SPL Industries Ltd.
A Three Star Export House

Plot No. 21, Sector-6,
Faridabad-121 006 (Haryana) INDIA
Tel. : 91-129-2240411, 2306700
2306783

August 31, 2019

The General Manager- Listing **National Stock Exchange of India Limited** Exchange Plaza, Bandra- Kurla Complex, Bandra (E), Mumbai 400051. **NSE Symbol: SPLIL**	Department of Corporate Services **Bombay Stock Exchange Limited** Phirozee Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001. **Scrip Code: 532651**

Subject: 28th Annual Report.

In compliance with Regulation 34 of the Listing Regulations, please find attached herewith 28th Annual Report of the company for the Financial Year 2018-19.

The Annual report for the Financial Year 2018-19 is uploaded on the website of the Company.

Kindly take the same on records.

Thanking you,

For, **SPL Industries Limited**

SPL INDUSTRIES LTD. FARIDABAD

Ashish Yadav
Company Secretary & Compliance Officer

SPL INDUSTRIES LTD.

28TH ANNUAL REPORT 2018-19

SPL INDUSTRIES LTD.

Corporate Profile

Board of Directors
1. Mr. Mukesh Kumar Aggarwal- Managing Director
2. Mrs. ShashiAgarwal - Director
3. Mr.Vijay Kumar Jindal- Director
4. Mr. Arun Kumar- Independent Director
5. Mr. Chanderjeet Singh Bhatia- Independent Director
6. Mr. Rajesh Goyal - Independent Director

Chief Financial Officer
Mr. Sanjay Gupta

Company Secretary
Mr. Ashish Yadav

Bankers
Axis Bank
HDFC Bank

Statutory Auditors
M/s Singhi Chugh & Kumar, Chartered Accountants

Secretarial Auditors
M/s Agarwal S. & Associates, Company Secretaries

Internal Auditors
M/s Vats & Associates, Chartered Accountants

Registrar & Share Transfer Agent
Karvy Fintech Private Limited.

Registered Office
Office No- 202, IInd Floor, Vikramaditya Tower,
Alaknanda Market, Kalkaji,
New Delhi- 110019

Corporate Office
Plot No. 21, Sector-6,
Faridabad, Haryana
Pin Code- 121006.

Plant
Plot No. 21, Sector-6,
Faridabad, Haryana
Pin Code- 121006.

Website
www.spllimited.com

Board Committees

Audit Committee
Mr. Chanderjeet Singh Bhatia- Chairperson
Mr. Arun Kumar- Member
Mr. Mukesh Kumar Aggarwal- Member

Nomination and Remuneration Committee
Mr. Chanderjeet Singh Bhatia- Chairperson
Mr. Arun Kumar- Member
Mr. Rajesh Goyal- Member

Corporate Social Responsibility Committee
Mr. Chanderjeet Singh Bhatia- Chairperson
Mr. Mukesh Kumar Aggarwal- Member
Mrs. Shashi Agarwal- Member

Stakeholder Relationship Committee
Mr. Chanderjeet Singh Bhatia- Chairperson
Mr. Arun Kumar- Member
Mr. Rajesh Goyal- Member
Mr. Mukesh Kumar Aggarwal- Member

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NOTICE

Notice is hereby given that the **28th ANNUAL GENERAL MEETING** of the Members of **SPL INDUSTRIES LIMITED** will be held on **Saturday, 28th September, 2019** at **Essex Farms Private Limited, 4 Aurobindo Marg, New Delhi-110016 at 09:30 A.M.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 and the reports of the Board of Directors and Auditors thereon.

2. To consider appointment of a Director in place of Sh. Vijay Kumar Jindal (DIN- 00231517), who retires by rotation and being eligible, offers himself for re-appointment.

3. To ratify the appointment of M/s Singhi Chugh & Kumar, Chartered Accountants (Firm Registration No. 013613N) as Statutory Auditors of the Company for the financial year 2019-20, who were appointed to hold office from the conclusion of the 25th Annual General Meeting upto to the conclusion of the 30th Annual General Meeting with ratification by the member in every Annual General meeting and authorise Mr. Mukesh Kumar Aggarwal, Managing Director of the Company to fix their remuneration.

By order of the Board
For SPL Industries Limited

Mukesh Kumar Aggarwal
Managing Director
DIN 00231651
C-1/4, Sector-11, Faridabad
Haryana - 121007

Place: Faridabad
Date: August 13, 2019

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY DULY COMPLETED, STAMPED AND SIGNED SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF MEETING. A BLANK PROXY FORM IS ENCLOSED. PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING.**

2. 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 member.

3. Revenue stamp should be affixed on the Proxy Form. Forms which are not stamped are liable to be considered invalid. It is advisable that the Proxy holder's signature may also be furnished in the Proxy form, for identification purpose.

4. Every member entitled to vote at a meeting of the company or on any resolution to be moved there at, shall be entitled during the period beginning twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention to inspect is given to the company.

5. Corporate members, intending to send their authorized representatives to attend the meeting, are requested to send a duly certified copy of the Board resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the meeting.

6. In compliance with provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (Listing Obligations and Disclosure Requirements)(Amendment) Regulations, 2018 as well as Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is offering Remote E- voting facility to all the Shareholders of the Company in respect of items to be transacted at this Meeting. The Company has engaged the services of Karvy Fintech Private Limited (Karvy) for facilitating remote e-voting for AGM.

   The user-id & password along with the procedure and instructions for Remote e-voting are given hereunder. All members are requested to read those instructions carefully before casting their e-vote.

   The facility for voting through polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM. 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.

   The Company has appointed Shri Sachin Agarwal, Partner, Agarwal S. & Associates, Company Secretaries, New Delhi to act as the Scrutinizer, to scrutinize the remote e-voting process and electronic voting system/ ballot or polling paper voting process at the meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

   Procedure and Instructions for Remote e-voting:

A. In case of Members receiving an e-mail from Karvy [applicable to members whose email IDs are registered with the Company/Depository Participant(s)]::

I. Launch an internet browser and open https://evoting.karvy.com.

II. Enter the login credential i.e. User ID and password mentioned in your email. Your Folio No/DP ID-Client No will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your votes.

III. After entering the details appropriately, click on "LOGIN".

IV. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9), and a special character. The system will prompt you to change your password, contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

V. You need to login again with new credentials.

VI. On successful Login, the system will prompt you to select the E-Voting Event.

VII. On the voting page, the number of shares (which represent the number of votes) as held by the member as on the Cut Off date will appear. If you desire to cast all the votes assenting/dissenting to the resolutions, then enter all shares and click "FOR/AGAINST" as the case may be or partially in "against" but the total number of votes taken together should not exceed your total shareholding as on the record date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.

VIII. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.

IX. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

X. Select the EVENT of SPL Industries Limited and click on – Submit

XI. Now you are ready for e-voting as 'Cast Vote' page opens.

XII. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

XIII. Upon confirmation, the message 'Vote cast successfully' will be displayed.

XIV. 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, along with attested specimen signature of the duly authorised signatory (ies) who are authorised to vote, to the Scrutinizer by an e-mail at sachinag1981@gmail.com with a copy marked to evoting@karvy.com they may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."

XV. Members may alternatively cast their votes the Ballot Form which is sent along with the notice.

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:

I. Initial password is provided as below:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
.....	.....	.....

II. Please follow all steps from Sl. No. (I) to Sl. No. (XV) as in A above, to cast your vote.

C. Other General Instructions:

I. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in downloads section of Karvy's e-voting website https:// evoting.karvy.com.

II. If you are already registered with Karvy for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

III. 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).

IV. 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 cut-off date of 20th Day of September, 2019. Members are eligible to cast vote only if they are holding shares as on that date.

V. The Companies (Management and Administration) Amendment Rules, 2015 provides that the electronic voting period shall close at 5.00 p.m. on the date preceding the date of AGM. Accordingly, the voting period shall commence at 10.00 a.m. on September 25, 2019 and will end at 5.00 p.m. on September 27, 2019. The e-voting module shall be disabled by Karvy at 5.00 p.m. on the same day.

VI. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.

VII. The members who have casted their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.

VIII. Members who have not voted through remote e-voting can cast their vote at the venue.

IX. 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" or "Poling Paper" for all those members who are present at the AGM but have not casted their votes by availing the remote e-voting facility.

X. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes casted at the meeting and thereafter unblock the votes casted 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 casted 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.

XI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.spllimited.com and on the website of Karvy 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 Stock Exchanges.

7. As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief profile of Sh. Vijay Kumar Jindal, Director retiring by rotation and seeking re-appointment under item no. 2 of the notice in accordance with applicable provisions of the Companies Act, 2013 is forming part of the notice.

8. Members are requested to:-

(i) note that copies of Annual Report will not be distributed at the Annual General Meeting.

(ii) deliver duly completed and signed Attendance Slip at the entrance of the meeting venue as entry to the Auditorium will be strictly on the basis of the Entry Slip available at the counters at the venue to be exchanged with the Attendance Slip.

(iii) quote their Folio/Client ID & DP ID Nos. in all correspondence.

(iv) note that due to strict security reasons brief cases, eatables and other belongings are not allowed inside the auditorium.

(v) note that no gifts/coupons will be distributed at the Annual General Meeting.

(vi) note that in case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

9. Members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right at the meeting and that the members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

10. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.

11. The Register of Members and Share Transfer books will remain closed from 21st September, 2019 to 27th September, 2019 (both days inclusive).

12. Taking a Step forward towards "Green initiative" by allowing paperless compliances and pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant provisions of Companies (Management and Administration) Rules, 2014, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to M/s Karvy Fintech Private Limited. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered along with the members those who have not registered their email address, are entitled to receive such communication in physical form upon request.

13. The Registers under the Companies Act, 2013 will be available for inspection at the Registered Office of the Company during business hours between 11.00 am to 1.00 pm except on holidays.

14. Members holding shares in multiple folios in physical mode are requested to apply for consolidation to the Company or our Registrar & Share Transfer Agent along with relevant Share Certificates.

15. Member who hold shares in physical form are requested to notify immediately any change in their addresses to the Registrar and Share Transfer Agent of the Company and to their respective depository participants, in case shares are held in electronic mode.

16. All relevant documents referred to in the accompanying notice and Statutory Registers are open for inspection at the registered office of the Company on all working days (barring Saturday and Sunday) between 11.00 a.m. to 1.00 p.m. prior to the Annual General Meeting.

17. Members may also note that the Notice of the 28th Annual General Meeting & Annual Report 2018-19 shall be available on the Company's website, www.spllimited.com.

18. The Route Map to Essex Farms Private Limited, 4 Aurobindo Marg, New Delhi-110016 is enclosed herewith.

By order of the Board
For SPL Industries Limited

Mukesh Kumar Aggarwal
Managing Director
DIN 00231651
C-1/4, Sector-11, Faridabad
Haryana - 121007

Place: Faridabad
Date: August 13, 2019

BRIEF RESUME OF THE DIRECTORS SEEKING RE-APPOINTMENT AT 28th ANNUAL GENERAL MEETING

Name	Sh. Vijay Kumar Jindal
Date of Birth and Age	23/07/1957 and 62 Years
Qualification	B. Tech
Date of Appointment	01/01/2004
Remuneration	NIL
Number of Meetings of the Board held during the year and number of Board Meetings attended	No. of Meeting during his tenure - 7 No. of Meetings attended - 7
Relationship with any other Director, Manager and other KMP of the Company	Cousin Brother of Sh. Mukesh Kumar Aggarwal Brother in Law of Smt. Shashi Agrawal
Number of shares held in the company	400,900 equity shares
Directorship in other companies	1) SPL Industries Limited 2) BDN Enterprises Private Limited
Chairman/Membership of committees* across all public companies	NIL

*Does not include Chairmanship/Membership in Board Committees other than Audit Committee and Shareholders' Grievance Committee

DIRECTOR'S REPORT

TO THE MEMBERS,

Your Directors have pleasure in presenting the 28th Annual Report of the Company, together with the audited financial statements, for the financial year ended on 31st March, 2019.

SUMMARISED FINANCIAL RESULTS **(Amount Rs.in Lakhs)**

Particulars	2018-2019	2017-2018
Profit/(loss) Before Exceptional & Extraordinary Items	**2716.81**	**538.72**
Exceptional Items/ Extraordinary Items	-	-
Prior Period Items	-	-
Profit/(loss) Before tax	**2716.81**	**538.72**
Tax Expense/Adjustment		
Current tax	-	-
Deferred tax	-	-
Profit/(Loss) For the period	**2716.81**	**538.72**
Other Comprehensive Income		
A (i) Items that will not be reclassified to profit or loss (ii) Income tax effect	(1.43) -	13.31 -
B (i) Items that will be reclassified to profit or loss (ii) Income tax effect	-	-
Other comprehensive income for the year, net of tax	**(1.43)**	**13.31**
Total Comprehensive Income for the year, net of tax	**2715.38**	**552.03**
Earnings /(Loss) per Equity share:		
Basic and Diluted	9.37	1.86

COMPANY'S PERFORMANCE

During the year under review, the Company has achieved net sales of Rs. 15,674.64 lakhs and a net profit before tax of Rs. 2,716.81 lakhs as against net sales of Rs. 17,274.88 lakhs and profit before tax of Rs. 538.724 lakhs in the previous financial year 2017-18 respectively.

Your Company is financially strong & self reliant in terms of funds generation and debt servicing. However, your Directors are expecting better results both in terms of operations of the Company & its financial position.

DIVIDEND

In order to conserve the resources, your Board has decided not to declare any dividend for financial year 2018-19.

TRANSFER TO RESERVES

Your Company does not propose to transfer amounts to the general reserve out of the amount available for appropriation.

LISTING WITH STOCK EXCHANGES

The Company confirms that it has paid the Annual Listing Fees for the year 2018-19 to National Stock Exchange of India Limited and BSE Limited where the Company's Shares are listed.

CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION

Your Company is in compliance with the Corporate Governance guidelines, as laid out in the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (Listing Obligations and Disclosure Requirements)(Amendment) Regulations, 2018 (herein after called as "SEBI Listing Regulations"). A Report on Corporate Governance is annexed as **Annexure A** to this Report. In terms of SEBI Listing Regulations, the Board has laid down a Code of Conduct for all Board Members and Senior Management of the Company. The Code of Conduct has been posted on the website of the Company. All the Board Members and Senior Management Personnel have affirmed compliance with the Code.

The Secretarial Auditors of the Company have examined the requirements of Corporate Governance with reference to SEBI Listing Regulations and have certified the compliance, as required under SEBI Listing Regulations. The Certificate on Corporate Governance in this regard is annexed as **Annexure B** to this Report.

A Certificate of the MD/CEO and CFO of the Company in terms of Listing SEBI Regulations, inter alia, confirming the correctness of the financial statements and cash flow statements, adequacy of the internal control measures and reporting of matters to the Audit Committee, is also annexed as **Annexure C** to this Report.

MANAGEMENT DISCUSSION AND ANALYSIS
In terms of Regulation 34 of the SEBI Listing Regulations, the Management's Discussions and Analysis Report is annexed as **Annexure D** to this report.

HUMAN RESOURCES
The Company's HR philosophy is to establish and build a high performing organization, where each individual is motivated to perform to the fullest capacity: to contribute to developing and achieving individual excellence and departmental objectives and continuously improve performance to realize the full potential of our personnel.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY
There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the Financial Year of the Company, to which the financial statement relates (i.e. 31st March, 2019) and the date of the report.

DEPOSITS
Your Company has not accepted any deposit within the meaning of provisions of Chapter V of the Act read with the Companies (Acceptance of Deposits) Rules, 2014 for the year ended on 31st March, 2019.

SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES
During the year none of Company become or ceased to be its Subsidiaries, joint ventures or associate.

DIRECTORS AND KEY MANAGERIAL PERSONNEL
During the Financial Year, there was no appointment and cessation of Directors and Key Managerial Personnel in the Company.
In accordance with the provisions of Companies Act, 2013 and Articles of Association of the Company, Sh. Vijay Kumar Jindal shall retire by rotation at the ensuing 28th Annual General Meeting of your Company, and being eligible, offer himself for re-appointment.

BOARD MEETINGS HELD DURING THE YEAR
During the year 7 Board Meetings were held, details of which are given in the Report on Corporate Governance as annexed to this Report.

PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND DIRECTORS
One of the key functions of the Board is to monitor and review the Board Evaluation Framework. The Board works with the nomination and remuneration Committee to lay down the evaluation criteria for the performance of the Chairman/the Board, Committees of the Board, executive, non-executive and Independent directors through peer evaluation, excluding the director being evaluated. Pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations,an annual performance evaluation of the Board/Committees/Directors was undertaken.
Independent Directors at their meeting held during the year, considered/evaluated the performance of the Board of Directors, the Chairman and other Non-Independent Directors, without the participation of the Non-Independent Directors and Management.

The Board subsequently evaluated its own performance, the working of its Committees, Individual Directors and Independent Directors without participation of the relevant Director(s). The criteria for performance evaluation have been detailed in the Corporate Governance Report which is to this Report.

VIGIL MECHANISM/WHISTLE BLOWER POLICY
In compliance with requirements of Companies Act, 2013 and SEBI Listing Regulations, the Company has established a mechanism under its Whistle Blower Policy for employees to report to the management the instances of unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy. The Board of Directors had approved the Policy on Vigil Mechanism/Whistle Blower and the same is hosted on the website of the Company. This Policy inter-alia provides a direct access to the Chairman of the Audit Committee.
Your Company hereby affirms that no Director/employee has been denied access to the Chairman of the Audit Committee and that no complaints were received during the year. Brief details about the policy are given in the Report on Corporate Governance as annexed to this Report.

RISK MANAGEMENT
The Company through its Audit Committee oversees the Risk Management process including risk identification, impact assessment, effective implementation of the mitigation plans and risk reporting. The Audit Committee's objective is to ensure sustainable business growth with stability and to promote a proactive approach in evaluating, resolving and reporting risks associated with the business. The details of Risk Management as practiced by the Company are provided as part of Management Discussion and Analysis Report as annexed to this Report.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY
The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. These are routinely tested and verified by Statutory as well as Internal Auditors. The Company has a proper and adequate internal control system to ensure that all the assets of the Company are safeguarded and protected against any loss and that all the transactions are properly authorised and recorded. Information provided to management is reliable and timely and statutory obligations are adhered to. Details of the same are provided in the Management Discussion and Analysis Report as annexed to this Report.
The Company has an established Internal Financial Control framework including internal controls over financial reporting, operating controls and anti-fraud framework. The framework is reviewed regularly by the management and tested by internal audit team. Based on the periodical testing, the framework is strengthened, from time to time, to ensure adequacy and effectiveness of Internal Financial.

STATUTORY AUDITOR'S
M/s Singhi Chugh & Kumar (FR No. 013613N) Chartered Accountants were re-appointed as the Statutory Auditor of the Company in the 25thAnnual General Meeting of the Company for a period of 5 years subject to ratification by members of the Company in every Annual General Meeting at a remuneration to be decided by the Board of Directors in consultation with the Auditors.
The Audit Committee in their meeting held on 24th May, 2019 recommended the ratification of appointment of Statutory Auditors of the Company

for the financial year 2019-20 by the members in the ensuing 28th Annual General Meeting of the Company. The necessary resolution for ratification of the appointment of Statutory Auditors of the Company has been included in the Notice of the ensuing 28th Annual General Meeting for ratification by the Members of the Company.

Certificates have been received from them as per the provisions of Section 139 of the Companies Act, 2013 and to the effect that their ratification as Auditors of the Company, if made, would be within the limits prescribed under Section 141(3) (g) of the Companies Act, 2013 and that they are not disqualified for ratification as statutory auditors of the Company.

The Auditor's Report for the financial year ended on 31st March, 2019 does not contain any qualification, observation or adverse comment.

COST AUDIT
Cost audit is not applicable on the Company.

SECRETARIAL AUDITORS
The Company has undertaken Secretarial Audit for the financial year 2018-19 in terms of Section 204 of the Act, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Your Company had appointed Agarwal S. & Associates, Company Secretaries, New Delhi to conduct the Secretarial Audit of the Company for the financial year ended on 31st March 2019. The Secretarial Audit Report for the financial year ended 31st March, 2019 in Form No. MR-3 is attached as **Annexure E** to this Report.

THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013
As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made there under, your Company has constituted an Internal Complaints Committee (ICC). During the year under review, there were no cases received/filed pursuant to the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

EXTRACT OF THE ANNUAL RETURN
The extract of annual return in Form MGT-9 as required under Section 92(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014 is annexed as **Annexure F** to this Report.

REMUNERATION POLICY OF THE COMPANY
The objective of the Remuneration Policy is to attract, motivateand retain qualified and expert individuals that the Company needs in order to achieve its strategic and operational objectives,whilst acknowledging the societal context around remuneration and recognising the interests of Company's stake holders. The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act forms part of the Board's Report as **Annexure G.**

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013
The Company has not given loans, guarantees and investments under Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, for the financial year 2018-19.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES
The Audit Committee and the Board of Directors have approved the Related Party Transactions Policy. The Policy intends to ensure that proper reporting,approval and disclosure processes are in place for all transactions between the Company and Related Parties.

There were no materially significant transactions with Related Parties during the financial year 2018-19 which were in conflict with the interest of the Company. Suitable disclosures as required under Indian Accounting Standard 24have been made in Note 38of the Notes to the financial statements. The Company has not entered in any transaction / contract or arrangement with the Related Parties which requires the Board Approval as per Section 188 of the Companies Act, 2013 as all the transaction have been carried out in the ordinary course of business and on arms length basis. Hence for the particulars of contracts or arrangements with related parties falling under Section 188 of the Act and to be disclosed in the Board Report in Form AOC-2 is also not required to be enclosed.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES
The provisions of Section 135 of Companies Act, 2013 read with Companies (Corporate Social Responsibilities Policy) Rules, 2014 became applicable on the Company from the Financial Year 2016-2017. The Board of Directors and the CSR Committee review and monitor from time to time all the CSR activities being undertaken by the Company. The details of the members of the CSR Committee and the details of the meeting of CSR Committee along with their attendance held during the year are given in the Report on Corporate Governance as annexed to this Annual Report.

Mr. Chanderjeet Singh Bhatia, Independent Director of the Company is the Chairman of the Corporate Social Responsibility Committee.

The Company has maintained Corporate Social Responsibility Policy. The Corporate Social Responsibility Committee has been entrusted with the responsibility of recommending to the Board the activities/projects/programs to be undertaken by the Company as per its Corporate Social Responsibility Policy. The terms of reference of the CSR Committee include the matters specified in Section 135 of the Act.

An annexure containing the details on CSR, pursuant to Rule 8(1) of the Companies (Corporate Social Responsibility) Rules, 2014, is annexed as **Annexure H.**

PARTICULARS OF EMPLOYEES
As per provisions of Section 197(12) of the Companies Act, 2013 read with the Rule 5 of the Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company is required to disclose the ratio of the remuneration of each director to the median employee's remuneration and details of employees receiving remuneration exceeding limits as prescribed from time to time in the Directors' Report. The said disclosure is annexed as **Annexure I** to the Board's Report.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

There are no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company.

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

The Particulars as described under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the companies (Accounts) Rules, 2014 are given in **Annexure J** to this report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(5) of the Act the Board of Directors, to the best of their knowledge and ability, confirm that:

a. In the preparation of the annual financial statements for the year ended 31st March, 2019, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;

b. For the financial year ended 31st March, 2019, such accounting policies as mentioned in the Notes to the financial statements have been applied consistently and judgments and estimates that are reasonable and prudent have been made 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 of the Company for the financial year ended 31st March, 2019.

c. That proper and sufficient care has been taken for the 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 fraud and other irregularities;

d. The annual financial statements have been prepared on a going concern basis;

e. That proper internal financial controls were followed by the Company and that such internal financial controls are adequate and were operating effectively;

f. That proper systems have been devised to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENT

Your Directors wish to place on record the overwhelming response received from the investors, financial institutions, bankers, business associates, suppliers for the consistent support received from them during the year. Your Directors wish to place on record their appreciation for the team spirit, dedication and commitment shown by the work force of the Company during this year.

For and on behalf of the Board of Directors
For SPL Industries Limited

Mukesh Kumar Aggarwal
(Managing Director)
DIN : 00231651
Add: C-1/4, Sector-11, Faridabad - 121007

Shashi Agarwal
(Director)
DIN 06687549
Add: C-1/4, Sector-11, Faridabad - 121007

Place: Faridabad
Date: August 13, 2019

ANNEXURE-A TO THE BOARD'S REPORT

REPORT ON CORPORATE GOVERNANCE

1. SPL INDUSTRIES LIMITED'S PHILOSOPHY ON CODE OF GOVERNANCE

The Corporate Governance standards demonstrate inalienable rights vested with various stakeholders and strong commitment to values, ethics and business conduct. Your Company is committed to good Corporate Governance, based on an effective independent Board, separation of supervisory role from the executive management and constitution of Committees to oversee critical areas thus upholding the standards practically at every sphere ranging from action plan to performance measurement and customer satisfaction. The Company is in compliance with the requirements stipulated under regulations contained in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)(Amendment) Regulations, 2018("SEBI Listing Regulations"), as applicable, with regard to corporate governance. A Corporate Governance Certificate has been obtained from Practicing Company Secretary for financial year 2018-19.

Your Company protects and facilitates the exercise of shareholders rights, provides adequate and timely information, opportunity to participate effectively and vote in general shareholder meetings and ensure equitable treatment to all the shareholders.

Your Company recognises the rights of all the stakeholders and encourages co-operation between the Company and the stakeholders to enable your participation in the Corporate Governance process.

Your Company ensures adequate, timely and accurate disclosure on all material matters including the financial situation, performance, ownership and governance of the Company to the stock exchanges and the investors. Information is prepared and disclosed in accordance with the prescribed standards of accounting, financial and non-financial disclosure and are disseminated in an equal, timely and cost efficient access to relevant information by users.

2. BOARD OF DIRECTORS

2.1. Size and Composition of Board:

As on 31st March, 2019, the Company's Board of Directors comprised of six Directors which includes, One Managing Director, Two Non-Executive Directors and Three Independent Directors. The composition of the Board of Directors is in conformity with Regulation 17 (1) of the SEBI Listing Regulations and Section 149 of the Companies Act, 2013 (Act).
The composition of Board of Directors as on 31st March, 2019 was as follows:

1.	Mukesh Kumar Aggarwal	Chairman and Managing Director
2.	ShashiAgarwal	Director
3.	Vijay Kumar Jindal	Director
4.	Chanderjeet Singh Bhatia	Independent Director
5.	Rajesh Goyal	Independent Director
6.	Arun Kumar	Independent Director

The number of Directorships, Committee Memberships/ Chairmanships of all Directors is within respective limits prescribed under the Act and SEBI Listing Regulations. Necessary disclosures regarding Board and Committee positions in other public Companies as on 31st March, 2019 have been made by all the Directors of the Company.

Every Independent Director, at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration under Section 149(7) of the Act that he meets the criteria of independence as required under Section 149(6) of the Act.

All Independent Directors maintain their limits of directorships as required under SEBI Listing Regulations. The maximum tenure of Independent Directors shall be in accordance with the Act and Rules made there under, in this regard, from time to time.

The Company has issued a formal letter of appointment to all Independent Directors.

The names and categories of the Directors on the Board, their attendance at Board meetings held during the year and the number of directorships and committee chairmanships/memberships held by them in other public companies as on 31st March, 2019 are given herein below. Other directorships do not include directorships of private limited companies, Section 8 companies and companies incorporated outside India. Chairmanships/ memberships of Board committees shall include only Audit Committee and Stakeholders' Relationship Committee.

S. No.	Names of Director	Category	Number of Board meetings during the year 2018-19		Whether attended Last AGM held on Sep.29, 2018	Number of directorships in other public companies		Number of committee positions held in other public companies	
			Held	Attended		Director	Chairman	Member	Chairman
1.	Mukesh Kumar Aggarwal (00231651)	Promoter & Executive Director	7	7	Yes	NIL	NIL	NIL	NIL
2.	ShashiAgarwal (06687549)	Promoter & Non-Executive Director	7	7	No	NIL	NIL	NIL	NIL
3.	Vijay Jindal Kumar (00231517)	Promoter & Non-Executive Director	7	7	Yes	NIL	NIL	NIL	NIL
4.	Chanderjeet Singh Bhatia (01360148)	Non Executive-Independent Director	7	4	Yes	NIL	NIL	NIL	NIL
5.	Rajesh Goyal (03287284)	Non Executive-Independent Director	7	4	No	NIL	NIL	NIL	NIL
6.	Arun Kumar (01092779)	Non Executive-Independent Director	7	4	Yes	NIL	NIL	NIL	NIL

Relationship between directors:

Name of Director		Related to Director	Relationship
1.	Mukesh Kumar Aggarwal	Shashi Agarwal	Wife
		Vijay Kumar Jindal	Cousin Brother
2.	Vijay Kumar Jindal	Shashi Agarwal	Sister-in-Law
		Mukesh Kumar Agarwal	Cousin Brother
3.	Shashi Agarwal	Mukesh Kumar Agarwal	Husband
		Vijay Kumar Jindal	Brother-in-Law
4.	Chanderjeet Singh Bhatia	Not related	No relation held
5.	Rajesh Goyal	Not related	No relation held
6.	Arun Kumar	Not related	No relation held

2.2. Board Meetings:

i. Seven meetings were held during the year and the gap between two meetings did not exceed one hundred and twenty days. The dates on which the said meetings were held are: 10.05.2018, 29.05.2018, 13.08.2018, 13.11.2018, 28.11.2018, 07.01.2019 and 13.02.2019. The necessary quorum was present for all the meetings.

ii. The Board evaluates the Company's strategic direction, management policies, performance objectives and effectiveness of Corporate Governance practices.

iii. In compliance with the applicable provisions of the Act and the Rules made there under, the Company facilitates the participation of the Directors in Board/Committee meetings through video conferencing or other audio visual mode except in respect of such meetings /items which are not permitted to be transacted through video conferencing.

iv. Further, the Board fulfils the key functions as prescribed under the SEBI Listing Regulations.

v. Your Company has appointed Independent Directors who are renowned people having expertise/experience in their respective field/ profession. None of the Independent Directors are Promoters or related to Promoters. They do not have pecuniary relationship with the Company and further do not hold two percent or more of the total voting power of the Company.

vi. The details of Director seeking re-appointment at the forthcoming Annual General Meeting have been furnished in the Notice convening the Meeting of the shareholders.

vii. Except Mr. Mukesh Kumar Aggarwal, Mrs. Shashi Agarwal and Mr. Vijay Kumar Jindal who together holds 76,79,440 equity shares, no other Director holds equity shares in the Company.

viii. The Company has not issued any non-convertible instruments.

ix. Meeting of Independent Directors

During the year, a meeting of Independent Directors was held on 29th May, 2018 to review the performance of Non-Independent Directors of the Company, to review the performance of the Board as a whole on parameters of effectiveness, review of the Chairperson of the Company taking the views of the Executive director and non-executive directors and to assess the quality, quantity and timeliness of flow of information between the management and the Board.

Mr. Chanderjeet Singh Bhatia, Chairman of the meeting presented the views of the Independent Directors on matters relating to Board processes and the overall affairs of the Company to the Board of Directors.

x. Familiarisation Programme

Your Company follows a structured orientation and familiarisation programme through various reports/codes/ internal policies for all the Directors with a view to update them on the Company's policies and procedures on a regular basis.

xi. The Non Executive Directors of the company hold 18,76,619 equity shares in the company.

xii. The familiarisation programme imparted to the Independent Directors of the company for the FY 2018-19 is available at www.spllimited.com.

xiii. Skills and Expertise of the member of the borad.

The Board has identified the following skills set with refrence to its business and industry which are available with the Board

S.No	Name of the Directors	Expertise in specific functional area
1.	Mukesh Kumar Aggarwal	Industralist (Apparel and Textile domain), Technical, Business Strategy and Corporate Management
2.	Shashi Agarwal	Enterepreneur (Style and Designing)
3.	Vijay Kumnar Jindal	Marketing and Communications
4.	Chanderjeet Singh Bhatia	Enterepreneur (Planning-Finance and Business)
5.	Rajesh Goyal	Enterepreneur (Organisational and Business Management)
6.	Arun Kumar	Enterepreneur (Corporate Planning)

3. COMMITTEES OF THE BOARD

(i) Audit Committee

Audit Committee of the Board of Directors ("the Audit Committee") is entrusted with the responsibility to supervise the Company's financial reporting process and internal controls. The composition, quorum, powers, role and scope are in accordance with Section 177 of the Companies Act, 2013 and the provisions of Regulation 18 of the Listing Regulations.

All members of the Audit Committee are financially literate and bring in expertise in the fields of Finance, Taxation and Economics. It functions in accordance with its terms of reference that defines its authority, responsibility and reporting function. Mr. Chanderjeet Singh Bhatia, Independent Director is the Chairman of the Audit Committee. The other members of the Audit Committee include Mr. Arun Kumar, Independent Director and Mr. Mukesh Kumar Aggarwal, Managing Director.

The details of the meetings attended by members during the FY 2018-19 are as follows:

Name	Category	Number of meetings held	
		Held	Attended
1. Mr. Chanderjeet Singh Bhatia	Chairman	5	5
2. Mr. Arun Kumar	Member	5	5
3. Mr. Mukesh Kumar Aggarwal	Member	5	5

The Chief Financial Officer of the Company attended meetings of the Audit Committee as permanent invitee.

During the FY 2018-19, 5 meetings of Audit Committee were held and the gap between two meetings did not exceed one hundred and twenty days. The dates on which the said meetings were held are as follows: 29.05.2018, 13.08.2018, 13.11.2018, 28.11.2018 and 13.02.2019. The necessary quorum was present for all the meetings.

The representatives of the Auditors are invited to the Audit Committee meetings. The Statutory Auditors have attended the Audit Committee Meeting where the financial results/audit reports are discussed.

(ii) Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Company, constituted by the Board, comprises of three independent directors. Mr. Chanderjeet Singh Bhatia, Chairperson, Nomination and Remuneration Committee was present at the 27th Annual General Meeting held on 29th September, 2018 to answer the queries of the members. The Company Secretary acts as the Secretary to the Committee.

The Role and Terms of Reference of the Nomination and Remuneration Committee are as laid down in the Companies Act, 2013 including any rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The details of the meetings attended by members during the FY 2018-19 are as follows:

Name	Category	Number of meetings held	
		Held	Attended
1. Mr. Chanderjeet Singh Bhatia	Chairman	2	2
2. Mr. Arun Kumar	Member	2	2
3. Mr. Rajesh Goyal	Member	2	2

During the FY 2018-19, 2 meetings of the Nomination and Remuneration Committee were held on 13.08.2018 and 28.11.2018. The necessary quorum was present for all the meetings.

Remuneration of Directors

(i) Criteria for making payments to Non-Executive Directors

The Non-Executive Directors including Independent Directors of the Company have waived their right to receive any remuneration by way of sitting fees.

(ii) Details of Remuneration to MD, CFO and CS for the financial year ended on March 31st, 2019

Name	Fixed Component		Variable Component	Contribution to PF & SAF	Total
	Salary & Allowances	Perquisites & Other Allowances	Commission		
Mr. Mukesh Kumar Aggarwal (MD)	60,00,000	-	-	-	60,00,000
Mr. Sanjay Gupta (CFO)	8,28,020	40,129	-	-	8,72,787
Mr. Ashish Yadav (CS)	5,40,000	25,692	-	-	5,65,692

Performance evaluation criteria for Directors

The Nomination and Remuneration Committee of the Board has laid down the criteria for performance evaluation of all the Directors of the Company. The performance evaluation has been done by the entire Board of Directors, except the Director concerned being evaluated. The criteria for performance evaluation are as follows:

i) Role and Accountability
- Understanding the nature and role of Independent Directors' position.
- Understanding of risks associated with the business.
- Application of knowledge for rendering advice to management for resolution of business issues.
- Offer constructive challenge to management strategies and proposals.
- Active engagement with the management and attentiveness to progress of decisions taken.

ii) Objectivity
- Non-partisan appraisal of issues.
- Own recommendations given professionally without tending to majority or popular views.

iii) Leadership and Initiative
- Heading Board Sub-committees.
- Driving any function or identified initiative based on domain knowledge and experience.

iv) Personal Attributes
- Commitment to role and fiduciary responsibilities as a Board member.
- Attendance and active participation.
- Proactive, strategic and lateral thinking.

(iii) Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee of the Company, constituted by the Board, comprises of one independent Director, One Executive Director and One Non-Executive Director. The Company Secretary acts as the Secretary to the Committee.
The Role and Terms of Reference of the Nomination and Remuneration Committee are as laid down in the Companies Act, 2013 including any rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The details of the meetings attended by members during the FY 2018-19 are as follows:

Name	Category	Number of meetings held	
		Held	Attended
1. Mr. Chanderjeet Singh Bhatia	Chairman	1	1
2. Mr. Mukesh Kumar Aggarwal	Member	1	1
3. Mr. Shashi Agarwal	Member	1	1

During the FY 2018-19, 1 meeting of the Corporate Social Responsibility Committee were held on 29.05.2018. The necessary quorum was present for all the meetings.

(iv) Stakeholders' Relationship Committee

The Company has constituted a Stakeholders' Relationship Committee chaired by an Independent Director to look into the grievances of the shareholders of the Company as per the requirement of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee also reviews the manner and time-lines of dealing with complaint letters received from Stock Exchanges/ SEBI/Ministry of Corporate Affairs etc. and the responses thereto.

The Stakeholder Relationship Committee approves the share transfers/transmissions as and when required.

The Stakeholders' Relationship Committee of the Company comprises of three independent Director and One Executive Director.

Mr. AshishYadav, Company Secretary of the Company, acts as the Compliance Officer of the Company.

The details of the meetings attended by members during the FY 2018-19 are as follows:

Name	Category	Number of meetings held	
		Held	Attended
1. Mr. Chanderjeet Singh Bhatia	Chairman	4	4
2. Mr. Arun Kumar	Member	4	4
3. Mr. Rajesh Goyal	Member	4	4
4. Mukesh Kumar Aggarwal	Member	4	4

During the FY 2018-19, four meetings of the Stakeholders Relationship Committee were held on 10.05.2018, 13.08.2018, 13.11.2018 and 13.02.2019.

Information on investor complaints for the year ended 31st March,2019 is as follows:

Particulars	Equity
Pending at the beginning of the year	NIL
Received during the year	1
Disposed off during the year	1
Lying unresolved at the end of the year	NIL

As on 31st March, 2019, there were no share transfers and Shareholder queries pending

4. General Body Meetings

Details of location and time of holding the last three AGMs.

Financial Year	Location	Date & Time	Special resolutions passed
1. 2017-18	Country INN & Suites by Carlson, Chhartarpur Road, Satbari, New Delhi-110030	29.09.2018 at 10:00 A.M.	1) To approve borrowing limit of the Company under Section 180 (1) (c) of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution 2) To adopt new set of Memorandum of Association pursuant to the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution. 3) To adopt new set of Articles of Association pursuant to the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution
2. 2016-17	Country INN & Suites by Carlson, Chhartarpur Road, Satbari, New Delhi-110030	29.09.2017 at 09:00 A.M.	1) To Increase borrowing limit of the Company under Section 180(1) (c) of the Companies Act, 2013. 2) To keep registers, returns etc. at registered office / other place under Section 94 of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution. 3) To Increase the remuneration of Managing Director of the Company under Section 197 of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Ordinary Resolution.
3. 2015-16	India Corporate Centre, J-2/B-1, Mohan Cooperative, Mathura Road, New Delhi-110044	26.09.2016 at 9:00 A.M.	1) To Increase borrowing limit of the Company under Section 180 (1) (c) of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution

No Extra-ordinary General Meeting was held during the year 2018-19.

During the FY 2018-19, no special resolution has been passed through the exercise of postal ballot. None of the items to be transacted at the ensuing meeting is required to be passed by postal ballot.

5. Means of Communication

i. **Quarterly results:** The Company is complying with Regulation 47 of SEBI Listing Regulations and the same can be viewed at **www.spllimited.com.**

ii. **Website:** The Company has a functional website.

iii. **News releases:** Official press releases are sent to the Stock Exchanges and the same is hosted on the website of the Company, whenever necessary/required.

iv Official press/news releases are published in Business Standard (Hindi and English).

6. Disclosures

(i) Related Party Transactions

There were no materially significant transactions with the related parties, during the year, which were in conflict with the interests of the Company and that require an approval of the Company in terms of the SEBI Listing Regulations. The Audit Committee grants omnibus approval for the proposed related party transactions which will be valid for a year. The Audit Committee lays down the criteria for granting omnibus approvals in line with the policy for transactions which are repetitive in nature. In such cases where the need for Related Party Transaction cannot be foreseen and details as required above are not available, the Audit Committee grants omnibus approval for such transactions subject to their value not exceeding Rupees Three Crore per transaction. The Audit Committee reviews, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approval given. Where it requires, the Audit Committee will report the related party transaction for the approval of the Board. If the Board feels that shareholders' approval is required, then the same shall be put up for approval by the shareholders of the Company.
Further, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has formulated a "Policy on Related Party Transactions" and the same is available at the website of the Company at www.spllimited.com.

(ii) No penalty has been paid by the Company during the financial year 2018-19.

(iii) Whistle Blower Policy

Your Company has established a Vigil Mechanism/ Whistle Blower Policy to enable stakeholders (including Directors and employees) to report unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The policy provides adequate safeguards against victimization of Director(s)/ employee(s) and direct access to the Chairman of the Audit Committee in exceptional cases. The Protected Disclosures, if any reported under this Policy will be appropriately and expeditiously investigated by the Chairman. Your Company hereby affirms that no Director/ employee have been denied access to the Chairman and that no complaints were received during the year.

(iv) The Company has complied with all applicable mandatory requirements of the SEBI Listing Regulation. Information on adoption/non-adoption of the non-mandatory requirements is given below:

Non-Mandatory Requirements

The status of non-mandatory requirements pertaining to Corporate Governance Section of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as follows:

1. The Board: The Company is headed by an Executive Chairman.

2. Shareholder Rights: The quarterly financial results of the Company are published in leading newspapers as mentioned under the heading "Means of Communication" of the Corporate Governance report and also displayed on the website of the Company.

3. Audit Qualifications: It is always Company's endeavor to move towards un-qualified financial statements.

4. Separate posts of Chairman and CEO: The Company has a Managing Director, who is also the Chairman of the Company. The Company does not have a separate post of CEO.

5. Reporting of Internal Auditor: The Internal auditors of the Company are invited to the Meetings of the Audit Committee and regularly interact with the members of the Audit committee.

(v) Disclosure of Accounting Treatment: Your Company has adopted Indian Accounting Standards (Ind-AS) notified under the Companies (Indian Accounting Standards) Rules, 2015.

(vi) Subsidiary Company: Your Company does not have any subsidiary.

7. CEO/CFO certification

As required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Certificate duly signed by Sh. Mukesh Kumar Aggarwal, Chairman & Managing Director and Sh. Sanjay Gupta, CFO was placed before the Board of Directors at its meeting held on 24th May, 2019.

8. Code of Conduct

Your Company has adopted a Code of Conduct for members of the Board (incorporating duties of Independent Directors) and the Senior Management personnel. The Code aims at ensuring consistent standards of conduct and ethical business practices across the Company. Your

Company has received confirmations from all concerned regarding their adherence to the said Code. A copy of the Code has been made available on the website of the Company.
Based on the affirmation received from Board Members and Senior Management Personnel, declaration regarding compliance of Code of Conduct made by the Chairman & Managing Director is given below:

Declaration as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

"All the members of the Board and Senior Management Personnel have affirmed compliance of the 'Code of Business Conduct & Ethics for Board Members and Senior Management' for the financial year ended on 31st March, 2019."

Mukesh Kumar Aggarwal
Chairman & Managing Director

9. Code of Conduct for prohibition of Insider Trading

Your Company has adopted a Code of Conduct as per Securities and Exchange Board of India (SEBI) (Prohibition of Insider Trading) Regulations, 2015. All Directors, Designated Employees who could have access to the Unpublished Price Sensitive Information of the Company are governed by the Code. During the year under review, there has been due compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 and (Prohibition of Insider Trading)(Amendment) Regulations, 2018. The Company Secretary has been appointed as Compliance Officer and is responsible for ensuring adherence of the said Code.
In line with the requirement of the said Code, trading window was closed from time to time, whenever some price sensitive information was submitted to the Board. The Compliance Officer notified the closure of trading window on the website of the company well in advance restraining all the employees and other connected person not to deal in the securities of the Company when the trading window is closed.

10. A Greener environment - Now and for future

The Company's philosophy focuses on making the environment greener for the benefit of posterity. In this regard, Your Company encourages its shareholders to register/update the e-mail ids for communication purpose thereby contributing to the environment.

11. General shareholder information

a. 28th Annual General Meeting	
Day, Date and Time	Saturday, 28th September, 2019 at 09:30 A.M
Venue	Essex Farms Private Limited, 4 Aurobindo Marg, New Delhi-110016
b. Financial Calendar	April 1, 2019 to March 31, 2020
Unaudited financial results for the quarter ending June 30, 2019	Within the statutory timeframe.
Unaudited financial results for the quarter/half-year ending September 30, 2019	
Unaudited financial results for the quarter ending December 31, 2019	
Audited Results for the year ending March 31, 2020	Audited Financial results will be announced on or before 30th May, 2020
c. AGM (Next Year)	On or before 30th September, 2020
d. Book Closure Date	21st September, 2019 – 27th September, 2019 (both days inclusive)
e. Dividend Payment Date	N.A.
f. Registrar and Share Transfer Agent	Karvy Fintech Private Limited
g. Stock Code	
i) Trading Symbol at	
NSE	SPLIL
BSE	532651
ii) Demat ISIN Numbers in NSDL & CDSL	INE978G01016
iii) Demat ISIN Numbers in NSDL & CDSL	INE978G01016

h. Stock Market Data

Month	BSE Limited				National Stock Exchange of India Limited			
	Share Price		Sensex Points		Share Price		CNX Nifty Points	
	HIGH	LOW	HIGH	LOW	HIGH	LOW	HIGH	LOW
Apr-18	27.90	20.40	35213.30	32972.56	30.00	21.30	10759 .00	10111.30
May-18	27.90	21.00	35993.53	34302.89	26.80	22.30	10929.20	10417.80
Jun-18	27.45	20.10	35877.41	34784.68	27.00	22.05	10893.20	10550.90
July-18	28.00	18.80	37646.59	35106.57	26.20	23.05	11366.00	10604.65
Aug-18	52.45	22.15	38989.65	37128.99	52.45	23.50	11760.20	11234.95
Sep-18	59.05	41.70	38934.35	35985.63	59.10	41.10	11751.80	10850.30
Oct-18	45.60	32.25	36616.64	33291.58	45.75	32.65	11035.65	10004.55
Nov-18	55.30	34.60	36389.22	34303.38	55.10	34.20	10922.45	10341.90
Dec-18	69.25	43.25	36554.99	34426.29	69.00	42.70	10985.15	10333.85
Jan-19	74.00	52.00	36701.036	35375.51	74.00	52.45	10987.45	10583.65
Feb-19	61.85	43.05	37172.18	35287.16	61.50	42.95	11118.10	10585.65
Mar-19	52.40	44.55	38748.54	35926.94	53.35	44.10	11630.35	10818.00

i. Share Price performance in comparison to broad based indices – BSE Sensex and NSE CNX Nifty Share Price Movement (BSE and NSE)

j. Registrar and Share Transfer Agents

Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot No. 31-32, Financial District, Nanakramguda, SerilingampallyMandal, Hyderabad-500032, Karnataka, India deal with all aspects of investor servicing relating to shares in both physical and demat form.

k. Share Transfer System

The Stakeholder Relationship Committee approves all routine transfers, transmissions, etc., of shares.

No request for transfers, transmissions and dematerialization were received during the year.

l. Details of Unclaimed Securities Suspense Account

In accordance with the requirement of Regulation 34 (3) and Schedule V Part F of SEBI Listing Regulations, the Company reports the following details in respect of equity shares lying in the suspense account:

Particulars	Number of Shareholders	Number of Shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on 1stApril, 2016	0	0
Number of shareholders who approached the Company for transfer of shares from suspense account during the year	0	0
Number of shareholders to whom shares were transferred from unclaimed shares suspense account during the year	0	0
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on 31stMarch, 2017	0	0

m. (i) Distribution of Shareholding as on 31st March, 2019

Number of Shares	Shareholders		Shares	
	Number	% to Shareholders	Number	% to capital
1 -5000	8351	84.17	10920920.00	3.77
5001 - 10000	698	7.04	5856240.00	2.02
10001 - 20000	393	3.96	6153860.00	2.12
20001 - 30000	139	1.40	3621100.00	1.25
30001 - 40000	70	0.71	2517700.00	0.87
40001 - 50000	56	0.56	2650570.00	0.91
50001 - 100000	97	0.98	6938950.00	2.39
100001 and above	117	1.18	251340700.00	86.67
Total	**9921**	**100.00**	**29000004.00**	**100.00**

(ii) Shareholding pattern as on 31st March, 2019

Category	Number of Holders	Number of Shares	% to capital
Resident Individuals	9310	7033175	24.25
Promoters	19	19428068	66.99
Non Resident Indian	63	100405	0.35
Promoter Body Corporates	1	504200	1.74
Clearing Members	36	86795	0.30
Banks	1	4000	0.01
Non Resident Indian- Non Repatriable	35	24135	0.08
Body Corporates	182	820425	2.83
NBFC	1	3862	0.01
H U F	273	994939	3.43
Total	**9921**	**29000004**	**100.00**

Your Company does not have any outstanding instruments for conversion into equity shares.

(iii) Details of Shares

Mode	Number of Shares	% to paid up capital	Number of holders
Physical	870627	3.00	356
Electronic			
- NSDL	25569820	88.17	5311
- CDSL	2559557	8.83	4254
Total	**29000004**	**100.00**	**9921**

n. Dematerialization of shares and liquidity

Shares of the Company can be held and traded in electronic form. As stipulated by SEBI, the shares of the Company are accepted in the Stock Exchanges for delivery only in dematerialization form. The status of dematerialization of shares of the Company as on 31st March, 2019 is given below:

Physical			Demat			Total		
Holders	Number of Shares	% to paid-up capital	Holders	Number of Shares (*)	% to paid-up capital	Holders	Number of Shares (*)	% to paid-up capital
356	870627	3.00	9565	28129377	97.00	9921	29000004	100.00

(*) including in GDR Form.

The equity shares of the Company are regularly traded in BSE and NSE and hence have good liquidity.

o. Outstanding GDR/Warrants and Convertible Notes, Conversion date and likely impact on the equity: Your Company has not issued any GDR/Warrants and Convertible Notes during the year.

p. Plant Locations: Plot No. 21, Sector-6, Faridabad (Haryana), Pin Code- 121006.

q. Address for Correspondence: Plot No. 21, Sector-6, Faridabad (Haryana), PIN Code- 121006.

12. Certificate confirming Non-Disqualification of Directors as recived from M/s Agarwal S. & Associates, Company Secretaries is annexed to the report.

ANNEXURE-B

Certificate on Corporate Governance

To

The Members,

SPL Industries Limited.

We have examined the compliance of conditions of Corporate Governance by SPL Industries Limited for the financial year ended 31st March, 2018, as prescribed in Regulations 17 to 27, 46 (2) (b) to (i) and para C, D and E of Schedule V of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as "SEBI (LODR) Regulations, 2015").

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. Our examination has been limited to review of procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the said clause and guidelines. 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 and based on representations made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, 46 (2) (b) to (i) and para C, D and E of Schedule V of Chapter IV of SEBI (LODR) Regulations, 2015 except for the following:

Regulation 30 (8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, the listed entity shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under this regulation, and such disclosures shall be hosted on the website of the listed entity for a minimum period of five years and thereafter as per the archival policy of the listed entity, as disclosed on its website.

We further state that such compliance certificate 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 Agarwal S. & Associates,
Company Secretaries,
ICSI Unique Code: P2003DE049100

CS Sachin Agarwal
Partner
FCS No. : 5774
C.P. No. : 5910

Date: August 01, 2019
Place: New Delhi

ANNEXURE-C

Certificate by Managing Director/CEO & CFO

We, Mukesh Kumar Aggarwal, Managing Director and Sanjay Gupta, Chief Financial Officer of SPL Industries Limited to the best of our knowledge and belief certify that:

A. We have reviewed the financial statements including the cash flow statement for the year ended 31st March, 2019 and to the best of our knowledge and belief:

   (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   (2) these statements present a true and fair view of the state of affairs of the Company and of the results of operations and cash flows. The financial statements have been prepared in conformity, in all material respects, with the existing Generally Accepted Accounting Principles including 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 volatile of the Company's Code of Conduct.

C. We are responsible for establishing and monitoring the Company's internal control system for financial reporting and evaluating its effectiveness. Internal Audit function monitors the internal control system for financial reporting, which encompasses the examination and evaluation of the adequacy and effectiveness. Internal Audit works with all levels of management and Statutory Auditors, and reports significant issues to the Audit Committee of the Board. The Statutory Auditors and Audit Committee are apprised of any corrective action taken or proposed to be taken with regard to significant deficiencies and material weaknesses.

D. We have indicated to the Company's Auditors and Audit Committee that:

   (1) significant changes, if any, in internal control over financial reporting during the year;

   (2) significant changes, if any, in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and

   (3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Date: May 24, 2019
Place: Faridabad

Mukesh Kumar Agarwal
(Managing Director/CEO)
DIN: 00231651

Sanjay Gupta
(Chief Financial Officer)
PAN: AEVPG0235Q

ANNEXURE-D

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

ECONOMIC AND INDUSTRY OVERVIEW

GLOBAL ECONOMY

In 2018, the global economy began its journey on a firm footing with estimated global economic growth of 3.6% (Source: World Economic Outlook by International Monetary Fund (IMF)). During the second half of 2018, this rate of development gradually declined, owing to impending US-China trade disputeand some slowdown across developedmarkets.Emerging and developing markets of Asia maintained their steady progress at 6.4% during 2018. However, it's important to note that India's economy expanded at 7.1% in 2018 vis-à-vis 6.7% in 2017, whereas China's growth deteriorated from 6.9% in 2017 to 6.6% in 2018 (Source: IMF). Sub-Saharan Africa's economy also sustained a steady rise of 3% during the year.

INDIAN ECONOMY

India continues to be one of the fastest growing major economies in the world and is expected to be among the world's top three economic powers in the next 10-15 years. The Indian economy is expected to improve and close the year 2019 with a GDP growth of 7.3% (Source: IMF). Sustained real GDP growth of over 6% since FY 91 has led to a fundamental transformation of India's economy. Today, India is the world's seventh largest economy in real terms, backed by strong demand, positive consumption pattern and rising disposable income. In PPP terms, the economy is expected to be among the top five global economies by 2020.

GLOBAL TEXTILE AND APPAREL IND]

Manufacturing hubs, as the industry is driven by the availability of cheap labour.
The textile and apparel trade is predicted to grow at a CAGR of 3.7% during the period 2018-28. During this period, the increase in apparel trade is expected to be at a CAGR of 4.5% and textiles at a CAGR of 2.5%.

Even though apparel industry is dominated by developed markets of EU and the US, the emerging markets led by countries such as India, China, Russia and Brazil are becoming consumption markets. Simultaneously, India and China have strong textile manufacturing base, and thus are emerging as both sourcing and consuming nations.

Currently, China holds the largest share in textile and apparel global trade. It has vertically integrated supply chain from production of fiber to weaving of fabric and garmenting. The sector also has the capability to manufacture all categories of products and a conducive ecosystem to provide complete service offering to brands and retailers. However, the increasinglabour and energy costs have mitigated the international competitive advantage of China to some extent. The global apparel manufacturers are finding Bangladesh, Vietnam and India as competitive markets over China

INDIAN TEXTILE INDUSTRY

India's textiles industry is among the oldest industries in the country dating back several centuries. It is one of the largest contributors to the economy accounting for 4% of the GDP. It is the second largest contributor towards employment generation, after agriculture, contributing 10% to the country's manufacturing, owing to its labour-intensive nature. The industry is characterized by its robust vertical integration in almost all the sub-sectors. The textiles and apparel industry constitutes 14% of the total exports of the country. India is the second largest producer and exporter of textiles after China and fourth largest producer and exporter of apparel after China, Bangladesh and Vietnam.

The mitigation of the repercussions of currency fluctuation remains a challenge for the industry. Exports have been a core feature of India's textile sector. Indian textiles and apparel exports were estimated at $39 billion and is expected to grow at a CAGR of 7.5% over the next decade to reach $76 billion by 2028. The fundamental strength of India's textile industry is its strong production base with a wide range of fibres and yarns that include natural fibres like cotton, jute, silk and wool; and synthetic and manmade fibres such as polyester, viscose, nylon and acrylic.

INDIAN APPAREL INDUSTRY

The Indian apparel industry was worth an estimated $54 billion in 2018 and projected to reach $118 billion in 2028 growing at CAGR of 8% over 2018-28 periods.The country's apparel market is majorly driven by menswear, which holds major share in the apparel business, accounting for 43% of the total market. Women's wear contributes almost 36%, while kids wear constitutes 21% of the apparel market. The sector is one of the fastest growing markets globally, supported by a robust demand growth.

GROWTH ENABLERS

Growing urbanization, a higher disposable income of the Indian households and a favourable demographic coupled with an aspiration based purchasing pattern are key drivers for the industry and is likely to benefit the Company. With the growing mobile and internet penetration, e-commerce shopping is expected to act as a key enabler in consistent sales volume growth for the industry.
While your Company is attuned to judicious capital allocation strategies and sustainable growth, SPL continues to work towards achieving cost efficiencies and provide its customers the best experience.

First, most surveyed companies continue to maintain a relatively diversified sourcing base, with 57.6 percent currently sourcing from 10+ different countries or regions, up from 51.8 percent last year. Second, although U.S. fashion companies continue to seek alternatives to "Made in China" actively, China's position as top sourcing destination remains unshakable. Third, social responsibility and sustainability continue to grow in importance in sourcing decisions. Making the apparel supply chain more socially responsible, sustainable and transparent will continue to be a hot topic in 2019.

CAUTIONARY STATEMENT

Statements made herein describing the Company's expectations or predictions are "forward-looking statements". The actual results may differ from those expected or predicted. Prime factors that may make a difference to the Company's performance include market conditions, input costs, govt. regulations, economic development within/outside country etc.

(Source: IMF, Technopak)

ANNEXURE-E

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019

[Pursuant to Section 204(1) of the Companies Act, 2013 and

Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To

The Members,

SPL Industries Limited.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SPL Industries Limited** (hereinafter called SPL/"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 **SPL'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, 2019 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 **SPL** for the financial year ended on 31st March, 2019 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(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) Regulation, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **Not Applicable**

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **Not Applicable**

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable**

(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 **Not Applicable**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not Applicable**

(i) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. **Not applicable**

(vi) Compliances/processes/systems under following specific applicable Laws (as applicable to the industry) to the Company are not being verified by us.

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

(i) Secretarial Standards issued by the Institute of Company Secretaries of India.

(ii) The Listing Agreements and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 with National Stock Exchange of India Limited & BSE Limited.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, subject to the following observation:

Company Secretary should report about compliance of other applicable laws to the Board of Directors as required under Section 205 of the Companies Act, 2013.

Regulation 30 (8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, the listed entity shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under this regulation, and such disclosures shall be hosted on the website of the listed entity for a minimum period of five years and thereafter as per the archival policy of the listed entity, as disclosed on its website.

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

Generally, 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 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.

All the decisions made in the Board/Committee meeting(s) were carried out with unanimous consent of the all the Directors/Members present during the meeting.

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

We further report that during the audit period, no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above has occurred in the Company.

For Agarwal S. & Associates,
Company Secretaries,
ICSI Unique Code: P2003DE049100

CS Sachin Agarwal
Partner
ACS No. : 5774
C.P No. :5910

Place: New Delhi
Date: August 01, 2019

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

ANNEXURE-A

To

The Members,

SPL Industries Limited.

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our Responsibility is to express an opinion on these secretarial records, based on our inspection of records produced before us for 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 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 and our report is not covering observations/ comments/ weaknesses already pointed out by the other Auditors.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulation and happening of events etc.
5. The Compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis and to give our opinion whether Company has proper Board-processes and Compliance-mechanism in place or not.
6. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Agarwal S. & Associates,
Company Secretaries,
ICSI Unique Code: P2003DE049100

CS Sachin Agarwal
Partner
ACS No. : 5774
C.P No. :5910

Place: New Delhi
Date: August 01, 2019

ANNEXURE-F

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

as on financial year ended on 31.03.2019

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

I. REGISTRATION & OTHER DETAILS:

i	CIN	L74899DL1991PLC062744
ii	Registration Date	06.12.1991
iii	Name of the Company	SPL INDUSTRIES LIMITED
iv	Category/Sub-category of the Company	Company Limited by Shares/Indian Non-Government Company
v	Address of the Registered office & contact details	Address: Office No- 202, IInd Floor, Vikramaditya Tower, Alaknanda Market, Kalkaji, New Delhi- 110019 Telephone : 0129- 2306766 Email: cs@spllimited.com Website: www.spllimited.com
vi	Whether listed company	Yes
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Name: Karvy Fintech Private Limited Address: Karvy Selenium Tower B, Plot No. 31-32, Financial District Nanakramguda Serilingampally Mandal, Hyderabad-500032 Karnataka, India Telephone: 040-676161518

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

S.No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the Company
1	Garment Manufactring & Wholesale Trade	46411	98.10%

III. PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

S. No.	Name and Address of the Company	CIN/GLN	"HOLDING/ SUBSIDIARY/ ASSOCIATE	"% OF SHARES HELD"	"APPLICABLE SECTION"
	The Company has no subsidiary/associate as on 31st March, 2019				

IV(i) SHARE HOLDING PATTERN

CATEGORY OF SHAREHOLDER		NO. OF SHARES HELD AT THE BEGINNING OF THE YEAR 31/03/2018				NO. OF SHARES HELD AT THE END OF THE YEAR 31/03/2019				% CHANGE DURING THE YEAR
		DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
(A)	**PROMOTER AND PROMOTER GROUP**									
(1)	INDIAN									
(a)	Individual /HUF	18855891	365700	19221591	66.28	19062368	365700	19428068	66.99	0.71
(b)	Central Government/State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Bodies Corporate	0	504200	504200	1.74	0	504200	504200	1.74	0.00
(d)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Others (Partnership Firm)	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total A(1) :	**18855891**	**869900**	**19725791**	**68.02**	**19062368**	**869900**	**19932268**	**68.73**	**0.71**
(2)	FOREIGN									
(a)	Individuals (NRIs/Foreign Individuals)	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total A(2) :	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0.00**
	Total A=A(1)+A(2)	**18855891**	**869900**	**19725791**	**68.02**	**19062368**	**869900**	**19932268**	**68.73**	**0.71**
(B)	**PUBLIC SHAREHOLDING**									
(1)	INSTITUTIONS									
(a)	Mutual Funds /UTI	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Financial Institutions /Banks	0	0	0	0.00	4000	0	4000	0.01	0.01
(c)	Central Government / State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(f)	Foreign Institutional Investors	0	0	0	0.00	0	0	0	0.00	0.00
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(h)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total B(1) :	**0**	**0**	**0**	**0.00**	**4000**	**0**	**4000**	**0.01**	**0.01**
(2)	NON-INSTITUTIONS									
(a)	Bodies Corporate	780417	0	780417	2.69	824287	0	824287	2.84	0.15
(b)	Individuals									
	(i) Individuals holding nominal share capital upto Rs.2 lakh	3150991	732	3151723	10.87	3536058	727	3536785	12.20	1.33
	(ii) Individuals holding nominal share capital in excess of Rs.2 lakh	5296612	0	5296612	18.26	4491329	0	4491329	15.49	-2.78
(c)	Others									
	CLEARING MEMBERS	4874	0	4874	0.02	86795	0	86795	0.30	0.28
	NON RESIDENT INDIANS	22444	0	22444	0.08	100405	0	100405	0.35	0.27
	NRI NON-REPATRIATION	18143	0	18143	0.06	24135	0	24135	0.08	0.02
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total B(2) :	**9273481**	**732**	**9274213**	**31.98**	**9063009**	**727**	**9063736**	**31.25**	**-0.73**
	Total B=B(1)+B(2) :	**9273481**	**732**	**9274213**	**31.98**	**9067009**	**727**	**9067736**	**31.27**	**-0.71**
	Total (A+B) :	**28129372**	**870632**	**29000004**	**100.00**	**28129377**	**870627**	**29000004**	**100.00**	**0.00**
(C)	Shares held by custodians, against which									
	Depository Receipts have been issued									
(1)	Promoter and Promoter Group									
(2)	Public	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0.00**
	GRAND TOTAL (A+B+C) :	**28129372**	**870632**	**29000004**	**100.00**	**28129377**	**870627**	**29000004**	**100.00**	

IV(ii) SHARE HOLDING OF PROMOTERS

S No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding 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	MUKESH KUMAR AGGARWAL	5802821	20.01	0	5802821	20.01	0	0.00
2	NARENDRA AGGARWAL	5732802	19.77	0	5743942	19.81	0	0.04
3	NISHANT AGGARWAL	1741851	6.01	0	1790742	6.17	0	0.17
4	SHASHI AGARWAL	1446765	4.99	0	1475719	5.09	0	0.10
5	ELKAY OVERSEAS INDIA	869900	3.00	0	869900	3.00	0	0.00
6	KIRAN AGGARWAL	872221	3.01	0	887458	3.06	0	0.05
7	KUSHAL AGGARWAL	599618	2.07	0	623001	2.15	0	0.08
8	PUNITA JINDAL	575100	1.98	0	575100	1.98	0	0.00
9	VIPUL AGGARWAL	519233	1.79	0	598105	2.06	0	0.27
10	SUNITA JINDAL	404560	1.40	0	404560	1.40	0	0.00
11	VIJAY KUMAR JINDAL	400900	1.38	0	400900	1.38	0	0.00
12	SUNIL KUMAR JINDAL	321000	1.11	0	321000	1.11	0	0.00
13	SUNIL JINDAL(HUF)	191700	0.66	0	191700	0.66	0	0.00
14	AVNISH JINDAL	133500	0.46	0	133500	0.46	0	0.00
15	NILESH JINDAL	113720	0.39	0	113720	0.39	0	0.00
16	NAINA JINDAL	100	0.00	0	100	0.00	0	0.00
	TOTAL	**19725791**	**68.02**	**0**	**19932268**	**68.73**	**0**	**0.71**

IV(iii) CHANGE IN PROMOTERS SHAREHOLDING

S. No.	Promoters Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
1	**MUKESH KUMAR AGGARWAL**	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	5802821	20.01	5802821	20.01
	Net Change	-	-	-	-
	At the End of the year	5802821	20.01	5802821	20.01
2	**NARENDRA AGGARWAL**	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	5,732,802.00	19.77	5,732,802.00	19.77
	Net Change	11,140.00	0.04	11,140.00	0.04
	At the End of the year	5743942	19.81	5743942	19.81
3	**NISHANT AGGARWAL**	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	1,741,851.00	6.01	14.741.851	6.01
	Net Change	48,891.00	0.17	48,891.00	0.17
	At the End of the year	1,790,742.00	6.17	1.790.742.00	6.17
4	**SHASHI AGARWAL**	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	1446765	4.99	1,446,765.00	4.99
	Net Change	28,954.00	0.10	28,954.00	0.10
	At the End of the year	1475719	5.09	1475719	5.09
5	**ELKAY OVERSEAS INDIA**	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	869,900.00	3.00	869,900.00	3.00
	Net Change	-	-	-	-
	At the End of the year	869,900.00	3.00	869,900.00	3.00

S. No.	Promoters Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
6	**KIRAN AGGARWAL**	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	872,221.00	3.01	872,221.00	3.01
	Net Change	15,237.00	0.05	15,237.00	0.05
	At the End of the year	887,458.00	3.06	887,458.00	3.06
7	**KUSHAL AGGARWAL**	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	599,618.00	2.07	599,618.00	2.07
	Net Change	23,383.00	0.08	23,383.00	0.08
	At the End of the year	623,001.00	2.15	623,001.00	2.15
8	**PUNITA JINDAL**	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	575,100.00	1.98	575,100.00	1.98
	Net Change	-	-	-	-
	At the End of the year	575,100.00	1.98	575,100.00	1.98
9	**VIPUL AGGARWAL**	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	519,233.00	1.79	519,233.00	1.79
	Net Change	78,872.00	0.27	78,872.00	0.27
	At the End of the year	598,105.00	2.06	598,105.00	2.06
10	**SUNITA JINDAL**	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	404,560.00	1.40	404,560.00	1.40
	Net Change	-	-	-	-
	At the End of the year	404,560.00	1.40	404,560.00	1.40
11	**VIJAY KUMAR JINDAL**	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	400,900.00	1.38	400,900.00	1.38
	Net Change	-	-	-	-
	At the End of the year	400,900.00	1.38	400,900.00	1.38
12	**SUNIL KUMAR JINDAL**	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	321,000.00	1.11	321,000.00	1.11
	Net Change	-	-	-	-
	At the End of the year	321,000.00	1.11	321,000.00	1.11
13	**SUNIL KUMAR & SONS**	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	191,700.00	0.66	191,700.00	0.66
	Net Change	-	-	-	-
	At the End of the year	191,700.00	0.66	191,700.00	0.66
14	**AVNISH JINDAL**	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	133,500.00	0.46	133,500.00	0.46
	Net Change	-	-	-	-
	At the End of the year	133,500.00	0.46	133,500.00	0.46
15	**NILESH JINDAL**	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	113,720.00	0.39	113,720.00	0.39
	Net Change	-	-	-	-
	At the End of the year	113,720.00	0.39	113,720.00	0.39
16	**NAINA JINDAL**	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	100.00	0.00	100.00	0.00
	Net Change	-	-	-	-
	At the End of the year	100.00	0.00	100.00	0.00

IV(iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS, AND HOLDER OF GDRS AND ADRS):

S. No.	Promoters Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
1	**SHYAM SUNDER BANSAL**	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	484,653.00	1.67	484,653.00	1.67
	Net Change	-482,505.00	-1.66	-482,505.00	-1.66
	At the End of the year	2,148.00	0.01	2,148.00	0.01
2	**VINOD MITTAL (HUF)**	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	381,511.00	1.32	381,511.00	1.32
	Net Change	-	-	-	-
	At the End of the year	381,511.00	1.32	381,511.00	1.32
3	**VINOD MITTAL**	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	308,009.00	1.06	308,009.00	1.06
	Net Change	272,632.00	0.94	272,632.00	0.94
	At the End of the year	580,641.00	2.00	580,641.00	2.00
4	**VIJAY KUMAR GUPTA**	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	308,000.00	1.06	308,000.00	1.06
	Net Change	-40,300.00	-0.14	-40,300.00	-0.14
	At the End of the year	267,700.00	0.92	267,700.00	0.92
5	**SOMESH MITTAL (HUF)**	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	292,225.00	1.01	292,225.00	1.01
	Net Change	-	-	-	-
	At the End of the year	292,225.00	1.01	292,225.00	1.01
6	**SOMESH MITTAL**	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	288,657.00	1.00	288,657.00	1.00
	Net Change	31,550.00	0.11	31,550.00	0.11
	At the End of the year	320,207.00	1.10	320,207.00	1.10
7	**SUNITA MITTAL**	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	273,539.00	0.94	273,539.00	0.94
	Net Change	-	-	-	-
	At the End of the year	273,539.00	0.94	273,539.00	0.94
8	**DEVENDER MITTAL**	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	217,164.00	0.75	217,164.00	0.75
	Net Change	-	-	-	-
	At the End of the year	217,164.00	0.75	217,164.00	0.75
9	**DHEERAJ KUMAR LOHIA**	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	178,840.00	0.62	178,840.00	0.62
	Net Change	-178,840.00	-0.62	-178,840.00	-0.62
	At the End of the year	-	-	-	-
10	**SHIVALIK PRINTS LTD**	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	150,913.00	0.52	150,913.00	0.52
	Net Change	-	-	-	-
	At the End of the year	150,913.00	0.52	150,913.00	0.52

IV(v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

S. No.	Promoters Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
1	**Mr. Mukesh Kumar Aggarwal (MD)**	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	5802929	20.01	5802929	20.01
	Transactions (Purchase/sale) from 01.04.2018 to 31.03.2019	NIL	NIL	NIL	NIL
	At the End of the year	5802929	20.01	5802929	20.11
2	**Mrs. Shashi Agarwal (Director)**	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	1446765	4.86	1446765	4.86
	Transactions (Purchase/sale) from 01.04.2018 to 31.03.2019	28954	0.10	28954	0.10
	At the End of the year	1475719	4.96	1475719	4.96
3	**Mr. Vijay Kumar Jindal (Director)**	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	400900	4.86	400900	4.86
	Transactions (Purchase/sale) from 01.04.2018 to 31.03.2019	NIL	NIL	NIL	NIL
	At the End of the year	400900	4.86	400900	4.86
4	**Mr. Chanderjeet singh Bhatia (Independent Director)**	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NIL	NIL	NIL	NIL
	Transactions (Purchase/sale) from 01.04.2018 to 31.03.2019	NIL	NIL	NIL	NIL
	At the End of the year	NIL	NIL	NIL	NIL
5	**Mr. Arun Kumar (Independent Director)**	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NIL	NIL	NIL	NIL
	Transactions (Purchase/sale) from 01.04.2018 to 31.03.2019	NIL	NIL	NIL	NIL
	At the End of the year	NIL	NIL	NIL	NIL
6	**Mr. Rajesh Goyal (Independent Director)**	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NIL	NIL	NIL	NIL
	Transactions (Purchase/sale) from 01.04.2018 to 31.03.2019	NIL	NIL	NIL	NIL
	At the End of the year	NIL	NIL	NIL	NIL
7	**Mr.Sanjay Gupta (Chief Financial Officer)**	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NIL	NIL	NIL	NIL
	Transactions (Purchase/sale) from 01.04.2018 to 31.03.2019	NIL	NIL	NIL	NIL
	At the End of the year	NIL	NIL	NIL	NIL
8	**Mr. Ashish yadav (Company Secretary)**	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NIL	NIL	NIL	NIL
	Transactions (Purchase/sale) from 01.04.2018 to 31.03.2019	NIL	NIL	NIL	NIL
	At the End of the year	NIL	NIL	NIL	NIL

V INDEBTEDNESS

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	244.57	0	0	244.57
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	**244.57**	**0**	**0**	**244.57**
Net Change	**-244.57**			**-244.57**
Indebtedness at the end of the financial year				0
i) Principal Amount	0	225.00	0	225.00
ii) Interest due but not paid	0	21.41	0	0
iii) Interest accrued but not due	0	0	0	21.41
Total (i+ii+iii)	**0**	**246.41**	**0**	**246.41**

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

S.No.	Particulars of Remuneration	Name of the Directors			Total Amount
		Mr. Mukesh Kumar Aggarwal (MD)	Mrs. Shashi Agarwal (Director)	Mr. Vijay Kumar Jindal (Director)	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6,000,000	0	0	6,000,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission - as % of profit - others, specify…	0	0	0	0
5	Others, please specify (EL & Bonus)	0	0	0	0
	Total (A)	6,000,000	0	0	6,000,000
	Ceiling as per the Act				

B. Remuneration to other directors: NIL

S.No.	Particulars of Remuneration	Name of the Directors			Total Amount
		Mr.Chanderjeet Singh Bhatia (Independent Director)	Mr.Rajesh Goyal (Independent Director)	Mr.Arun Kumar (Independent Director)	
1	Independent Directors				
	Fee for attending Board Committee meetings	0	0	0	0
	Commission	0	0	0	0
	Others, please specify	0	0	0	0
	Total (1)	0	0	0	0
2	Other Non-Executive Director				
	Fee for attending Board Committee meetings	0	0	0	0
	Commission	0	0	0	0
	Others, please specify	0	0	0	0
	Total (2)	0	0	0	0
	Total (B) = (1+2)	0	0	0	0

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD: NIL

S.No.	Particulars of Remuneration	Name of the Directors		Total Amount
		Mr. Sanjay Gupta (Chief Financial Officer)	Mr. Ashish Yadav (Company Secretary)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	828,020	540,000	1,368,020
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission - as % of profit - others, specify…	0	0	0
5	Others, please specify (EL & Bonus)	40,129	25,692	65,821
	Total (A)	868,149	565,692	1,433,841
	Ceiling as per the Act			

VII PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: N.A.

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

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF SPL INDUSTRIES LIMITED

Mukesh Kumar Aggarwal
(Managing Director)
DIN: 00231651

Shashi Agarwal
(Director)
DIN: 06687549

Place: Faridabad
Date: August 13, 2019

ANNEXURE-G

NOMINATION AND REMUNERATION POLICY

1. Introduction

This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee of the board and is approved by the Board of Directors of the company.

2. Objectives/Purpose of the Committee:

The Committee shall:

i. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, key managerial personnel and other employees.

ii. Formulation of criteria for evaluation of performance of Independent Director and the Board.

iii. Devising a policy on Board diversity.

iv. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.

v. Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

vi. Identify whether to extend or continue the term of appointment of the Independent Director on the basis of the report of their performance evaluation.

Effective Date:

The following policy has been re-formulated by the Nomination and Remuneration Committee and adopted by the Board of Directors at its meeting held on 16/08/2017.

3. Definitions:

- "**Board":-** Board means Board of Directors of the Company.
- **"Director":-** Directors means Directors of the Company.
- **"Committee":-** Committee means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, from time to time, in accordance with the Act and applicable listing agreements and/or regulations.
- **"Company":-** Company means SPL Industries Limited.
- **"Independent Director":-** means a director referred to in section 149 (6) of Companies Act2013.
- **"Key Managerial Personnel":-** Key Managerial Personnel (KMP) means-

  (i) the Chief Executive Officer or the managing director or the manager;

  (ii) the Company Secretary;

  (ii) the Whole-Time Director;

  (iii) the Chief Financial Officer;and

  (iv) such other officer as may be prescribed under the applicable statutory law/ provisions /regulations.
- **"Senior Management":-** The expression "senior management" means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

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

4. Applicability:

The Policy is applicable to

- Directors (Executive and Non-Executive)
- Key Managerial Personnel
- Senior Management Personnel
- such other officer as may be prescribed under the applicable statutory law/ provisions /regulations.

5. Constitution of the Nomination and Remuneration Committee:

The Board has the power to constitute/ reconstitute the Committee from time to time in order to make it consistent with the Company's policy and applicable statutory requirement.

6. Criteria of Appointment:

i. The Committee shall consider the ethical standards of integrity and probity,qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and accordingly recommend to the Board his / her appointment.

ii. The Company should ensure that the person so appointed as Director/Independent Director/KMP/Senior Management Personnel shall not be disqualified under the Companies Act, 2013, rules made thereunder, or any other enactment for the time being in force.

iii. The Director/ Independent Director/ KMP/ Senior Management Personnel shall be appointed as per the procedure laid down under the provisions of the Companies Act,2013,rules made thereunder,or any other enactment for the time being in force.

7. Term/Tenure:

The Term / Tenure of the Directors shall be governed as per provisions of the Companies Act, 2013 and rules made thereunder as amended from time to time.

8. Removal:

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder, Listing Agreement or under any other applicable Act, rules and regulations as amended from time to time or any other reasonable ground, the Committee may recommend to the Board for removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

9. Policy on Board diversity:

The Board of Directors shall have the optimum combination of Directors from the different areas / fields like production, Management, Quality Assurance, Finance, Sales and Marketing, Supply chain, Research and Development , Human Resources etc. or as may be considered appropriate.

The Board shall have at atleast one Board member who has accounting or related financial management expertise and atleast three members who are financially literate.

10. Remuneration:

The Committee will recommend the remuneration to be paid to the Managing Director, Whole-time Director and KMP to the Board for their approval.

The level and composition of remuneration so determined by the Committee shall be reasonable and sufficient to attract, retain and motivate directors, Key Managerial Personnel and Senior Management of the quality required to run the company successfully. The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks. The remuneration should also involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:

Director/ Managing Director

Besides the above Criteria, the Remuneration/compensation/commission etc. to be paid to Director/Managing Director etc. shall be governed as per provisions of the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

Non-executive Independent Directors

The Non- Executive Independent Director may receive remuneration by way of sitting fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

KMP's/Senior Management Personnel etc.

The Remuneration to be paid to KMPs/ Senior Management Personnel shall be based on the experience, qualification and expertise of the related personnel and governed by the limits, if any prescribed under the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

Conformity with the Act

This policy is in conformity with the provisions of the Companies Act, 2013 and the rules thereunder and the requirements of the clause 49 of the Equity Listing Agreement with the Stock Exchanges. However, if due to subsequent changes in the Act or any other regulations,a particular clause or any part of this policy becomes in consistent with the Act or regulations, the provisions of the Act or regulations shall prevail.

ANNEXURE-H

ANNUAL REPORT ON CSR ACTVITIES TO BE INCLUDED IN THE BOARD'S REPORT

1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

The main objective of CSR policy is to lay down guidelines to make CSR a key business process for sustainable development of the Society. It aims at supplementing the role of the Govt. in enhancing welfare measures of the society based on the immediate short term and long term and environmental consequences of their activities. The Company shall execute CSR activities in the areas around its corporate and registered office. It may approve specific cases of projects in different areas. The overview of projects or programs proposed to be undertaken includes the following:

1. Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation and making available safe drinking water.
2. Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently-abled and livelihood enhancement projects.
3. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans, setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically background groups.
4. Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water.
5. Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts.
6. Sports and culture, training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports.
7. Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women.
8. Rural development projects viz. Infrastructure Support, Infrastructure for Village Electricity/Solar Light etc. Recurring expenditure should be borne by the beneficiaries.
9. Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Govt.
10. Measures for the benefit of armed forces veterans, war widows and their dependents.

2. The Composition of the CSR Committee:

S. No.	Name of the Director/ KMP	Ratio to median remuneration
1	Chanderjeet Singh Bhatia	Chairman
2	Mukesh Kumar Aggarwal	Member
3	Shashi Agarwal	Member

3. Average net profit of the company for last three financial years– Rs. 498 Lakhs

4. Prescribed CSR Expenditure (two per cent. of the amount as in item 3 above)-Rs. 978 Lakhs

5. Details of CSR spent during the financial year

a) Total amount to be spent for the financial year; -Rs. 978 Lakhs

(b) Amount unspent, if any; -Rs. 978 Lakhs

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

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No.	CSR project or activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or Programs was undertaken	Amount outlay (budget) project or wise	Amount spent on the projects or programs Sub heads: (1) Direct expenditure on projects or programs. (2) Overheads :	Cumulative -expenditure upto to the reporting period	Amount spent Direct or through implementing agency*

*Give details of implementing agency:

6. **In case the Company has failed to spend the two per cent, of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report.**

   The company could not spend amount in Corporate Social Responsibility as required by section 135 of the Companies Act 2013. The company has started earning profit in last few years only and still could not be able to cover the accumlated losses in earlier years. The company is conerned about its obligation under the provisions of the Act and shall spend money in CSR activities as soon it is possible

7. **A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.**

   The CSR Committee hereby takes responsibility that the implementation and monitoring of CSR activities shall be in compliance with CSR objectives and the CSR Policy of the Company.

For and on behalf of the Board of Directors
For SPL Industries Limited

	Mukesh Kumar Aggarwal	**Shashi Agarwal**
	(Managing Director)	**(Director)**
Place: Faridabad	**DIN : 00231651**	**DIN 06687549**
Date: August 13, 2019	**Add: C-1/4, Sector-11, Faridabad - 121007**	**Add: C-1/4, Sector-11, Faridabad - 121007**

ANNEXURE-I

PARTICULARS OF THE EMPLOYEES

The information required under Section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

S. No.	Name of the Director/ KMP	Ratio to median remuneration	% Increase in remuneration in the financial year
1	Sh. Mukesh Kumar Aggarwal	82.20	NIL
2	Sh. Sanjay Gupta	11.40	03.72 %
5	Sh. Ashish Yadav	7.39	50.00%

b. The median remuneration for the year 2018-19 is 73,000/-

c The percentage increase in remuneration of each Director, Chief Executive Officer/ Chief Financial Officer or Company Secretary in the financial year: 53.72

d. The number of permanent employees on the rolls of Company: 523

e. The explanation on the relationship between average increase in remuneration and Company performance:
The average increase in remuneration per employee is in line with normal pay revisions, which is linked to individual performance and the Company's performance.

f. 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:
Increase in remuneration is based on remuneration policy of the Company

g. The key parameters for any variable component of remuneration availed by the directors:
The Non- Executive Directors of the company have waived their right to receive any remuneration by way of sitting fee.

h. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: Not applicable.

l. Affirmation that the remuneration is as per the remuneration policy of the Company:
The Company affirms remuneration is as per the remuneration policy of the Company.

For and on behalf of the Board of Directors
For SPL Industries Limited

Mukesh Kumar Aggarwal
(Managing Director)
DIN : 00231651
Add: C-1/4, Sector-11, Faridabad - 121007

Shashi Agarwal
(Director)
DIN 06687549
Add: C-1/4, Sector-11, Faridabad - 121007

Place: Faridabad
Date: August 13, 2019

ANNEXURE-J

Disclosure of Particulars pursuant to Rule 8 of the Companies (Accounts) Rules 2014

A. CONSERVATION OF ENERGY:

i) Steps taken for conservation of energy:

Your company continuously taking necessary steps to absorb and adopt the latest technology and innovation in the Garment Industry. These initiatives enable the facilities to become more efficient and productive as the company expands, thereby helps in energy conservation. All machinery and equipment are continuously serviced, updated and overhauled in order to maintain them in good condition. This resulted in consumption of lesser energy consumption. Energy Conservation continues to receive increased emphasis at all the units of the Company. Inter unit studies are carried out on a regular basis for taking steps for reduction of the energy consumption. Hence your company has not opted for alternate energy sources. Additionally, constant efforts in continuing all previous conservation measures and increasing awareness of energy management amongst employees have continued which should enable further savings to transpire going forward.

ii) The steps taken by the Company for utilizing alternative source of energy:

Your company has taken steps for up gradation and modernization of various machines in phased manner. The Company also replaces old plant and machinery in the processing unit and steps are taken to modernization of various operations including installation of robotic machines for handling very specialized work/activities.

B. TECHNOLOGY ABSORPTION:

In addition to product and raw material development which continues to be strengthened, Research and Development activities on fashion designing are carried out on on-going basis. Absorbing technologies with state of art machineries like automated cutting machine, automated fabric inspection machines, etc., the quality of the products and efficiency of the systems have been substantially improved. By applying those technologies, the cost of production was under control. The nature of activities of the Company does not warrant any exclusive R&D department.

The Company has installed ZLD (Zero Liquid Damage) plant for recycling of water and Water RO plant for the workers of the company. ZLD technology is used to utilize the waste water to the last extent till where it can be utilized avoiding water wastage. ROs are used to purify the water and making it fit for drinking for the workers of the company.

C. FOREIGN EXCHANGE EARINGS AND OUTGO:

The Foreign Exchange outgo and foreign exchange earned by the Company during the year are detailed below:(Refer toNote No. 37 of other Notes to the Financial Statements).

(Amount in Lakhs)

Particulars	2018-19	2017-18
Foreign Exchange outgo	29.94	405.86
Foreign Exchange earned	81,36.80	10,015.81

For and on behalf of the Board of Directors
For SPL Industries Limited

Mukesh Kumar Aggarwal
(Managing Director)
DIN : 00231651
Add: C-1/4, Sector-11, Faridabad - 121007

Shashi Agarwal
(Director)
DIN 06687549
Add: C-1/4, Sector-11, Faridabad - 121007

Place: Faridabad
Date: August 13, 2019

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SPL INDUSTRIES LIMITED

Report on the Audit of standalone Financial Statements

Opinion

We have audited the accompanying Standalone financial statements of SPL INDUSTRIES LIMITED("The Company") which comprises the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), statement of changes in equity, statement of cash flows for the year ended on that date, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and its profit, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Responsibility of Management for the Standalone 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 standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian accounting Standards (Ind As) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Company's Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Report on Other Legal and Regulatory Requirements

1) As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

a. 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.

b. 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.

c. In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

d. On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.

e. 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".

f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company does not have any pending litigations which would impact its financial position

   ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

   iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

For SINGHI CHUGH & KUMAR
CHARTERED ACCOUNTANTS
FRN: 013613N

Place: New Delhi
Date: May 24, 2019

Harsh Kumar
Partner
M.No. 088123

Annexure – A to the Independent Auditor's Report

As required by the Companies (Auditors 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 state as under:-

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) Fixed assets have been physically verified by the management during the audit period and no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

(ii) In our opinion, the inventories have been physically verified during the year by the management at reasonable intervals and as explained to us no material discrepancies were noticed on physical verification.

(iii) In our Opinion and according to the information and explanation given to us, the company has not granted any loans, secured or unsecured, to companies/firms/other parties covered in the register maintained, on the basis of declaration received from the directors in form MBP-1, under section 189 of the Act.

(b) Sub clause (b) and (c) of clause (iii) of the order are not applicable to the company.

(iv) As per information and explanation the Company has not given any guarantees for loans taken by others from bank or financial institutions.

(v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from public within the meaning of sections 73 to 76 of the Act.

(vi) We confirm that the maintenance of cost records has not been specified by the Central Government under section 148(1) of the Act, for the business activities carried out by the Company.

(vii) (a) During audit procedures we have found that the Company is regular in depositing undisputed statutory dues including Provident fund, Employee's State Insurance, Income Tax, Sales Tax, Goods and Service Tax, Service Tax and other material statutory dues applicable to it with the appropriate authorities.

(b) According to the information and explanations given to us, details of dues of Income Tax, Sales Tax, Service Tax, Excise Duty and Value Added Tax which have not been deposited as at March 31, 2019 on account of dispute are given below:

Nature of the Statue	Nature of dues	Forum where dispute is pending	Period to which the amount relates	Amount
Income Tax	Regular demand	ITAT	AY 2005-2006	467.68
Employees Provident Fund	Demand	Chandigarh High court	AY 2006-2007	6.65

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institutions, banks, debenture holder and Government during the year.

(ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and terms loans during the year. Accordingly, paragraph 3 (ix) of the 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 audit.

(xi) In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3 (xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and on the basis of 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 Indian Accounting standards.

(xiv) According to the information and explanations given to us and on the basis of 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 on the basis of our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, clause (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 SINGHI CHUGH & KUMAR
CHARTERED ACCOUNTANTS
FRN : 013613N

(Harsh Kumar)
Partner
M. No.088123

Place: New Delhi
Date: May 24, 2019

Annexure – B to the Independent Auditor's Report

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

We have audited the internal financial controls over financial reporting of SPL INDUSTRIES LIMITED ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, 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 SINGHI CHUGH & KUMAR
CHARTERED ACCOUNTANTS
FRN : 013613N

Place: New Delhi
Date: May 24, 2019

Harsh Kumar
Partner
M.No. 088123

BALANCE SHEET AS AT 31ST MARCH, 2019

(Rs. in Lakhs)

Particulars	Note	As at 31st Mar, 2019	As at 31st Mar, 2018
ASSETS			
Non-Current Assets			
(a) Property, Plant & Equipment	4	5,160.25	5,480.26
(b) Capital Work in Progress	4	84.74	56.35
(c) Intangible Assets	4	(0.00)	3.98
(d) Financial Assets			
(i) Trade Receivable	5	-	-
(ii) Loans	6	-	-
(iii) Other financial assets	7	18.08	14.52
(e) Advance Income Tax Assets (Net)		443.37	485.85
(f) Other non-current assets	8	90.04	25.13
Total		**5,796.48**	**6,066.09**
Current Assets			
(a) Inventories.	9	330.57	209.45
(b) Financial Assets			
(i) Investments		-	-
(ii) Trade Recievables	10	3,884.27	2,992.10
(iii) Cash & Cash Equivalents	11	345.99	262.84
(iv) Bank Balances other than (iii) above	12	1,284.22	37.38
(v) Loans	13	-	-
(vi) Other financial Assets	14	-	58.03
(c) Current Income Tax Assets (Net)		-	-
(d) Other Current Assets	15	591.81	373.65
Total		**6,436.86**	**3,933.45**
Total Assets		**12,233.34**	**9,999.54**
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	16	2,900.00	**2,900.00**
Other equity	17	6,861.78	**4,146.40**
		9,761.78	**7,046.40**
Liabilities			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	18	-	181.96
(ii) Other Financial Liabilities		-	-
(b) Provisions	19	46.86	38.54
(c) Deferred tax liabilities (Net)	20	-	-
(d) Other non-current liabilities		-	-
Total		**46.86**	**220.49**
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	21	246.41	62.61
(ii) Trade Payables	22	1,963.43	2,394.10
(iii) Other Financial Liabilities		-	-
(b) Other Current Liabilities	23	193.96	248.75
(c) Provisions	24	20.88	27.19
(d) Current Tax Liabilities.		-	-
Total		**2,424.68**	**2,732.65**
Total Liabilities		**2,471.56**	**2,953.14**
Total Equity and Liabilities		**12,233.34**	**9,999.54**

Summary of Significant Accounting Policies

The accompanying notes are an inregral part of the financial statement
As per our report of even date.

FOR SINGHI CHUGH & KUMAR
CHARTERED ACCOUNTANTS
FRN No. 013613N

Harsh Kumar
Partner
M. No.088123

Place: New Delhi
Date: May 24, 2019

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF SPL INDUSTRIES LIMITED

Mukesh Kumar Aggarwal
(Managing Director)
DIN: 00231651

Shashi Agarwal
(Director)
DIN: 06687549

Sanjay Gupta
(Chief Financial Officer)

Ashish Yadav
(Company Secretary)

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

(Rs. in Lakhs)

Particulars	Note	As at 31st Mar, 2019	As at 31st Mar, 2018
Income			
Revenue From Operations	25	15,674.64	17,274.88
Other Income	26	302.69	392.88
TOTAL INCOME		**15,977.33**	**17,667.76**
Expenses			
Cost Of Material Consumed	27	1,615.21	3,693.53
Purchase of Stock-in-Trade	28	7,566.43	5,885.26
Manufacturing Expenses	29	2,376.72	3,102.23
Changes In Inventories Of Finished Goods, Work In Progress & Stock In Trade	30	(134.00)	936.54
Employee Benefits Expenses	31	889.22	1,835.76
Finance Costs	32	94.51	173.19
Depreciation And Amortization Expense	33	383.93	390.22
Other Expenses	34	468.52	1,112.30
TOTAL EXPENSES		**13,260.54**	**17,129.03**
Profit/(Loss) before Exceptional & Extraordinary Items		2,716.81	538.72
Exceptional Items/ Extraordinary Items		-	-
Profit/(Loss) Before Tax		2,716.81	538.72
Tax Expense/Adjustments			
Current Tax	35	-	-
Deferred Tax	35	-	-
Income Tax Expense		-	-
Profit/ (Loss) For The Year		**2,716.81**	**538.72**
Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss		(1.43)	13.31
(ii) Income tax effect		-	-
B (i) Items that will be reclasssified to profit or loss		-	-
(ii) Income tax effect		-	-
Other comprehensive income for the year, net of tax		**(1.43)**	**13.31**
Total Comprehensive Income for the year, net of tax		**2,715.38**	**552.03**
Earnings/(Loss) per equity share:			
Basic and Diluted	**36**	9.37	1.86

Summary of Significant Accounting Policies

The accompanying notes are an integral part of the financial statement

FOR SINGHI CHUGH & KUMAR
CHARTERED ACCOUNTANTS
FRN No. 013613N

Harsh Kumar
Partner
M. No.088123

Place: New Delhi
Date: May 24, 2019

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF SPL INDUSTRIES LIMITED

Mukesh Kumar Aggarwal
(Managing Director)
DIN: 00231651

Shashi Agarwal
(Director)
DIN: 06687549

Sanjay Gupta
(Chief Financial Officer)

Ashish Yadav
(Company Secretary)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

(Rs. in Lakhs)

	Particulars	Note	For the Year Ended March 31, 2019	For the Year Ended March 31, 2018
A:	**Cash flow from operating activities**			
	Profit & loss before tax		2,716.81	538.72
	Adjustments to reconcile profit before tax to net cash flows:			
	Provision for gratuity		12.56	12.04
	Payment of gratuity		(7.13)	(7.25)
	Interest income		(31.05)	(7.80)
	Rent		(92.73)	(54.09)
	Net gain on sale of non - current assets		(10.29)	(17.90)
	Forex gain on derivatives		-	(58.03)
	Loss on sale of assets		59.16	
	Depreciation & amortization cost		383.93	390.22
	Interest expense		32.95	51.30
	Liability Written back		(37.49)	(68.61)
	Provision written back		(18.73)	-
	Assets Written off		122.09	-
	Bank charges		30.75	84.53
	LC discounting charges		-	-
	Interest on unsecured loans		30.62	28.19
	Operating Profit before working capital changes		**3,191.44**	**891.33**
	Working capital adjustments			
	(Increase)/Decrease in inventories		(103.61)	1,776.30
	(Increase)/Decrease in trade receivables		(892.18)	316.50
	(Increase)/Decrease in other financial assets		-	91.84
	(Increase)/Decrease in other current assets		(217.00)	192.72
	(Increase)/Decrease in advance income tax		42.48	(116.51)
	(Increase)/Decrease in trade payable		(393.18)	(1,196.26)
	(Increase)/Decrease in other current liabilities		(36.06)	(355.08)
	(Increase)/Decrease in provisions		(4.58)	(17.74)
	Cash generated from operations		**1,587.31**	**1,583.10**
	Cash flow from investing activity			
	Net gain on sale of non - current assets		-	17.90
	Interest income		31.05	7.80
	Rental income		92.73	54.09
	Purchase of fixed assets		(285.59)	(473.46)
	Sale of fixed assets		65.43	8.78
	Loan investment		-	-
	Other financial asset		(3.56)	(0.00)
	Bank balance not considered as cash & cash equivalent		(1,246.84)	353.34
	Other non current asset		(64.91)	(1.96)
	Net cash used in investing activities		**(1,411.69)**	**(33.51)**
	Cash flow from financing activities			
	Interest Expense		(32.95)	(51.30)
	Bank charges		(30.75)	(84.53)
	LC discounting charges		-	-
	Proceeds from current borrowings		183.81	(1,128.69)
	Repayment of non current borrowings		(181.96)	(120.07)
	Interest on unsecured loans		(30.62)	(28.19)
	Net cash used in financing activities		**(92.47)**	**(1,412.78)**
	Net increase/(decrease) in cash and cash equivalents		**83.15**	**136.81**
	Cash & cash equivalent at the beginning of the year		**262.84**	**126.03**
	Cash & cash equivalent at year end		**345.99**	**262.84**
	Closing cash & cash equivalent (note 11)		**345.99**	**262.84**

FOR SINGHI CHUGH & KUMAR
CHARTERED ACCOUNTANTS
FRN No. 013613N

Harsh Kumar
Partner
M. No.088123

Place: New Delhi
Date: May 24, 2019

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF SPL INDUSTRIES LIMITED

Mukesh Kumar Aggarwal
(Managing Director)
DIN: 00231651

Shashi Agarwal
(Director)
DIN: 06687549

Sanjay Gupta
(Chief Financial Officer)

Ashish Yadav
(Company Secretary)

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2019

A. Equity Share Capital **(Rupees in Lakhs)**

Balance at the beginning of the reporting period i.e. 1st April, 2018		Changes in Equity share capital during the Year		Balance at the end of the reporting period i.e. 31st March, 2019	
Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount
29,000,004	2,900.00	-	-	29,000,004	2,900.00

B. Other Equity

Particualrs	Revaluation Reserve	Reserves and Surplus		Other Comprehensive Income	Total
		Securities Premium Reserve	Retained Earnings		
As on 31st March 2019					
Balance at the beginning of the reporting period i.e. 1st April, 2018	**2609.01**	**4,967.45**	**(3,436.81)**	**6.75**	**4,146.40**
Total Comprehensive Income for the Year	-	-	2,716.81	(1.43)	2,715.38
Dividend	-	-	-	-	-
Tax on Dividend	-	-	-	-	-
Transfer to/ (from) Retained Earnings	(12.91)	-	12.91	-	-
Others	-	-	-	-	
Balance at the end of the reporting period i.e. 31st March, 2019	**2,596.10**	**4,967.45**	**(707.09)**	**5.32**	**6,861.78**

Summary of Significant Accounting Policies The accompanying notes are an inregral part of the financial statement As per our report of even date.

FOR SINGHI CHUGH & KUMAR
CHARTERED ACCOUNTANTS
FRN No. 013613N

Harsh Kumar
Partner
M. No.088123

Place: New Delhi
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Sanjay Gupta
(Chief Financial Officer)

Ashish Yadav
(Company Secretary)

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Note 4 -Plant Property & Equipment **(Rs. in Lakhs)**

Description	GROSS BLOCK							DEPRECIATION / AMORTISATION / DEPLETION				
	As At 01.04.2018	Additions / Adjust-ments	Deductions / Adjustments	As At 31.03.2019	Deductions / Adjustments	As At 01.04.2018	For the Year	Deductions	Adjustments	As At 31.03.2019	As At 31.03.2019	As At 31.03.2018
Tangible Assets												
Land	2,855.17	130.29	-	2,985.46	-	-	-	-		-	2,985.46	2,855.17
Building	1,986.74	-	-	1,986.74	-	875.05	113.77	-		988.81	997.92	1,111.69
Plant & Machinery	7,526.67	126.76	2,547.59	5,105.85	-	6,055.28	254.98	2,372.97	102.95	3,937.29	1,168.56	1,471.40
Office Equipment	348.72	0.15	230.41	118.47	-	324.75	8.20	217.08	13.33	115.87	2.60	23.97
Furniture & Fixture	210.79	-	99.32	111.48	-	198.02	1.45	91.22	4.71	108.24	3.24	12.78
Vehicles	43.48	-	24.58	18.89	-	38.22	1.55	23.35	1.11	16.42	2.48	5.26
Total (A)	**12,971.58**	**257.20**	**2,901.89**	**10,326.88**	**-**	**7,491.32**	**379.94**	**2,704.62**	**122.09**	**5,166.63**	**5,160.25**	**5,480.26**
Capital WIP	**56.35**	**83.29**	**54.90**	**84.74**	**-**	**-**	**-**	**-**		**-**	**84.74**	**56.35**
Total (B)	**56.35**	**83.29**	**54.90**	**84.74**	**-**	**-**	**-**	**-**	**-**	**-**	**84.74**	**56.35**
Intangible Assets												
Computer Software	42.22	-	-	42.22	-	38.23	3.98	-		42.22	0.00	3.98
Total (C)	**42.22**	**-**	**-**	**42.22**	**-**	**38.23**	**3.98**	**-**	**-**	**42.22**	**0.00**	**3.98**
TOTAL (A+B+C)	**13,070.15**	**340.49**	**2,956.80**	**10,453.84**	**-**	**7,529.55**	**383.93**	**2,704.62**	**122.09**	**5,208.85**	**5,244.99**	**5,540.60**

FOR SINGHI CHUGH & KUMAR
CHARTERED ACCOUNTANTS
FRN No. 013613N

Harsh Kumar
Partner
M. No.088123

Place: New Delhi
Date: May 24, 2018

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF
SPL INDUSTRIES LIMITED

Mukesh Kumar Aggarwal
(Managing Director)
DIN: 00231651

Shashi Agarwal
(Director)
DIN: 06687549

Sanjay Gupta
(Chief Financial Officer)

Ashish Yadav
(Company Secretary)

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

(Rs in lakhs)

Note	Particulars	As at 31st Mar, 2019	As at 31st Mar, 2018
5	**Financial assets-Non current:Trade Receivables**		
	Unsecured		
	Trade receivable	50.26	50.26
	Less:- Impairment Allowances	(50.26)	(50.26)
	Total	-	-
6	**Financial assets-Non current: Loans**	-	-
	Total	-	-
7	**Other financial assets**		
	Fixed deposit (margin money against bank guarantee)*	18.08	14.52
	Total	**18.08**	**14.52**
	* FDR relates to bank guarantee given to Haryana State Pollution Control Board & Director General of Foreign Trade.		
8	**Other Non Current Assets**		
	Unsecured		
	Security deposits	90.04	25.13
	Less: Provision for deposit		
	Receivable from revenue authorities*	370.74	389.96
	Less: Provision against recovery losses	(370.74)	(389.96)
	Advance to suppliers	5.00	5.00
	Less: Provision against Advances	(5.00)	(5.00)
	Total	**90.04**	**25.13**
9	**Inventories**		
	(As taken, valued & certified by the management)		
	Raw Materials	87.49	108.30
	Work In Process	33.98	43.56
	Finished Goods	-	-
	Stores, Spares & Loose Tools	35.37	39.07
	Fuel & Oil	30.15	3.40
	Stock In Transit	143.57	15.13
	Total	**330.56**	**209.46**
10	**Trade Receivables**		
	Unsecured,Considered Good		
	Due from Related Party	-	0.02
	Others	3,884.27	2,992.08
	Total	**3,884.27**	**2,992.10**
	Unsecured,Considered Doubtful	368.18	368.18
	Unsecured,Considered Doubtful	-	-
	Less:Impairment Allowance	(368.18)	(368.18)
	Total	**3,884.27**	**2,992.10**
11	**Cash and Cash Equivalent**		
	Balance With Banks -		
	On current accounts	345.48	258.71
	Cash on hand	0.51	4.13
	Total	**345.99**	**262.84**

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

(Rs. in lakhs)

Note	Particulars	As at 31st Mar, 2019	As at 31st Mar, 2018
12	**Bank Balances other than cash and cash equivalent**		
	In fixed deposits		
	Fixed deposit (held as securities against bank guarantees)	1,284.22	37.38
	Maturity period less than 12 months*	-	-
	Total	**1,284.22**	**37.38**

* FDR includes Rs 2.63 Crore relating to Bank Guarantee given to Adani Gas Ltd and agreement with Adani Gas Ltd is for one year. Balance amount is FDR with Bank.

13	**Loans**	-	-
14	**Other Financials Assets**		
	Derivatives foreign currency forward contract	-	58.03
	Total	-	**58.03**
15	**Other Current Assets**		
	Other receivable	2.62	39.87
	Input GST	370.37	126.26
	Rent equalisation	2.74	1.59
	Prepaid expenses	14.01	12.92
	Other advances & deposits	1.44	1.18
	Receivable from revenue authorities*	188.31	181.46
	Less: provision against recovery losses	-	(31.32)
	Advance to suppliers	12.31	41.69
	Total	**591.80**	**373.65**

*Receivable from various statutory departments including CBEC.

16

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Number of Shares	Amount	Number of Shares	Amount
Share Capital				
Authorised Share Capital				
Equity Share of Rs 10 each	30,000,000	3,000.00	30,000,000	3,000.00
Issued, subscribed and Paid Up:				
Equity Shares of Rs 10 each fully paid up	29,000,004	2,900.00	29,000,004	2,900.00
Total	**29,000,004**	**2,900**	**29,000,004**	**2,900**

The details of shareholders holding more than 5% shares :

Name of the Shareholder	As at 31st March, 2019		As at 31st March, 2018	
	Number of Shares	Percentage	Number of Shares	Percentage
Narendra Aggarwal	5,743,942	19.81%	5,732,802	19.77%
Mukesh Kumar Aggarwal	5,802,821	20.01%	5,772,847	19.91%
Nishant Aggarwal	1,790,742	6.17%	1,699,260	5.86%
Shashi Aggarwal	1,475,719	5.09%	-	-

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

The reconciliation of the number of shares outstanding is set out below: **(Rs. in lakhs)**

Particulars	As at 31st March, 2019	As at 31st March, 2018
	Number of Shares	Number of Shares
Equity Shares at the beginning of the year	29,000,004	29,000,004
Add: Issued During the Year	-	-
Equity Shares at the end of the year	**29,000,004**	**29,000,004**

Rights, preferences and restrictions attached to shares

The Company has one class of equity shares having a par value of Rs.10 per share. Each holder of equity is entitled to one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

The reconciliation of the number of shares outstanding is set out below:

17	Particulars	As at 31st March, 2019	As at 31st March, 2018
	Securities Premium Reserve		
	As per last Balance sheet	4,967.45	4,967.45
	***Revaluation Reserve**		
	As per last Balance sheet	2,609.01	2,621.92
	Less: Transferred to Retained Earning	(12.91)	(12.91)
		2,596.10	**2,609.01**
	Retained Earnings		
	As per last Balance sheet	(3,436.81)	(3,988.44)
	Add: Profit/ (loss) for the Year	2,716.81	538.72
	Add: Transferred from Revaluation Reserve	12.91	12.91
	Less: Appropriations	-	-
		(707.10)	**(3,436.81)**
	Other Comprehensive Income (OCI)		
	As per last Balance sheet	6.75	(6.56)
	Add: Movement in OCI (Net) during the Year	(1.43)	13.31
		5.32	6.75
	TOTAL	**6,861.78**	**4,146.40**

*Fixed Assets of the company were revalued as on 31st March, 2012 except for Car (vehicles), furniture & fixture and other equipments whose total net carrying amount before revaluation of fixed assets is less than 5% of the total net carrying amount of total fixed assets. The effect of revaluation of fixed assets have been taken by restating the Net Book Value by adding there in the net increase on account of revaluation.

18	**Long Term-Borrowings**		
	Secured		
	Term loan from bank*	-	181.96
	Total	**-**	**181.96**

For Hypothecation Details Refer Note No.:-21
Loans are measured at amortised cost

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

(Rs. in lakhs)

Note	Particulars	As at 31st Mar, 2019	As at 31st Mar, 2018
19	**Long-Term Provisions**		
	Provisions for employee benefits*		
	-Compensated absences	-	-
	-Gratuity	50.41	41.83
	Less : Fair value of planned asset	(3.55)	3.29
	Total	**46.86**	**38.54**

* Refer note no. 31 for IND AS-19 disclosure

20	**Deferred Tax Liabilities(Net)***		
	Deferred tax liabilities	1,810.18	2,585.87
	Deferred tax assets	(1,810.18)	(2,585.87)
	Total	**-**	**-**

*The Company has recognised deferred tax assets only to the extent of deffered tax liabilities in the absence of convincing evidence of future taxable profits.

21	**Short-Term Borrowings**		
	Secured		
	Loans Repayable on demand		
	- From banks*	0.00	0.00
	- Term loan*	-	62.61
	Unsecured		
	Loans from related party	246.41	-
	Total	**246.41**	**62.61**

Notes:-

*Following facilities availed by the company from punjab national bank relates to the previous financial year. In the current financial year the same is closed and all charges against this has also been closed. The details of charges of previous financial year are as below:-

Facility No. 1:- Packing credit (amounting Rs. 10 Crore)
Facility No. 2:- FOUBP (amounting Rs. 10 Crore)
Facility No. 3:- LG (amounting Rs. .50 Crore)
Facility No. 4:- Term loan (amounting Rs. 10 Crore)
Facility No. 5:- Forward contract (amounting Rs. 10 Crore)

Primary
Packing Credit:- Hypothecation of stock meant for export and charge on the current assets of the company.

Letter of Guarantee:- Counter guarantee of the company and extension of charge on current assets of the compnay.
Forward contract:- Letter of undertaking from the company to indemnify the bank for loss, if any on account of exchange rate fluctuation.

* Term loan taken from punjab national bank against hypothecation of machinery purchased out of bank loan repayable in 60 equal installmentss after a moratorium perriod of 6 months carrying interest rate @ MCLR(5Yrs) + 1.65% i.e. 11.25% relates to previous financial year. In the current financial year the same has been completely repaid and is closed.

Collateral
The above facility is collaterally secured against property at Plot No.21, Sector -6, Industrial Area, Faridabad owned by SPL Industries Limited. Loan is secured by the personal guarantee of : (1) Mr.Mukesh Kumar Aggarwal (2) Mrs. Shashi Agarwal (3) Mr. Vijay Kumar Jindal (4) Mr. Narendra Aggarwal.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

(Rs. in lakhs)

Note	Particulars	As at 31st Mar, 2019	As at 31st Mar, 2018
22	**Trade Payables**		
	"Micro, Small and Medium Enterprises (As certified by the Management)*"	12.75	0.01
	Others	1,950.68	2,394.09
	Total	**1,963.43**	**2,394.10**
	*For disclosure as per Notification No. G.S.R. 679 (E) dated 04th September, 2015, Refer Note No 44		
23	**Other Current Liabilities**		
	Expenses Payable	55.10	53.43
	Employee Benefit Payable	80.77	143.53
	Statutory Dues Payables*	17.57	44.20
	Advance received from customers	0.01	2.91
	Other Loans & Advances**	0.50	4.69
	Provisions	**40.01**	-
	Interest Accrued but not due	-	-
	Total	**193.96**	**248.75**
	* Statutory Dues Payables includes dues to ESI, PF,Sales Tax, TDS/TCS and Labour Welfare Fund etc ** Includes security deposit from parties		
24	**Short-term Provision**		
	Provisions For Employee benefits*		
	-Compensated absences	6.15	10.73
	-Gratuity	14.74	16.46
	Total	**20.89**	**27.19**
	* Refer Note No 31 for IND AS-19 disclosure		
25	**Revenue from operations**		
	Sale of products		
	Export sales	8,136.80	10,015.81
	Domestic sales	456.43	409.23
	Sale of Services		
	Processing charges*	6,389.71	5,628.73
	Other operating revenues		
	Duty drawback	173.67	656.88
	DGFT focus (export incentive)	288.44	215.94
	ROSL	168.70	195.63
	Scrap & Wastage	60.91	152.66
	Total	**15,674.66**	**17,274.88**

* Processing charges include processing of textiles which includes consumption of raw material.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

(Rs. in lakhs)

Note	Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
26	**Other Income**		
	Interest		
	From Fixed Deposits	24.14	5.86
	From Others	6.91	1.94
	Other non-operating income		
	Rent	92.73	54.09
	Net gain on sale of non - current assets	10.29	17.90
	Foreign exchange fluctuation (net)	111.09	182.46
	Forex gain on derivatives	-	58.03
	Liability written back	37.49	68.61
	Provision written back	18.73	-
	Claims & discounts others	1.30	3.99
	Total	**302.68**	**392.88**
27	**Cost of materials consumed**		
	Raw material consumed		
	Dyes & chemicals	1,527.44	1,472.71
	Accessories	0.96	226.50
	Fabric & grey cloth	7.42	1,624.51
	Yarn	16.69	176.86
	Packing material consumed	46.45	166.68
	Stores & spares consumed	16.26	26.27
	Total	**1,615.22**	**3,693.53**
28	**Purchase of stock-in-trade**		
	Garment purchase	7,566.43	5,885.26
	Total	**7,566.43**	**5,885.26**
29	**Manufacturing Expenses**		
	Power & Fuel	1,764.16	1,445.75
	Freight inward	13.57	24.26
	ETP expense	2.04	42.87
	GST/VAT expenses	3.33	242.68
	Repair to machinery		
	Boiler	23.86	54.85
	Electric	13.58	29.76
	Generator	2.78	2.88
	Thermopack	1.14	3.57
	ZLD	219.53	82.55
	RO Plant	10.96	
	Machinery	146.89	167.49
	Job charges	163.32	958.66
	Clearing & forwarding charges	0.22	24.88
	Factory rent	-	10.68
	Lab expenses	4.19	5.30
	Loading & unloading charges	7.12	6.06
	Total	**2,376.72**	**3,102.23**

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Note	Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
30	**Changes in invetories of finished goods,Stock in process and stock in trade**		
	Inventories (at close)		
	Finished Goods / Stock -in- Trade	143.57	0.00
	Stock - in- Process	33.98	43.56
	Inventories (at commencement)		
	Finished Goods / Stock -in- Trade	-	587.14
	Stock - in- Process	43.56	392.96
	Total	**(134.00)**	**936.54**
31	***Employee benefit expenses**		
	Salaries	426.76	1,073.55
	Wages and overtime	318.18	435.34
	Contribution to Pf & other funds	69.42	177.31
	Bonus	25.93	56.92
	Earned leave	22.40	47.03
	Gratuity	12.56	12.04
	Service compensation	-	3.36
	Staff welfare	13.97	30.22
	Total	**889.22**	**1,835.76**

***As per Ind-AS 19 "Employee Benefits", the disclosure a defined in the Accounting Standard are given below:**

Provision for leave encashment has been recognised on the basis of gross pay per day of an employee multiplied with the accumulated leaves as on the reporting date. No employee has accumulated leaves exceeding 30 days, However, same will be paid on future dates. Further, there is no long term provision for compensated absences as on 31st March, 2019.

Defined Benefit Plan

Contribution to Defined Contribution Plans, recognised as expense for the year is as under:

Employer's Contribution to Provident Fund	**40.98**	**117.00**
Employer's Contribution to ESI	**27.52**	57.62
Employer's contribution to Welfare Fund	**0.92**	2.68
Total	**69.42**	177.31

Defined Benefit Plan

The employee's gratuity fund scheme managed by a trust (LIC of India and SBI) is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Project Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

1. Reconciliation of opening and closing balance of defined benefit obligation

(Rs. in lakhs)

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
Present value obligation at the beginning of the period	58.29	66.56
Interest cost	4.05	4.77
Past service cost	-	-
Current service cost	8.52	7.52
Benefit paid (out of own funds)	(7.13)	(7.24)
Actuarial gain / loss on obligation (through OCI)	1.43	(13.31)
Present Value Obligation (Closing Balance)	**65.16**	**58.29**
2. Reconciliation of Opening and Closing balance of Fair Value of Plan Assets		
Fair value of plan & assets (opening balance)	3.29	3.04
Expected return on plan assets	0.24	0.24
Contributions	-	-
Benefits paid (out of plan)	-	-
Actuarial gain/ loss on obligation (through OCI)	0.02	0.00
Fair value of plan & assets (closing balance)	**3.55**	**3.28**
3. Reconciliation of Fair Value of Assets and Obligation		
Present Value Obligation (Closing Balance)	65.15	58.29
Fair Value of Plan Assets (Closing Balance)	3.55	3.29
Funded Status	(61.60)	(55.00)
Present Value of Un-funded Obligation (Closing Balance)	**-**	**-**
Un-funded Actuarial (Gain/Loss)	**-**	**-**
Un-funded Net Assets/Liabilities recognised in Balance sheet	**61.60**	**55.00**
4. Expenses recognised during the year		
Current Service Cost	8.52	7.52
Past Service Cost	-	-
Interest Cost	3.81	4.52
Expected Return on Plan Assets		
Cutailment Cost	**-**	**-**
Settlement Cost	**-**	**-**
Net Actuarial Gain/Loss recognised during the year	1.40	(13.32)
Total Expenses Recognised in Statement of Profit & Loss	**13.73**	**(1.28)**
5. Re-measurement gain/(losses) in OCI		
Actuarial (gain) / loss due to financial assumption changes	0.66	(1.33)
Actuarial (gain) / loss due to experience adjustments	0.77	(11.99)
Return on plan assets (greater)/less than discount rate	(0.02)	(0.00)
Total expense through OCI	**1.40**	**(13.32)**
6. The major categories of plan assets of the fair value of the total plan assets are as follows:		
Investments with insurer	100%	100%
7. Actuarial Assumption		
Discount Rate Per Annum	6.94%	7.16%
Rate of Increase in Compensation Levels	6.00%	6.00%
Rate of Return on Plan Assets		
(i) For Asset with LIC	7.80%	7.95%
(ii) For Asset with SBI Life Insurance	7.85%	7.95%
Employee turnover/assumptions	20%	20%

The estimates of future salary increases, considered in acturial valuation , take account of inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

(Rs. in lakhs)

Note	Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
	8. Sensitivity Analysis		
	Defined benefit obligation - discount rate + 100 basis points	(2.90)	(2.45)
	Defined benefit obligation - discount rate -100 basis points	3.13	2.65
	Defined benefit obligation - salary escalation rate +100 basis points	3.13	2.66
	Defined benefit obligation - salary escalation rate -100 basis points	(2.95)	(2.50)
	9.The following payments are expected contributions to the defined benefit plan in future years:		
	Particulars		
	within the next 12 months	17.02	15.76
	between 2 to 4 years	55.35	68.45
	beyound 4 years	81.17	167.94
32	**Finance Cost**		
	Interest expense	32.95	51.30
	Interest on taxes	0.19	9.17
	Bank charges	30.75	84.53
	LC discounting charges	-	-
	Interest on unsecured loans	30.62	28.19
	Total	**94.51**	**173.19**
33	**Depreciation and amortization expense**		
	Depreciation and amortization	383.93	390.22
	Total	**383.93**	**390.22**
34	**Other Expenses**		
	Establishment expenses	289.25	772.98
	Selling & distribution expenses	120.11	339.32
	Amount written off	(0.00)	0.00
	Loss on sale of fixed asset	59.16	-
	Total	**468.52**	**1,112.30**
34.1	**Establishment Expenses**		
	Advertisement	0.65	0.93
	Payment to auditors	9.50	9.35
	Donation	0.57	0.83
	Rent	0.40	0.24
	Conveyance	1.50	11.39
	Rates & taxes	14.50	24.85
	House keeping expenses	18.44	35.34
	Insurance	20.44	29.18
	Printing & stationery	10.16	13.01
	Legal & professional charges	13.09	113.35
	Provision for DBK surrender	-	39.43
	Provision for ROSL surrender	-	-
	Provision against doubtful debts	-	368.18
	Assets Written off	122.09	-
	Repair & maintenance - building	26.66	31.79
	Repair & maintenance - general	12.45	19.62

	Vehicle running & maintenance	3.37	4.02
	Security service charges	26.09	33.68
	Communication expenses	5.33	27.14
	Misc. expenses	3.12	10.63
	Total	**288.35**	**772.98**
	Statutory audit fee	8.00	7.50
	Tax audit fee	1.50	1.50
	Tax matter & certification	0.90	0.35
	Total	**10.40**	**9.35**
34.2	**Selling & Distribution Expenses**		
	Business promotion	-	-
	Traveling expenses	0.28	2.45
	Clearing, freight & forwarding	117.78	228.05
	Commission	0.81	11.47
	Claims & discounts export	0.00	51.91
	Sampling & testing charges	1.24	45.44
	Total	**120.11**	**339.32**
34.3	**Amount Written Off**		
	Balances written off	0.00	-
	Total	**0.00**	**-**
34.4	**Value of Imports On FOB/CIF basis in respect of:**		
	Raw material and stock in trade	-	309.61
	Stores, chemicals and packing materials	-	68.68
	Capital goods	-	23.31
	Total	**-**	**401.60**
35	**Tax Expenses**		
	*Current tax	**-**	-
	Deferred tax	-	-
	Total	**-**	-

*In way of the brought forward losses and unobsorbed depreciation as per the management no tax is payable during the year both under normal provision of the income tax act 1961 & under section 115JB of the income tax act 1961.

FOR SINGHI CHUGH & KUMAR
CHARTERED ACCOUNTANTS
FRN No. 013613N

Harsh Kumar
Partner
M. No.088123

Place: New Delhi
Date: May 24, 2019

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

(Rs. in lakhs)

Note	Particulars	2018-19	2017-18
36	**Earnings per share (EPS)**		
	a) Net Profit after Tax as per Statement of Profit and Loss atttibutable to Equity Shareholders	2,716.81	538.72
	b) Weighted Average number of Equity Shares used as denominator for calculating EPS	290.00	290.00
	c) Basic and Diluted Earnings per Share	9.37	1.86
	d) Face Value per Equity Share	10.00	10.00
37	**Earnings / Expenditure in foreign currency**		
	FOB value of exports	8,136.80	10,015.81
	Total	**8,136.80**	**10,015.81**
	Expenditure in foreign currency		
	Accessories & packing material	-	245.35
	Fabric purchase	-	13.03
	Testing charges	-	14.66
	Export claims	-	102.72
	Repair & maintenance	29.94	28.73
	Travelling expenses	-	1.37
	Total	**29.94**	**405.86**

38 Related Party Disclosure

The names of related parties of the company as required to be disclosed under Indian Accounting Standard 24 are as follows:

Key Management Personnel (KMP):

1. Sh. Mukesh Kumar Aggarwal
2. Sh. Vijay Kumar Jindal
3. Smt. Shashi Aggarwal
4. Sh. Arun Kumar
5. Sh. Rajesh Goyal
6. Sh. Chanderjeet Singh Bhatia
7. Smt. Punita Jindal
8. Sh. Nilesh Jindal
9. Sh. Sunil Kumar Jindal
10. Sh. Vipul Aggarwal
11. Smt. Vanshita Aggarwal
12. Smt. Palak Aggarwal

Entities over which KMP are able to exercise Significant Influence:

1. SIS Prep Private Limited
2. Bhagat General Product Company Pvt. Ltd.
3. DIN Fabtech Private Limited
4. Shivalik Urban Landscapes Private Limited
5. APS Recruitment Services Private Limited
6. BDN Enterprises Private Limited
7. Innovative Outsourcing Private Limited
8. Surya Laboratories Private Limited
9. JP Polytex Private Limited
10. Invertech Private Limited
11. Shivalik Fashions (Partnership Firm)
12. Elkay Overseas India (Partnership Firm)
13. Agrasain Spaces LLP
14.Sun Technologies (Partnership Firm)
15. Dynamic Engineers (Partnership Firm)
16. Agrasain Manufacturing Company (P/Firm)
17. Agrasain Sqaure LLP
18. Aprateem Spaces LLP
19. Moon Technology (Firm)
20. Vrindavan Enterprises (Firm)
21. Vinayak International (Firm)
22. Harnam Das Sadhu Ram- Delhi (Firm)
23. Sadhu Ram Sushil Kumar- Delhi (Firm)
24. Innovative Facilities Hospitality Private Limited
25. Murlidhar Textile Park Private Limited
26. Nuclotec Remedies Private Limited
27. ONS Snacks Private Limited
28. SRA Buildtech Private Limited
29. SRC Academics Private Limited
30. Shivalik Designs Private Limited
31. Sumanglam Footwear Private Limited
32. Giriraj Township Private Limited
33. Bansal Realtors Limited
34. Fidelity Forge Private Limited
35. Shivalik Impressions Private Limited
36. Rossell Biotech Limited

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

(Rs. in lakhs)

Note	Particulars	2018-19	2017-18
	Remuneration paid (KMP)	60.00	60.00
	Loans taken (KMP)	542.00	50.00
	Loans repaid (KMP)	317.00	926.00
	Interest paid (KMP)	23.79	28.19
	Closing Balances		
	Remuneration payable (KMP)	3.28	7.25
	Loan account (KMP)	246.41	-
	Detail of Transaction with entities over which KMP are able to exercise significant influence:		
	Sales	57.69	51.85
	Purchases	-	0.25
	Jobwork Charges (Expenses)	-	33.05
	Jobwork Charges (Income)	2.44	1.17
	Reimbursement of Expenses	1.62	1.44

39 SEGMENT REPORTING

The Segment reporting of the Company has been prepared in accordance with IND AS-108, " Opearting Segment" (Specified Under section 133 of the companies Act 2013, read with Rule 7 of Companies (Accounts) Rules 2015). For management purposes, the company is organized into business units based on its products and services and has two reportable segments as follows:-

(a) Manufacuting cotton knitted garments and made ups and Processing Charges b) Trading of garments Segments have been identified as reportable segments by the Company chief operating decision maker ("CODM"). Segment profit amounts are evaluated by the board, which has been identified as the CODM, in deciding how to allocate resources and in assessing performance.

Segments Revenue,Results, Assets and Liabilities include the respective amounts identifiable to each of the segments and amount allocated on a reasonable basis. Unalloacted expenditure consits of common expenditure incurred for all the segments and expenses incurred at corporate level.The assets and liabilities that cannot be allocated between the segments are shown as unallocated corporate assets and liabilities respectively.

The accounting policies of the reportable segments are the same as the Company's accounting policies described in Note 3. Segment profit (Earnings before interest, depreciation and amortization, and tax) amounts are evaluated regularly by the Board that has been identified as its CODM in deciding how to allocate resouces and in assesing performance. The Company financing (Including finance costs and finance income) and income taxes are reviewed on an overall basis and are not allocated to operating segments.

Particulars	31st March, 2019			31st March, 2018		
	Manufacturing	Trading	Total	Manufacturing	Trading	Total
Revenue:						
Revenue from operations (Include. Other Income)	7,124.69	8,852.64	15,977.33	11,257.06	6,410.70	17,667.76
Inter Segment Revenue						
Net Revenue from Operations	7,124.69	8,852.64	15,977.33	11,257.06	6,410.70	17,667.76
Segment results	**1,500.23**	**1,245.78**	**2,746.00**	**235.16**	**345.06**	**580.22**
Unallocated Interest and Other Income				-	-	-
Unallocated Finance Costs	-	-	(30.62)	-	-	(28.19)
Unallocated Expenses						
Profit before Tax	1,500.23	1,245.78	2,715.38	235.16	345.06	552.03
Provision for Taxes				-	-	-
Profit after Tax	1,500.23	1,245.78	2,715.38	235.16	345.06	552.03
Other information:						
Segment Assets	9,694.13	1,725.47	11,419.59	8,267.50	1,119.93	9,387.43
Unallocated Assets	-	-	813.74	-	-	612.11
Total Assets	**9,694.13**	**1,725.47**	**12,233.33**	**8,267.50**	**1,119.93**	**9,999.54**
Segment Liabilities:	2,830.53	(358.97)	2,471.56	2,671.88	281.27	2,953.15
Unallocated Other Liabilities (including loans)	-	-	-	-	-	-
Total liabilities	**2,830.53**	**(358.97)**	**2,471.56**	**2,671.88**	**281.27**	**2,953.15**

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

(Rs. in lakhs)

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
Revenue based on location of customers for the year ended		
India	7,840.54	7,651.94
Outside India	8,136.80	10,015.81
Total	**15,977.34**	**17,667.75**
Carrying amount of non current assets based on location of assets as at		
India	5,778.39	6,051.57
Outside India	-	-
Total	**5,778.39**	**6,051.57**
1. Excluding Financial Assets		
Reconciliation between segment revenue and enterprise revenue for the year ended		
Segment Revenue		
Manufacturing	7,124.69	11,257.06
Trading	8,852.64	6,410.70
Elimination	-	-
Total Segment Revenue	**15,977.33**	**17,667.76**
Enterprise Revenue		
Revenue from operation (gross)	15,977.33	17,667.76
Total Enterprise Revenue	**15,977.33**	**17,667.76**
40 a. Provision for doubtfull debts		
Opening Carrying amount of provision	424.09	50.26
Add:- Additional Provision made during the year	-	373.83
Less:- Amount Used	-	-
Less:- unused amount reversed	-	-
Closing Provision	**424.09**	**424.09**
b. Provision against Recovery Losses		
Opening Carrying amount of provision	389.96	389.96
Add:- Additional Provision made during the year	-	-
Less:- Amount Used	-	-
Less:- unused amount reversed	19.22	-
Closing Provision	**370.74**	**389.96**
c. Provision against Advances		
Opening Carrying amount of provision	5.00	5.00
Add:- Additional Provision made during the year	-	-
Less:- Amount Used	-	-
Less:- unused amount reversed	-	-
Closing Provision	**5.00**	**5.00**

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

41. Contingent liability and commitments

(i) Contingencies (Rs. in lakhs)

Particulars	2018-19	2017-18
1. Bills Discounted	-	-
2. Disputed tax liability *	467.68	517.05
3. Other Dispute	23.76	23.76
Total	**491.44**	**540.81**

* Disputed tax liability pertains to tax amount involved in appeals

(ii) Commitments

Particulars	2018-19	2017-18
(a) Capital and other commitment		
Estimated amount of contracts remaining to be executed on capital account not provided for (net of advances).	73.00	60.18

42. Operating leases

a) the future minimum lease payments under non-cancellable operating leases in the aggregate and for each of the following periods:

i) not later than one year;	95.02
ii) later than one year and not later than five years;	39.78
iii) later than five years	-
b) total contingent rents recognised as income in the period.	2.74

43 Current Assets, loans & advances

Sundry debtors, loans & advances are subject to confirmation and adjustment theron (if any)

44 MSME DISCLOSURE

MSME Disclosure as required under Notification No. G.S.R. 679 (E) dated 04th September, 2015 issued by the Ministry of Corporate Affairs (as certified by the Management)

Particulars	2018-19	2017-18
The principal amount and interest due thereon remaining unpaid to any supplier at the end of accounting year		
-Principal Amount	12.75	0.01
-Interest Amount	Nil	Nil
The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprise Development Act, 2006 along with the amount of payment made to the supplier beyond the appointed day during each accounting year	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which have been paid beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of each accounting year	Nil	Nil
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprise Development Act, 2006	Nil	Nil

45. As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, need to spent at least 2% of average net profit for the immediately preceeding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are as per CSR Policy of the Company. A CSR committee has been formed by the company as per the Act. During the year the funds were donated/spent as per detailed above which are specified in Schedule VII of the Companies Act, 2013

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

(Rs. in lakhs)

Particulars	2018-19	2017-18
a) Gross amount required to be spent by the company during the year	9.78	6.49
Total	**9.78**	**6.49**
b) Detail of amount spent during the year:		
(i) Construction/Acquisition of any asset	-	-
(ii) On purposes other than (i) above	-	-
Total	-	-

The company could not spend amount in Corporate Social Responsibility as required by section 135 of the Companies Act 2013. The company has started earning profit in last few years only and still could not be able to cover the accumlated losses in earlier years. The company is conerned about its obligation under the provisions of the Act and shall spend money in CSR activities as soon it is possible.

46. The previous year figures have been regrouped/ reclassified, wherever necessary to conform to the current year presentation.

FOR SINGHI CHUGH & KUMAR
CHARTERED ACCOUNTANTS
FRN No. 013613N

Harsh Kumar
Partner
M. No.088123

Place: New Delhi
Date: May 24, 2019

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF SPL INDUSTRIES LIMITED

Mukesh Kumar Aggarwal
(Managing Director)
DIN: 00231651

Shashi Agarwal
(Director)
DIN: 06687549

Sanjay Gupta
(Chief Financial Officer)

Ashish Yadav
(Company Secretary)

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

47 Financial Instruments

i) Financial assets measured at fair value through profit/loss

This section gives an overview of the significance of financial instruments for the Company and provides additional information on the balance sheet. Details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial assets and financial liabilities are disclosed in Note 3

Particulars	31st March, 2019			31st March, 2018	
	FVTPL	FVTOCI	Amortised Cost	Carrying Value	Fair Value
Finacial Assets					
Other Non-current financial assets	-	-	18.08	18.08	18.08
Other Current financial assets	-	-	-	-	-
	-	**-**	**18.08**	**18.08**	**18.08**
Financial Liabilities					
Borrowings- Non current *	-	-	-	-	-
Borrowings- Current	-	-	-	-	-
			-	**-**	**-**

The carrying value of trade receivables, trade payables, cash and cash equivalents, Other Bank Balance approximate their fair values largely due to the short-term maturities.

Particulars	31st March, 2019			31st March, 2018	
	FVTPL	FVTOCI	Amortised Cost	Carrying Value	Fair Value
Finacial Assets					
Other Non-current financial assets	-	-	14.52	14.52	14.52
Other Current financial assets	58.03	-	-	58.03	58.03
	58.03	**-**	**14.52**	**72.55**	**72.55**
Financial Liabilities					
Borrowings- Non current	-	-	181.96	181.96	181.96
Borrowings- Current	-	-	62.61	62.61	62.61
			244.56	**244.56**	**244.56**

The carrying value of trade receivables, trade payables, cash and cash equivalents, Other Bank Balance approximate their fair values largely due to the short-term maturities.

Fair Value Hierarchy

The table shown below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined below:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices)

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

Financial Instruments	March, 2019		
	Level 1	Level 2	Level 3
Financial assets			-
Derivative financial assets at fair value through profit and loss	-	-	-
Derivative financial assets at fair value through other comprehensive income	-	-	**-**
Total	**-**	-	

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

(Rs. in lakhs)

Financial Instruments	March, 2018		
	Level 1	Level 2	Level 3
Financial assets			
Derivative financial assets at fair value through profit and loss	-	58.03	-
Derivative financial assets at fair value through other comprehensive income	-	-	-
Total	-	58.03	-

The below table summarises the fair value of financial liabilities which are carried at amortised cost as at March 31, 2019

Financial Instruments	Level 1	Level 2	Level 3
31-Mar-19			
Current maturities of long term borrowings		246.41	
Non-Current maturities of long term borrowings	-	0.00	-
Total	-	**246.41**	-
31-Mar-18			
Non-current borrowings	-	62.61	-
Current maturities of long term borrowings	-	181.96	-
Total	-	**244.57**	-

The fair value of the financial assets and liabilities are included at the amount that would be received to sell an asset and paid to transfer a liability in an orderly transaction between market participants. The following methods and assumptions were used to estimate the fair values:

• Non-current borrowings including current maturity of long term borrowings: Fair value has been determined by the Company based on parameters such as interest rates.

** Non-current borrowings including current maturity of long term borrowings: it is loan from related party which will be repaid on demand so it has been carried on amortised cost.

Other non-current financial assets and liabilities: Fair value the carrying value as considered to approximate to fair value.

" Derivative financial assets/liabilities: The Company enters into derivative contracts with various counterparties, principally financial institutions. Forward foreign currency contracts are valued using valuation techniques with market observable inputs. The most frequently applied valuation techniques for such derivatives include forward pricing using present value calculations, foreign exchange spot and forward premium rates. However, company did not enter into any forward contract during the FY 2018-19."

There has been no transfer between level 1 and level 2 during the above periods

FOR SINGHI CHUGH & KUMAR
CHARTERED ACCOUNTANTS
FRN No. 013613N

Harsh Kumar
Partner
M. No.088123

Place: New Delhi
Date: May 24, 2019

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF SPL INDUSTRIES LIMITED

Mukesh Kumar Aggarwal
(Managing Director)
DIN: 00231651

Shashi Agarwal
(Director)
DIN: 06687549

Sanjay Gupta
(Chief Financial Officer)

Ashish Yadav
(Company Secretary)

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

48 Significant Accounting Policies

The Company's activities expose it to the following risks:

a) Credit risk
b) Liquidity risk
c) Market risk

a) Credit Risk

Credit risk is the risk that counter party will not meet its obligations under a financial instruments or customer contract leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities including deposits with banks and financial institutions,foreign exchange transactions and other financial instruments.

i) Trade receivables

Customer credit risk is managed by the Company subject to the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored and major customers are generally secured by obtaining other forms of credit insurance. The maximum exposure to credit risk at the reporting date is the carrying value of trade receivable disclosed in note 10.

ii) Financial instrument and cash deposit

Credit risk is limited as the Company generally invest in deposits with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies. Counterparty credit limits are reviewed by the Company periodically and the limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. Typically the Company ensures that it has sufficient cash on demand to meet expected short term operational expenses. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans/internal accruals.

c) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and foreign currency risk. Financial instruments affected by market risk include borrowings, trade receivable and trade payable.

Interest rate risk is the risk that the fair value or future cash flows of the Company's financial instruments will fluctuate because of changes in market interest rates. The Company does not have significant debt obligations with floating interest rates, hence, is not exposed to any significant interest rate risk.

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company having a foreign currency risk majorly for trade receivables. The company mitigate the forex risk in relation to trade receivables by entering into the derivative instrument i.e forward sale contract.

49 Capital management

The Company's objective is to maintain a strong capital base to ensure sustained growth in business. The Capital Management focusses to maintain an optimal structure that balances growth and maximizes shareholder value.

The Company is predominantly equity financed. Further, the Company has sufficient cash, cash equivalents, current investments and financial assets which are liquid to meet the debts.

50 Critical estimates and judgments in applying accounting policies

The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Information about estimates and judgments made in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are as follows:

i) Property, plant and equipment and useful life of property, plant and equipment and intangible assets

The carrying value of property, plant and equipment is arrived at by depreciating the assets over the useful life of assets. The estimate of useful life is reviewed at the end of each financial year and changes are accounted for prospectively.

ii) Provisions and contingencies

The assessments undertaken in recognising provisions and contingencies have been made in accordance with the applicable Ind AS. A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Where the effect of time value of money is material, provisions are determined by discounting the expected future cash flows. The Company has significant capital commitments in relation to various capital projects which are not recognized on the balance sheet.

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Guarantees are also provided in the normal course of business. There are certain obligations which management has concluded, based on all available facts and circumstances, are not probable of payment or are very difficult to quantify reliably, and such obligations are treated as contingent liabilities and disclosed in the notes but are not reflected as liabilities in the financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings in which the Company involved, it is not expected that such contingencies will have a material effect on its financial position or profitability (Refer Note 40 and 41)

iii) Defined benefit plan

The cost of the defined benefit gratuity plan and other post-employment medical benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. The mortality rate is based on publicly available mortality table. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates. (Refer note no. 30)

iv) Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.Deferred tax assets on unabsorbed depreciation/business loss have been recognised to the extent of deferred tax liabilities on taxable temporary differences available. It is expected that any reversals of the deferred tax liability would be offset against the reversal of the deferred tax assets. The Company has determined that it cannot recognise deferred tax assets on the tax losses carried forward as it is not probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilised. Further details on taxes are disclosed in note no 35.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Significant Accounting Policies

1) General Information

The company is garment manufacturing concern, incorporated on December 6th,1991 in India. It majorly deals in exports. However during the year export turnover comprises of INR 8,136.80 lakhs and rest are domestic sales & processing income.

2) Basis of preparation of financial statements

a) Basis Of Preparation and compliance with Ind AS

The financial statements of the company have been prepared in accordance with Indian Accounting Standards (Ind-AS) notified under the Companies (Indian Accounting Standards) Rules, 2015.

For all periods up to and including the year ended 31 March 2017, the Company prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP). These financial statements for the year ended 31 March 2018 are the first the company has prepared in accordance with Ind AS.

The financial statements have been prepared on the historical cost basis, except for certain financial instruments (refer accounting policy regarding financial instruments), which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services as at the date of respective transactions.

b) Basis of measurement

The Ind AS Financial Statements have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting, except for certain financial assets and liabilities, including derivative financial instruments which have been measured at fair value as described below and defined benefit plans which have been measured at actuarial valuation as required by relevant Ind ASs.

Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. Fair value for measurement and /or disclosure purpose in these financial statements is determined on such a basis, except for share based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 17, and measurements that have some similarities to fair value, such as net realizable value in Ind AS-2 or value in use in Ind AS-36.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

c) Functional and presentation currency

These Ind AS Financial Statements are prepared in Indian Rupee (INR) which is the Company's functional currency All financial information presented in Rupees has been rounded to the nearest lakhs with two decimals.

3) Significant Accounting Policies

The Company has applied following accounting policies to all periods presented in the Ind AS Financial Statement.

a) Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made.

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks

GST is not received by the Company on its own account. Rather, it is tax collected on value added to the product by the seller on behalf of the government. Accordingly, it is excluded from revenue.

I. Sales are recognized when the substantial risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract.

II. Processing Charges are recognized at the time of dispatch of goods to the customers and are net of trade discounts, rebates and GST, etc.

III. Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

IV. Income from duty drawback are recognized on accrual basis, however Import licenses under focus product scheme are recognized on accrual basis on acceptance of claim by the Government Authority.

V. Dividend Income is recognized when right to receive is established.

VI. Claim receivables are accounted for depending on the certainty of receipt and claims payable are accounted for at the time of acceptance.

b) Property, Plant and Equipment

i. Property, plant and equipment & Capital Work in Progress

On transition to Ind-AS, the Company has elected to continue with the carrying value of all its property, plant and equipment recognized as at 1st April, 2016 measured as per the previous GAAP and use that carrying value as a deemed cost of property, plant and equipment

Capital work in progress, property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of property, plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in profit or loss as incurred.

The Company identifies and determines cost of each component/ part of Property, plant and equipment separately, if the component/ part has a cost which is significant to the total cost of the Property, plant and equipment and has useful life that is materially different from that of the remaining asset.

Cost of assets not ready for use at the balance sheet date are disclosed under capital work- in- progress.

ii. Depreciation

Assets in the course of development or construction and freehold land are not depreciated. Other property, plant and equipment are stated at cost less accumulated depreciation and any provision for impairment. Depreciation commences when the assets are ready for their intended use.

Depreciation on all plant and machinery is provided on Written Down Value Method and on other fixed assets is provided on the basis of Straight Line Method. Depreciation has been provided on the basis of useful life of the assets and the manner as prescribed in Schedule II of The Companies Act 2013. Following useful life were used for calculating depreciation amount as per Schedule II of The Companies Act 2013:

Particulars	Useful Life (in Years)
Factory Building	30 Years
Plant & Machinery	15 Years
Electric Installation & Equipment	10 Years
General Laboratory Equipment	10 Years
Office equipment	5 Years
Servers & Networks	6 Years
End User Devices (Computer)	3 Years
Furniture & Fixtures	10 Years
Motor Cycles	10 Years
Motor Buses	10 Years

When significant spare parts of an item of property, plant and equipment have different useful lives, they are accounted as separate items (major components).

c) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following the initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. Internally generated intangibles, excluding capitalized development costs, are not capitalized and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

Intangible assets are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets is recognized in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

d) Impairment of financial assets

Financial assets (other than at fair value)

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 ('Financial Instruments') requires expected credit losses to be measured through a loss allowance. The Company recognizes lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. The Company provides for impairment upon the occurrence of the triggering event.

Non-financial assets

Tangible and itangible assets

Property, plant and equipment and intangible assets are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognized in the statement of profit and loss.

e) Financial instruments

"Financial assets and liabilities are recognized when the Company becomes a party to the contract that gives rise to financial assets and financial liabilities. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability."

Cash and cash equivalents

"The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage."

Financial assets at amortized cost

"Financial assets are subsequently measured at amortized cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding." For trade and other receivables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments

Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are immediately recognized in statement of profit and loss.

Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

De-recognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized when the obligation specified in the contract is discharged or cancelled or expires.

Fair value of financial instruments
In determining the fair value of its financial instruments, the Company uses following hierarchy and assumptions that are based on market conditions and risks existing at each reporting date.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For other fair value related disclosures refer note no 47.

Reclassification of financial assets
The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets and financial liabilities. For financial assets a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

Offsetting of financial instruments
Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

For more information on financial instruments Refer note no 47

f) Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement
In order to hedge its exposure to foreign exchange, the Company enters into forward and other derivative financial instruments. The Company does not hold derivative financial instruments for speculative purposes.

Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently re- measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to statement of profit and loss,.

g) Cash and cash equivalents
Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

h) Borrowing Costs
Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

i) Current v/s Non-Current Classification
"Company presents assets and liabilities in balance sheet based on current/non- current classification.

Current Assets v/s Non-current Assets
An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading.
- Expected to be realized within twelve months after the reporting period, or

- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

Current Liability v/s Non-current Liability
A liability is current when:

- It is expected to be settled in normal operating cycle.
- It is held primarily for the purpose of trading.
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period."

The Company classifies all other liabilities as non-current.'

"Deferred tax assets and liabilities are classified as non-current assets and liabilities. Advance tax paid is classified as non-current assets."

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

j) Inventories
Inventories are valued at lower of cost or net realizable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overhead incurred in bringing them to their respective present location and condition. Cost of raw materials, process chemicals, stores and spares, packing material, trading and other products are detrermined on First in First out (Weighted Average) method. Scrap is valued at net realizable value.

k) Taxation

Current income tax
Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax
Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognized for all taxable temporary differences, except when it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Sales/value added. Taxes/GST paid on acquisition of assets or on incurring expenses

Expenses and assets are recognized net of the amount of sales/ value added taxes/GST paid, except:

When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognized as part of the cost of acquisition of the asset or as part of the expense item, as applicable.

Minimum Alternate Tax
Minimum Alternate Tax (MAT) "if any" paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognized as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

l) Employee benefit schemes Short-term employee benefits
Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, performance incentives and compensated absences which are expected to occur in next twelve months. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognized as an expense as the related service is rendered by employees.

Compensated absences:
The cost of short term compensated absences is provided for based on estimates. Long term compensated absence costs are provided for based on actuarial valuation using the project unit credit method. The Company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

Gratuity
Gratuity, which is a defined benefit plan, is accrued based on an independent actuarial valuation, which is done based on project unit credit method as at the balance sheet date. The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Gains and losses through re- measurements of the net defined benefit liability/(asset) are recognized in other comprehensive income. In accordance with Ind AS, re-measurement gains and losses on defined benefit plans recognized in OCI are not to be subsequently reclassified to statement of profit and loss. As required under Ind AS compliant Schedule III, the Company transfers it immediately to retained earnings.

Provident Fund
Eligible employees of the Company receive benefits from a provident fund, which is a defined benefit plan. Both the eligible employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary.

m) Provision for liabilities and charges, Contingent liabilities and contingent assets
A provision is recognized when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

A contingent liability is a possible obligation that arises from past event whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent assets are not recognized but disclosed in the financial statements when an inflow of economic benefits is probable.

Refer Note 40 & 41 for details.

n) Foreign currency transactions
In the financial statements of the Company, transactions in currencies other than the functional currency are translated into the functional currency at the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in other currencies are translated into the functional currency at exchange rates prevailing on the reporting date. Non-monetary assets and liabilities denominated in other currencies and measured at historical cost or fair value are translated at the exchange rates prevailing on the dates on which such values were determined.

All exchange differences are included in the statement of profit and loss.

o) Earnings per share
The Company presents basic and diluted earnings per share ("EPS") data for its equity shares. Basic EPS is calculated by dividing the profit and loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. Diluted EPS is determined by adjusting the profit and loss attributable to equity shareholders and the weighted averag number of equity shares outstanding for the effects of all dilutive potential equity shares.

p) Segment Reporting
Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. Revenue and expenses are identified to segments on the basis of their relationship to the operating activities of the segment. Revenue, expenses, assets and liabilities which are not allocable to segments on a reasonable basis, are included under "Unallocated revenue/ expenses/ assets/ liabilities".

q) Cash Flow Statement

Cash flows are reported using indirect method as set out in Ind AS -7 "Statement of Cash Flows", whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

r) **Leases**

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Company as a lessor

A lease is classified at the inception date as a operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease & a lease other than finance lease is operating lease.

Operating lease payments are recognised as an income in the statement of profit and loss on a straight- line basis over the lease term.

Refer Note:-42 for disclosure

s) Use of Estimates and Judgments

The preparation of the financial statements in conformity with Ind AS requires management to make judgment's, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates under different assumptions and conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are elaborated in note no. 50.

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of

SPL INDUSTRIES LIMITED

Office No- 202, IInd Floor, Vikramaditya Tower
Alaknanda Market, Kalkaji, Delhi - 110019

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of SPL INDUSTRIES LIMITED having CIN: L74899DL1991PLC062744 and having registered office at Office No- 202, IInd Floor, Vikramaditya Tower, Alaknanda Market, Kalkaji, Delhi - 110019 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10 (i) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations/ representations furnished to us by the Company & its Director/ officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Mukesh Kumar Aggarwal	00231651	01/01/2004
2	Vijay Kumar Jindal	00231517	01/01/2004
3	Arun Kumar	01092779	11/07/2016
4	Chanderjeet Singh Bhatia	01360148	11/07/2016
5	Rajesh Goyal	03287284	11/07/2016
6	Shashi Agarwal	06687549	12/09/2013

Ensuring the eligibility of the appointment/ continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Agarwal S. & Associates,
Company Secretaries,
ICSI Unique Code: P2003DE049100

CS Sachin Agarwal
Partner
FCS No. : 5774
C.P. No. : 5910

Place: New Delhi
Date: August 01, 2019

NOTES

SPL INDUSTRIES LTD.

CIN: L74899DL1991PLC062744

Registered office: Office No-202, IInd Floor, Vikramaditya Tower, Alaknanda Market,Kalkaji, New Delhi-110019

E-mail: cs@spllimited.com; Website: www.spllimited.com

Proxy Form

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

28th Annual General Meeting held on Saturday, 28th September, 2019

Name of the member(s)	:	
Registered address	:	
Email ID	:	
Folio no. / Client ID	:	
DP ID	:	

I/ We, being the member(s) of …….. Shares of the above named company, here-by appoint

1. Name: ……..Email Id: ……
   Address: …….....Signature:……

or failing him/her

2. Name: ……..Email Id: ……
   Address: …….....Signature:……

or failing him/her

3. Name: ……..Email Id: ……
   Address: …….....Signature:……

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company to be held on Saturday, 28th September, 2019 at 09:30 A.M. at Essex Farms Private Limited, 4 Aurobindo Marg, New Delhi-110016 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. …….....…….. 2. …….....…….. 3. …….....…….. 4. …….....……....

Signed this……..day of …….. 2019.

Affix Revenue Stamp

_____ _____

Signature of member Signature of proxy holder(s)

Notes: :1. This form, in order to be effective, should be duly stamped, completed, signed, and deposited at the registered office of the Company at : Office No-202, IInd Floor, Vikramaditya Tower, Alaknanda Market, Kalkaji, Delhi-110019.

2. Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy.

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ATTENDANCE SLIP

28th Annual General Meeting held on Saturday, 28th September, 2019 AT 09:30 A.M. at Essex Farms Private Limited, 4 Aurobindo Marg, New Delhi-110016

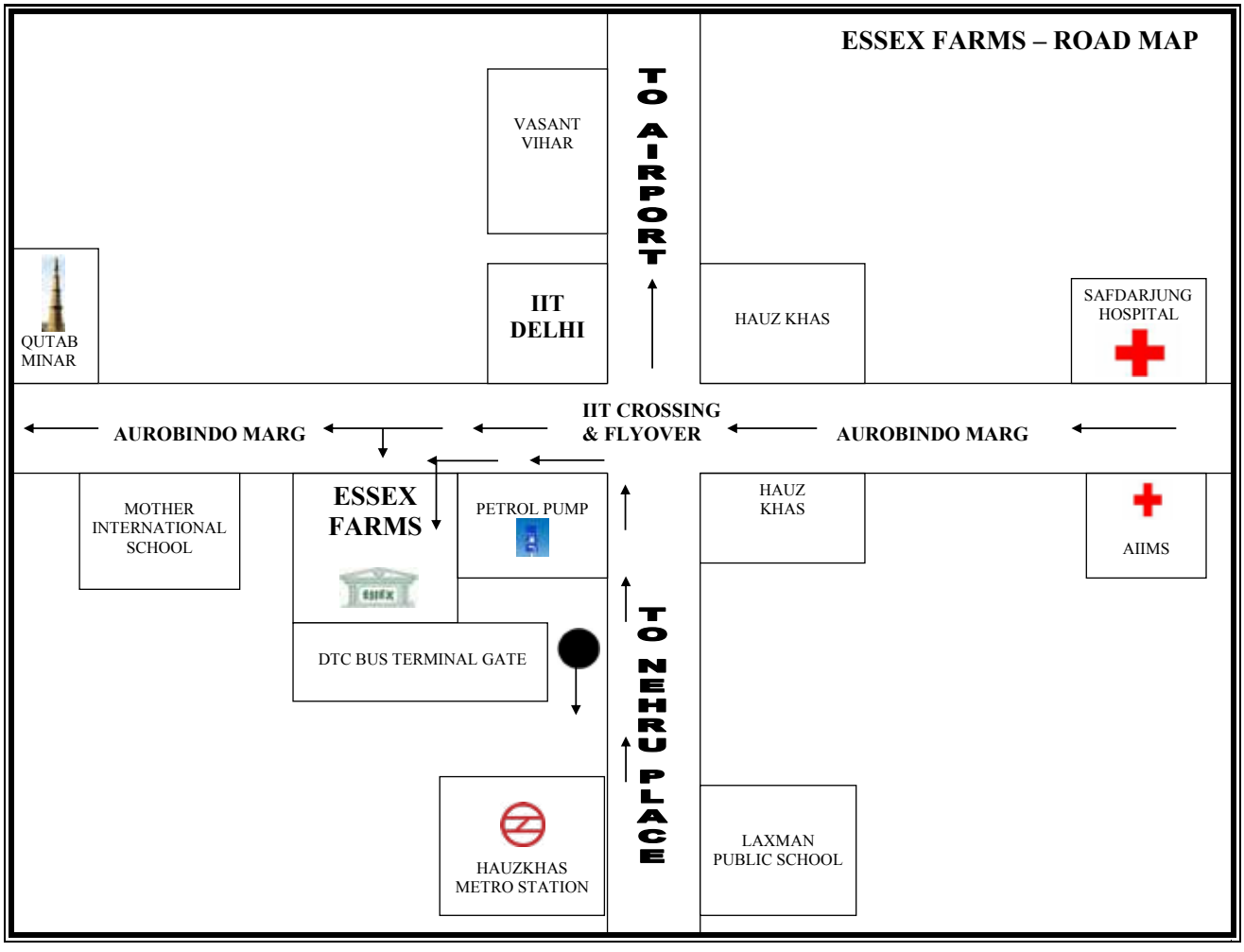
Folio No. _____ DP ID No. _____Client ID No. _____

Name of the Member_____Signature _____

Name of the Proxyholder_____Signature_____

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

Essex Farms Private Limited, 4 Aurobindo Marg, New Delhi-110016



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FORM NO. MGT-12

POLLING PAPER

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration Rules, 2014)

28th Annual General Meeting held on Saturday, 28th September, 2019

S. No.	Particulars	Details
1	Name of the First Named Shareholder/Proxy Holder **(IN BLOCK LETTERS)**	
2	Postal address	
3	Registered Folio No./ DP &Client ID	
4	Class of Shares	Equity Shares of Rs. 10/- each

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

S.No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent to the resolution
Ordinary Business				
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 and the reports of the Board of Directors and Auditors thereon.			
2	To consider appointment of a Director in place of Sh. Vijay Kumar Jindal (DIN 00231517), who retires by rotation and being eligible, offers himself for re-appointment.			
3	To ratify the appointment of M/s Singhi Chugh & Kumar, Chartered Accountants (Firm Registration No. 013613N) as Statutory Auditors of the Company for the financial year 2019-20, who were appointed to hold office from the conclusion of the 25th Annual General Meeting upto to the conclusion of the 30th Annual General Meeting with ratification by the member in every Annual General meeting and to authorise Mr. Mukesh Kumar Aggarwal, Managing Director of the company to fix their remuneration.			

Place: New Delhi

Date: 28.09.2019

Signature of Shareholder/ Proxy

Notes:

1. Signature of shareholder/ Proxy should be as per specimen registered/ recorded with the R&TA / Depository.
2. Any cutting/overwriting on this polling paper should be signed by the shareholder/ proxy.
3. Shareholder/ proxy may exercise their votes either by putting " "or indicating number of shares in the appropriate column against the resolutions indicated in the box.
4. Number of shares held will be reckoned as per records of the company as on 20/09/2019.
5. Where the Ballot Form has been signed by an authorized representatives of the body corporate/ Trust/ society etc., a certified copy of the relevant authorization/ Board resolution to vote should accompany the Ballot Form.
6. In case member(s) cast their vote both via e-voting and at AGM also then voting done through e-voting shall prevail.
7. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the form shall be final.

SPL INDUSTRIES LTD.

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