

Annual Report

2015-16



SAB Industries Limited

CORPORATE

Information

BOARD OF DIRECTORS

Sh. R. K. Garg	<i>Chairman</i>
Sh. H. K. Singhal	<i>Director</i>
Sh. Sanjay Garg	<i>Director</i>
Smt. Tejinder Kaur	<i>Director</i>
Sh. Kanwarjit Singh	<i>Director</i>
Sh. S. S. Virdi	<i>Director</i>
Smt. Manju Lakhanpal	<i>Director</i>
Sh. Avinash Sharma	<i>Executive Director</i>

COMPANY SECRETARY

Ms. Gurpreet Kaur

AUDITORS

M/s. S.C. Dewan & Co.
Chartered Accountants,
SCO 90, 1st Floor,
Swastik Vihar,
Panchkula.

BANKERS

Allahabad Bank
State Bank of India
HDFC Bank Limited
ICICI Bank Limited

REGD. OFFICE

SAB Industries Limited
(CIN:L00000CH1983 PLC031318)
Regd. Office: SCO 49-50, Sector 26, Madhya Marg,
Chandigarh 160 019
Email: ssl_ssg@glide.net.in,
Website : www.sabindustries.in
Phone: +91-172-2793112, FAX : 91-172-2794834

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SAB INDUSTRIES LIMITED
(CIN:L00000CH1983PLC031318)

Regd. Office: at S.C.O.49-50, Sector- 26, Madhya Marg, Chandigarh.
Email: ssl_ssg@glide.net.in, Website: www.sabindustries.in
Phone: +91-172-2793112., Fax: +91-172-2794834

NOTICE

NOTICE is hereby given that the Annual General Meeting of the shareholders of the Company shall be held as scheduled below:

Day & Date : Friday, 30th day of September, 2016
Time : 10.30 A. M.
Venue : Regd. Office of the Company at S.C.O.49-50,
Sector- 26, Madhya Marg, Chandigarh.

to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2016 and the Reports of Directors' and Auditors' thereon.
2. To appoint a Director in place of Sh. Humesh Kumar Singhal (DIN: 00044328), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Auditors and in this regard to consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139(1) of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, the company hereby ratifies the appointment of M/s S. C. Dewan & Co., Chartered Accountants (Firm's Registration No. 000934N), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Annual General Meeting of the Company to be held in the year 2017, at such remuneration plus service tax, out of pocket expenses, travelling expenses, etc; as may be mutually agreed between the Board of Directors of the Company and the Auditors".

SPECIAL BUSINESS

4. To consider, and, if thought fit, to pass, with or without modification(s), if any, the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 & 152 and other applicable provisions, if any, of the Companies Act, 2013 ("**ACT**") and the Rules made there under read with Schedule IV to the Act, as amended from time to time and SEBI (LODR) Regulations, 2015, **Smt. Tejinder Kaur (DIN:00512377)**, Director, who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and is eligible for appointment, and in respect of whom the company has received a notice in writing from a member proposing her candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company with effect from 14.05.2016 to 13.05.2021, not liable to retire by rotation."

BY Order of the Board of Directors

AVINASH SHARMA
Executive Director
DIN-02371722

Place: Chandigarh
Date: 12.08.2016

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 and rules made thereunder, relating to the Special business to be transacted at the Meeting is annexed hereto. The relevant details of Directors seeking appointment/re-appointment at this Annual General Meeting of the company are also annexed.
2. **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and the proxy so appointed need not be a member of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.**

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

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company

3. Corporate Members intending to send their authorized representative to attend the meeting are requested to send to the Company, a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.

4. The members are requested to bring duly filled attendance slip alongwith their copy of Annual Report at the Meeting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of the names will be entitled to vote.
6. The Register of Members and Share Transfer Books of the Company will remain closed from **23.09.2016 to 30.09.2016** (both days inclusive).
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the company or Registrar and Share Transfer Agent.
8. Electronic copy of the Annual Report for 2015-16 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes. For members who have not registered their email address, physical copies of the Annual Report for 2015-16 are being sent by the permitted mode.
9. **Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses with Registrar and Share Transfer Agents of the Company/ Depository Participant (s) , for receiving all communication including Annual Report . Notices, Circulars, etc from the Company electronically.**
10. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.
11. The Company is maintaining the "INVESTORS SERVICE CELL" at its Head Office at SCO 49-50, Sector 26, Madhya Marg, Chandigarh 160019.
12. Members having any queries relating to Annual Report are requested to send their queries at least seven days before the date of the Meeting.
13. **Voting through electronic means**
 - A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository (Services) India Limited (CDSL).
 - B. Central Depository Services (India) Limited [CDSL] has launched '**m-Voting**', a mobile app for e-Voting which enables smart phone users to cast their vote on company resolutions by using their mobile phones. M-Voting can also be used for voting at the AGM/EGM venue. The m-Voting app can be downloaded from Google Play Store for Android based phones, while the app for iPhone and Windows Phone can be downloaded from the IOS App Store and Windows Phone Store, respectively.

Steps for e-voting

- (i) **The voting period begins on September 26, 2016 at 9.00 a.m. and will end on September 29, 2016 at 5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on **23rd September, 2016 (cut-off date)**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The members are requested to note that once vote on a resolution is cast electronically, he shall not be allowed to change it subsequently.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iv) Click on shareholders
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in Demat form and had logged on www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

- PAN*** Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
- Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the Sequence number which is printed on the attendance slip in the PAN field.
 - In case the Sequence number is less than 8 digit enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. For example, if your name is Ramesh Kumar with Sequence number 1 then enter RA00000001 in the PAN field.

●
Dividend Bank Details OR Date of Birth (DOB) Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.

If both 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 (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
 - (x) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (xii) Click on the EVSN for the relevant company name on which you choose to vote i.e. SAB Industries Limited".
 - (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option "YES" implies that you assent to the Resolution and option "NO" implies that you dissent to the Resolution.
 - (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - (xviii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xix) **Note for Non-Individual Shareholders and Custodians:**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to **www.evotingindia.com** and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
 - After receiving the login details they have to create a compliance user using admin login and password. The compliance user would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 23rd September 2016 may follow the same instructions as mentioned above for e-Voting.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
 - (xx) The Board of Directors has appointed Mr. S.K. Sikka, Practicing Company Secretary (ICSI Membership No. FCS- 4241 and CP No.3582) to scrutinize the e-voting process in a fair and transparent manner.
 - (xxi) The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - (xxii) The Results shall be declared on or after the AGM of the Company within two days. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Bombay Stock Exchange.
14. Relevant documents referred to in the notice and the explanatory Statement are open for inspection by members at the registered office of the company on all working days during Normal business hours (09:30 am to 5.30 pm) upto and including the date of meeting.

BY Order of the Board of Directors

AVINASH SHARMA
 Executive Director
 DIN-02371722

Place: Chandigarh
 Date: 12.08.2016

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

ITEM NO. 4

The Board of Directors of the Company had appointed Smt. Tejinder Kaur as Director of the Company in place of Shri S S Dawra w.e.f 14/05/2016. In accordance with the provisions of Section 161 of the companies Act, 2013, Smt. Tejinder Kaur shall hold office upto the date of forthcoming Annual General Meeting of the Company and is eligible to be appointed as an Independent Director for a term upto five years. The Company has received notice under Section 160 of the Companies Act, 2013 from the member signifying her candidature as an Independent Director of the Company.

The Board of Directors has recommended the appointment of Smt. Tejinder Kaur as Independent Director with effect from 14.05.2016 to 13.05.2021

The Company has received a declaration from Smt. Tejinder Kaur that she meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, Smt. Tejinder Kaur fulfil the conditions specified in the Act and Rules framed thereunder and SEBI (LODR) Regulations, 2015 for appointment as independent Director and she is independent of the Management. Smt. Tejinder Kaur is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013 and she has given her consent to act as Director.

The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the registered office of the Company during normal business hours on any working days.

Smt. Tejinder Kaur, IAS (Retired) had held various prestigious positions. She possessed appropriate skills, experience and knowledge of management and other disciplines related to the Company's business.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives except Smt. Tejinder Kaur are concerned or interested (financially or otherwise), in this resolution.

The Board recommends the ordinary resolution mentioned at Item No. 4 of the accompanying Notice for approval of the members.

SAB INDUSTRIES LIMITED

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT IN ANNUAL GENERAL MEETING

Name of Director (DIN)	Shri Humesh Kumar Singhal (DIN-00044328)	Smt. Tejinder Kaur (DIN-00512377)
Date of Birth	12/01/1951	26/09/1949
Date of first Appointment	30/11/1996	14/05/2016
Qualification Experience in Specific functional areas	Sh. Humesh Kumar Singhal, a qualified Chartered Accountant, has more than 40 years of wide and varied experience in the area of Management and Corporate Finance	Smt. Tejinder Kaur, IAS (Retired) had held various prestigious positions. She possessed appropriate skills, experience and knowledge of management and other disciplines related to the Company's business
List of companies in which outside Directorships held (excluding Private Ltd./Foreign Companies)	Indian Acrylics Ltd. Indlon Chemicals Ltd. Steel Strips Ltd Steel Strips Infrastructures Limited SAB Udyog Ltd.	- Steel Strips Infrastructures Ltd. - Indian Acrylics Ltd.
Chairman/ Member of the Committee of Board of Directors of the Company include only Audit Committee Stakeholders Relationship Committee	Audit Committee, Stakeholders Relationship Committee of the Company.	Nil
Chairman/ Member of the Committee of Directors of other Companies in which he is a Director includes only Audit Committee and Stakeholders Relationship Committee	- Audit Committee, Stakeholders Relationship Committee of Indian Acrylics Ltd. - Audit Committee, Stakeholders Relationship Committee of Steel Strips Infrastructures Ltd. - Audit Committee, Stakeholders Relationship Committee of Steel Strips Ltd.	Audit Committee Indian Acrylics Ltd.
No. of shares held in the Company	70	Nil

DIRECTORS' REPORT

Dear Members,

The Directors of your Company have pleasure in presenting the Annual Report on Accounts for the Financial Year ending 31st March 2016.

FINANCIAL HIGHLIGHTS

Particulars	₹ in Lacs)	
	2015-16	2014-15
Turnover and Other Income		
- Turnover	4329.50	1527.74
- Other Income	137.76	224.74
Operating Profit	231.41	215.68
Financial Expenses	137.62	112.70
Depreciation	22.64	40.14
Net Profit from ordinary operations	71.15	62.84
Write Back from termination of Agreement	1000.00	100.00
Prior period Adjustments	88.67	0.85
Net profit before tax	622.79	161.99
Tax Expense	145.85	49.64
Profit after Tax	476.94	112.35

OPERATIONS AND FUTURE OUTLOOK

During the year under consideration, the turnover of the Company was higher at ₹4329.50 lac as compared to a turnover of ₹1527.74 lac during the previous year. The Company also earned a net profit of ₹476.94 lac during the year as against ₹112.35 lac during the previous year.

The Central Government has taken new initiatives during the last two years to give a boost to the Real Estate, Construction and Infrastructure Sector. A sum of ₹1.00 lac crore approx. is being allocated for development of 100 smart cities and 500 rejuvenated cities and mission Housing for all. In addition Govt. is giving major thrust on road and railways. Tax benefits are being introduced to bring in FDI and Local investments in the sector.

These initiatives are giving a thrust to the Construction Sector. The Company had been awarded new jobs worth ₹59 crore approx. by Government Departments. Out of the above the Company has executed jobs worth ₹25 crore approx. till 31.03.2016 and the balance work is to be executed during the current year. Besides, the Company has also submitted fresh tenders which will also substantiate the turnover. Barring unforeseen circumstances, we expect to achieve a turnover of ₹50 crore approx. during the current year 2016-17.

SEGMENT REPORT

Your Company has a number of activities in its fold. Its business activities include Construction and Engineering, Real Estate, Information Technology and Trading. The Company is registered with various Government Departments like Uttranchal PWD (B&R), HP PWD (B&R), Madhya Pradesh PWD (B&R), PUDA and other Central Bodies as Class-1 contractors. This segment presently has the largest share of revenue and profits in the performance of the Company. This segment also provides consultancy in the field of civil engineering and preparation and award of claims.

The Infotech Division of the Company undertakes activities of an Internet Service Provider in Punjab Telecom Circle including Punjab, Chandigarh, Panchkula and parts of Haryana and

Himachal Pradesh.

The other important segment of activities of your Company is Development and Sale of Real Estate. As stated above, the Central Government is taking new initiatives to give a boost to the Real Estate Sector. Though the market growth in housing sector in Northern Region of the Country is presently low, however, it is likely to pick up in due course of time.

A breakup of the segment-wise performance is given in the 'Notes on Accounts' which forms a part of the Balance Sheet.

FINANCIAL STATUS

There is no change in the 'Issued and Subscribed Capital' of ₹15,18,83,720, divided into 1,51,88,372 equity shares of ₹10/- each, during the year. There are no equity shares with differential rights or sweat equity or ESOP or scheme of purchase of Company shares by employees or their trustees.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no material changes which occurred subsequent to the close of the financial year to which the Financial Statements relate and upto the date of report.

CORPORATE SOCIAL RESPONSIBILITY AND GOVERNANCE COMMITTEE

The Company has constituted a Corporate Social Responsibility Committee and also framed a Corporate Social Responsibility Policy and the same is posted on the website of the Company at <http://www.sabindustries.in>

As per calculation of profits u/s 198 of the Companies Act, 2013 there is no CSR obligation on the Company. However the Company has voluntarily incurred an expenditure of Rs 9.70 lac during the year.

The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the company on CSR activities during the year are set out in **Annexure 1** attached to this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014.

SUBSIDIARY COMPANY

There is no subsidiary Company reportable under Section 129(3) of the Companies Act, 2013.

DIVIDEND

Keeping in view the business commitments, your Company has decided not to declare any dividend for the year 2015-16.

FIXED DEPOSITS

The Company has not accepted any fixed deposits covered under Chapter V of the Companies Act 2013 read with Companies (Acceptance of Deposits) Rules, 2014 (as amended) during the year under review.

CORPORATE GOVERNANCE REPORT- DISCLOSURE REQUIREMENTS

The Company continuously strives to attain high levels of corporate performance, accountability, transparency, responsibility and fairness in all aspects of its operations. Transparency in all dealings and providing better services without compromising in any way on integrity and regulatory compliances have been the basic objectives of corporate governance in the Company. The Corporate Governance practices followed by the Company are enclosed as Annexure to this report. **(Annexure-6)**

EXTRACT OF THE ANNUAL RETURN

The extract of the annual return as provided under Section 92(3)

of the Act, is attached in Form No. MGT-9, which forms part of the Boards' Report. **(Annexure-4)**

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Directors' confirm that:

- a. in the preparation of the annual accounts for the year ending 31st March 2016, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c. the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the Directors had prepared the annual accounts on a going concern basis;
- e. the Directors had laid down internal financial control to be followed by the Company and that such internal financial controls were adequate and were operating effectively; and
- f. the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The internal control systems and processes of the Company cover operational efficiency, accuracy and promptness in financial reporting, compliance with laws and regulations and development of mature, disciplined and effective processes. The processes are also designed to meet the goals of cost, schedule, functionality and quality, thus resulting in higher levels of customer satisfaction.

DIRECTORS

A) Changes in Directors and Key Managerial Personnel

Since the last Annual General Meeting, following changes have taken place in the Board of Directors.

- Shri Vijay G Kalantri ceased to be a Director on 14.11.2015
- Shri Shyam Sunder Dawra, being an Independent Director vacated office on 12.02.2016 due to his sudden demise.

Our Directors place on record their appreciation of the valuable guidance rendered by Shri Vijay G Kalantri and Shri Shyam Sunder Dawra during their association with the Company

Pursuant to the provisions of Section 149 of the Act, Shri Kanwarjit Singh was appointed as Independent Director at the Annual General Meeting of the Company held on 30th September, 2014, Shri Surinder Singh Viridi and Smt. Manju Lakhanpal were appointed as Independent Directors at the Annual General Meeting of the Company held on 30th September, 2015. The terms and conditions of appointment of Independent Directors are as per Schedule IV of the Act. They have submitted a declaration that each of them meets the criteria of Independence as provided in Section 149(6) of the Act

and there has been no change in the circumstance which could affect their status as Independent Director during the year.

As per the provisions of Companies Act, 2013, Shri Humesh Kumar Singhal (DIN-00044328), Director, retires by rotation at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment

B) Declaration by an Independent Director(s) and re-appointment, if any

A declaration by Independent Directors stating that he/they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 had been taken at the time of their appointment.

C) Formal Annual Evaluation

The Board of Directors has carried out an annual evaluation of its own performance, and that of the Board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under SEBI (LODR) Regulations, 2015.

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

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

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issue to be discussed, meaningful and constructive contribution and inputs in meetings etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of Independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors, The same was discussed in the Board meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

During the year under review, 4 Board Meetings were held, one each on 18th May 2015, 13th August 2015, 14th November 2015 and 12th February 2016.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS

The Company's policy on Directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the corporate governance report, which forms part of the Directors' Report.

AUDIT COMMITTEE

The Audit & Compliance Committee comprises of three non-executive Independent Directors viz. Shri S S Viridi, Shri Kanwarjit Singh, Smt. Manju Lakhanpal and Shri H K Singhal. During the year, the committee held four meetings. Other details of the Audit Committee are included in the Corporate Governance Report which forms part of this report.

The Board had accepted all recommendation of the Audit Committee.

DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM/ WHISTLE BLOWER POLICY FOR DIRECTORS AND EMPLOYEES

The Company has formulated and published a Whistle Blower Policy to provide vigil mechanism for employees including Directors of the Company to report genuine concerns. The provisions of this Policy are in line with the provisions of Section 177(9) of the Act and the Regulation 22 of SEBI (LODR) Regulations, 2015.

There are no cases reported during the year.

NOMINATION AND REMUNERATION COMMITTEE

The committee has been constituted to review and recommend compensation payable to the whole-time directors including Chairman and senior management of the Company. The committee reviews the overall compensation structure and policies of the Company with a view to attract, retain and motivate employees, reviewing compensation levels of the Company vis-à-vis other Companies and industry in general.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

There were no Loans/ Guarantee given and Investments made by the Company during the year exceeding the limits prescribed under Section 186 of the Companies Act, 2013.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All contracts/ arrangements/ transactions entered by the Company during the Financial Year with related parties were in the ordinary course of business and on an arm's length basis, during the year, the Company had not entered into any contract/ arrangement/ transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. A statement, in summary form, of transactions with related parties in ordinary course of business and arm's length basis is periodically placed before the audit committee for review and recommendation to the board for their approval.

The policy on materiality of related party transactions and dealing with related party transactions as approved by the board is uploaded on the website of the Company.

Disclosures as required under accounting standards (AS-18) have been made in the financial statements of the Company, enclosed with this report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review as stipulated under Regulation 34(2) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms part of the Board's report as (Annexure-5).

BUSINESS RISK MANAGEMENT

The risk management includes identifying types of risks and its assessment, risk handling, monitoring and reporting, which in the opinion of the Board may threaten the existence of the Company. The Board has formulated the Risk Management Policy to manage risks with the objective of maximizing shareholders value. The Risk Management Policy may be accessed on the website of the Company at <http://www.sabindustries.in>.

AUDITORS

As per the Provisions of Section 139 of Companies Act, 2013, M/s S.C. Dewan & Co., Chartered Accountants, were appointed as Statutory Auditors of the Company to hold office till the conclusion of Annual General Meeting to be held in the calendar year 2017 (subject to ratification of their appointment at every AGM). The Company has received a certificate from them pursuant to Companies (Audit & Auditors) Rules 2014 read with Section 139 & 141 of the Companies Act, 2013, confirming their eligibility for reappointment, and that they were not disqualified for reappointment.

AUDITORS' REPORT AND SECRETARIAL AUDITORS'

REPORT

The Auditors' Report and Secretarial Auditors' Report do not contain any qualifications, reservations or adverse remarks. Report of Secretarial Auditors is attached as an annexure which forms part of this report. (Annexure-2)

LISTING OF SHARES

We had filed application with Mumbai Stock Exchange (BSE) on 19.01.2015 for Listing of equity shares of the Company. We are pleased to inform that BSE has granted listing and trading permission vide their notice no.20150507-33 dated 7th May 2015 effective from 11th May 2015.

DEMATERIALISATION

The equity shares of your Company are to be compulsorily traded in dematerialized form. As on 31.03.2016, a total of 15101210 equity shares, representing 99.43% of equity share capital have been dematerialized.

INSURANCE

All the assets of the Company have been adequately insured.

PARTICULARS OF EMPLOYEES

Relations with the employees during the period under review continued to be peaceful and harmonious.

PERSONNEL AND RELATED DISCLOSURES

The information required under Section 197 of the Act read with rule 5 of the Companies (Appointment and remuneration of managerial personnel) rules 2014 is enclosed with this report. (Annexure-3)

INDUSTRIAL RELATIONS

Industrial relations continued to be cordial during the year under review.

HEALTH, SAFETY AND ENVIRONMENT PROTECTION

Our Company has complied with all the applicable health & Safety standards, environment laws and labour laws and has been taking all necessary measures to protect the environment and provide workers a safe work environment. Our Company is committed for continual improvement in Health & Safety as well as Environmental performance by involving all the employees to provide a Safe & healthy work environment to all its employees

DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy against sexual harassment in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder.

During the financial year 2015-16, the Company has not received any complaint on sexual harassment and hence no complaints remain pending as on 31st March, 2016.

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

Information in accordance with the provisions of Section 134(3)(m) of the Companies Act, 2013 regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo is not applicable as the Company did not have any manufacturing facility during the period under consideration. There were no foreign exchange earnings/ outgo during the period.

ACKNOWLEDGEMENT

Your Directors acknowledge with gratitude the assistance, co-operation and support received by the Company from the Banks, Statutory/ Govt. Bodies, Customers and Shareholders of the Company.

For and on behalf of BOARD OF DIRECTORS

H.K. SINGHAL AVINASH SHARMA

Director Executive Director

Place: Chandigarh

DIN-00044328 DIN-02371722

Date: 14.05.2016

CORPORATE SOCIAL RESPONSIBILITY (CSR)
[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]
Annual Report on Corporate Social Responsibility (CSR) Activities

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.
- The CSR Policy sets out the Company's commitment and approach towards Corporate Social Responsibility of improving the quality of life of the communities it serves. Through the CSR theme of building sustainable livelihoods, your Company endeavours to facilitate livelihood opportunities and promote socio-cultural development. The Company's CSR Policy aims at implementing its CSR activities in accordance with Section 135 of the Companies Act 2013 and the notified Rules. The CSR Committee shall periodically review the implementation of the CSR Policy.
- Overview of projects for CSR activities are:
- (i) **Education:**
To contribute for the development of educational and vocational skills, providing facilities of construction of Toilet, Lecture Hall, and Furniture to the School including benches for students, fans, facility of clean drinking water, general cleanliness by way of landscaping and pathways, education expenses, and other related works.
- (ii) **Rural Development Projects:**
The company will undertake rural development initiatives to improve the standard of living, infrastructural development, initiatives for wellbeing for significant improvement in socio-economic conditions of the community.
- The Company's CSR projects or programmes or activities will be identified and implemented according to the Board approved CSR Policy. The Company's CSR policy has been uploaded on the website of the Company under the web link <http://www.sabindustries.in>
2. The Composition of the CSR Committee
- i. Sh. R.K Garg-Chairman
ii. Sh. H.K Singhal
iii. Smt. Manju Lakhanpal
3. Average net profit/(loss) of the company for last three financial years
- Rs. (69.94) lacs
4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above)
- Nil
5. Details of CSR spent during the financial year.
- (a) Total amount to be spent for the financial year;
(b) Amount unspent, if any;

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

S. No	CSR project or activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the State and District where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub heads:- (1)direct expenditure on projects and programs (2) overheads	Cumulative expenditure upto the reporting period	Amount spent : Direct or through implementing agency.
1.	Contribution to "Hansraj Trust" for promotion of education	Education	Distt. Sangrur, Punjab	-	9.70 lacs	9.70 lacs	Implementing Agency*
Total					9.70 lacs	9.70 lacs	

***Details of implementing agency.**

- (i) Hans Raj Trust is a public charitable trust and Sh. Rajinder Kumar Garg, Chairman of the company is Managing Trustee of the said Trust.

2. Responsibility Statement

The implementation and monitoring of Corporate Social Responsibility Policy is in compliance with the CSR objectives and Policy of the Company.

AVINASH SHARMA
(Executive Director)

RAJINDER KUMAR GARG
(Chairman CSR Committee)

**FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016**

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

To
The Members,
SAB Industries Limited

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

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

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

- (1) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (3) The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
- (4) 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;
- (5) 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, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (6) Apprentices Act, 1961
- (7) Employment Exchange (Compulsory Notification of Vacancies Act, 1959)
- (8) Industrial Employment (Standing Orders) Act, 1956
- (9) Minimum Wages Act, 1948
- (10) Payment of Bonus Act, 1965
- (11) Payment of Wages Act, 1936
- (12) Motor Vehicle Act, 1988
- (13) The Water (Prevention & Control of Pollution) Act, 1974
- (14) The Water (Prevention & Control of Pollution) Cess Act, 1977
- (15) The Central Excise Act, 1944
- (16) Employees' State Insurance Act, 1948
- (17) Employees' Provident Fund & Misc. Provisions Act, 1952
- (18) Central Sales Tax Act, 1956 & Punjab VAT Act, 2005
- (19) Air (Prevention & Control of Pollution) Act, 1981
- (20) Payment of Gratuity Act, 1972
- (21) Indian Electricity Act, 1910 & Rules 1956
- (22) Hazardous Waste (Management & Handling) Rules 1989 under EP Act, 1986
- (23) Industrial Development & Regulation Act, 1951
- (24) Contract Labour Regulation & Abolition Act, 1971

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

I 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 provisions of the Act.

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

Decisions at the Board meetings, as represented by management, were taken unanimously.

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

I further report that during the audit period, there were no instances of:

- (i) Public/Rights/Preferential issue of shares /debentures / sweat equity.
- (ii) Redemption/buy-back of securities.
- (iii) Merger / amalgamation/ reconstruction etc.
- (iv) Foreign technical collaborations.

Place: Chandigarh
Date: 14.05.2016

Sushil K Sikka
Company Secretary
FCS 4241
CP 3582

To,
The Members
SAB Industries Limited

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

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

Place: Chandigarh
Date: 14/05/2016

Sushil K Sikka
Company Secretary
FCS 4241
CP 3582

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(2) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- I) The ratio of the remuneration of each director to the median employee's remuneration of the Company for the financial year
- | | Ratio to Median Remuneration |
|--------------------------------|------------------------------|
| Non Executive Directors | |
| Shri R K Garg | 0.17 |
| Smt. Manju Lakhanpal | 0.28 |
| Shri Kanwarjit Singh | 0.11 |
| Shri S.S.Virdi | 0.31 |
| Shri H.K.Singhal | 0.25 |
| Shri Sanjay Garg | 0.21 |
| Whole Time Director | |
| Shri Avinash Sharma | 14.17 |
- (ii) **The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary, in the financial year;**
- | Director, Chief Executive Officer, Chief Financial Officer, Company Secretary | %age increase in Remuneration over previous year |
|---|--|
| Shri R K Garg -Non Executive Director | - |
| Shri Avinash Sharma - Whole Time Director | 2.06% |
| Sh. Bhagwan Singh Negi - Chief Financial Officer | 15.21% |
| Ms Gurpreet Kaur - Company Secretary | 14.04% |
- (iii) **The percentage increase in the median remuneration of employees in the financial year 2015-16.**
The Percentage increase in median remuneration of employee is 18.55%.
- (iv) **The number of permanent employees on the rolls of company.**
The number of permanent employees on the roll of company as of 31st March 2016 was 28.
- (v) **The explanation on the relationship between average increase in remuneration and company performance;**
Increase in the remuneration during the year is 10 to 20% based on individual performance. The profitability and performance of the company is improved during the year.
- (vi) **Comparison of the remuneration of the Key Managerial Personnel against the performance of the company;**
- | | |
|--|---------|
| Aggregate Remuneration of KMP in FY-16 (Rupees in Lakhs) | 51.27 |
| Revenue (Rupees in Lakhs) | 4467.25 |
| Remuneration of KMPs (As %age of Revenue) | 1.15% |
| Profit before tax (PBT) (Rupees in Lakhs) | 622.79 |
| Remuneration of KMP (As %age of PBT) | 8.23% |
- (vii) **Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year. Percentage increase or decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed Companies.**
- | Particulars | March 31, 2016 | *March 31, 2015 | % change |
|-----------------------------------|----------------|-----------------|----------|
| Market capitalization (INR Lakhs) | 18.98 | - | - |
| Market Price | 12.50 | - | - |
| Price Earnings Ratio | 3.98 | - | - |
- *The Company had filed application with Mumbai Stock Exchange (BSE) on 19.01.2015 for Listing of its equity shares and permission of the same was granted on 7th May 2015 vide their notice no.20150507-33 with effect from 11th May 2015.
- (viii) **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;**
Average annual increase during the year was around 18.55% and the average increase in managerial remuneration was 2.06%.
- (ix) **Comparison of the remuneration of the each Key Managerial Personnel against the performance of the company;**
- | Particulars | Mr Avinash Sharma
(Wholetime Director) | Mr Bhagwan Singh Negi
(Chief Financial Officer) | Ms Gurpreet Kaur
(Company Secretary) |
|--|---|--|---|
| Remuneration in FY16 (Rupees in Lakhs) | 37.63 | 6.61 | 7.03 |
| Revenue (Rupees in Lakhs) | 4467.25 | 4467.25 | 4467.25 |
| Remuneration as % of revenue | 0.84 | 0.15 | 0.16 |
| Profit before tax (PBT) (Rupees in Lakhs) (Loss) | 622.79 | 622.79 | 622.49 |
| Remuneration of KMP (As %age of PBT) | 6.04 | 1.06 | 1.13 |
- (x) **The key parameters for any variable component of remuneration availed by the directors;**
Commission/ Remuneration @ 5% of net profits has been paid to Sh. Avinash Sharma, Executive Director of the company.
- (xi) **The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;**
There is no employee in the company who is paid higher than highest paid director.
- (xii) **Affirmation that the remuneration is as per the remuneration policy of the company.**
It is confirmed that the remuneration is paid as per the remuneration policy of the Company

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2016

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

i. CIN	L00000CH1983PLC031318
ii. Registration Date	16/02/1983
iii. Name of the Company	SAB INDUSTRIES LIMITED
iv. Category/Sub-category of the Company	PUBLIC LIMITED
v. Address of the Registered office & contact details	SCO 49-50, SECTOR 26, MADHYAMARG, CHANDIGARH-160019. TEL:+91-0172-2792385, 2793112 FAX: +91-0172-2794834
vi. Whether listed company	LISTED COMPANY
vii. Name, Address & contact details of the Registrar . & Transfer Agent, if any	M/S LINK INTIME INDIA PVT. LIMITED A-44, COMMUNITY CENTRE, 2ND FLOOR, NEAR PVR, NARAINA INDUSTRIAL AREA, PH-1, NEW DELHI 110028. PH.: 011-41410592-94

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Construction and Engineering, Real Estate, Information Technology and Trading	9972	100%

III. PARTICULARS OF HOLDING SUBSIDIARY AND ASSOCIATE COMPANIES -

The company has no holding subsidiary or associate company holding at least twenty percent of total share capital of the company

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

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	5208344	-	5208344	34.29	5208344	-	5208344	34.29	-
b) Central Govt	-	-	-	-	-	-	-	-	
c) State Govt(s)									
d) Bodies Corp.	5975012	-	5975012	39.34	5975012	-	5975012	39.34	
e) Banks / FI									
f) Any other									
Total shareholding of Promoter (A)	11183356	-	11183356	73.63	11183356	-	11183356	73.63	-

B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	17401	34802	52203	0.34	17401	34802	52203	0.34	
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-total (B)(1):-	17401	34802	52203	0.34	17401	34802	52203	0.34	
2. Non-Institutions									
a) Bodies Corp.	3764600	18501	3783101	24.91	3764600	18501	3783101	24.91	
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs 2 lakh	2375	33926	36304	0.24	2445	33859	36304	0.24	
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	133408	-	133408	0.88	133408	-	133408	0.88	
c) Others (specify)									
Non Resident Indians									
Overseas Corporate Bodies									
Foreign Nationals									
Clearing Members									
Trusts									
Foreign Bodies - D R									
Sub-total (B)(2):-	3900383	52430	3952813	26.03	3900453	52360	3952813	26.03	

Total Public Shareholding (B)=(B)(1)+(B)(2)	3917784	87337	4005016	26.37	3917854	87162	4005016	26.37
C. Shares held by Custodian for GDRs & ADRs								
Grand Total (A+B+C)	15101140	87232	15188372	100.00	15101210	87162	15188372	100.00

(ii) Shareholding of Promoter

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	Shri R K Garg	3404020	22.41		3404020	22.41		
2	Shri R K Garg & Sons (HUF)	80000	0.53		80000	0.53		
3	Smt. Sunena Garg	336508	2.22		336508	2.22		
4	Shri Dheeraj Garg	1307808	8.61		1307808	8.61		
5	Ms. Priya Garg	80008	0.53		80008	0.53		
6	Steel Strips Industries Ltd.	805172	5.30		805172	5.30		
7	Steel Strips Holding Pvt. Ltd.	1200060	7.90		1200060	7.90		
8	Steel Strips Fin. Pvt. Ltd.	1200060	7.90		1200060	7.90		
9	S S Credits Pvt. Ltd.	9000	0.06		9000	0.06		
10	Munak Financiers Pvt. Ltd.	1560720	10.28		1560720	10.28		
11	Munak Investments Pvt. Ltd.	1200000	7.90		1200000	7.90		
		11183356	73.63		11183356	73.63		

(iii) **Change in Promoters' Shareholding (please specify, if there is no change)**

There is no change during the year

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

S. No	Top 10 Shareholders*	Shareholding at the beginning of the year		Cumulative Shareholding end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Steel Strips Wheels Invt. Ltd.	1214630	8.00	1214630	8.00
2.	Bloomen Flora Ltd.	1336438	8.80	1336438	8.80
3.	Priya Tools Pvt. Ltd.	1214632	8.00	1214632	8.00
4.	Tarsem Garg	133408	0.88	133408	0.88
5.	Ind. Credit & Inv. Corp. Of India	34802	0.23	34802	0.23
6.	Amrex Marketing Pvt. Ltd.	17401	0.11	17401	0.11
7.	Vibha Narain	1200	0.00	1200	0.00
8.	Abha Narain	1200	0.00	1200	0.00
9.	Kiran Narain	600	0.00	600	0.00
10.	Harminder Singh Mehar	600	0.00	600	0.00

* The shares of the Company are traded on a daily basis and hence the date wise increase/ decrease in shareholding is not indicated.

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

S. No	Folio/Beneficiary Account No.	Name of the Share Holder	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
					No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	IN300476-10368502	Sh. R K Garg	01.04.2015	At the beginning of the year	3404020	22.41	3404020	22.41
			31.03.2016	At the end of the year	3404020	22.41	3404020	22.41
2.	IN30302852224288	Sh. Avinash Sharma	01.04.2015	At the beginning of the year	50	0.00	50	0.00
			31.03.2016	At the end of the year	50	0.00	50	0.00
3.	IN30177412825514	Sh. Sanjay Garg	01.04.2015	At the beginning of the year	50	0.00	50	0.00
			31.03.2016	At the end of the year	50	0.00	50	0.00
4.	IN300206-10205235	Sh. H K Singhal	01.04.2015	At the beginning of the year	70	0.00	70	0.00
			31.03.2016	At the end of the year	70	0.00	70	0.00

V. INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(₹ in lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	2282.17	215.00	-	2497.17
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	2282.17	215.00	-	2497.17
Change in Indebtedness during the financial year				
* Addition	24.00	-	-	24.00
* Reduction	340.47	215.50	-	555.47
Net Change	(316.47)	-	-	531.47
Indebtedness at the end of the financial year				
i) Principal Amount	1965.70	-	-	1965.70
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	1965.70	-	-	1965.70

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

S.No.	Particulars of Remuneration	Shri Avinash Sharma (WTD)	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2820000	2820000
	(b) Value of perquisites u/s 17(2) Income -tax Act, 1961	899165	899165
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - as % of profit - others, specify...	44000 - -	44000 - -
5	Others, please specify (Sitting Fee)	-	-
	Total (A)	3763165	3763165
	Ceiling as per the Act	₹ 37.63 lacs (being 5% of Net Profits of the Company) calculated as per Section 198 of the Companies Act, 2013	

B. Remuneration to other directors

S.No.	Particulars of Remuneration	Name of Directors			Total Amount
		Sh. S S Viridi	Sh. Kanwarjit Singh	Smt. Manju Lakhpal	
1	Independent Directors				
	Fee for attending board committee meetings	82000	30000	75000	187000
	Commission				
	Others, please specify				
	Total (1)	82000	30000	75000	187000
2	Other Non-Executive Directors				
	Fee for attending board committee meetings	45000	67000	55000	167000
	Commission				
	Others, please specify				
	Total (2)	45000	67000	55000	167000
	Total (B)=(1+2)	127000	97000	130000	354000
	Total Managerial Remuneration				4117165
	Overall Ceiling as per the Act	₹ 82.79 lacs (being 11% of Net Profits of the Company) calculated as per Section 198 of the Companies Act, 2013			

C. Remuneration to key managerial personnel other than MD/MANAGER/WTD.

S.No.	Particulars of Remuneration	Key Managerial Personnel	
		CS (Ms. Gurpreet Kaur)	CFO (Mr. Bhagwan Singh Negi)
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	702900	661200
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	others, specify...	-	-
5	Others, please specify	-	-
	Total	702900	661200

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the year ended March 31, 2016

MANAGEMENT DISCUSSION AND ANALYSIS

MACRO ECONOMIC REVIEW

The Indian GDP grew at 7.7% in the year 2015-16 as against 7.3% in 2014-15. Industry growth increased to 5.9% and services sector growth increased to 10.6% in the year 2015-16. Improved job prospects, and a stable currency helped to lift the consumer confidence. The growth in capital formation was increased from 3.0% in 2014-15 to 4.1% in 2015-16. Overall, the macroeconomic situation in India improved during 2015-16. Also, in view of the Government's commitment to reforms, the economic outlook remains positive and a GDP growth of over 8% is expected in the year 2016-17 as per the projections of the Government.

A. OPPORTUNITIES AND STRENGTHS

The Company has a well diversified business portfolio spread across various business verticals viz., Buildings & Housing, Roads, Water & Environment, Irrigation, Power and Railways. The Company has significant experience in construction sector and is recognized as one of the key construction players in the country. It has carried out variety of projects across the country. The Company is recognized for timely completion of projects within budgets. Our core strength is our people who carry several years of industry experience in various domains including engineering, design, construction, procurement, planning, etc.

During the year 2015-16, the Company earned revenue of ₹45 crore approx, and expect to do better during the current year.

B. FINANCIAL PERFORMANCE

During the year under review, there is no change in capital of the Company. The Reserves and Surplus of the Company has gone up from ₹3446.73 lacs to ₹3946.99 lacs in 2015-16. The Company's net worth also increased from ₹4965.57 lacs to ₹5465.82 lacs, on account of internal generation of profits.

C. OPERATIONAL PERFORMANCE

There has been a significant growth in the Revenue from operations of the Company from ₹1527.73 lacs to ₹4329.49 lacs. The other income of the Company decreased from ₹224.74 lacs to ₹137.75 lacs. Other income comprises of dividend income, interest on bank deposits, agriculture receipts and miscellaneous. The Company's operations during the year under review have resulted in a net profit of ₹500.25 lacs as against ₹112.34 lacs in the previous year resulting in significant growth in net profits of the Company.

D. INTERNAL CONTROL SYSTEM

The Company has effective and robust system of internal controls to help management review the effectiveness of the financial and operating controls and assurance about adherence to company's laid down systems and procedures. Proper controls are in place, which are reviewed at regular intervals to ensure that transactions are properly authorized & correctly reported and assets are safeguarded. The Audit Committee periodically reviews the findings and recommendations of the Auditors and takes necessary corrective actions as deemed necessary.

E. RISKS AND CONCERNS

The Company has a robust Enterprise Risk Management process in place, which is a holistic, integrated and structured approach to manage risks with the objective of maximizing shareholders' value.

The risk management process broadly consists of identification, assessment, mitigation, prioritization and monitoring of risks. The ERM process allows the company to:

- Enhance confidence in achieving its desired goals and objectives
- Effectively restrain threats to acceptable levels
- Take informed decisions about exploiting opportunities

Owing to the nature of the industry the Company operates in, it is exposed to a variety of risk factors which are broadly categorized into technical, physical, construction, performance and legal risks.

A tight risk process is carried out from pre-bid to project completion stage to manage, mitigate and monitor these risks by adopting specific risk mitigation measures. During the year, the Board has reviewed the process and the Risks that have been identified for the business. Some of these key risks that the Company faces along with their mitigation strategies adopted are listed below:

Risk Type	Key Risks	Risk Impact	Risk Mitigation Strategy
Technical Risks	Incomplete Design	High	<ul style="list-style-type: none"> Carrying out extensive due diligence during the project bid phase Bidding for those works which are closely aligned with our core strengths
	Inadequate Specifications	High	<ul style="list-style-type: none"> Carrying out exhaustive due diligence before and during the bid phase Incorporating contingency for inadequate specifications in the price bids Engaging with clients and their representatives on a regular basis
	Insufficient Resources of Construction Materials	Medium	<ul style="list-style-type: none"> Strong and efficient resources planning, both at the corporate and project levels. Strong management of vendors and sub contractors Carrying out due diligence on vendors and sub-contractors before entering into agreements with them
Physical Risks	Equipment Damage/ Failure	Medium	<ul style="list-style-type: none"> Own a sizeable equipment base, specifically those, which are frequently used in our operations thus reducing dependence on equipment vendors Following a strict preventive and corrective maintenance schedule Strong relationship with equipment vendors for renting equipment Strong management of equipment vendors including rating their performance
	Labour Injuries	Low	<ul style="list-style-type: none"> Strong implementation and monitoring of health and safety protocols to prevent injuries Designated safety personnel at sites. Periodical reporting on safety and health issues Conducting training programs on health and safety issues
Construction Risks	Labour Productivity	Medium	<ul style="list-style-type: none"> Ensure safe, clean and hygienic work environment at all work locations. Strong track record in maintaining labor. Regular monitoring and ensuring strong controls to ensure adherence to timelines and quality
	Theft	Low	<ul style="list-style-type: none"> Strong monitoring and control to prevent theft Penalizing defaulters without exception
Performance Risks	Achieving Required Quality	Medium	<ul style="list-style-type: none"> Regular inspection of works and reporting to clients Strong adherence to specifications and timelines Constant engagement with clients and their representatives Reliable Quality assurance programs
	Meeting Client Expectations	Medium	<ul style="list-style-type: none"> Experienced workforce, Regular engagement with clients Response mechanisms to address issues raised by clients and their representatives
Legal Risks	Claims, Disputes & Litigations	Medium	<ul style="list-style-type: none"> Engagement with clients to capture and address litigious issues upfront Proper and thorough documentation on each project from the pre bid stage In-house Contracts and Claims team. Legal firm onboard to handle pre-legal claims and/or litigations Keeping ourselves abreast on regulatory issues

Cautionary Statement:

Statements in this report on Management Discussion and Analysis describing the Company's Objectives, projections, estimates, expectations or predictions may be "forward looking" within the meaning of applicable Securities laws and regulations. Actual results could differ materially from those expressed or implied

REPORT ON CORPORATE GOVERNANCE

The Company continuously strives to attain high levels of corporate performance, accountability, transparency, responsibility and fairness in all aspects of its operations. Transparency in all dealings and providing better services without compromising in any way on integrity and regulatory compliances have been the basic objectives of corporate governance in the Company.

The Company is in Compliance with the requirements stipulated under Schedule V of SEBI (LODR) Regulations, 2015 and with the Listing Regulations entered into with the Stock Exchanges, with regard to corporate governance.

BOARD OF DIRECTORS

- As on March 31, 2016, the Company has seven Directors including a Non-Executive Chairman. Of the seven Directors, six are Non-executive Directors of which, three are Independent Directors. The composition of the Board is in conformity with Regulation 17(1) of SEBI (LODR) Regulations, 2015
- During the year under review, 4 Board Meetings were held, one each on 18th May 2015, 13th August 2015, 14th November 2015 and 12th February 2016 and the gap between two meetings did not exceed one hundred twenty days. The necessary quorum was present for all the meetings.
- None of the Directors on the Board held Directorships in more than ten Public Companies. Further, none of them is a member of more than ten Committees or Chairman of more than five Committees across all the Public Companies in which he was a Director. Necessary disclosures regarding Committee positions in other Public Companies as on March 31, 2016 have been made by the Directors.
- Independent Directors are Non-executive Directors as defined under Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015. The maximum tenure of the Independent Directors is in compliance with the Companies Act, 2013 ("Act"). All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16 of SEBI (LODR) Regulations, 2015 and Section 149 of the Act.
- The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanships/ Memberships held by them in other Public Companies as on March 31, 2016 are given below. Other Directorships do not include Directorships of Private Limited Companies, Section 8 Companies and of Companies incorporated outside India. Chairmanships/ Memberships of Board Committees include only Audit Committee and Stakeholders' Relationship Committee.

The detail of Board Meetings, number of Directorships and Committee Memberships held by Directors

Name of Director and Designation	Category	No. of Board meetings held during the year 2015-16		Whether attended last AGM held on 30th September, 2015	No. of Directorships in other public companies		No. of Committee positions held in other public companies	
		Held	Attended		Chairman	Member	Chairman	Member
Sh. R.K.Garg, Chairman DIN 00034827	Non-Executive - Non Independent Director-Chairperson	4	3	No	3	2	-	-
Sh. Avinash Sharma DIN 02371722	Executive Director	4	4	No	-	3	-	-
Sh. S S Viridi DIN 00035408	Non-Executive - Independent Director	4	4	No	-	2	3	4
Sh. Sanjay Garg DIN 00030956	Non-Executive - Non Independent Director	4	4	Yes	-	2	-	-
*Sh. Vijay G Kalantri DIN 00019510	Non-Executive - Independent Director	2	0	No	3	14	-	5
Sh. Kanwarjit Singh DIN 02116030	Non-Executive - Independent Director	4	1	No	-	-	-	-
**Sh. S. S. Dawra DIN 00310987	Non-Executive - Independent Director	1	0	No	-	2	1	1
Sh. H. K. Singhal DIN 00044328	Non-Executive - Non Independent Director	4	3	Yes	-	6	-	7
Smt. Manju Lakhnupal DIN 07130592	Non-Executive - Independent Director	4	4	-	-	2	-	2

* Shri Vijay G Kalantri ceased as a Director on 14.11.2015

** Shri S S Dawra, being an Independent Director vacated office on 12.02.2016 due to his sudden demise.

- vi. During the year, a separate meeting of the Independent Directors was held inter-alia to review the performance of Non-independent Directors and the Board as a whole. The Company has adopted a familiarization programme for the Independent Directors, which has been displayed on the website of the Company.
- vii. The Board periodically reviews compliance reports of all laws applicable to the Company and steps are taken to rectify the instances of non-compliance, if any.

COMMITTEES OF DIRECTORS

The Board has constituted committees of Directors to deal with matters, which need quick decisions and timely monitoring of the activities falling within their terms of reference. The Board Committees are as follows:

AUDIT & COMPLIANCE COMMITTEE

The Audit & Compliance Committee comprises of four Non-executive Directors, Shri S S Virdi, Shri Kanwarjit Singh, Smt Manju Lakhanpal and Shri H K Singhal. During the year, the committee held four meetings, one each on 18th May 2015, 13th August 2015, 14th November 2015 and 12th February 2016

The terms of reference of the Audit & Compliance Committee are in accordance with Section 177 of the Companies Act, 2013 and part C of Schedule II of SEBI (LODR) Regulations, 2015 and inter-alia include the following:

- a) Overseeing the Company's financial reporting process and ensuring correct, adequate and credible disclosure of financial information.
- b) Recommending appointment and removal of external auditors and fixing of their fees.
- c) Reviewing with management the annual financial statements with special emphasis on accounting policies and practices, compliance with accounting standards and other legal requirements concerning financial statements.
- d) Reviewing the adequacy of the Audit and Compliance function, including their policies, procedures, techniques and other regulatory requirements.
- e) Reviewing the adequacy of internal control systems and significant audit findings.
- f) Reviewing with the management, the quarterly financial statements before submission to the board for approval.
- g) Evaluation of internal financial controls and risk management systems
- h) To review the functioning of whistle blower mechanism.
- i) Carrying out any other function as is mentioned in terms of reference of the Audit Committee.

NOMINATION AND REMUNERATION COMMITTEE

The Company has a Nomination and Remuneration Committee of Directors. The Nomination and Remuneration Committee comprises of three non executive Directors viz Shri S S Virdi, Smt. Manju Lakhanpal, and Shri H K Singhal. The committee has been constituted to review and recommend compensation payable to the Whole-time Directors and Senior Management of the Company. The committee reviews the overall compensation structure and policies of the Company with a view to attract, retain and motivate employees, reviewing compensation levels of the Company vis-à-vis other Companies and industry in general in line with Remuneration Policy. During the year, the committee held one meeting.

REMUNERATION POLICY

The Company's Remuneration Policy is driven by the success and performance of the individual employees and the Company. Through its compensation programme, the company endeavor to attract, retain, develop and motivate high performance workforce. The company pays remuneration by way of salary, benefits, perks, perquisite and allowances to its employees.

REMUNERATION OF DIRECTORS

Shri Avinash Sharma is Whole -time Director of the Company. His particulars and details of remuneration paid are as under:

Shri Avinash Sharma

-Designation	Executive Director
-Last appointed on	01/04/2013
-Term	Five years
- Salary	₹2,35,000/- per month
	Rent free unfurnished accommodation
- Commission	5% of net profit as calculated under the provisions of Companies Act, 2013 inclusive of remuneration mentioned above.

In addition to the above, the Executive Director shall also be eligible for the following perquisites, which shall not be included for computation of the ceiling as specified.

- Reimbursement of medical bills up to one months' basic salary in a year, or upto three months' salary in a period of three years;
- Contribution to Provident Fund @ 12% of basic salary;
- Gratuity – Not exceeding half month's basic salary for each completed year of service, subject to Gratuity Act;
- Earned Leave – As per Company's Rules (unused portion of the earned leave accumulated as per Company rules may be encashed at the end of the tenure, including extension in tenure, if any.);
- Telephone at residence (private use of the telephone shall be billed by the Company to the appointee)
- Conveyance Reimbursement: Company's Car Expenses at actual as per Company's Rule.

The remuneration is in conformity with Schedule V of the Companies Act, 2013. Other non-executive Directors are paid sitting fee of Rs.20000/- for each Meeting of the Board, and Rs.10000/- for each Meeting of the Audit Committee attended by them. The Company also reimburses the out of pocket expenses incurred by the Directors for attending meetings.

EMPLOYEES STOCK OPTION (ESOP)

The Company does not have any employee stock option scheme.

DETAILS OF EQUITY SHARES OF THE COMPANY HELD BY THE DIRECTORS AS ON 31ST MARCH 2016

<u>NAME</u>	<u>NO. OF SHARES</u>
SH. R K GARG	3404020
SH. H K SINGHAL	70
SH. SANJAY GARG	50
SH. AVINASH SHARMA	50

SECRETARIAL COMMITTEE

The Secretarial Committee approves and monitors transfers, transmission, splitting and consolidation of shares of the company. The Secretarial Committee is comprised of Shri Avinash Sharma, Executive Director and Shri H.K. Singhal, Director. The Secretarial Committee of the company meets as often as required. The Committee met three times during the year.

STAKEHOLDERS RELATIONSHIP COMMITTEE

- The Company has a Secretarial Committee/ Investors Grievances Committee of Directors to look after redressal of complaints/ grievances of investors. The nomenclature of the said committee was changed to Stakeholders Relationship Committee in light of provisions of the Act and Regulation 20 of SEBI (LODR) Regulations, 2015. The Composition of Stakeholders Relationship Committee comprises of Shri S S Viridi as Chairman, Shri H K Singhal and Shri Sanjay Garg, as members. The Committee monitors redressal of complaints from shareholders relating to transfer of shares, non-receipt of balance sheet, dividends, dematerialization of shares etc. The Company attends to most of the investor's grievances/ correspondence within a period of 10 days from the date of receipt, except in cases constrained by disputes or legal impediment.
- Details of Complaints received and redressed:

Opening Balance	Received during the year	Resolved during the year	Closing balance
Nil	-	-	Nil

GENERAL BODY MEETINGS

Venues & time of previous meetings of shareholders, including three Annual General Meetings:

Nature of Meetings	Day	Date	Time	Venue
AGM	Wednesday	30.09.2015	10:30 a.m.	At Regd Office at SCO 49-50, Sector 26, Madhya Marg, Chandigarh.
AGM	Tuesday	30.09.2014	4.30 p.m.	Same as above
AGM	Monday	30.09.2013	12.30 p.m.	Same as above

No special resolutions were put through Postal Ballot during last year, as there was no such item, which required to be passed through Postal Ballot. The Company did not have any outstanding GDRs/ADRs as at 31st March 2016.

DISCLOSURES:

- The transactions with the Companies, where the Directors of the Company were interested, were in the normal course of business and there were no materially significant related party transactions that might have had potential conflict with the interest of the Company at large. The Policy on dealing with Related Party Transactions as approved by the Board is posted on the website of the Company.
- The Company has framed a Whistle Blower Policy, details of which are available on the Company's website.
- Shri R K Garg is also the Chairman of Steel Strips Wheels Ltd., Steel Strips Infrastructures Ltd. Steel Strips Ltd., Managing Director of Indian Acrylics Ltd. and Director of Indlon Chemicals Ltd., SAB Developers Pvt. Ltd. The group, headed by Shri R K Garg & Family members, namely Shri R K Garg & Sons (HUF), Smt. Sunena Garg, Ms. Priya Garg and Shri Dheeraj Garg comprises of the following companies:
Indian Acrylics Ltd., SAB Industries Ltd., Steel Strips Wheels Ltd., Steel Strips Ltd., Steel Strips Infrastructures Ltd., Steel Strips Industries Ltd., Indlon Chemicals Ltd., SAB Developers Pvt. Ltd., Malwa Chemtex Udyog Ltd., S.S. Credits Pvt. Ltd., S.J. Mercantile Pvt. Ltd., Indian Acrylics Investments Ltd., Malwa Holdings Pvt. Ltd., Steel Strips Mercantile Pvt. Ltd., Steel Strips Financiers Pvt. Ltd., Steel Strips Holdings Pvt. Ltd., Munak International Pvt. Ltd., Munak Financiers Pvt. Ltd., Munak Investments Pvt. Ltd., S.A.B. Udyog Ltd., Chandigarh Developers Pvt. Ltd. and DHG Marketing Pvt. Ltd.
- There were no penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to Capital Markets during the last three years.

INSIDER TRADING

Pursuant to the requirements of SEBI (Prohibition of Insider Trading) Regulations, as amended, the Company has adopted a "Code of Conduct for Prevention of Insider Trading". Ms. Gurpreet Kaur, Company Secretary of the Company had been appointed as the Compliance Officer for this purpose. The Code is applicable to all such employees of the Company who are expected to have access to unpublished price sensitive information relating to the Company as well as to all Directors.

MEANS OF COMMUNICATION

Quarterly Results:

The quarterly financial results are regularly published in Financial Express/ Business Standard and Jansatta. All price sensitive information is made available at the earliest under intimation to Stock Exchanges.

GENERAL SHAREHOLDER INFORMATION

Annual General Meeting: To be held on 30th day of September 2016
at Regd. Office of the Company.

FINANCIAL CALENDER (Tentative)

Results for quarter ending June 2016 -- Second week of Aug., 2016
Results for quarter ending Sept. 2016 -- Second week of Nov., 2016
Results for quarter ending Dec. 2016 -- Second week of Feb., 2017
Results for quarter ending March 2017 -- Last week of May, 2017
Date of Book Closure: 23.09.2016 to 30.09.2016
Dividend Payment Date: Not Applicable
Scrip Code on BSE: 539112

Distribution of shareholding as on 31st March 2016

Share holding of		Shareholders		Share Amount	
Face Value(₹10)	Face Value (₹10)	Number	%age to Total	in (₹)	%age to Total
1	To 500	491	95.55	327040	0.22
501	To 1000	2	0.39	12000	0.01
1001	To 2000	3	0.58	35000	0.02
2001	To 3000	-	-	-	-
3001	To 4000	-	-	-	-
4001	To 5000	-	-	-	-
5001	To 10000	1	0.19	90000	0.06
10001	and Above	17	3.29	151419680	99.69
		514	100.00	151883720	100.00

Shareholding Pattern as on 31st March, 2016

S.NO.	PARTICULARS	NO. OF SHARES	(%)
1.	Promoter & Persons Acting in Concert	11183356	73.63
2.	Bodies Corporate	3783101	24.91
3.	Financial Institutions, Banks & Mutual Funds	185611	1.22
4.	General Public	36304	0.24
	TOTAL SHAREHOLDING	15188372	100.00

MARKET INFORMATION:

The Securities of the Company are not actively traded on the Mumbai Stock Exchange. As such, the market information on the company's Securities is not available.

DEMATERIALIZATION OF SHARES AND LIQUIDITY:

The Company's script forms part of the "Compulsory demat segment" for all investors. The Company has established connectivity with National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) through the Registrar M/s Link Intime India Pvt. Limited, 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase I, Near PVR Naraina, New Delhi 110028.

Phone: +911141410592-94, Fax- +911141410591, Email:delhi@linkintime.co.in

The Company has also appointed them as Common Agency to look after dematerialization of shares as well as for physical transfer of shares. Members are requested to address all their correspondence with the Registrar at the above address.

As on 31.03.2016, 15101210 (99.43%) equity shares of the Company are held in demat form and the balance 87162 (0.57%) equity shares are held in physical form. Demat ISIN Number allotted to the Company by NSDL for equity shares is INE137M01017.

CORPORATE IDENTIFICATION NUMBER (CIN): L00000CH1983PLC031318

NAME, DESIGNATION, ADDRESS & E-MAIL OF COMPLIANCE OFFICER:

Ms. Gurpreet Kaur, Company Secretary
SAB INDUSTRIES LIMITED
Corporate Office: S.C.O. 49-50, Sector - 26, Madhya Marg,
Chandigarh-160019
E-mail: gurpreetkaur@sabindustries.in

ADDRESS FOR CORRESPONDENCE & REGISTERED OFFICE:

SCO 49-50, Sector 26, Madhya Marg, Chandigarh - 160 019.
Phone No. 0172-2793112, 2792385, 2790979, Fax No. 0172-2794834, 2790887
Designated E-Mail address for Investor Services: ssl_ssg@glide.net.in
Website : www.sabindustries.in

On behalf of Board of Directors

Place: Chandigarh
Date: 14 May, 2016

AVINASH SHARMA
Executive Director
DIN-02371722

H.K. SINGHAL
Director
DIN-00044328

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Company has adopted a Code of Conduct for Director & Senior Management of the Company, the Code of Conduct is available on the website.

I confirm that the Company has in respect of the financial year ended March 31, 2016 received from the senior Management Team of the Company and the Members of the Board, a declaration of compliance with the Code of conduct applicable to them.

For SAB Industries Limited

Place: Chandigarh
Date: 14.05.2016

Avinash Sharma
Executive Director

CERTIFICATE OF CORPORATE GOVERNANCE

We have examined the Company's compliance of conditions of Corporate Governance by SAB Industries Limited for the year ended on 31st March 2016 as stipulated in Schedule V of SEBI (LODR) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

On the basis of our review of the relevant records and documents maintained by the Company and furnished to us for review and the information and explanations given to us by the Company, we certify that the Company complied with the conditions of Corporate Governance as stipulated in Regulation 27 of SEBI (LODR) Regulations, 2015.

For S C DEWAN & CO.
CHARTERED ACCOUNTANTS
(Regn. No. 000934N)
S C DEWAN
Partner
M.No. 015678

Place: Chandigarh
Dated: 14th May 2016

**CEO'S/CFO'S Certificate
WHOMSOEVER IT MAY CONCERN**

In Compliance to Regulation 17(8) of SEBI (LODR) Regulations, 2015, we certify that:

- a. We have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affair and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal control, if any, of which we are aware and the steps we have taken or purpose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee:
 - i. significant changes in internal control over financial reporting during the year,
 - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For SAB Industries Limited

Place: Chandigarh
Date: 14.05.2016

B. S. NEGI
Chief Financial Officer

AVINASH SHARMA
Executive Director

INDEPENDENT AUDITORS' REPORT

To the Members of

SAB INDUSTRIES LIMITED**Report on the Financial Statements**

1. We have audited the accompanying financial statements of **SAB INDUSTRIES LIMITED** ("the Company"), which comprise the Balance Sheet as at **31 March 2016**, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the 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 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 (as amended). This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act; safeguarding the assets of the Company; 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.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and 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 controls 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.

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

Opinion

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

Report on Other Legal and Regulatory Requirements

9. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure 'A' a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. As required by Section 143(3) of the Act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 it appears from our examination of those books;
 - c. the financial statements dealt with by this report are in agreement with the books of account;
 - d. in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended);
 - e. on the basis of the written representations received from the directors as on **31 March 2016** and taken on record by the Board of Directors, none of the directors is disqualified as on **31 March 2016** from being appointed as a director in terms of Section 164(2) of the Act;
 - f. with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in Annexure B.
 - g. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company 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 for which there were any material foreseeable losses;
 - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For S. C. Dewan & Co.
Chartered Accountants
Firm's Registration No.: 000934N

Place : Chandigarh
 Dated : 14 May 2016

S.C. Dewan
Partner
Membership No.: 015678

Annexure A to the Independent Auditors' Report of even date to the members of the members of SAB INDUSTRIES LIMITED on the financial statements for the year ended 31st March, 2016.

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of 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 fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the fixed assets is reasonable having regard to the size of the Company and the nature of its assets.
- (c) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, the title deeds of immovable properties included in property, plant and equipment/ fixed assets are held in the name of the company.
- (ii) The management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on such physical verification.
- (iii) According to the information and explanations given 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 Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, provisions of section 185 and 186 of the Companies Act 2013 in respect of loans to directors including entities in which they are interested and in respect of loans and advances given, investments made and, guarantees, and securities given have been complied with by the company.
- (v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the said Order are not applicable to the company.
- (vi) To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under Section 148(1) of the Companies Act, 2013, for the products/services of the Company.
- (vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, , service tax, sales-tax, duty of custom, duty of excise, value added tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, there are no dues of income tax, sales-tax, , service tax, customs duty, excise duty, value added tax and cess which have not been deposited on account of any dispute
- (viii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders or government or debenture holders.
- (ix) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management and on an overall examination of the balance sheet, we report that no monies have been raised by way of initial public offer / further public offer /debt instruments. Monies raised by way of term loans were applied for the purposes for which those are raised.
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud /material fraud by the company or on the company by the officers and employees of the Company has been noticed or reported during the year.
- (xi) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii)of the order are not applicable to the Company and hence not commented upon..
- (xiii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the company and, not commented upon.
- (xv) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

**For S.C. Dewan & Co
Chartered Accountants
Firm's Registration No.: 000934N**

Place : Chandigarh
Dated : 14 May 2016

**S.C.Dewan
Partner
Membership No.: 015678**

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF SAB INDUSTRIES LIMITED**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

To the Members of **SAB INDUSTRIES LIMITED**

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

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Explanatory paragraph

We also have audited, in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act, the financial statements of SAB INDUSTRIES LIMITED, which comprise the Balance Sheet as at March 31, 2016, and the related Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, and our report dated 14th May 2016 expressed an unqualified opinion.

**For S.C. Dewan & Co
Chartered Accountants
Firm's Registration No.: 000934N**

Place : Chandigarh
Dated : 14 May 2016

**S.C.Dewan
Partner
Membership No.: 015678**

BALANCE SHEET
as at 31st March, 2016

PARTICULARS	NOTE NO.	As On 31.03.2016 (₹)	As On 31.03.2015 (₹)
I. EQUITY AND LIABILITIES			
(1) Shareholders's Funds	1		
(a) Share Capital		15,18,83,720	15,18,83,720
(b) Reserve and Surplus		39,23,67,329	34,46,72,782
(2) Share application money pending allotment		-	-
(3) Non-Current Liabilities	2		
(a) Long-term borrowings		18,10,60,873	22,67,97,562
(b) Other Long term liabilities		4,84,59,441	4,22,81,118
(c) Long term provisions		2,12,14,176	2,12,88,551
(4) Current Liabilities	3		
(a) Short-term borrowings		6,99,81,248	1,77,58,072
(b) Trade payables		65,05,214	71,74,920
(c) Other current liabilities		9,36,40,884	10,79,32,160
(d) Short term provisions		3,17,57,302	1,65,76,250
TOTAL		99,68,70,187	93,63,65,135
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets	4		
Gross Block		33,01,89,340	32,48,37,393
Less :Depreciation		13,54,65,104	13,32,01,318
Net Block		19,47,24,236	19,16,36,075
(b) Non-current investments		12,79,24,217	12,43,95,653
(c) Deferred tax assets (net)	14	31,04,769	36,89,442
(d) Long Term Loans and Advances		1,25,00,000	1,25,00,000
(2) Current assets	5		
(a) Inventories		38,54,19,943	38,32,18,275
(b) Trade receivables		12,98,137	10,44,26,660
(c) Cash and Bank Balances		2,97,52,925	3,49,16,187
(d) Short-term loans and advances		19,54,01,727	5,23,27,109
(e) Other current assets		4,67,44,233	2,92,55,734
TOTAL		99,68,70,187	93,63,65,135
Significant Accounting Policies			
Notes on Financial Statements	1 to 15	-	-

AUDITORS' REPORT

Certified in terms of our separate report of even date annexed

for S.C.Dewan & Co
Chartered Accountants
(Registration No.000934N)

AVINASH SHARMA
Executive Director

MANJU LAKHANPAL
S. S. VIRDI
H. K. SINGHAL
SANJAY GARG
Directors

Place : Chandigarh
Dated : 14.05.2016

S.C. DEWAN
Partner
Membership No.015678

GURPREET KAUR
Company Secretary

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

PARTICULARS	NOTE NO.	As On 31.03.2016 (₹)	As On 31.03.2015 (₹)
i Revenue from operations	6	43,29,49,701	15,27,73,683
II. Other Income	7	1,37,75,695	2,24,74,367
III. Total Revenue (I +II)		<u>44,67,25,396</u>	<u>17,52,48,050</u>
IV. EXPENSES :			
Cost of materials consumed	8	13,41,63,079	7,21,04,971
Purchase of Stock-in-Trade		-	-
Changes in inventories of finished goods, work in-progress and Stock-in-Trade	9	(85,00,000)	(1,90,00,000)
Employee benefit expense	10	1,97,53,510	1,78,90,119
Financial costs	11	1,37,61,953	1,12,69,616
Depreciation and amortization expense	4 (a)	22,63,786	40,14,030
Other expenses	12	21,41,36,926	8,26,85,693
Total Expenses		<u>37,55,79,254</u>	<u>16,89,64,429</u>
V. Profit /Loss (-) before exceptional and extraordinary items and tax(III - IV)		<u>7,11,46,142</u>	<u>62,83,621</u>
VI. Extraordinary Items	13		
Inome from termination of Agreement		-	(1,00,00,000)
Prior period adjustments/ (Income tax paid/adjusted)		88,66,922	84,892
VII. Profit before tax (VII - VIII)		<u>6,22,79,220</u>	<u>1,61,98,729</u>
VIII. Tax expense:			
(1) Current tax		1,40,00,000	50,00,000
(2) Deferred tax Liability / (Assets)	14	<u>5,84,673</u>	<u>(36,119)</u>
IX. Profit(Loss) for the period from continuing operations		<u>4,76,94,547</u>	<u>1,12,34,848</u>
EARNING PER SHARE - BASIC AND DILUTED (Face Value of ₹10/- per share)		3.14	0.74
Significant Accounting Policies Notes on Financial Statements	1 to 15		

AUDITORS' REPORT

Certified in terms of our separate report of even date annexed

for S.C.Dewan & Co
Chartered Accountants
(Registration No.000934N)

AVINASH SHARMA
Executive Director

MANJU LAKHANPAL
S. S. VIRDI
H. K. SINGHAL
SANJAY GARG
Directors

Place : Chandigarh
Dated : 14.05.2016

S.C. DEWAN
Partner
Membership No.015678

GURPREET KAUR
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016	2015-16	2014-15
A. CASH FLOW FROM OPERATING ACTIVITIES		
NET PROFIT/(LOSS) BEFORE TAX AND EXTRA ORDINARY ITEMS	7,11,46,142	62,83,621
ADJUSTMENT FOR :		
PROFIT(-)/LOSS(+) ON SALE OF FIXED ASSETS	-	-
DEPRECIATION	22,63,786	40,14,030
DIVIDEND RECEIVED	(46,09,562)	(19,79,823)
INTEREST & OTHER FINANCIAL CHARGES	1,37,61,953	1,12,69,616
OPERATING PROFIT BEFORE WORKING CAPITAL CHARGES	8,25,62,319	1,95,87,444
ADJUSTMENT FOR TRADE AND		
OTHER RECEIVABLES	(5,74,34,594)	69,28,872
INVENTORIES	(22,01,668)	(2,09,28,514)
TRADE PAYABLES	1,37,34,289	(4,22,54,859)
CASH GENERATED FROM OPERATIONS	3,66,60,346	(3,66,67,057)
INTEREST AND OTHER FINANCIAL EXPENSES PAID	1,37,61,953	1,12,69,616
DIRECT TAXES PAID/ADJUSTED	2,28,66,922	50,84,892
CASH FLOW BEFORE EXTRA ORDINARY ITEMS	31,471	1,63,54,508
EXTRA ORDINARY ITEMS	-	1,00,00,000
CASH FLOW FROM OPERATING ACTIVITIES	31,471	(4,30,21,565)
B. CASH FLOW FROM INVESTING ACTIVITIES		
PURCHASE OF FIXED ASSETS	(53,51,947)	(3,33,38,428)
SALE OF FIXED ASSETS	-	-
PURCHASE OF INVESTMENTS	(35,28,564)	-
INVESTMENTS WRITTEN OFF	-	-
DIVIDEND RECEIVED	46,09,562	19,79,823
NET CASH FLOW FROM INVESTING ACTIVITIES	(42,70,949)	(3,13,58,605)
C. CASH FLOW FROM FINANCING ACTIVITIES		
PROCEEDS FROM SHARE APPLICATION MONEY	-	-
PROCEEDS FROM LONG TERM BORROWINGS	-	5,03,51,915
REPAYMENT OF SECURED LOANS	3,16,46,960	-
PROCEEDS FROM SHORT TERM BORROWINGS	5,22,23,176	3,92,58,072
REPAYMENT OF UNSECURED LOANS	2,15,00,000	1,87,50,000
NET CASH RECEIVED FROM FINANCING ACTIVITIES	(9,23,784)	7,08,59,987
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	(51,63,262)	(35,20,183)
CASH AND CASH EQUIVALENTS AS AT 01.04.2015/01.04.2014 (OPENING BALANCE)	3,49,16,187	3,84,36,370
CASH AND CASH EQUIVALENTS AS AT 31.03.2016/31.03.2015 (CLOSING BALANCE)	2,97,52,925	3,49,16,187

For and on behalf of the Board

Place : Chandigarh
Dated : 14.05.2016

AVINASH SHARMA
Executive Director

MANJU LAKHANPAL
S. S. VIRDI
H. K. SINGHAL
SANJAY GARG
Directors

GURPREET KAUR
Company Secretary

AUDITORS' REPORT

We have verified the attached Cash Flow Statement of SAB Industries Limited derived from audited financial statements and the books and records maintained by the Company for the year ended 31st March, 2016 and found the same in agreement therewith.

For S.C DEWAN & COMPANY
Chartered Accountants
(Registration No.000934N)

Place : Chandigarh
Dated : 14.05.2016

S.C. DEWAN
PARTNER
Membership No.015678

PARTICULARS	As On 31.03.2016 (₹)	As On 31.03.2015 (₹)
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NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

NOTE '1' : SHAREHOLDERS' FUND

(a) Share Capital

AUTHORISED CAPITAL

2,00,00,000 Equity shares of ₹ 10/- each (PREVIOUS YEAR 20000000 Equity shares of ₹10/- each)	20,00,00,000	20,00,00,000
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ISSUED, SUBSCRIBED & PAID-UP

15188372 Equity shares (Previous year 15188372 shares) of ₹10/- each	15,18,83,720	15,18,83,720
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TOTAL	<u>15,18,83,720</u>	<u>15,18,83,720</u>
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DETAILS OF SHAREHOLDERS HOLDING 5% OR MORE SHARES IN THE COMPANY

Name of shareholders	AS ON 31.03.2016		AS ON 31.03.2015	
	No of shares	%age	No of shares	%age
SHRI R K GARG	34,04,020	22.41%	34,04,020	22.41%
SHRI DHEERAJ GARG	13,07,808	8.61%	13,07,808	8.61%
STEEL STRIPS INDUSTRIES LTD.	8,05,172	5.30%	8,05,172	5.30%
STEEL STRIPS HOLDING PVT. LTD.	12,00,060	7.90%	12,00,060	7.90%
STEEL STRIPS FIN. PVT. LTD.	12,00,060	7.90%	12,00,060	7.90%
MUNAK FINANCIERS PVT. LTD.	15,60,720	10.28%	15,60,720	10.28%
MUNAK INVESTMENTS PVT. LTD.	12,00,000	7.90%	12,00,000	7.90%
STEEL STRIPS WHEELS INVT. LTD.	12,14,630	8.00%	12,14,630	8.00%
PRIYA TOOLS PVT. LTD.	12,14,632	8.00%	12,14,632	8.00%
BLOOMEN FLORA LTD.	13,36,438	8.80%	13,36,438	8.80%

(b) Reserve & Surplus

	As on 31.03.2016	As on 31.03.2015
1. General Reserve	19,01,46,426	19,01,46,426
ADD : Amount transferred from Profit & Loss a/c	-	-
Total (1)	<u>19,01,46,426</u>	<u>19,01,46,426</u>
2. Capital Reserve	4,19,99,490	4,19,99,490
Total (2)	<u>4,19,99,490</u>	<u>4,19,99,490</u>
3. Profit & Loss A/C		
As per last Balance Sheet	11,25,26,866	10,12,92,018
Add : Profit for the year	4,76,94,547	1,12,34,848
	<u>16,02,21,413</u>	<u>11,25,26,866</u>
Less : Amount transferred to General Reserve a/c	-	-
Total (3)	<u>16,02,21,413</u>	<u>11,25,26,866</u>
Total (1+2+3)	<u>39,23,67,329</u>	<u>34,46,72,782</u>

NOTE '2' : NON-CURRENT LIABILITIES**(a) Long-Term Borrowings**

PARTICULARS	As On	As On	As On	As On
	31.03.2016	31.03.2016	31.03.2015	31.03.2015
	₹	₹	₹	₹
SECURED				
FROM BANKS	Non-Current	Current	Non-Current	Current
TERM LOAN FROM ALLAHABAD BANK	3,56,06,051	1,12,46,622	5,38,82,224	87,01,510
(Secured against Equitable Mortgage of Project land measuring 32 Bighas 05 Biswas 17 Biswasi and building thereon situated at NH-22, Derabassi in the name of the company and further secured with collateral security by way of equitable mortgage of residential property 89/7, Panchkula of Sh.R.K.Garg, Chairman of the company)				
VEHICLES/EQUIPMENTS LOANS FROM BANKS	14,40,952	42,62,063	35,93,862	53,85,232
(Secured against hypothecation of respective vehicles/equipments and counter guarantees of the company)				
OTHERS				
1. Secured by bank guarantees (From Customers)	1,33,01,858	-	1,33,01,858	88,32,214
2. Secured against security furnished by Company/ Associate Companies/third party and against Security Bonds	13,07,12,012	-	13,45,19,618	-
UN-SECURED				
From Directors/Associate concerns	-	-	2,15,00,000	-
TOTAL	18,10,60,873	1,55,08,685	22,67,97,562	2,29,18,956

Note :

- Term Loan from Allahabad Bank is secured against Equitable Mortgage of Project land measuring 32 Bighas 05 Biswas 17 Biswasi and Building thereon situated at NH- 22, Derabassi in the name of our company and further secured with collateral security by way of equitable mortgage of residential property, 89, Sector 7, Panchkula of Sh. R.K. Garg, Chairman of the Company.

Maturity Profile of Term Loan for the next four years is as below :

Particulars	1st Year	2nd Year	3rd Year	4th Year
Term Loan from Allahabad Bank (Current Year)	1,28,24,361	1,46,20,016	81,61,675	-
Term Loan from Allahabad Bank (Previous Year)	99,76,318	1,14,37,893	1,31,05,861	1,50,33,658

- Vehicles/Equipments Loans from banks are secured against hypothecation of respective vehicles/equipments and counter guarantees of the company.

Maturity Profile of Vehicles/Equipments Loans for the next four years are as below :

Particulars	1st Year	2nd Year	3rd Year	4th Year
Vehicles/Equipments Loans from Banks(Current Year)	9,14,712	5,26,241	-	-
Vehicles/Equipments Loans from Banks(Previous Year)	35,11,158	82,704	-	-

The company have received ₹1307.12 lacs from M/S Sulej Constructions Ltd. (SCL), Manimajra, Chandigarh in previous years. SAB Industries Ltd (SABIL) have entered into Joint Venture agreements with SCL in connection with Arbitration cases of said company whereby SCL and SABIL shall share the amount of award received, if any, equally between them. The amounts so released in earlier years have been released against furnishing of security by way of mortgaging land/title deeds of lands both of SABIL and SCL and submission of surety bonds. As the cases are subjudice and claims have been released against submission of surety bonds/title deeds of lands, the amount received has been treated as "Secured Loan" only as having been released against the above said securities. The amount shall be treated as income as and when Surety Bonds/title deeds of land are released and cases are decided by the Court finally. The outstanding balance received from SCL stands at ₹ 1307.12 lacs for above cases as on 31.03.2016.

PARTICULARS	As On 31.03.2016 (₹)	As On 31.03.2015 (₹)
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(b) Other Long Term Liabilities

PARTICULARS	As On 31.03.2016	As On 31.03.2015
-Liabilities for employees retirement benefits :		
- Gratuity	39,51,531	40,92,294
- Earned Leave	12,32,253	12,32,334
- Security Deposit	4,32,75,657	3,69,56,490
TOTAL	4,84,59,441	4,22,81,118

(c) Long Term Provisions

Particulars	As On 31.03.2016	As On 31.03.2015
Provision for Sales Tax	10,44,288	10,44,288
Provision for Bank Guarantees	26,74,000	26,74,000
Provision for Expenses	1,74,95,888	1,75,70,263
TOTAL	2,12,14,176	2,12,88,551

Note: 1. Sales Tax provision has been made in the year 2009-10 against demand raised by Sales Tax Deptt., Haryana related to A.Y.1990-91 to 1993-94.

2. Provision for Bank Guarantees has been made against invoked BGs and 100% margin has been kept with State Bank of Patiala, Sector-17C, Chandigarh. Now the cases are pending in various courts.

**CURRENT LIABILITIES
NOTE '3'**

(a) Short-Term Borrowings

PARTICULARS	As On 31.03.2016	As on 31.03.2015
SECURED FROM BANKS		
Working Capital from Banks	1,83,04,197	1,77,58,072

(Secured against Hypothecation of stocks, Book Debts and current assets of Construction Division and further secured with Collateral Security by way of Equitable Mortgage of Residential property 89/7 Panchkula of Sh.R.K.Garg, Chairman of the company and Pledge of five lac equity shares of Steel Strips Wheels Ltd. held by the company)

UN-SECURED

Short Term Corporate Advances

- From Associate Concerns	2,81,72,051	-
- From Others	2,35,05,000	-
TOTAL	6,99,81,248	1,77,58,072

SAB INDUSTRIES LIMITED

PARTICULARS	As On	As On
	31.03.2016 (₹)	31.03.2015 (₹)
(b) Trade Payables		
- Micro and Small Enterprises	2,91,760	-
- Others	62,13,454	71,74,920
TOTAL	65,05,214	71,74,920

The company has been reconciling the outstanding balances with Debtors and Creditors from time to time. However, some of the balances remain unreconciled as at the end of the year in the absence of confirmation from the other parties. Detail of amounts outstanding to Micro and Small Enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006, based on available information with company is as under :-

Principal amount due and remaining unpaid	2,91,760	-
Interest due on above and the unpaid interest	-	-
Interest paid	-	-
Payment made beyond the appointed day during the year	-	-
Interest due and payable for the period of delay	-	-
Interest accrued and remaining unpaid	-	-
Amount of further interest remaining due and payable in succeeding years	-	-
TOTAL	2,91,760	--

(c) Other Current Liabilities

- Current maturities of Long-term Debts (Refer Note No.2)	1,55,08,685	2,29,18,956
- Statutory dues	15,56,835	15,33,912
- Advance from customers	6,38,03,034	6,53,33,036
- Cheques issued but not presneted for payment	76,66,729	1,41,66,267
- Expenses payable	51,05,601	39,79,989
TOTAL	9,36,40,884	10,79,32,160

(d) Short Term Provisions

Provision for taxation	1,40,00,000	50,00,000
Provision for expenses	1,77,57,302	1,15,76,250
TOTAL	3,17,57,302	1,65,76,250

NOTE '4' : NON CURRENT ASSETS
(a) Fixed Assets
A) CONSTRUCTION DIVISION

PARTICULARS	GROSS BLOCK			DEPRECIATION				NET BLOCK		
	As at 1.4.2015 ₹	Additions During The year ₹	Sales/ Adjustment During the year ₹	As at 31.03.2016 ₹	As on 1.4.2015 ₹	During the period ₹	Sale/ Adjustment During the period ₹	As on 31.03.2016 ₹	As at 31.03.2016 ₹	As at 31.03.2015 ₹
1. LAND	17,67,17,326	-	-	17,67,17,326	-	-	-	-	17,67,17,326	17,67,17,326
2. PLANT & EQUIPMENTS	3,14,11,550	40,02,055	-	3,54,13,605	2,32,32,019	8,99,317	-	2,41,31,336	1,12,82,269	81,79,531
3. FURNITURE & FIXTURE	40,49,625	12,12,122	-	52,61,747	34,86,279	2,35,420	-	37,21,699	15,40,048	5,63,346
4. VEHICLES	3,35,73,033	-	-	3,35,73,033	2,98,25,930	4,20,415	-	3,02,46,345	33,26,688	37,47,103
5. OFFICE EQUIPMENT	53,25,516	41,700	-	53,67,216	44,40,940	1,81,189	-	46,22,129	7,45,087	8,84,576
6. AGRICULTURE EQUIPMENT	28,05,454	-	-	28,05,454	22,68,025	4,04,471	-	26,72,496	1,32,958	5,37,429
	25,38,82,504	52,55,877	-	25,91,38,381	6,32,53,193	21,40,812	-	6,53,94,005	19,37,44,376	19,06,29,311

B) INFOTECH DIVISION

1. PLANT & EQUIPMENTS	6,35,56,506	96,070	-	6,36,52,576	6,27,61,100	1,22,974	-	6,28,84,074	7,68,502	7,95,406
2. FURNITURE & FIXTURE	73,98,380	-	-	73,98,380	71,87,025	-	-	71,87,025	211,357	2,11,357
TOTAL (B) :-	7,09,54,886	96,070	-	7,10,50,956	6,99,48,125	1,22,974	-	7,00,71,099	979,859	10,06,763
TOTAL (A+B+C)	32,48,37,394	53,51,947	-	33,01,89,340	13,32,01,318	22,63,786	-	13,54,65,104	19,47,24,236	19,16,36,075
PREVIOUS YEAR	29,14,98,966	3,33,38,428	-	32,48,37,393	12,91,87,288	40,14,030	-	13,32,01,318	19,16,36,075	16,23,11,677

SAB INDUSTRIES LIMITED

PARTICULARS	As On 31.03.2016 (₹)	As On 31.03.2015 (₹)
(b)Non-Current Investments		
INVESTMENT IN EQUITY INSTRUMENTS OF ASSOCIATE CONCERNS QUOTED & VALUED AT COST PRICE		
13,24,187 (Previous Year 13,14,187) fully paid equity shares of ₹10/- each of M/s Steel Strips Wheels Limited	3,63,71,626	3,28,43,062
1,47,93,772 fully paid up equity shares of Indian Acrylics Ltd (Previous Year 1,47,93,772) of ₹10/- each	5,95,19,719	5,95,19,719
3900 fully paid (Previous year 3900) equity shares of ₹10/- each of M/s Steel Strips Infrastructures Limited (Formerly known as Steel Strips & Tubes Ltd)	12,671	12,671
6,85,934 (Previous year 6,85,934) fully paid equity shares of ₹10/- each of M/S Steel Strips Limited,	14,58,245	14,58,245
INVESTMENT IN EQUITY INSTRUMENTS - OTHERS QUOTED & VALUED AT COST PRICE		
165 (Previous Year 165) fully paid equity share of ₹10/- each of M/s Kamla Dials & Devises Limited	2,550	2,550
105 fully paid (Previous year 105) equity shares of ₹10/- each of M/s Asian Hotels Limited	500	500
10000 fully paid (Previous year 10000) equity shares of ₹10/- each of M/s PUNJAB & SIND BANK	12,89,356	12,89,356
200 Shares of BOICON (Previous Year 200) of ₹5/- each	44,545	44,545
100 Nos fully paid up equity shares of Vallabh Steels Ltd (Previous Year 100) of ₹10/- each	2,820	2,820
37 Nos fully paid up equity shares of Consolidated Fibres & Chemicals Ltd (Previous Year 37) of ₹10/- each	64	64
153 fully paid up equity shares of Wheels India Ltd (Prev.Year 153) of ₹10/-each.	46,703	46,703
10000 Nos fully paid up equity shares of Vikas WSP Ltd (Previous year 10000 NOS) of ₹1/- each.	3,99,561	3,99,561
AGGREGATE AMOUNT OF THE QUOTED INVESTMENTS	9,91,48,360	9,56,19,796
INVESTMENT IN EQUITY INSTRUMENTS OF ASSOCIATE CONCERNS UNQUOTED & VALUED AT COST		
5368630 equity shares of ₹10/-each of M/S SAB Udyog Ltd (Previous year 5368630)	2,87,75,857	2,87,75,857
AGGREGATE AMOUNT OF THE UN-QUOTED INVESTMENTS	2,87,75,857	2,87,75,857
AGGREGATE AMOUNT OF THE QUOTED & UN-QUOTED INVESTMENTS	12,79,24,217	12,43,95,653
Aggregate Market value of Quoted Investments **	61,91,48,161	44,23,40,343
** The quoted value of shares does not include the quoted value of shares of Steel Strips Ltd as these are not being quoted in the Stock Exchange.		
(c) Long Term Loans and Advances		
Corporate Loans (Un-Secured)	1,25,00,000	1,25,00,000
TOTAL	1,25,00,000	1,25,00,000

PARTICULARS	As On 31.03.2016 (₹)	As On 31.03.2015 (₹)
NOTE '5' CURRENT ASSETS		
(a) Inventories		
1. WORK IN PROGRESS	2,75,00,000	1,90,00,000
STOCK IN HAND	21,86,054	19,28,514
Total 1.	2,96,86,054	2,09,28,514
2. COMMERCIAL PROPERTY UNDER DEVELOPMENT (Land, Development expenses thereon (valued at cost) and Misc. Expenditure Pending Allocation to above commercial property)		
(a) Cost Of Land Including Registration	22,57,84,131	22,57,84,131
Less: Land acquired (950 sq. yards)	65,55,872	-
	21,92,28,259	22,57,84,131
(b) Development Expenses		
Fees & Taxes	31,25,878	31,25,878
(Land Dev. Fee)		
Architect/Other Fee	41,86,822	41,86,822
	73,12,700	73,12,700
	22,65,40,959	23,30,96,831
(c) Misc. Expenditure Pending Allocation To Above Commercial Property		
Direct Cost	7,79,93,808	7,79,93,808
Administration Expenses	59,01,744	59,01,744
Employee Cost	84,60,345	84,60,345
Selling & Advt. Exps	46,78,483	46,78,483
Interest And Bank charges	3,02,96,191	3,02,96,191
Depreciation	18,62,359	18,62,359
	12,91,92,930	12,91,92,930
Total 2.	35,57,33,889	36,22,89,761
Total 1+2	38,54,19,943	38,32,18,275
Stocks of building materials and stores and shuttering material are valued at cost. Inventory of Networking Equipments lying in the offices & godowns is valued at cost price. Work-in-progress is valued on proportionate basis where certified bills have been raised in the next year, and on the best estimate basis by the management where certified bills are not available		
Stocks of Buildings & Buildings under construction have been valued at cost.		
(b) Trade Receivables		
Outstanding for a period exceeding six months	92,10,345	10,92,10,345
Others	12,98,137	44,26,660
	1,05,08,482	11,36,37,005
Less : Provision for bad and doubtful debts	92,10,345	92,10,345
SUB - TOTAL	12,98,137	10,44,26,660
(c) Cash and Bank Balances		
Balances With Banks in Current Accounts	17,43,038	25,47,730
Cheques/Drafts In Hand	-	1,71,000
Cash In Hand	51,467	8,11,699
Fixed Deposits		
Under Lien With Banks As Margin Money	2,73,88,733	2,93,32,894
Under Lien With Government Departments	5,69,687	4,47,864
Fixed Deposits- Others	-	16,05,000
TOTAL	2,97,52,925	3,49,16,187

SAB INDUSTRIES LIMITED

PARTICULARS	As On 31.03.2016 (₹)	As On 31.03.2015 (₹)
(d) Short-Term Loans and Advances		
LOANS AND ADVANCES (UNSECURED CONSIDERED GOOD, UNLESS OTHERWISE STATED)		
A) Loans And Advances To Related Parties		
B) Others	-	-
Suppliers/Petty Contractors	1,39,86,597	1,33,77,616
Advances For Purchase Of Land	-	2,02,00,000
Corporate Loans (Un-Secured)	1,72,90,000	1,75,47,154
Claims Recoverables	16,27,05,879	-
Others (Un-secured)	14,19,251	12,02,339
	<u>19,54,01,727</u>	<u>5,23,27,109</u>
TOTAL	<u>19,54,01,727</u>	<u>5,23,27,109</u>

(e) Other Current Assets

Security Deposit	3,55,79,706	2,06,46,392
Interest Accrued But Not Due	9,51,826	7,70,756
Gratuity/EL Funds with LIC	41,09,331	33,64,712
Prepaid Expenses	3,69,296	4,06,027
Income Tax Deducted At Sources**	51,03,587	34,48,649
Income Tax Refundable	6,30,487	6,19,198
Advance Tax Deposited	-	-
TOTAL	<u>4,67,44,233</u>	<u>2,92,55,734</u>

NOTE '6'
REVENUE FROM OPERATIONS

Sales Isp	74,84,390	64,99,317
Gross Work Done	42,54,65,311	14,62,74,366
TOTAL	<u>43,29,49,701</u>	<u>15,27,73,683</u>

Gross work done includes ₹1627.06 lacs against claims which have not been received yet but have been decreed in favour of the company. However, the company have filed application for the execution of decrees in the courts and as per opinion of the managements these decreed amounts are likely to be received and are covered under para 13 of the AS-7 which states that claims are included in contract value when.

- Negotiations have reached an advanced stage such that it is probable that the customer will accept the claim and ;
- the amount that it is probable will be accepted by the customer can be measured reliably.

NOTE '7'
REVENUE FROM OTHER INCOME

Interest Received	54,42,918	1,15,63,756
Miscellaneous Income	13,01,934	32,88,797
Unclaimed Balances Written off	-	13,17,733
Provisions made in earlier years Written back	-	5,85,524
Agriculture Receipts	24,21,281	37,38,734
Dividend Received	46,09,562	19,79,823
TOTAL	<u>1,37,75,695</u>	<u>2,24,74,367</u>

PARTICULARS

**As on
31.03.2016
(₹)**

**As on
31.03.2015
(₹)**

NOTE '8'

Cost of Material Consumed

Opening Stock Of Building Materials And Net Working Equipments/Materials	-	
Add : Purchases During The Year -		
- Purchase - Network Equipments	27,765	13,040
- Construction Material	14,74,19,245	10,02,43,617
	<u>14,74,47,010</u>	<u>10,02,56,657</u>
Less - Sale/Material Issued To Sub-Contractors	1,10,97,877	2,62,23,172
- Closing Stocks Of Materials and Networking Equipments/Materials	21,86,054	19,28,514
Total	<u>13,41,63,079</u>	<u>7,21,04,971</u>

Note : Building Material purchased/ consumed includes cost of the material involved in the payments made to Sub-Contractors for work done by them where ever building material is involved in executing their work.

NOTE '9'

Change in Inventories of Finished Goods, Work in Progress and Stock in Trade

Opening Work In Progress	1,90,00,000	-
Closing Work In Progress	2,75,00,000	1,90,00,000
TOTAL	<u>(85,00,000)</u>	<u>(1,90,00,000)</u>

NOTE '10'

EMPLOYEE BENEFIT EXPENSES

Salaries, Wages And Others Allowances ** Including Directors Remuneration	1,78,34,413	1,64,01,725
Bonus	1,89,200	1,60,500
Contribution To Provident Funds & Other Funds	11,56,477	10,42,762
Welfare Expenses	5,73,420	2,85,132
TOTAL	<u>1,97,53,510</u>	<u>1,78,90,119</u>

** The detail of managerial remuneration paid to Directors is as under:

	(₹ in lacs)	
	Current Year	Previous Year
Salary	28.20	28.20
Perquisite	5.61	5.29
Contribution Towards PF	3.38	3.38
Commission on Profits	0.44	0.61
	<u>37.63</u>	<u>37.48</u>

The Computation of Net Profits in accordance with Section 197 read with Section 198 of Companies Act,2013 is given hereunder for the purpose of calculation of commission payable to Sh. Avinash Sharma, Executive Director, of the company.

	Current year ended
Profit as per Profit & Loss A/c	4,76,94,547
Add : Depreciation as per P&L A/c	22,63,786
Director's Remuneration	37,63,165
Sitting Fee	3,54,000
Income Tax for the year	1,40,00,000
Income Tax paid/adjusted for earlier years	88,66,922
Total	<u>7,69,42,420</u>
Less : Depreciation calculated for Managerial Remuneration	22,63,786
Deferred Tax Assets(Liability)	(5,84,673)
Available Profits	<u>7,52,63,307</u>
Commission / Remuneration @ 5% of available profits	37,63,165
Less: Remuneration paid	<u>37,19,548</u>
Commission paid	<u>43,617</u>

The company has defined benefit gratuity and Earned Leave plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. And accumulation of EL for staff is upto 60 days.

The Employee's gratuity fund scheme managed by SAB Industries Ltd Employees Group Gratuity Trust (Managed by LIC of India) is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the projected unit credit method which recognises each period of service as giving rise to additional unit of employee benefits entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognised in the same manner as gratuity. Net employee benefit expenses (recognised in Employee Cost)

The following tables summarize the components of net benefit expense recognised in the Profit and Loss Account and the amounts recognised in the balance sheet.

a) Expenses recognised in Profit and Loss Account (Amount in ₹)

Particulars	2015-2016		2014-2015	
	Earned Leave	Gratuity	Earned Leave	Gratuity
Current service cost	11,482	3,42,574	1,91,928	8,50,184
Interest cost on benefit obligation	29,127	1,26,099	82,542	2,97,017
Net actuarial (gain)/ loss recognised in the period	(1,16,936)	(6,82,907)	(52,935)	(1,12,940)
Expected Returns on plan assets	-	-	(60,952)	(1,90,640)
Net benefit expenses recognised in the Profit and Loss a/c	(76,327)	(2,14,234)	1,60,583	8,43,621

b) Details of Amount to be recognised in the Balance Sheet

Particulars	2015-2016		2014-2015	
	E/ Leave	Gratuity	E/ Leave	Gratuity
Present value of obligations as on 31.03.2016	(12,32,255)	39,51,530	12,32,334	40,92,298
Fair value of plan assets as on 31.03.2016	10,23,160	30,86,170	8,64,568	25,00,144
Funded status	(2,09,095)	(8,65,360)	(3,67,766)	(15,92,154)
Unrecognised actuarial (gain)/losses	-	-	-	-
Defined benefit obligation	-	-	12,32,334	40,92,298
Less: Unrecognised past service cost	-	-	-	-
Net asset/ (liability) recognised in the balance sheet	(2,09,095)	(8,65,360)	(12,32,334)	(40,92,298)

Note: The above plans are Funded.

c) Changes in present value of the defined benefit obligation are as follows:

Particulars	2015-2016		2014-2015	
	E/ Leave	Gratuity	Earned Leave	Gratuity
Opening defined benefit obligation	12,32,334	40,92,298	10,18,816	31,35,737
Interest cost	97,601	3,24,110	82,542	2,97,017
Past service cost	-	-	-	-
Current service cost	11,482	3,42,574	1,91,928	8,50,184
Benefit paid	-	(1,57,500)	(8,017)	(77,700)
Actuarial (gains)/ losses on obligation	(1,09,162)	(6,49,952)	(52,935)	(1,12,940)
Closing defined benefit obligation	12,32,255	39,51,530	12,32,334	40,92,298

d) Changes in the Fair Value of plan Assets

Particulars	2015-2016		2014-2015	
	E/ Leave	Gratuity	Earned Leave	Gratuity
Fair Value of plan assets as at 1st April 2015	8,64,568	25,00,144	4,85,369	17,91,204
Acquisition adjustments	-	-	-	-
Expected returns on plan assets	68,474	1,98,011	(60,952)	(1,90,640)
Contributions	82,344	5,12,560	3,26,264	5,96,000
Benefit paid	-	(1,57,500)	(8,017)	(77,700)
Actuarial (gains)/ losses on plan assets	7,774	32,955	-	-
Fair Value of plan assets as at 31st March 2016	10,23,160	30,86,170	7,42,664	21,18,864

The principal assumptions used in determining gratuity obligations for the Company's plans are shown below: (Amount in ₹)

Particulars	2015-2016		2014-2015	
	(%)	(%)	(%)	(%)
Discount rate	7.86%	7.86%	7.92%	9.35%
Expected Increase in Compensation cost	7.00%	7.00%	7.00%	7.00%
Attrition	2.00%	2.00%	2.00%	2.00%
Mortality basis	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08) ultimate	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08) ultimate

Note:

The retirements age has been uniformly taken as 60 years.

The discount rates have been determined by reference to market yields as on 31st March 2016 on CG-Secs of currency term consistent with those of liability obligations.

SAB INDUSTRIES LIMITED

PARTICULARS	As On 31.03.2016 (₹)	As On 31.03.2015 (₹)
NOTE '11' Financial Cost		
Interest - Banks	81,06,329	71,90,277
- Others	19,87,959	19,87,959
Other Financial Charges	12,17,665	20,91,380
Security Charges	24,50,000	-
TOTAL	1,37,61,953	1,12,69,616
NOTE '12' Other Expenses		
(a) Direct Cost		
Labour & Wages	1,13,39,844	30,11,037
Payment to Contractor	3,63,14,546	3,24,12,910
Hire Charges Of Machinery	40,79,254	17,39,080
Running and Maintenance of Machinery	38,30,622	21,79,232
Bandwidth Expenses	25,09,294	28,07,274
Total (a)	5,80,73,560	4,21,49,533
(b) Selling and Distribution Expenses		
Business Promotion Exps	14,923	14,200
Commission on Sale	13,21,806	-
Advertisement & Publicity	17,55,054	5,14,760
Subscription & Membership Fees	15,960	19,530
Total (b)	31,07,743	5,48,490
(c) Establishment Expenses		
Travelling Expenses - Foreign	-	-
- Directors	-	-
- Others	-	-
Travelling Expenses - Inland	-	-
- Directors	6,58,113	7,47,606
- Others	8,63,063	8,70,872
Printing & Stationery	3,41,367	2,67,495
Postage, Telegram & Telephone	3,29,086	3,20,934
Vehicles Repairs & Maintenance	23,80,419	15,10,676
Repairs & Maintenance	34,085	77,970
Insurance	5,85,869	4,32,862
Auditors Remuneration	6,87,000	6,74,160
Legal & Professional Charges	57,15,815	92,20,439
Directors' Sitting Fee	3,54,000	1,01,000
Rates & Taxes	7,21,484	13,83,034
Office Maintenance Exp.	3,50,639	2,66,861
Donation	12,95,600	37,75,000
Rent	48,90,202	45,34,923
Electricity & Water Charges	3,67,308	3,56,173
Tender Expenses	4,49,603	2,45,662
Agriculture Expenses	14,11,331	22,32,073
Unrecoverable Balances Written Off	2,02,00,000	-
Loss on acquisition of Land	50,15,339	-
Bad Debts	10,00,00,000	1,00,00,000
Security Guards Expenses	8,24,730	7,03,824
Service Tax Paid	8,80,072	19,44,489
Other Miscellaneous Expenses	46,00,498	3,21,617
Total(c)	15,29,55,623	3,99,87,670
Total (a+b+c)	21,41,36,926	8,26,85,693
The company has incurred expenses under corporate social responsibility under section 135 of the Companies Act, 2013 as under :		
-Expenses on charitable/Educational Institution	9.70	
-Expenses Others	3.25	
NOTE '13' Extraordinary Items		
Income from Termination of Agreement	-	(1,00,00,000)
Prior period adjustments/ (Income Tax paid/adjusted)	88,66,922	84,892
	88,66,922	(99,15,108)
NOTE '14' Deferred Tax		
W.D.V. as per Income Tax Act.(Net of Land)	2,75,76,239	2,62,90,122
W.D.V. as per books (Net of Land)	1,80,06,910	1,49,18,749
Depreciation excess claimed in books	95,69,329	1,13,71,373
Deferred tax assets	31,04,769	36,89,442
Less : Provision already made	36,89,442	36,53,323
Provision for current year	(5,84,673)	36,119

In compliance with AS 22 Accounting for the Taxes on Income, the company has recognised Deferred Tax Assets in its books as per detail given herein above. In the opinion of the management, considering the future profits of the company, it will be recovered in future.

NOTE NO. 15 OF NOTES ON ACCOUNTS

1. SIGNIFICANT ACCOUNTING POLICIES

a) CONVENTION

The Financial statements are prepared under the historical cost convention in accordance with the applicable Accounting standards and relevant presentational requirements of the Companies Act, 2013.

b) RECOGNITION OF INCOMES/EXPENDITURE: -

All revenue & expenses are accounted for on accrual basis.

Work done is accounted for on the basis of certified bills. Arbitration Claims/Escalation are accounted for as specified in AS 7 Para 13.

Construction scrap is accounted for on receipt basis.

Export Incentives, if any, are accounted for on receipt basis.

c) FIXED ASSETS

The Agriculture land has been stated at cost price. Other fixed assets are stated at cost less depreciation. Cost of acquisition or construction is inclusive of duties, taxes and other incidental expenses.

d) DEPRECIATION

The company have revised depreciation rates on tangible fixed assets w.e.f. April 01, 2014 as per the useful life specified in the Schedule II of the Companies Act, 2013. The depreciation has been calculated based on the remaining useful life of the assets

e) INVENTORIES

1. Stocks of building materials and stores and shuttering material are valued at cost. Inventory of Networking Equipments lying in the offices & godowns is valued at cost price. Work-in-progress is valued on proportionate basis where certified bills have been raised in the next year, and on the best estimate basis by the management where certified bills are not available.

2. Stocks of Buildings & Buildings under construction have been valued at cost.

f) RETIREMENT BENEFITS :

Gratuity and earned leave encashment have been provided for in the Books of Accounts on actuarial valuation basis at the end of the year.

g) CONTRIBUTION TO PF AND PENSION SCHEME

Contribution to PF and Pension Scheme is made in accordance with the employees Provident Fund and Misc. Provision Act, 1952.

h) INTEREST

Interest in respect of fixed deposits, margin money and Security deposits have been accounted for on accrual basis.

i) VALUATION OF INVESTMENTS

Long Term quoted and unquoted investments are stated at Cost as at the close of the year. Investments in subsidiary companies are also valued at cost. Income from Investments is accounted for when realized.

j) FOREIGN CURRENCY FLUCTUATIONS/TRANSACTION IN FOREIGN CURRENCY

Any income or expense on account of exchange difference is recognized in the Profit and Loss Account.

2. CONTINGENT LIABILITIES

	AS ON 31.03.2016 (₹ in lacs)	AS ON 31.03.2015 (₹ in lacs)
Counter Guarantees issued by the company against Bank Guarantees	869.50	889.38
Income tax demand	-	43.35

3. In the opinion of the Board, the current assets, loans & advances, if realised in the ordinary course of business, have the value on realization at least equal to the amount as stated in the Balance Sheet. The Stocks of building material, Raw material, finished goods and other consumable goods have been valued at cost and wastes have been valued at net realizable value and taken as certified by the Management. The provision for all known liabilities is adequate and not in excess of amount considered reasonably necessary.

4. Figures have been rounded off to the nearest rupee.

5. Previous year figures have been regrouped/rearranged wherever considered necessary to make them comparable with those of current year.

6. The company has filed claims arising out of contractual disputes with various clients, which have not been accounted for in books of accounts. Similarly, there are counter claims filed against the Company by clients, which have also not been accounted for. It is difficult to quantify the same, as these are at different stages of adjudication. These shall be accounted for as and when these are accepted or on their final decision and/ or on their final settlement.

7. Sales Tax has been paid as per the Sales Tax returns filed. Any additional liability arising out of pending Assessments shall be provided for on the completion of Sale Tax Assessments.

8. Notes 1 to 15 form an integral part of the Balance Sheet, Profit & Loss Account and Cash Flow Statement.

9. SEGMENT REPORT

Segment wise revenue, results and capital employed for the year-ended 31.03.16 is as under:

	AS ON 31.03.2016	AS ON 31.03.2015
	(₹ in lacs)	(₹ in lacs)
1. SEGMENT REVENUES		
a) Construction Division	4,317.59	1625.99
b) Real Estates Division	-	-
c) Investments (in shares)	46.10	19.80
d) Agriculture	24.21	37.39
e) Infotech Division	79.36	69.30
f) Trading Division	-	-
TOTAL	4,467.26	1752.48
2. SEGMENT RESULTS		
Profit/(Loss)		
(Before tax and interest from each segment)		
a) Construction Division	843.04	232.56
b) Real Estates Division	(50.15)	(100.00)
c) Investments (in shares)	46.10	19.80
d) Agriculture	10.10	15.07
e) Infotech Division	(0.01)	8.11
f) Trading Division	-	-
TOTAL :	849.08	175.54
Less: Interest & financial charges	137.62	112.70
TOTAL PROFIT BEFORE TAX	711.46	62.84
Provision for Taxation	140.00	50.00
Provision for Deferred Tax (Assets)Liability	5.85	(0.36)
Extraordinary Items		
Income from Termination of Agreement	-	100.00
Income Tax paid/adj. for earlier years	88.48	0.85
Prior Period adjustments	0.19	-
Net Profit/(Loss)	476.94	112.35
3 CAPITAL EMPLOYED		
(Segment assets-Segment liabilities)		
a) Construction Division	1,053.32	601.58
b) Real Estates Division	3,736.72	3,851.20
c) Investments (in shares)	1,198.34	1,198.34
d) Agriculture	707.61	707.61
e) Infotech Division	34.66	35.15
f) Trading Division	7.46	7.46
g) Unallocable assets less liabilities	796.11	1,034.31
TOTAL	7,534.22	7,435.65

The company has identified its business segments as its primary reporting format which comprises of Construction Division, Real Estate business, Infotech Division Investment business, Agriculture and Trading Division. The main business is Construction activities. Infotech Division, which has come into existence after merger of SAB Infotech Ltd. into our company, deals basically in ISP business besides other allied activity related to this business. Real Estate business is linked to construction activities but has been identified as a separate activity in view of its different nature. Long term Investment in shares have also been treated as a separate activity. Agriculture activities have also been identified as separate activities of the company. Under Trading Division, cement from Pakistan is imported and is sold off in India. Fractionally, the imported cement is consumed in our own projects of construction activities / in Real Estate Business. The Construction Division Segment operates through a single geographical segment. Secondary/other segment disclosures have been made accordingly.

10. EARNINGS PER SHARE (EPS)

Basic/Diluted Earnings per share	Current Year	Previous Year
	(₹ in lacs)	
Profit/(Loss) after tax as per Profit & Loss A/C	476.95	112.35
No of equity shares	1,51,88,372	1,51,88,372
Earnings per share (Face value of ₹10/- each) (Basic & diluted)	3.14	0.74

Note: Diluted Earnings per share is not applicable as the same is non-dilutive.

11. DETAIL OF PROVISIONS AS PER AS-29

	Income Tax	Others
Balance as at April 1, 2015	50.00	381.90
Provision made during the year	140.00	61.81
Provision paid/adjusted/ written off/back during the period	50.00	2.15
Balance as at 31st March 2016	140.00	441.56

12. Leases

The company has leased facilities for rent payable under cancellable and non-cancellable operating leases arrangements with a lease term

ranging from one to nine years, which are subject to renewal at mutual consent thereafter. The cancelable arrangements can be terminated by either party after giving due notice. The lease rent expenses recognized during the year amounts to ₹48.90 lacs (previous year ₹45.35 lacs). The future minimum lease payments in respect of the non-cancellable operating leases as at 31st March 2016 are:

S.No.Particulars	(₹ in lacs)	
	As at 31.03.16	As at 31.03.15
a) not later than one year	40.26	30.60
b) later than one year but not later than five year	128.88	120.00
c) later than five year	27.23	52.50

Presently the company don't have any non-cancellable/cancellable lease rent receivable agreements. As such, no income has been recognized for future nor any income received during the year.

13. RELATED PARTY DISCLOSURES:

Detail of transactions entered into with Related Parties during the year as required by Accounting Standard-18 on "Related Party Disclosures" issued by Institute of Chartered Accountants of India are as under :-

Particulars	Subsidiaries Company	Key Management Personnel (KMP)	Enterprises/ Relative over which KMP is able to exercise significant influence	Total for this year	Total for previous year
Lease Rent Paid	--	--	30.75	30.75	30.00
Lease line/cable net charges received	--	--	11.86	11.86	11.08
Security charges paid	--	--	24.50	24.50	--
Vehicle Expenses Received	--	--	--	--	0.24
Dividend Received	--	--	46.00	46.00	19.71
Hire Charges Received	--	--	10.28	10.28	32.55
Management contract (salaries)	--	37.63	--	37.63	37.47
FINANCE					
1. Loan received	--	--	281.72	281.72	215.00
Loan Re-paid	--	215.00	--	215.00	--
Outstanding at the end of the year	--	--	--	281.72	215.00
2. Loan paid	--	--	72.90	72.90	--
Loan received back	--	--	--	--	--
Outstanding at the end of the year	--	--	--	72.90	--

Note:

- Key management: Sh.R.K.Garg, Chairman, Sh.Avinash Sharma, Executive Director, Sh.H.K.Singhal, Director
- Enterprises over which Key Management Personal (KMP) are able to exercise significant influence and with whom transactions have taken place during the year:
 - Indian Acrylics Limited
 - Steel Strips Wheels Limited
 - Steel Strips Wheels Investments Limited
 - Steel Strips Infrastructures Limited
 - R. K. Garg & Sons (HUF)
- Relatives of the Key Management Personnel (with whom transactions have taken place) Ms Priya Garg is daughter of Sh.R.K.Garg, Chairman of the company.

14. ADDITIONAL INFORMATION PERSUANT TO PROVISIONS OF PARAGRAPHS 5(viii) OF PART II, SCHEDULE III, OF COMPANIES ACT, 2013

	Qty.(Bags) 31.03.2016	Qty.(Bags) 31.03.2015
Opening Stock of Trading goods	-	-
Purchase during the year	-	-
Sales during the year	-	-
Own Consumption	-	-
Closing Stock	-	-

15. Expenditure in Foreign Currency.

Traveling (Staff/Others)	(₹ in lacs)	foreign currency	(₹ in lacs)	foreign currency
	-	-	-	-

Earnings in Foreign exchange

Sale of Investment	-	-	-	-
Reimbursement of Expenses received	-	-	-	-

AUDITORS' REPORT

Certified in terms of our separate report of even date annexed.

	For S.C. Dewan & Co. Chartered Accountants	AVINASH SHARMA Executive Director	MANJU LAKHANPAL S. S. VIRDI H. K. SINGHAL SANJAY GARG Directors
Place: Chandigarh Dated : 14 May 2016	S.C. DEWAN PARTNER Mmbership No.015678	GURPREET KAUR Company Secretary	

FORM OF PROXY

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

SAB INDUSTRIES LIMITED

(CIN:L00000CH1983PLC031318)

Regd. Office: at S.C.O.49-50, Sector- 26, Madhya Marg, Chandigarh. Phone: +91-172-2793112.,
 Fax: +91-172-2794834 Email: ssl_ssg@glide.net.in, Website: www.sabindustries.in

NAME OF THE MEMBER(S) _____
 REGISTERED ADDRESS _____
 EMAIL ID _____
 FOLIO NO./ CLIENT ID _____
 DP ID _____
 NO. OF SHARES HELD _____

I/ We, being the member(s) of shares of the above named Company, hereby appoint:

1. Name: _____
 Address: _____ Signatures: _____
 E-mail Id: _____
 Or failing him/her
2. Name: _____
 Address: _____ Signatures: _____
 E-mail Id: _____
 Or failing him/her
3. Name: _____
 Address: _____ Signatures: _____
 E-mail Id: _____

as my/ our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the Annual General meeting of the Company, to be held on Friday, the 30th day of September 2016, at 10.30 a.m. at S.C.O.49-50, Sector- 26, Madhya Marg, Chandigarh and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No. Resolution

Ordinary Business

1. Adoption of audited financial statements for the year ended March 31, 2016
2. Re-appointment of Sh. H.K. Singhal, as a Director
3. Appointment of Auditors M/s. S. C. Dewan & Co., Charatered Accountants

Special Business

4. Appointment of Smt. Tejinder Kaur, as Independent Director

Signed this day of September 2016.

Signature of shareholder..... Signature of Proxy holder(s).....



Note: 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

SAB INDUSTRIES LIMITED

(CIN:L00000CH1983PLC031318)

Regd. Office: at S.C.O.49-50, Sector- 26, Madhya Marg, Chandigarh. Phone: +91-172-2793112., Fax: +91-172-2794834
 Email: ssl_ssg@glide.net.in, Website: www.sabindustries.in

ATTENDANCE SLIP

NAME OF THE ATTENDING MEMBER (IN BLOCK LETTERS) _____
 FOLIO NO. _____
 DP ID NO. _____
 CLIENT ID NO. _____
 NO OF SHARES HELD _____
 NAME OF PROXY (IN BLOCK LETTERS) _____

I, hereby record my presence at the Annual General Meeting of the Company held on Friday, the 30th day of September 2016, at 10.30 a.m., at S.C.O.49-50, Sector- 26, Madhya Marg, Chandigarh

Member's/ Proxy's Signatures

.....



SAB Industries Limited

SCO. 49-50, Sector 26, Madhya Marg,
Chandigarh-160019, India

Tel: +91-172-2793112, 2792385

Fax: +91-172-2794834, 2790887

