

**SINNAR  
BIDI UDYOG LIMITED**

**42<sup>nd</sup>  
ANNUAL  
REPORT  
2015-2016**

**42<sup>nd</sup> ANNUAL REPORT  
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**42<sup>nd</sup> ANNUAL REPORT  
2015-16**

**BOARD OF DIRECTORS**

- M. D. Deshpande WTD & CFO
- B. S. Pawar Director
- L. M. Karwa Director
- Bharti Sancheti Director
- Dhanpal Shah Independent Director

**AUDITORS**

- **S. D. BEDMUTHA**  
Chartered Accountants  
Nashik - 422 005.

**BANKERS**

- **STATE BANK OF INDIA**  
Nashik

**REGISTERED OFFICE**

- Parekh Mahal, 2nd Floor, Room No.62,  
Plot No. 8-9, Jamshedji Road,  
Sakharam Keer Marg, Mahim,  
MUMBAI - 400 016

**ADMINISTRATIVE OFFICE**

- "CAMEL HOUSE"  
Nashik-Pune Road,  
Nashik-422 011.

## **SINNAR BIDI UDYOG LIMITED.**

Registered Office: Parekh Mahal, 2nd Floor, Room No. 62, Plot no. 8-9, Lady Jamshedji Road,  
Sakharam KeerMarg, Mahim, MUMBAI - 400 016  
Adm. Office :Camel House,Nasik-Pune Road, Nasik-422011  
CIN-L16002MH1974PLC017734  
Ph.no. (0253) 2594231 (3 Lines) Fax : 2595698, website: sinnarbidi.com,  
Email- investor@sinnarbidi.com

### **NOTICE OF THE MEETING**

NOTICE IS HEREBY GIVEN THAT the 42nd Annual General Meeting of the members of Sinnar Bidi Udyog Limited will be held at 2, Gurukrupa Apartment, N.C.Kelkar Marg, Dadar(W),Mumbai-400028 on Wednesday 14th September, 2016 at 2.00 p.m. to transact the following business :

#### **ORDINARY BUSINESS :**

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2016 and the reports of Board of Directors and Auditors thereon.
2. To appoint a director in place of Shri.B.S.Pawar (DIN:00155195), who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment of Auditors from the conclusion of this annual general meeting till the conclusion of next annual general meeting.

#### **SPECIAL BUSINESS :**

4. To consider and if thought fit, to pass the following resolution as an ordinary resolution:  
**RESOLVED THAT** Laxminarayan Mohanlal Karwa (DIN:00333020) be and is hereby appointed as Director of the Company, liable to retire by rotation."
5. To consider and if thought fit, to pass the following resolution as a special resolution:  
**RESOLVED THAT** pursuant to sections 149, 150, 152 and 161 and any other applicable provisions of Companies Act, 2013 and the rules made there under read with schedule IV of Companies Act, 2013, Mr. Rajendra Nemichand Tatiya, (DIN: 01126570) in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company for a term of five years from 14th September 2016 up to 14th September 2021 and whose office shall not be liable to retire by rotation."

**On behalf of Board of Directors,  
For Sinnar Bidi Udyog Limited**

Place: Nashik  
Date: 13th August 2016

**M.D.DESHPANDE**  
WTD & CFO  
(DIN:00238917)

## **SINNAR BIDI UDYOG LIMITED.**

### **Notes:**

1. A member entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote on a poll instead of himself and a proxy need not be a member.
2. The Register of Members and Share Transfer Book of the Company will remain closed from 7th September 2016 to 14th September, 2016 (both days inclusive).
3. The Company has appointed M/s Link Intime India Private Limited (earlier known as: Intime Spectrum Registry Ltd.), C-13, Pannalal Silk Mills Compounds, LBS Marg, Bhandup West, Mumbai 400 078 as its Share Transfer Agents.
4. Complete set of unabridged Financial Statements is available on the website of the Company. In accordance with Section 136 of the Companies Act, 2013 including Rule 10 of the Company (Accounts) Rules, 2014 the hard copies of Abridged Annual Report 2015-16 is being sent to all members. Any member interested in obtaining a copy of the full Annual Report, may write to the Company or the Registrar and Transfer Agent of the Company. The complete set of consolidated and stand alone financial statements is available for inspection at the registered office of the Company during working hours.
5. Members are requested to intimate immediately the changes if any, in their registered address.
6. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 relating to special business to be transacted at the annual general meeting in respect of Item Nos. 4 and 5 in the notice is attached with the Notice.
7. The instructions for remote e-voting are annexed to the Annual Report.
8. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
9. The company shall provide facility for voting through polling paper which shall be available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
10. Electronic copy of the Notice of the 42ND Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 42ND Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
11. The members receiving the notice in electronic mode are requested to print the Attendance slip and submit a duly filled in Attendance Slip at the venue of the AGM.
12. Members who have not registered their email address with the Company can now register the same with the company or the RTA i.e. Link In Time India Private Limited.
13. The register of Directors and Key Managerial Personnel and their shareholdings maintained under section 170 of the Companies Act, 2013, the register of contracts or arrangements in which directors are interested under section 189 of the Companies Act, 2013 will be available for inspection at the Annual General Meeting.

# SINNAR BIDI UDYOG LIMITED.

## EXPLANATORY STATEMENT

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

**Item No. 4:** Mr. Laxminarayan Mohanlal Karwa was appointed as an additional director w.e.f. 30th June, 2016. Pursuant to section 161 of the Companies Act, 2013 he holds office till the ensuing Annual General Meeting. The Company has received a notice from him, signifying his candidature for the office of Director, in terms of section 160 of the Act alongwith requisite deposit of Rs.1,00,000/-. Therefore this ordinary resolution for the appointment of Director is placed before the members for their approval.

None of the Directors, Key Managerial personnel or their relatives, except Mr. Laxminarayan Mohanlal Karwa is interested in this resolution.

**Item No. 5:** Mr. Rajendra Nemichand Tatiya has a rich experience of Business Administration. He has been associated with the corporate sector since last 30 years. He is, in the opinion of the Board of Directors, a person of integrity and also possesses relevant expertise and experience to be an Independent Director of the Company.

Mr. Rajendra Nemichand Tatiya has been working in the Administration and legal field since past 30 years. He has special expertise in corporate Administration and legal matters.

Mr. Rajendra Nemichand Tatiya holds Directorship in other Company and does not hold any shares in Sinnar Bidi Udyog Limited.

The matter relating to the appointment of Mr. Rajendra Nemichand Tatiya as Independent Director was placed before the board, which recommends his appointment as an Independent Director for a term up to 14th September 2021. An independent director is not liable to retire by rotation.

In the opinion of the Board, Mr. Rajendra Nemichand Tatiya fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

Copy of the Consent letter received from Mr. Rajendra Nemichand Tatiya will be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

Copy of the draft letter for appointment of Mr. Rajendra Nemichand Tatiya as an Independent Director will be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

A notice along with requisite deposit has been received from a member proposing Mr. Rajendra Nemichand Tatiya as a candidate for the office of Director of the Company.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail guidance of Mr. Rajendra Nemichand Tatiya as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Rajendra Nemichand Tatiya as an Independent Director, for the approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are interested in this resolution.

On behalf of Board of Directors,  
For Sinnar Bidi Udyog Limited.

M.D.Deshpande.  
WTD & CFO

Date: 13th August 2016

**Directors' Report .**

(Pursuant to section 134 (3) of Companies Act, 2013)

**Ladies and Gentlemen,**

Your Directors have pleasure in presenting their 42<sup>nd</sup> report along with the audited accounts for the year ended 31<sup>st</sup> March 2016.

<b>Financial Results (Rs. In Lacs)</b>	<b>2015-16 (Rs. In Lacs)</b>	<b>2014-15</b>
<b>Profit/ (Loss) Before tax</b>	<b>41.19</b>	<b>11.48</b>
Less: Provision for current tax	12.60	7.70
Provision for Deferred tax	0.02	0.42
Prior Period Adjustment Taxation	–	(1.81)
Provision for diminution in the value of Investment	7.25	--
<b>Profit/ (Loss) After tax</b>	<b>21.32</b>	<b>5.17</b>
Add: Balance from previous year	203.97	198.80
<b>Balance Carried to Balance Sheet</b>	<b>225.29</b>	<b>203.97</b>

**Business Operations:**

The Company carried on the activity of trading of Tobacco and processing of Tobacco during the year ended 31<sup>st</sup> March, 2016. The sales turnover from Tobacco trading and processing was Rs.1005.20 lacs during the financial year ended 31<sup>st</sup> March 2016, as against Rs.831.48 lacs in the previous financial year. In the forthcoming period, the company plans to continue the activities of processing and trading of Tobacco.

**Meetings of Directors:**

During the financial year 2015-16, the Board of Directors of the Company met **Nine** times. The maximum interval between any two meetings did not exceed 120 days.

**Board of Directors:**

The Company has an optimum composition of Directors in accordance with section 149 of the Companies Act, 2013 and the listing agreement which comprises of following:

- One Non Exccutive Chairman
- Two Independent Directors
- One Whole Time Director and CFO
- One Non-Executive Woman Director and
- One Non-Executive Director

Mr. Laxminarayan Mohanlal Karwa was appointed as an Additional Director at the Board Meeting held on 30<sup>th</sup> June 2016. He holds office upto the ensuing annual general meeting as per the provisions of section 161(1) of the Act. It is proposed to appoint him



as Director liable to retire by rotation subject to the approval of Shareholders at the Annual General Meeting.

Mr. Shirish Bansilal Shah resigned as Independent Director of the Company due to his personal commitments w.e.f. 30<sup>th</sup> June 2016.

Board recorded sad demise of Mr. Chandrasingh Bhagwan Patil on 11.06.2016. The Board places on record its sincere and deep appreciation for the valuable services rendered by Late Chandrasingh Bhagwan Patil during his tenure as a Director of the Company.

It is proposed to appoint Mr. Rajendra Nemichand Tatiya as an Independent Director at the Annual General Meeting, for a term up to 14<sup>th</sup> September 2021.

**Directors retiring by rotation and re-appointment:**

In terms of provisions of section 152(6)(a) of the Companies Act, 2013, Mr. B.S.Pawar, director retires by rotation and being eligible offers himself for reappointment.

**Familiarisation programme for Independent Directors:**

The company is in the process of making and implementing the familiarisation programme for the independent directors. The company while formalising the programme will make sure that the independent directors get familiarised with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company.

**Code of conduct for Board Members and Senior Managerial Personnel:**

The company has framed a code of conduct for all the Board members and senior management of the company. All the Board members and senior managerial personnel affirm the compliance with the code on annual basis.

**Reappointment of Statutory Auditors:**

Mr. S.D.Bedmutha, Chartered Accountant, Nashik was appointed as the Auditor for a period of three years, i.e from the conclusion of 41<sup>st</sup> Annual General Meeting till the conclusion of 44<sup>th</sup> Annual General Meeting, subject to ratification by the members at every annual general meeting.

The company has received written consent from the auditor to the proposed appointment and certificate to the effect that he satisfies the criteria provided in section 141 of the Act. The matter for ratification of appointment of auditors is placed before the members.

**Dividend:**

With a view to retain the profits for further growth, the directors do not recommended any dividend.

**Amount carried to the reserves:**

The Directors proposed to retain the entire amount of profit after tax in the Profit and Loss Account of the Company.

**Corporate Social Responsibility:**

The provisions of section 135 of the Companies Act, 2013 regarding the Corporate Social Responsibility are not applicable to the company. However, the Board of Directors recognize the Company's Social obligations and may incur the expenses on CSR activities voluntarily, whenever they deem fit.

**Extract of Annual Return:**

The Extract of Annual Return as prescribed under section 92(3) of Companies Act, 2013 is annexed to the Boards Report in Form MGT-9 as Annexure - 1.

**Audit Committee:**

The Audit Committee has been reconstituted on 31<sup>st</sup> March, 2016 with the appointment of Independent Directors. The Board has accepted the recommendations of the Audit Committee from time to time.

**Vigil Mechanism/ Whistle Blower Policy:**

The Company has established a vigil mechanism policy for the directors and its employees to report genuine concerns about the illegal and unethical practices and behaviour, actual or suspected fraud or the violation of the Company's Code of Conduct or the ethics policy and the said policy is posted on the website of the Company. The Policy is established under section 177(10) of the Companies Act, 2013.

**Directors' Responsibility Statement:**

The Directors confirm that -

- i In preparation of the Annual Accounts, the applicable accounting standards have been followed and no material departures have been made from the same;
- ii They have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company as on 31<sup>st</sup> March 2016 and the profit of the Company for the year ended on that date.
- iii They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for the safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv They have prepared the annual accounts on a going concern basis;
- v They have laid down internal financial controls for the Company, and such internal financial controls are adequate and operating effectively, and
- vi They have devised proper systems to ensure compliances with the provisions of all applicable laws and, which, in the opinion of the Board, are adequate and operating effectively.

**Loans, Guarantees and Investments:**

The Company has not given any loans or guarantee or provided security in connection with loan to any other body corporate or persons as governed under the provisions of section 186 of the Companies Act, 2013. The Company has neither acquired nor purchased any securities of any other body corporate during the financial year.

**Material Changes and Commitments:**

There are no material changes or commitments affecting the financial position of the Company occurring between the end of the Balance Sheet Date and the date of this report.

**Related Party Transactions:**

The statement of related party transaction is attached to the Board Report in form AOC-2 as Annexure – 2.

**Conservation of Energy, Technology, Foreign Exchange Earnings and Outgo:**

The Company has taken steps for conservation of energy at its processing plant and office premises. The activities of the Company offer less scope for absorption of Technology.

There was no foreign exchange earning or outgo during the financial year under consideration.

**Change in the nature of the Business:**

During the year under consideration, the company has not made any changes in the nature of its business.

**Subsidiary, Associates and Joint Venture Companies:**

The Company has three associate companies:

1. Yogi Ayurvedic Products Private Limited,
2. Vidarbha Bidi Limited,
3. Tip Top Health Zone Private Limited.

None of the other companies became the subsidiary, joint venture, or Associates companies of the company nor they ceased to be its subsidiary, joint venture or associate. The details of investments held in Associates Companies is annexed to the Board Report in form AOC-1 as Annexure - 3.

**Deposits:**

The company has not accepted any deposits in the financial year either from Members or public in terms of section 73 and 76 of the Companies Act 2013.

The deposits remaining outstanding on the Commencement of Companies Act, 2013 which the company was required to repay within the time limits specified in section 74, have been repaid by the Company in full.

**Significant and Material Orders passed:**

There were no significant and Material orders passed by any regulators, courts or tribunals

which has an impact of affecting the company's going concern status and operation of the company in the Future.

**Internal Complaints Committee:**

The Internal Complaints Committee constituted under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, has not received any cases/compliants during the year.

**Remuneration of Directors and employees' remuneration:**

The disclosures as required under section 197 of the Companies Act, 2013 and rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in Annexure – 4.

**Nomination and Remuneration Policy:**

The company has framed the nomination and remuneration policy for the remuneration payable to the Key Managerial and Senior Managerial Personnel. The salary payable to the WTD and CFO is as per the Nomination and Remuneration Policy. The Nomination policy also lays down the criteria for formal annual evaluation of the performance of the Board. The same is attached to the Board's Report as Annexure -5.

**Secretarial Audit Report:**

During the year the company has appointed J.H. Ranade and Associates, Company Secretaries, Thane to conduct the secretarial audit. The Secretarial Audit Report in form MR-3 is attached to the Board's Report.

**Cost Audit:**

The provisions for audit of the cost records were not applicable to the Company during the financial year ended 31<sup>st</sup> March 2016.

**Statutory Audit Report:**

There are no adverse comments or remarks in the Statutory Audit Report, which require clarification from the directors.

**Secretarial Audit Report:**

Regarding the remark in the secretarial audit report regarding the appointment of Company Secretary, is hereby clarified that the appointment of Company Secretary has been made at the Board meeting held on 31<sup>st</sup> August, 2015.

**Status of Company's Affairis:**

During the year, there was no change in the status of the company. The company is listed entity and going concern. The shares of the Company continue to be listed on the Bombay Stock Exchange only.

**Risk Management Policy:**

The Board has formulated a risk management policy for the company, identifying the areas of risk for the Company and the same has been implemented.

**Formal Annual Evaluation of performance of Board, its Committees and the individual Directors:**

The nomination and remuneration policy lays down the criteria for formal annual evaluation of the performance of the Board and the individual directors. Accordingly the company has evaluated the performance of the Board and the individual directors.

**Internal Financial Control with reference to financial Statements:**

The company has adequate internal financial control and procedures commensurate with the size of the company and the nature of its business. Also, the company has laid down set of standards, processes and structures which enables to implement internal financial control across the organisation and ensure that the same are adequate and operating effectively.

**Disclosure regarding the receipt of commission by the Managing Director, Whole Time Director from the company, its holding or subsidiary company:**

The Whole Time Director does not receive any commission form the company or its associate companies.

**Corporate Governance:**

As per the SEBI Circular having reference number CIR/CFD/POLICY CELL/7/2014, dated September 15, 2014, compliance with the provisions of Clause 49 shall not be mandatory, for the time being, in respect of Companies having paid up equity share capital not exceeding Rs.10 crore and Net Worth not exceeding Rs.25 crore, as on the last day of the previous financial year. As the Company falls in the above category, compliance with Clause 49 of the listing agreement is not mandatory for it.

**Acknowledgement:**

Your directors take the opportunity to place on record their appreciation for the devoted servies of the employees at all levels throughout the year. The directors also wish to place on record their appreciation for the assistance and continued co-operation extended by the various Government and Non-Government Authorities and the Bankers of the Company.

**For and on Behalf of Board of Directors,  
For Sinnar Bidi Udyog Limited**

**Place: Nashik**

**Date: 13<sup>th</sup> August, 2016**

**M.D.Deshpande**

**WTD and CFO**

**DIN: 00238917**

**B.S.Pawar**

**Director**

**DIN: 00155195**

# SINNAR BIDI UDYOG LIMITED.

## ANNEXURE 1

### FORM NO MGT-9

#### EXTRACT OF ANNUAL RETURN

as 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

#### 1. REGISTRATION AND OTHER DETAILS:-

i	CIN	L16002MH1974PLC017734
ii	Registration Date	30 <sup>th</sup> August 1978
iii	Name of the Company	Sinnar Bidi Udyog Limited
iv	Category/ Sub-category of the Company	Public Company; Limited by shares
v	Address of the Registered office and Contact Details	Parekh Mahal, 2nd Floor, Room No. 62, Plot no.8-9, Lady Jamshedji Road, Sakharam Keer Marg, Mahim, Mumbai 400016
vi	Whether Listed Company	Yes
vii	Name, Address and Contact Details of Registrar and Transfer Agent if any	Link In Time India Private Limited C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandur (West), Mumbai

#### 2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:-

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

Sr No	Name and Description of main products/ services	NIC Code of the Product/ Service	% to total turnover of the Company
1	Tabacco Sales	51227 and 51212	100

#### 3. PARTICULARS OF HOLDING, SUBSIDIARY, AND ASSOCIATE COMPANIES:-

Sr No	Name and Address of the Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1	<b>Yogi Ayurvedic Products Pvt.Ltd</b> Gopal Krishna Complex, R.S No. 313/3, 313 Paiki, B.No.274, Surat- Kadodara Road, Kumbharia of Choryasi, Kumbharia, Gujarat- 394211	U45201GJ1993PTC050829	Associate	25.54%	2(6)
2	<b>Vidarbha Bidi Limited</b> Block No 4, Gurukrupa Towersold Kapad Bazar Tanaji Peth Akola, Maharashtra - 444001	U16000MH1991PLC061334	Associate	38.28%	2(6)
3	<b>Tip Top Health Zone Pvt. Ltd.</b> Parekh Mahal, 2nd Floor, Room No.62, Plot no.8-9, Lady Jamshedji Road, Sakharam Keer Marg, Mahim, Mumbai 400016	U60300MH1978PTC020144	Associate	24.33%	2(6)

# SINNAR BIDI UDYOG LIMITED.

## IV SHAREHOLDING PATTERN (Equity Share Capital Break up as percentage of Total Equity)

### i Category-wise share holding

Category of Shareholders	No. of Shares held at the beginning of the year				No of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Shares	Demat	Physical	Total	% of Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF	84700	0	84700	42.35	84700	0	84700	42.35	0
b) Central Government	0	0	0	0	0	0	0	0	0
c) State Government	0	0	0	0	0	0	0	0	0
d) Bodies Corporate	62100	0	62100	31.05	62100	0	62100	31.05	0
e) Bank/ Financial Institutions	0	0	0	0	0	0	0	0	0
f) Any other									
<b>SUB TOTAL A(1)</b>	<b>146800</b>	<b>0</b>	<b>146800</b>	<b>73.4</b>	<b>146800</b>	<b>0</b>	<b>146800</b>	<b>73.4</b>	<b>0</b>
(2) Foreign									
a) NRIs Individual	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Banks/ Financial Institutions	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL A(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>TOTAL SHAREHOLDING OF PROMOTES</b>	<b>146800</b>	<b>0</b>	<b>146800</b>	<b>73.4</b>	<b>146800</b>	<b>0</b>	<b>146800</b>	<b>73.4</b>	<b>0</b>
A=A(1) + A(2)									
<b>B. Public Shareholdings</b>									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/ Financial Institutions	0	0	0	0	0	0	0	0	0
c) Central Government	0	0	0	0	0	0	0	0	0
d) State Government	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (Specify)	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL B(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
2. Non Institutions									
a) Bodies Corporate									
i) Indian	150	650	800	0.4	200	650	850	0.43	0.03
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual Shareholders holding nominal shares upto Rs. 1 Lakh	15540	36660	52200	26.1	12770	39260	52030	26.01	-0.09
ii) Individual Shareholders holding nominal share capital in excess of Rs. 1 lakh	0	0	0	0	0	0	0	0	0
c) Other (Specify)									
Clearing Members	200	0	200	0.05	150	0	150	0.075	0.025
HUF	0	0	0	0	170	0	170	0.085	0.085
<b>SUB TOTAL B (2)</b>	<b>15890</b>	<b>37310</b>	<b>53200</b>	<b>26.55</b>	<b>13290</b>	<b>39910</b>	<b>53200</b>	<b>26.6</b>	<b>0.05</b>
<b>TOTAL PUBLIC SHAREHOLDING</b>	<b>15890</b>	<b>37310</b>	<b>53200</b>	<b>26.6</b>	<b>13290</b>	<b>39910</b>	<b>53200</b>	<b>26.6</b>	<b>0</b>
B=B(1) + B(2)									
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>GRAND TOTAL</b>	<b>162690</b>	<b>37310</b>	<b>200000</b>	<b>100</b>	<b>160090</b>	<b>39910</b>	<b>200000</b>	<b>100</b>	<b>0</b>
A+B+C									

## SINNAR BIDI UDYOG LIMITED.

### ii Shareholding of Promoters

Sr No	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of 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	% Change in the shareholding during the year
1	Shrirang Kisanlal Sarda	13720	6.86	0	13720	6.86	0	0
2	STS Exports Limited	3700	1.85	0	3700	1.85	0	0
3	Kisanlal Bastiram Sarda	41170	20.585	0	41170	20.585	0	0
4	Kiran Kisanlal Sarda	18170	9.085	0	18170	9.085	0	0
5	Kisanlal Bastiram Sarda	5590	2.795	0	5590	2.795	0	0
6	Shrilekha Vivek Sisodia	100	0.05	0	100	0.05	0	0
7	Kisanlal Bastiram Sarda	5950	2.975	0	5950	2.975	0	0
8	Rasbihari Enterprises Limited	58400	29.2	0	58400	29.2	0	0
	TOTAL#	146800	73.4	0	146800	73.4	0	0

\* There is change in shareholding due to transfer of Shares

# The Total shareholding does not change as there is transfer of shares between the promoters

### iii Change in Promoters Shareholding (Please specify if there is no change)

Sr No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of Shares	% of total shares of the company	No. of Shares	% of total shares of the Company*
	At the beginning of the year	146800	73.4	146800	73.4
	Date wise increase/ Decrease in the promoters shareholding during the year specifying the reason (eg. Allotment/ Transfer/ Bonus/ Sweat Equity, etc.				
	At the end of the year	146800	73.4	146800	73.4

There is no change in the shareholding of other promoters

\* Based on the paid up share capital of the Company on 31.03.2016



## SINNAR BIDI UDYOG LIMITED.

iv Shareholding pattern of top ten shareholders (other than Directors, Promoters and Holders of GDR and ADRs)

Sr No	For Each of top 10 shareholders*	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of Shares	% of total shares of the company	No. of Shares	% of total shares of the Company
	At the beginning of the year				
1	Laxmikant Madanlal Ostwal	2600	1.30	2600	1.30
2	Harsha Hitesh Javeri*	2300	1.15	2350	1.18
3	Shashikant Ganapati Bagewadi	2100	1.05	2100	1.05
4	Hitesh Ramji Javeri	1900	0.95	1900	0.95
5	Sunildatta Vinayak Lad	1450	0.73	1450	0.73
6	Laxminarayan Mohalnal Karwa	1200	0.60	1200	0.60
7	Goverdhan Bhagirath Hede	1150	0.58	1150	0.58
8	Deshmukh Sanjay Devram	1000	0.50	1000	0.50
9	Narayan Laxman Patil	850	0.43	850	0.43
10	Asha Dhananjay Aringale	740	0.37	740	0.37
	At the end of the year**	15290	7.65	15340	7.67

\* Based on the shareholding pattern of the Company as on 31.03.2016

\*\* There is no change in shareholding of other top ten shareholders other than the one listed above, during the year 2015-16

v Shareholdings of Directors and Key Managerial Personnel:

Sr No	For Each of the Directors and KMPs \$	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of Shares	% of total shares of the company	No. of Shares	% of total shares of the Company
	At the beginning of the year				
1	Chandrasingh Bhagawan Patil	500	0.25	500	0.25
2	Madhav Digambar Deshpande	100	0.05	100	0.05
3	Bhausahab Shukhadew Pawar	150	0.075	150	0.075
4	Dhanpal Motilal Shah	0	0	0	0
5	Shirish Bansilal Shah	0	0	0	0
6	Bharati Subhash Sancheti	240	0.12	240	0.12
	At the end of the year**	990	0.495	990	0.495

\$Based on the shareholding pattern of the Company as on 31.03.2016

\*\* There is no change in shareholding of the above directors and KMPs during the year 2015-16

# SINNAR BIDI UDYOG LIMITED.

## v INDEBTEDNESS

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

		Secured Loan excluding the deposits	Unsecured loans	Deposits	Total Indebtedn ess
	Indebtedness at the beginning of the year				
i	Principal Amount	47817412	0	0	47817412
ii	Interest due but not paid	0	0	0	0
iii	Interest accrued but not due	0	0	0	0
	Total (i+ii+iii)	47817412	0	0	47817412
	Change in Indebtedness during the financial year				
	Addition		0	0	0
	Reduction	10270215	0	0	10270215
	Net Change	-10270215	0	0	-10270215
	Indebtedness at the end of the financial year				
i	Principal Amount	37547197	0	0	37547197
ii	Interest due but not paid	0	0	0	0
iii	Interest accrued but not due	0	0	0	0
	<b>Total (i+ii+iii)</b>	<b>37547197</b>	<b>0</b>	<b>0</b>	<b>37547197</b>

## VI REMUNERATION TO DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Remuneration to Managing Director, Whole Time Directors and/ or Manager:

Sr No	Particulars of Remuneration	Name of MD/ WTD/ Manager			Total Amount
		Whole Time Director Mr. Madhav Deshpande*	Managing Director: N.A.	Manager: N.A.	
1	Gross Salary	1449011	0	0	1449011
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	0	0	0	0
	(b) Value of perquisites u/s 17(2) of Income Tax Act, 1961	0	0	0	0
	(c) Profits in lieu of Salary under section 17(3) of Income Tax Act, 1961	0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission as a % of Profit	0	0	0	0
	Othets, specify				
5	Others, please specify	0	0	0	0
	TOTAL (A)	1449011	0	0	1449011
	Ceiling as per the Act				

\* Appointed as Whole Time Director on 31<sup>st</sup> March 2015, the effective date of appointment is 1<sup>st</sup> April 2015

# SINNAR BIDI UDYOG LIMITED.

## B Remuneration to other directors: NOT APPLICABLE

Sr No	Particulars of Remuneration	Name of Directors			Total Amount
1	Independent Directors Fees for attending board and committee meetings Commission Others, please specify Total (1)				
2	Other Non- Executive Directors Fees for attending board and committee meetings Commission Others, please specify Total (2) Total (B)= (1+2) Total Managerial Remuneration Over Managerial Ceiling as per Act				

## C Remuneration to Key Managerial Personnel other than MD/ Manager / WTD: NOT APPLICABLE\*

Sr No	Particulars of Remuneration	Name of the Key Managerial Personnel			Total Amount
		Chief Financial Officer: Mr. M.D. Deshpande	Company Secretary: N.A.	Chief Executive Officer: N.A.	
1	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 (b) Value of perquisites u/s 17(2) of Income Tax Act, 1961 (c) Profits in lieu of Salary under section 17(3) of Income Tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission as a % of Profit Others, specify				
5	Others, please specify TOTAL				

\* The company has appointed Mr. Madhav Deshpande as Chief Financial Officer on 31<sup>st</sup> March 2015, effective

## VII. PENALTIES/ PUNISHMENTS/ COMPOUNDING OF OFFENCES : NIL

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

**ANNEXURE 2**

**FORM NO AOC-2**

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

**1. Details of contracts or arrangements or transactions not at arms length basis: Not applicable**

<p>(a) Name(s) of the related party and nature of relationship</p> <p>(b) Nature of contracts/ arrangements/ transactions</p> <p>(c) Duration of the contract/ arrangements/ transactions</p> <p>(d) Salient terms of the contracts or arrangements or transactions including the value, if any</p> <p>(e) Justification for entering into such contracts or arrangements or transactions</p> <p>(f) Dates of approval by the Board</p> <p>(g) Amount paid as advances, if any:</p> <p>(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188</p>	
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**2. Details of material contracts or arrangements or transactions at arms length basis**

**I. STS Exports Limited**

<p>(a) Name(s) of the related party and nature of relationship</p> <p>(b) Nature of contracts/ arrangements/ transactions</p> <p>(c) Duration of the Contracts/ arrangements/ transactions</p> <p>(d) Salient terms of the contracts or arrangements or transactions including the value, if any</p> <p>(e) Date(s) of approval by the Board, if any</p> <p>(f) Amount paid as advances, if any</p>	
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**II. Rasbihari Enterprises Limited**

<p>(a) Name(s) of the related party and nature of relationship</p> <p>(b) Nature of contracts/ arrangements/ transactions</p> <p>(c) Duration of the Contracts/ arrangements/ transactions</p> <p>(d) Salient terms of the contracts or arrangements or transactions including the value, if any</p> <p>(e) Date(s) of approval by the Board, if any</p> <p>(f) Amount paid as advances, if any</p>	<p>Rasbihari Enterprises Limited (Director of the company is director in that company)</p> <p>Availing of services</p> <p>The contract is governed by the provisions of Companies Act, 1956 and continuing one.</p> <p>Factory and Godown rent Amount: Rs. 4,08,000 /-</p> <p>The contract is governed by the provisions of Companies Act, 1956 and continuing one.</p> <p>NIL</p>
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For Sinnar Bidi Udyog Limited

**B.S.Pawar**  
Director

**M.D.Deshpande**  
Whole Time Director and CFO

**ANNEXURE 3**

**Disclosure relating to investment of Sinnar Bidi Udyog Ltd in following associates companies.**

**FORM AOC-I**

**(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 subsidiary/ associate companies/ joint venture

**PART A: Subsidiaries**

**NIL**

(Information in respect of each subsidiary to be presented with amounts in Rs. )

1	Serial No	7	Total Assets
2	Name of the Subsidiary	8	Total Liabilities
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	9	Investments
4	Reporting currency and Exchange rate as on the last date of the relevant financial year in case of foreign subsidiary	10	Turnover
5	Share Capital	11	Profit before taxation
6	Reserves and Surplus	12	Provision for taxation
		13	Profit after taxation
		14	Proposed Dividend
		15	% of Shareholding

**PART B: Associates and Joint Ventures**

**Statement pursuant to section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

Name of the Associates / Joint Ventures	Yogi Ayurvedic Products Pvt. Ltd.	Vidarbha Bidi Limited	Tip Top Health Zone Private Limited
1. Latest Audited Balance Sheet Date	31 <sup>st</sup> March 2016	31 <sup>st</sup> March 2016	31 <sup>st</sup> March 2016
2. Shares of Associates/ Joint Ventures held by the Company on the year end no. Amount of Investment in Associates/ Joint Venture Extend of Holding %	25,550 Equity Shares 25.54%	39,590 Equity Shares 38.28%	3,650 Equity Shares 24.33%
3. Description of how there is significant influence	Control of Share Capital more than 20%	Control of Share Capital more than 20%	Control of Share Capital more than 20%
4. Reason why the associate/ joint venture is not consolidated			
5. Networth attributable to Shareholding as per latest Audited Balance Sheet	(5,477,848.06)	(256,314.32)	1,903,790.38
6. Profit/ Loss for the year to the extent of holding	(4,344,413.25)	(56,878.90)	29,185.05
i. Considered in Consolidation			
ii. Not Considered in Consolidation	Loss not considered in consolidation as we have made provision of Diminution in the value of shares		

**For Sinnar Bidi Udyog Limited**

**B.S.Pawar**  
Director

**M.D.Deshpande**  
Whole Time Director and CFO

**ANNEXURE 4**  
**DISCLOSURE RELATING TO THE REMUNERATION OF DIRECTORS AND**  
**EMPLOYEES REMUNERATION**

The disclosures as required under section 197 of the Companies Act, 2013 and rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as follows:

i) Ratio of remuneration of each director to the median employee's remuneration:

Ratio of Remuneration paid to Whole Time Director & CFO Mr.M.D.Deshpande to the median remuneration of employees for the financial year 2015-16: **62.67%**

None of the other directors except the Whole Time Director mentioned above was paid any remuneration during the financial year.

ii) The details regarding percentage increase in remuneration of each director, Chief Financial Officer, Company Secretary in the financial year:

1. Mr.M.D.Deshpande – Whole Time Director and CFO : Appointment was made on 31<sup>st</sup> March, 2015 hence rise with reference to previous year is not applicable.
2. Mr.Sushil Ladda – Company Secretary: Appointment was made on 31<sup>st</sup> August, 2015 hence rise with reference to previous year is not applicable.
3. The Company has not paid any remuneration to other directors and has not appointed any other managerial personnel except above.

iii) The percentage of increase in Median Remuneration of Employees is 7.88% in the financial year ended 31<sup>st</sup> March 2016.

iv) Number of Permanent Employees on the rolls of the Company is 61.

v) Relationship between increase in remuneration and company performance:

The turnover of the Company increased by 20.90% during the financial year 2015-16, as compared to the financial year 2014-15. The aggregate remuneration of employees increased by 62.70% over the previous year.

vi) ) Relationship between increase in remuneration of Key Managerial Personnel and company performance:

As the WTD and CFO was appointed on 31<sup>st</sup> March 2015 and the Company Secretary on 31<sup>st</sup> August, 2015, increase as compared to previous year is not applicable.

vii) The Market capitalization of the Company was Rs.8.02 lacs on 31<sup>st</sup> March 2016 as compared to Rs. 7.64 lacs as on 31<sup>st</sup> March 2015. The Price earning ratio was 37.63 as on 31<sup>st</sup> March 2016 as compared to 133 as on 31<sup>st</sup> March 2015. The percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the company came out with the last public offer is not applicable to the company as the company has not made any public issue after listing on Stock Exchange.

Point nos viii, ix, x and xi in Rule 5 : Disclosures at these points are not applicable during the financial year 2015-16.

xii) It is affirmed that the remuneration paid to the Whole Time Director and Company Secretary is in accordance with the remuneration policy of the Company.

xiii) There is no employee who receives aggregate remuneration throughout the year in excess of Rs. 60 Lac.

xiv) There is no employee who receives the remuneration in excess of Rs. 5 Lacs per month during the year.

xv) No employee of the company along with his spouse and dependent children holds more than 2% of the equity share capital of the Company.

## **ANNEXURE 5**

### **NOMINATION AND REMUNERATION POLICY**

#### **1. INTRODUCTION:**

The Company considers the human resources as its invaluable assets. This policy on the nomination and remuneration of Directors, Key Managerial Personnel, (KMPs) and other employees have been formulated in compliances with section 178 of Companies Act, 2013 along with the applicable rules thereto and Clause 49 of the listing agreement, as amended from time to time in order to pay equitable remuneration to the Directors, KMPs, and the employees of the Company and to harmonise the aspirations of the human resources consistent with the goals of the Company.

#### **2. DEFINITIONS:**

**emuneration** means any money, or its equivalent given or passed to any person for the services rendered by him and includes perquisites as defined under the Income Tax Act, 1961

**Key Managerial Personnel** means means

- i. The Chief Executive Officer or the managing director or the manager or in their absence the Whole Time Director;
- ii. The Company Secretary;
- iii. The Chief Financial Officer
- iv. Such other person as may be prescribed.

**Senior Management** means the senior management personnel of the Company who are the members of its core management team excluding the Board of Directors including the Functional Heads.

**Committee** means the Nomination and Remuneration committee of the Company as constituted or reconstituted by the Board, in accordance with the Act and the applicable listing agreement and / or regulations.

**Company** means the Sinar Bidi Udyog limited

**Board** means the Board of Directors of the Company

**Directors** means the Directors of the Company

**Independent Director** means the Director referred to in section 149(6) of the Companies Act, 2013 and the rules made thereunder.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 and the Listing Agreement as may be amended from time to time shall have the meaning respectively assigned to them therein.

#### **3. OBJECTIVES AND PURPOSE OF THE POLICY:**

The objective of the policy is to ensure that

- i. The level and composition of remuneration is reasonable and sufficient to attract, retain, and motivate the directors of the quality required to run the company successfully;
- ii. Relationship of remuneration to performance to is clear and meets appropriate performance benchmarks;
- iii. Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentives pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

**4. CONSTITUTION OF THE NOMINATION AND REMUNERATION COMMITTEE:**

The Board has re-constituted the Nomination and Remuneration Committee of the Board on 31<sup>st</sup> March 2015. This is in line with the requirements under the Companies Act, 2013.

The Board has the authority to reconstitute this committee from time to time.

**5. ROLE OF THE COMMITTEE:**

- I. To guide the Board in relation to appointment and removal of the Directors, Key Managerial Personnel and senior management.
- ii. To formulate the criteria for evaluation of performance of all the directors on the Board.
- iii. To formulate the criteria for determining qualifications, positive attributes and independence of a director.
- iv. To recommend the Board on remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- v. To devise a policy on Board diversity.
- vi. To identify the persons who are qualified to be directors and the key managerial personnel in accordance with the criteria laid down in this policy.

**6. POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT:**

- i. The Committee shall identify and ascertain integrity, qualification, expertise and experience of the person for the appointment as Director, KMP or at Senior Management level and recommend his/ her appointment, as per Company's Policy.
- ii. A person should possess adequate qualification, expertise and experience for the position he/ she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient/ satisfaction for the position.
- iii. The Company shall not appoint or continue the employment of any person as Whole Time Director, who has attained the age of seventy years. Provided that such a person may be appointed as a Whole Time Director beyond his/ her age exceeding seventy years with the approval of Shareholders by passing a special resolution.

**I. TERM/ TENURE:**

- a) Managing Director / Whole Time Director

The Company shall appoint or reappoint any person as its Managing Director, Whole Time Director, or Executive Director for a term not exceeding five years at a time. No reappointment shall be made earlier than one year before the expiry of term.

- b) Independent Director:

An Independent Director can hold office for a term of five years on the Board of the Company and will be eligible for reappointment on passing a special resolution by the Company and disclosure of such appointment in the Board's Report.



No Independent Director shall hold a office for more than two consecutive terms of upto 5 years, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an independent Director.

Provided than an Independent Director shall not, during the said period of three years, be appointed in or associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

## **II. EVALUATION:**

The Committee shall carry out the evaluation of permormance of Director, KMP, and senior managment personnel yearly or at such intervals as may be considered necessary.

All the directors are requested annually to provide their assessment of the performance of the Board and its Committees by way of response to a questionnaire. Additionally, all Board members will be asked to do a self-evaluation of their performance annually. The performance of executive directors will be evaluated by the Nomination and Remuneration Committee. The performance evaluation of Independent Directors shall be done by entire board of directors excluding the director being evaluated.

## **III. REMOVAL:**

The Committee may recommend with reasons recording in writing, removal of a director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

## **IV. RETIREMENT:**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act, and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

## **7. POLICY FOR REMUNERATION TO DIRECTORS/ KMP/ SENIOR MANAGEMENT PERSONNEL:**

### **I. Remuneration to Managing Director/ Whole Time Directors:**

The Remuneration / Commission etc. to be paid to Managing Director/ Whole Time Directors, etc. Shall be governed as per the provisions of the Companies Act, 2013 and the rules made thereunder or any enactment for the time being in force and the approval obtained from the Members of the Company.

The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors from as it may consider the appropriate with regards to the remuneration to Managing Director/ Whole Time Director.

### **II. Remuneration to Non Executive Directors/ Independent Directors:**

A. The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may

be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

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

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

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

- i) The Services are rendered by such Director in his capacity as the professional; and
- ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

**III. Remuneration to Key Managerial Personnel and Senior Management:**

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

B. The Fixed pay may include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from time to time.

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

**8. IMPLEMENTATION:**

The Committees may issue guidelines, procedures, formats, reporting mechanism and manuals in supplements and for better implementation of this policy as considered appropriate

The Committee may delegate any of its powers to one or more of its members.

Form No. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2016

[Pursuant to Section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

The Members,

Sinnar Bidi Udyog Limited

Parekh Mahal, 2<sup>nd</sup> Floor, Room No 62,

Plot No. 8-9, Lady Jamshedji Road,

Sakharam Keer Marg, Mahim, Mumbai- 400 016

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Sinnar Bidi Udyog 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 authorised 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 31<sup>st</sup> March 2016, complied with the statutory provisions listed hereunder except and otherwise specifically mentioned 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 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 thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;



- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. (Not applicable to the Company during audit period)
- 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;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during audit period)
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable to the Company during audit period)
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during 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;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during audit period)
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during audit period)
  - i. SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (applicable w.e.f. 1<sup>st</sup> December 2015)
- vi. There are no laws which specifically apply to the type of activities undertaken 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.  
(Applicable w.e.f 1<sup>st</sup> July 2015).
- (ii) The Listing Agreement entered into by the Company with BSE Limited;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations and Guidelines, etc. mentioned above except as to *non-appointment of Company Secretary up to 31<sup>st</sup> August, 2015 during the Financial Year.*

We further report that: -

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

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


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

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

Place: Thane  
Date: 27<sup>th</sup> May 2016

For J. H. Ranade & Associates  
Company Secretaries



  
J. H. Ranade  
(Proprietor)  
FCS: 4317, CP: 2520

The Members,

Sinnar Bidi Udyog Limited

Parekh Mahal, 2<sup>nd</sup> Floor, Room No 62,

Plot No. 8-9, Lady Jamshedji Road,

Sakharam Keer Marg, Mahim, Mumbai – 400 016

Our Secretarial Audit Report of even date for the Financial Year 2015-16 is to be read along with this letter.

Management's Responsibility:

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility:

2. Our responsibility is to express an opinion on these secretarial records, systems, standards and procedures based on our audit.

3. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer:

4. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Thane

Date: 27<sup>th</sup> May, 2016

For J. H. Ranade & Associates  
Company Secretaries





J. H. Ranade  
(Proprietor)

FCS: 4317, CP: 2520

## **INDEPENDENT AUDITORS' REPORT**

To,  
The Members of Sinnar Bidi Udyog Limited

### **Report on Standalone Financial Statements**

We have audited the accompanying standalone financial statements of Sinnar Bidi Udyog Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, and the 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.

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

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

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of 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.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India-

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- (b) In the case of the Statement of Profit and Loss Account, of the profit for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date

### **Report on Other Legal and Regulatory Requirements**

- 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 Companies Act, 2013, we give in the "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2 As required by Section 143(3) of the Act, we further report that :
  - a We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account ;
  - d In our opinion, the aforesaid standalone financial statements comply with the applicable 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 March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act
  - f With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".



- g In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
- (i) The Company does not have any pending litigations which would impact its financial position
  - (ii) The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise
  - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection fund by the Company.

(S.D BEDMUTHA)  
CHARTERED ACCOUNTANT

Place : Nashik

Date : 30th May 2016.

**Annexure “A” to the Independent Auditor's Report**

**(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)  
Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

I have audited the internal financial controls over financial reporting of **Sinnar Bidi Udyog Limited** (“the Company”) as of March 31, 2016 in conjunction with our audit of the Consolidated 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 company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor's Responsibility**

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”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 judgments, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

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

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

financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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.

#### **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 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.

**(S.D BEDMUTHA)**  
**CHARTERED ACCOUNTANT**  
**Membership No.033679.**

**Place : Nashik**  
**Date : 30th May 2016.**

**ANNEXURE 'B' TO THE INDEPENDENT AUDITORS' REPORT  
(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory  
Requirements' section of our report of even date)  
Report on Companies (Auditor's Report) Order, 2016 ('the Order') issued by  
the Central Government in terms of Section 143(11) of the Companies Act,  
2013 ('the Act') of Sinnar Bidi Udyog Limited ('the Company')**

- i In respect of the Company's fixed assets:
  - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - c) According to the information and explanations given to us and the records examined by us and based on the examination of the conveyance deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.
- ii As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.
- iii As informed to us the Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- iv As explained to us, Company has not granted any loan, investments, guarantees and security during the year ended as at 31st march 2016.
- v The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable
- vi As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- vii According to the information and explanations given to us, in respect of statutory dues:
  - a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value

added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2016 for a period of more than six months from the date on when they become payable.

- b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- viii In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to banks and financial institutions. The Company has not issued any debentures.
- ix The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable.
- x To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.
- xiii In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv During the year, the Company has not made preferential allotment or private placement of shares and hence reporting under clause (xiv) of the Order is not applicable to the Company.
- xv In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its Directors and hence provisions of Section 192 of the Act are not applicable.
- xvi In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

(S.D.BEDMUTHA)  
CHARTERED ACCOUNTANT

Date : 30th May 2016  
Place : Nashik

# SINNAR BIDI UDYOG LIMITED.

## Abridged Balance Sheet (Standalone) as at 31st March 2016.

Particulars	31.03.2016 RUPEES	31.03.2015 RUPEES
<b>I EQUITY AND LIABILITIES</b>		
<b>1 SHAREHOLDERS' FUNDS</b>		
Share Capital	2000000	2000000
Reserves And Surplus	42799096	40667323
	44799096	42667323
<b>2 NON-CURRENT LIABILITIES</b>		
Long -Term Borrowings	-	-
Long -Term Provisions	22791919	21309809
	22791919	21309809
<b>3 CURRENT LIABILITIES</b>		
Short-Term Borrowings	37547197	47817412
Trade Payable	18039815	59045060
Other Current Liabilities	346036	781847
Short-Term Provisions	1248236	764593
	57181284	108408911
<b>Total (1) to (3)</b>	<b>124772299</b>	<b>172386043</b>
<b>II ASSETS</b>		
<b>5 NON-CURRENT ASSETS</b>		
Fixed Assets		
Tangible Assets	7421713	7551626
Intangible Assets	-	-
Non Current Investments	3704959	4449981
Deferred Tax Asset (Net)	979000	981000
Long -Term Loans & Advances	650014	650014
Other Non-Current Assets	-	-
	12755686	13632621
<b>6 CURRENT ASSETS</b>		
Current Investments	-	-
Inventories	75251370	120769936
Trade Receivable	35085448	31618172
Cash and Bank Balances	315855	2423057
Short-Term Loans and Advances	1348978	3927295
Other Current Assets	14962	14962
	112016613	158753422
<b>Total (5) to (6)</b>	<b>124772299</b>	<b>172386043</b>

Note :- Complete Balance Sheet, Statement of Profit and Loss, other statement and notes thereto prepared as per the requirements of Schedule III to the Act are available at the Company's website [www.sinnarbidi.com](http://www.sinnarbidi.com) at link <http://www.sinnarbidi.com/index.php/annualreports.html>

As per my report of even date

For and on behalf of the Board

S.D.Bedmutha  
Chartered Accountant  
Membership No.033679.  
Place : Nashik  
Date : 30th May 2016.

Whole Time Director and CFO  
M.D.Deshpande

Director  
B.S.Pawar

Place : Nashik Date : 30th May 2016.

# SINNAR BIDI UDYOG LIMITED.

## Abridged Profit And Loss Account (Standalone) for the period ended on 31st March 2016

	31.03.2016 RUPEES	31.03.2015 RUPEES
<b>Income</b>		
I Revenue from Operations (Gross)	100522064	83147741
II Other Income	39791	739143
<b>III Total Revenue (I)</b>	<b>100561855</b>	<b>83886884</b>
<b>Expenses</b>		
Cost of material consumed	72884753	62301647
Changes in Inventory	-	21135
Employee Benefits Expense	9446142	5806965
Finance Cost	5643590	6907768
Depreciation and Amortization Expense	697894	836270
Other Expense	6507084	5870569
Exchange rate difference	1263597	994510
<b>IV Total Expenses</b>	<b>96443060</b>	<b>82738864</b>
<b>V Profit before exceptional &amp; extraordinary items &amp; tax</b>	<b>4118795</b>	<b>1148020</b>
<b>VI Exceptional &amp; Extraordinary Items</b>		
Provision for Diminution in Value of Investment	725022	-
<b>Profit / (Loss) before Tax</b>	<b>3393773</b>	<b>1148020</b>
<b>VII Tax Expenses</b>		
Current Tax	1260000	770000
Prior Period Tax	-	41896
Deferred Tax	2000	(181000)
<b>VIII Profit / (Loss) for the year</b>	<b>2131773</b>	<b>517124</b>
Earning Per Equity Share of Face Value of 10/- each.		
Basic	10.66	2.59
Diluted	10.66	2.59

### Details of Revenue from Operations

	31.03.2016 RUPEES	31.03.2015 RUPEES
Particulars		
Sale of products manufactured	99333731	81029938
Revenue from services provided	1186991	2117803
Other Operational Revenue	1342	-
	<b>100522064</b>	<b>83147741</b>

As per my report of even date

For and on behalf of the Board

S.D.Bedmutha  
Chartered Accountant  
Membership No.033679.  
Place : Nashik  
Date : 30th May 2016.

Whole Time Director and CFO  
M.D.Deshpande

Director  
B.S.Pawar

Place : Nashik Date : 30th May 2016.

**SINNAR BIDI UDYOG LIMITED.**

**Abridged Cash Flow Statement (Standalone) for the period ended on 31st March 2016**

	31.03.2016	31.03.2015
	RUPEES	RUPEES
Cash from /(used in) Operating Activities	14326329	1866286
Cash from /(used in) Investing Activities	(519726)	(1171023)
Cash from /(used in) Financing Activities	(15913805)	(2418075)
<b>Net Cash Inflow/ (Outflow)</b>	<b>(2107202)</b>	<b>(1722812)</b>
Cash and Cash Equivalents as at 01.04.2015	2423057	4145869
Cash and Cash Equivalents as at 31.03.2016	315855	2423057
Net Increase / (Decrease) In Cash and Cash Equivalents	<b>(2107202)</b>	<b>(1722812)</b>

As per my report of even date

S.D.Bedmutha  
Chartered Accountant  
Membership No.033679.  
Place : Nashik  
Date : 30th May 2016.

For and on behalf of the Board  
Whole Time Director and CFO  
M.D.Deshpande

Director  
B.S.Pawar  
Place : Nashik  
Date : 30th May 2016.



**Notes To Abridged Financial Statements (Standalone) for the period ended on  
31st March 2016**

**NOTE 1:**

**SIGNIFICANT ACCOUNTING POLICIES**

**A Accounting Convention / Method of Accounting.**

The Financial Statements are prepared under Historical Cost Convention in accordance with generally accepted accounting principles and provisions of Companies Act 1956. Accounts are kept on accrual basis and according to the double entry system.

**B Revenue Recognition**

"Revenue from the sale of products is recognised on transfer of all significant risks and rewards of ownership to the buyer which coincides with despatch of products to customers. Interest income is recognised on time proportion basis. Dividend income on investment is accounted for when received."

**C Use of Estimates**

The preparation and presentation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual result and estimates are recognised in the period in which the results are known / materialised

**D Fixed Assets and Depreciation**

- i Fixed Assets are stated at cost less depreciation, cost being comprised of cost of acquisition and expenditure directly attributable for commissioning of the assets.
- ii Depreciation is charged over the estimated useful life of the fixed assets as prescribed in Schedule II of the Companies Act, 2013.

**E Investments**

Long Term Investments are stated at cost less permanent diminution in value, if any.

**F Current Assets**

**a Stocks**

Raw Material, Traded Items and Finished Goods are valued at lower of cost or net realisable value. Cost of finished goods includes cost of material and cost of conversion. Cost is determined on monthly weighted average basis.

**b Book Debts, Advances & Deposits**

Balances considered irrecoverable are written-off and those considered doubtful are provided for.

**G Employee / Retirement Benefits**

"Retirement Benefits to employees are provided for by payments to Gratuity and Provident Fund. The gratuity liability is determined on the basis laid down under Employees Approved Gratuity Fund Scheme which takes into account the sum that would have been payable as gratuity to all the eligible employees on the last day of the financial year. Liability arising on account of accrued leave salary payable is provided in the accounts. The same is worked

out on the basis of the amount that would have been payable as leave encashment to all the eligible employees on the last day of the financial year. (Refer Note 27 (2))"

**H Foreign Currency Transactions**

Monetary items denominated in foreign currency as at the Balance Sheet date are converted at exchange rates prevailing on that date. Exchange differences are recognised in the Statement of Profit & Loss.

**I Borrowing Costs.**

"Borrowing costs directly attributable to acquisition or construction of fixed assets which take substantial period of time to get ready for their intended use are treated as capital expenditure in accordance with Accounting Standard 16 on "Borrowing Costs". Other borrowing cost are charged to the statement of profit and loss."

**J Leases.**

Lease rentals for operating leases are charged to statement of profit and loss on accrual basis in accordance with the respective lease agreement.

**K Taxation**

**a Current Year Charges**

Provision for tax is based on the amount of tax payable in respect of taxable income as determined under Income Tax Act 1961.

**b Deferred Tax**

The Deferred Tax resulting from timing difference between the book and taxable profit for the year is accounted for, using the tax rates and laws that have been substantially enacted as of the balance sheet date.

Deferred tax assets arising from timing difference are recognised to the extent there is reasonable certainty that these would be realised in future.

**L Contingent Liabilities and Provisions.**

Contingent Liabilities are disclosed after a careful evaluation of the facts and legal aspects of the matter involved, in line with the provisions of Accounting Standard (AS) 29 Provisions are recognised when the company has present obligation legal/constructive) and on management judgement as a result of past event, for which it is probable that a cash outflow may be required and reliable estimate can be made of the amount of the obligation.

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

Contingent assets are not recognised in the financial statements since this may result in the recognition of income that may never be accrued / realised.

# SINNAR BIDI UDYOG LIMITED.

## Notes to the Abridged Balance Sheet and the Abridged Profit And Loss Account (Standalone) as at 31st March 2016.

Particulars	31.03.2016 RUPEES	31.03.2015 RUPEES
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### Note : 11 Non Current Investment

Book and Market Value of Quoted Investment

Quoted Investments ( Shares) :

Cost	42890	42890
Market Value	384629	371128

### Note : 16 Cash And Bank Balances

a. Cash on Hand	71835	161951
b. <u>With Scheduled Banks</u> :		
In Current Accounts	234020	933829
In Fixed Deposit Accounts (Given as Security to Sales Tax Authorities)	10000	10000
F.D. with Bank of Maharashtra	-	1317277
	<b>315855</b>	<b>2423057</b>

### Note : 21 Cost of Material Consumed

Opening Stock	120769936	97359470
Add : Purchases	27366187	85712113
	<b>148136123</b>	<b>183071583</b>
Less : Closing Stock	75251370	120769936
	<b>72884753</b>	<b>62301647</b>

### Note : 27 Contingent Liabilities

Contingent Liabilities	3146813	3104209
	<b>3146813</b>	<b>3104209</b>

**Notes to the Abridged Balance Sheet and the Abridged Profit And Loss Account  
(Standalone) as at 31st March 2016.**

	2015-2016	2014-2015
	RUPEES	RUPEES

**10. RELATED PARTY DISCLOSURES :**

RELATED PARTIES WITH WHOM  
THE COMPANY HAD TRANSACTIONS, ETC

( i ) Associates / Entities in which Promoters are able to  
exercise significant influence :

1. Rasbihari Enterprises Ltd.
2. Vidarbha Bidi Ltd.
3. Yogi Ayurvedic Products Pvt Ltd.
4. Tip Top Health Zone Pvt.Ltd.
5. STS Exports Ltd.
6. M/s. S.K. Sarda.
7. Sungrowth Manpower Services Pvt Ltd.
8. City Centre Mall Nashik Pvt. Ltd.
9. Sarda Milk & Agro Produce Pvt. Ltd.
10. Sarda Fresh Fruits Pvt. Ltd.
11. Rasbihari Properties Pvt. Ltd.
12. Nashik Natural Products Pvt. Ltd.
13. S.K.Sarda Developers Pvt. Ltd.

( ii ) Relatives / Members of Promoter Group :

1. Shri K B Sarda.
2. Sau K.K.Sarda.
3. Shri S K Sarda .
4. Sau. S.S.Sarda.
5. Sau.S.V.Sisodiya.

(iii) Key Management Personnel :

Shri.M.D.Deshpande

## SINNAR BIDI UDYOG LIMITED.

Sr No.	Nature of Transaction ( Excluding reimbursement) :	(Rs.)	(Rs.)
<b>1. Income / Receipts</b>			
	Sales / Income from Operations		
	STS Exports Ltd.	-	5343525
	Other Income		
	M/s Shirang Kisanlal Sarda	22050	46050
<b>2. Expenditure / Payments</b>			
	Salary Expenses (Including Employer PF Contribution)		
	Shri.M.D.Deshpande	1612907	Nil
	Other Expenses		
	Rasbihari Enterprises Ltd.	408000	408000
	Sou S.V.Sisodiya	86400	1328683
<b>3. Closing Balances</b>			
<b>Assets</b>			
	Trade Receivables		
	STS Exports Ltd.	-	5343525
	Investments		
	Rasbihari Enterprises Ltd.	2716972	2716972
	Vidarbha Bidi Ltd.	468419	468419
	Yogi Aurvedic Products Pvt.Ltd.	256603	256603
	Tip Top Health Zone Pvt.Ltd.	877352	877352
	STS Exports Ltd.	49245	49245
	Security Deposit		
	Rasbihari Enterprises Ltd.	285000	285000
<b>Liabilities</b>			
	Rent Payable		
	Rasbihari Enterprises Ltd.	-	117200
	Sou S.V.Sisodiya	86400	86400

11. Figures for the previous year have been regrouped wherever considered practicable and necessary.

## **INDEPENDENT AUDITORS' REPORT**

To,  
The Members of Sinnar Bidi Udyog Limited

### **Report on Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of Sinnar Bidi Udyog Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, and the 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.

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

The management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are 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 consolidated financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, 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 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, but not for the purpose of expressing an

opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of 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.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the 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-

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- (b) In the case of the Statement of Profit and Loss Account, of the profit for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date

### **Other matter (s)**

I did not audit the financial statements of an associate Companies Tip Top Health Zone Pvt.Ltd., which constitute net profit of Rs. 1,19,955/- for the year then ended. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to me and my opinion on the consolidated financial statements to the extent they have been derived from such financial statements is based solely on the report of such other auditor.

### **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 Companies Act, 2013, we give in the "Annexure B "a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2 As required by Section 143(3) of the Act, we further report that :
  - a We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account ;
  - d In our opinion, the aforesaid consolidated financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014;

===== **SINNAR BIDI UDYOG LIMITED.** =====

- e On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act
- f With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- g In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
  - (i) The Company does not have any pending litigations which would impact its financial position
  - (ii) The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise
  - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection fund by the Company.

Place : Nashik  
Date : 30th May 2016.

(S.D BEDMUTHA)  
CHARTERED ACCOUNTANT  
Membership No.033679.



**Annexure “A” to the Independent Auditor's Report**

**(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)**

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

I have audited the internal financial controls over financial reporting of **Sinnar Bidi Udyog 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 company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor's Responsibility**

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”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 judgments, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

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

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

financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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.

#### **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 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.

**(S.D BEDMUTHA)**  
**CHARTERED ACCOUNTANT**  
**Membership No.033679.**

**Place : Nashik**  
**Date : 30th May 2016.**

**ANNEXURE 'B' TO THE INDEPENDENT AUDITORS' REPORT**  
**(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**  
**Report on Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government in terms of Section 143(11) of the Companies Act, 2013 ('the Act') of SinnarBidiUdyog Limited ('the Company')**

- i In respect of the Company's fixed assets:
- a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - c) According to the information and explanations given to us and the records examined by us and based on the examination of the conveyance deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.
- ii As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.
- iii As informed to us the Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- iv As explained to us, Company has not granted any loan, investments, guarantees and security during the year ended as at 31st march 2016.
- v The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable
- vi As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- vii According to the information and explanations given to us, in respect of statutory dues:
- a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise,

## **SINNAR BIDI UDYOG LIMITED.**

Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2016 for a period of more than six months from the date on when they become payable.

- b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- viii In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to banks and financial institutions. The Company has not issued any debentures.
- ix The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable.
- x To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.
- xiii In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv During the year, the Company has not made preferential allotment or private placement of shares and hence reporting under clause (xiv) of the Order is not applicable to the Company.
- xv In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its Directors and hence provisions of Section 192 of the Act are not applicable.
- xvi In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

(S.D.BEDMUTHA)  
CHARTERED ACCOUNTANT

Date : 30th May 2016  
Place : Nashik

# SINNAR BIDI UDYOG LIMITED.

## Abridged Balance Sheet (Consolidated) as at 31st March 2016.

Particulars	31.03.2016 RUPEES	31.03.2015 RUPEES
<b>I EQUITY AND LIABILITIES</b>		
<b>1 SHAREHOLDERS' FUNDS</b>		
Share Capital	2000000	2000000
Reserves And Surplus	44090158	41929200
	46090158	43929200
<b>2 NON-CURRENT LIABILITIES</b>		
Long -Term Borrowings	-	-
Long -Term Provisions	22791919	21309809
	22791919	21309809
<b>3 CURRENT LIABILITIES</b>		
Short-Term Borrowings	37547197	47817412
Trade Payable	18039815	59045060
Other Current Liabilities	346036	781847
Short-Term Provisions	1248236	764593
	57181284	108408911
<b>Total (1) to (3)</b>	<b>126063361</b>	<b>173647919</b>
<b>II ASSETS</b>		
<b>5 NON-CURRENT ASSETS</b>		
Fixed Assets		
Tangible Assets	7421713	7551626
Intangible Assets	-	-
Non Current Investments	4996021	5711858
Deferred Tax Asset (Net)	979000	981000
Long -Term Loans & Advances	650014	650014
Other Non-Current Assets	-	-
	14046748	14894498
<b>6 CURRENT ASSETS</b>		
Current Investments		
Inventories	75251370	120769936
Trade Receivable	35085448	31618172
Cash and Bank Balances	315855	2423057
Short-Term Loans and Advances	1348978	3927295
Other Current Assets	14962	14962
	112016613	158753422
<b>Total (5) to (6)</b>	<b>126063361</b>	<b>173647920</b>

Note :- Complete Balance Sheet, Statement of Profit and Loss, other statement and notes thereto prepared as per the requirements of Schedule III to the the Company's website [www.sinnarbidi.com](http://www.sinnarbidi.com) at link <http://www.sinnarbidi.com/index.php/annualreports.html>

As per my report of even date

S.D.Bedmutha  
Chartered Accountant  
Membership No.033679.  
Place : Nashik  
Date : 30th May 2016.

For and on behalf of the Board

Whole Time Director and CFO  
M.D.Deshpande

Director  
B.S.Pawar  
Place : Nashik  
Date : 30th May 2016.

# SINNAR BIDI UDYOG LIMITED.

## Abridged Profit And Loss Account (Consolidated) for the period ended on 31st March 2016

	31.03.2016	31.03.2015
	RUPEES	RUPEES
<b>Income</b>		
I Revenue from Operations (Gross)	100522064	83147741
II Other Income	68976	776332
<b>III Total Revenue (I)</b>	<b>100591040</b>	<b>83924073</b>
<b>Expenses</b>		
Cost of material consumed	72884753	62301647
Changes in Inventory	-	21135
Employee Benefits Expense	9446142	5806965
Finance Cost	5643590	6907768
Depreciation and Amortization Expense	697894	836270
Other Expense	6507084	5870569
Exchange rate difference	1263597	994510
<b>IV Total Expenses</b>	<b>96443060</b>	<b>82738864</b>
<b>V Profit before exceptional &amp; extraordinary items &amp; tax</b>	<b>4147980</b>	<b>1185209</b>
<b>VI Exceptional &amp; Extraordinary Items</b>		
Provision for Diminution in Value of Investment	725022	-
<b>Profit / (Loss) before Tax</b>	<b>3422958</b>	<b>1185209</b>
<b>VII Tax Expenses</b>		
Current Tax	1260000	770000
Prior Period Tax	0	41896
Deferred Tax	2000	(181000)
<b>VIII Profit / (Loss) for the year</b>	<b>2160958</b>	<b>554313</b>
Earning Per Equity Share of Face Value of 10/- each.		
Basic	10.80	2.77
Diluted	10.80	2.77

### Details of Revenue from Operations

Particulars	31.03.2016	31.03.2015
	RUPEES	RUPEES
Sale of products manufactured	99333731	81029938
Revenue from services provided	1186991	2117803
Other Operational Revenue	1342	-
	<b>100522064</b>	<b>83147741</b>

As per my report of even date

S.D.Bedmutha  
Chartered Accountant  
Membership No.033679.  
Place : Nashik  
Date : 30th May 2016.

For and on behalf of the Board  
Whole Time Director and CFO  
M.D.Deshpande

Director  
B.S.Pawar  
Place : Nashik Date : 30th May 2016.

## SINNAR BIDI UDYOG LIMITED.

### Abridged Cash Flow Statement (Consolidated) for the period ended on 31st March 2016

	31.03.2016 RUPEES	31.03.2015 RUPEES
Cash from /(used in) Operating Activities	14355515	1903475
Cash from /(used in) Investing Activities	(548912)	(1208212)
Cash from /(used in) Financing Activities	(15913805)	(2418075)
<b>Net Cash Inflow/ (Outflow)</b>	<b><u>(2107202)</u></b>	<b><u>(1722812)</u></b>
Cash and Cash Equivalents as at 01.04.2015	2423057	4145869
Cash and Cash Equivalents as at 31.03.2016	315855	2423057
Net Increase / (Decrease) In Cash and Cash Equivalents	<b><u>(2107202)</u></b>	<b><u>(1722812)</u></b>

As per my report of even date

S.D.Bedmutha  
Chartered Accountant  
Membership No.033679.  
Place : Nashik  
Date : 30th May 2016.

For and on behalf of the Board  
Whole Time Director and CFO  
M.D.Deshpande

Director  
B.S.Pawar  
Place : Nashik  
Date : 30th May 2016.

**Notes To Abridged Financial Statements (Consolidated) for the period ended on 31st March 2016**

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**NOTE 1:****SIGNIFICANT ACCOUNTING POLICIES****A Principles of Consolidation**

"The consolidated financial statement relate to Sinnar Bidi Udyog Ltd. (The Company) and Associate Company. Investment in associate company (entity over which the Company exercises significant influence, which is neither a subsidiary or joint venture) are accounted for using the equity method. The consolidated financial statements include the share of profit / loss of associate company, which are accounted under the Equity method as per which the share of profit / loss of the associate company has been adjusted to the carrying amount of investment. Further, for the purpose of consolidation, the proportionate share of profit / loss of associate companies to the extent in equity shares have been considered."

**B Accounting Convention / Method of Accounting.**

The Financial Statements are prepared under Historical Cost Convention in accordance with generally accepted accounting principles and provisions of Companies Act 1956 Accounts are kept on accrual basis and according to the double entry system.

**C Revenue Recognition**

"Revenue from the sale of products is recognised on transfer of all significant risks and rewards of ownership to the buyer which coincides with despatch of products to customers. Interest income is recognised on time proportion basis. Dividend income on investment is accounted for when received."

**D Use of Estimates**

The preparation and presentation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual result and estimates are recognised in the period in which the results are known / materialised

**E Fixed Assets and Depreciation**

- i Fixed Assets are stated at cost less depreciation , cost being comprised of cost of acquisition and expenditure directly attributable for commissioning of the assets .
- ii Depreciation is charged over the estimated useful life of the fixed assets as prescribed in Schedule II of the Companies Act,2013.

**F Investments**

Long Term Investments are stated at cost less permanent diminution in value, if any.

**G Current Assets****a Stocks**

Raw Material , Traded Items and Finished Goods are valued at lower of cost or net realisable value. Cost of finished goods includes cost of material and cost of conversion. Cost is determined on monthly weighted average basis.

**b Book Debts, Advances & Deposits**

Balances considered irrecoverable are written- off and those considered doubtful are provided for.



**H Employee / Retirement Benefits**

"Retirement Benefits to employees are provided for by payments to Gratuity and Provident Fund. The gratuity liability is determined on the basis laid down under Employees Approved Gratuity Fund Scheme which takes into account the sum that would have been payable as gratuity to all the eligible employees on the last day of the financial year. Liability arising on account of accrued leave salary payable is provided in the accounts. The same is worked out on the basis of the amount that would have been payable as leave encashment to all the eligible employees on the last day of the financial year. (Refer Note 27 (2))"

**I Foreign Currency Transactions**

"Monetary items denominated in foreign currency as at the Balance Sheet date are converted at exchange rates prevailing on that date. Exchange differences are recognised in the Statement of Profit & Loss."

**J Borrowing Costs.**

"Borrowing costs directly attributable to acquisition or construction of fixed assets which take substantial period of time to get ready for their intended use are treated as capital expenditure in accordance with Accounting Standard 16 on "Borrowing Costs". Other borrowing cost are charged to the statement of profit and loss."

**K Leases.**

Lease rentals for operating leases are charged to statement of profit and loss on accrual basis in accordance with the respective lease agreement.

**L Taxation**

**a Current Year Charges**

Provision for tax is based on the amount of tax payable in respect of taxable income as determined under Income Tax Act 1961.

**b Deferred Tax**

The Deferred Tax resulting from timing difference between the book and taxable profit for the year is accounted for, using the tax rates and laws that have been substantially enacted as of the balance sheet date.

Deferred tax assets arising from timing difference are recognised to the extent there is reasonable certainty that these would be realised in future.

**M Contingent Liabilities and Provisions.**

"Contingent Liabilities are disclosed after a careful evaluation of the facts and legal aspects of the matter involved, in line with the provisions of Accounting Standard (AS) 29. Provisions are recognised when the company has present obligation (legal/constructive) and on management judgement as a result of past event, for which it is probable that a cash outflow may be required and reliable estimate can be made of the amount of the obligation."

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

Contingent assets are not recognised in the financial statements since this may result in the recognition of income that may never be accrued / realised.

# SINNAR BIDI UDYOG LIMITED.

## Notes to the Abridged Balance Sheet and the Abridged Profit And Loss Account (Consolidated) as at 31st March 2016.

Particulars	31.03.2016 RUPEES	31.03.2015 RUPEES
<b>Note : 11 Non Current Investment</b>		
Book and Market Value of Quoted Investment		
Quoted Investments ( Shares) :		
Cost	42890	42890
Market Value	384629	371128
<b>Note : 16 Cash And Bank Balances</b>		
a. Cash on Hand	71835	161951
b. <u>With Scheduled Banks</u> :		
In Current Accounts	234020	933829
In Fixed Deposit Accounts (Given as Security to Sales Tax Authorities)	10000	10000
F.D. with Bank of Maharashtra	-	1317277
	<b>315855</b>	<b>2423057</b>
<b>Note : 21 Cost of Material Consumed</b>		
Opening Stock	-	-
Add : Purchases	120769936	97359470
	<b>120769936</b>	<b>97359470</b>
Less : Closing Stock	148136123	183071583
	<b>(27366187)</b>	<b>(85712113)</b>
<b>Note : 27 Contingent Liabilities</b>		
Contingent Liabilities	3146813	3104209
	<b>3146813</b>	<b>3104209</b>

## SINNAR BIDI UDYOG LIMITED.

### Notes to the Abridged Balance Sheet and the Abridged Profit And Loss Account (Consolidated) as at 31st March 2016.

	2015-2016	2014-2015
	RUPEES	RUPEES

#### 10. RELATED PARTY DISCLOSURES :

RELATED PARTIES WITH WHOM  
THE COMPANY HAD TRANSACTIONS, ETC

( i ) Associates / Entities in which Promoters are able to  
exercise significant influence :

1. Rasbihari Enterprises Ltd.
2. Vidarbha Bidi Ltd.
3. Yogi Ayurvedic Products Pvt Ltd.
4. Tip Top Health Zone Pvt.Ltd.
5. STS Exports Ltd.
6. M/s. S.K. Sarda.
7. Sungrowth Manpower Services Pvt Ltd.
8. City Centre Mall Nashik Pvt. Ltd.
9. Sarda Milk & Agro Produce Pvt. Ltd.
10. Sarda Fresh Fruits Pvt. Ltd.
11. Rasbihari Properties Pvt. Ltd.
12. Nashik Natural Products Pvt. Ltd.
13. S.K.Sarda Developers Pvt. Ltd.

( ii ) Relatives / Members of Promoter Group :

1. Shri K B Sarda.
2. Sau K.K.Sarda.
3. Shri S K Sarda .
4. Sau. S.S.Sarda.
5. Sau.S.V.Sisodiya.

(iii) Key Management Personnel :

Shri.M.D.Deshpande

# SINNAR BIDI UDYOG LIMITED.

## Notes to the Abridged Balance Sheet and the Abridged Profit And Loss Account (Consolidated) as at 31st March 2016.

Sr No.	Nature of Transaction ( Excluding reimbursement) :	(Rs.)	(Rs.)
<b>1. Income / Receipts</b>			
	Sales / Income from Operations		
	STS Exports Ltd.	-	5343525
	Other Income		
	M/s Shrirang Kisanlal Sarda	22050	46050
<b>2. Expenditure / Payments</b>			
	Salary Expenses (Including Employer PF Contribution)		
	Shri.M.D.Deshpande	1612907	Nil
	Other Expenses		
	Rasbihari Enterprises Ltd.	408000	408000
	Sou S.V.Sisodiya	86400	1328683
<b>3. Closing Balances</b>			
<b>Assets</b>			
	Trade Receivables		
	STS Exports Ltd.	-	5343525
	Investments		
	Rasbihari Enterprises Ltd.	2716972	2716972
	Vidarbha Bidi Ltd.	468419	468419
	Yogi Aurvedic Products Pvt.Ltd.	256603	256603
	Tip Top Health Zone Pvt.Ltd.	877352	877352
	STS Exports Ltd.	49245	49245
	Security Deposit		
	Rasbihari Enterprises Ltd.	285000	285000
<b>Liabilities</b>			
	Rent Payable		
	Rasbihari Enterprises Ltd.	-	117200
	Sou S.V.Sisodiya	86400	86400

11. Figures for the previous year have been regrouped wherever considered practicable and necessary.

## SINNAR BIDI UDYOG LIMITED.

### The instructions for shareholders voting electronically are as under:

#### The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 11<sup>th</sup> September 2016 at 9.00 am and ends on 13<sup>th</sup> September 2016 at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 7<sup>th</sup> September 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha -numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip/ Address Sticker which is to be indicated in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

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

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant SINNAR BIDI UDYOG LIMITED on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



**SINNAR BIDI UDYOG LIMITED.**

Form No. MGT-11

**Proxy Form**

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

CIN: **L16002MH1974PLC017734**

Name of the Company: **SINNAR BIDI UDYOG LIMITED**

Registered Office: **Parekh Mahal, 2nd Floor, Room No. 62, Plot no.8-9, Lady Jamshedji Road, Sakharam Keer Marg, Mahim, Mumbai Maharashtra INDIA 400016**

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

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

Email Id: \_\_\_\_\_

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

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

1. Name: \_\_\_\_\_

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

Email Id; \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him

2. Name: \_\_\_\_\_

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

Email Id; \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him

3. Name: \_\_\_\_\_

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

Email Id; \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him

as my/ our proxy to attend and vote (on a poll) for me/ us and on my /our behalf at the 42<sup>nd</sup> Annual General Meeting of the company, to be held on Wednesday, 14<sup>th</sup> September 2016 At 2.00 P.M. At 2, Gurukrupa Apartment, N.C.Kelkar Marg, Dadar (W), Mumbai-400028 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No:

1 \_\_\_\_\_

2 \_\_\_\_\_

3 \_\_\_\_\_



Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_

Signature of Shareholders

Signature of Proxy holders (s)

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