15,000			
2	Education Facilities and Infrastructures	Promoting Education	Pipe Nagar, Dist - Raigad, Maharashtra.	15,00,000	10,00,000	10,00,000	Through B.C. Jindal Medical Welfare and Education Society
	Total CSR Spend			24,15,000	10,00,000	10,00,000	

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31st March, 2016
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
SUDHA APPARELS LIMITED
2/5, Sarat Bose Road, Sukh Sagar,
Flat No. 8A, Kolkata-700020

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

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

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **SUDHA APPARELS LIMITED ("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 Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the Audit Period);
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 – (Not applicable to the Company during the Audit Period);
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- (Not applicable to the Company during the Audit Period);
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client with respect to issue of securities;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – (Not applicable to the Company during the Audit Period);
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period); and
 - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (applicable to the Company with effect from 01.12.2015).
- (vi) Other laws applicable specifically to the Company namely:
- a. Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 and Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015 and other relevant guidelines and circulars issued by Reserve Bank of India from time to time and periodic reporting's done by the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India
- (ii) The Listing Agreements entered into by the Company with Stock Exchange namely the CSE Limited;

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

We further report that

As informed by the Company, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was no change 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 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.

The decisions of the Board were carried out through unanimous votes, no dissenting views of any Director was recorded in the minutes maintained by the Company.

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

We further report that during the audit period there has not been any such activity having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

**For Hemant Singh and Associates
Company Secretaries**

Date: 10th August, 2016
Place: Delhi

**(Hemant Kumar Singh)
(Partner)
FCS 6033
C.P. No. 6370**

SUDHA APPARELS LIMITED

Form AOC-1

[Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of the Companies (Accounts) Rules, 2014]

Statement containing salient features of the financial statement of Subsidiaries/Associates Companies/ Joint Ventures

Part "A" Subsidiaries:

Sr. No.	Particulars	Name of Subsidiaries: CRISHPARK VINCOM LIMITED
1.	Reporting period for the subsidiary concerned	31.03.2016
2.	Reporting currency and Exchange rate as on the last date of the relevant financial year in case of foreign subsidiaries	Indian Rupee
3.	Share Capital	1,30,02,000
4.	Reserves and Surplus	(23,91,64,065)
5.	Total Assets	93,78,22,821
6.	Total Liabilities	93,78,22,821
7.	Investments	90,86,98,593
8.	Turnover	74,27,186
9.	Profit before taxation	(22,51,35,152)
10.	Provision for taxation	0
11.	Profit after taxation	(22,51,35,152)
12.	Proposed Dividend	Nil
13.	% of shareholding	65.88

Notes:

1. Names of the subsidiaries which are yet to commence operations – Nil
2. Names of subsidiaries which have been liquidated or sold during the year - Nil

Part "B" Associates and Joint Ventures

Sr. No.	Particulars	Name of Associate KUSHAGRA INFRASTRUCTURE PRIVATE LIMITED
1.	Latest audited Balance Sheet Date	31.03.2016
2.	Shares of Associate/Joint Ventures held by the Company on the year end	50%
	- No. of Equity Shares	11,95,000
	-Amount of Investment in Associates/Joint Venture	3,60,59,450
	- Extent of Holding (%)	50.00
3.	Description of how there is significant influence	Shareholding exceeding 20% of paid-up share capital
4.	Reason why the associate/joint venture is not consolidated	Associate has been consolidated
5.	Net-worth attributable to Shareholding as per latest audited Balance Sheet	2,19,85,498
6.	Profit/(loss) for the year	
	i. Considered in consolidation	(7,17,327)
	ii. Not Considered in consolidation	Nil

1. Names of the associates or joint ventures which are yet to commence operations – Nil
2. Names of associates or joint ventures which have been liquidated or sold during the year – Nil

SUDHA APPARELS LIMITED

Form No. MGT-9

Extract of Annual ReturnAs on the financial year ended on 31st March, 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	L17299WB1981PLC033331
ii)	Registration Date	3 rd February, 1981
iii)	Name of the Company	SUDHA APPARELS LIMITED
iv)	Category/Sub-Category of the Company	Public
v)	Address of the Registered Office and contact details	2/5, Sarat Bose Road, Sukh Sagar, Flat No.8A, 8th Floor, Kolkata-700 020 West Bengal
vi)	Whether listed company	Yes
vii)	Name, Address and Contact details of Registrar and Share Transfer Agent, if any	Alankit Assignment Limited Alankit Heights, 1E/13, Jhandewalan Extension, New Delhi – 110055 Phone: 011-23541234, 42541234 Fax: 011- 42541967 e-mail: rta@alankit.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	Commercial Loan and Investment	65923	61.54
2	Leasing of self-owned non-residential building	70104	37.56

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-

Sl. No	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1	Cnshpark Vincom Limited	U51109WB1994PLC065299	Subsidiary	65.88%	2(87)(ii)
2	Kushagra Infrastructure Private Limited	U29120WB2005PTC102950	Associate	50.00%	2(6)

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 1 st April, 2015)				No. of Shares held at the end of the year (As on 31 st March, 2016)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
PEOMOTERS									
(1) Indian									
a) Indian/HUF	251543	175292	426835	58.71	426835	-	426835	58.71	0.00
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	37416	70000	107416	14.78	107416	-	107416	14.78	0.00
e) Bank/FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub - Total	288959	245292	534251	73.49	534251	-	534251	73.49	0.00
(2) Foreign									
a) NRI - Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporates	-	-	-	-	-	-	-	-	-
d) Bank/FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub - Total	-	-	-	-	-	-	-	-	-
Total shareholding of Promoters (A) = (A)(1)+(A)(2)	288959	245292	534251	73.49	534251	-	534251	73.49	0.00
B. Public Shareholding									
Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Bank/FI	-	-	-	-	-	-	-	-	-
c) Central Government	-	-	-	-	-	-	-	-	-

d) State Government										
e) Venture Capital Funds										
f) Insurance Companies										
g) FIs										
h) Foreign Ventures										
i) Others (Specify)										
Non-Institutions										
a) Bodies Corporates - Indian	25600	119161	144761	19.91	25600	119161	144761	19.91		0.00
b) Individuals shareholders holding nominal share capital upto Rs. 1 lakh		48000	48000	6.60		48000	48000	6.60		0.00
Individuals shareholders holding nominal share capital in excess of Rs. 1 lakh										
c) Others (Specify)										
Sub-total (B)(2):	25600	167161	192761	26.51	25600	167161	192761	26.51		0.00
Total Public shareholding	25600	167161	192761	26.51	25600	167161	192761	26.51		0.00
C. Shares held by Custodian for GDRs and ADRs										
Grand Total (A+B+C)	314559	412453	727012	100.00	559851	167161	727012	100.00		

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 1 st April, 2015)			Shareholding at the end of the year (As on 31 st March, 2016)			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	D.P. Jindal	69900	9.61	0.00	69900	9.61	0.00	0.00
2	D.P. Jindal (HUF)	35150	4.83	0.00	35150	4.83	0.00	0.00
3	Saket Jindal	70000	9.63	0.00	70000	9.63	0.00	0.00
4	Savita Jindal	106662	14.67	0.00	106662	14.67	0.00	0.00
5	Raghav Jindal	145123	19.96	0.00	145123	19.96	0.00	0.00
6	Jindal Global Finance and Investment Ltd.	107416	14.77	0.00	107416	14.77	0.00	0.00
	Total	534251	73.49	0.00	534251	73.49	0.00	0.00

(iii) Change in Promoters' Shareholding

Sr No.	Name	Shareholding at the beginning of the year (As on 1 st April, 2015)		Date	Increase/Decrease in shareholding	Reason	Shareholding at the end of the year (As on 31 st March, 2016)	
		No of shares	% of total shares of the Company				No of shares	% of total shares of the Company
NO CHANGE DURING THE YEAR								

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

Sl No.	Name	Shareholding at the beginning of the year (As on 1 st April, 2015)		Increase/Decrease during the year		Cumulative Shareholding at the end of the year (As on 31 st March, 2016)	
		No. of shares	% of total shares of the company	No. of shares	Reason	No. of shares	% of total shares of the company
	For Each of the Top 10 Shareholders						
1	At the beginning of the year Pushpanjali Investrade Pvt Ltd.	70,000	9.63	0	Nil	70,000	9.63
2	GVN Fuels Limited	36,000	4.95	0	Nil	36,000	4.95
3	Flakt Dealcomm Ltd.	35,761	4.92	0	Nil	35,761	4.92
4	Gautam Fin-Invest Pvt. Ltd.	3,000	0.41	0	Nil	3,000	0.41
5	Om Pal Rajput	850	0.12	800	Transfer 05/11/2015	0	0.00
6	Dharambir Singh	850	0.12	0	Nil	850	0.12
7	Shiv Kumar Sharma	0	0.00	850	Purchase 05/11/2015	850	0.12
8	B.P. Roy	800	0.11	0	Nil	800	0.11
9	Sher Bahadur	800	0.11	800	Transfer 05/11/2015	0	0.00
10	Satya Prakash Goyal	800	0.11	0	Nil	800	0.11
11	Pawan Kumar Verma	800	0.11	0	Nil	800	0.11
12	Ajay Joshi	800	0.11	0	Nil	800	0.11

(v) Shareholding of Directors and Key Managerial Personnel:

Sl No.		Shareholding at the beginning of the year 01.04.2015		Increase/Decrease during the year		Cumulative Shareholding at the end of the year 31.03.2016	
		No of shares	% of total shares of the company	No of shares	Reason	No. of shares	% of total shares of the company
1	Smt. Savita Jindal –Director	106662	14.67	0	Nil	106662	14.67
2	Shri R.K. Banthia – Director	0	0.00	0	Nil	0	0.00
3	Shri Sandeep Shah – Director	0	0.00	0	Nil	0	0.00
5	Shri Mangat Ram Garg -Director	0	0.00	0	Nil	0	0.00
6	Shri H.K. Khanna* – CFO (KMP)	0	0.00	0	Nil	0	0.00
7	Shri Arup Kumar Mitra** – CFO(KMP)	0	0.00	0	Nil	0	0.00
8	Shri Rajesh Gupta – CS (KMP)	0	0.00	0	Nil	0	0.00

* ceased as CFO w.e.f. 31.08.2015

** Appointed CFO w.e.f. 1.09.2015

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (1st April, 2015)				
i) Principal Amount	0	19,57,92,691	0	19,57,92,691
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	19,57,92,691	0	19,57,92,691
Change in Indebtedness during the financial year				

Addition	0	3,93,28,963	0	3,93,28,963
Reduction	0	0	0	0
Net Change	0	3,93,28,963	0	3,93,28,963

Indebtedness at the end of the financial year (31st March, 2016)				
i) Principal Amount	0	23,51,21,654	0	23,51,21,654
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	23,51,21,654	0	23,51,21,654

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONEL

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

Sl no.	Particulars of Remuneration	Mr Mangat Ram Garg, WTD (Rs.)	Total Amount (Rs.)
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	9,67,488	9,67,488
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		
2.	Stock Option		
3.	Sweat Equity		
4.	Commission - as % of profit - others, specify ..		
5.	Others, please specify		
	Total (A)	9,67,488	9,67,488

B. Remuneration to other Directors:

Sl. no	Particulars of Remuneration	Name of Directors		Total Amount
		Shri R.K. Banthia	Shri Sandeep Shah	
	3. Independent Directors			
	· Fee for attending board committee meetings	NIL	NIL	NIL
	· Commission			
	· Others, please specify			
	Total (1)	NIL	NIL	NIL

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

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD (Amount in Rs.)

Sl. no.	Particulars of Remuneration	Key Managerial Personnel				
		CEO	Mr. Rajesh Gupta, CS	Mr. Hemant Kumar Khanna, CFO (April, 2015 to August, 2015)	Mr. Anup Kumar Mitra, CFO (September, 15 to March 16)	Total
1.	Gross salary	N.A.				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act,		8,13,694	6,03,950	1,43,052	15,60,696
	(b) Value of perquisites u/s			3,000		3000
	(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	N.A.	8,13,694	6,06,950	1,43,052	15,63,696

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ punishment/ compounding Fees imposed	Authority (RD/NCLT/ Court)	Appeal made, if any (give details)
Penalty					
Punishment					
Compounding					
OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

SUDHA APPARELS LIMITED

CORPORATE GOVERNANCE REPORT

Sound Corporate Governance is essential to enhance the shareholders' trust and value. Your Company conducts its affairs with the highest levels of integrity, with proper authorizations, accountability, disclosure and transparency. The Company strongly believes in maintaining a simple and transparent corporate structure driven solely by business needs. Shareholders' interests are on utmost priority while protecting the interest of other stakeholders, customers, suppliers and its employees and the management is only a trustee to carry out the activities in a truthful and fruitful manner.

Securities and Exchange Board of India (SEBI) has notified SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on September 2, 2015 replacing the earlier listing agreement (w.e.f. December 1, 2015) with an aim to consolidate and streamline the provisions of earlier listing agreements for different segments of the Capital market.

The Company has executed fresh Listing Agreement with the CSE Ltd. pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company is in compliance with the requirements as stipulated under Clause 49 of the Listing Agreements and Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regard to corporate governance.

1. BOARD OF DIRECTORS

Composition

The Company's policy is to have appropriate mix of Executive and Non-Executive/Independent Directors including one women Director on the Board. The Company has one Executive Director who is also a promoter of the Company. The number of Non-Executive Directors (NEDs) exceeds 50% of the total number of Directors. None of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees (as specified under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, across all companies in which they are Directors. The Directors have made necessary disclosures regarding their Committee positions.

All Independent Directors have confirmed that they meet the criteria as mentioned under Section 149 of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Board Functioning and Procedure

During the year ended 31st March, 2016, the Board of Directors met (6) six times and the gap between two meetings did not exceed 120 days. The Board meetings were held on 15th April, 2015, 29th May, 2015, 10th August, 2015, 14th August, 2015, 5th November, 2015, and 1st February, 2016. The Board periodically reviews the compliance report of all laws applicable to the Company. The names and categories of the Directors on the Board, their attendance at Board meetings during the year and at the last Annual General Meeting and also the number of Directorships held by them in other companies as on 31st March, 2016 are given below:

Directors	Category	Shares held	Attendance		No. of other Directorships and Committee Memberships/ Chairmanships held \$		
			Board Meeting	Last AGM	Director-ships	Committee Member-ships	Committee Chairman-ships
Smt Savita Jindal	Non-Executive	106,662	6	No	1	-	-
Shri M.R. Garg	Executive	-	6	Yes	4	-	-
Shri R.K. Banthia	Independent	-	6	Yes	5	-	-
Shri Sandeep Shah	Independent	-	6	No	3	-	-

Note:

1. Only Audit and Stakeholder's Relationship Committees are considered
2. Excludes directorship in Foreign Companies.
3. No Directors are relative with other directors.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

The Company's Independent Directors meet at least once in every financial year without the presence of Executive Directors or management personnel, inter alia, to discuss:

- the performance of Non Independent Directors and Board of Directors as a whole.
- the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
- the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively perform its duties.

During the year under review, the Independent Directors met on 1st February, 2016. All the Independent Directors were present at the meeting.

Familiarisation Programme

The Directors are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices. Periodic presentations are made at the Board and Board Committee meetings on business and performance updates of the Company. Detailed presentations on the Company's business segments were made at the separate meeting of the Independent Directors

The details of familiarization programmes for Independent Directors are posted on the Company's website and can be accessed at <http://www.sudhaapparels.com/programmec.pdf>

2. AUDIT COMMITTEE

The terms of reference of the Audit Committee are as per guidelines set out in the Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with Section 177 of the Companies Act, 2013. The Audit Committee provides directions to the audit functions and monitors the quality of internal and statutory audit

The responsibilities of the Audit Committee include overseeing the financial reporting process, to ensure fairness, sufficiency and credibility of financial statements, review findings of internal auditors relating to various functions, recommendation of appointment and removal of statutory auditors, internal auditors and cost auditors and fixation of their remuneration; review of the quarterly and annual financial statements before submission to the Board With particular reference to matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of Sub-section 3 of Section 134 of the Companies Act, 2013; review of adequacy and compliance of internal control systems and the internal audit function; review of compliance with laws; inspection of records and audit reports and reports of statutory auditors; review of findings of internal investigations; review of statement of significant related party transactions; review of management letters/letter of internal control, weaknesses issued by statutory auditors, discussion on the scope of audit with external auditors and examination of reasons for substantial defaults, if any in the payment to shareholders; review the functioning of the Whistle Blower mechanism etc.

COMPOSITION

The Audit Committee of the Company as on 31st March, 2016, comprised of three Directors consisting of one Executive Director and two Independent Non-executive Directors. All members of the Committee possess knowledge of Corporate finance, Accounts and Company Law. The Chairman of the Committee is an Independent Non-Executive Director. The Company Secretary acts as the Secretary to the Audit Committee.

Minutes of the Audit Committee meetings are noted by the Board of Directors at the subsequent Board meeting.

During the year under review 4 Audit Committee meetings were held on 29th May, 2015, 10th August, 2015, 5th November, 2015 and 1st February, 2016 and the gap between two meetings did not exceed 120 days. The composition, names of the members, chairperson, and particulars of the meetings and attendance of the members during the year are as follows:

Members	Category	No. of meetings attended
Shri R.K. Banthia	Chairman	4
Shri M.R. Garg	Member	4
Shri Sandeep Shah	Member	4

INTERNAL AUDIT

The Company has appointed Internal Auditors to review the internal control systems of the Company and to report thereon. The Audit Committee reviews the reports of the Internal Auditors periodically.

3. NOMINATION AND REMUNERATION COMMITTEE

The Board has constituted Nomination and Remuneration Committee (NRC) and the terms of reference of the NRC are as per guidelines set out in Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with Section 178 of the Companies Act, 2013.

The said Committee has been entrusted to formulate the criteria for determining qualification, positive attributes and independence of a Director and recommend to the Board a policy relating to remuneration for the Directors, key managerial personnel and other employees, formulation of criteria for evaluation of Independent Directors and the Board, devising a policy on Board diversity, identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal etc.

The Nomination and Remuneration Committee as on 31st March, 2016, comprised of three Non-Executive Directors. The Chairman of the Committee is an Independent Non-Executive Director. During the year under review meeting of the Nomination and Remuneration Committee was held on 15th April, 2015.

Name of the Members	Designation	No. of Meetings attended
Shri R.K. Banthia	Chairman	1
Shri Sandeep Shah	Member	1
Smt. Savita Jindal	Member	1

Nomination and Remuneration Policy

The Remuneration Policy of the Company is designed to attract, motivate, improve productivity and retain manpower, by creating a congenial work environment, encouraging initiatives, personal growth and team work, and inculcating a sense of belonging and involvement, besides offering appropriate remuneration packages. The policy reflects the Company's objectives for good corporate governance as well as sustained long-term value creation for shareholders. This Remuneration Policy applies to Directors, senior management including its Key Managerial Personnel (KMP) and other employees at regular interval

The Committee shall advise the process to carry out evaluation of performance of every Director, KMP and Senior Management Personnel and other employees at regular interval.

As per the Policy followed by the Company, the Non-Executive Directors are paid remuneration in the form of sitting fees for attending Board and Committee meetings as fixed by the Board of Directors from time to time subject to statutory provisions. Presently sitting fee is Rs. 2,500 per Board meeting and Audit Committee meeting. However, the Directors have waived their entitlement to receive sitting fees.

Remuneration of Whole Time Director reflects the overall remuneration philosophy and guiding principles of the Company. When considering the appointment and remuneration of Whole Time Director, due consideration is given to pay and employment conditions in the industry, merit and seniority of the person and the paying capacity of the Company.

The Company's Remuneration Policy is guided by a reward framework and set of principles and objectives as more fully and particularly envisaged under Section 178 of the Companies Act, 2013 inter alia principles pertaining to determining qualifications, positive attributes, integrity and independence etc.

Remuneration package of Whole Time Director is designed subject to the limits laid down under the Companies Act, 2013 to remunerate him fairly and responsibly. The Whole Time Director's remuneration comprises of salary, perquisites and retirement benefits as per Rules of the Company.

The Whole Time Director is entitled to customary non-monetary benefits such as accommodation, leave travel, communication facilities, etc.

Appointment of KMPs and Senior Management and cessation of their services are subject to the approval of the NRC and the Board of Directors. Remuneration of KMP and other senior personnel is decided by the Whole-time Director broadly based on the Remuneration Policy.

The remuneration of other employees is fixed from time to time as per the guiding principles outlined above and considering industry standards and cost of living. In addition to basic salary they are also provided perquisites and retirement benefits as per schemes of the Company and statutory requirements, where applicable. Policy of motivation/reward payments are applicable to this category of personnel as in the case of those in the management cadre.

This Remuneration Policy shall continue to guide all future employment of Directors, Company's Senior Management including Key Managerial Personnel and other employees.

Any departure from the policy can be undertaken only with the approval of the Board of Directors.

Directors' Remuneration

Remuneration paid to the Directors during the financial year ended 31st March, 2016 are as under:

(a) The Details of remuneration paid to Whole-time Director:

(Amount in Rs.)

Name	Salary	Perquisites and other benefits	Total
Shri Mangat Ram Garg	9,67,488	Nil	9,67,488

(b) The Non- Executive Directors are entitled to be paid by way of sitting fees for meetings of the Board of Directors and Audit Committee. During the year ended 31st March, 2016 no remuneration was paid to Non-Executive Directors in view of them having waived their entitlement to receive the sitting fee.

Apart from being entitled to Directors' remuneration by way of sitting fee for attending meetings of the Board and Audit Committee, none of the Non- Executive Directors had any pecuniary relationship or transactions with the Company during the year ended 31st March, 2016.

4. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Your Directors have constituted the Corporate Social Responsibility Committee in reference to the requirements of Section 135 of the Companies Act, 2013.

The constitution of the Corporate Social Responsibility Committee is as under:-

Members	Designation
Shri Mangat Ram Garg	Chairman
Shri R.K. Banthia	Member
Shri Sandeep Shah	Member

The said Committee has been entrusted with the responsibility of formulating and recommending to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, monitoring the implementation of the framework of the CSR Policy and recommending the amount to be spent on CSR activities.

During the year under review, the said Committee met on 29th May, 2015. All members were present in the meeting.

5. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Company has constituted Stakeholders' Relationship Committee under the Chairmanship of a Non-Executive Director of the Company. The Committee meets periodically, to approve inter-alia, transfer/transmission of shares, issue of duplicate share certificates and reviews the status of investors' grievances and redressal mechanism and recommends measures to improve the level of investor services. Details of shares transfers/transmissions approved by the Committee are placed at the Board meetings from time to time.

COMPOSITION

The constitution of the Stakeholders Relationship Committee as on 31st March, 2016 was as under:-

Name of the Members	Designation
Smt. Savita Jindal	Chairperson
Shri Mangat Ram Garg	Member

Compliance Officer

The Board has designated Company Secretary as Compliance Officer of the Company.

Details of Shareholders' Complaints received and replied to the satisfaction of Shareholders

Number of Shareholders complaints received during the period 01.04.2015 to 31.03.2016	Nil
Number of complaints not solved to the satisfaction of shareholders	Nil
Number of pending complaints as on 31.03.2016 which were solved later on.	Nil

DESIGNATED EMAIL ID FOR INVESTORS

The Company has designated the following e-mail ID exclusively for redressal of investor grievance i.e. secretarial@sudhaapparels.com

SUBSIDIARY COMPANIES

The Company does not have any material non-listed Indian subsidiary Company.

The Company monitors performance of subsidiary companies by the following means:-

- Financial statements of subsidiary companies are reviewed by the Audit Committee.
- Minutes of Board meetings of subsidiary companies are placed before the Board meetings of the Company regularly.

The Company has adopted a Policy in line with the requirements of the Listing Regulations. The objective of this policy is to lay down criteria for identification and dealing with material subsidiaries and to formulate a governance framework for subsidiaries of the Company. The policy on Material Subsidiary is available on the website of the Company under the web link http://www.sudhaapparels.com/Material_Subsidary.pdf

6. GENERAL BODY MEETINGS

(I) Details of the last three Annual General Meetings:

Financial year	Date	Location of the Meeting	Time
2012-13	25.09.2013	Registered Office of the Company at 2/5, Sarat Bose Road, Sukh Sagar, Flat No. 8A, 8 th Floor, Kolkata- 700 020	10.30AM.
2013-14	29.09.2014	Registered Office of the Company at 2/5, Sarat Bose Road, Sukh Sagar, Flat No. 8A, 8 th Floor, Kolkata- 700 020	10.30AM.
2014-15	30.09.2015	Registered Office of the Company at 2/5, Sarat Bose Road, Sukh Sagar, Flat No. 8A, 8 th Floor, Kolkata- 700 020	11.30AM.

(ii) Special resolutions passed in the previous three Annual General Meetings:

- In the AGM held on 25th September, 2013 : No Special resolution was passed:
- In the AGM held on 29th September, 2014 : No Special resolution was passed:

- c) In the AGM held on 30th September, 2015 : Approval of related party transactions
with Sigma Infrastructure Private Limited
- (iii) No special resolution is proposed to be conducted through postal ballot.

7. MEANS OF COMMUNICATION

The Company's financial results are communicated to CSE Limited with whom the Company has listing arrangement, as soon as they are approved and taken on record by the Board of Directors of the Company. Thereafter the results are normally published in The Echo of India and Arthik Lipi. The Financial Results are also available on the Company's website <http://www.sudhaapparels.com>.

8. GENERAL SHAREHOLDERS INFORMATION

(a) Annual General Meeting:

Date and Time: 30th September, 2016 at 11:30 A.M.
Venue: Registered Office of the Company at 2/5, Sarat Bose Road, Kolkata – 700020

(b) Financial Year: 1st April, 2015 to 31st March, 2016

(c) Dividend Payment Date: N.A.

(d) Listing on stock Exchange

The Equity Shares of the Company are listed on The Calcutta Stock Exchange Limited, 7, Lyons Range, Kolkata- 700 001 (West Bengal) and Listing Fee for the year 2016-17 has been duly paid.

(e) Stock Code

Scrip ID:	SUDHA APPARELS
Scrip Code:	10029405
NSDL/ CDSL – ISIN	INE207F01012

(f) Market Price Data

There was no trading of shares on CSE during the period from 1st April, 2015 to 31st March, 2016.

(g) Performance in comparison to broad-based indices such as BSE sensex, CRISIL Index etc.

Not Applicable as the Company is listed on CSE only.

(h) In case securities are suspended from trading, the directors shall explain the reason thereof:

In spite of submission of all information to CSE Limited, and enquiring from them the reasons for suspension of trading in its securities the Company has not received any reply in the matter.

(i) Registrar and Transfer Agent

Alankit Assignment Limited
Alankit Heights,
1E/13, Jhandewalan Extension,
New Delhi – 110055
Phone: 011-23541234, 42541234
Fax: 011- 42541967, e-mail: ra@alankit.com

(j) **Share Transfer System:**

Share transfer requests received in physical form are registered within 15 days from the date of receipt and demat requests are normally confirmed within the prescribed time from the date of receipt

(k) **Distribution of shareholding as on 31st March, 2016**

No. of Equity Shares held	No. of Share-holders	% of share-holders	No. of Shares held	% of Shareholding
Upto 5000	52	84.93	51000	7.02
5001 to 50000	5	6.85	106911	14.70
50001 to 100000	3	4.11	209900	28.87
100001 and Above	3	4.11	359201	49.41
Total	73	100.00	727012	100.00

Shareholding Pattern as on 31st March, 2016:

Category	No. of Shares held	% of Shareholding
Promoters	534251	73.49
Private Bodies Corporate	144761	19.91
Indian Public	48000	6.60
Grand Total	727012	100.00

(l) **Dematerialization of shares**

77.01% of total paid-up equity shares of the Company were in dematerialized form as on 31st March, 2016.

(m) **Outstanding GDRs/ADRs/Warrants or any Convertible Bonds, conversion date and likely impact on equity:**

There is no outstanding GDRs/ADRs or convertible Bonds etc

(n) **Commodity price risk or foreign exchange risk and hedging activities**

There is no commodity, exchange risk and hedging activities during the year.

(o) **Plant Locations: N.A.**

(p) **Address for correspondence:**

Shareholders' correspondence should be addressed to the Registrar and Transfer Agent at the following address:

Alankit Assignment Limited
Alankit Heights,
1E/13, Jhandewalan Extension
New Delhi – 110055
Phone: 011-23541234, 42541234
Fax: 011- 42541967, e-mail: rta@alankit.com

Shareholders holding shares in dematerialized form should address all their correspondence to their respective Depository Participants

9. OTHER DISCLOSURES

a) Related Party Transactions

There have been related party transactions as reflected in notes to the accounts but they are not in conflict with the interest of the Company. All transactions have been approved by the Audit Committee and all the transactions entered into by the Company with the related parties during the financial year were on the arm's length basis.

The Board has approved a policy on materiality of Related Party Transactions which has been uploaded on the website of the Company at the following link <http://sudhaapparels.com/SudhaRPTPolicy.pdf>

b) Details on Non Compliance

There were no penalties or strictures imposed on the Company by the Stock Exchanges, SEBI, or any other statutory authorities on any matter related to the capital markets during the last 3 years.

c) Vigil Mechanism/Whistle Blower Policy

The Company has adopted a Whistle blower policy and has established the necessary vigil mechanism as defined under Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct. No person has been denied access to the Chairman of the Audit Committee. The said policy has been disclosed on the Company's website under the web link <http://sudhaapparels.com/SudhaWhistleBlowerPolicy.pdf>.

d) Detail of compliance with mandatory requirements and Adoption of Non-mandatory requirements

The Company has complied with all the mandatory requirements of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, the Company has also complied with following non-mandatory requirements of Regulation 27(1) read with Part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A. Shareholder Rights

Financial positions of the company are posted on the website of the Company.

B. Modified opinion(s) in audit report

The Financial Statements of the Company are unqualified..

C. Reporting of Internal auditor

Internal Audit Reports are directly reported to audit committee.

CODE OF CONDUCT

The Board of Directors has adopted the Code of Conduct and Ethics for Directors and Senior Management personnel. The Code has also been posted on the Company's website <http://www.sudhaapparels.com>.

The Code has been circulated to all members of the Board and senior management personnel and the compliance with the Code of Conduct and Ethics is affirmed by them annually.

A declaration signed by the Whole-time Director of the Company is given below:

This is to certify that, all Board members and Senior Management personnel have affirmed compliance with the Code of Conduct for Directors and Senior Management for the financial year ended 31st March 2016.

Date: 10th August, 2016

Mangat Ram Garg
Whole Time Director

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of
Sudha Apparels Limited

We have examined the compliance of conditions of Corporate Governance by **SUDHA APPARELS LIMITED** for the year ended 31st March, 2016, as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchanges, for the period from 1st April, 2015 to 30th November, 2015 and as per Regulation 17 to 27 clause (b) to (i) of sub-regulation (2) of Regulation 46 and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 for the period from 1st December, 2015 to 31st March, 2016.

Management's responsibility

The Company's management takes full responsibility of the compliance of the conditions of corporate governance as stipulated in the regulations mentioned above.

Auditors' responsibility

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

We conducted our engagement in accordance with the 'Guidance Note on Audit Reports and Certificate for 'Special purposes' issued by the Institute of Chartered Accountants of India. Our responsibility is to certify based on the work done.

Conclusion

In our opinion, and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as specified in clause 49 of the Listing Agreement and Regulation 17 to 27, clause (b) to (i) of sub-regulation (2) of Regulation 46 and paragraphs C, D and E of Schedule V of 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.

Restrictions on use

This certificate is issued solely for the purposes of complying with the aforesaid Regulations and may not be suitable for any other purposes.

For **KHANDELWAL PRAJAPATI and CO.**
Chartered Accountants
Firm Registration No. 313154E

(**V.N. KHANDELWAL**)
Partner
Membership No. 052862

PLACE: KOLKATA
DATED: 10.08.2016

SUDHA APPARELS LIMITED

Management Discussion and Analysis

Forming part of the Directors' Report for the year ended 31st March, 2016

FORWARD LOOKING STATEMENTS

The statement in the Directors' Report and Management Discussion and Analysis Report contains "forward-looking statements" about the business, financial performance, skills and prospects of the Company. Statements about the plans, intentions, expectations, beliefs, estimates, predictions or similar expression for future are forward-looking statements.

Forward-looking statements should be viewed in the context of many risk issues, and events that could cause the actual performance to be different from that contemplated in the Directors' Report and Management Discussion and Analysis Report, including but not limited to, the impact of changes in oil, Steel prices worldwide and domestic, economic and political conditions. We cannot assure that outcome of this forward-looking statements will be realized. Factors like changes in Government regulations, tax laws and other factors such as industrial relations and economic developments etc. may further influence the company's operations or performance. The Company disclaims any duty to update the information given in the aforesaid reports

ECONOMIC ENVIRONMENT OVERVIEW

In 2015-16, the Indian economy emerged as one of the few large economies with an encouraging outlook. The factors contributing to this positive outlook were controlled inflation, rise in domestic demand, increase in investments, decline in oil prices and the boost to reforms, among others. Accordingly to IMF, India is set to become the world's fastest-growing economy by 2016, ahead of China.

The economic fundamentals are showing healthy trends, which corroborates the expected growth in the economy. Inflation has been largely tamed. The investment cycle in India is showing positive growth and expenditure on consumption is increasing, although in a fluctuating trend. This growth is likely to be sustainable considering government's focus on industrial activities, infrastructure development and ease of doing business.

Budget 2016 is a good indicator of the government's intentions and plans. With the global economy fraught with uncertainties, it is commendable that the Indian Government is sticking to its fiscal deficit target while pursuing the growth agenda. Government targets to narrow the central fiscal deficit to 3.5% in 2016-17, after having comfortably met its 3.9% target for 2015-16. While public investment and urban consumption were the major drivers for growth last fiscal year, a reinforcement of private investment and rural consumption is critical if growth is to remain strong in 2016-17 and 2017-18.

Non-Banking Financial Companies (NBFCs), continue to play a key role in the development of the Country, by being present in under banked and unbanked regions and participating in inclusive growth.

The Company will continue to focus on making long-term strategic investment in various companies promoted by D.P. Jindal Group. Considering the expected growth in the economy and the prospects of the economy as a whole and oil and gas industry in particular, the Company expects to restore its value with a hope of further enhancement in the long term for the benefit of the shareholders at large

BUSINESS OUTLOOK

The outlook for the sector over the next year looks comparatively better on account of positive trend in the economy which is expected to boost credit demand. This, along with

renewal of certain infrastructure projects which have been cleared by the cabinet committee in recent months and rise in industrial growth and corporate capital expenditure also is expected to benefit most of the commercial assets financed by NBFCs. It is also expected to ease the pressure on the cash flows of their borrowers through improved utilization of their assets.

OPPORTUNITIES and THREATS

The Company foresees, new opportunities to come up to expand its operations by way of equity participation in new projects/expansion of existing projects, considering long term growth potential of the Country. The NBFC sector holds immense potential in view of the Government of India's increased focus towards Financial Inclusion.

The economic slowdown, coupled with inflationary pressure has the prospects of curtailing business growth, raise the delinquency rate and enhance credit costs. With multiple players invading the market, the ability to compete effectively will depend, to some extent, on the Company's ability to raise low cost funds in future.

SEGMENT-WISE PERFORMANCE

The Company is engaged in the business of Finance/Investment activities and leasing of immovable properties

RISKS AND CONCERNS

As an NBFC, your Company is subjected to both external risk and internal risk. External risk due to interest rate fluctuation, slowdown in economic growth rate, political instability, market volatility, decline in foreign exchange reserves, etc. Internal risk is associated with your Company's business which includes the strategic investments in a specific sector. Any downward movement in the prospects of the sector could be a threat to Company's prospects.

At this juncture of rapidly evolving macroeconomic risks, it becomes imperative for business to track the macroeconomic performance on an ongoing basis. Your Company recognizes the importance of risk management and has invested in people, process and technologies to effectively mitigate the above risks, so as to arrive at a profitable investment decision.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has adequate internal control system, commensurate with its size and nature of operations, covering assurance of recording all the transaction details, regulatory compliance and protecting the Company assets from any kind of loss or misuse. Accounting records are adequate for preparation of financial statements and other financial information. Internal Audit is conducted on a periodical basis to ascertain the adequacy and effectiveness of internal control systems

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The total income of the Company during the year was Rs.3438.29 lakhs as against Rs. 3038.78 lakhs in the previous year. The profit before tax during the year was Rs. 89.01 lakhs as against loss of Rs. 1533.58 lakhs in the previous year. The loss after tax was Rs. 370.99 lakhs as against Rs 1943.58 lakhs in the previous year.

HUMAN RESOURCES

Your Company has employed professionals/experienced persons, playing an important role in the operations of the Company. The Company will strengthen its operative staff as and when the need arises.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS
OF
M/S. SUDHA APPARELS LIMITED

Report on the Financial Statements

We have audited the accompanying standalone financial statements of M/s. **SUDHA APPARELS LIMITED** which comprise of the Balance Sheet as at 31st 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 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 and financial performance of the Company in accordance with the accounting principles generally accepted in India, including Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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 Rules made there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and 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 accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

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Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Financial Statements read with Significant Accounting Policies and subject to give the information required by the Act in the manner so required and give a true and fair view in conformity with the Accounting Principles generally accepted in India, of the State of Affairs of the Company as at 31st March, 2016 and its Loss and Cash Flow 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 **Annexure-A**, a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. **As required by Section 143 (3) of the Act, we report that :**
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the company so far as appears from our examination of those books.
 - c. The Balance Sheet and the Statement of Profit and Loss and Cash Flow 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 written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2016, from being appointed as a director in terms of Section 164(2) of the Act, and
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure-B**" :

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KHANDELWAL PRAJAPATI & CO.
Chartered Accountants

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- 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 knowledge and belief and according to the information and explanations given to us :
- i) The Company has disclosed the impact of pending litigation on its financial position in its financial statements - refer Notes On Account -15 to the standalone financial statement.
 - ii) The Company has made provision amounting to Rs.54,61,85,439/- as at March, 31 2016, as required under the applicable law or accounting standards, for material foreseeable losses, on long term contracts including derivative contracts.
 - iii) There has been no amount required to be transferred to the Investor Education and Protection fund by the Company during the year ended 31st March, 2016.

For KHANDELWAL PRAJAPATI & CO.
Chartered Accountants,
Firm Registration No. 313154E

PLACE : KOLKATA
DATED : 30/05/2016

(V.N.KHANDELWAL)
Partner
Membership No. - 052862

Re. : SUDHA APPARELS LIMITED(31.03.2016)

Annexure-A referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March, 2016,

- i)
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) The Fixed Assets have been physically verified by the Management at reasonable intervals during the year and no material discrepancies have been noticed on such verification.
 - c) According to the information & explanations given to us and on the basis of our examination of the records the Company holds valid title deeds in respect of its immovable property.

- ii) The Inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable and no material discrepancies were noticed during such verification. The Company has NIL inventory as at the close of accounting year.

- iii)
 - a) The Company has granted unsecured loans to three companies covered in the register maintained under section 189 of the Companies Act,2013 and in our opinion, the terms and conditions of the grant of such loans are not prejudicial to the interest of the Company.
 - b) The repayment of the principal amount and payment of interest are generally regular as per stipulation except in the case of loan given to Kushagra Infrastructure Pvt. Ltd. with outstanding balance of Rs.70,48,156/-.
 - c) In our opinion and according to the explanation given to us, the company is taking reasonable steps for recovery of the principal and interest which are overdue for more than 90 days.

- 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 within the meaning of sections 73 and 74 of the Act and the rules framed there under to the extent notified.

- vi) In our opinion and according to the information and explanation given to us, the company's activities do not required maintenance of any cost records.

- vii)
 - a) According to the information and explanations provided to us and as per the records of the Company examined by us, in our opinion, the Company is regular in depositing undisputed statutory dues including income tax and other statutory dues, as applicable to it with the appropriate authorities.

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- b) As explained to us and the records of the company examined by us, the details of disputed dues not paid towards income tax as on 31st March, 2016 are as follows:-

Nature of Dues	F.Y to which the matter pertains	Forum where disputes pending	Amount as per demand order (Rs. in lacs)	
			C.Y	P.Y
Income Tax under Income Tax Act, 1961	2008 – 09	Commissioner of Income Tax (Appeals)	4.53	4.53
	2009 – 10	Commissioner of Income Tax (Appeals)	0.08	0.08
	2010 – 11	Commissioner of Income Tax (Appeals)	340.16 *	340.16
	2011 – 12	Commissioner of Income Tax (Appeals)	231.43	231.43
	2012-13	Commissioner of Income Tax (Appeals)	3.80	-

*Out of this Rs. 18,834,116/- has been deposited under dispute.

- c) Besides above, without qualifying our opinion, we draw attention to Note No. 15.3 of Notes on Financial Statement regarding contingent liability of the company, not provided for on account of Service Tax Payable of Rs. 38,17,716/- pertaining to period from October 2010 to September 2011 (excluding interest applicable, if any) on rental income which has neither been received from the tenants nor deposited with the prescribed authority on account of legal dispute raised by the tenants, the final adjudication of which is pending before the Apex Court. The Company however, holds written commitment from the tenants for collection of entire liability arising upon the company on this account.

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- viii) The Company has not taken any loan or borrowing to financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and terms loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.
- x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi) In respect of managerial remuneration paid/provided by the company, are according to 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 given 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.
- xv) According to the information and explanations given to us and based on our examinations of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi) In our opinion & on the basis of records & documents examined by us the company is required to be registered u/s 45-IA of the Reserve Bank of India Act 1934 and the company has obtained such registration.

PLACE : KOLKATA

DATED : 30/05/2016

For KHANDELWAL PRAJAPATI & CO.
Chartered Accountants.
Firm Registration No. 313154E

(V. N. KHANDELWAL)
Partner
Membership No. - 052862

**Annexure B to the Auditors Report
Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section
143 of the Companies Act, 2013.**

We have audited the internal financial controls over financial reporting of **M/S. SUDHA APPARELS LIMITED** ("the Company") as of March, 31, 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. 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 the 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 ("the Act").

Auditor's 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 as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial control 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 authorizations of management and directors of the company and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

KHANDELWAL PRAJAPATI & CO.
Chartered Accountants



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Inherent Limitations of Internal Financial Controls Over Financial Reporting.

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March, 31, 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.

Explanatory paragraph

We also have audited, in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act, the financial statements of Company, which comprise the Balance Sheet as at March, 31, 2016, and the related Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, and our report dated 30th May, 2016 expressed unqualified opinion.

PLACE : KOLKATA

DATED : 30/05/2016

For KHANDELWAL PRAJAPATI & CO.
Chartered Accountants.
Firm Registration No. 313154E

(V. N. KHANDELWAL)
Partner
Membership No. - 052862

BALANCE SHEET AS AT 31ST MARCH, 2016

Particulars	NOTES	As At 31.03.2016 Rupees	As At 31.03.2015 Rupees
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	7,270,120	7,270,120
Reserves and Surplus	3	2,278,461,008	2,315,559,543
		<u>2,285,731,128</u>	<u>2,322,829,663</u>
Non-Current Liabilities			
Other Long Term Liabilities	4		
Others - Security Deposit	4.1	57,802,563	57,802,563
Long- Term Provisions	4.2	1,245,762	986,702
		<u>59,048,325</u>	<u>58,789,265</u>
Current Liabilities - Unsecured			
Short -Term Borrowings	5 5.1	235,121,654	195,792,691
Other Current Liabilities	5.2	3,463,145	632,618
Short-Term Provisions	5.3	556,765,761	403,724,637
Total Current Liabilities		<u>795,350,560</u>	<u>600,149,946</u>
Total Equity & Liabilities		<u>3,140,130,013</u>	<u>2,981,768,874</u>
ASSETS			
Non- Current Assets			
i. Fixed Assets			
-Tangible Fixed assets	6	829,451,589	849,970,482
ii. Non-Current Investments	7	1,197,046,158	1,157,081,158
iii. Long Term Loans & Advances	8	111,215,065	120,417,257
		<u>2,137,712,812</u>	<u>2,127,468,897</u>
Current Assets			
Inventories	9 9.1	-	29,649,988
Trade Receivable	9.2	43,584,104	19,091,839
Cash and Cash Equivalents	9.3	1,781,806	795,222
Short-Term Loans and Advances	9.4	953,496,491	799,291,241
Other Current Assets	9.5	3,554,800	5,471,687
		<u>1,002,417,201</u>	<u>854,299,977</u>
Total Assets		<u>3,140,130,013</u>	<u>2,981,768,874</u>

Summary of Significant Accounting Policies followed by the Company is given in Notes -1
The Accompanying Notes are an Integral Part of Financial Statement.

As per our report of even date attached

For KHANDELWAL PRAJAPATI & CO.
Chartered Accountants
Firm Registration No. 313154E

For & on Behalf of the Board

V.N. Khandelwal
Partner
Membership No. 52862

M.R. Garg
Whole-time Director
DIN - 00449709

Savita Jindal
Director
DIN - 00449740

Place : Kolkata
Dated : 30-05-2016

Rajesh Gupta
Company Secretary

Arup Kumar Mitra
CFO

**STATEMENT OF PROFIT & LOSS ACCOUNT
FOR THE YEAR ENDED 31ST MARCH, 2016**

Particulars	NOTES	Year ended 31.03.2016 Rupees	Year ended 31.03.2015 Rupees
<u>INCOME</u>			
Revenue from Operations	10	211,606,901	177,101,533
Other Income	10	<u>132,221,813</u>	<u>126,776,954</u>
		<u>343,828,714</u>	<u>303,878,487</u>
<u>EXPENDITURE</u>			
Purchase of Stock in Trade	11	112,300,000	107,800,000
Decrease/(Increase) in Stock in Trade	11	29,649,988	17,857,937
Employees Benefit Expenses	11	3,454,953	3,561,058
Finance Cost	11	9,086,821	125,271
Depreciation / Amortization	6	25,073,615	26,626,562
Other Expenses	11	2,320,748	2,227,104
Contingent Provision against Standard Assets	5	<u>308,595</u>	<u>792,594</u>
		<u>182,194,720</u>	<u>158,990,526</u>
Profit / (Loss) before exceptional ,extraordinary items and tax		161,633,994	144,887,961
Exceptional Items			
Provision for Diminution in value of investment		145,165,460	318,923,222
Provision for Non Performing Assets		<u>7,567,069</u>	<u>(20,677,653)</u>
Profit / (Loss) after exceptional and extraordinary items and before tax		8,901,465	(153,357,608)
Tax Expense - Current Tax		46,000,000	41,000,000
Profit / (Loss) from Continuing Operation		<u>(37,098,535)</u>	<u>(194,357,608)</u>
Earning Per Share (Basic/ Diluted)		(51.03)	(267.34)

Summary of Significant Accounting Policies followed by the company is given in Notes -1
The Accompanying Notes are an Integral Part of Financial Statement.

As per our report of even date attached

For KHANDELWAL PRAJAPATI & CO.
Chartered Accountants
Firm Registration No. 313154E

For & on Behalf of the Board

V.N. Khandelwal
Partner
Membership No. 52862

M.R. Garg
Whole-time Director
DIN - 00449709

Savita Jindal
Director
DIN - 00449740

Place : Kolkata
Dated : 30-05-2016

Rajesh Gupta
Company Secretary

Arup Kumar Mitra
CFO

SUDHA APPARELS LIMITED

**CASH FLOW STATEMENT ANNEXED TO THE BALANCE SHEET
FOR THE YEAR ENDED 31ST MARCH 2016**

	Year Ended 31.03.2016 Rs.	Year Ended 31.03.2015 Rs.
A. <u>Cash Flow from Operating Activities</u>		
Net Profit before tax and extraordinary items	161,633,994	144,887,961
Adjusted for:		
Depreciation	25,073,615	26,626,562
Contingent Provision for Standard Assets	308,595	792,594
Operating Profit before Working Capital Changes	187,016,204	172,307,117
Adjusted for:		
Trade & Other Receivables	(158,891,532)	(325,973,574)
Inventories	29,649,988	17,857,937
Trade Payables & Others	3,089,587	608,029
Cash Generated from operations	60,864,247	(135,200,491)
Direct taxes Paid	(54,686,904)	(56,871,982)
Cash Flow before extraordinary items	6,177,343	(192,072,473)
Extraordinary item	-	-
Net Cash From Operating Activities	6,177,343	(192,072,473)
	A	
B. <u>Cash Flow from Investing Activities</u>		
Purchase of Fixed Assets	(4,554,722)	(2,553,014)
Purchase of Investments	(39,965,000)	(6,161,108)
Net Cash from Investing Activities	(44,519,722)	(8,714,122)
	B	
C. <u>Cash Flow from Financing Activities</u>		
Proceeds / (Reduction) of Short Term Borrowings	39,328,963	195,792,691
Net Cash from Financing Activities	39,328,963	195,792,691
	C	
Net increase in Cash & Cash Equivalents (A+B+C)	986,584	(4,993,904)
Opening Balances of Cash and Cash Equivalents	795,222	5,789,126
Closing Balances of Cash and Cash Equivalents	1,781,806	795,222
Change in Cash and Cash Equivalents	986,584	(4,993,904)

As per our report of even date attached

For KHANDELWAL PRAJAPATI & CO.
Chartered Accountants
Firm Registration No. 313154E

For & on behalf of the Board

V.N. Khandelwal
Partner
Membership No. 52862

M.R. Garg
Whole-time Director
DIN - 00449709

Savita Jindal
Director
DIN - 00449740

Place : Kolkata
Dated : 30-05-2016

Rajesh Gupta
Company Secretary

Arup Kumar Mitra
CFO

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS

NOTE – 1: SUMMARY OF ACCOUNTING POLICIES FOLLOWED BY THE COMPANY

a. Basis of Preparation and Accounting

The financial statements are prepared under the historical cost convention on accrual basis and in accordance with the requirements of the Companies Act, 2013 and in compliance with the applicable accounting standards. The accounting policies, except otherwise stated, have been consistently applied by the Company.

All assets and liabilities have been classified as current or non-current as per company's normal operating cycle of 12 months and other criteria set-out in Schedule-III of the Companies Act, 2013.

b. Use of Estimates

The presentations of financial statements is in conformity with the generally accepted accounting principles which requires estimates and assumptions to be made that affect the reportable amount of assets and liabilities on the date of financial statements and the reportable amount of revenue and expenses during the reporting period. Differences between the actual results and estimates are recognised in the year in which the results are known / materialized.

c. Revenue Recognition

Revenue is recognized on accrual basis in accordance with Accounting Standard (AS-9) "Revenue recognition".

Interest Income is accrued on time proportion basis and recognised only if in the opinion of Management realisation is certain. Profit and loss on sale of investment is recognised on contract date. Dividend income is recognised when right to receive dividend is established.

d. Fixed Assets & Depreciation

Fixed Assets are stated at cost of acquisition, construction less accumulated depreciation. The cost comprises of purchase price and any other directly attributable cost of bringing the assets to working condition for its intended use. Depreciation on assets have been provided on pro-rata basis, for the period of use, on written down value method up to 31.03.2014, Depreciation is calculated at the rates prescribed under schedule XIV to the Companies Act, 1956. From 1.04.2014 depreciation is calculated by allocating the depreciable amount of each assets of its estimated useful life. Depreciation amount of asset is the cost of assets / W.D.V.as on 1.04.2014 less its residual value. Useful life on an asset is taking as prescribed under Schedule II of the Companies Act, 2013.

e. Investments

Long Term Investments are classified into Non current investments and others are classified as current Investment current. Long-term investments are valued at their acquisition cost. Current investments are stated at lower of cost and fair market value. The provision for any diminution in the value of Non current investments is made only if such a decline is other than temporary in the opinion of the management.

f. Inventories

Inventories are valued at lower of cost or net realisable value.

g. Employees Benefits

All employee benefits like salary, bonus, ex-gratia & others accruing & payable within the reporting accounting period are classified as Short Period and recognised on accrual basis.

Retirement benefits for Leave Encashment & Gratuity to employees are insignificant and un-funded Long-Term Term Liability classified as Non-Current. Gratuity payable to an employee is equal to 15 days salary for every completed year of service calculated as per Payment of Gratuity Act, 1972. Leave encashment liability is calculated for the period fixed by Company policy for which daily salary is arrived by dividing the salary last drawn. The liability for retirement benefits are restated on Balance Sheet date and difference with the opening balance is charged in the Profit & Loss Accounts.

h. Taxes on Income

Current Tax:

Provision for Taxation is ascertained on the basis of assessable profit computed in accordance with the provisions of Income Tax Act, 1961 & tax advices, wherever considered necessary.

Deferred Tax:

Deferred Tax is recognised, subject to the consideration of prudence, as the tax effect of timing difference between the taxable income & accounting income computed for the current accounting year and reversal of earlier years' timing difference.

Deferred Tax Assets are recognised and carried forward to the extent that there is virtual certainty, that sufficient future taxable income will be available against which such deferred tax assets can be realised.

i. Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised only when there is reliable estimate of present obligation as a result of past events. Contingent Liabilities are disclosed by way of Notes on accounts. Contingent Provision against Standard Assets is accounted as per RBI directive on standard assets. Contingent Assets are neither accounted nor disclosed in the financial statements due to uncertainty of their realisation.

j. Event occurring after the Balance Sheet Date

Event occurring after the Balance Sheet Date and till the date on which the Financial Statement are approved, which are material in nature and indicate the need for adjustments in the financial statement are considered.

k. Impairment of Assets

At each Balance Sheet Date, the Company assesses whether there is any indication that an assets has impaired. If any such indication exists, the Company estimates the recoverable amount. If the carrying amount of the assets exceeds its recoverable amount, an impairment loss is recognized in the Profit and Loss Account to the extent the carrying amount exceeds recoverable amount.

According to Management estimation the recoverable amount of the fixed assets is not less than its carrying amount as on the Balance Sheet date, hence no impairment provision is required this year.

l. Borrowing Costs

Borrowing cost attributable to acquisition of qualifying assets till date of acquisition is capitalised as part of cost of such assets. All other borrowing costs are classified as revenue expense

m. Earning Per Share

Basic earning per share is calculated by dividing net profit available for distribution to Equity shareholder by weighted Average Number of equity shares outstanding during the year.

Diluted earning per share is calculated by dividing net profit available for distribution to Equity shareholder by weighted Average Number of Potential equity shares outstanding during the year arrived at giving effect to all dilutive options.

n. Research and Developments

Revenue Expenditure on Research & Development is charged in the Statement of Profit & Loss of the year in which it is incurred. Capital Expenditure on Research & Development is capitalised with the cost of asset for which it is incurred.

Schedule to the Balance Sheet of a non-deposit taking non-banking financial company
 [as required in terms of paragraph 13 of Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015]
 (Rupees)

Particulars			
(1)	Liabilities side:		
	Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:	Amount Outstanding	Amount Overdue
	(a) Debentures		
	Secured	-	-
	Unsecured (other than falling within the meaning of public deposits*)	-	-
	(b) Deferred Credits	-	-
	(c) Term Loans	-	-
	(d) Inter-corporate loans and borrowing	235,121,654	-
	(e) Commercial Paper	-	-
	(h) Other Loans (specify nature) * Please see note 1 below	-	-
	Assets side:		
		Amount Outstanding	
(2)	1. Break-up of Loans and Advances including bill receivable (other-than those included in (4) below):		
	(a) Secured		-
	(b) Unsecured		1,043,551,814
(3)	Break-up of Leased Assets and stock on hire and other assets counting towards AFC activities		
	(i) Lease assets including lease rentals under sundry Debtors :		
	(a) Financial Lease		-
	(b) Operating Lease		-
	(ii) Stock on hire including hire charges under sundry debtors:		
	(a) Assets on hire		-
	(b) Repossessed Assets		-
	(iii) Hypothecation loans counting towards EL/HP activities		
	(a) Loans where assets have been re-possessed		-
	(b) Loans other than (a) above		-

Sudha Apparels Limited

(4)	Break-up of Investments:	
	<p>Current Investments:</p> <p>1. Quoted:</p> <p style="padding-left: 20px;">i. Shares: (a) Equity -</p> <p style="padding-left: 40px;">(b) Preference -</p> <p style="padding-left: 20px;">ii. Debentures and Bonds -</p> <p style="padding-left: 20px;">iii. Units of mutual funds -</p> <p style="padding-left: 20px;">iv. Government Securities -</p> <p style="padding-left: 20px;">v. Others (please specify) -</p>	
	<p>2. Unquoted:</p> <p style="padding-left: 20px;">i. Shares: (a) Equity -</p> <p style="padding-left: 40px;">(b) Preference -</p> <p style="padding-left: 20px;">ii. Debentures and Bonds -</p> <p style="padding-left: 20px;">iii. Units of mutual funds -</p> <p style="padding-left: 20px;">iv. Government Securities -</p> <p style="padding-left: 20px;">v. Others (please specify) -</p>	
	<p>Long Term Investments:</p> <p>1. Quoted:</p> <p style="padding-left: 20px;">i. Shares: (a) Equity 904,624,325</p> <p style="padding-left: 40px;">(b) Preference -</p>	
	<p style="padding-left: 20px;">ii. Debentures and Bonds -</p> <p style="padding-left: 20px;">iii. Units of mutual funds -</p> <p style="padding-left: 20px;">iv. Government Securities -</p> <p style="padding-left: 20px;">v. Others (please specify) -</p>	
	<p>2. Unquoted:</p> <p style="padding-left: 20px;">i. Shares: (a) Equity 57,456,833</p> <p style="padding-left: 40px;">(b) Preference 155,000,000</p> <p style="padding-left: 20px;">ii. Debentures and Bonds 79,965,000</p> <p style="padding-left: 20px;">iii. Units of mutual funds -</p> <p style="padding-left: 20px;">iv. Government Securities -</p> <p style="padding-left: 20px;">v. Others (please specify) -</p>	
(5)	Borrower group-wise classification of assets financed as in (2) and (3) above: Please see note 2 below	
	Category	Amount of net of provisions
	1. Related Parties**	Secured Unsecured Total
	(a) Subsidiaries	- - -
	(b) Companies in the same group	- - -
	(c) Other related parties	- - -
	2. Other than related parties	- - -
	Total	- - -
(6)	Investors group-wise classifications of all Investments (current and long term) in shares and securities (both quoted and unquoted): Please see note 3 below	

Sudha Apparels Limited

	Category	Market Value / Break-up or Fair Value or NAV	Book Value (Net of Provisions)
	1. Related Parties**		
	(a) Subsidiaries	-	-
	(b) Companies in the same group	-	-
	(c) Other related parties	-	-
	2, Other than related parties	1,555,138,944	1,197,046,158
	Total	1,555,138,944	1,197,046,158

** As per Accounting Standard of ICAI (Please see Note 3)

(7)	Other Information	Amount
	Particulars	
	(i) Gross Non-Performing Assets	
	(a) Related parties	-
	(b) Other then related parties	19,285,444
	Net Non-Performing Assets	
	(a) Related parties	-
	(b) Other then related parties	11,013,559
	(iii) Assets acquired in satisfaction of debts	-

SUDHA APPARELS LIMITED

NOTES ON ACCOUNTS FORMING PART OF THE AUDITED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 ST MARCH, 2016

NOTES - 2 : SHARE CAPITAL

	As At 31.03.2016 Rupees	As At 31.03.2015 Rupees
Authorised		
1,000,000 Equity shares of Rs. 10 each	10,000,000	10,000,000
	10,000,000	10,000,000
Issued, Subscribed and Paid up		
Equity Capital		
727,012 Equity Shares of Rs.10 each fully paid up	7,270,120	7,270,120
	7,270,120	7,270,120

- a) Of the above Shares 527,012 Equity Shares were allotted as fully paid up pursuant to scheme of amalgamation without payment being received in cash
- b) Reconciliation of Shares Outstanding at the beginning and end of the year

SHARE CAPITAL

Equity Shares of Rs. 10 each fully paid up

Particulars	As at 31.03.2016		As at 31.03.2015	
	Nos.	Rupees	Nos.	Rupees
At the beginning of Year	727,012	7,270,120	727,012	7,270,120
Add - Addition during the Year	-	-	-	-
Less - Reduction during the Year	-	-	-	-
At the end of the Year	727,012	7,270,120	727,012	7,270,120

- c) Equity shares holders have right to receive dividend proposed by the Board of Directors, subject to approval of shareholders at the General Meeting.
- d) Equity shareholders have no right to repayment of capital except, distribution of surplus assets on liquidation.
- e) List of persons holding more than 5% equity shares of Rs 10/- each of the company:

Name of Share-Holders	As at 31.03.2016		As at 31.03.2015	
	Nos	%	Nos	%
1. Jindal Global Finance & Investment Ltd	107,416	14.77	107,416	14.77
2. Flakt Dealcom Ltd.	35,761	4.92	35,761	4.92
3. Pushpanjali Investrade Pvt Ltd.	70,000	9.63	70,000	9.63
4 Dharam Pal Jindal	69,900	9.61	69,900	9.61
5. Savita Jindal	106,662	14.67	106,662	14.67
6. Saket Jindal	70,000	9.63	70,000	9.63
7. Raghav Jindal	145,123	19.96	145,123	19.96

SUDHA APPARELS LIMITED

Notes forming part of the Financial Statements

NOTES - 3 : RESERVE & SURPLUS

Particulars	As At 31.03.16 Rupees	As At 31.03.15 Rupees
3.1 Capital Reserve		
As per last Balance Sheet	51,581,498	51,581,498
3.2 Other Reserves		
a) General Reserve		
As per last Balance Sheet	82,746,597	82,746,597
Add : Addition during the year	-	-
	<u>82,746,597</u>	<u>82,746,597</u>
b) Statutory Reserve		
As per last Balance Sheet	482,108,859	482,108,859
Add : Addition during the year	-	-
	<u>482,108,859</u>	<u>482,108,859</u>
3.3 Surplus in Statement of Profit & Loss A/c		
As per last Balance sheet	1,699,122,589	1,893,480,197
Profit/(Loss) during the Year	(37,098,535)	(194,357,608)
Less - Transfer to Statutory Reserve	-	-
	<u>(37,098,535)</u>	<u>(194,357,608)</u>
Less - Transfer to General Reserve	-	-
Current Year Surplus/(Deficit)	<u>(37,098,535)</u>	<u>(194,357,608)</u>
Closing Surplus/(Deficit)	<u>1,662,024,054</u>	<u>1,699,122,589</u>
Total	<u>2,278,461,008</u>	<u>2,315,559,543</u>

NOTES - 4 : NON - CURRENT LIABILITIES

4.1 Other Long Term Liabilities		
Others- Security Deposit	57,802,563	57,802,563
4.2 Long- Term Provisions		
For Employees Benefits	1,245,762	986,702
	<u>59,048,325</u>	<u>58,789,265</u>

NOTES - 5 : CURRENT LIABILITIES

5.1 Short -Term Borrowings (Unsecured)		
Loans From Related Parties, Repayable on Demand	235,121,654	195,792,691
5.2 Other Current Liabilities		
Liabilities for Expenses	2,545,938	609,487
Liabilities for Statutory Dues	917,207	23,131
5.3 Short Term Provisions		
5.3A Contingent Provision for Standard Assets		
Opening Balance	1,999,842	1,207,248
Addition during the year	308,595	792,594
	<u>2,308,437</u>	<u>1,999,842</u>
5.3B Provision for Diminution in value of Investment		
Opening Balance	401,019,979	82,096,757
Addition during the year	145,165,460	318,923,222
	<u>546,185,439</u>	<u>401,019,979</u>

The above provision is made @ 0 - 25% of Standard Assets on the reporting date as per RBI guidelines applicable to NBFC.

5.3C Provision for Non Performing Assets		
Opening Balance	704,816	21,382,469
Addition / (Adjusted) during the year	7,567,069	(20,677,653)
	<u>8,271,885</u>	<u>704,816</u>
	<u>556,765,761</u>	<u>403,724,637</u>
Total Current Liabilities	<u>803,622,445</u>	<u>600,854,762</u>

SUDHA APPARELS LIMITED

NOTE : 6 FIXED ASSETS

TANGIBLE ASSETS

DESCRIPTION	GROSS BLOCK (AT COST)			DEPRECIATION			NET BLOCK			
	AS AT 01.04.2015	ADDITIONS	SALES/ ADJUSTMENTS	AS AT 31.03.2016	UPTO 31.03.2015	FOR THE YEAR	SALES/ ADJUSTMENTS	UPTO 31.03.2016	AS AT 31.03.2016	AS AT 31.03.2015
Land - Gurgaon	31,768,200	-	-	31,768,200	-	-	-	-	31,768,200	31,768,200
Land - Hissar	93,098,426	2,492,487	-	95,590,913	-	-	-	-	95,590,913	93,098,426
Land - Kolkata	214,396,852	-	-	214,396,852	-	-	-	-	214,396,852	214,396,852
Building - Gurgaon	56,904,410	-	-	56,904,410	22,891,149	1,646,242	-	24,537,391	32,367,019	34,013,261
Building - Rented Mall	592,145,673	-	-	592,145,673	120,649,374	23,150,468	-	143,799,842	448,345,831	471,496,299
Building - Kolkata	6,305,558	-	-	6,305,558	1,281,581	246,677	-	1,528,258	4,777,300	5,023,977
Lift	3,363,486	-	-	3,363,486	3,195,312	-	-	3,195,312	168,174	168,174
Office Equipments	59,924	-	-	59,924	56,932	-	-	56,932	2,992	2,992
Computer	-	44,185	-	44,185	-	11,895	-	11,895	32,290	-
Solar Power Panel	-	2,018,050	-	2,018,050	-	18,333	-	18,333	1,999,717	-
Furniture & Fixtures	46,016	-	-	46,016	43,715	-	-	43,715	2,301	2,301
Total	998,088,545	4,554,722	-	1,002,643,267	148,118,063	25,073,615	-	173,191,678	829,451,589	849,970,482
Previous Year	989,452,425	8,636,120	-	998,088,545	121,491,501	26,626,562	-	148,118,063	849,970,482	-

Notes forming part of the Financial Statements

NOTES - 7 : NON - CURRENT INVESTMENTS (Fully paid up unless otherwise specified)	As At 31.03.2016		As At 31.03.2015	
	Numbers	Rupees	Numbers	Rupees
NON - TRADE				
i) Quoted				
Equity Shares				
Rs. 5 each of Jindal Drilling & Industries Limited	5,335,000	439,202,514	5,335,000	439,202,514
Rs. 10 each of Haryana Capfin Limited	1,014,322	43,479,630	1,014,322	43,479,630
Rs. 10 each of Parsvnath Developers Limited	1,000	48,827	1,000	48,827
Rs. 10 each of Videocon Industries Limited	100	17,441	100	17,441
Rs. 10 each of Electrosteel Steels Limited	9,164,842	57,821,656	9,164,842	57,821,656
Rs. 10 each of GOL Offshore Limited	1,500	622,765	1,500	622,765
Rs. 10 each of Uttam Value Steel Limited	59,944	965,552	59,944	965,552
Rs. 10 each of Monnet Ispat & Energy Limited	618,483	347,721,746	618,483	347,721,746
Rs. 5 each of Welspun Corporation Limited	2,800	164,364	2,800	164,364
Rs. 2 each of Aban Offshore Limited	100	47,233	100	47,233
Rs. 10 each of Hindustan Oil Exploration Co. Limited	2,000	470,786	2,000	470,786
Rs. 10 each of Selan Exploration Technology Limited	1,100	435,456	1,100	435,456
Rs. 1 each of Jindal Steel & Power Limited	18,466	9,873,849	18,466	9,873,849
Rs. 10 each of SVOGL Oil Gas And Energy Limited	1,500	604,728	1,500	604,728
Rs. 10 each of Hexa Tradex Limited	2,600	95,156	2,600	95,156
Rs. 10 each of IDBI Bank Limited	3,000	358,085	3,000	358,085
Rs. 2 each of Jindal Saw Limited	6,000	758,939	6,000	758,939
Rs. 1 each of NMDC Limited	5,000	1,177,641	5,000	1,177,641
Rs. 10 each of Oil India Limited	875	444,373	875	444,373
Rs. 1 each of Vedanta Limited	300	82,081	300	82,081
Rs. 10 each of Welspun Enterprises Limited	1,680	231,503	140	231,503
ii) Un - Quoted				
a) Equity Shares				
Rs. 10 each of Crishpark Vincom Limited	81,600	818,020	81,600	818,020
Rs. 10 each of Dytop Commodore Limited	85,700	861,240	85,700	861,240
Rs. 10 each of Jindal Global Finance & Investment Limited	700,100	2,748,505	700,100	2,748,505
Rs. 10 each of Jindal Pipes Limited	3,741,740	14,060,798	3,741,740	14,060,798
Rs. 10 each of Sparlerk Dealcomm Limited	81,000	812,000	81,000	812,000
Rs. 10 each of Whitepin Tie -Up Limited	80,000	805,000	80,000	805,000
Rs. 10 each of Jindal Pe-x Tubes Pvt. Limited	100,000	1,000,000	100,000	1,000,000
Rs. 10 each of Jindal Explodrill Limited	9,500	95,000	9,500	95,000
Rs. 10 each of Neptune Bultech Pvt. Limited	9,810	98,405	9,810	98,405
Rs. 10 each of Sigma Infrastructure Pvt. Limited	9,800	98,415	9,800	98,415
Rs. 10 each of Kushagra Infrastructure Pvt. Limited	1,195,000	36,059,450	1,195,000	36,059,450
b) Preference Shares				
Rs. 10 each of Global Jindal Fininvest Limited	250,000	25,000,000	250,000	25,000,000
Rs. 10 each of Crishpark Vincom Limited	775,000	120,000,000	775,000	120,000,000
Rs. 10 each of Jindal Global Finance & Investment Limited	200,000	10,000,000	200,000	10,000,000
c) Bonds- Tax Free				
Indian Railway Finance Corporation Limited	25,000	25,055,000	-	-
Power Finance Corporation Limited	50	54,910,000	-	-
c) NCD's				
Antarctica Properties Co. Limited	-	-	8	40,000,000
		1,197,046,158		1,157,081,158
Aggregate Value of Unquoted Investments		212,456,833		212,456,833
Aggregate Value of Quoted Investments		904,624,325		904,624,325
Market Value of Quoted Investments		790,176,668		975,296,132

Notes

All investment in shares of Private Limited Companies are subject to restrictions on transfer of shares as contained in the Articles of Association of respective company

All investment in Preference Shares are optionally convertible as per terms of issue and redeemable after 3 years but before 7 years from date of allotment. These shares carry preferential right of cumulative dividend @ 12% per annum from date of allotment

SUDHA APPARELS LIMITED

Notes forming part of the Financial Statements

	<u>As At 31.03.2016 Rupees</u>	<u>As At 31.03.2015 Rupees</u>
<u>NOTE - 8 : LONG TERM LOANS & ADVANCES</u>		
(Unsecured, Considered good)		
8.1 Capital Advances	110,625,995	119,828,187
8.2 Security Deposit	589,070	589,070
	<u>111,215,065</u>	<u>120,417,257</u>
<u>NOTES - 9 : CURRENT ASSETS</u>		
9.1 <u>INVENTORIES</u>		
Stock in Trade - Mutual Fund Units	-	29,649,988
	-	<u>29,649,988</u>
9.2 <u>TRADE RECEIVABLES</u>		
(Unsecured, Considered good)		
Outstanding for a period exceeding six months	-	-
Other Receivable	43,584,104	19,091,839
	<u>43,584,104</u>	<u>19,091,839</u>
9.3 <u>CASH AND CASH EQUIVALENTS</u>		
Cash on hand	17,771	62,559
Balances with Banks		
- In Current Accounts	1,764,035	732,663
	<u>1,781,806</u>	<u>795,222</u>
9.4 <u>SHORT TERM LOANS AND ADVANCES (Unsecured)</u>		
Loans to Bodies Corporates		
(Considered, Good)		
Other then related parties	812,748,845	680,108,544
(Considered, Doubtful)		
Related Parties	7,048,156	7,048,156
Others	12,237,288	-
Other Short-Term Advances	100,891,530	100,250,773
Advance Income Tax	20,570,672	11,883,768
(Net of Provision Rs.258,789,161/-, Previous Year Rs. 213,789,161/-)		
	<u>953,496,491</u>	<u>799,291,241</u>
9.5 <u>OTHER CURRENT ASSETS</u>		
Prepaid Expenses	233,626	106,207
Interest Receivable	3,313,674	5,365,480
Dividend Receivable	7,500	-
	<u>3,554,800</u>	<u>5,471,687</u>
Total Current Assets	<u>1,002,417,201</u>	<u>854,299,977</u>

In the opinion of Board and to the best of their knowledge and belief, the value on realisation of above current assets would, in ordinary course of business, be not less than the amount at which they are stated.

SUDHA APPARELS LIMITED

Notes forming part of the Financial Statements	Year ended 31.03.2016 Rupees	Year ended 31.03.2015 Rupees
NOTES - 10 : INCOME		
10.1 REVENUE FROM OPERATIONS		
Sale of Mutual Fund Units	143,276,728	127,339,099
Dividend - on Non current Investment	14,420,275	7,884,995
Interest (TDS Rs. 5,338,869/-, Previous Year Rs.4,244,838/-)	53,909,898	41,877,439
Total Revenue from operations	<u>211,606,901</u>	<u>177,101,533</u>
10.2 OTHER OPERATING INCOME		
Rent (TDS Rs. 12,901,356/-, Previous Year Rs.12,673,807/-)	129,145,572	126,776,954
Other Income		
Profit on Transfer of rights in Land property	3,035,131	-
Liabilities Written Back	41,110	-
Total other Income	<u>132,221,813</u>	<u>126,776,954</u>
Total Income	<u>343,828,714</u>	<u>303,878,487</u>
NOTE - 11 : EXPENSES		
11.1 Purchases of Stock in Trade		
Item - Mutual Fund Units	112,300,000	107,800,000
11.2 Decrease/(Increase) in Stock in Trade		
Item - Mutual Fund Units		
Opening Stock	29,649,988	47,507,925
Less - Closing Stock	-	29,649,988
Decrease/(Increase) in Stock in Trade	<u>29,649,988</u>	<u>17,857,937</u>
11.3 EMPLOYEES' BENEFIT EXPENSES		
Salaries & Other Allowances	3,410,400	3,507,642
Staff Welfare Expenses	44,553	53,416
	<u>3,454,953</u>	<u>3,561,058</u>
11.4 INTEREST & FINANCE COSTS		
Interest on Unsecured Short Term Loan	9,030,961	102,990
Bank Charges	55,860	22,281
	<u>9,086,821</u>	<u>125,271</u>
11.5 OTHER EXPENSES		
D.P. Charges	3,075	2,809
Rent	195,000	195,000
Rates & Taxes	6,050	5,960
Postage & Telephone	68,390	37,966
Printing & Stationery	7,748	6,515
Fee & Subscription	33,490	29,798
Travelling & Conveyance	420,789	323,297
Repair & Maintenance- Others	71,559	196,652
Legal & Professional Charges	95,022	92,222
Insurance	176,002	175,840
CSR Expenses	1,000,000	1,000,000
Internal Audit Fee	10,000	10,000
Advertisement & Publicity	28,767	51,250
Auditors' Remuneration .		
- Audit Fee	85,875	39,326
- Tax Audit Fee	6,840	6,741
- Certification / others services	46,740	24,718
Miscellaneous Expenses	65,401	29,010
Total	<u>2,320,748</u>	<u>2,227,104</u>

SUDHA APPARELS LIMITED

Notes forming part of the Financial Statements	Year ended 31.03.2016 Rupees	Year ended 31.03.2015 Rupees
NOTE : 12 - Earning Per Share		
Net Profit /(Loss) after Tax	(37,098,535)	(194,357,608)
Total Number of Equity Shares	727,012	727,012
Earning Per Equity -Share Basic & Diluted	(51.03)	(267.34)
NOTE : 13 - DEFERRED TAX ASSETS/(LIABILITIES)		
For Depreciation of Fixed Assets	21,194,190	12,890,195
For Expenses Allowable on Payment	404,187	320,135
For Unabsorbed Capital Losses	23,328,920	23,328,920
Total Deferred Tax Asset/(Liability) on Balance Sheet Date	44,927,297	36,539,250
Less Opening Balance	36,539,250	27,915,806
Deferred Tax Income/(Expense) for the year	8,388,047	8,623,444

In view of uncertainty of realisation ; the above Deferred Tax Assets/Income has not been recognised in the Financial Statements.

NOTE : 14 - RELATED PARTY DISCLOSURE

a) Name of Key Managerial Person

Mr. M.R. Garg - Wholetime Director
Mr. Arup Kumar Mitra - CFO
Mr. Rajesh Gupta - Company Secretary

(b) Enterprise where control exists

Subsidiary
Crishpark Vincom Limited (54%)

c) Other Related Parties with whom Transactions have taken place during the Year

Associate Company
Kushagra Infrastructure Pvt. Limited

Other Related Concern/Party
Sigma Infrastructure Pvt. Limited
Smt. Savita Jindal(Director)

Transactions with Related Party during the year		
Loan to subsidiary(closing balance)	108,979,373	215,146,287
Loan to Associate Company (closing balance)	7,048,156	7,048,156
Loan to Other Related Concern(closing balance)	13,727,715	46,821,926
Payment for Other Services to Related Party		
Associate Party (Smt. Savita Jindal)	70,655	70,655
Rent Paid to Related Parties		
Associate Party (Smt. Savita Jindal)	195,000	195,000
Managerial Remuneration - Mr. M.R. Garg - Wholetime Director	967,488	731,849
Balance Payable by the Company to Related Party		
Associate Party (Smt. Savita Jindal)	14,486	29,139
Interest income from Subsidiary, Associate & Other related party	17,333,989	4,429,222

NOTE - 15 CONTINGENT LIABILITIES NOT ACCOUNTED FOR

15.1 Income Tax Demand under Appeal		
A.Y. 2009-2010 F.Y. 2008-2009	453,410	453,410
A.Y. 2010-2011 F.Y. 2009-2010	7,480	7,480
A.Y. 2011-2012 F.Y. 2010-2011	34,016,030	34,016,030
A.Y. 2012-2013 F.Y. 2011-2012	23,142,590	23,142,590
A.Y. 2013-2014 F.Y. 2012-2013	380,280	-
	57,999,790	57,619,510
Less - Tax Deposited	18,834,116	-
Net Unpaid Amount (A.Y- 2009-10, 2010-11, 2011-12, 2012- 13 & 2013-14)	39,165,674	57,619,510
15.2 In respect of Bank Guarantee issued by Indusind Bank Limited (previously by Kotak Mahindra Bank Limited)in favour of New Town Electric Supply Company Limited	13,684,350	13,684,350

Notes forming part of the Financial Statements

15.3 SERVICE TAX LIABILITY

The Company has not provided for its Service Tax liability on "Renting of Immovable Property" to some tenants for the period from October, 2010 to September, 2011 amounting to Rs. 76,35,432/- which has been disputed by these tenants through their association before Hon'ble Supreme Court, of which 50% of the arrear dues amounting to Rs. 38,17,716/- has been directly deposited by these tenants with the Service Tax Authority under the direction from the Apex Court and for the balance 50% of Service Tax dues, the final adjudication of the Apex Court is awaited. The Company, however, holds written commitment from such tenants for reimbursement of all liabilities arising due to non-payment of Service Tax by the Company.

NOTE:- 16 NOTES ON CAPITAL ADVANCE

Capital Advances of Rs. 110,625,995/- (Previous Year Rs. 119,828,187/-) under Note no. - 8 represent advances made to various parties (Local/Agriculturist) for purchases of various plots of land at different locations in the state of Maharashtra on behalf of the Company for investment purpose. Although the company holds original title deeds in respect of all such land purchased by these parties & taken possession of the land properties, the final conveyance in favour of company is pending due to restrictions imposed by the local authorities. Suitable appropriation of such capital advances would be made upon execution of conveyance deeds/settlement of accounts with all these parties upon disposal of the same.

NOTE:- 17 SEGMENT REPORTING

The Company has this year identified two reportable primary Business Segment on the basis of risk & return involved which are financing & Investment and Renting of Property.

Segment Revenue, Results & other information

Particulars	Rupees (in lac)			
	Finance & Investment	Renting of Property	Others	Total
Income from operations	69,656,913	-	-	69,656,913
	(51,443,596)	(-)	(-)	(51,443,596)
Other operating Income	-	129,145,572	-	129,145,572
	(-)	(126,776,954)	(-)	(126,776,954)
Segment Results	69,656,913	129,145,572	-	198,802,485
	(51,443,596)	(126,776,954)	(-)	(178,220,550)
Finance cost	9,086,821	-	-	9,086,821
	(124,132)	(1,139)	(-)	(125,271)
Other expenditure	6,114,524	25,043,387	-	31,157,911
	(6,463,745)	(26,743,573)	(-)	(33,207,318)
Profit / (Loss) before Tax	54,455,568	104,102,185	-	158,557,753
	(44,905,964)	(100,032,242)	(-)	(144,887,961)
Segment Assets	2,361,167,733	775,407,480	-	3,136,575,213
	(2,200,444,792)	(781,324,082)	(-)	(2,981,768,874)
Segment Liability	796,596,322	57,802,563	-	854,398,885
	(601,136,648)	(57,802,563)	(-)	(658,939,211)
Capital employed	1,564,571,411	717,604,917	-	2,282,176,328
	(1,599,308,144)	(723,521,519)	(-)	(2,322,829,663)

SUDHA APPARELS LIMITED

Notes forming part of the Financial Statements

NOTE - 18 RESERVE BANK OF INDIA REGISTERED NON BANKING FINANCE COMPANY

The company is registered with Reserve Bank of India as Non Banking Finance Company Vide Registration No - 0.5.02275 dtd 16.05.1998 and has been complying with prudential Norms prescribed by RBI.

Additional particulars as required in terms of paragraph 13 of Non Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding Companies) Prudential Norms (Reserve bank) Directions, 2015 separately attached as Annexure - 1.

NOTE - 19

In terms of provisions contained under Section - 135 of the Companies Act, 2013, the Company has constituted a Corporate Social Responsibility (CSR) Committee. The primary function of the committee is to assist the Board of Directors in formulating a CSR policy and review the implementation and progress of the same from time to time. Gross amount required to be spent by the company during the year was Rs.24,15,000/-. The expenses incurred towards CSR activities during this year amounting to Rs. 10,00,000/- has been charged to the Statement of Profit & Loss.

NOTE - 20 MANAGERIAL REMUNERATION PAID DURING THE YEAR

Details of Managerial Remuneration

Salaries & Allowances	967,488	731,849
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NOTE - 21

Previous years figures have been regrouped / rearranged where ever necessary.

The Accompanying Notes form an integral part of the Financial Statements.

As per our report of even date attached

For KHANDELWAL PRAJAPATI & CO.
Chartered Accountants
Firm Registration No. 313154E

For & on Behalf of the Board

V.N. Khandelwal
Partner
Membership No. 52862

M.R. Garg
Whole-time Director
DIN - 00449709

Savita Jindal
Director
DIN - 00449740

Place Kolkata
Dated 30-05-2016

Rajesh Gupta
Company Secretary

Arup Kumar Mitra
CFO



**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS
OF
M/S. SUDHA APPARELS LIMITED**

Report on the Consolidated Financial Statements

1. We have audited the accompanying consolidated financial statements of **M/s. SUDHA APPARELS LIMITED** (hereinafter referred to as "the holding Company") and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group") and its associate comprising of the Consolidated Balance Sheet as at 31st March, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the consolidated Financial Statements

2. The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its associate 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. The respective Board of Directors of the Companies included in the Group and of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities, the selection and application of appropriate accounting policies, making judgements and estimates that are reasonable and prudent, and the 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.
While conducting the 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.
4. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

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5. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statement that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.
6. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in other matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

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

OTHER MATTER

8. We did not audit the financial statements of the Associate Company in which the share of Loss of the Group up to 31.03.2016 is Rs.7,33,173/-. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated Financial Statements, in so far as it relates to the amount and disclosures included in respect of the Associate company is based solely on the report of other auditors.
9. Our opinion on the consolidated financial statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditor.

10. Report on other Legal and Regulatory Requirements.

11. As required by Section 143(3) of the Act, we report, to the extent applicable, 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 purpose of our audit of the aforesaid consolidated financial statements.

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KHANDELWAL PRAJAPATI & CO.
Chartered Accountants

8, Ganesh Chandra Avenue
5th Floor, Room No. 33
Kolkata – 700 013
Phone – 2236 – 4634
2234 – 5110
E-mail – kpcaco@gmail.com



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- b) In our opinion, proper books of accounts as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the report of the other auditors.
- c) The Consolidated Balance Sheet, the consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors of the Holding Company and its subsidiary company as on 31st March, 2016 taken on record by the respective Board of Directors of these Companies and the reports of the statutory auditors of its associate company none of the directors of the Group companies and its associate company is disqualified as on 31st 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 Group and its associates and the operating effectiveness of such controls, refer to our separate report in "Annexure – A".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
- The Consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associates in accordance with the generally accepted accounting practice – (refer Note 15 to the consolidated financial statements).
 - Provision amounting to **Rs.905,124,623/-** as on 31st March, 2016 has been made in the consolidated financial statements, as required under the applicable laws or accounting standards, for material foreseeable losses, on long term contracts including derivative contracts.
 - There has been no amounts required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its subsidiary company and associate company as on 31st March, 2016.

For KHANDELWAL PRAJAPATI & CO.
Chartered Accountants,
Firm Registration No. 313154E

PLACE : KOLKATA
DATED : 30/05/2016

(V. N. KHANDELWAL)
Partner
Membership No. - 052862



Annexure A to the Auditors Report

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

In conjunction with our audit of the consolidated financial statements of the company as of and for the year ended March 31, 2016, we have audited the internal financial controls over financial reporting of Sudha Apparels Limited (hereinafter referred to as "the Holding Company") and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group") and its associate incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls.

The respective Board of Directors of the Holding Company, its subsidiary and its associate all incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by these entities, 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. 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 the 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 ("the Act").

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding 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 as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated 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 Group's and its associates, incorporated in India, internal financial control 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 authorizations of management and directors of the company and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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KHANDELWAL PRAJAPATI & CO.
Chartered Accountants



8, Ganesh Chandra Avenue
5th Floor, Room No. 33
Kolkata - 700 013
Phone - 2236 - 4634
2234 - 5110
E-mail - kpeaco@gmail.com

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, to the best of our information and according to the explanations given to us the Holding Company, its subsidiaries and its associates which are incorporate in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March, 31, 2016, based on the internal control over financial reporting criteria established by these entities, 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.

Other Matters

Our aforesaid reports under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to the associate is based on the corresponding report of the auditor of such Company.

PLACE : KOLKATA

DATED : 30/05/2016

For KHANDELWAL PRAJAPATI & CO.
Chartered Accountants.
Firm Registration No. 313154E

(V. N. KHANDELWAL)
Partner
Membership No. - 052862

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016

Particulars	NOTES	As At 31.03.2016 Rupees	As At 31.03.2016 Rupees
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	7,270,120	7,270,120
Minority Interest		(77,166,497)	(350,383)
Reserves and Surplus	3	2,008,647,420	2,193,690,483
		<u>1,938,751,043</u>	<u>2,200,610,220</u>
Non-Current Liabilities			
Other Long Term Liabilities			
Others - Security Deposits	4.1	57,802,563	57,802,563
Long-Term Provisions	4.2	1,245,762	986,702
		<u>59,048,325</u>	<u>58,789,265</u>
Current Liabilities - Unsecured			
Short-Term Borrowings	5.1	826,556,621	644,130,727
Other Current Liabilities	5.2	8,094,507	3,369,423
Short-Term Provisions	5.3	915,704,945	577,509,042
Total Current Liabilities		<u>1,750,356,073</u>	<u>1,225,009,192</u>
Total Equity & Liabilities		<u>3,748,165,441</u>	<u>3,484,408,677</u>
ASSETS			
Non-Current Assets			
i. Fixed Assets - Tangible Assets			
- Fixed assets	6	848,520,004	870,268,750
ii. Non-Current Investments			
	7	1,984,926,731	1,944,587,221
iii. Long Term Loans & Advances			
	8	11,284,945	120,497,137
		<u>2,844,741,680</u>	<u>2,935,353,108</u>
Current Assets			
Inventories	9.1	-	29,649,988
Trade Receivable	9.2	43,584,104	24,457,319
Cash and Cash Equivalents	9.3	2,074,456	1,076,618
Short-Term Loans and Advances	9.4	854,376,183	493,869,644
Other Current Assets	9.5	3,379,018	
		<u>903,413,761</u>	<u>549,055,569</u>
Total Assets		<u>3,748,165,441</u>	<u>3,484,408,677</u>

Summary of Significant Accounting Policies followed by the Company is given in Notes -1
The Accompanying Notes are an Integral Part of Financial Statement

As per our report of even date attached

For **KHANDELWAL PRAJAPATI & CO.**
Chartered Accountants
Firm Registration No. 313154E

For & on Behalf of the Board

V.N. Khandelwal
Partner
Membership No. 52862

M.R. Garg
Whole-time Director
DIN - 00449709

Savita Jindal
Director
DIN - 00449740

Place : Kolkata
Dated : 30-05-2016

Rajesh Gupta
Company Secretary

Arup Kumar Mitra
CFO

**CONSOLIDATED STATEMENT OF PROFIT & LOSS ACCOUNT
FOR THE YEAR ENDED 31ST MARCH, 2016**

Particulars	NOTES	Year ended 31.03.2016 Rupees	Year ended 31.03.2015 Rupees
<u>INCOME</u>			
Revenue from Operations	10	208,647,788	180,709,289
Other Income	10	129,793,572	127,424,954
		<u>338,441,360</u>	<u>308,134,243</u>
<u>EXPENDITURE</u>			
Purchase of Stock in Trade	11	112,300,000	107,800,000
Decrease/(Increase) in Stock in Trade	11	29,649,988	17,857,937
Employees Benefit Expenses	11	3,454,953	3,564,202
Finance Cost	11	42,273,798	43,054,035
Depreciation / Amortization	6	26,303,488	27,992,071
Other Expenses	11	2,486,937	2,386,335
Contingent Provision against Standard Assets	5	308,595	792,300
		<u>216,787,739</u>	<u>203,446,880</u>
Profit / (Loss) before exceptional ,extraordinary items and tax		121,653,621	104,687,363
Exceptional Items			
Provision for Diminution in value of investment		330,320,239	483,797,627
Minority Interest		(76,816,114)	(69,971,591)
Share of Profit / (Loss) in Associated Enterprises		733,153	374,510
Provision for Non Performing Assets		7,557,069	(20,677,653)
Profit / (Loss) after exceptional and extraordinary items and before tax		<u>(140,150,726)</u>	<u>(288,835,530)</u>
Tax Expense - Current Tax		46,000,000	41,000,000
Profit / (Loss) from Continuing Operation		<u>(186,150,726)</u>	<u>(329,835,530)</u>
Earning Per Share (Basic/ Diluted)		(256.05)	(453.69)

Summary of Significant Accounting Policies followed by the company is given in Notes -1
The Accompanying Notes are an Integral Part of Financial Statement.

As per our report of even date attached

For KHANDELWAL PRAJAPATI & CO.
Chartered Accountants
Firm Registration No. 313154E

For & on Behalf of the Board

V.N. Khandelwal
Partner
Membership No. 52862

M.R. Garg
Whole-time Director
DIN - 00449709

Savita Jindal
Director
DIN - 00449740

Place : Kolkata
Dated : 30-05-2016

Rajesh Gupta
Company Secretary

Arup Kumar Mitra
CFO

SUDHA APPARELS LIMITED

**CONSOLIDATED CASH FLOW STATEMENT ANNEXED TO THE BALANCE SHEET
FOR THE YEAR ENDED 31ST MARCH 2016**

	Year Ended 31.03.2016 Rs.	Year Ended 31.03.2015 Rs
A. <u>Cash Flow from Operating Activities</u>		
Net Profit before tax and extraordinary items	121,653,621	104,687,363
Adjusted for:		
Depreciation	26,303,468	27,992,071
Contingent Provision for Standard Assets	308,595	792,300
Operating Profit before Working Capital Changes	148,265,684	133,471,734
Adjusted for:		
Trade & Other Receivables	(158,891,532)	(10,576,982)
Inventories	29,649,988	17,857,937
Trade Payables & Others	4,984,144	(233,217,356)
Cash Generated from operations	24,008,284	(92,464,667)
Direct taxes Paid	(54,751,704)	(57,244,172)
Cash Flow before extraordinary items	(30,743,420)	(149,708,839)
Extraordinary item	-	-
Net Cash From Operating Activities	(30,743,420)	(149,708,839)
	A	
B. <u>Cash Flow from Investing Activities</u>		
Purchase of Fixed Assets	(4,554,722)	(2,553,014)
Purchase of Investments	(39,965,000)	(6,161,108)
Net Cash from Investing Activities	(44,519,722)	(8,714,122)
	B	
C. <u>Cash Flow from Financing Activities</u>		
Proceeds / (Reduction) of Short Term Borrowings	76,258,980	153,498,105
Net Cash from Financing Activities	76,258,980	153,498,105
	C	
Net increase in Cash & Cash Equivalents (A+B+C)	995,838	(4,924,856)
Opening Balances of Cash and Cash Equivalents	1,078,618	6,003,474
Closing Balances of Cash and Cash Equivalents	2,074,456	1,078,618
Change in Cash and Cash Equivalents	995,838	(4,924,856)

As per our report of even date attached

For KHANDELWAL PRAJAPATI & CO.
Chartered Accountants
Firm Registration No. 313154E

For & on behalf of the Board

V.N. Khandelwal
Partner
Membership No. 52862

M.R. Garg
Whole-time Director
DIN - 00449709

Savita Jindal
Director
DIN - 00449740

Place : Kolkata
Dated : 30-05-2016

Rajesh Gupta
Company Secretary

Arup Kumar Mitra
CFO

SIGNIFICANT ACCOUNTING POLICIES ON CONSOLIDATED ACCOUNTS

A. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

These consolidated financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the companies act . 2013.

B. PRINCIPLES OF CONSOLIDATION

The consolidated financial statements relate to SUDHA APPARELS LIMITED ("the company") and its subsidiary company and associate. The consolidated financial statements have been prepared on the following basis.

a) The financial statements of the company and its subsidiary company are combined on a line by line basis by adding together the book values of like items of assets , liabilities, income and expenses , after fully eliminating intra-group balances and intra-group transactions in accordance with Accounting Standard(AS) 21-"consolidated financial Statement"

b) The difference between the cost of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognized in the financial statements as Goodwill or Capital Reserve, as the case may be.

c) The difference between the proceeds disposal of investment in subsidiaries and the carrying amount of its assets less liabilities as of the date of disposal is recognized in the consolidated profit and loss statement being the profit or loss on disposal of investment in subsidiary.

d) Minority interest's share of net profit of consolidated subsidiary is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the company.

e) Minority interest's share of net assets of consolidated subsidiary is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the company's shareholders.

f) Investment in Associate companies has been accounted under the equity method as per Accounting standard (As) 23-"Accounting for investment in associates in consolidated financial statements".

g) The company accounts for its share of post acquisition changes in net assets of associates, after eliminating unrealized profits and losses resulting from transactions between the company and its associates to the extent of its share, through its consolidated profit and loss statement, to the extent such change is attributable to the associates 'profit and loss statement and through its reserves for the balance based on available information.

h) The difference between the cost of investment in the associates and its share of net assets at the time of acquisition of shares in the associates is identified in the financial statement as Goodwill or capital Reserve as the case may be.

i) As far as possible, the consolidated financial statement are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the company's separate financial statements.

C. Investments other than in subsidiaries and associates have been accounted as per Accounting Standard (AS) 13 on "Accounting for Investment".

D. Other significant accounting policies

These are set out under "significant Accounting policies" as given in the company's separate standalone financial statement.

CONSOLIDATED NOTES ON ACCOUNTS FORMING PART OF THE AUDITED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 ST MARCH, 2016

NOTES - 2 : SHARE CAPITAL

	As At 31.03.2016 Rupees	As At 31.03.2015 Rupees
Authorised		
1,000,000 Equity shares of Rs. 10 each	10,000,000	10,000,000
	<u>10,000,000</u>	<u>10,000,000</u>

Issued, Subscribed and Paid up

Equity Capital		
727,012 Equity Shares of Rs.10 each fully paid up	7,270,120	7,270,120
	<u>7,270,120</u>	<u>7,270,120</u>

- a) Of the above Shares 527,012 Equity Shares were allotted as fully paid up pursuant to scheme of amalgamation without payment being received in cash
- b) Reconciliation of Shares Outstanding at the beginning and end of the year

SHARE CAPITAL

Equity Shares of Rs. 10 each fully paid up

Particulars	As at 31.03.2016		As at 31.03.2015	
	Nos	Rupees	Nos.	Rupees
At the beginning of Year	727,012	7,270,120	727,012	7,270,120
Add - Addition during the Year	-	-	-	-
Less - Reduction during the Year	-	-	-	-
At the end of the Year	727,012	7,270,120	727,012	7,270,120

- c) Equity shares holders have right to receive dividend proposed by the Board of Directors, subject to approval by shareholders at the General Meeting.
- d) Equity shareholders have no right to repayment of capital except, distribution of surplus assets on liquidation
- e) List of persons holding more than 5% equity shares of Rs 10/- each of the company:

Name of Share-Holders	As at 31.03.2016		As at 31.03.2015	
	Nos	%	Nos	%
1. Jindal Global Finance & Investment Ltd.	107,416	0.00	107,416	14.77
2. Fakt Dealcom Ltd.	38,761	0.00	38,761	4.92
3. Pushpanjali Investgrade Pvt Ltd	70,000	0.00	70,000	9.63
4. Dharam Pal Jindal	69,900	0.00	69,900	9.61
5. Savita Jindal	106,662	0.00	106,662	14.67
6. Saket Jindal	70,000	0.00	70,000	9.63
7. Raghav Jindal	145,123	0.00	145,123	19.96

SUDHA APPARELS LIMITED

Notes forming part of the Financial Statements

NOTES - 3 : RESERVE & SURPLUS		As At 31.03.16 Rupees	As At 31.03.15 Rupees
Particulars		<u> </u>	<u> </u>
3.1	<u>Capital Reserve</u>		
	As per last Balance Sheet	51,581,498	51,581,498
	On Account of Consolidation	21,866,135	21,866,135
3.2	<u>Other Reserves</u>		
	a) General Reserve		
	As per last Balance Sheet	82,746,597	82,746,597
	Add : Addition during the year	<u> </u>	<u> </u>
		82,746,597	82,746,597
	 b) Statutory Reserve		
	As per last Balance Sheet	482,108,859	482,108,859
	Add : Addition during the year	<u> </u>	<u> </u>
		482,108,859	482,108,859
3.3	<u>Surplus in Statement of Profit & Loss A/c</u>		
	As per last Balance sheet	1,555,387,394	1,893,480,197
	 <u>Profit during the Year</u>	 (36,724,025)	 (329,835,530)
	Less - Profit / (Loss) of Subsidiary	(148,319,038)	(8,257,273)
		<u> </u>	<u> </u>
		(185,043,063)	(338,092,803)
	 Less - Transfer to General Reserve		
	Current Year Surplus	<u> </u>	<u> </u>
		(185,043,063)	(338,092,803)
	 Closing Surplus/(Deficit)	<u> </u>	<u> </u>
		1,370,344,331	1,555,387,394
	 Total	<u> </u>	<u> </u>
		2,008,647,420	2,193,690,483
	NOTES - 4 : NON - CURRENT LIABILITIES		
4.1	<u>Other Long Term Liabilities</u>		
	Security Deposit	57,802,583	57,802,583
4.2	<u>Long- Term Provisions</u>		
	For Employees Benefits	1,245,762	986,702
		<u> </u>	<u> </u>
		59,048,325	58,789,285

SUDHA APPARELS LIMITED

Notes forming part of the Financial Statements

	<u>As At 31.03.16 Rupees</u>	<u>As At 31.03.15 Rupees</u>
NOTES - 5 : CURRENT LIABILITIES		
5.1 <u>Short -Term Borrowings (Unsecured)</u>		
From Bodies Corporate Repayable on Demand	826,556,621	644,130,727
5.2 <u>Other Current Liabilities</u>		
Liabilities for Expenses	2,574,700	631,656
Liabilities for Statutory Dues	917,207	23,131
Liabilities for Other Finance	<u>4,602,600</u>	<u>2,714,636</u>
	8,094,507	3,369,423
5.3 <u>Short Term Provisions</u>		
5.3A <u>Contingent Provision for Standard Assets</u>		
Opening Balance	1,999,842	1,207,542
Addition / (Adjusted) during the year	<u>308,595</u>	<u>792,300</u>
	2,308,437	1,999,842
5.3B <u>Provision for Diminution in value of Investment</u>	574,804,384	91,006,757
Addition / (Adjusted) during the year	<u>330,320,239</u>	<u>483,797,627</u>
	905,124,623	574,804,384
The above provision is made @ 0.25% of Standard Assets on the reporting date as per RBI Notification No. DNRS.222/CGM(US) -2011 dated 17th January,2011.		
5.3C <u>Provision for Non Performing Assets</u>	704,816	21,382,469
Addition / (Adjusted) during the year	<u>7,567,069</u>	<u>(20,677,653)</u>
	8,271,885	704,816
	<u>915,704,945</u>	<u>577,509,042</u>
Total Current Liabilities	<u>1,750,356,073</u>	<u>1,225,009,192</u>

SUDHA APPARELS LIMITED

NOTE : 6. FIXED ASSETS

TANGIBLE ASSETS

DESCRIPTION	GROSS BLOCK (AT COST)			DEPRECIATION			NET BLOCK			
	AS AT 01.04.2015	ADDITIONS	SALES/ ADJUSTMENTS	AS AT 31.03.2016	UPTO 31.03.2015	FOR THE YEAR	SALES/ ADJUSTMENTS	UPTO 31.03.2016	AS AT 31.03.2016	AS AT 31.03.2015
Land - Gurgaon	39,682,800	-	-	39,682,800	-	-	-	-	39,682,800	39,682,800
Land - Hissar	93,098,426	2,492,487	-	95,590,913	-	-	-	-	95,590,913	93,098,426
Land - Kolkata	214,396,852	-	-	214,396,852	-	-	-	-	214,396,852	214,396,852
Building - Gurgaon	71,496,838	-	-	71,496,838	26,099,909	2,876,095	-	27,976,004	43,520,834	46,396,929
Building - Rented Mall	592,145,673	-	-	592,145,673	120,649,374	23,150,468	-	143,799,842	446,345,831	471,496,299
Building - Kolkata	6,305,558	-	-	6,305,558	1,281,581	246,677	-	1,528,258	4,777,300	5,023,977
Lift	3,363,486	-	-	3,363,486	3,195,312	-	-	3,195,312	168,174	168,174
Office Equipments	59,924	-	-	59,924	56,932	-	-	56,932	2,992	2,992
Computer	-	44,185	-	44,185	-	11,895	-	11,895	32,290	-
Solar Power Panel	-	2,018,050	-	2,018,050	-	18,333	-	18,333	1,999,717	-
Furniture & Fixtures	46,016	-	-	46,016	43,715	-	-	43,715	2,301	2,301
Total	1,020,595,573	4,554,722	-	1,025,150,295	150,326,823	26,303,468	-	176,630,291	848,520,004	870,266,750
Previous Year	1,011,959,453	8,636,120	-	1,020,595,573	122,334,752	27,992,071	-	150,326,823	870,266,750	-

Notes forming part of the Financial Statements

	As At 31.03.2016		As At 31.03.2015	
	Numbers	Rupees	Numbers	Rupees
NOTES - 7 : NON - CURRENT INVESTMENTS (Fully paid up unless otherwise specified)				
NON - TRADE				
In Associated Enterprises				
Cost of Acquisition of 1195000 Equity Shares of Rs. 10 each of Kushagra Infra		36,059,450		36,059,450
Add / (Less) Group Share of Profit or (Loss)		(733,163)		(374,610)
ii) Quoted				
Equity Shares				
Rs. 5 each of Jindal Drilling & Industries Limited	13,732,200	1,305,139,735	9,533,850	1,305,139,735
Rs. 10 each of Haryana Capfin Limited	1,016,059	43,606,316	1,016,059	43,606,316
Rs. 10 each of Parsvnath Developers Limited	1,000	48,827	1,000	48,827
Rs. 10 each of Videocon Industries Limited	100	17,441	100	17,441
Rs. 10 each of Electrosteel Steels Limited	9,164,842	57,821,656	9,164,842	57,821,656
Rs. 10 each of GDL Offshore Limited	1,500	622,765	1,500	622,765
Rs. 10 each of Uttam Value Steel Limited	58,944	965,552	58,944	965,552
Rs. 10 each of Monnet Ispat & Energy Limited	518,483	347,721,746	618,483	347,721,746
Rs. 5 each of Welspun Corporation Limited	2,800	164,364	2,800	164,364
Rs. 2 each of Aban Offshore Limited	100	47,233	100	47,233
Rs. 10 each of Hindustan Oil Exploration Co. Limited	2,000	470,786	2,000	470,786
Rs. 10 each of Selen Exploration Technology Limited	1,100	435,456	1,100	435,456
Rs. 1 each of Jindal Steel & Power Limited	18,466	9,873,849	18,466	9,873,849
Rs. 10 each of SVOGL Oil Gas And Energy Limited	1,500	604,728	1,500	604,728
Rs. 10 each of Hexa Tradex Limited	2,600	95,156	2,600	95,156
Rs. 10 each of IDBI Bank Limited	3,000	358,085	3,000	358,085
Rs. 2 each of Jindal Saw Limited	6,000	758,939	6,000	758,939
Rs. 1 each of NMDC Limited	1,182,641	1,177,641	6,000	1,177,641
Rs. 10 each of Oil India Limited	875	444,373	875	444,373
Rs. 1 each of Vedanta Limited	300	82,081	300	82,081
Rs. 10 each of Welspun Enterprises Limited	1,680	231,503	140	231,503
Rs. 5 each of ISMT Limited	10	464	10	464
Rs. 10 each of JSW Steel Limited	1	1,111	1	1,111
ii) Un - Quoted				
a) Equity Shares				
Rs. 10 each of Crisspark Vincom Limited			81,600	-
Rs. 10 each of Dytop Commodal Limited	85,700	861,240	85,700	861,240
Rs. 10 each of Jindal Global Finance & Investment Limit	700,100	2,748,505	700,100	2,748,505
Rs. 10 each of Jindal Pipes Limited	6,301,740	44,447,909	3,741,740	44,447,909
Rs. 10 each of Sparlerk Dealcomm Limited	81,000	812,000	81,000	812,000
Rs. 10 each of Whitepin Tea -Up Limited	80,000	805,000	80,000	805,000
Rs. 10 each of Jindal Pe-x Tubes Pvt. Limited	200,000	2,000,000	200,000	2,000,000
Rs. 10 each of Jindal Explosives Limited	19,000	190,000	19,000	190,000
Rs. 10 each of Neptune Builtech Pvt. Limited	9,810	98,405	9,810	98,405
Rs. 10 each of Sigma Infrastructure Pvt. Limited	9,800	98,415	9,800	98,415
Rs. 10 each of Kushagra Infrastructure Pvt. Limited	1,195,000	-	1,195,000	-
Rs. 10 each of Jaguar International Limited	198,000	1,251,000	198,000	1,251,000
Rs. 10 each of JCO Gas Pipe Limited	990,000	9,900,000	990,000	9,900,000
b) Preference Shares				
Rs. 10 each of Global Jindal FinInvest Limited	250,000	25,000,000	250,000	25,000,000
Rs. 10 each of Crisspark Vincom Limited	-	-	775,000	-
Rs. 10 each of Jindal Global Finance & Investment Limit	200,000	10,000,000	200,000	10,000,000
c) Bonds				
Indian Railway Finance Corporation Limited	25,000	25,055,000	-	-
Power Finance Corporation Limited	50	54,910,000	-	-
ci) NCD's				
Antarctica Properties Co. Limited	-	-	8	40,000,000
		<u>1,984,926,731</u>		<u>1,944,587,221</u>
Aggregate Value of Unquoted Investments		255,089,944		173,897,414
Aggregate Value of Quoted Investments		1,850,854,807		1,770,689,807
Market Value of Quoted Investments		1,804,590,526		2,369,289,826

Notes

All investment in shares of Private Limited Companies are subject to restrictions on transfer of shares as contained in the Articles of Association of respective company.

All investment in Preference Shares are optionally convertible as per terms of issue and redeemable after 3 years but before 7 years from date of allotment. These shares carry preferential right of cumulative dividend @ 12% per annum from date of allotment.

SUDHA APPARELS LIMITED

Notes forming part of the Financial Statements

	As At 31.03.2016 Rupees	As At 31.03.2015 Rupees
<u>NOTE - 8 : LONG TERM LOANS & ADVANCES</u>		
(Unsecured, Considered good)		
8.1 Capital Advances	10,625,995	119,828,187
8.2 Security Deposit	668,950	668,950
	11,294,945	120,497,137
<u>NOTES - 9 : CURRENT ASSETS</u>		
9.1 <u>INVENTORIES</u>		
<u>Stock in Trade</u>	-	29,649,988
	-	29,649,988
9.2 <u>TRADE RECEIVABLES</u>		
(Unsecured, Considered good)		
Outstanding for a period exceeding six months	-	-
Other Receivable	43,584,104	24,457,319
	43,584,104	24,457,319
9.3 <u>CASH AND CASH EQUIVALENTS</u>		
Cash on hand	30,414	72,482
Balances with Banks		
- In Current Accounts	2,044,042	1,006,136
	2,074,456	1,078,618
9.4 <u>SHORT TERM LOANS AND ADVANCES</u>		
(Unsecured, Considered Good)		
Loans to Bodies Corporates	723,054,916	372,010,413
Other Short-Term Advances	101,067,312	94,885,293
Advance Income Tax (Net of Provision Rs 260,789,161/-, Previous Year Rs. 213,789,161/-)	30,253,955	21,502,251
Total Short-Term Loans & Advances	854,376,183	488,397,957
9.5 <u>OTHER CURRENT ASSETS</u>		
Prepaid Expenses	65,344	106,207
Interest Receivable	828,839	5,365,480
Dividend Receivable	2,484,835	-
	3,379,018	5,471,687
Total Current Assets	903,413,761	549,055,569

In the opinion of Board and to the best of their knowledge and belief, the value on realisation of above current assets in ordinary course of business would not be less than the amount at which they are stated

SUDHA APPARELS LIMITED

Notes forming part of the Financial Statements

	As At 31.03.2016 Rupees	Year ended 31.03.2015 Rupees
NOTES - 10 : INCOME		
10.1 REVENUE FROM OPERATIONS		
Sale of Mutual Fund Units Quantitative Details given separately	143,276,728	127,339,388
Dividend - on Non current Investment	21,199,461	11,544,181
Interest (TDS Rs. 5,338,869/-, Previous Year Rs 4,244,838/-)	41,095,358	41,877,439
Profit on Transfer of Land (Net)	3,035,131	-
Liabilities Written Back	41,110	-
Total Revenue from operations	208,647,788	180,760,719
10.2 OTHER INCOME		
Rent (TDS Rs. 12,901,356/-, Previous Year Rs 12,673,807/-)	129,793,572	127,424,954
Total other Income	129,793,572	127,424,954
Total Income	338,441,360	308,185,673
NOTE - 11 : EXPENSES		
11.1 Purchases of Stock in Trade		
Item - Mutual Fund Units	112,300,000	107,800,000
11.2 Decrease/(Increase) in Stock in Trade		
Item - Mutual Fund Units		
Opening Stock	29,649,988	47,507,925
Less - Closing Stock		29,649,988
Decrease/(Increase) in Stock in Trade	141,949,988	17,857,937
11.3 EMPLOYEES' BENEFIT EXPENSES		
Salaries & Other Allowances	3,410,400	3,510,711
Staff Welfare Expenses	44,653	53,491
	3,454,953	3,564,202
11.4 INTEREST & FINANCE COSTS		
Interest on Unsecured Short Term Loan	42,217,938	43,083,184
Bank Charges	55,860	22,281
	42,273,798	43,105,465
11.5 OTHER EXPENSES		
D.P. Charges	5,068	4,775
Rent	198,374	196,348
Rates & Taxes	18,638	9,960
Postage & Telephone	68,390	38,276
Printing & Stationery	9,229	9,055
Fee & Subscription	36,490	36,938
Travelling & Conveyance	420,789	323,297
Repair & Maintenance- Others	169,469	281,252
Legal & Professional Charges	130,478	126,841
Insurance	176,002	175,840
CSR Expenses	1,000,000	1,000,000
Internal Audit Fee	10,000	10,000
Advertisement & Publicity	28,767	51,250
Auditors' Remuneration		
- Audit Fee	114,500	56,180
- Tax Audit Fee	6,840	6,741
- Certification / others services	48,740	29,212
Miscellaneous Expenses	69,173	30,310
Total	2,496,937	2,386,335

SUDHA APPARELS LIMITED

Notes forming part of the Financial Statements

	Year ended 31.03.2016 Rupees	Year ended 31.03.2015 Rupees
NOTE : 12 - Earning Per Share		
Net Profit after Tax	(186,150,726)	(329,835,530)
Total Number of Weighted Equity Shares	727,012	727,012
Earning Per Equity Share of Rs 10/- each	(256.05)	(453.69)
NOTE : 13 - DEFERRED TAX ASSETS/(LIABILITIES)		
For WDV of Fixed Assets	21,194,190	12,690,195
For Expenses Allowable on Payment	404,187	320,135
Unabsorbed Capital Losses	23,328,920	23,328,820
Deferred Tax Asset/(Liability) on Balance Sheet Date	44,927,297	36,539,250
Less Opening Balance	36,539,250	27,915,806
Deferred Tax Income/(Expense) for the year	8,388,047	8,623,444

In view of uncertainty of realisation, the above Deferred Tax Assets/Income has not been recognised in the Financial Statements.

NOTE : 14 - RELATED PARTY DISCLOSURE

Related Parties with whom Transactions have taken place during the Year

Name of Key Managerial Person

Mr. M.R. Garg - Wholetime Director
Mr. Anup Kumar Mitra - CFO
Mr. Rajesh Gupta - Company Secretary

Other Related Party

Smt. Savita Jindal

Associate Company

Kushagra Infrastructure Pvt. Limited

Transactions with Related Party during the year

Payment for Other Services to Related Party

Associate Party (Smt. Savita Jindal)	70,655	70,655
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Rent Paid to Related Parties

Associate Party (Smt. Savita Jindal)	195,000	195,000
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Managerial Remuneration paid

	987,488	731,849
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Balance Payable by the Company to Related Party

Associate Party (Smt. Savita Jindal)	14,486	29,139
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Loan Paid to related party

Maximum amount involved (Kushagra Infrastructure Pvt. Limited)	7,048,156	7,619,057
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NOTE - 15 CONTINGENT LIABILITIES NOT ACCOUNTED FOR

15.1 **Disputed Income Tax Demand**

A.Y. 2009-2010 F.Y. 2008-2009	453,410	453,410
A.Y. 2010-2011 F.Y. 2009-2010	7,480	7,480
A.Y. 2011-2012 F.Y. 2010-2011	34,016,030	34,016,030
A.Y. 2012-2013 F.Y. 2011-2012	23,142,590	23,142,590
A.Y. 2013-2014 F.Y. 2012-2013	380,280	-
Net Unpaid Amount (A.Y. 2009-10, 2010-11, 2011-12, 2012-13 & 2013-14)	57,999,790	57,619,510
Less - Tax Deposit	18,834,116	-
	39,165,674	57,619,510

15.2 In respect of Bank Guarantee issued by Indusind Bank Limited previously issued by Kotak Mahindra Bank Limited in favour of New Town Electric Supply Company Limited

	13,684,350	13,684,350
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SUDHA APPARELS LIMITED

Notes forming part of the Financial Statements

NOTE - 16 RESERVE BANK OF INDIA REGISTERED NON BANKING FINANCE COMPANY

The company is registered with Reserve Bank of India as Non Banking Finance Company Vide Registration No - 0502275 dtd 16.05.1998 and has been complying with prudential Norms prescribed by RBI

Additional particulars as required in terms of paragraph 13 of Non Systemically Important Non-Banking Financial (Non Deposit Accepting or Holding Companies) Prudential Norms (Reserve bank) Directions, 2015 separately attached as Annexure - 1.

NOTE - 17 MANAGERIAL REMUNERATION PAID DURING THE YEAR

Details of Managerial Remuneration

Salaries & Allowances	967,486	731,849
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Previous years figures have been regrouped / rearranged where ever necessary

The Accompanying Notes forming an integral part of the Financial Statements.

As per our report of even date attached

For **KHANDLWAL PRAJAPATI & CO.**
Chartered Accountants
Firm Registration No. 313154E

For & on Behalf of the Board

V N Khandelwal
Partner
Membership No. 52862

M R Garg
Whole-time Director
DIN - 00449709

Savita Jindal
Director
DIN - 00449740

Place : Kolkata
Dated : 30-05-2016

Rajesh Gupta
Company Secretary

Anup Kumar Mitra
CFO

SUDHA APPARELS LIMITED

CIN: L17299WB1981PLC033331

Registered Office: 2/5, Sarat Bose Road, Sukh Sagar,

Flat No.8A, 8th Floor, Kolkata-700 020, Phone: 033-30522053

Website: <http://www.sudhaapparels.com>. ; Email: secretarial@sudhaapparels.com

NOTICE

Notice is hereby given that 35th Annual General Meeting of Sudha Apparels Limited will be held on Friday the 30th September, 2016 at 11.30 A.M. at the Registered Office of the Company at 2/5, Sarat Bose Road, Sukh Sagar, Flat No.8A, 8th Floor, Kolkata-700 020, to transact the following business:-

ORDINARY BUSINESS

1. To consider and adopt the (a) Audited Financial Statements for the year ended 31st March, 2016 together with the Reports of Directors and Auditors thereon and (b) the Audited Consolidated Financial Statements for the year ended 31st March, 2016 together with the Reports of Auditors thereon and in this regard to pass the following resolution as ordinary resolution(s):

(a) "RESOLED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 together with the Reports of Directors and Auditors thereon be and are hereby considered and adopted."

(b) "RESOLED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016 together with the Reports of Auditors thereon be and are hereby considered and adopted."

2. To appoint a Director in place of Smt. Savita Jindal, who retires by rotation and being eligible, offers herself for re-appointment and in this regard to pass the following resolution as an ordinary resolution:

"RESOLED THAT Smt. Savita Jindal (DIN 00449740), who retires by rotation and being eligible, offers herself for re-appointment be and is hereby re-appointed as Director of the Company."

3. To appoint Auditors of the Company and to fix their remuneration and in this regard to pass the following resolution as an ordinary resolution:

"RESOLVED THAT M/s. Khandelwal Prajapati and Co., Chartered Accountants (Firm Registration No. 313154E) be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this meeting until conclusion of the next Annual General Meeting at such remuneration as shall be fixed by the Board of Directors of the Company."

By Order of the Board

Place: Gurgaon
Dated: 10th August, 2016

RAJESH GUPTA
Company Secretary

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Form of Proxy is separately annexed. The instrument of Proxy, in order to be effective must be deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of companies/ bodies corporate must be supported by an appropriate resolution/authority as applicable.

A person can act as a proxy on behalf of members not exceeding fifty and holding in 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 carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person and shareholder.

- 2. Members/Proxies attending the meeting are requested to bring their copy of the Annual Report for reference at the meeting and also the Attendance Slip duly filled in for attending the meeting.**
- 3. Members desirous of getting any information in respect of Accounts of the Company are requested to send their queries in writing to the Company at its Registered Office so as to reach at least 7 days before the date of the meeting so that the required information can be made available at the meeting.**
- 4. Details of the Director seeking appointment/re-appointment at the forthcoming Annual General Meeting (Pursuant to Regulations 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015)**

Name of the Director	Smt. Savita Jindal
Age	59 Years
Qualification	Graduate
Experience	Prominent business-women having wise business experience
Date of appointment as Director of the company	30.12.2005
Relation-ship between Directors inter-se	None
Name of listed entities in which person also holds Directorship	Nil
Membership of Committee of the Board of listed entities	Nil
Shareholding of non-executive Directors	1,06,662
Inter-se relationship with other Directors	Nil

- 5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names recorded in the Register of Members will be entitled to vote.**
- 6. Relevant documents referred to in the accompanying notice are open by the members for inspection at the Registered Office of the Company between 10.00 A.M. to 1.00 P.M. on any working day upto the date of the Annual General Meeting and also at the meeting.**
- 7. Pursuant to Section 101 of the Companies Act, 2013 and rules made thereunder, the companies are allowed to send communication to shareholders electronically. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Reports, Notices, Circulars, etc. from the Company electronically.**

8. Voting through electronic means:

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management And Administration) Rules, 2014 as amended, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015, the Company is pleased to provide 'remote e-voting' facility through National Securities Depository Limited (NSDL) as an alternative, for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the notice of the 35th Annual General Meeting (AGM) of the Company.

The facility for voting, through ballot / polling paper shall also be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting may attend the meeting, but shall not be entitled to cast their vote again at the AGM.

The voting rights of shareholders shall be in proportion to their shares of the Paid-up Equity Share Capital of the Company as on cut-off date i.e. 23rd September, 2016.

Mr. Sandeep Agarwal, Chartered Accountant (Membership No. 065643) has been appointed as Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

The Scrutinizer shall submit his report, to the Chairman Director, within 48 hours from the conclusion of Annual General Meeting. The result declared along with the Scrutinizer's Report shall be placed on the website of the Company www.sudhaapparels.com and shall simultaneously be communicated to the Stock Exchange.

The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for Members whose email IDs are registered with the Company/Depository Participants(s)]:

- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file
- (ii) Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder – Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" (E-Voting Event Number) of "Sudha Apparels Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- (x) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (xi) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xii) Once you have voted on the resolution, you will not be allowed to modify your vote.

- (xiii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to rashmico@icai.org with a copy marked to evoting@nsdl.co.in

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

- (i) Initial password is provided as below/at the bottom of the attendance Slip for the AGM:

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

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) of 'A' above, to cast vote.

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- II. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- III. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2016.
- IV. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Registrar and Transfer Agent (RTA) of the Company.
- V. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- VI. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper.
- VII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- VIII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- IX. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company <http://www.sudhaapparels.com> and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing.

The results shall also be immediately forwarded to the CSE Limited, Kolkata.

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PROXY FORM

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

Name of the member(s):

.....

Registered address

.....

E-mail ID

.....

Folio No. / DP ID and Client ID:

.....

I/We, being the member(s) of shares of Sudha Apparels Limited, hereby appoint

1) Name:

Address:

Signature..... or failing him/her

2) Name:

Address:

Signature.....or failing him/her

3) Name:

Address:

Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General meeting of the Company, to be held on Friday, 30th September, 2016 at 11.30 a.m. at 2/5, Sarat Bose Road, Sukh Sagar, Flat No.8A, 8th Floor, Kolkata-700 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	For	Against
1. To receive, consider and adopt (a) the Audited Financial Statement for the financial year ended 31st March, 2016 together with the Reports of Directors and Auditors thereon; and (b) the Audited Consolidated financial statement for the year ended 31st March, 2016 together with the Reports of Auditors thereon;		
2. Re-appointment of Smt. Savita Jindal who retires by rotation		
3. Appointment of Auditors and fixing their remuneration		

*Applicable for investors holding shares in electronic form

Signed this Day of 2016

Affix a
Revenue
Stamp

Signature of shareholder

.....
Signature of first proxy holder

.....
Signature of second proxy holder

.....
Signature of third proxy holder

*Please put a (x) in the appropriate column against the resolution indicator in the box. Alternatively, you may mention the no. of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the columns blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A Proxy need not be a member of the Company
- (3) A person can act as a proxy on behalf of members not exceeding fifty holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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
- (4) In case the member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorization should be attached to the proxy form.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated

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Attendance slip for the 35th Annual General Meeting

Folio No

DP Id*

Client Id*

I hereby record my presence at the 35th Annual General Meeting of the Company on Friday, 30th September, 2016 at 11.30 A.M. held at 2/5, Sarat Bose Road, Sukh Sagar, Flat No.8A, 8th Floor, Kolkata- 700 020

Name of the attending Member
(in Block Letters)

Name of the Proxy (in Block Letters)
(to be filled in, if the proxy attends instead of the member)

No. of Shares held

.....
Members/Proxy's Signature

Note: This attendance slip duly filled in should be handed over at the entrance of the meeting hall.

*Applicable for investors holding shares in demat form.

ROUTE MAP FOR ANNUAL GENERAL MEETING VENUE

