

YKM INDUSTRIES LIMITED

YKM INDUSTRIES LIMITED

CIN : L05001TN1994PLC028263

BOARD OF DIRECTORS

Sri. YERABHAGHA MEERA REDDY

MANAGING DIRECTOR

Smt. Y. M. R. PRASOONA

Sri. N. G. ANBUMANI

Sri. D. LOGANATHAN

BANKER

AXIS BANK LTD.

AUDITORS

GANESH VENKAT & CO.

Chartered Accountants

New No. 2, (Old No. 25), Chengalvaryan Street,

1st Floor, Shenoy Nagar,

Chennai – 600 030.

SHARES LISTED AT

The Stock Exchange Mumbai

REGISTERED OFFICE

No. 4, Jayalakshmipuram

1st Street, Nungambakkam

Chennai – 600 034.

YKM INDUSTRIES LIMITED

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Twenty Second Annual General Meeting of **YKM INDUSTRIES LIMITED** will be held on Friday, **the 30th Day of September 2016** at **02.00 P.M.** at No.4, Jayalakshmipuram, 1st Street, Nungambakkam, Chennai – 600034 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2016, including the audited Balance Sheet as at 31st March, 2016, the Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Loganathan Dhakshinamoorthy who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment of Auditors and fix their remuneration

“RESOLVED THAT, pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder(including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to the recommendations of the Audit Committee and pursuant to the resolution passed by the members at the Annual General Meeting held on September 29, 2014, the appointment of **M/s. Ganesh Venkat & Co**, Chartered Accountants (Firm registration number 005293S),as the auditors of the Company to hold office till the conclusion of Twenty Third Annual General Meeting of the Company to be held in the calendar year 2017 (subject to ratification of the appointment by the members at every AGM by means of an Ordinary Resolution to be held after this AGM) be and is hereby ratified and the Board of Directors be and are hereby authorized to fix the remuneration payable to them for the financial year ending 31st March, 2017 as may be determined by the Audit Committee in consultation with the Auditors,.”

/By Order Of The Board /

For **YKM INDUSTRIES LIMITED**

Place : Chennai

Yerabhogha Meera reddy

Date :30.05.2016

MANAGING DIRECTOR

YKM INDUSTRIES LIMITED

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a 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. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The instrument appointing the proxy, duly completed must be deposited at the registered office of the Company atleast 48 hours before the Commencement of the meeting. A blank proxy form is attached.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. Members/Proxies/Authorized Representatives should bring duly filled Attendance Slip sent herewith to attend the meeting.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from September 28, 2016 to September 30, 2016 (both days inclusive) for the purpose of Annual General Meeting for the financial year 2015-16.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The relevant details as required by the Secretarial Standards of persons seeking appointment/re-appointment as Director, is provided in the annexure.
8. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified true copy of the Board Resolution authorizing their representative to attend and vote on

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their behalf at the meeting.

Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS)/ Electronic Clearing Service (ECS) mandates, nominations, power of attorney, change of address, change of name and e-mail address, etc., to their Company's Registrar and Share Transfer Agent (RTA), M/s. GNSA Infotech Limited, Chennai. Changes intimated to the Registrar and Share Transfer Agent (RTA) will then be automatically reflected in the Company's records which will help the Company and M/s. GNSA Infotech Limited, Chennai to provide efficient and better services.

9. Members holding shares in physical form are requested to send all correspondence with respect to the updation of their bank details, transfer of shares, change of address, conversion of physical shares into Demat form etc., to M/s. GNSA Infotech Limited, Chennai.
10. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company for assistance in this regard.
11. Members may visit Company's website: www.ykmindustries.com and contact us at e-mail: ykmindustrieslimited@gmail.com or ykminds@gmail.com
12. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing a facility to its members to exercise their votes electronically through the remote e-voting facility arranged by National Securities Depository Limited (NSDL) for all items of business as set out in the notice of the AGM and confirms that the business can be transacted through e-voting in pursuance of the above provisions. The facility for voting through ballot/poll paper will also be made available at the AGM and the members who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through voting by ballot/poll paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes

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again. The Notice of the 22nd AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent to all members by Registered Post/Speed Post.

13. The Company is concerned about the environment and utilizes the natural resources in a sustainable way. We request you to update your email address with RTA to enable us to send Annual Report, Notices and all other communications via email.
14. Members who are holding shares in more than one folio are requested to intimate to the Registrar and Share Transfer Agent, the details of all folio numbers for consolidation into a single folio.
15. Members desiring any information as regards the financial statements are requested to write to the Company at least seven days before the date of the meeting.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.

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PROFILE OF THE DIRECTORS BEING RE-APPOINTED / APPOINTED

The brief resume of each of the Directors who are proposed to be appointed/re-appointed is given below:

Name of the Director	Loganathan Dhakshinamoorthy
Director Identification Number (DIN)	02298925
Qualification	Master in Financial Management (MFM)
Experience	15 years in Accounting Management
Date of Birth	06/08/1978
Date of Appointment	12/08/2010
Profile	Master degree holder in Financial Management having 15 years of experience
Directorship in other Companies	Scenet Trading Private Limited
Shareholding in the Company	Nil
Remuneration Sought to be paid	Nil

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Instructions for e-voting

The complete detail of the instructions for e-voting is annexed to this

Registered Folio No. / DP ID No. / Client ID No.	Number of shares held:
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Dear Member,

Subject: Instructions for e-voting

Pursuant to the provisions of section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility, additionally, to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 22nd Annual General Meeting to be held on Friday, the 30th Day of September, 2016 at 02.00 P.M. (IST). The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility.

The e-voting facility is available at the link <https://www.evoting.nsdl.com>

The electronic voting particulars are set out below:

EVEN (E-voting Event Number)	User ID	Password

Please read the instructions printed below before exercising your vote.

These details and instructions form an integral part of the Notice for the Annual General Meeting to be held on September 30, 2016

Steps for Remote e-voting

1. Open the internet browser and type the following URL:
URL: <https://www.evoting.nsdl.com>
2. Click on Shareholder Login
3. If you are already registered with NSDL for e-voting, then you can use your existing User ID and Password for Login.

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4. If you are logging for the first time, please enter the User ID and Password provided in this document.
5. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. Home page of e-Voting opens. Click on e-Voting: Active E-voting Cycles.
7. Select “EVEN” of YKM INDUSTRIES LIMITED.
8. Now you are ready for e-Voting as Cast Vote page opens.
9. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
10. Upon confirmation, the message “Vote cast successfully” will be displayed.
11. Once you have voted on the resolutions, you will not be allowed to modify your vote.
12. For the votes to be considered valid, the institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at csdhanapal@gmail.com with a copy marked to evoting@nsdl.co.in
13. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
14. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

General Instructions:

1. The facility for voting through ballot/poll paper shall be made available at the AGM and the members attending the meeting who have not cast their

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vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

2. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
3. The remote e-voting period commences on 09.00 A.M. on Tuesday, September 27, 2016 and ends on 5.00 P.M on Thursday, September 29, 2016.
4. During this period, the shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut- off date (record date) of September 23, 2016, may cast their votes electronically. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
5. Since the Company is required to provide members the facility to cast their vote by electronic means (remote e-voting), shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the September 23, 2016 (and who have not cast their vote electronically during currency of remote e-voting, may only cast their vote at the Annual General Meeting.

5. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the Cut Off date i.e September 23, 2016 may obtain the login ID and password by sending a request in writing at evoting@nsdl.co.in.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no: 1800-222-990.

6. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting/voting at the AGM through ballot paper.
7. Shri. N. Ramanathan, Partner of M/s. S Dhanapal & Associates, A firm of Practicing Company Secretaries (Membership No. FCS6665) has

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been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.

8. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" / "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
9. The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
10. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on September 23, 2016.
11. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.ykmindustries.com and on the website of NSDL within 48 hours of conclusion of the Annual General Meeting and the same shall be communicated simultaneously to the Stock Exchanges.

All documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of declaration of the result of the 22nd Annual General Meeting of the Company.

Place: Chennai

Date: 30.05.2016

By Order Of The Board Of Directors

For YKM INDUSTRIES LIMITED

Yerabhagha Meera Reddy

MANAGING DIRECTOR

YKM INDUSTRIES LIMITED

BOARD'S REPORT

To the Members,

The Directors have great pleasure in presenting the 22nd Annual Report of the Company along with the audited financial statements for the financial year ended March 31, 2016.

FINANCIAL RESULTS

The financial results of the Company for the year ended 31st March, 2016 are summarized below:

(Amount in Rs.)			
Sl. No.	Particulars	Current Year ended 31st March, 2016	Previous Year ended 31st March, 2015
(i)	Revenue from operations (net)	-	-
(ii)	Other Income	-	-
(iii)	Total Income	-	-
(iv)	Operating Expenditure	5,60,880	4,13,845
(v)	Profit before Interest,	(5,60,880)	(4,13,845)
	Depreciation and Amortization and Tax		
(vi)	Finance Costs (net)	-	-
(vii)	Depreciation and Amortisation	-	-
(viii)	Profit before Taxes	(5,60,880)	(4,13,845)
(ix)	Tax Expenses	1,44,447	1,27,878
(x)	Net Profit / (Loss) for the Year	(4,16,433)	(2,85,967)
(xi)	Balance Brought Forward	(6,17,446)	(3,31,479)
	from Previous Year		
(xii)	Balance carried to Balance Sheet	(10,33,879)	(6,17,446)

PERFORMANCE OF THE COMPANY

The company has not made any income during the financial year. Your company has incurred a net loss after tax of Rs. 4,16,433/- during the financial year.

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DIVIDEND

Due to non-availability of profits during the financial year, your Directors do not recommend any dividend for the financial year 2015-2016

SHARE CAPITAL

During the year, your company has not made any allotment, subsequent to which there is no change in the share capital of the company.

TRANSFER TO RESERVES

The Company has incurred loss and has carried the losses to Profit & Loss Account and hence no transfer to General Reserve was made during the Year.

FINANCE

Cash and cash equivalent as at March 31, 2016 amounted to Rs. 4,48,75,668/-.

DEPOSITS

During the year, your Company has not accepted any Deposits.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

There were no loans and guarantees given by the Company falling under Section 186 of the Companies Act, 2013. Particulars of investments covered under Section 186 forms part of the notes on financial statements provided in this Annual Report.

DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board has not appointed any directors during the financial year. Neither any of the Directors has resigned during the financial year.

Name of Director/Key Managerial Personnel	Designation	Date of Appointment	Date of Resignation
NIL			

Declaration by Independent Directors

During the year the company was looking for Independent Directors with suitable qualifications and accordingly this may not be applicable for the Company for the financial year ended 31.03.2016.

However after the closure of the financial year, the company has appointed Independent directors on the Board and this requirement of declaration from Independent Director is met in the current year.

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BOARD MEETINGS HELD DURING THE FINANCIAL YEAR

During the year, 4 (Four) Board Meetings were convened and held as given below. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

Board Meeting Date	Attendance	Details
30.05.2015	All directors	present
14.07.2015	All directors	present
28.08.2015	All directors	present
13.11.2015	All directors	present
12.02.2016	All directors	present

BOARD COMMITTEES

The Board has two committees namely, Audit Committee and Shareholders/Investors Grievances Committee. The Composition of the primary Committees and their meeting dates are given below:

Name of the Committee	Composition	Details of Meetings held during the year
Audit Committee	Comprises of two Non-Executive Independent Directors and one Executive Director. Mr. N.G. Anbumani. Chariman Mr. D. Loganathan Mr. Y. Meera Reddy	Four meetings were held during the year on the following dates:- May 30, 2015 July 14, 2015 November 13, 2015 February 12, 2016
Shareholders/ Investors Grievances Committee	Comprises of two Non-Executive Directors. Mr. N. G. Anbumani -Chariman Mrs. Y. M. R. Prasoona	Four meetings were held during the year on the following dates:- May 30, 2015 July 14, 2015 November 13, 2015 February 12, 2016

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Details of recommendations of Audit Committee which were not accepted by the board along with reasons

The Audit Committee generally makes certain recommendations to the Board of Directors of the Company during their meetings held to consider any financial results (Unaudited and Audited) and such other matters placed before the Audit Committee as per the Companies Act, 2013 and Listing Agreement from time to time. During the year the Board of Directors has considered all the recommendations made by the Audit Committee and has accepted and carried on the recommendations suggested by the Committee to its satisfaction. Hence there are no recommendations unaccepted by the Board of Directors of the Company during the year under review.

DETAILS OF POLICIES DEVELOPED BY THE COMPANY

Board Diversity

The Company recognizes and values the importance of a diverse board as part of its success. The Company believes that a truly diverse Board will leverage differences in ideas, knowledge, thought, perspective, experience, skill sets, age, ethnicity, religion and gender which will go a long way in retaining its competitive advantage. The company was looking for qualified independent directors to meet the requirements of provisions of Companies Act, 2013 which will help in better diversification of board.

This requirement will be met in the forthcoming financial year.

Whistle-Blower Policy Vigil Mechanism

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil (Whistle Blower) mechanism provides a channel to the Employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Code of Conduct or Policy. The mechanism provides for adequate safeguards against victimization of employees and directors to avail of the mechanism and also provide for direct access to the Chairman of the Board/Chairman of the Audit Committee in exceptional cases.

In line with the statutory requirements, the Company has formulated a Whistle Blower Policy/Vigil Mechanism, which covers malpractices and events which

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have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is or is likely to be affected and formally reported by whistle blowers concerning its employees.

The Managing Director is responsible for the administration, interpretation, application and review of this policy. The Managing Director is also empowered to bring about necessary changes to this Policy, if required at any stage with the concurrence of the Audit Committee. The mechanism also provides for access to the Chairman of the Audit Committee in required circumstances.

EVALUATION OF BOARD, COMMITTEE AND DIRECTORS

The evaluation of board, committee and directors could not be done, as the company did not find any suitable candidate for appointment as Independent Director on the Board during the financial year.

This requirement of evaluation of Board will be met in forthcoming financial years.

Training and familiarization program for independent directors

Training and familiarization programmes were not conducted during the year, as the company did not find any suitable candidate for appointed as Independent director on the Board during the year.

This requirement will be met in the forthcoming financial years

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Since the Company did not have any operations during the year, preparation of Management Discussion and Analysis Report may not be applicable to the company..

NAMES OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR

Your Company has no subsidiaries, joint venture or associate companies and hence the disclosure does not arise.

AUDITORS

Statutory Auditors

At the Annual General Meeting held on 25th September, 2014, M/s. Ganesh Venkat & Co.,, Chartered Accountants, were appointed as Statutory Auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2017. In terms of the first proviso to Section 139 of the Companies Act, 2013, the matter of appointment of the auditors shall be placed for ratification at every Annual General Meeting of the company. Accordingly, the appointment of M/s. Ganesh Venkat & Co., Chartered Accountants, as statutory auditors of the company, is placed for ratification by the shareholders. In this regard, the Company has received a certificate from the auditors to the effect that their appointment is ratified by the shareholders, it would be in accordance with the provisions of Section 141.

Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. S Dhanapal & Associates, a firm of Practicing Company Secretaries to undertake the Secretarial Audit of the Company. The Secretarial Audit Report for the financial year 2015-2016 is annexed herewith as marked as Annexure A and forms part of this report.

PARTICULARS OF EMPLOYEES AND REMUNERATION

Details as required under Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- (i) Details of the employees employed throughout the year and drawing remuneration which in the aggregate exceeds Rupees One Crore and two lakhs or more per annum, during the financial year.

During the year, no employees were in receipt of remuneration exceeding Rs. One Crore and Two Lakhs in aggregate, per annum.

- (ii) None of the employees employed for a part of the financial year, was in receipt of remuneration for any part of that year, which, in the aggregate exceeds Rupees Eight Lakh and Fifty Thousand per month, during the financial year.

- (iii) None of the employees except Managing Director hold by himself or along with his/her spouse and dependent children, more than two percent of the equity shares of the Company.

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Details required as per Section 197 and Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Percentage increase in the median remuneration of employees in the financial year

Name of Director/KMP	Amount of Remuneration Per Annum	Ratio of remuneration to median remuneration of employees for the FY	% increase in remuneration during the FY	Comparison of remuneration to performance of company
NIL				

During the year, none of the employees were in receipt of remuneration.

Number of permanent employees on the rolls of the company as on 31.03.2016

There were no employees registered on the rolls of the Company as of 31st March 2016.

Explanation on relationship between average increase in remuneration and company performance

Since there was no remuneration given during the year to employees, it does not have impact on company's performance

Variations in Market Capitalization of the Company

There has been no trading in the shares on any of the stock exchanges during the year under review and hence this data has not been provided.

Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;

There was no increment found in salaries of the employees in your company during the financial year.

The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of

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the highest paid director during the year

There are no employees who receive remuneration in excess of the highest paid Director during the year.

Details of pecuniary relationship or transactions of the non-executive directors vis-à-vis the company

There are currently three Non-Executive Directors in the company of which two directors are Independent Directors. They are not in receipt of any sitting fee for any of the meetings attended.

Ms. Yerabhagha Meerareddy Prasoona, Non-Executive and Non-Independent Director holds 3,31,610 Equity shares as of 31st March 2016.

Mr. Anbumani Neikkuppi Govindarajan, Non-Executive and Independent Director as of 31st March, 2016.

Mr. Loganathan Dhakshinamoorthy, Non-Executive and Independent Director as of 31st March, 2016.

They do not have any pecuniary relationship or transactions with the Company.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The company does not have any operations and board is of opinion that internal financial control is sufficient to meet the current requirements of the company.

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

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The Company has not received any complaint on sexual harassment during the financial period ended 31.03.2016.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN

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STATUS AND COMPANY'S OPERATIONS IN FUTURE

During the year 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

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAS OCCURRED SINCE 31.03.2016 TILL THE DATE OF THIS REPORT

There are no material Changes and commitments affecting the financial position of the company which has occurred since 31.03.2016 till the date of this report

EXTRACT OF ANNUAL RETURN

An extract of the Annual Return in form MGT-9 is annexed herewith as marked as Annexure B and forms part of this report.

RELATED PARTY TRANSACTIONS

As required under Listing Obligations and Disclosure Requirements, 2014, the company has developed a policy on dealing with Related Party Transactions and such policy is disclosed on the company's website www.ykmindustries.com

There were no related party transactions as contemplated under Section 188 of Companies Act, 2013 entered into during the financial year by the company with its Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

The details of Related Party Transactions as required under AS-18 are provided in the Notes to the Accounts.

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

The details on Conservation of energy, technology absorption, foreign exchange earnings and outgo is annexed herewith as marked as Annexure C and forms part of this report.

DIRECTOR'S RESPONSIBILITY STATEMENT

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- i. In the preparation of the annual accounts, the applicable accounting

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standards have been followed.

- ii. The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- iii. The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. The directors have prepared the annual accounts on a going concern basis.
- v. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi. The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

DEPOSITORY SYSTEM

Pursuant to the Directions of the Securities and Exchange Board of India, the Company's Securities has been dematerialized and also admitted into National Securities Depository Limited and has been allotted with ISIN INE332F01018. The Company's Shares are listed.

REPLY TO QUALIFICATIONS IN SECRETARIAL AUDITOR'S REPORT

company does not have any operations and hence has not appointed a Company Secretary, Internal Auditor and Chief Financial Officer. Once the operational performance of the company improves, it will appoint company secretary, internal auditor and chief financial officer.

New directors have been appointed on the Board after the closure of the Financial Year and the qualifications pertaining to non appointment of independent directors is being addressed by the company

With regard to certain delay in filings, non filings and advertisements to be given, the company will take necessary steps to ensure that such events are

YKM INDUSTRIES LIMITED

not happening in future.

ACKNOWLEDGEMENTS

The Directors would also like to thank members and bankers for the continued support given by them to the Company and their confidence reposed in the management. The Directors appreciate and value the contributions made by every member of YKM Industries Limited.

By the order of the Board
For **YKM INDUSTRIES LIMITED**

Place : Chennai

Date : 30.05.2016

Sd/
Managing Director

Sd/
Director

YKM INDUSTRIES LIMITED

ANNEXURE -A
FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2016

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

To,
The Members,
YKM INDUSTRIES LIMITED
Chennai.

1. We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. YKM INDUSTRIES LIMITED**, (hereinafter called the company). Secretarial Audit was conducted based on records made available to us, in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion/understanding thereon.
2. Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and made available to us and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we, on strength of those records, and information so provided, hereby report that in our opinion and understandings, the Company, during the audit period covering the financial year ended on March 31, 2016, appears to have complied with the statutory provisions listed hereunder and also in our limited review, the Company has proper and required 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, minutes' book, forms and returns filed and other records maintained by the Company and made available to us, for the financial year ended on March 31, 2016 according to the applicable provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder and the Companies Act, 1956 and the rules made thereunder as applicable;

YKM INDUSTRIES LIMITED

- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings to the applicable extent.
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI ACT'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- vi) The management has informed that there are no laws, which are specifically applicable to the Company:

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Meetings of Board of Directors (SS-1) and General

YKM INDUSTRIES LIMITED

Meetings (SS-2) made effective 1st July, 2015

- ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited and The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (effective 1st December, 2015)

During the period under review, the Company has complied in accordance with the requirements to be met with the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to a required extent, except:

- ♦ Appointment of Company Secretary and Chief Financial Officer as required under Section 203 of the Companies Act, 2013;
- ♦ Appointment of Internal Auditor & Independent Directors
- ♦ Re-constitution of Nomination and Remuneration Committee and Stake Holders Relationship Committee under Section 178 of the Companies Act, 2013;
- ♦ Re-constitution of Audit Committee under Section 177 of Companies Act, 2013;
- ♦ Performance appraisal of Directors, Board and Committees as required under the provisions of Sections 134, 178 read with Schedules IV of the Companies Act, 2013;
- ♦ Filing of e-forms for consideration and approval of the unaudited financial results for every quarter.
- ♦ It is represented to us that the company has initiated measures, wherever required, to address issues raised by the statutory authorities and letters / notices received by the Company during the financial year under various enactments as applicable to the Company.

We further report that the related documents that we have come across depict that:

The Board of Directors of the Company is constituted as applicable with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and there were no changes in the composition of the Board of Directors.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in

YKM INDUSTRIES LIMITED

advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

We further report that based on our limited review of the compliance mechanism established by the Company, there appear adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company has not sought the approval of its members as it was not required.

We further report that our Audit was subjected only to verifying adequacy of systems and procedures that are in place for ensuring proper compliance by the Company and we are not responsible for any lapses in those compliances on the part of the Company.

Place: Chennai

For **S Dhanapal & Associates**

Date: 30.05.2016

Sd/

N RAMANATHAN
(Partner)
FCS 6665
CP No. 11084

This Report is to be read with our testimony of even date which is annexed as Annexure A and forms an integral part of this report.

YKM INDUSTRIES LIMITED

ANNEXURE B
Form No. MGT-9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31st March 2016
of
YKM INDUSTRIES LIMITED

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

I. REGISTRATION AND OTHER DETAILS

- i CIN : L05001TN1994PLC028263
- ii Registration Date : 04.08.1994
- iii Name of the Company: YKM Industries Limited
- iv Category / Sub-Category of the Company : Company limited by shares / Indian Non-Government Company
- v Address of the Registered Office and Contact Details :
No. 4, Jayalakshmipuram, 1st Street, Nungambakkam, Chennai - 600 034. Contact Number: 04442113810
- vi Whether Listed Company (Yes / No) Yes
- vii Name, Address and Contact details of Registrar and Transfer Agent, if any M/s **GNSA INFOTECH LIMITED**
Regd Office: STA Department, Nelson Chambers, 4th Floor, F Block, No. 115, Nelson Manickam Road, Aminjikarai, Chennai - 600 029.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of Main Products / Services	NIC Code of the Product/ Service	% to total turnover of the company
During the year no activity was carried on by the Company			

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: NIL

Sl. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
-	-	-	-	-	-
-	-	-	-	-	-

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

I). Category -wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% of Change During The year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares
(A) Promoters								
(1) Indian								
(a) Individual / HUF	2876880	-	2876880	64.07	2876880	-	2876880	64.07
(b) Central Govt.	-	-	-	-	-	-	-	-
(c) State Govt (s)	-	-	-	-	-	-	-	-
(d) Bodies Corp.	-	-	-	-	-	-	-	-
(e) Banks / FI	-	-	-	-	-	-	-	-
(f) Any Other...	-	-	-	-	-	-	-	-
Sub-Total (A)(1)	2876880	-	2876880	64.07	2876880	-	2876880	64.07
(2) Foreign								
(a) Individual / HUF	-	-	-	-	-	-	-	-
(b) Central Govt.	-	-	-	-	-	-	-	-
(c) State Govt.	-	-	-	-	-	-	-	-
(d) Bodies Corp.	-	-	-	-	-	-	-	-
(e) Banks / FI	-	-	-	-	-	-	-	-
(f) Any Other...	-	-	-	-	-	-	-	-
Sub-Total (A)(2)	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A)=(A)(1) + (A)(2)	2876880	-	2876880	64.07	2876880	-	2876880	64.07

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(B) Public Shareholding	
(1) Institutions	
(a) Mutual Funds	-
(b) Banks / FI	-
(c) Central Govt.	-
(d) State Govt (s)	-
(e) Venture Capital Funds	-
(f) Insurance Companies	-
(g) FII	-
(h) Foreign Venture Capital Funds	-
(i) Others (Specify)	-
OCB	-
Sub-Total (B)(1)	-
(2) Non-Institutions	
(a) Bodies Corp.	
i. Indian	452500
ii. Overseas	-
	18900
	471400
	10.50
	452500
	18900
	471400
	10.50

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(b) Individuals						
i.	Individual shareholders holding nominal share capital upto Rs.1 lakh	12600	459610	472210	10.52	452500
ii.	Individual shareholders holding nominal share capital in excess of Rs.1 lakh	572210	97200	669410	14.91	572210
(c)	Non Resident Indians	-	-	-	-	-
	Sub-Total (B)(2)	1037310	575710	1613020	35.93	1037310
	Total Shareholding of Public					575710
	(B) = (B) (1) + (B) (2)	1037310	575710	1613020	35.93	1037310
	(C) Shares held by custodian for GDRs & ADRs	-	-	-	-	-
	Grand Total (A+B+C)	3914190	575710	4489900	100	3914190
						575710
						4489900
						100

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ii). Share Holding of Promoters:

Sl. No.	Shareholders' Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of change during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Y Meera Reddy	24,16,460	53.82	Nil	24,16,460	53.82	Nil	Nil
2	YMR Prasoonna	3,31,610	7.39	Nil	3,31,610	7.39	Nil	Nil
3	A H Kishore	1,28,810	2.87	Nil	1,28,810	2.87	Nil	Nil
	Total	28,76,880	64.07	Nil	28,76,880	64.07	Nil	Nil

iii). Change in Promoters' Shareholding (Please specify, if there is no change):

Sl. No.	Particulars	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	-	-	-	-
2	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	-	-
	At the end of the year	-	-	-	-

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

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
At the beginning of the year					
1	Bay Life Exports Limited	4,52,500	9.39	4,52,500	9.39
2	Rajani V	2,88,900	6.00	2,88,900	6.00
3	Varadarajan C. M.	2,45,300	5.09	2,45,300	5.09
4	A. Prathima	38,010	0.79	38,010	0.79
5	Uma Suresh	33,400	0.69	33,400	0.69
6	Jayaraman K	23,000	0.48	23,000	0.48
7	Venkatachalam V	15,700	0.33	15,700	0.33
8	Sathiamurthi R	14,900	0.31	14,900	0.31
9	MBFS Investments Pvt Ltd.	14,600	0.30	14,600	0.30
10	Selvakumari V	10,200	0.21	10,200	0.21
Date wise increase / decrease in promoters shareholding 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)					

1	Bay Life Exports Limited	4,52,500	9.39	4,52,500	9.39
2	Rajani V	2,88,900	6.00	2,88,900	6.00
3	Varadarajan C. M.	2,45,300	5.09	2,45,300	5.09
4	A. Prathima	38,010	0.79	38,010	0.79
5	Uma Suresh	33,400	0.69	33,400	0.69
6	Jayaraman K	23,000	0.48	23,000	0.48
7	Venkatachalam V	15,700	0.33	15,700	0.33
8	Sathiamurthi R	14,900	0.31	14,900	0.31
9	MBFS Investments Pvt Ltd.	14,600	0.30	14,600	0.30
10	Selvakumari V	10,200	0.21	10,200	0.21

v). Shareholding Pattern of Directors and Key Managerial Personnel:

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
At the beginning of the year					
1	Yerabgha Meera Reddy (Managing Director)	24,16,460	53.82	24,16,460	53.82
2	Yerabgha Meera Reddy Prasanna (Non Executive Director)	3,31,610	7.39	3,31,610	7.39
3	Anbumani Neikkuppi Govindarajan (Independent Director)	-	-	-	-

YKM INDUSTRIES LIMITED

4	Loganathan Dhakshinamoorthy (Independent Director)	-	-	-	Nil	-	-
1	Yerabgha Meera Reddy (Managing Director)	24,16,460	53.82	24,16,460	53.82	-	-
2	Yerabgha Meera Reddy Prasoona (Non Executive Director)	3,31,610	7.39	3,31,610	7.39	-	-
3	Anbumani Neikuppan Govindarajan (Independent Director)	-	-	-	-	-	-
4	Loganathan Dhakshinamoorthy (Independent Director)	-	-	-	-	-	-

V). INDEBTEDNESS: NIL
Indebtedness of the company including interest outstanding / accrued but not due for payment

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

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VI). REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL: NIL
A Remuneration of Managing Director, Whole time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD / WTD / Manager		Total Amount
1	Gross Salary			
(a)	Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	-	-	-
(b)	Value of perquisites U/s 17(2) of the Income-tax Act, 1961	-	-	-
(c)	Profits in lieu of Salary under Section 17(3) of the Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission -as % of profit -others, specify	-	-	-
5	Others Retirement Benefits	-	-	-
Total (A)		-	-	-
	Ceiling as per the Act			

B. Remuneration to other Directors:

Sl. No.	Name of Directors	Particulars of Remuneration			Total Amount
		Fee for attending Board /Committee Meetings	Commission	Others, please specify	
Independent Directors: NIL					
1					
2					
3					
Total (1)					
Other Non-Executive Directors					
1					
2					
3					
4					
5					
Total (2)					
Total (B) = (1 + 2)		-	-	-	-
Total Managerial Remuneration					
Overall Ceiling as per the Act					

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A. Remuneration of Key Managerial Personnel other than MD / WTD / Manager: NIL

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO	CS	CFO	
1	Gross Salary				
(a)	Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961				
(b)	Value of perquisites U/s 17(2) of the Income-tax Act, 1961				
(c)	Profits in lieu of Salary under Section 17(3) of the Income-tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission				
-	as % of profit				
-	others, specify				
5	Others Retirement Benefits				
	Total	-	-	-	-
	Ceiling as per the Act				

VII). PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES: NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made,\\ if any (give details)
(A) Company:					
Penalty					
Punishment					
Compounding					
(B) Directors;					
Penalty					
Punishment					
Compounding					
(C) Other Officers in Default					
Penalty					
Punishment					
Compounding					

By the order of the Board
For **YKM INDUSTRIES LIMITED**

Place: Chennai
Date: 30.05.2016

Sd/
MANAGING DIRECTOR

Sd/
DIRECTOR

YKM INDUSTRIES LIMITED

ANNEXURE C TO DIRECTORS REPORT

CONSERVATION OF ENERGY

There was no Power & Fuel consumption during the year in your company.

RESEARCH AND DEVELOPMENT

During the year, your company has not carried out any Research & Development activities and the expenditures related to Research & Development are NIL.

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

During the year, your company has not taken any steps to adopt any new technologies and has not enjoyed any benefits out of the latest technologies and innovations.

FOREIGN EXCHANGE EARNINGS AND OUTGO

Sl. No.	Particulars	Year ended 31.03.2016 (Rs.)	Year ended 31.03.2015 (Rs.)
1.	Foreign exchange earnings	-	-
2.	CIF Value of Imports	-	-
3.	Expenditure in foreign currency	-	-
4.	Dividend paid in foreign currency	-	-

By the order of the Board
For YKM INDUSTRIES LIMITED

Place: Chennai
Date: 30.05.2016

Sd/
MANAGING DIRECTOR

Sd/
DIRECTOR

YKM INDUSTRIES LIMITED

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF YKM INDUSTRIES LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of YKM INDUSTRIES LIMITED ("the company"), which comprise the Balance Sheet as at 31 March 2016, the Statement of Profit and Loss and the Cash Flow for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these 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 the maintenance of adequate accounting records in accordance with the provision 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 there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts

YKM INDUSTRIES LIMITED

and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by 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, 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 2016 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 subsection 11 of Section 143 of the Act, we give in the Annexure-A, a statement on the matters specified in paragraphs 3 and 4 of the Order.
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 appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

YKM INDUSTRIES LIMITED

- e) On the basis of written representations received from the directors as on 31 March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2016, from being appointed as a director in terms of Section 164(2) of the Act;
- f) With respect to the adequacy of internal financial control 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 does not have any pending litigation as on the balance sheet date which would impact its financial position.
 - (ii) the Company does not have any long term contracts including derivative contracts as on the balance sheet date.
 - (iii) there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31st March 2016.

For **Ganesh Venkat & Co.**
Chartered Accountants
Firm's Registration No.005293S

Place: Chennai
Date: 30.05.2016

Sd/
L.S.Venkataramanan
Partner
Membership No.024965

YKM INDUSTRIES LIMITED

ANNEXURE-A TO AUDITORS' REPORT

The Annexure referred to in Independent Auditor's Report to the Members of the Company on the financial statements for the year ended March 31, 2016, we report that:-

- (i) The Company does not hold any fixed assets, thus paragraph 3 (i) of the Order is not applicable.
- (ii) The Company does not hold any inventory, thus paragraph 3 (ii) of the Order is not applicable.
- (iii) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Act, thus paragraph 3 (iii) of the Order is not applicable.
- (iv) According to the information and explanations given to us, since the Company has not made any loans, investments, guarantees and securities under section 185 and 186 of the Act, the compliance with the provisions of Section 185 and 186 does not arise.
- (v) The Company has not accepted any deposits from the public.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act for the business of the Company.
- (vii) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues as applicable have been regularly deposited during the year by the Company with the appropriate authorities.
According to the information and explanation given to us, no undisputed amounts payable in respect of aforesaid statutory dues were in arrears as at 31st March 2016 for a period of more than six months from the date they became payable.
- (b) According to the information and explanation given to us, there are no disputed aforesaid statutory dues which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) The Company does not have any loans or borrowings from any financial institution, banks, governments or debenture holders during the year, thus paragraph 3(viii) of the order is not applicable.
- (ix) The Company has not raised any money by way of initial public offer or further

YKM INDUSTRIES LIMITED

public offer and term loans during the year, thus paragraph 3(ix) of Order is not applicable.

- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) Since there is no managerial remuneration during the year, the provisions of section 197 are not applicable to the Company.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi Company, thus paragraph 3(xii) of Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him, thus paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For **Ganesh Venkat & Co.**
Chartered Accountants
Firm's Registration No.005293S

Sd/

Place: Chennai
Date: 30.05.2016

L.S.Venkataramanan
Partner
Membership No.024965

YKM INDUSTRIES LIMITED

ANNEXURE-B TO AUDITORS' REPORT

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

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

Management's Responsibility for Financial Internal Controls

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

Auditor's Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the

YKM INDUSTRIES LIMITED

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

YKM INDUSTRIES LIMITED

Opinion

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

For **Ganesh Venkat & Co.**
Chartered Accountants
Firm's Registration No.005293S

Sd/

Date: 30.05.2016
Place: Chennai

L.S.Venkataramanan
Partner
Membership No.024965

YKM INDUSTRIES LIMITED

**YKM INDUSTRIES LIMITED
BALANCE SHEET**

EQUITY AND LIABILITIES:	Note	As at	
		2016	2015
		(Amount in Rs.)	
1 Shareholders' Funds			
(a).Share Capital	2.1	47,449,500	47,449,500
(b).Reserves & Surplus	2.2	(1,033,879)	(617,446)
2 Current Liabilities			
(a).Other Current Liabilities	2.3	47,063	42,423
	Total	46,462,684	46,874,477
II ASSETS:			
1 Non-Current Assets			
(a).Non-Current Investments	2.4	100,000	100,000
(b).Deferred Tax Assets (Net)	-	1,473,544	1,329,097
(c).Long Term Loans and Advances	2.5	13,472	6,472
2 Current Assets			
(a).Cash and Cash Equivalents	2.6	44,875,668	45,438,908
	Total	46,462,684	46,874,477
III Significant Accounting Policies	1		
The accompanying notes form an integral part of the financial statements			
As per our report of even date		For and on behalf of the Board of Directors	
For Ganesh Venkat & Co. Chartered Accountants Firm's Registration No.005293S			
sd/ L.S.Venkataraman Partner Membership No.024965		sd/ Y.Meera Reddy Managing Director DIN:00591080	sd/ Y.M.R.Prasoona Director DIN:00591274
Place: Chennai Date: 30.05.2016		sd/ N.G.Anbumani Director DIN:02303791	

YKM INDUSTRIES LIMITED

**YKM INDUSTRIES LIMITED
STATEMENT OF PROFIT AND LOSS**

I INCOME:	Note	For the year ended 31st March	
		2016	2015
		(Amount in Rs.)	
(a).Revenue from Operations	-	-	-
Total		-	-
II EXPENSES:			
(b).Other Expenses	2.7	560,880	413,845
Total		560,880	413,845
III Profit/(Loss) before tax	-	(560,880)	(413,845)
IV Tax Expense			
- Current Tax	-	-	-
- Deferred Tax	-	144,447	127,878
V Profit/(Loss) for the year	-	(416,433)	(285,967)
VI Earning per Equity Share of Rs.10 each			
Basic and Diluted	-	(0.09)	(0.06)
VII Significant Accounting Policies	1		

The accompanying notes form an integral part of the financial statements

As per our report of even date For and on behalf of the Board of Directors

For **Ganesh Venkat & Co.**
Chartered Accountants
Firm's Registration No.005293S

L.S.Venkataramanan
Partner
Membership No.024965

Place: Chennai
Date: 30.05.2016

sd/ **Y.Meera Reddy** sd/
Managing Director Y.M.R.Prasoona
DIN:00591080 sd/ DIN:00591274
N.G.Anbumani
Director
DIN:02303791

YKM INDUSTRIES LIMITED

**YKM INDUSTRIES LIMITED
CASHFLOW STATEMENT**

Cash Flow from Operating Activities:	Note	March	
		2016	2015
		(Amount in Rs.)	
Net Profit/(Loss) Before Tax		(560,880)	(413,845)
Adjustments for:			
Depreciation		-	-
Operating Profit Before Working Capital Changes		(560,880)	(413,845)
Adjustments for :			
Trade and Other Receivables		(7,000)	45,800,000
Trade and Other Payables		4,640	17,704
Net Cash from Operating Activities		(563,240)	45,403,859
Cash Flow from Investing Activities :			
Other Income		-	-
Net Cash Flow from Investing Activities		-	-
Cash Flow from Financing Activities :			
Net Cash Used in Financing Activities		-	-
Net Increase/Decrease in Cash & Cash Equivalents :		(563,240)	45,403,859
Cash & Cash Equivalents at the beginning of the Year		45,438,908	35,049
Cash & Cash Equivalents at the End of the Year		44,875,668	45,438,908
Significant Accounting Policies	1		

The accompanying notes form an integral part of the financial statements

As per our report of even date For and on behalf of the Board of Directors

For **Ganesh Venkat & Co.**
Chartered Accountants
Firm's Registration No.005293S

sd/
L.S.Venkataramanan
Partner
Membership No.024965

Place: Chennai
Date: 30.05.2016

sd/
Y.Meera Reddy
Managing Director
DIN:00591080

sd/
N.G.Anbumani
Director
DIN:02303791

sd/
Y.M.R.Prasoona
Director
DIN:00591274

YKM INDUSTRIES LIMITED

Note-1:- Significant Accounting Policies

1.1 Basis for preparation of Financial Statements:

These Financial Statements are prepared in accordance with Indian Generally Accepted Accounting Principles(GAAP) under the historical cost convention on the accrual basis in compliance with the mandatory accounting standards as prescribed under Section 133 of the Companies Act,2013 ('theAct') read with Rule 7 of the Companies (Accounts) Rules 2014, the provisions of the companies Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where newly issued accounting standards is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

1.2 Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting policies requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's knowledge of current events and actions, actual results could differ from those estimates. Difference between the actual results and estimates are recognised in the period in which the results are known/materialised.

1.3 Retirement Benefits to Employees:

The Company does not have any employee and hence liability towards retirement benefit does not arise.

1.4 Investments:

Long Term Investments are stated at cost unless there is a permanent fall in the value. Provision for diminution is made to recognise a decline other than temporary in the value of Long Term Investments.

1.5 Deferred Tax:

Tax expense comprises of deferred tax. Deferred tax resulting from timing difference between book profit and tax profit for the year is accounted based on the rates and laws that have been enacted or substantially enacted as on the Balance Sheet date. However deferred tax assets arising from timing difference are recognised to the extent of reasonable certainty about its realisability in future.

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Note-2 Notes on Financial Statements for the year ended 31st March 2016

	As at 31st March	
	2016	2015
	(Amount in Rs.)	
Note - 2.1		
Share Capital		
Authorised		
7000000 (7000000) Equity Shares of Rs.10/- each	70,000,000	70,000,000
Issued, Subscribed and Paid up		
4489900 (4489900) Equity Shares of Rs.10/- each fully paid-up	44,899,000	44,899,000
Add: Shares Forfeiture A/c	2,550,500	2,550,500
	47,449,500	47,449,500
Note - 2.1.1		
The details of shareholders holding more than 5% shares		
Name of the Shareholder	No.of Shares & % held	No.of Shares & % held
Y.Meera Reddy	2416460(53.82%)	2416460(53.82%)
Y.M.R.Prasoona	331610(7.39%)	331610(7.39%)
Baylife Exports Ltd	452500 (10.08%)	452500 (10.08%)
V.Rajani	288900 (6.438%)	288900 (6.438%)
C.M.Varadarajan	245300 (5.46%)	245300 (5.46%)
Note - 2.2		
Reserves and Surplus		
Surplus in Statement of Profit & Loss		
Opening Balance	(617,446)	(331,479)
Add: Profit/(Loss) for the year	(416,433)	(285,967)
Closing Balance	(1,033,879)	(617,446)
Note - 2.3		
Other Current Liabilities		
Expenses Payable	40,986	33,686
Other Payables	6,077	8,737
	47,063	42,423
Note - 2.4		
Non-Current Investments		
Trade (Quoted)		
Investment in Equity Instruments		
100000 fully paid equity shares of Rs.10 each in Wellness Noni Ltd	9,862,627	9,862,627
Less: Provision for diminution in value of investments	9,762,627	9,762,627
	100,000	100,000

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Note-2 Notes on Financial Statements for the year ended 31st March 2016

	As at 31st March	
	2016	2015
	(Amount in Rs.)	
Note - 2.5		
Long Term Loans and Advances		
(Unsecured, considered good)		
Security Deposit	13,472	6,472
	13,472	6,472
Note - 2.6		
Cash and Cash Equivalents		
Cash on Hand	28,465	18,852
Balance with Banks in current Account	44,847,203	45,420,056
	44,875,668	45,438,908
Note - 2.7		
Other Expenses		
-Administrative Expenses		
Professional Charges	188,420	163,090
Listing Fees	224,720	112,360
Payment to Auditors	80,982	55,056
Other Administrative Expenses	66,758	83,339
	560,880	413,845

YKM INDUSTRIES LIMITED

YKM INDUSTRIES LIMITED

Note-2 Notes on Financial Statements for the year ended 31st March 2016

2.8 Related Party Disclosures:

(i).Particulars of Associates:	Nature of Relationship
Name of the Related Party	
Sri Kausalya Constructions Limited	Associate Company

Transactions with the above related party are as follows:

Particulars	Total 2015-16	Total 2014-15
Property advances received back	-	45,800,000
Outstanding Balances as at 31st March 2015	-	-
Property advance paid	-	-

2.9 Earning Per Share (EPS) :

Profit/(Loss) as per Statement of Profit & Loss	2015-16	2014-15
Weighted No. of equity shares	(416,433)	(285,967)
EPS - Basic	4,489,900	4,489,900
	(0.09)	(0.06)

2.10 Auditors' Remuneration:

- Statutory Audit	2015-16	2014-15
- Certification and Other Services	33,450	22,472

2.11 Based on available information with the company, there are no dues to micro, small and medium enterprises as defined in the micro small and medium enterprise development act, 2006.

2.12 Previous year's figures have been recasted / reclassified, wherever necessary, to conform to the current year's classifications

2.13 Figures are rounded off to the nearest rupee.

The accompanying notes form an integral part of the financial statements

As per our report of even date For and on behalf of the Board of Directors

For **Ganesh Venkat & Co.**

Chartered Accountants

Firm's Registration No.005293S

sd/
L.S.Venkataramanan
Partner
Membership No.024965

Place: Chennai
Date: 30.05.2016

sd/	sd/	sd/
Y.Meera Reddy Managing Director DIN:00591080	Y.M.R.Prasoona Director DIN:00591274	sd/
N.G.Anbumani Director DIN:02303791		

YKM INDUSTRIES LIMITED

Proxy form

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

CIN: L05001TN1994PLC028263

Name of the Company: YKM INDUSTRIES LIMITED

Registered office: No. 4, Jayalakshmipuram 1st Street, Nungambakkam, Chennai-600 034.

Name of the member (s):

Registered address :

E-mail Id :

Folio No/ Client Id :

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

Name:..... E-mail Id:.....

Address:.....

..... Signature:,
or failing him

Name:..... E-mail Id:.....

Address:.....

..... Signature:,
or failing him

Name:..... E-mail Id:.....

Address:.....

..... Signature:,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company, to be held on the Friday, September 30, 2016 at 02.00 P.M. at No.4, Jayalakshmipuram 1st Street, Nungambakkam,

YKM INDUSTRIES LIMITED

Resolution Number	Resolution	Vote (Optional, see Note 2) (Please mention no. of shares)	
Business			
1.	To receive, consider and adopt the audited financial statements for the period ended 31st March, 2016 along with notes and schedules thereon as on that date and the reports of the Directors and Auditors thereon.		
2.	To appoint a Director in place of Mr. Loganathan Dhakshinamoorthy whoretires by rotation and being eligible offers himself for re-appointment		
3.	To ratify the Appointment of Auditors and fixation of their remuneration.		

Signed this..... day of..... 2016

.....
Signature of shareholder

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

Affix Re.1/-
revenue
stamp of

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

It is optional to indicate your preference. If you have the for, against, or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.

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ATTENDANCE SLIP

Venue of the meeting : No.4, Jayalakshmpuram 1st Street, Nungambakkam, Chennai 600034

Date & Time : Friday, September 30, 2016 at 02.00 P.M.

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE.

Name	
Address	

I certify that I am the registered members for the registered shareholder of the Company. I hereby record my presence at the 22nd Annual General Meeting of the Company held on the Friday, September 30, 2016 at 02.00 P.M. at No.4, Jayalakshmpuram 1st Street, Nungambakkam, Chennai - 600034

Signature of Member / Proxy

Note:

1. Electronic copy of the Annual Report for 2016 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Annual General Meeting can print copy of this Attendance Slip.
2. Physical copy of the Annual Report for 2016 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email ids are not registered with the Company or have requested for a hard copy