



# Sybly Industries Ltd.

(Formerly known as Sybly Spinning Mills Ltd.)

Works & Regd. Off : Pawan Puri, Murad Nagar, Distt. Ghaziabad, Uttar Pradesh-201 206 (INDIA)  
Phone : 01232-261765, 261288, 261521 E.mail : info@sybly.com, purchase@sybly.com, sybly@rediffmail.com  
CIN : L17111UP1988PLC009594, Web : www.sybly.com

26<sup>th</sup> May, 2016  
Dy. General Manager (Listing)  
Department of Corporate Services  
Bombay Stock Exchange Limited  
PhirozeJeejeebhoy Towers,  
Dalal Street, MUMBAI- 400001

**SCRIP CODE: 531499**

**SCRIP ID: SYBLY**

**Sub: Audited Standalone and Consolidated Financial Results for year ended 31<sup>st</sup> March, 2016**

Dear Sir,

In terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find herewith the following financial results as approved by the Audit Committee and Board of Directors at their respective meetings held today on 26<sup>th</sup> May, 2016 as per the format prescribed under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In relation to Standalone Financial Results:


1. A copy of Standalone Auditor's Report on Audited Standalone Financial Results for the quarter and year ended on 31<sup>st</sup> March, 2016;
2. Form A (for un-modified opinion);
3. The Audited Standalone Financial Results for the quarter and year ended 31st March, 2016

In relation to Consolidated Financial Results:

1. A copy of Consolidated Auditor's Report on Audited Consolidated Financial Results for the quarter and year ended on 31<sup>st</sup> March, 2016;
2. Form A (for un-modified opinion);
3. The Audited Consolidated Financial Results for the quarter and year ended 31st March, 2016

The Meeting of the Board of Directors commenced at 3.30 P.M. and concluded at 5.30 P.M.  
Please take the same on record.

Thanking you,  
Yours faithfully,  
For SYBLY INDUSTRIES LIMITED

  
Sahil Agarwal  
CS & Compliance Officer  
Membership No.: A36817

Encl: as above

# SYBLY INDUSTRIES LIMITED

REGD. OFF. : PAWAN PURI, MURADNAGAR, DISTT. GHAZIABAD (U.P.)

CIN : L17111UP1988PLC009594, Web : sybly.com, email : info@sybly.com, sybly@rediffmail.com

( IN LAKH)

## THE STATEMENT OF STANDALONE & CONSOLIDATED AUDITED FINANCIAL RESULTS FOR THE YEAR/QUARTER ENDED 31.03.2016


S. No.	Particulars	STANDALONE					CONSOLIDATED	
		3 months ended			Year ended		Year ended	
		31.03.2016	31.12.2015	31.03.2015	31.03.2016	31.03.2015	31.03.2016	31.03.2015
		Audited	Unaudited	Audited	Audited	Audited	Audited	Audited
1.	<b>Income from Operations</b>							
	(a) Net Sales/Income from Operations	2288.65	1448.59	3493.13	6930.46	8286.24	6930.46	8286.24
	(b) Other Operating Income	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	<b>Total Income from Operations (net)</b>	<b>2288.65</b>	<b>1448.59</b>	<b>3493.13</b>	<b>6930.46</b>	<b>8286.24</b>	<b>6930.46</b>	<b>8286.24</b>
2.	<b>Expenses</b>							
	(a) Cost of materials consumed	380.66	510.89	540.75	1727.58	2200.20	1727.58	2200.20
	(b) Purchases of stock-in-trade	1601.64	742.53	2718.72	4378.26	5038.70	4378.26	5038.70
	(c) Changes in inventories of finished goods, Work-in-Progress and stock-in-trade	-47.36	170.23	-22.25	95.92	258.07	95.92	258.07
	(d) Employee benefits expense	61.72	43.71	53.33	187.73	169.67	187.73	169.67
	(e) Depreciation and amortisation expense	8.96	9.04	10.61	35.89	38.50	35.89	38.50
	(f) Other expenses	171.07	122.33	168.71	521.14	487.47	522.71	685.04
	<b>Total Expenses</b>	<b>2176.69</b>	<b>1598.73</b>	<b>3469.87</b>	<b>6946.52</b>	<b>8192.61</b>	<b>6948.09</b>	<b>8390.18</b>
3.	<b>Profit / (Loss) from Operations before Other Income, finance costs and Exceptional Items (1-2)</b>	<b>111.96</b>	<b>-150.14</b>	<b>23.26</b>	<b>-16.06</b>	<b>93.63</b>	<b>-17.63</b>	<b>-103.94</b>
4.	Other Income	22.47	136.26	23.00	203.98	82.46	203.98	82.46
5.	<b>Profit/(Loss) from ordinary activities before finance costs and Exceptional Items (3+4)</b>	<b>134.43</b>	<b>-13.88</b>	<b>46.26</b>	<b>187.92</b>	<b>176.09</b>	<b>186.35</b>	<b>-21.48</b>
6.	Finance costs	41.09	43.50	41.09	177.73	160.62	178.21	161.05
7.	<b>Profit / (Loss) from ordinary activities after finance costs but before Exceptional Items (5+6)</b>	<b>93.34</b>	<b>-57.38</b>	<b>5.17</b>	<b>10.19</b>	<b>15.47</b>	<b>8.14</b>	<b>-182.53</b>
8.	Exceptional items	-	-	-	-	-	-	-
9.	<b>Profit / (Loss) from ordinary activities before tax (7+8)</b>	<b>93.34</b>	<b>-57.38</b>	<b>5.17</b>	<b>10.19</b>	<b>15.47</b>	<b>8.14</b>	<b>-182.53</b>
10.	Tax Expenses	6.92	-	10.76	6.92	10.76	6.92	10.76
11.	<b>Net Profit / Loss from ordinary activities after tax (9+10)</b>	<b>86.42</b>	<b>-57.38</b>	<b>-5.59</b>	<b>3.27</b>	<b>4.71</b>	<b>1.22</b>	<b>-193.29</b>
12.	Extraordinary items (net of tax expenses) Lakhs	-	-	-	-	-	-	-
13.	<b>Net Profit / (Loss) for the period (11+12)</b>	<b>86.42</b>	<b>-57.38</b>	<b>-5.59</b>	<b>3.27</b>	<b>4.71</b>	<b>1.22</b>	<b>-193.29</b>
14.	Share of Profit / (Loss) of associates	-	-	-	-	-	-	-
15.	Minority Interest	-	-	-	-	-	-	-
16.	<b>Net Profit / (Loss) after taxes, minority interest and share of profit / (loss) of associates (13+14+15)</b>	<b>86.42</b>	<b>-57.38</b>	<b>-5.59</b>	<b>3.27</b>	<b>4.71</b>	<b>1.22</b>	<b>-193.29</b>
17.	Paid-up equity share capital (Face value of ` 10/-)	4072.26	4072.26	4072.26	4072.26	4072.26	4072.26	4072.26
18.	Reserves excluding Revaluation Reserves as per balance sheet of previous accounting year	-	-	-	243.49	242.78	152.28	153.61
19.i	<b>Earning Per Share (before extraordinary items) (of ` 10/- each) (not annualised):</b>							
	(a) Basic	0.21	-0.14	-0.01	0.01	0.01	0.00	-0.47
	(a) Diluted	0.21	-0.14	-0.01	0.01	0.01	0.00	-0.47
19.ii	<b>Earning Per Share (after extraordinary items) (of ` 10/- each) (not annualised):</b>							
	(a) Basic	0.21	-0.14	-0.01	0.01	0.01	0.00	-0.47
	(a) Diluted	0.21	-0.14	-0.01	0.01	0.01	0.00	-0.47

### NOTES :

1. The above results have been extracted from the Quarterly/ Annual financial results which have been reviewed by the Audit Committee, approved by the the Board of Directors & filed with the Stock Exchange under Regulation 33 of SEBI LODR Regulation, 2015. The full format of the quarterly/annual financial results are available on the Stock Exchange website : [www.bseindia.com](http://www.bseindia.com) & Companies website : [www.sybly.com](http://www.sybly.com). 2. Previous year/quarter figures have been regrouped, wherever necessary. 3. The amounts for three months ended March 31, 2016 are balancing amounts between the amounts as per audited accounts for the year ended March 31, 2016 and nine months ended December, 2015. 4. the Board decided the followings:

a. Retaining the core business i.e. "Yarn manufacturing" in the Sybly Industries Limited. b. To hive off the non-core assets primarily comprising of "Loans and Investments and related liability thereof" that constitutes major portion of capital deployment into separate company, being the Wholly Owned Subsidiary of the Company Sybly Industries Limited, in accordance with the process of scheme of Arrangement as provided under Section 391-394 of the Companies Act, 1956 or corresponding provisions of Companies Act, 2013. c. It was further decided that M/s. Dux Textiles Private Limited and M/s. Vartex Fabrics Private Limited the companies which are engaged into similar line of business be also merged with the Sybly Industries Limited. Thus, resulting into synergy benefits economies of scale and improves the financial position of the Company.

By Order of the Board

  
 (Mahesh Chand Mittal)  
 Managing Director  
 DIN : 00284866

Place : Muradnagar

Dated : 26.05.2016

# SYBLY INDUSTRIES LIMITED

REGD. OFF. : PAWAN PURI, MURADNAGAR, DISTT. GHAZIABAD (U.P.)

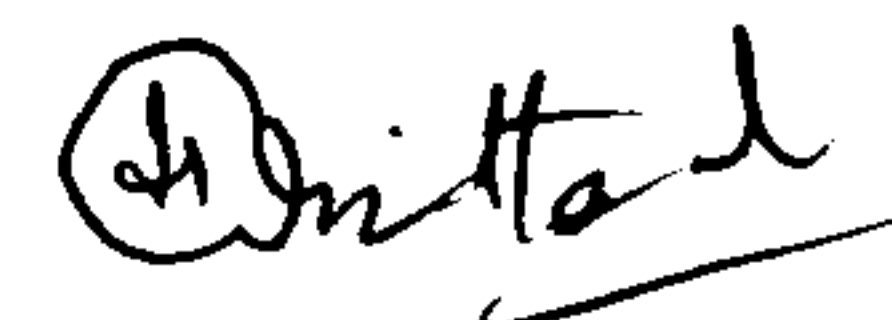
Web : sybly.com, email : info@sybly.com, sybly@rediffmail.com

CIN : L17111UP1988PLC009594

('IN LAKH)

Statement of Assets and Liabilities		STANDALONE		CONSOLIDATED	
		Year ended	Year ended	Year ended	Year ended
		31.03.2016	31.03.2015	31.03.2016	31.03.2015
Particulars		Audited	Audited	Audited	Audited
<b>A</b>	<b>EQUITY AND LIABILITIES</b>				
<b>1</b>	<b>Shareholders' Funds</b>				
	(a) Share Capital	4072.26	4072.26	4072.26	4072.26
	(b) Reserves and Surplus	792.87	795.54	701.65	706.37
	(c) Money received against share warrants				
	<b>Sub-total - Shareholders' Funds</b>	<b>4865.13</b>	<b>4867.80</b>	<b>4773.91</b>	<b>4778.63</b>
<b>2</b>	<b>Share application money pending allotment</b>	-	-	-	-
<b>3</b>	<b>Non-current liabilities</b>				
	(a) Long-term borrowings	616.17	673.80	616.17	673.80
	(b) Deferred tax liabilities (net)	-	-	-	-
	(c) Other long-term liabilities	-	-	-	-
	(d) Long-term provisions	1682.85	1353.21	1868.17	1533.34
	<b>Sub-total - Non-current liabilities</b>	<b>2299.02</b>	<b>2027.01</b>	<b>2484.34</b>	<b>2207.14</b>
<b>4</b>	<b>Current liabilities</b>				
	(a) Short-term borrowings	1133.43	1112.56	1133.43	1112.56
	(b) Trade payables	1619.85	1217.71	1619.85	1218.45
	(c) Other current liabilities	89.00	216.51	106.29	233.58
	(d) Short-term provisions	38.12	32.92	38.12	32.92
	<b>Sub-total - Current liabilities</b>	<b>2880.40</b>	<b>2579.70</b>	<b>2897.69</b>	<b>2597.51</b>
	<b>TOTAL - EQUITY AND LIABILITIES</b>	<b>10044.55</b>	<b>9474.51</b>	<b>10155.94</b>	<b>9583.28</b>
<b>B</b>	<b>ASSETS</b>				
<b>1</b>	<b>Non-current assets</b>				
	(a) Fixed Assets	1158.43	1162.23	1158.43	1162.23
	(b) Non-current investments	56.30	55.94	50.00	50.00
	(c) Deferred tax assets (net)	195.29	200.26	195.29	200.26
	(d) Long-term loans and advances	872.01	812.19	872.00	812.19
	(e) Other non-current assets	-	-	-	-
	<b>Sub-total - Non-current assets</b>	<b>2282.03</b>	<b>2230.62</b>	<b>2275.72</b>	<b>2224.68</b>
<b>2</b>	<b>Current assets</b>				
	(a) Current investments	-	-	-	-
	(b) Inventories	573.93	693.50	573.93	693.50
	(c) Trade receivables	2189.88	1726.99	7211.42	6461.80
	(d) Cash and cash equivalents	48.81	164.38	50.50	165.18
	(e) Short-term loans and advances	4921.20	4636.06	15.67	15.16
	(f) Other current assets	28.70	22.96	28.70	22.96
	<b>Sub-total - Current assets</b>	<b>7762.52</b>	<b>7243.89</b>	<b>7880.22</b>	<b>7358.60</b>
	<b>TOTAL - ASSETS</b>	<b>10044.55</b>	<b>9474.51</b>	<b>10155.94</b>	<b>9583.28</b>

By Order of the Board



(Mahesh Chand Mittal)

Mg. Director

DIN : 00284866

Place : Muradnagar

Dated : 26.05.2016

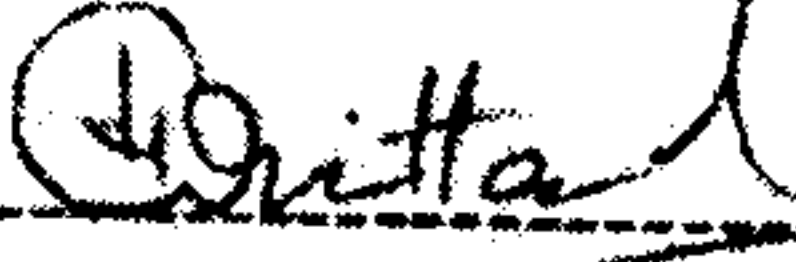
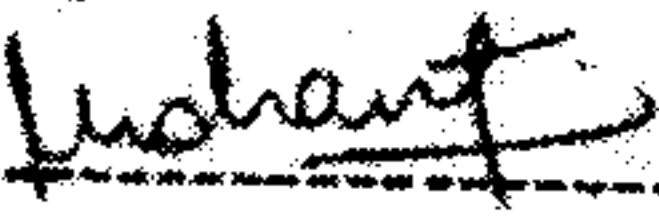




# Sybly Industries Ltd.

(Formerly known as Sybly Spinning Mills Ltd.)

Works & Regd. Off : Pawan Puri, Murad Nagar, Distt. Ghaziabad, Uttar Pradesh-201 206 (INDIA)  
Phone : 01232-261765, 261288, 261521 E.mail : info@sybly.com, purchase@sybly.com, sybly@rediffmail.com  
CIN : L17111UP1988PLC009594, Web : www.sybly.com

## FORM A (for audit report with unmodified opinion)

1.	Name of the company	Sybly Industries Limited
2.	Annual financial statements for the year ended	31st March, 2016
3.	Type of Audit observation	UNMODIFIED
4.	Frequency of observation	Non Applicable
5.	To be signed by-	For Sybly Industries Limited  ----- Mr. Mahesh Chand Mittal Managing Director (DIN: 00284866)
		For Sybly Industries Limited  ----- Mr. Nishant Mittal Chief Financial Officer
		For V. S. Gupta & Co. Chartered Accountants  ----- Mr. Hemant Gupta (Statutory Auditors) Partner Membership Number: 071580
		For Sybly Industries Limited  ----- Dr. Lallan Tripathi Chairman- Audit Committee Meeting (26 <sup>th</sup> May, 2016)

*Yearly*

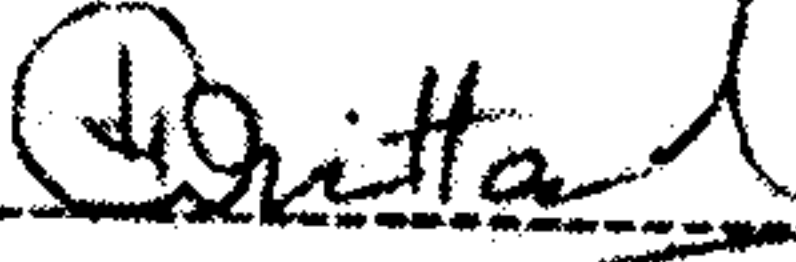
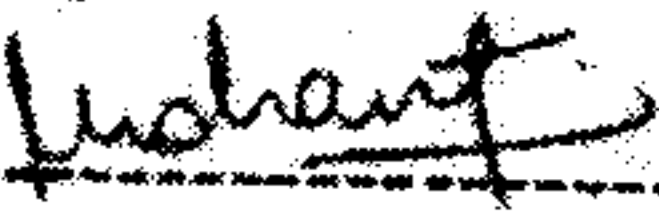




# Sybly Industries Ltd.

(Formerly known as Sybly Spinning Mills Ltd.)

Works & Regd. Off : Pawan Puri, Murad Nagar, Distt. Ghaziabad, Uttar Pradesh-201 206 (INDIA)  
Phone : 01232-261765, 261288, 261521 E.mail : info@sybly.com, purchase@sybly.com, sybly@rediffmail.com  
CIN : L17111UP1988PLC009594, Web : www.sybly.com

## FORM A (for audit report with unmodified opinion)

1.	Name of the company	Sybly Industries Limited
2.	Annual financial statements for the year ended	31st March, 2016
3.	Type of Audit observation	UNMODIFIED
4.	Frequency of observation	Non Applicable
5.	To be signed by-	For Sybly Industries Limited  ----- Mr. Mahesh Chand Mittal Managing Director (DIN: 00284866)
		For Sybly Industries Limited  ----- Mr. Nishant Mittal Chief Financial Officer
		For V. S. Gupta & Co. Chartered Accountants  ----- Mr. Hemant Gupta (Statutory Auditors) Partner Membership Number: 071580
		For Sybly Industries Limited  ----- Dr. Lallan Tripathi Chairman- Audit Committee Meeting (26 <sup>th</sup> May, 2016)

*Yearly*

## INDEPENDENT AUDITOR'S REPORT

To the Members of  
SYBLY INDUSTRIES LIMITED

### Report on the Financial Statements

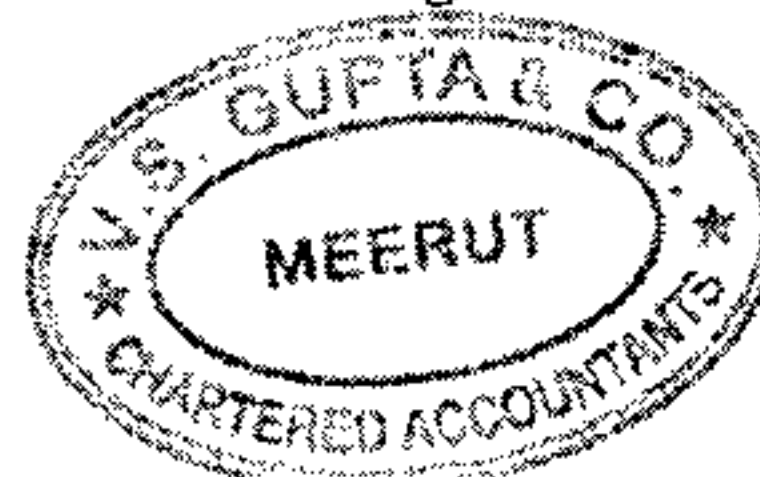
1. We have audited the accompanying standalone financial statements of "Sybly Industries Limited", which comprise the Balance Sheet as at March 31, 2016, the Profit and Loss Statement, and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

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

### Auditor's Responsibility

3. 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.
4. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
5. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, 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 the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.



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

**Opinion**

7. In our opinion and to the best of our information and according to the explanations given to us, the financial statements subject to the remark as contained in notes forming part of accounts particularly Note No. 29 regarding non confirmation of balances; previous year expenditures; & non-disclosure of outstanding of small scale undertakings and read significant accounting policies and other notes forming part of the accounts appearing thereon, 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 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**

8. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the *Annexure* a statement on the matters specified in paragraphs 4 and 5 of the Order, to the extent applicable.

9. As required by Section 143 (3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on March 31, 2015, 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 other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. the Company has disclosed the impact of pending litigations on its financial position in its financial statements as referred to in Note 19 to the financial statements;
  - ii. the Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses; and
  - iii. there were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.

Place : MEERUT

Dated : 26<sup>th</sup> May, 2016



For V. S. Gupta & Co.,  
Chartered Accountants,  
(Firm Registration No. 00724C)

(CA H.K. Gupta)  
Partner,  
Membership No. 071580

**ANNEXURE**

**Annexure to the Independent Auditor's Report to the members of Sybly Industries Limited on the accounts of the company for the year ended 31<sup>st</sup> March, 2016**

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.
- (b) The assets have been physically verified by the management during the year according to the regular program of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its fixed assets. The discrepancies noticed on such physical verification were not material.
- (c) According to the information and explanations given to us and on the basis of our examinations of the records of the Company, the title deeds of immovable properties are held in the name of the company.;
- (ii)(a) The inventories of the company at all its locations (except stocks lying with third parties and in transit, confirmation/subsequent receipts have been obtained in respect of such inventory) have been physically verified by the management during the year at reasonable intervals.
- (b) The procedures of physical verification of Inventories, followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) The Company is maintaining proper records of Inventory. The discrepancies between the physical stocks as compared to book records were not material.
- (iii) The Company has not granted any Loans, secured or unsecured to Companies, Firms, Limited Liability Partnership or Other Parties covered in the Register maintained under Section 189 of the Companies Act 2013 (the Act). Accordingly, paragraph 3(iii) (a), (b) & (c) of the Order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 with respect to the loans and investments made.
- (v) In our opinion and according to the information and explanations given to us, The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013.
- (vi) As informed by the management, the books of account relating to materials, labour and other items of cost maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records under Section 148 of the Companies Act, 2013 are maintained. We have, however, not made a detailed examination of the said records with a view to determine whether they are accurate or complete as the company is getting a cost audit conducted from a qualified person in this regard and will submit Cost Audit Report to the Central Government.
- (vii) (a) The company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees State Insurance, Investor Education Protection Fund,





Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess, Value Added Cess and other material statutory dues applicable to it.

According to the information and explanation given to us, no undisputed amounts payable in respect of statutory dues including Provident Fund, Employees State Insurance, Investor Education Protection Fund, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess, Value Added Cess and other material statutory dues applicable to it, were in arrears, as at 31st March, 2016 for a period of more than six months from the date they became payable.

(b) According to the information and explanation given to us, there are no dues of Sales Tax, Custom Duty, Wealth Tax, Service Tax, Excise Duty and Cess, which have not been deposited on account of any dispute. However, according to information and explanations given to us, the following dues of income tax have not been deposited by the Company on account of disputes:

Nature of Statute	Nature of Dues	Amount (Rs.)	Period to which Amount relates	Forum where dispute is pending
Income Tax Act	Demand	39,776/-	A.Y. 1998-99	ITAT
Income Tax Act	Demand	2,43,034/-	A.Y. 2001-02	ITAT
Income Tax Act	Demand	NIL	A.Y.2013-14	CIT

- (viii) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to a financial institution, bank, Government or debenture holders.
- (ix) In our opinion, moneys raised by way of initial public offer or further public offer (including debt instruments) and term loans have been applied for the purpose for which they were obtained.
- (x) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given to us and on the basis of our examinations of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act.
- (xii) In our opinion, the company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the Companies (Auditor's Report) Order, 2016, are not applicable to the company.
- (xiii) According to the information and explanations given to us and on the basis of our examinations of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) According to the information and explanations given to us and on the basis of our examinations of the records of the Company, the company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) The company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

Place : MEERUT

Dated : 26<sup>th</sup> May, 2016For V. S. Gupta & Co.,  
Chartered Accountants,  
(Firm Registration No. 04724C)(CA H.K. Gupta)  
Partner,  
Membership No. 071580

**INDEPENDENT AUDITOR'S REPORT**

To the Members of  
**SYBLY INDUSTRIES LIMITED**

**REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS**

1. We have audited the accompanying consolidated financial statements of Sybyl Industries Limited, and its subsidiary Sybyl International FZE (collectively referred to as "the Group") which comprise the Consolidated Balance Sheet as at March 31, 2016, and the Consolidated Statement of Profit and Loss and Consolidated Cash Flow Statement for the year then ended 31<sup>st</sup> March 2016, and a summary of significant accounting policies and other explanatory information.

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

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

**Auditor's Responsibility**

3. Our responsibility is to express an opinion on these 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.
4. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement
5. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's 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 consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in



Contd...

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 the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the consolidated financial statement.

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

**Other Matters**

We did not audit the financial statements of wholly owned subsidiary Sybly International FZE, whose financial statements reflect total assets of Rs. 5023.22 Lacs for the year ended on that date. These financial statements and other financial information have been audited by other auditors whose report has been furnished to us, and our opinion is based solely on the report of other auditors.

**Opinion**

7. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements subject to the remark as contained in notes forming part of accounts particularly Note No. 29 regarding non confirmation of balances; previous year expenditures; & non-disclosure of outstanding of small scale undertakings and read significant accounting policies and other notes forming part of the accounts appearing thereon, give the information as 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:
- in the case of the consolidated Balance Sheet, of the state of affairs of the Company<sup>1</sup> as at March 31, 2016;
  - in the case of the consolidated Profit and Loss Account, of the profit for the year ended on that date; and
  - in the case of the consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

Place : MEERUT  
Dated : 26<sup>th</sup> May, 2016



For V. S. Gupta & Co.,  
Chartered Accountants,  
(Firm Registration No. 00724C)

(CA H.K. Gupta)  
Partner,  
Membership No. 071580