

56th ANNUAL REPORT

2016 – 2017

NEYCER INDIA LIMITED

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NEYCER INDIA LIMITED

CIN: L26109TN1960PLC004145

BOARD OF DIRECTORS	Mr.B.S.Shailendar (till 31.3.2017) Mr. Y.Mohan Prasad Mr.GanapathyKrishnamoorthy Mr. Bachiamie Mr.RamakrishnanChittibabu Mrs. Jayalakshmi
CHIEF FINANCIAL OFFICER	Mr. P. Thirukalathiapan
COMPANY SECRETARY	Mr. S. Raghavan
AUDITORS	M/s. Suri & co No.4, Chevaliar sivaji ganeshan road, T.Nagar, Chennai – 600 017.
BANKERS	Bank of India, Chennai Corporate Banking Branch, Chennai – 600002.
REGISTERED OFFICE	No. 145, St.Mary’s Road, Alwarpet, Chennai – 600 018. Phone: Emai id: investor@neycer.in Website: www.neycer.in
WORKS	Sanitaryware Division Vadalur – 607303, Cuddalore District, Tamilnadu.
REGISTERAR SHARE TRANSFER AGENTS	M/s. Cameo Corporate Services Ltd., “Subramanian Building”, 1, Club house road, Chennai – 600002. Phone: 044 28460390

NEYCER INDIA LIMITED
NO.145, ST.MARYS ROAD, ALWARPET, CHENNAI – 600 018.
CIN:L26109TN1960PLC004145.

NOTICE TO SHAREHOLDERS

Notice is hereby given that the FIFTY SIXTH Annual General Meeting of the Company will be held on Tuesday, the 26th September 2017 at No.145, St. Mary's Road, Alwarpet, Chennai 600 018 at 10.00. a.m to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Accounts viz. the Balance Sheet, the Profit & Loss Account and Cash Flow Statement for the year ended 31st March, 2017 together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in the place of Shri. Y Mohan Prasad (DIN:01888892) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. To consider and, if thought fit, to pass with or without modification, the following Resolution as Ordinary Resolution:

Appointment of Statutory Auditors.

“**RESOLVED THAT** pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof M/s. SNS Associates, Chartered Accountant, (Firm Registration No 004283) be and is hereby appointed as the Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of the 61st Annual General Meeting of the Company, subject to ratification of the appointment by the members at every AGM and that the Board of Directors be and is hereby authorised to fix such remuneration as may be determined by the audit committee in consultation with the auditors.”

4. To consider and if thought fit, to pass with or without modification the following resolution as Special Resolution:

APPOINTMENT OF MR. Y MOHAN PRASAD AS WHOLE-TIME DIRECTOR

“**RESOLVED THAT** pursuant to Section 196, 203 and other applicable provisions of Companies Act 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 consent be and is hereby accorded for appointment of Shri Y Mohan prasad as Whole time Director of the company for a period of five years with effect from 1st April 2017 without remuneration and on the terms as agreed to between the Board of Directors and Shri Y Mohan Prasad.”

Place: Chennai

By Order of the Board

Date: 23rd August 2017

Y. Mohan Prasad.
Chairman.
DIN-01888892.

NOTES:

- I. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE VALID AND EFFECTIVE, MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- II. Pursuant to the provisions of the Companies Act, 2013 and the underlying rules viz. Companies (Management and Administration) Rules, 2014, and the Amendment Rules 2015, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.
- III. Members would be entitled to inspect the proxies lodged; at any time during the business hours of the Company provided not less than three days written notice is given to the Company in advance.
- IV. The members/proxies are requested to bring their copy of Annual Report and duly filled Attendance Slips for attending the meeting.

V. **Voting:**

i) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and SEBI (LODR) Regulations 2015, the Company could not provide the e-voting facility to the members since the demat data could not be got activated from the depositories through RTA. Hence voting by ballot paper at the AGM venue is only arranged.

ii). The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the date of book closure, 19th September 2017.

iii) **Mrs. Lakshmmi Subramanian Practicing Company Secretary**, (Membership No.1087.) has been appointed as the Scrutinizer to scrutinize the voting at the AGM in a fair and transparent manner.

iv). The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and shall make, not later than 48hrs of the conclusion of the AGM, scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

v). The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

vi)The manner of voting for Members being present in the AGM will be on "proportion principle" i.e. one share one vote unlike one person one vote principle as on record date of 19th September 2017.

Vii). The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer for all those members who are present at the AGM-

Place: Chennai
Date: 23.08.2017

By Order of the Board

Y. Mohan Prasad.
Chairman
DIN-01888892

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

Item No.3

Appointment of Statutory Auditors

Pursuant to Section 139 of the Companies Act 2013, the term of present Auditors M/s. Suri & Co. Chartered Accountants shall expire at the conclusion of the ensuing Annual General Meeting hence subject to the approval of the members in the General Meeting the Board of Directors in its meeting held on 23rd August 2017 have taken note of the letter received from a share-holder proposing the name of M/s. SNS Associates, Chartered Accountants (Firm Registration No. 004283S) as the new Auditors of the Company from the financial year 2017-18 for the period of five years and the same has been put before the shareholders for approval.

The new auditor if appointed at the ensuing Annual General Meeting shall continue from the conclusion of this meeting till the 61st Annual General Meeting of the company subject to ratification of their appoint at every Annual General Meeting.

The resolution is placed at item No.3 as Ordinary Resolution

None of the Directors or Key Managerial Personnel is interested in the resolution.

Item No.4

Appointment of Mr. Y Mohan Prasad as Whole time Director

Mr. Y. Mohan Prasad is a Director of the Company on the Board of Directors.

Board considering his rich experience and knowledge, thought it fit to appoint him as Whole time Director of the company for a period of five years from 1st April 2017, without any remuneration, since the position has become vacant due to the resignation of Mr. B.S Shailendar.

Brief profile of Mr. Y Mohan Prasad is given below:

Particulars	Mr. Y Mohan Prasad
Date of Birth	10.02.1948
Date of appointment	01.04.2017
Qualification	Graduation
Expertise in specific area as Chairmanships/ directorships of other companies	Experience as director for last five decades in the Board looking after the state of affairs and management of the company
i) Audit committee	2
ii) Stake holders Relationship Committee	2
iii) Nomination and Remuneration Committee	2
Number of shares held in the company	2

Place: Chennai

Date: 23.08.2017

By Order of the Board

Y. Mohan Prasad.
Chairman
DIN-01888892

DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the Fifty Sixth Annual Report and Audited Accounts of the Company for the financial year ended 31st March, 2017.

PERFORMANCE

RESULT OF OPERATIONS

(Rs.)

	2016-17	2015-16
Revenue from Operations	176970092.00	205352291.00
Other income	6433634.00	1707082.00
Total Income	183403726.00	207059372.00
Profit before financial expenses, depreciation and exceptional items	10830434.00	14134379.00
Less: Financial expenses	16200653.00	17961202.00
Depreciation	10824064.00	10961080.00
Profit for the year	(16194283.00)	(14787903.00)
Less: Provision for Income tax	-	-
Profit after tax	(16194283.00)	(14787903.00)
Add: Profit brought forward	-	-
Amount available for appropriation	-	-
Dividend on Equity Shares	-	-
Tax on Dividend	-	-
General Reserve	-	-
Balance Profit carried to Balance sheet	(16194283.00)	(14787903.00)

PERFORMANCE AND STATE OF AFFAIRS OF THE COMPANY

The Company has achieved Net sales of Rs 18.34 Crores for the year ended 31st March 2017 as compared to Rs.20.54 Crores in the previous year.

The Company has incurred a Net loss of Rs. 1.62 Crores as against a loss of Rs.1.48 Crores in the previous year.

The production during the year was marginally lower. Under review, the production was 2067 tonnes as against 2468 tonnes during corresponding previous year. The production would have been higher but the stoppage of operation for a

period of 60 days due non availability of gas continuously and frequent breakdown of machinery caused such fall in tonnes produced.

Due to Demonetisation, our Quarter III sales were very low compares with previous quarter and our fixed cost is more than the revenue.

BIFR STATUS

The Sick Industrial Companies (Special Provision) Repeal Act 2003 (1 of 2009) - the Central Government hereby appoints on the 1st day of December 2016, as the date on which the provisions of the said Act came into force, under notification S.No. 3568 (E) dated 25.11.2016. Now we are planning to file all pending M.A in NCLT, Chennai as early as possible.

Neycer India Limited filed a petition in the year 2000 seeking to set aside the award passed in the matter of GMB Ceramics Limited, before the Hon'ble High Court of Kolkata as there were lot of infirmities in the Award.

The Kolkata High court after hearing the parties disposed off in October 2015 the petition and passed an order granting an award amount of Rs.2 crores as against Rs.11.69 crores of the award to GMB Ceramics Limited. Aggrieved by the order, both the parties viz. GMB Ceramics Limited and Neycer India Limited, have filed their respective appeals, which is admitted and pending before the High court of Kolkata.

This when read together with the other earlier judicial orders, will bring down the liability of the company to around Rs.40 lakhs I the event the pending and future legal process confirms and crystallizes the liability.

DIVIDEND

Considering the huge accumulated losses, your Board of Directors could not recommend any dividend to the shareholders for the financial year ended 31.03.2017.

TRANSFER OF PROFIT TO RESERVES

The company has not proposed to transfer any of its profits to reserves in view of the Carried forward losses.

MATERIAL CHANGE AND COMMITMENTS OF THE COMPANY

There were no material changes and commitments affecting the financial position of the company which have occurred between the end of the Financial year to which the Financial statement relate and the date of report, and there are no

significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

SHARE CAPITAL

There is no change in the authorised and paid up share capital of the company for the financial year.

PARTICULARS OF LOANS, GUARNATEES OR INVESTMENTS

There have been no loan, guarantees and investment given or made by the company under Section 186 of the Act during the financial year 2016-17.

FIXED DEPOSITS

The company has not accepted any fixed deposits or any amount is renewed as fixed deposit for the year.

SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

The company does not have any subsidiaries associates and joint venture companies.

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

The particulars relating to the Conservation of Energy, Technology Absorption, Research and Development, Foreign Exchange earnings and outgo as required under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 are given in the **ANNEXURE-A** forming part of this Report.

BOARD MEETINGS

The Meetings of the Board were held periodically and 120 days has not lapsed between two meetings as prescribed under section 173(1) of the Companies Act, 2013. The details of attendance of the meetings are given in the Corporate Governance report.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Board has carried out annual evaluation of its own performance (Board as a whole) all its Directors, Committees of the Board, its non-executive Chairman, and the Managing Director.

The manner of evaluation conducted by the Company has been reported in the Corporate Governance Report.

AUDIT COMMITTEE

The Board of the Company had constituted the Audit Committee under the provisions of the Companies Act 2013 and SEBI (LODR) Regulations and the details of the composition of the Audit Committee is furnished in the Corporate Governance Report.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The company has in place the Whistle Blower Policy the said policy is in compliance with the provisions of the Companies Act 2013 and the Listing Regulations. The quarterly reviews are submitted before the Audit Committee.

RELATED PARTY TRANSACTIONS

All related party transaction statements containing the nature and value, are placed at every meeting of the Audit Committee and the Board for review and approval. All transactions with related parties entered during the period were in the ordinary course of business and on an arm's length basis. The value of such transactions is well within the threshold limits prescribed under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014.

Particulars of Contracts or arrangement with related parties referred to in Section 188(1) of the Companies Act, 2013, in the prescribed Form AOC-2, is appended as AOC 2 (**ANNEXURE-B**) to the Board's Report.

Company during the year under report has not granted any stock options under the Employee Stock Option Scheme

AUDITORS

Statutory Auditors

M/s. Suri & Co., Chartered Accountants, (Firm Registration No.0042835) were appointed as Auditors of the Company at the 53rd Annual General Meeting to hold office until the conclusion of the Annual General Meeting for the financial year 2016-2017 and hence their term shall expire at the ensuing Annual General Meeting. M/s. SNS Associates, Chartered Accountants have given consent to act as the Auditors which was taken on record by the Board of Directors in its meeting held on 23rd August 2017. Accordingly, the appointment of M/s. SNS Associates, Chartered Accountants, as Statutory Auditors of the Company, is placed as item no. 3 in the notice of AGM for approval of the shareholders as Ordinary Resolution.

COMMENTS ON AUDITOR REPORT

With reference to the observation of the Auditors in audit report, Managements comments are given below:

Auditor's observation	Management reply
For Audit qualification(s) where the impact is quantified by the Auditor, Management's views: The Company is a BIFR company and declared sick. The loans are frozen and pending O.A. (operating agencies) report and also since the accounts are NPA all banks are not charging interest. Hence no provision for interest on such account could be recognised by the company	After BIFR Repealed, we approached BOI directly and had meeting with CMD on 20 th March 2017 regarding sale of surplus land and Restructural proposal on 25 th March 2017 at BOI LCB, Chennai.

SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act 2013 and the Copies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Board has appointed Secretarial Auditors to conduct secretarial audit for the financial year 2016-17.

The Secretarial Audit Report as received from the secretarial auditor is annexed to this report as Annexure.

COMMENT ON SECRETARIAL AUDITOR REPORT

With reference to the remarks made by the secretarial auditor, in the Secretarial Audit Report, the company has taken the corrective measures during the current financial year.

PARTICULARS ON REMUNERATION

No employee of the company was in receipt of the remuneration as specified in Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Amendment Rules 2016 under Section 197(12) of the Companies Act 2013 and further in terms of the said rules no employee of the company holds by himself or along with his/her spouse and dependent children more than two percent of the equity shares of the company.

INTERNAL CONTROL AND ITS ADEQUACY

The internal auditors of the company regularly conduct audit and submit their quarterly reports, which are reviewed by the Audit Committee. The company has an adequate Internal Control System, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Auditor reports to the Chairman of the Audit Committee of the Board. During the year such controls were tested and no reportable material weaknesses in the design or operation were observed.

HUMAN RESOURCES

The Management envisions trained and motivated employees as the backbone of the Company. Special attention is given to recruit trained and experienced personnel not only in the production department but also in marketing finance and accounts. The Management strives to retain and improve employees morale. The company is in the process of revamping the employer employee engagement program.

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

The particulars as prescribed under Rule 8(3) of the Companies (Account) Rules, 2014 are as follows:

A. Conservation of Energy

At present there is no manufacturing activity in the company. Hence the scope for conservation of energy is very limited. Hence reporting this clause is not applicable.

Details of Consumption of electricity

	2016-17	2015-16
Units (KWH)	10,66,600	13,24,580
Cost (Rs.)	1,10,08,004	1,25,81,057
Rate per unit (Rs.)	10.32	9.5

B. Technology Absorption:

Your company is planning to adopt improved technology for better quality improvement, energy saving, materials consumption and reduction of wastages.

C. Foreign Exchange earnings and outgo:

	2016-17	2015-16
Earnings in Foreign Exchange	NIL	NIL
Expenditure in Foreign currency	NIL	NIL

Since the company has not carried on any export during the financial year under review, the disclosures requirement relating to exports, initiatives taken to increase exports; development of new export markets for products and services and export plans doesn't arise.

RELATED PARTY TRANSACTIONS

During the year 2016-2017 the company had not entered into any contract/ arrangement/ transaction with related parties which could be considered material as per sub-section (1) of Section 188 of the Companies Act 2013. Hence the question of reporting under this requirement of said section does not arise.

EXTRACT OF ANNUAL RETURN

Pursuant to sub-section 3(a) Section 134 and sub section 3 of section 92 of the Companies Act 2013 read with Rule 12 of the Companies (Management and Administration) Rules 2013 the extract of the Annual Return as at March 31, 2017 in Form MGT-9 forms part of this report as **ANNEXURE III**

RISK MANAGEMENT POLICY

The risk management is overseen by the Audit committee of the company on a continuous basis, therefore constituting a Risk Management Committee does not arise. Major risks, if any, identified by the business and functions are systematically addressed through mitigating action on a continuous basis. The Risk Management policy is available in the company website www.neycer.in

DISCLOSURE AS PER PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

Presently the total number of employees is less than the statutory limit and hence the Company has not constituted a separate committee under the Sexual Harassment of women at Workplace (Prevention, prohibition and Redressal) act 2013.

However the company has zero tolerance for sexual harassment at work place. During the financial year 2016-2017 the company has not received any complaints.

MANAGEMENT DISCUSSION AND ANALYSIS

A detailed analysis of the company's progress and future outlook is separately discussed in the Management Discussion and Analysis Report, is appended to and forms part of the annual Report.

DEPOSITS FROM PUBLIC

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

CORPORATE GOVERNANCE REPORT

The company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements, set out by SEBI. The report on Corporate Governance as stipulated under the Listing Agreement forms an integral part of this Report. The requisite certificate from the Auditors of the company confirming compliance with the conditions of corporate governance is attached to the report on Corporate Governance.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Retirement by Rotation: Mr. Y Mohan Prasad, shall retire by rotation at the forthcoming AGM and is eligible for re-appointment and he offers himself for re-appointment. Brief profile is mentioned in the Notice of forthcoming Annual General Meeting of the company.

Pursuant to the provisions of Section 203 of the Companies Act 2013 the appointment of Mr. B S Shailnder, as Whole time Director and Mr. G Raghavan, Company Secretary were formalised as "Key Managerial Personnel" of the Company. However during the current year, Mr. B S Shailnder resigned as Director and in his place Mr. Y Mohan Prasad is proposed to be appointed as Whole time Director, and also as Key Managerial Personnel which has been taken as item no.4 in the notice of the Annual General Meeting. During the financial year Mr. Thirukalathiappan has been appointed as CFO, and also as Key Managerial Personnel.

DECLARATION BY INDEPENDENT DIRECTORS:

All independent Directors have been declarations that they meet the criteria of independence as laid down under Section 149 of the Companies Act 2013 which has been relied on by the Company and placed at the Board Meeting of the Company.

PERFORMANCE EVALUATION OF BOARD, COMMITTEE AND DIRECTORS

Pursuant to the provisions of the Companies Act 2013 the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of the Audit and Nomination & Remuneration Committees and the same as based on questionnaire and feedback from all the Directors on the Board as a whole, Committees and self-evaluation.

A structured questionnaire was prepared after taking into a consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, ligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement.

CORPORATE GOVERNANCE

In terms of Regulation 34(3) and 53(f) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 the Corporate Governance Report, the Management Discussion & Analysis Statement and the Auditor's certificate regarding compliance of conditions of Corporate Governance are part of this Annual Report.

Corporate Social Responsibility Committee

As per the Companies Act, 2013 companies having a net worth of Rs.500 Crores or more, or a turnover of Rs.1,000 Crores or more or a net profit of Rs.5 Crores or more during any financial year are required to constitute a CSR Committee.

Your company is not having the above said net profits, net worth or turnover and therefore constituting of a CSR committee in accordance with the provisions of section 135 of the Act dos not arise.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the provisions contained in the Section 134 (3) (c) of the Companies Act, 2013, the Board to the best of its knowledge and belief and according to the information and explanation obtained by it confirm that:

- a) In the preparation of the Annual Accounts, the applicable Accounting standards had been followed and there were no material departures there from;
- 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 12 months period ended on 31st March, 2017 and of the profit of the Company for that period;
- c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 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) They have laid down internal financial controls, which are adequate and are operating effectively;
- f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

ACKNOWLEDGEMENTS

The Directors thank the various Departments of the Central and State Governments, the Bankers of the 'Company for the support and cooperation extended throughout the year.

For and on behalf of the Board of Directors,

Chairman

Date: 23/08/2017

Place: Chennai.

**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED
31.03.2017**

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

To
The Members
Neycer India Limited
No.145, Manasa Apartment,
Saint Mary's Road, Alwarpet,
Chennai – 600 018

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Neycer India Limited (hereinafter called the company). Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Neycer India Limited ("the Company") for the financial year ended on 31st March, 2017 according to the provisions as applicable to the Company during the period of audit:

- i. The Companies Act, 2013 (the Act) and the rules made there under and the Companies Act, 1956 to the extent applicable;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

- iv. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and the Securities and Exchange Board of India (Prohibition of Insider Trading Regulations, 2015
 - c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- v. The Listing Agreements entered into by the Company with the Stock Exchanges, where the Securities of the Company are listed and the uniform listing agreement with the said stock exchanges pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- vi. Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India .
- vii The following laws are specifically applicable to the Company:
- Environment Protection Act, 1986
 - The Hazardous Wastes (Management, Handling and Trans boundary Movement) Rules, 2008
 - The Water (Prevention & Control of Pollution) Act, 1974 and Rules made thereunder
 - The Air (Prevention & Control of Pollution) Act, 1981
 - The Legal Metrology Act, 2009
 - Customs Act, 1962
 - The Industrial Employment (Standing Orders) Act 1946

It is reported that during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations and Guidelines (i-vi), as mentioned above and regarding point vii, the process of improving in certain areas are being done except: -

- The Company has not dematerialized the fresh issue of preferential issue during 2013 and still pending.
- Company yet to obtain trading approval and still in the suspended Category and yet to update certain areas in line with new amended Clauses in listing agreement including Clause 49.
- The company being a sick Company under SICA Act, is in the process of initiating the strict compliances of SS 1 & SS 2 and SEBI (LODR) Regulations 2015 in certain areas.
- There was delay in filing of certain forms with MCA
- Statutory registers yet to be updated, especially Register of Members and share transfer maintained with RTA
- Company is yet to update its website.

We further report that there were no actions/events in the pursuance of

- a) The Securities and Exchange Board of India (Share Based employee Benefits) Regulations, 2014 and the Employees Stock Option Scheme, 2007 approved under the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009
- c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998
- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- f) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; Requiring compliance thereof by the Company during the Financial Year under review.

We further report that, based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, in our opinion, the company is in the process of establishing adequate systems and processes to monitor and ensure compliance with other applicable general laws viz., Industrial Laws, Environmental, Human Resources , labour laws and the following laws:

- Employees Provident Fund and Miscellaneous Provisions Act, 1952
- Employees' State Insurance Act, 1948
- The Contract Labour (Regulation & Abolition) Act, 1970
- The Factories Act, 1948
- The Industrial Disputes Act, 1947
- The Workmen's Compensation Act, 1923 & Rules
- Payment of Gratuity Act 1972 & Rules
- The Payment of Bonus Act, 1965
- The Minimum Wages Act, 1948
- The Maternity Benefit Act, 1961
- Apprentices Act, 1961

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

We further report that:

The Board of Directors of the Company is well constituted with proper balance of Executive Director, Non-Executive Director and Independent Directors. There were no changes in the composition of the Board of Directors during the period under review.

Notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were delivered and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

We further report that during the audit period, events have occurred, which have a major bearing on the Company's affairs.

- The Company has not dematerialized the fresh issue of preferential issue during 2013 and yet to obtain trading approval and hence in the suspended Category.

For LAKSHMMI SUBRAMANIAN & ASSOCIATES

Sd/-

P.S.Srinivasan
Associate Partner

FCS No.1090

C.P.NO. 3122

Place: Chennai

Date: 23.08.2017

ANNEXURE-A

To the Members
Neycer India Limited
No.145, Manasa Apartment,
Saint Mary's Road, Alwarpet,
Chennai – 600 018

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we 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 the management. Our examination was limited to the verification of procedures on a random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For LAKSHMMI SUBRAMANIAN & ASSOCIATES

Sd/-

P.S.Srinivasan
Associate Partner
FCS No.1090
C.P.NO. 3122

Place: Chennai

Date: 23.08.2017

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Mandatory Requirements:

1. Company's Philosophy on Corporate Governance Code

Neycer India Limited believes in continuous good corporate governance and always strives to achieve performance at all levels by adhering to corporate governance practice, such as –

- Fair and transparent business practice
- Effective Management Control by the Board
- Adequate representation of promoter, executive and independent directors
- Legal and Statutory compliances in its true spirit
- Promote ethical and responsible decision making

2. Board of Directors

The Board has the optimum combination of executive and non-executive Directors and the composition of the Board is in conformity with Clause 34 of the SEBI (LODR) Regulations, 2015. As on date of this report, Board of Directors of the Company comprises of one executive Director, and four non-executive Directors, who is independent Directors. The Executive Director is Y Mohan Prasad, Whole time Director.

The strength of the Board as on March 31, 2017 was six directors including whole time director, Director and four other independent directors.

3. Evaluation of Directors and the Board

The company has in place a Board evaluation framework setting out the process and the criteria for the performance evaluation by the Nomination & Remuneration Committee of the Board. The said process is in line with the provisions of the Companies act 2013 Listing regulations and as per the Guidance Note on Board evaluation issued by SEBI, which formulated the methodology and criteria evaluation of the individual directors including independent directors and non independent directors, managing director & CEO, chairperson, committees of the Board and the Board as a whole.

The performance evaluation is carried out by the Board of /directors on the basis of criteria provided in the evaluation process to the Board as a whole, to Committees of the Board, to MD & CEO, to independent Directors and to Chairman (being an independent Director of the Board, evaluation was carried out by the Board of Directors).

The independent directors also hold a separate meeting on 14.02.2017 and the following were carried out.

-Review of the remuneration payable to directors/ performance of non-independent directors and the Board as a whole

-Assessment of quality, quantity and timelines of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

4. Compensation policy

Presently, the Company has not formulated scheme for grant of Stock options either to the Executive Directors or employees.

5. Board Meetings

During the financial year 2016-17, Board Meetings took place as under:

Sl. No.	Date of Board Meeting
1.	30.05.2016
2.	14.08.2016
3.	14.11.2016
4.	14.02.2017

The independent Directors have confirmed that they have met the criteria of independence as provided in Section 149(6) of the Companies Act, 2013

Composition of Board:

The composition of Board of Directors as per the requirement of the Companies Act, 2013 are given below:

Category	Name of Director
Promoter/Non-Executive Director	Mr. Y Mohan Prasad
Promoter/Executive Director	Mr. B S Shailendar
Independent and Non-Executive Director	Mr. GanapathyKrishnamoorthy Mr. Bachiamie Mr. RamakrishnanChittibabu Mrs. Jayalakshmi

The details of attendance of each Director at the Board meetings along with the number of meetings held during the year

	No. of Board Meetings held	No. of meetings attended
B S Shailendar	4	4
Y Mohan Prasad	4	4
GanapathyKrishnamoorthy	4	4
Bachiamie	4	4
RamakrishnanChittibabu	4	4
Jayalakshmi	4	4

Board procedure

The Board has complete access to all the relevant information within the Company. The date and place of the meeting are advised to all the Directors well in advance and the agenda papers are sent to the Board of Directors in compliance with the provisions of the Companies Act 2013. Secretarial standards and the Listing regulations. The agenda papers which provide all relevant adequate material information, explanatory notes etc. are circulated to the Directors to facilitate meaningful informed and free discussion to recommend inclusion of any other matter in the agenda for discussion.

All Board and Committee meetings are governed by structured agenda notes which are backed by comprehensive background along with the relevant attachment.

Senior management of the company will be invited to attend the Board meetings and provide clarifications as and when required. Minutes of the Board and Committees, resolutions passed by circulations will be circulated to all the Board and Committee members within the time lines prescribed under the Companies Act 2013 and other regulatory guidelines.

Director's attendance at the last AGM

Directors of the company have attended the last Annual General Meeting of the company held on 30th September 2016.

The details of the Directors regarding their other directorship and membership in committees in other companies are as under:

Director's shareholding as on 31.3.2017

Name of Director	No. of shares held in the company	No. of other directorship/ partnership/ membership
Y Mohan prasad	2	3
B S Shailendar	0	4
GanapathyKrishmaoorthy	0	nil
Bachiam	0	Nil
Ramakrishna Chittibabu	0	Nil
Jayalakshmi	0	Nil

Familiarisation programs:

Independent Directors are familiarised with their roles, rights and responsibilities in the company as well as with the nature of industry and business model of the company by providing all material at the time of their appointment as directors and through presentation of economy & industry overview, key regulatory development strategy and performance which are made to the Directors from time to time.

In compliance with the requirements of listing Regulations your company has an appropriate program for newly inducted directors and ongoing familiarization programs with respect to the strategy, industry overview, performance, operations of the company, the organisation structure and their roles, rights and responsibilities as a Director.

The Directors are also encouraged to attend the training programs being organised by various Regulator/ bodies/ institutions.

Board Committees

As required under Section 149 of the Companies Act, 2013, Mrs. Jayalakshi is the Women Director on the Board of the Company. There is no change in the composition of the Board during the financial year 2016-17.

The annual operating plans, budgets, quarterly results, performance of the company and other information, including those specified under Annexure 1A to the Clause 49 of the Listing Agreement entered into by the Company with the Stock Exchanges, as may be amended from time to time, were duly placed before the Board and discussed by the Directors of the Company.

5. Audit Committee

As required under section 177(8), the Audit Committee comprises of 3 Non-Executive Independent Directors. The Committee was chaired by Independent Director, Mr. G Krishnamoorthy with requisite qualification. In the opinion of the Board of Directors, all the members of Audit Committee are financially literate and also have accounting or related financial management experience.

The Audit Committee monitors and provides effective observation of the financial control and reporting process, review the financial reporting process, internal audit process, adequacy of internal control systems, review of performance of Statutory Auditors, recommending appointment of Statutory, Internal Auditors recommending the Audit fees and also payment for other services.

During the year ended on 31.03.2017, 4 meetings of the Audit Committee were held on 30.05.2016, 14.08.2016, 14.11.2016 and 14.02.2017, The Chairman of the Audit Committee has the accounting or related financial management expertise.

Name of the Director	No. of Meetings held	No. of Meetings attended
G Krishnamoorthy	4	4
Bachiamme	4	4
Ramakrishna Chittibabu	4	4

Whole-Time Director, Statutory Auditors, Internal Auditor have also attended the Audit Committee meetings when invited by the Committee.

The Audit Committee reviewed the quarterly, half-yearly and annual financial statements of the Company before submission to the Board of Directors. The Committee also reviewed Internal Audit Reports, related party transactions, etc., from time to time. It has also taken on record the appointment of Statutory Auditors, Internal Auditors and Cost Auditors and recommended to the Board the remuneration payable to them.

The role of Audit Committee and terms of reference specified by the Board to the ndra Audit Committee are wide enough to cover the mandatory items, as required, under clause 49 of the Listing Agreement.

- Review of the Company’s financial reporting process, the financial statements and financial / risk management policies.
- Review Quarterly, Half-yearly and Annual Financial Accounts of the Company and discuss with Auditors.
- To meet and review with External and Internal Auditors the Internal Control Systems and to ensure their compliance.
- To review matters as required under the terms of Listing Agreement.
- To investigate matters referred to it by the Board.

6. Nomination and Remuneration Committee

The Board has reconstituted Nomination and Recruitment Committee with the directors to look after the appointment, promotions and payment of remuneration to the working directors and senior executives of the company. The members of the Committee are G Krishnamoorthy Chairman and ShriBachiame and Shri Ramakrishna Chittibabu Members. The Committee met once during the year as per the details given below:

Date	Total members	Attendance by number of members
14.2.2017	3	3

a) Composition:

The company has constituted Nomination & Remuneration Committee of the Board of Directors. None of the irectors draw any remuneration. The actual travel and incidental expenses incurred for attending meetings are only reimbursed.

b) Remuneration Policy:

During the year no remuneration/ sitting fee was paid to the Directors.

6. Stakeholders Relationship Committee

Scope of the Committee

The Stakeholders Relationship Committee is functioning to look into redressal of investor/ shareholders complaints expeditiously. The stakeholders Relationship Committee is primarily responsible to review all matters connected with the Company's transfer of securities and redressal of shareholders/ investors/ security holders complaints. The committee also monitors the implementation and compliance with the company's code of conduct for prohibition of Insider Trading.

The stakeholders Relationship Committee's composition and the terms of reference meet with the requirements of Clause 49 of the Listing Agreement and the Provisions of the Companies Act 2013.

No meeting was held under this Committee for the financial year ended 31st March 2017.

The composition of the Shareholders Relationship Committee as on March 31, 2017 during the financial year 2016-17 were as under:

Name of the Director	Status in the committee
GanapathyKrishnamoorthy	Chairman
Bachiame	Member
RamakrishnanChittibabu	Member

Number of complaints received from the investors during the year 2016-17 and their status are as follows.

No. of Complaints received	8
No. of Complaints disposed of	8
No. of Complaints pending at the year end	NIL

Mr. G Raghavan, Company Secretary is the compliance officer of the Company

COMPLIANCE WITH CLAUSE 49

The company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement relating to Corporate Governance. The company has also adopted the non-mandatory requirement of Clause 49 to the extent of Remuneration Committee.

CODE OF CONDUCT

The Board of Directors of the company has framed a Code of Conduct for applicable to all Directors and the Senior Management Personnel of your company. The said Code of Conduct has also been posted on the website of the company. The Board members and Senior Management Personnel have affirmed their compliance with the Code of conduct for the year 2016-17. A declaration signed by the Directors of the company to this effect is enclosed at the end of this report.

Corporate Social Responsibility Committee

As per the Companies Act, 2013 companies having a net worth of Rs.500 Crores or more, or a turnover of Rs.1,000 Crores or more or a net profit of Rs.5 Crores or more during any financial year are required to constitute a CSR Committee.

Your company is not having the above said net profits, net worth or turnover and therefore constituting of a CSR committee in accordance with the provisions of section 135 of the Act does not arise.

Disclosure

Related Party Transactions

- a. During the financial year 2016-17 **there were no materially significant** transactions entered into between the Company and its Directors or Management including senior management, their subsidiaries or relatives that may have potential conflict with the interests of the company at large. Further, details of related party transactions form part of notes to the accounts of the Annual Report.

- b. Accounting Treatment:

The company followed the guidelines of Accounting Standards laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements. During the financial year, no differential accounting treatment was followed.

c. **Strictures / penalties**

No strictures/ penalties were 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.

d. **Proceeds from public issues, right issues, preferential issues;**

During the year 2016-17 the company did not raise money from public issue and right issue.

e. **The Company has a formal whistle blower policy and access to Audit Committee is made available to every employee.**

Means of Communication

- The annual, half yearly and quarterly results are forthwith being submitted to the Stock Exchanges where shares are listed and are available on their website.
- Management discussion and analysis forms part of the Annual Report.

General Shareholder Information

- The 56th Annual General Meeting of the Company will be held on 27th September 2017 at the Registered office at 145 ST Mary's street, Alwarpet, Chennai 600 018 at 10.00 a.m.

General Body Meetings

The location and time of Annual General Meetings (AGM) held during the last 3 years are as follows:

AGM	Date	Time	Venue	No. of Special Resolutions Passed
2014	30.09.2014	10.00 am	33/24A, Ranjith Road, Kotturpuram, Chennai-85.	NIL
2015	30.09.2015	2.00 pm	33/24A, Ranjith Road, Kotturpuram, Chennai-85.	NIL
2016	30.09.2016	9.00 am	No.145, St.Mary's Road, Alwarpet, Chennai – 600 018.	NIL

Special Resolution passed in previous 3 AGMS:

No Special Resolutions passed at the Annual General Meetings was passed during last three financial years.

Postal Ballot

During the Financial year, there were no ordinary or special resolution passed by the Members through Postal Ballot.

Extra Ordinary General Meeting during the last three years

No Extra Ordinary General Meeting was held during last three financial years.

Book closure date:

20th September 2017 to 27th September 2017 (both days inclusive)

Tentative Financial Calendar: April 1, 2017 to March 31, 2018

Results for the quarter ending June 2017	Within 45 days from the end of the quarter
Results for the quarter ending September 2017	Within 45 days from the end of the quarter
Results for the quarter ending December 31, 2017	Within 45 days from the end of the quarter
Results for the quarter ending March 31, 2018	Audited results within 60 days from the end of the quarter
Annual General Meeting	September 30, 2017

7. Distribution of Shareholding as on March 31, 2017.

Slab of Shareholding	Shareholder Rs	%	shares (in Rs.)	%
1 – 5000	648	96	358710	0.3533
5001– 10000	8	1.1851	56060	0.0552
10001– 20000	2	0.02962	33740	0.0332
20001– 30000	1	0.1481	21000	0.0206
30001– 40000	0	0	0	0
40001– 50000	0	0	0	0
50001–100000	5	0.7407	379270	0.3735
100001&above	11	1.6296	100670380	99.1639
TOTAL	675	100	10151916	100

8. Distribution of shareholding pattern according to categories of shareholders as on March 31, 2017

	Category	No. of shares Held	% of share holding
A	PROMOTER HOLDING		
1	Promoters Indian Promoters Foreign Promoters	7352960 0	72.43 0
2	Persons acting in concert	Nil	Nil
	Sub Total	7352960	72.43
B	NON PROMOTERS HOLDING		
	Institutional investors Mutual funds an UTI Banks, financial institutions Insurance companies (Central/ state Govt. Institutions/ Non govt. institutions)	129169	1.27
	C FIIs-	Nil	Nil
	Bodies corporate	2578641	25.40
	Individuals	91146	0.90
	Sub Total	2798956	27.57

9. Details of demat shares

The detail of shares dematerialised could not be furnished due to deactivation by the depositories and the data is pending for retrieval.

CEO/CFO CERTIFICATION

A certificate as stipulated in Clause 49(v) of the Listing Agreement duly signed by the compliance officer on financial statements of the company is enclosed to this report.

CERTIFICATION BY AUDITORS

As required under Clause 49 of the Listing Agreement, the Statutory Auditors of the Company M/s. Suri & co. have verified the compliances of the Corporate Governance and the Company has obtained affirming the compliance from them and the same is annexed to this report and forms part of the Annual Report.

DECLARATION UNDER COMPLIANCE WITH CODE OF CONDUCT

In accordance with sub clause 1(D) of Clause 49 of the Listing Agreement with the Stock Exchanges, we hereby confirm that all the Directors and the Senior Management Personnel have affirmed compliance with their respective code of conduct as applicable to them, for the year ended 31st March 2017.

MANAGEMENT DISCUSSION AND ANALYSIS:

Economy overview:

World economy was consolidating from the past slowdown and recovery was taking place in different areas at different rates, in 2016. Developing countries were disappointed with slower growth than anticipated. In contrast, recovery in high – income countries gained momentum and expected to grow in 2016 and 2017. High income economies contributed more than 40% in the global growth in 2016 and expected to contribute about half of the global growth in coming years.

India is emerged as the growing economy and recorded a GDP growth rate of 6.8% in 2016, although lower than 7.9% recorded in 2015. However with stable new government along with various fiscal and structural reforms, there is optimism about the positive GDP growth of India. With export competitiveness and infrastructural development, IMF estimating GDP growth of India, at 7.2% in 2017.

Sanitary ware Global Market:

Global sanitary ware market is set to grow due to increased demand in housing sector, increasing sanitation levels in developing countries, increase in lifestyle and level of standard of living.

Sanitary ware Indian Market:

India has emerged as the major bath and sanitary ware market in Asia specific region. The sanitary ware market in India has grown rapidly during the last few years as many new international players have entered in Indian market as well many existing players have increased their production capacity.

In thrust to grab bigger market share and to provide a complete bathroom solution, many Indian tiles major, have forayed into this business, making market more competitive.

Increase in housing sector demand, urbanization and government initiatives for sanitation in rural India are the demand drivers for the sector. Increasing purchasing power and lifestyle spending has also created demand for upper end products in India.

There are wide opportunities for ceramics and sanitary ware industry in India considering various positive factors and optimistic outlook. The major growth drivers for the industry are:

Export potential:

With the change in Chinese economy and increased cost of manufacture, Indian sanitary ware became price competitive in the global market. Further with impose of anti-dumping duty on the Chinese sanitary ware by many countries, Indian manufactures has better prospect for export. Also fall in rupee has given added advantage for export making better realization.

Urbanization and increase sanitation:

Increasing urbanization and sanitation will create more demand for the sanitary ware in the coming years. Urbanization is increasing year on year. The awareness for the basic sanitation is also SWOT analysis

Strengths:

- State of the art plants, located ideally in the upcoming state of Gujarat.
- Availability of skilled human resources.
- Multi product company offering complete tiling and bathroom solutions.
- Quality product and established brand.

Weakness:

- Working capital shortage and severe liquidity crunch
- Increasing uncontrollable fuel cost
- Low capacity utilization affecting the cost.

Opportunities:

- Increasing urbanization and development of cities.
- Increasing basic sanitation in rural India with the government's initiatives
- Export opportunities
- Change in spending pattern of consumers with the increase in disposable income.

Threats:

- Changing technology
- Growing brand equity of competitor
- Increasing entry of MNC's in the sector.
- Domestic players are becoming multi Product Company.

Conclusion and Future outlook:

The company has managed its operation with limited working capital and stretched cash flows. The main objective of the company is to run the plant with each possible way and utilize each and every available resources, which will not only maintain the value of the plant but also the value of the brand equity of the company. The company is known for its quality products. This has helped company in increasing its capacity and reduction in cost, in sanitary ware.

There is good demand for the company's artificial marble in the market due to its quality. However due to limited working capital, company could not complete the demand. There is huge potential in the industry due to huge demand from real estate and infrastructure sector. Also the anti-dumping duty imposed on Chinese products, increasing cost of production in china and falling rupee has created more opportunity for export of the Indian tiles and sanitary ware industry.

Considering the immense opportunities in the market, company will achieve its foals and target in the coming years and surpass all the hurdles with its experience and support of all associates.

Financial statement analysis:

Key financial information

The overall operations of the company continued to remain in stress due to liquidity mismatch and working capital shortages.

The company has not done any business in tiles division. Company's tile's plant was also not run for major part of the year due to working capital shortage inspite of the demand for the company's tiles in the market.

Revenue:

Turnover during the financial year 2015-16 was Rs. 20,53,52,291/- as against Rs.17,69,70,092/- during the previous year, recorded decrease by Rs.2,83,82,199/-. Revenue is contributed by sanitary ware division.

Risk management:

Identification of risk and its mitigation is the continuous process. The company regularly assesses the risk involved in the business and tried to mitigate with the available resources. The company has identified some of the risk with possible measures as under:

1. Competition risk:

Increased completion in the sector from various established players and new entrants may affect the company's revenue.

Mitigation:

Supply of quality products with timely delivery and maintaining the relationship with the customers, will keep the company ahead from competition.

1. Loss of brand recall:

Low spending on the brand promotion and negative marketing by competitors may affect brand image of the company.

Mitigation:

The company has created strong brand in the segment and known for its quality. With ease in future cash flows, the company may increase the brand spend and can increase the visibility of brand in near future.

2. Technology change:

Changing technology, especially in sanitary ware segment may affect the revenue of the company.

Mitigation:

The company's sanitary ware plant is of latest technology only. However even though the plant needs to be upgraded with minimal critical capex, the company can produce best products from the existing plant with its limited resources which has the demand in the market.

Human resources:

The company continues to maintain cordial and healthy relationship with the human resources. The company keeps safety and health programs for manpower. It continues to motivate the manpower and provides training in the desired areas.

Internal control:

The company has adequate internal control system and internal audit, commensurate with the size of the business. All the transactions are recorded in proper manner duly authorized and verified by the concern authorizes and reported accordingly.

Internal audit and statutory audit are part of internal control system and done by independent auditors and audit committee regularly reviews the same.

Cautionary statement:

The statement in the management discussion and analysis report cannot be construed as holding put any forecasts, projections, expectations, invitations, offers, etc. within the meaning of applicable securities, laws and regulations. This report basically seeks to furnish information as laid down within the different headings to meet the listing agreement requirements.

CEO/CFO CERTIFICATION

To,
The Board of Directors,
Neycer India Ltd.,
Chennai.

I, P.Thirukalathiapan, Chief Financial Officer of Neycer India Ltd. to the best of my knowledge and belief hereby certify that:

1. I have reviews the Balance sheet and Profit and loss account and all its schedules and noted on accounts, as well as the cash flow statements for the year ended, 31st march 2017.
2. Based on my knowledge and information, these statements do not contain any untrue statement of a material act or omit to state a material fact necessary to make statements made, in light of the circumstances under which such statement were made, not misleading with respect to the statements made.
3. Based on my knowledge and information, the financial statements, and other financial information included in this report, present in all material respect, a true and fair view of affairs of the company, the financial condition, results of operation and cash flows of the company as of and for, the period presented in this report and are in compliance with the existing accounting standards and/or applicable laws and regulations.
4. To the best of my knowledge and belief, no transactions entered into by the company during the year are fraudulent, illegal or violate of the code of conduct of the company.
5. I accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effective ness of the internal control system of the company pertaining to financial reporting and I have disclosed to the auditors and the audit committee, deficiencies in the design of operation of the internal controls, if any, of which I am aware and the steps have been taken or propose to take to rectify these deficiencies.
6. I have disclosed based on my most recent evaluation, wherever applicable, to the company's auditors and the audit committee of the company's Board of Directors (and persons performing the equivalent functions).
 - a. Significant changes in internal controls over financial reporting during the year, if any, and that the same have been disclosed in the notes of financial statements.

- b. All significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements.
- c. Instances of significant fraud of which have become aware and the involvement therein, if any, of the management or an employee having significant role in the company's internal controls systems over financial reporting.

**FOR NEYCER INDIA LTD.,
P. THIRUKALATHIAPAN.
CHIEF FINANCIAL OFFICER.**

AUDITORS' CERTIFICATE

**To the Members of
Neycer India Limited**

We have examined the compliance of conditions of corporate governance by Neycer India Limited, for the year ended March 31, 2017 as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchange(s).

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

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

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

For Suri & Co.,
Chartered Accountants
Firm Regn No: 004283S.

R.Mahesh,
Partner.
Membership No. 02477.

CERTIFICATE Pursuant to Clause 49 (V) of the Listing Agreement

- a) We have reviewed financial statements and cash flow statement for the year ended 31.03.2017 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 affairs 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 violation of the Company's Code of Conduct.
- c) We accept that it is our responsibility to establish and maintain internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to the financial reporting and have disclosed to the Auditors and the Audit Committee, wherever applicable.
 - a. Deficiencies in the design or operation of internal controls, if any, when come to our notice and we take steps or propose to take steps to rectify those deficiencies.
 - b. Significant changes in internal control
 - c. Significant changes in accounting policies and that the same have been disclosed in the notes to the financial statements
 - d. Instances of significant fraud of which we have been aware and the involvement therein, if any of the management or an employee having a significant role in the company's internal control system.

FOR NEYCER INDIA LIMITED,

Y.MOHAN PRASAD.

WTD

ANNEXURE – 1
Form No. MGT-9 EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31.03.2017

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

REGISTRATION AND OTHER DETAILS

CIN	L26109TN1960PLC004145
Registration Date	
Name of the Company	NEYCER INDIA LIMITED
Registration date	12/05/1960
Category / Sub-Category of the Company	Company limited by shares / Indian Non- Government company
Address of the Registered office and contact details	No.145, ST MARY'S ROAD ALWARPET, CHENNAI 600018.
Whether listed company Yes / No	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Cameo Corporate Services Limited Subramanian Building, No.1 Club House road, Chennai 600 002 No.

PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No	Name and Description of main products / services	NIC Code of the Product/ Service	% to total
1	CERAMICS	323	85

PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No	Name and Address of the company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held	Applicable Section
1	Sriven Realtors Pt Limited (merged with Varun Ventures Pvt Ltd)	U72300TN1998PTC040542	Holding Company	59.10	

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

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 Shaes	Demat	Physical	Total	% f Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	Nil								Nil
b) Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

d) Bodies Corp.	800000	6552960	7352960	72.43	800000	6552960	7352960	72.43	Nil
e) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Any Other....	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (A) (1):-	800000	6552960	7352960	72.43	800000	6552960	7352960	72.43	Nil
(2) Foreign									
a) NRIs - Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Other – Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Bodies Corp	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Any Other....	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (A)(2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	800000	6552960	7352960	72.43	800000	6552960	7352960	72.43	nil

B. Public Shareholding 1. Institutions a) Mutual Funds	Nil								
b) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Insurance Companies	123735	5434	129169	1.27	123735	5434	129169	1.27	Nil
g) FIIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h) Foreign Venture	Nil	2464284	2464284	7.33	Nil	2464284	2464284	7.33	Nil
Capital Funds i) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (B)(1):-	123735	5434	129169	1.27	123735	5434	129169	1.27	Nil

2. Non-Institutions a) Bodies Corp. i) Indian	Nil	2578641	2578641	25.40	0	2578641	2578641	25.40	Nil
	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Individuals i) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	Nil	36605	36605	0.36	0	36605	36605	0.36	Nil
ii) Individual shareholders holding nominal share capital upto Rs. 1 lakh	50	54491	54541	0.54	50	54491	54541	0.54	Nil
c) Others (specify) (C-i) Clearing member (C-ii) Trust (C-iii) Foreign Nationals (C-iv) HUF (C-v) Non-Resident Indians	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (B)(2):-	50	266978	2669787	26.30	50	266978	2669787	26.30	Nil

Total Public Shareholding (B)=(B)(1)+(B)(2)	123785	2675171	2798956	27.57	123785	22798956	2798956	27.57	Nil
C. Shares held by Custodian for GDRs&ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Grand Total (A+B+C)	923785	9228131	10151916	100	923785	9228131	10151916	100.0	

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

Sl. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of Shares	% of total shares of the company	No of Shares	% of total shares of the company
1	At the beginning of the year	7352960	72.43	7352960	72.43
2	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	Nil	Nil	Nil	Nil
3	At the end of the year	7352960	72.43	7352960	72.43

Note : No Change in Promoters' Shareholding

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

Sl. No	Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of Shares	% of Total shares of the company	No of Shares	% of Total shares of the company
1	CDS Projects Ltd	1330000	13.10	1330000	13.10
2	Sparta Holding Limited	1200000	11.82	1200000	11.82
3	LIC	113735	1.12	113735	1.12
4	Nidhya Rajeswari Guhan	19865	0.20	19865	0.20
5	Viswanathan R	16740	0.16	16740	0.16
6	The Oriental Insurance Company Limited	10000	0.10	10000	0.10
7	Seetha Subramanian	8580	0.08	8580	0.08
8	The United India Insurance Company Ltd	5434	0.05	5434	0.05
9	Purnima Gupta	2100	0.02	2100	0.02
10	R Rajagopala Thondaiman	2000	0.02	2000	0.02

vi) Shareholding of Directors and Key Managerial Personnel

Sl. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of Shares	% of Total shares of the company	No of Shares	% of Total shares of the company
1	Y MOHAN PRASAD	2	0	2	
	At the beginning of the year				
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	Nil	Nil	Nil	Nil
	At the end of the year (or on the date of separation , if separated during the year)	2	0	2	0
2	B S SHAIENDAR	Nil	Nil	Nil	nil
	At the beginning of the year				
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)				Nil
	At the end of the year (or on the date of separation , if separated during the year)				

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal Amount	64195677	0	0	64195677
ii. Interest due but not paid	Nil	Nil	Nil	Nil
iii. Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)				
Change in Indebtedness during the financial year Addition Reduction	-14850659	0	0	-14850659
Net Change				
Indebtedness at the end of the financial year		Nil	Nil	
i. Principal Amount	49345018	0	0	49345018
ii. Interest due but not paid	Nil	Nil	Nil	Nil
iii. Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)		NIL	NIL	

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

SL.NO	Name of MD/WTD/ Manager	Particulars of the remuneration	Total Amount
1	B S SHAILENDAR	Gross salary: (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL
		Value of perquisites u/s 17(2) Income-tax Act, 1961 Profits in lieu of salary under section 17(3) Income tax Act, 1961	NIL
		Stock Option	Nil
		Sweat Equity	Nil
		Commission as % of profit others, specify...	Nil
		Others, please specify	Nil
		Total (A)	
		Ceiling as per the Act	Nil

Remuneration to other directors:

Sl.No	Name of the Director	Particulars of the remuneration	Total Amount
1	Y MOHAN PRASAD	Gross salary Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 Value of perquisites u/s 17(2) Income-tax Act, 1961 Profits in lieu of salary under section 17(3) Income tax Act, 1961	NIL
		Stock Option	
		Sweat Equity	
		Commission as % of profit others, specify...	
		Others, please specify	
		Total (A)	
		Ceiling as per the Act	

PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

Date:23.08.2017

Place Chennai

CHAIRMAN

PART - II
INDEPENDENT AUDITOR’S REPORT TO THE MEMBERS OF
NEYCER INDIA LIMITED, CHENNAI - 18

Report on the Financial Statements

We have audited the accompanying financial statements of Neycer India Limited (“the Company”), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management’s Responsibility for the Financial Statements

The Company’s Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor’s Responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances.

An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, **subject to non-provision of interest on term loan, cash credit and funded interest term loan from bank amounting to Rs. 7.66 crores and interest of Rs.4.46 crores on loan from Body corporate referred to in Note No.28 of notes to financial statements, resulting in the LOSS for the year understated by Rs.12.12 crores**, 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 31st March 2017, and its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section 11 of section 143 of the Act, we give in the Annexure 'A' statement on the matters specified in paragraph 3 and 4 of the Order, to the extent applicable.

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

- (a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B'; and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in the financial statements- Refer Note 24 and Note 25(d) to 25(i) to the financial statements.
 - 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 during the year.
- iv. The Company has provided requisite disclosures in its financial statements in Note No. 38 as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the Company.

For Suri & Co.
Chartered Accountants
Firm Regn. No. 004283S

Place : Chennai

Date : 30-05-2017

R. Mahesh
Partner
M.No.024775

Part - III

NEYCER INDIA LIMITED

BALANCE SHEET AS AT 31.03.2017

	Note No.	31.03.2017 Rs.	31.03.2016 Rs.
(1) Shareholders' Funds			
(a) Share capital	2	10 16 69 160	10 16 69 160
(b) Reserves and surplus	3	(14 66 49 620)	(13 04 55 338)
		(4 49 80 460)	(2 87 86 178)
(2) Non-Current Liabilities			
(a) Long-term borrowings	4	4 93 45 018	6 41 95 677
(b) Other Long term liabilities	5	1 08 11 294	1 07 61 294
(c) Long-term provisions	6	1 75 16 011	2 58 30 067
		7 76 72 323	10 07 87 038
(3) Current Liabilities			
(a) Short-term borrowings	7	5 40 95 569	6 20 78 247
(b) Trade payables			
Total Outstanding dues of micro enterprises and small enterprises		-	-
Total Outstanding dues of creditors other than micro enterprises and small enterprises		3 68 35 236	3 50 15 057
(c) Other current liabilities	8	18 64 11 450	16 18 22 359
(d) Short-term provisions	9	2 12 98 869	1 37 97 920
		29 86 41 124	27 27 13 583
		33 13 32 987	34 47 14 443

II. ASSETS			
(1) Non-Current Assets			
(a) Fixed assets			
(i) Property, Plant and Equipment	10	14 50 71 061	15 35 00 402
(b) Non-current investments	11	1 50 000	1 50 000
(c) Deferred tax assets (net)	12	4 64 34 994	4 64 34 994
(d) Long term loans and advances	13	38 52 987	37 27 200
		19 55 09 042	20 38 12 596
(2) Current Assets			
(a) Inventories	14	7 22 57 663	7 81 36 010
(b) Trade receivables	15	3 29 02 532	3 51 50 348
(c) Cash and cash equivalents	16	27 66 320	26 16 948
(d) Short-term loans and advances	17	2 78 97 430	2 49 98 541
		13 58 23 944	14 09 01 847
		33 13 32 987	34 47 14 443

See accompanying notes to financial statements

- sd -	- sd -	Vide our report of even date attached	
B.S.Shailendra	Y.Mohan Prasad	- sd -	For Suri & Co
Whole Time Director	Director	G.Raghavan	Chartered
		Company Secretary	Accountants
			Firm Regn.
			No:004283S

-sd-
P.Thirukalathiappan
Chief Financial Officer

-sd-
R.Mahesh
Partner
Membership No: 024775

Place: Chennai
Date: 30-05-2017

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2017

		Note No.	31.03.2017 Rs.	31.03.2016 Rs.
I.	Revenue from Operations			
	Sales and Other Operating Income	18	19 49 67 023	22 69 43 510
	<i>Less: Excise Duty</i>		1 79 96 931	2 15 91 219
			17 69 70 092	20 53 52 291
II.	Other Income	19	64 33 634	17 07 082
III.	Total Revenue (I+II)		18 34 03 726	20 70 59 372
IV.	EXPENSES			
	Cost of materials consumed		1 72 49 685	2 24 56 780
	Purchases of stock-in-trade		2 09 42 067	2 16 97 907
	Changes in inventories of finished goods, work in progress and stock-in-trade	20	58 14 576	1 61 443
	Employee benefits expense	21	4 62 28 831	5 24 49 712
	Finance Costs	22	1 62 00 653	1 79 61 202
	Depreciation and amortization expense	10	1 08 24 064	1 09 61 080
	Other expenses	23	8 23 38 132	9 61 59 151
	Total Expenses		19 95 98 009	22 18 47 275
V.	Profit before exceptional and extraordinary items and tax (III-IV)		(1 61 94 283)	(1 47 87 903)
VI.	Exceptional Items		-	-
VII.	Profit before extraordinary items and tax (V-VI)		(1 61 94 283)	(1 47 87 903)
VIII.	Extraordinary Items		-	-
IX.	Profit before Tax (VII-VIII)		(1 61 94 283)	(1 47 87 903)

X.	Tax Expense:			
	Current Tax		-	-
	Deferred Tax		-	-
XI.	Profit/(loss) for the period (IX-X)		(1 61 94 283)	(1 47 87 903)
XII.	Earnings per equity share of face value Rs. 10 each			
	Basic and diluted		(1.60)	(1.46)

See accompanying notes to financial statements

- sd -	- sd -	Vide our report of even date attached	
B.S.Shailendra	Y.Mohan Prasad	- sd -	For Suri & Co
Whole Time Director	Director	G.Raghavan	Chartered
		Company Secretary	Accountants
			Firm Regn.
			No:004283S

-sd-
P.Thirukalathiappan
Chief Financial Officer

-sd-
R.Mahesh
Partner
Membership No: 024775

Place: Chennai
Date: 30-05-2017

NEYCER INDIA LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2017

	31.03.2017	31.03.2016
	Rs.	Rs.
Net Profit / (Loss) Before tax	(1 61 94 283)	(1 47 87 903)
Add: Depreciation	1 08 24 066	1 09 61 080
Interest and finance charges	1 62 00 653	1 79 61 202
Loss on Sale of Assets	-	29 189
Less: Interest received	(3 23 362)	(5 64 901)
Profit on sale of assets	(2 499)	-
	1 05 04 575	1 35 98 667
Adjustment for changes in working capital		
(Increase)/ Decrease in inventories	58 78 348	29 72 371
(Increase)/ Decrease in sundry debtors	22 47 816	(14 29 090)
(Increase) /Decrease in loans and advances	(31 84 053)	(12 35 542)
Increase/ (Decrease) in current liabilities	53 87 381	32 45 422
Increase/ (Decrease) in Provisions	(8 13 107)	(34 05 216)
(A)	2 00 20 960	1 37 46 612
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Acquisition of fixed assets	(23 94 726)	(12 43 640)
Sale of fixed assets	2 500	1 40 000
(B)	(23 92 226)	(11 03 640)

C. CASH FLOW FROM FINANCING ACTIVITIES:		
	(1 19 47	(1 04 72
Availment /(Repayment) of Secured loans	608)	894)
Availment /(Repayment) of Unsecured loans	50 000	3 00 000
Interest received	3 23 362	5 64 901
		(76 51
Interest and Finance Charges paid	(60 64 495)	814)
	(1 76 38	(1 72 59
	741)	807)
	(C)	
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENT (A+B+C)	(10 007)	(1 72 192)
Cash and cash equivalents as at beginning of the year	2 33 802	4 05 994
Cash and cash equivalents as at end of the year	2 23 795	2 33 802

Vide our report of even date attached

- sd -	- sd -	- sd -	For Suri & Co
B.S.Shailendra	Y.Mohan Prasad	G.Raghavan	Chartered
Whole Time Director	Director	Company Secretary	Accountants
			Firm Regn.
			No:004283S

-sd-
P.Thirukalathiappan
Chief Financial Officer

-sd-
R.Mahesh
Partner
Membership No: 024775

Place: Chennai
Date: 30-05-2017

1.SIGNIFICANT ACCOUNTING POLICIES:

a) BASIS OF ACCOUNTING:

The accompanying financial statements have been prepared on the assumption that the company is a going concern and in accordance with the historical cost convention, generally accepted accounting principles and the Accounting Standards under the Companies Accounting Standards Rules, 2006

b)PROPERTY PLANT AND EQUIPMENT

The Company follows cost model of accounting for Property,Plant and Equipment and accordingly assets are stated at historical cost less accumulated depreciation. Cost is inclusive of freight, installation, duties and other incidental expenses but excludes taxes and duties that are recoverable subsequently from the taxing authorities. Buildings, Plant and Machinery, Computers and electrical installations are depreciated on Straight Line Method and other assets on Written Down Value basis on the useful lives as specified in Part C of Schedule II of Companies Act 2013.

c) INVESTMENTS:

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

d) INVENTORIES:

Inventories are valued at lower of cost and net realizable value. Cost is determined based on monthly weighted average. Cost includes taxes, duties and other incidental expenses but excludes taxes and duties that are recoverable subsequently from the taxing authorities.

e) FOREIGN CURRENCY TRANSACTIONS:

The foreign currency transactions are accounted for at the exchange rates prevailing on the date of transactions. The fluctuation variation in respect of foreign currency transactions remaining unsettled as at the end of the year are translated at the rates prevailing on the last day of the year. Foreign exchange differences are recognized in the profit and loss statement to the period in which they arise.

f) INCOME AND EXPENDITURE RECOGNITION:

Income is recognized and expenditure is accounted for on their accrual. Revenue from sale is recognized on transfer of significant risk and reward. Sales are inclusive of excise duty and net of sales returns and trade discounts.

g) INTANGIBLE ASSET:

Intangible assets are recognized only if there is any Future Economic Benefit. Research expenses are charged to revenue.

h) EMPLOYEE COST:

Short term employee benefits, in respect of leave salary, leave travel allowance and reimbursement of medical expenses, the liability has been fully provided on undiscounted basis, in accordance with the schemes in force.

The contribution to provident fund (Defined Contribution Plan) as per the provisions of the Employees' Provident Fund and Miscellaneous Provisions Act, 1952 is recognized and charged to revenue.

The company's liability towards retirement benefits, in the form of gratuity, and other retirement benefits(Defined Benefit Plans) is worked out on actuarial basis at the end of the year and is provided.

i) BORROWING COST:

Borrowing costs that are attributable to the qualifying assets are capitalized till the date of commissioning, as part of the cost of such assets. All other borrowing costs are charged to revenue.

j) TAXES ON INCOME

i) Taxes on income are accrued in the same period as the revenue and expenses to which they relate and are reckoned as Current tax and Deferred tax.

ii) Current Taxes are measured at the amount expected to be paid to the taxation authorities, using the applicable tax rates and tax laws.

iii) Deferred tax on account of Tax effect on the accumulated timing differences that arises between the Accounting income and Taxable income is measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date.

iv) Deferred Tax Asset is recognized on reasonable certainty that sufficient future taxable income will be available.

k) IMPAIRMENT OF ASSETS:

As at each Balance Sheet date, the carrying amount of assets is tested for impairment so as to determine the extent of recognition of provision for of impairment loss, if any, required or the reversal, if any, required of impairment loss recognised in previous periods. Where the carrying amount of an asset exceeds its recoverable amount, such excess is recognised as impairment loss and charged to revenue.

NEYCER INDIA LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2017

(A) Authorised, Issued, Subscribed, Paid-up share capital and par value per share

	31.03.2017 Rs.	31.03.2016 Rs.
Authorised:		
2,97,00,000 Equity Shares of Rs.10/- each	29 70 00 000	29 70 00 000
3,00,000 Cumulative Redeemable Preference Shares of Rs.10/- each	30 00 000	30 00 000
Issued: 1,01,63,263 Equity shares of Rs.10/- each	10 16 32 630	10 16 32 630
15,000 9.5% Cumulative Redeemable Preference Shares of Rs.10/- each	1 50 000	1 50 000
Subscribed and Paid-up: 1,01,51,916 Equity shares of Rs. 10/- each	10 15 19 160	10 15 19 160
15,000 9.5% Cumulative Redeemable Preference Shares of Rs.10/- each	1 50 000	1 50 000
Total	10 16 69 160	10 16 69 160

NEYCER INDIA LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31-03-2017

(B) (i) Reconciliation of equity shares outstanding at the beginning and at the end of the year

Particulars	31.03.2017		31.03.2016	
	Number	Rs.	Number	Rs.
Outstanding as at the beginning and end of the year	1 01 51 916	10 15 19 160	1 01 51 916	10 15 19 160

(ii) Reconciliation of 9.5% Cumulative Redeemable preference shares outstanding at the beginning and at the end of the year

Particulars	31.03.2017	31.03.2016
Outstanding as at the beginning and end of the year	15 000	15 000

(D) Shares in the company held by each shareholder holding more than 5% of equity shares

Name of the shareholder	31.03.2017		31.03.2016	
	Number of shares	% holding	Number of shares	% holding
Sriven Realtors Private Limited	-	-	60 00 000	59.10
Varun Ventures Private Limited	60 00 000	59.10	-	-
CDS Projects Limited	13 30 000	13.10	13 30 000	13.10
Sparta Holdings Limited	12 07 789	11.90	12 07 789	11.90
Spartek Ceramics India Limited	9 52 960	9.39	9 52 960	9.39

(E) Aggregate number and class of shares allotted as fully paid, without payment being received in cash, pursuant to BIFR order dated 6.10.2008, during the year ended 31.03.2014

Name of shareholder	Class of Shares	No. of Shares
CDS Projects Limited	Equity Share of Rs. 10 each	13 30 000

NEYCER INDIA LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2017

	31.03.2017 Rs.	31.03.2016 Rs.
3.RESERVES AND SURPLUS		
1.Capital Reserve		
As per last Balance Sheet	32 468	32 468
2.Central Subsidy		
As per last Balance Sheet	25 00 000	25 00 000
3.Share Premium Account		
As per last Balance Sheet	74 400	74 400
4.General Reserve		
As per last Balance Sheet	2 53 61 450	2 53 61 450
5.Surplus/(Deficit) in Profit and Loss Statement		
As per last Balance Sheet	(15 84 23 655)	(14 36 35 752)
Add: Profit/(Loss) for the year	(1 61 94 283)	(1 47 87 903)
	(17 46 17 938)	(15 84 23 655)
	(14 66 49 620)	(13 04 55 338)

	31.03.2017 Rs.	31.03.2016 Rs.
4.LONG TERM BORROWINGS		
TERM LOANS		
From Banks - Secured		
(i) Term Loan	NIL	60 84 000
<p style="text-align: center;">Period and Amount of continuing default - Current maturities of long term debt given in Note No.8 includes principal amount of Rs. 3,00,16,000/- for the period Mar. 2013 to Mar. 2017 and interest of Rs. 2,42,35,785/- from Jan 2012 to Mar 2017.</p> <p style="text-align: center;">Refer Note : 28</p>		
(ii) Term Loan	NIL	72 99 000

<p>Period and Amount of continuing default - Current maturities of long term debt given in Note No.8 includes principal amount of Rs. 4,11,01,000/- for the period Feb. 2013 to Mar.2017 and interest of Rs. 2,83,34,468/- from Apr 2012 to Mar 2017.</p> <p>Unprovided interest of Rs. 88,55,440/- for the period Nov 2010 to Mar 2012.</p> <p>Refer Note : 28</p> <p>(iii) Working Capital Term Loan</p> <p>Period and Amount of continuing default - NIL</p> <p>(iv) Hire Purchase loan</p> <p>(Secured by vehicles purchased under hire purchase scheme)</p> <p>Terms of Repayment:</p> <p>HDFC Car Loan - BENZ - Repayable in Monthly installments till January 2019</p> <p>HDFC Car Loan - BOLERO -Repayable in Monthly installments till July 2021</p> <p>Period and Amount of continuing default - NIL</p>	<p>NIL</p> <p>8 24 915</p> <p>5 20 103</p>	<p>11 84 000</p> <p>16 28 677</p> <p>-</p>
<p>From Others - Secured</p> <p>Body Corporate</p> <p>Terms of Repayment:</p> <p>To commence after repayment of borrowings from banks.</p> <p>Period and Amount of continuing default - NIL</p> <p>Note:</p>	<p>31.03.2017 Rs.</p> <p>4 80 00 000</p>	<p>31.03.2016 Rs.</p> <p>4 80 00 000</p>

Term loans from Banks and Body Corporate are secured by a First charge on the fixed assets and movables of the company, present and future, subject to prior charge created in favour of company's bankers, of stock of raw materials, finished goods, stores etc and shall rank pari passu among themselves. Term Loans from Banks are guaranteed by the previous Whole-time Director and Spartek Ceramics India Limited.		
	4 93 45 018	6 41 95 677
5.OTHER LONG TERM LIABILITIES		
Trade Deposits	1 07 67 000	1 07 17 000
Deposit from Contractors	44 294	44 294
	1 08 11 294	1 07 61 294
6.LONG-TERM PROVISIONS		
Provision for Gratuity	1 62 75 870	2 45 92 830
Provision for Leave Salary	12 40 141	12 37 237
	1 75 16 011	2 58 30 067

	31.03.2017 Rs.	31.03.2016 Rs.
7.SHORT-TERM BORROWINGS		
(A) OTHER LOANS AND ADVANCES		
Cash Credit Account - Secured (Secured by hypothecation of stores & spares, raw materials, stock-in-process, finished goods and book debts and Second charge on the fixed assets of the company and guaranteed by the previous Whole-time Director and Spartek Ceramics India Limited.) Period and Amount of default - Refer Note : 28	5 40 95 569	6 20 78 247
	5 40 95 569	6 20 78 247

8.OTHER CURRENT LIABILITIES		
Current maturities of long-term debt		
Term Loan	8 56 84 000	7 49 51 000
Hire Purchase loan	10 14 898	8 62 168
Interest Free Excise Loan	1 50 00 000	1 50 00 000
Interest accrued and due on borrowings	5 26 12 920	4 24 76 762
Advance from Customers	1 04 27 755	86 98 134
Other Payables		
Excise Duty Payable	1 88 73 086	1 65 85 982
Sales Tax Payable	24 22 559	28 64 143
TDS Payable	1 63 349	1 41 880
TCS Payable	2 013	45 186
Professional Tax Payable	87 370	74 793
Staff Recoveries Payable	1 23 501	1 22 311
	18 64 11 450	16 18 22 359
9.SHORT-TERM PROVISIONS		
Provision for employee benefits	2 02 32 064	1 27 31 115
Provision for Fringe Benefit Tax	10 66 805	10 66 805
	2 12 98 869	1 37 97 920

	31.03.2017 Rs.	31.03.2016 Rs.
11.NON-CURRENT INVESTMENTS		
Investments in Neycer Employees co-operative society	1 50 000	1 50 000
	1 50 000	1 50 000
12.DEFERRED TAX ASSET / (LIABILITIES)		
Related to Fixed assets	(2 03 29 219)	(2 03 29 219)
On account of Unabsorbed Depreciation	6 67 64 213	6 67 64 213
	4 64 34 994	4 64 34 994
13.LONG - TERM LOANS AND ADVANCES		
Security Deposits		
Unsecured, Considered good	38 52 987	37 27 200
	38 52 987	37 27 200

14. INVENTORIES (Valued at lower of Cost and Net Realisable Value)		
Raw Materials	16 01 787	24 98 122
Work-in-progress	9 50 640	20 82 891
Finished Goods	5 41 48 746	5 79 04 565
Stock-in-trade	68 72 723	77 99 228
Stores and spares	86 83 766	78 51 204
	7 22 57 663	7 81 36 010
15. TRADE RECEIVABLES		
Secured - Considered good		
(a) Exceeding six months	25 41 824	30 80 796
(b) Other debts	3 94 899	5 83 359
Unsecured		
(a) Exceeding six months-Considered good	1 67 71 271	1 39 19 951
(b) Considered doubtful	4 81 87 272	4 81 87 272
Less: Provision for Doubtful Debts	(4 81 87 272)	(4 81 87 272)
(c) Other debts-Considered good	1 31 94 539	1 75 66 242
	3 29 02 532	3 51 50 348

	31.03.2017 Rs.	31.03.2016 Rs.
16. CASH AND CASH EQUIVALENTS		
(A) Balances with banks		
In Current Accounts	1 89 306	2 26 110
Cash on hand	34 489	7 692
	2 23 795	2 33 802
(B) Margin money deposit for LC/Guarantee	25 42 525	23 83 146
	27 66 320	26 16 948
17. SHORT-TERM LOANS AND ADVANCES		
Tax payments pending Adjustments (Net)	7 85 579	7 87 613
Advance to Suppliers	2 13 88 742	1 92 00 701
Other Advances:		
Unsecured -Considered good	57 23 109	50 10 227
Unsecured -Considered doubtful	14 51 537	14 51 537
Less: Allowance for bad and doubtful advances	(14 51 537)	(14 51 537)
	2 78 97 430	2 49 98 541

NEYCER INDIA LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED
31.03.2017

	31.03.2017 Rs.	31.03.2016 Rs.
18.REVENUE FROM OPERATIONS		
(i) Sale of Products		
	16 19 89 184	19 43 20 978
Sale of Trading goods	3 20 97 606	3 02 09 453
(ii) Other Operating Revenue		
Scrap Sales	8 80 233	24 13 079
	19 49 67 023	22 69 43 510
19.OTHER INCOME		
Interest Income	3 23 362	5 64 901
Miscellaneous Income	25 122	51 774
Profit on Sale of Assets	2 499	-
Credits no longer required written back	-	6 17 570
Insurance claim received	60 82 650	4 24 650
Provision for Leave Salary written back	-	48 187
	64 33 634	17 07 082
20.CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK-IN-TRADE		
Opening Stock :		
Finished Stock including Merchandise fitting	6 57 03 794	6 65 59 166
Add : Work-in-Progress	20 82 891	13 88 962
	6 77 86 685	6 79 48 128
Closing Stock :		
Finished Stock including Merchandise fitting	6 10 21 469	6 57 03 794
Add : Work-in-Progress	9 50 640	20 82 891
	6 19 72 109	6 77 86 685
	58 14 576	1 61 443

	31.03.2017	31.03.2016
	Rs.	Rs.
21.EMPLOYEE BENEFITS EXPENSE		
Salaries, wages and bonus	3 47 98 023	3 95 72 402
Contribution to provident and other funds	41 49 680	50 81 216
Staff Welfare Expenses	38 98 136	33 03 264
Provision for Gratuity	31 64 010	44 92 830
Provision for Leave Salary	2 18 982	-
	4 62 28 831	5 24 49 712
22.FINANCE COSTS		
Interest Expense	1 54 16 632	1 75 68 703
Bank Charges	7 84 021	3 92 499
	1 62 00 653	1 79 61 202
23.OTHER EXPENSES		
Consumption of stores and spare parts	84 08 949	88 11 691
Power and fuel	3 79 08 814	4 50 69 296
Rent	25 88 500	18 85 387
Repairs to buildings	3 29 941	87 769
Repairs to machinery	42 74 637	51 14 381
Legal & Professional Charges	34 98 944	62 10 543
Insurance	3 06 938	2 75 802
Rates and Taxes	6 96 237	10 86 174
Freight and Forwarding	6 61 883	3 79 938
Postage and Telephone	10 05 344	10 60 161
Printing and Stationery	7 13 677	5 28 636
Travelling and conveyance	94 48 908	1 14 11 177
Loss On Sale of Asset	-	29 189
Provision for Bad and Doubtful Debts	-	12 26 386
- For Audit	1 50 000	1 00 000
- For Certification	36 000	42 000
- Reimbursement of expenses	23 000	34 400
- For Service Tax	27 400	18 240
Selling Expenses	21 42 786	49 65 125

Advertisement and Publicity	3 48 728	3 46 906
Interest on Delayed remittance of Provident Fund	1 56 629	-
Interest on Delayed remittance of Excise Duty	40 58 961	14 85 618
Interest on Delayed remittance of service tax	72 812	50 978
Interest on Delayed remittance of VAT and CST	7 27 462	6 79 261
Interest on Delayed remittance of ESI	3 605	11 209
Interest on Delayed payment of Gratuity	1 08 670	-
Interest on Delayed remittance of TDS	7 159	3 707
Interest on Delayed remittance to TNEB	84 684	91 665
Increase/ (-) Decrease in Excise Duty on Closing Stock	(4 25 508)	(2 63 366)
Miscellaneous expenses	49 72 973	54 16 877
	8 23 38 132	9 61 59 151

Vide our report of even date attached

- sd - B.S.Shailendra Whole Time Director	- sd - Y.Mohan Prasad Director	- sd - G.Raghavan Company Secretary	For Suri & Co Chartered Accountants Firm Regn. No:004283S
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-sd-
P.Thirukalathiappan
Chief Financial Officer

-sd-
R.Mahesh
Partner
Membership No: 024775

Place: Chennai
Date: 30-05-2017

NEYCER INDIA LIMITED

Regd. Office: 145, ST.MARYS ROAD, ALWARPET, CHENNAI – 600018.

CIN: L26109TN1960PLC004145

**56TH ANNUAL GENERAL MEETING ON 26TH DAY OF SEPTEMBER
2017 AT 10.00 A.M**

Form No. MGT-12

POLLING / BALLOT PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Sl. No.	Particulars	Details
1	Name of the First Named Shareholder (In block letters)	
2	Postal Address	
3	Registered Folio No / *Client ID No: (*Applicable to Investors holding shares in dematerialized form)	
4	Class of Share	EQUITY

I hereby exercise my vote in respect of Ordinary / Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Resolution Number	Description of Resolution	No. of Shares held by me	I assent to the resolution	I dissent to the resolution
Ordinary Business				
1	To Consider and adopt the Audited Statements of Account for the year ended 31st March, 2017 and the Reports of Directors and the Auditors thereon.			
2	Re-appointment of Shriwho retires by rotation as a Director			
SPECIAL BUSINESS				
3 SPECIAL RESOLUTION	Appointment of M/s.. Chartered Accountants as statutory auditors and fixing their remuneration.			
4 SPECIAL RESOLUTION	Reappointment of Mr.as Whole time Director			

INSTRUCTIONS

1. Members may fill up the Ballot Form printed overleaf and submit the same in a sealed envelope to the Scrutinizer,Unit: or to his email id as to reach by 5.00 p.m. on or before 2017. Ballot paper received thereafter will strictly be treated as if not received.
2. The Company will not be responsible, if the envelope containing the Ballot Form is lost in transit.
3. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
4. In the event a member casts his votes through both the processes, I.e., e-voting and Ballot Form, the votes in the electronic system will be considered and the Ballot Form will be ignored.
5. The right of voting through Ballot Form shall not be exercised by a proxy.
6. To avoid fraudulent transactions, the identity / signature of the members holding shares in electronic / demat form is verified with the specimen signatures furnished by NSDL / CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company (i.e.,M/s. Cameo Corporate Service Ltd.). Members are requested to keep the same updated.
7. There will be only one Ballot Form for every Folio / DP ID / Client ID irrespective of the number of joint members.
8. In case of Joint Holders, the Ballot Form should be signed by the first named shareholder and in his/her absence by the next named shareholders. Ballot Form signed by the Joint Holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Form signed by o ither joint holders.
9. Where the Ballot Form has been signed by an authorised representative of the body corporate / Trust / Society, etc, a certified copy of the relevant authorization / Board resolution to vote should accompany the Ballot Form.
10. Instructions for the e-voting procedure are available in the Notice of the AGM and are also placed on the website of the Company.

NEYCER INDIA LIMITED
Regd. Office: 145, ST.MARYS ROAD, ALWARPET, CHENNAI – 600018.
CIN: L26109TN1960PLC004145
56TH ANNUAL GENERAL MEETING ON 26TH DAY OF SEPTEMBER
2017 AT 10.00 A.M
FORM MGT-11
Proxy form

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

Name of the member (s):

Registered address:

E-mail Id:

Folio No / Client Id:

DP ID:

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

1. Name:

2. Name:

Address:

Address:

E-mail Id

E-mail Id:

Signature:.....,.....or failing him/her

Signature:.....,..... or failing him/her

3. Name:

Address:

E-mail Id.....

Signature:.....,.....or failing him/her

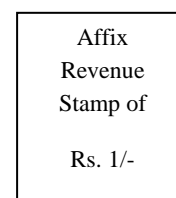
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 42nd Annual general meeting, to be held on, the..... day of 2017 at a.m. atand at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Description of Resolution
Ordinary Business	
1.	To Consider and adopt the Audited Statements of Account for the year ended 31st March, 2017 and the Reports of Directors and the Auditors thereon
2.	Re- appointment of Shri(DIN)who retires by rotation and being eligible, offers himself for re-appointment
Special Business 3.	Appointment of M/s.....Chartered Accountants as statutory auditors and fixing their remuneration.
4	Appointment of Mr. as Whole time Director

Signed this..... day of..... 2017

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. Your proxy will be entitled to vote in the manner as he / she may deem appropriate.
2. For the Resolutions No.3 please refer to the Notice of theth Annual General Meeting.
3. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights, In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

NEYCER INDIA LIMITED

Regd. Office: 145, ST.MARYS ROAD, ALWARPET, CHENNAI – 600018.

CIN: L26109TN1960PLC004145

**56TH ANNUAL GENERAL MEETING ON 26TH DAY OF SEPTEMBER
2017 AT 10.00 A.M**

ATTENDANCE SLIP

Please complete the attendance slip and hand over at the entrance of the Meeting Hall.

Name & Address of the Shareholder(s) (In block letters):

Joint Holder's Name (In block letters):

No of Shares Held :

I/We hereby record my/our presence at the 56th Annual General Meeting of the Company, at 56th Annual General Meeting On 26th Day Of September 2017 At 10.00 A.M

Signature of shareholder / Joint Holder / Proxy attending the Meeting.....

Note: Person attending the Meeting is requested to bring this Attendance Slip and Annual Report with him / her. Duplicate Attendance Slip and Annual Report will not be issued at the Annual General Meeting.

COMPANIES ROUTE MAP

