Sundaram Multi Pap Ltd. CIN L21098MH1995PLC086337
(Government Recognised Export House)
Manufacturer & Exporter of Exercise Book & Paper Stationery

Sundaram®
Books for Success...

Date: 4th August, 2016

To,
BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001
Ref: Scrip Code: 533166

To,
National Stock Exchange of India Ltd.
Exchange Plaza, Plot No.C/1, G Block,
BKC, Bandra (E), Mumbai- 400 051
Ref: Symbol: Sundaram

Respected Sir,

Sub: Notice of the 22nd Annual General Meeting and Book Closure

Pursuant to the provision of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, we hereby inform you that the 22nd Annual General Meeting of the Members of our Company is scheduled to be held on Monday, 29th August, 2016 at 11.00 a.m. at at Chatwani Baug, 1st floor, 7, Gokhale Road, near Vile Parle station, Vile Parle (East), Mumbai-400057.

Further pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby informed that the Register of Members and Share Transfer Books of the Company will remain close from Tuesday, August 23, 2016 to Monday, August 29, 2016 (both days inclusive) for the purpose of Annual General Meeting.

The Notice of AGM along with the Explanatory Statement, Directors Report, Auditors Report and Audited Financial Statement of the Company for the year ended 31st March, 2016 is being sent to Members by permitted mode at the postal address or emailed to email address, registered with the Company / Depository Participant (DP) as the case may be.

Pursuant to provision of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 the Company is providing E-voting facility to its members holding shares as on 22nd August, 2016 being the cut-off date to exercise their rights to vote by electronic means on all the resolutions set out in the Notice of AGM through e-voting facilitated by Central Depository Services (India) Limited (CDSL). E-voting shall commence on Thursday, 25th August 2016 at 9.00 a.m. and will end on Sunday, 28th August 2016 at 5.00 p.m.

SUNDARAM MULTI PAP LTD.
Makwana

R.O. 5/6 Papa Industrial Estate, Suren Road, Andheri (East), Mumbai - 400 093, INDIA
Tel : 022 67602200 Faxc : (91-22) 67602244
Plant : Plot no. 33 to 37, Sundaram Industrial Zone, Palghar (W) 401 404, Maharashtra, INDIA. Tel : 02525 253166, 254166, Fax : 02525 253198
Email : info@sundaramgroups.in Web : www.sundaramgroups.in

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The Notice of AGM is also available on Company's website www.sundaramgroups.in

The results of voting along with scrutinizers report shall be placed on the Company's website www.sundaramgroups.in and on the website of CDSL within three days of passing of the resolution at the AGM of the Company and will be immediately communicated to the Stock Exchanges.

Further also find herewith the Annual Report for the year 2015-16.

Pursuant to Regulation 34 (1) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 the Company shall submit the Annual report to the Stock Exchange within twenty one working days of it being approved and adopted in the Annual General Meeting.

You are requested to take the above on your record.

Thanking you,

Yours faithfully
For Sundaram Multi Pap Limited

SUNDARAM MULTI PAP LTD. MUMBAI

Makwana

Manik R. Makwana
Company Secretary & Compliance Officer

R.O. 5/6 Papa Industrial Estate, Suren Road, Andheri (East), Mumbai - 400 093, INDIA
Tel : 022 67602200 Faxc : (91-22) 67602244
Plant : Plot no. 33 to 37, Sundaram Industrial Zone, Palghar (W) 401 404, Maharashtra, INDIA. Tel : 02525 253166, 254166, Fax : 02525 253198
Email : info@sundaramgroups.in Web : www.sundaramgroups.in

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EDUCATION AND INNOVATION

22nd ANNUAL REPORT

2015 - 2016

Sundaram Multi Pap Limited

Paper Stationery, Digital Education

BOARD OF DIRECTORS & KMP

Mr. Amrut P. Shah
(Chairman & Managing Director) (DIN: 00033120)

Mr. Shantilal P. Shah
(Whole-Time Director) (DIN: 00033182)

Mr. Manikandam P. Kammenchery
(Non-Executive, Independent Director) (DIN: 03323385)

Mr. Kaushal R. Sheth
(Non-Executive, Independent Director) (DIN: 06949468)

Ms. Minjal V. Kadakia
(Independent Director) (DIN: 07135977)

Mr. Manik R. Makwana
(Company Secretary)

Mr. Rajesh B. Jain
(Chief Financial Officer)

Auditors

M/s Bhuta Shah & Co. LLP, Chartered Accountants, Mumbai

Education Business Advisor

Mr.Krishan Khanna, Founder & Trustee of i-Watch

Bankers

State Bank of India Ltd.
IDBI Bank Ltd.

Registered Office

5/6, Papa Industrial Estate, Suren Road, Andheri (E), Mumbai- 400 093, Maharashtra, India

Plant

P.I.D.C.O., Mahim Village, Palghar, Dist. Thane, Maharashtra, India

Paper Unit

Village Sihora, P.O. Khandelwal Nagar, Kanhan – 441 401, Tah. Parseoni, Dist. Nagpur (M.S.), India

Registrar and Share Transfer Agent

M/s Sharex Dynamic (India) Pvt. Ltd., Unit No.1, Luthra Ind. Premises, Andheri – Kurla Road, Safed Pool, Andheri (East), Mumbai- 400 072, Maharashtra, India

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Notice

Notice is hereby given that the 22nd Annual General Meeting of the Members of Sundaram Multi Pap Limited will be held on Monday, 29th August, 2016 at 11.00 a.m. at Chatwani Baug Hall, 1st Floor, 7, Gokhle Road, Near Vile Parle Station, Vile Parle East, Mumbai: 400057 to transact the following businesses:

Ordinary Business:

1. To consider and adopt:

(a) The Audited Standalone Financial Statement of the Company for the Financial Year ended 31st March, 2016, the reports of the Board of Directors and Auditors thereon; and

(b) The Audited Consolidated Financial Statement of the Company for the Financial Year ended 31st March, 2016.

2. To appoint a Director in place of Mr. Amrut P. Shah (DIN: 00033120) who retires by rotation and being eligible, offers himself for re-appointment.

3. To ratify the appointment of Auditors of the Company, and to fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of Companies Act, 2013 and Rules made thereunder , pursuant to the recommendation of the Audit Committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 30th September, 2014, the appointment of M/s. Bhuta Shah & Co. LLP, Chartered Accountants, Mumbai, (ICAI Firm Registration No. 101474W/W100100), as the Statutory Auditors of the Company to hold the office till the conclusion of the AGM to be held in the Calendar Year 2017 be and are hereby ratified and the Board of Directors be and is hereby authorised to fix the remuneration payable to them for the financial year ending 31st March, 2017, as may be recommended by the Audit Committee in consultation with the Auditors"

Special Business:

4. To consider and determine the fees for delivery of any document through a particular mode of delivery to a member and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any member by the company by sending it to him by post or by registered post or by speed post or by courier or by delivering to his office or address, or by such electronic or other mode as may be prescribed, the consent of the company be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the company at least one week in advance of the dispatch of document by the company and that no such request shall be entertained by the Company post the dispatch of such document by the Company to the Shareholder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

5. To consider and determine for Increase in Authorised Share Capital and if thought fit to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the Authorised Share Capital of the Company be and is hereby increased from ₹ 25,00,00,000/- (Rupees Twenty-five Crore) divided into 25,00,00,000 (Twenty-five Crore) Equity shares of ₹ 1/- (Rupee One Only) each to ₹ 27,00,00,000/- (Rupees Twenty Seven Crore) divided into 27,00,00,000 (Twenty Seven Crore) Equity shares of ₹ 1/- (Rupee Only) each by creation of additional 2,00,00,000 (Two Crores) Equity Shares of ₹ 1/- (Rupee One only) each ranking pari passu in all respect with the existing Equity Shares."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (which expression shall also include a duly authorised Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company.

6. To consider the Alteration of Capital Clause contained in the Memorandum of Association, and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 13 and 61 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder the consent of the Members be and is hereby accorded for substituting "Clause V" of the Memorandum of Association of the Company with the following new clause:

"(V) The Authorised Share Capital of the Company is ₹ 27,00,00,000/- (Rupees Twenty Seven Crore) divided into 27,00,00,000 (Twenty Seven Crore) Equity shares of ₹ 1/- (Rupee One Only) each, with power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions, in such manner as may for the time being be provided by the Articles of Association of the Company."

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company or any other Officer (s)/Authorised Representative(s) of the Company be and is hereby authorised to do, perform and execute all such acts, deeds and things and to settle all questions arising out of and incidental thereto, and to

give such directions that may be necessary or arise in regard to or in connection with any such matter as they may in their absolute discretion, deem fit to give effect to the resolution."

7. To consider the issue of Securities and if deemed fit, to pass the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of the Sections 41, 42, 62 and 71, and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) and the applicable rules thereunder and also including any relevant provisions of the Companies Act , 1956 to the extent that such provisions of the Companies Act, 1956 have not been superseded by the Companies Act, 2013 (the" Companies Act"), the provisions of the Memorandum of Association and Articles of Association of the Company, and in accordance with any other applicable law or regulation, in India or outside India, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2009, as amended (the "SEBI ICDR Regulations"), the Listing Agreements entered into with the respective Stock Exchanges where the shares of the Company are listed (the "Stock Exchanges"), the provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 (the "FCCB Scheme"), as amended, the Depository Receipts Scheme, 2014, the Consolidated Foreign Direct Investment Policy, issued by the Department of Industrial Policy and promotion, Ministry of Commerce and Industry, Government of India from time to time, and in accordance with the rules, regulations, guidelines, notification, circulars and clarifications issued from time to time by the Government of India ("GOI"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), the Registrar of Companies, Mumbai, Maharashtra (the "ROC"), the Stock Exchanges, and/or any other competent authorities and subject to any required approvals, consents, permissions and/or sanctions from the Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce and Industry (Foreign Investment Promotion Board/Secretariat for Industrial Assistance), the SEBI, the ROC, the RBI and any other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and/or, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include any committee which the Board has constituted or may hereinafter constitute to exercise its powers including the power conferred by this Resolution) to create, issue, offer and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company, as may be permitted), either in India or in the course of international offering(s) in one or more foreign markets, equity shares of the Company with a face value of ₹ 1/- each (Rupees One Only) (the "Equity Shares"), Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs") Foreign Currency Convertible Bonds ("FCCBs") and/or other financial instruments convertible into or exchangeable for Equity Shares (including warrants, or otherwise, in registered or bearer form), fully convertible debentures, partly convertible debentures, non-convertible debentures with warrants and/or any security convertible into Equity Shares with or without voting/special rights and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holder to convert or subscribe to Equity Shares pursuant to a green shoe option, if any (all of which are hereinafter collectively referred to as the "Securities") or any combination of Securities, in one or more tranches, whether rupee denominated or denominated in foreign currency, through public and /or private offerings and/or preferential allotment basis, including without limitation through a Qualified Institutional Placement ("QIP") in accordance with Chapter VIII of SEBI ICDR Regulations, or any combination thereof or by issue of prospectus and/or placement document and/or other permissible/requisite offer document to any eligible person(s), including but not limited to Qualified Institutional Buyers (as defined in the SEBI ICDR Regulations) ("QIBs") in accordance with Chapter VIII of the SEBI ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign institutional investors, foreign portfolio investors, Indian and/or multilateral financial institutions, non-resident Indians, stabilizing agents, state industrial development corporations, insurance companies, provident funds, pension funds and/or any other categories of investors whether or not such investors are members of the Company (collectively referred to as the "investors"), as may be decided by the Board at its discretion and permitted under applicable laws and regulations for an aggregate amount not exceeding ₹ 15 Crores (Rupees Fifteen Crores only) or equivalent thereof in any foreign currency, inclusive of such premium as may be fixed on such securities at such a time or times, in such a manner and on such terms and conditions including security, rate of interest, discount (as permitted under applicable law) etc., as may be deemed appropriate by the Board in its absolute discretion, including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead manager(s) and/or underwriter(s) and/or other advisor(s) for such issue. The number and/or price of Securities shall be appropriately adjusted for corporate actions such as bonus, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.

RESOLVED FURTHER THAT if any issue of Securities is made by way of QIP in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the SEBI ICDR Regulations), the allotment of Eligible Securities, or any combination thereof as may be decided by the Board shall be completed within 12 (Twelve) months from the date of approval of the shareholders of the Company by way of special resolution for approving QIP or such other time as may be allowed under the SEBI ICDR Regulations at a price not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations. The Eligible Securities shall be allotted on a fully paid basis (subject to allottees having the option to pay either full or part consideration for warrants, with the balance consideration being payable at or by the time of exercise of such warrants, where the tenure of any convertible or exchangeable Eligible Securities shall not exceed 60 months from the date of the allotment), and the aggregate of all QIPs made by the Company in the same financial year shall not exceed five times the net worth of the Company as per the audited balance sheet of the previous year.

RESOLVED FURTHER THAT in the event that the Equity Shares are issued to QIBs under Chapter VIII of the SEBI ICDR Regulations, the "relevant date" for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decided to open the proposed issue of the Equity Shares and in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued to QIBs under Chapter VIII if the SEBI ICDR Regulations, the "relevant date" for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities becomes entitle to apply for the equity shares or such other time as may be permitted by the SEBI ICDR Regulations, subject to any relevant provisions of applicable laws, rules, regulations as amended from time to time, in relation to the proposed issue of the convertible securities.

RESOLVED FURTHER THAT the relevant date for the determination of the applicable price for the issue of any other Securities shall be as per the regulations/guidelines prescribed by the SEBI, the Ministry of Finance, the RBI, the GOI through their various departments, or any other regulator, as the case may be, and the pricing of any Equity Shares issued upon the conversion of such Securities shall be made subject to and in compliance with the applicable rules and regulations.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

a) the Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and

b) Any Equity Shares that may be created, offered, issued and allotted by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to the applicable laws, rules, regulations and guidelines and subject to the approvals, consents and permissions, if any, of the governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approvals, consents or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon the conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such Equity Shares ranking pari passu with the existing Equity Shares in all respect.

RESOLVED FURTHER THAT in addition to all applicable Indian laws, the Securities issued pursuant to this Resolution shall also be governed by all applicable laws of any foreign jurisdiction where such Securities are or are proposed to be marketed or listed, or that may in any other manner apply in this relation.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolutions described above, the Board or Committee thereof be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), determining the form and manner of the issue, including the class of investors whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, discounts permitted under the applicable law (now or hereafter), premium amount on issue/conversion of the Securities, if any, rate of interest, execution of various agreements, deeds, instruments, and other documents, including the private placement offer letter, creation of mortgage/charge in accordance with the provision of the Companies Act in respect of any Securities as may be required either on pari passu basis or otherwise, as it may in its absolute discretion deem fit, necessary, proper or desirable, and to give instructions or directions and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds and to accept and to give effect to such modifications, changes variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the ROC, the Lead Managers, or Other Authorities or agencies involved in or concerned with the issue of Securities and as the Board or Committee thereof may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this Resolution may be exercised by the Board or Committee thereof as the Board has constituted or may constitute in this behalf, to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board or Committee thereof be and is hereby authorized to engage/appoint lead managers, underwriters, guarantors, depositories, custodian, registrars, stabilizing agent, trustees, bankers, advisors and all such agencies as may be involved or concerned in such offering of the Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and to seek the listing of such Securities on one or more national and/or international stock exchange(s).

RESOLVED FURTHER THAT subject to applicable laws, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of directors or any whole-time Director or directors or any other officer or officers of the Company to give effect to the aforesaid resolutions."

8. To consider to issue Convertible Warrants to Promoter /Promoter Group of the Company on preferential basis, and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the "Act") to the extent notified and in effect, the applicable provisions, if any, of the Companies Act, 1956 (as amended) (without reference to theprovisions that have caused to have effect upon notification of provisions of the Act) and in accordance with the enabling

Association of the Company and in accordance with the provisions on preferential issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI (ICDR) Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended the Foreign Exchange Management Act, 1999, as amended and the rules, regulations, notifications and circulars issued thereunder and the consolidated FDI Policy dated June 10, 2016 (the "Foreign Exchange Regulations"), as amended and any other rules/ regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI") and the Reserve Bank of India ("RBI") and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to SEBI and subject to such conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (the "Board", which term includes a duly constituted and authorized committee) and all such other approvals, consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, in one or more tranches, up to 2,33,94,227 (Two Crores Thirty Three Lacs Ninety Four Thousand Two Hundred and Twenty Seven) convertible warrants (the "Warrants") on a preferential basis to the members of the Promoter and/or Promoter Group of the Company ("Warrant Holder(s)" /"Proposed Allottee(s)), as mentioned in the statement setting out material facts, entitling the Warrant Holder(s) to apply for and get allotted one Equity Share of the face value of ₹ 1/- (the "Equity Shares") each fully paid-up against each Warrant within a period of 18 (eighteen) months from the date of allotment of Warrants, in such manner and at such price as may be arrived at in accordance with the SEBI (ICDR) Regulations and the Foreign Exchange Regulations and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the provisions of SEBI (ICDR) Regulations (including Chapter VII thereof), the Foreign Exchange Regulations or other applicable laws in this respect.

RESOLVED FURTHER THAT the resultant Equity Shares to be allotted on conversion of Warrants in terms of this Resolution shall rank pari passu in all respects with the existing Equity Shares of the Company and shall be subject to Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue including reduction of the size of the issue, as it may deem expedient, in its discretion.

RESOLVED FURTHER THAT the aforesaid issue of the Warrants shall be on the following terms and conditions:

1. The "relevant date" for the purpose of determining the minimum price of the Warrants under the SEBI (ICDR) Regulations is 29th July, 2016, being the date 30 (thirty) days prior to the date of passing of this Resolution by the Members of the Company in Annual General Meeting;
2. The price of each equity share to be issued in lieu of the Warrants will be calculated in accordance with the provisions of Regulation 76(1) of Chapter VII of the SEBI (ICDR) Regulations on the basis of the relevant date being the date i.e. 30 days prior to the date of passing of special resolution in the Annual General Meeting to approve the proposed preferential issue;
3. In accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, 25% (Twenty Five Per cent) of the consideration payable against the Warrants, shall be paid by the Warrant Holder(s) to the Company on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy Five Per Cent) shall be paid at the time of allotment of Equity Shares pursuant to exercise of option of conversion against each such Warrant;
4. The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants;
5. The Warrant Holder(s) shall be entitled to exercise the option of conversion of any or all of the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Warrant Holder(s);
6. If the entitlement against the Warrants to apply for the Equity Shares is not exercised within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder(s) to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid on such Warrants shall stand forfeited;
7. In the event that the Company completes any form of capital restructuring prior to the conversion of the Warrants, then, the number of Equity Shares that each Warrant converts into and the price payable for such Equity Shares, shall be adjusted accordingly in a manner that, to the extent permitted by applicable laws, Warrant Holder: (i) receives such number of Equity Shares that Warrant Holder would have been entitled to receive; and (ii) pays such consideration for such Equity Shares to the Company which Warrant Holder would have been required to pay, had the Warrants been exercised immediately prior to the completion of such capital restructuring;
8. Upon exercise by Warrant Holder the option of conversion of any or all of the Warrants, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required to give effect to such issue, including but not limited to delivering to Warrant Holder(s), evidence of the credit of the Equity Shares to the depository account of Warrant Holder(s) and entering the name of Warrant Holder(s) in the records of the Company (including in the Register of Members of the Company) as the registered owner of such Equity Shares;
9. The Warrants by itself until exercise of conversion option and Equity Shares allotted, does not give to the Warrant Holder(s) thereof any rights with respect to that of a shareholder(s) of the Company; and
10. The Warrants and Equity Shares allotted pursuant to conversion of such Warrants shall be subject to lock-in as stipulated under the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the Warrants shall be issued and allotted by the Company to the Warrants Holders within a period of 15 days from the date of passing of this resolution, provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT for the purpose of giving effect to above resolution, the Board and such other persons as may be authorized by the Board, on behalf of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient for the purpose of the issue or allotment of the Warrants

and upon conversion of the Warrants into Equity Shares, listing of the said Equity Shares with the Stock Exchanges and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, sign all such undertakings and documents as may be required, and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date thereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any duly constituted and authorised Committee of Directors or any one or more Directors/officials of the Company to give effect to this Resolution."

NOTES:

1. The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, in respect of Item nos. 4 to 8 of the Notice set out above, is hereto annexed.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

4. The instrument appointing the proxy, duly completed, must be deposited at the Company's Registered Office not less than FORTY-EIGHT (48) HOURS before the commencement of the meeting. A proxy form for the AGM is enclosed.

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

6. Members/proxies authorised representatives should bring the duly filled attendance slip, enclosed here with to attend the meeting.

7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

8. The Register of Contracts or Arrangements, in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

9. The Register of Members and the Share Transfer Book shall be closed from Tuesday, 23rd August, 2016 to Monday, 29th August, 2016 (both day inclusive).

10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to Company or Registrar and Transfer Agents (RTA).

11. Members are requested to address all correspondence to the Registrar and Share Transfer Agents, Sharex Dynamics (India) Private Limited, Unit No. 1, Luthra Industrial Premises, Andheri Kurla Road, Safed Pool, Andheri (E), Mumbai: 400072.

12. With a view to using the natural resources responsibly, we request shareholders to update their email address, with their Depository Participants in case of demat holding and RTA in case of physical holding to enable the Company to send communications electronically.

13. The Annual Report for 2015-16 is being sent through electronic mode only to the members whose e-mail addresses are registered with the Company / Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their e-mail addresses, physical copies of the Annual Report for 2015-16 are being sent by the permitted mode.

14. Members may also note that the Annual report (including the Notice of 22nd AGM) for 2015-16 will be available on the Company's website, www.sundaramgroups.in. The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days, except Saturday. Members who require communication in physical form in addition to e-communication or have any queries, may write to us at info@sundaramgroups.in

15. Relevant documents referred to in the accompanying Notice and the statements are open for inspection by the members at the registered office of the Company on all working days, except Saturday, during business hours up to the date of the meeting.

16. Mr. Amrut P. Shah (DIN: 00033120) Managing Director, is liable to retire by rotation and being eligible offers himself for re-appointment. Additional information, pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard 2 in respect of the Directors seeking appointment / re-appointment at the AGM is furnished as annexure to the Notice of AGM. The Directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules made thereunder.

17. The Company has transferred the unpaid or unclaimed dividends declared up to Financial Years 2007-08, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has

uploaded the details of unpaid and unclaimed amounts lying with the Company as on 30th September 2015 (date of last Annual General Meeting) on the website of the Company www.sundaramgroups.in, as also on the website of the Ministry of Corporate Affairs. The Company will transfer unclaimed dividend amount pertaining to Dividend for the year 2008-09 on 31st October 2016 to the Investor Education and Protection Fund of the Central Government.

18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company /RTA.

19. Members holding shares in single name and physical form may obtain Nomination Forms from the Company's Registrar and Transfer Agents. Members holding shares in electronic form may obtain the Nomination Forms from their respective Depository Participants.

20. The members holding shares in the same name or in the same order of names, under different folios, are requested to notify the relevant details of the said holdings to M/s Sharex Dynamic (India) Private Limited for consolidation of their shareholding in to a single folio.

21. In case of joint holder attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.

22. Non-Resident Indian Members are requested to inform RTA, immediately of:

(a) Change in their residential status on return to India for permanent settlement.

(b) Particulars of their bank account maintained in India with complete name, branch account type, account number and address of the bank with pin code number, if not furnished earlier.

23. Information and other instructions relating to e-voting are as under

(a) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').

(b) The facility for voting through polling paper shall also be made available at the venue of the AGM. The members who are attending the meeting who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting.

(c) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

(d) The Company has engaged the services of Central Depository Services Limited (CDSL) as the agency to provide e-voting facility.

(e) The Board of Directors of the Company has appointed Mr. Hemanshu L. Kapadia proprietor of M/s. Hemashu Kapadia & Associates, Practicing Company Secretary, Mumbai as the Scrutinizer, failing him Mr. Vipin Mehta, a partner of VPP & Associates, Practicing Company Secretary, Mumbai in his personal capacity will act as Scrutinizer to scrutinize entire voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

(f) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 22nd August, 2016.

(g) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 22nd August, 2016, only shall be entitled to avail the facility of remote e-voting / Poll.

The instructions for shareholders voting electronically are as under:

I. The voting period begins on Thursday, 25th August, 2016 at 9.00 a.m. and ends on Sunday, 28th August, 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd August, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

II. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

III. The shareholders should log on to the e-voting website www.evotingindia.com.

IV. Click on Shareholders.

V. Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

VI. Next enter the Image Verification as displayed and Click on Login.

VII. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

VIII. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.

Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

IX. After entering these details appropriately, click on "SUBMIT" tab.

X. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

XI. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

XII. Click on the EVSN for the "Sundaram Multi Pap Limited" on which you choose to vote.

XIII. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

XIV. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

XV. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

XVI. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

XVII. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

XVIII. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

XIX. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. I-Phone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

XX. Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com. and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

XXI. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

24. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.sundaramgroups.in and on the website of CSDL immediately after the declaration of result by the Chairman of the meeting or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges viz. BSE Ltd and National Stock Exchange of India Ltd.

By Order of the Board of Directors
For Sundaram Multi Pap Limited

Sd/-
Manik R. Makwana
Company Secretary

Place: Mumbai
Date: 25/07/2016

Registered Office:
5/6, Papa Industrial Estate, Suren Road, Andheri (E), Mumbai - 400 093, Maharashtra, India
CIN: L21098MH1995PLC086337

E-mail: info@sundaramgroups.in

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (THE ACT)

As required by Section 102 of the Companies Act, 2013 (hereinafter referred as "the Act") the following Explanatory Statement sets out the material facts relating to the Special Business under Item no. 4 to 8 of the accompanying Notice Dated 25th July, 2016

Item No. 4:

As per the provisions of sections 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivering to his office or address, or by such electronic or other mode as may be prescribed. Further, a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined by the company in its Annual General Meeting. Accordingly, the Board of Directors recommends the resolution for your approval by a Ordinary Resolution.

None of the Directors and Managers of the Company and Key Managerial Personnel and their relatives is concerned in any way or interested in the resolution except to the extent of their shareholding in the Company.

Item No. 5 & 6:

In order to broad base Capital Structure of the Company due to expansion of its capacity and to meet funding requirements of the Company and to enable the Company to issue further shares on a QIP/ Preferential basis, it is proposed to increase Authorised Share Capital of the Company from ₹ 25,00,00,000/- (Rupees

Twenty Five Crore) divided into 25,00,00,000 (Twenty Five Crore) Equity shares of ₹ 1/- (Rupee One only) each to ₹ 27,00,00,000/- (Rupees Twenty Seven Crore) divided into 27,00,00,000 (Twenty Seven Crore) Equity shares of ₹ 1/- (Rupee One only) each by creation of additional 2,00,00,000 (Two Crores) Equity Shares of ₹ 1/- each ranking pari passu with the existing Equity Shares of the Company.

As a consequence of increase of Authorised Share Capital of the Company, the existing Authorised Share Capital clause in the Memorandum of Association of the Company be altered accordingly. The proposed increase of authorised Share Capital requires the approval of members of the Company in General Meeting under Sections 13, 61 and other applicable provisions of the Companies Act, 2013, as well as any other applicable statutory and regulatory approvals. The new set of Memorandum of Association is available for inspection at the Registered Office of the Company on any working day, between 10.00 a.m. to 4.00 p.m.

Accordingly upon the increase in Authorised Share Capital, capital clause in the Memorandum of Association is proposed to be altered by way of Special Resolutions at item no. 6.

The Board of Directors recommends the resolutions as set out at item no. 5 & 6 for Members approval.

None of the Directors and Managers of the Company and Key Managerial Personnel and their relatives is concerned in any way or interested in the resolution except to the extent of their shareholding in the Company.

Item No. 7

Pursuant to the relevant Sections of the Companies Act, including, without limitation, Section 62 of the Companies Act 2013, any offer or issue of securities on the Company to persons other than members of the Company requires prior approval of the members by way of Special Resolution. The Listing agreements executed by the Company with the Stock Exchanges also provide that the Company shall, in the first instance, offer all securities for subscription pro rata to the Shareholders in a general meeting decide otherwise.

Your Directors draw your attention to the fact that the Company requires additional capital in the future to repay the company loans and (ii) other general corporate purposes. This will also improve Company's debt-equity ratio. It is proposed to create, offer, issue and allot securities as stated in the resolution at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions as may be deemed appropriate by the Board at its discretion, taking into consideration market conditions and other relevant factors and whenever necessary in consultation with lead managers, either in one or more foreign currencies or equivalent Indian Rupees inclusive of such premium as may be determined by the Board. The Company intends to issue securities for an aggregate amount not more that ₹ 15 Crores (Rupees Fifteen Crores only) or its equivalent in one or more foreign currencies. This is an enabling Resolution and the Company will issue new securities, subject to applicable law and necessary compliances.

This Special Resolution, among other things, seeks to enable the Board of Directors (including any committee thereof) to undertake a Qualified Institutions Placement to Qualified Institutional Buyers in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2009, amended (the "SEBI ICDR Regulations") as prescribed under Chapter VIII of the SEBI ICDR Regulations for the purposes mentioned above without the need for fresh approval from the shareholders.

Basis for Justification of Price: The pricing of Securities to be issued to Qualified Institutional Buyers pursuant to chapter VIII of the SEBI ICDR Regulations shall be determined by the Board to such a price not being less than the price calculated in accordance with Chapter VIII the SEBI ICDR Regulations. The "Relevant date" for this purpose, in case of allotment of Equity Shares, will be the date when the Board decides to open the issue, or, in case of convertible securities, either the date on which the holders of such convertible securities become entitled to apply for the Equity Shares as provided under the Chapter VIII of the SEBI ICDR Regulations.

The Special Resolution also enables the Board to issue Securities in tranches, at such times, at such prices and to such person(s) including institutions, bodies incorporated and/or individuals or otherwise as the Board deems fit. The Company with this resolution intends to retain the right and flexibility to issue securities including but not limited to GDRs, ADRs, FCCBs and Equity Shares.

The detailed terms and conditions for the offer will be determined by the Board in consultation with the Lead manger (s) appointed in relation to the proposed issue and such other authorities as may be required, taking into consideration market conditions and in accordance with the applicable provision of law. The Equity Shares allotted or arising out of conversion of any securities will be listed on recognized Stock Exchanges subject to obtaining regulatory approvals. The offer /issue /allotment /conversion /redemption of Securities would be subject to obtaining regulatory approvals, if any by the Company. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the provisions of the Listing agreement entered into with the Stock Exchanges.

Section 62 of the Companies Act, 2013 and the provisions of listing agreements entered into with the stock exchanges, provide, inter alia, that where it is proposed to increase the subscribed share capital of the Company by allotment of further shares, such further shares may be offered to any person other than members of the Company, if authorized by the members pursuant to a special resolution. The special resolutions seek the consent and authorization of the members to the Board to make the proposed issue of Securities, in consultation with the lead managers, advisors and other intermediaries that may be appointed in relation to the issue of Securities and in the event it is decided to issue Securities convertible into Equity Shares, to issue to the holders of such convertible securities in such manner and such number of Equity Shares on conversion as may be required to be issued in accordance with the terms of the issue, keeping in view the prevailing market conditions and in accordance with the applicable rules and regulations or guidelines.

None of the Directors and Managers of the Company and Key Managerial Personnel and their relatives is concerned in any way or interested in the resolution except to the extent of their shareholding in the Company.

Item No. 8:

As per Sections 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013, as amended and the rules made thereunder (the "Act") and other applicable provisions, if any, and Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI (ICDR) Regulations") and such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, approval of shareholders of the Company by way of

Special Resolution is required for allotment of Warrants on preferential basis to Promoter / Promoter Group of the Company.

The relevant disclosures as required in terms of the Companies Act and SEBI (ICDR) Regulations are as under:

A. Object(s) of the issue through preferential issue:
The object of raising the equity share capital by issuing Warrants to the Promoter and / or Promoter Group is to (i) augment long term capital to repay the company loans, and (ii) other general corporate purposes. This will also improve Company's debt-equity ratio. It is therefore proposed to offer up to 2,33,94,227 (Two Crores Thirty-three Lacs Ninety Four Thousands Two Hundred Twenty Seven) Warrants of ₹1/- each to the Promoter / Promoter Group of the Company on a preferential basis.

B. Proposal of the Promoters / Directors / Key Management Persons of the Company to subscribe to the preferential issue:
The preferential issue of Warrants is being made to persons/entities belonging to the 'Promoter or Promoter Group' of the Company viz Mr. Amrut P. Shah is Chairman & Managing Director and Promoter, Mr. Shantilal P. Shah is the Whole-time Director and Promoter and Mr. Raichand P. Shah is the Promoter of the Company.

The shareholding pattern before and after the Preferential Issue would be as under:

	Pre-issue Shareholding as on June 30, 2016.		Post-issue Shareholding after issue of Equity Shares under proposed preferential issue*	
Category	Total No. of Shares	% of Total Share Capital of the Company	Total No. of Shares	% of Total Share Capital of the Company
Shareholding of Promoters and Promoter Group				
Indian				
Individual:				
Amrut P. Shah	22283925	10.34	28283925	11.83
Raichand P. Shah	21734503	10.08	26234503	10.98
Shantilal P. Shah	14787157	6.86	27681384	11.58
Amrut P. Shah (Huf)	552000	0.26	552000	0.23
Laxmiben A. Gada	345000	0.16	345000	0.14
Shantilal P Shah (Huf)	780000	0.36	780000	0.33
Krunal S. Shah	43000	0.02	43000	0.02
Divij S. Shah	131000	0.06	131000	0.05
Yash R. Shah	359000	0.17	359000	0.15
Hardik A. Shah	40000	0.02	40000	0.02
Nidhi R. Shah	116000	0.05	116000	0.05
Nayna S. Shah	264000	0.12	264000	0.11
Hasmukh A. Gada	1887000	0.88	1887000	0.79
Meenaxi H. Gada	525000	0.24	525000	0.22
Richa R. Shah	1387000	0.64	1387000	0.58
Gada Hasmukh Arjan HUF	1482000	0.69	1482000	0.62
Chetna R. Shah	1027000	0.48	1027000	0.43
Vimla A. Shah	1602000	0.74	1602000	0.67
Riddhi C. Gala	110000	0.05	110000	0.05
Bodies Corporate	--	--	--	--
Sub Total	69455585	32.21	92849812	38.85
Foreign	--	--	--	--
Total Promoters & Promoters Group Shareholding (A)	69455585	32.21	92849812	38.85
Public Shareholding				
Institutions				
Financial Institutions/ Banks	125000	0.06	125000	0.05
Central govt./ State govt.	9000000	4.17	9000000	3.77
Foreign Institutional Investors	1000000	0.46	1000000	0.42
Non Institutions				
Bodies Corporate	24836417	11.52	24836417	10.39
Individual (Public)	101163231	46.92	101163231	42.33
NBFC	5000	0	5000	0
NRIs/OCBs	2367482	1.10	2367482	0.99
Others	7653058	3.55	7653058	3.20
Total Public Shareholding (B)	146150188	67.79	146150188	61.15
GRAND TOTAL	215605773	100	239000000	100

*Assuming exercise by proposed allottees for conversion of all the Warrants.

C. The time within which the preferential allotment shall be completed:
The Warrants shall be allotted within a period of 15 (fifteen) days from the date of passing of the Resolution by the Shareholders of the Company provided where the allotment is pending on account of any approval from any regulatory authority / Central Government the allotment shall be completed by the Company within a period of 15 days from the date of such approval.

D. The percentage of post-preferential issued capital that may be held by the said allottee(s) and change in control, if any, in the Company consequent to the preferential issue:

Name of the proposed allottees	Category	Pre issue Equity Shareholding as on June 30, 2016		No. of warrants proposed to be allotted	Post issue Equity Shareholding (After exercise of Warrants)*	
		No. of Shares	% of Total Share Capital		No. of Shares	% of Total Share Capital
Amrut P. Shah	Promoter & CMD	22283925	10.34	6000000	28283925	11.83
Shantilal P. Shah	Promoter & WTD	14787157	6.86	12894227	27681384	11.58
Raichand P. Shah	Promoter	21734503	10.08	4500000	26234503	10.98
CMD: Chairman & Managing Director, WTD: Whole-time Director						

*Assuming full exercise of Warrants by the proposed allottees. The proposed preferential allotment will not result in any change in management control of the Company as the proposed allottees belong to promoter / promoter group.

E. Pricing of the preferential issue:
The pricing of the Equity Shares to be allotted on conversion of Warrants to the entities/persons belonging to the Promoter Group of the Company on preferential basis shall not be lower than the price determined in accordance with the Chapter VII of SEBI (ICDR) Regulations. The issue of equity shares arising out of exercise of Warrants issued on preferential basis shall be made at a price not less than higher of the following or as per the law prevailing at the time of allotment of Warrants:
1. The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the 26 (twenty six) weeks preceding the relevant date; or
2. The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the 2 (two) weeks preceding the 'relevant date'.
The requirement of the basis on which the price has been arrived at along with report of the registered valuer as such is not applicable in the present case since the Company is a listed Company and the pricing is in terms of the SEBI (ICDR) Regulations.
The price shall be determined on the basis of the quotes available on the Stock Exchange having highest trading volume during the preceding twenty six weeks prior to the relevant date.

F. Relevant Date:
The relevant date for the purpose of pricing shall be Friday, 29th July, 2016, being the date which is 30 (thirty) days prior to the date of passing of Special Resolution by the Members of the Company in Annual General Meeting to approve the proposed preferential issue, in accordance with the SEBI (ICDR) Regulations.

G. Auditors' Certificate:
The price at which the Warrants would be issued to companies belonging to Promoter Group of the Company cannot be exactly determined before issue of this Notice to the shareholders as the same depends on the average of the market prices prevailing in the preceding 2 (two) weeks or (26) (twenty six weeks) of the 'relevant date' as per Regulation 76 of the SEBI (ICDR) Regulations. Auditors' certificate as required under Regulation 73(2) SEBI (ICDR) Regulations will be available for inspection at the registered office of the Company between 11:00 a.m. and 1:00 p.m. on any working day except Saturday and public holidays from the Relevant Date (i.e. 29th July, 2016) up to the last date for voting under (i.e.28th August, 2016) and shall also be available at the date of declaration of result of the Annual General Meeting.

H. Lock in Period:
The Warrants allotted on a preferential basis and the Equity Shares to be allotted pursuant to exercise of option attached to Warrants shall be subject to lock-in as per SEBI (ICDR) Regulations. As per Regulation 78(6) of the SEBI (ICDR) Regulations, the entire pre-preferential allotment shareholding of the above proposed allottee(s) shall be locked-in from the Relevant Date up to the period of 6 months from the date of Trading Approval.

I. The time within which the preferential issue shall be completed:
As required under the SEBI (ICDR) Regulations, the allotment of the Warrants on preferential basis will be completed within a period of 15 (fifteen) days from the date of passing of the resolution by the Shareholders of the Company. Provided that where any approval or permission by any regulatory or statutory authority for allotment is pending, the allotment of the Warrants shall be completed within 15 days from the date of receipt of such approval or permission.

J. Undertakings:
In terms of SEBI (ICDR) Regulations, 2009, the Company hereby undertakes that:
- It shall re-compute the price of the Warrants / Equity Shares issued on conversion of Warrants in terms of the provisions of SEBI (ICDR) Regulations, where it is required to do so.

- If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the underlying Warrants / Equity Shares shall continue to be locked- in till the time such amount is paid by the proposed allottees.

The Board recommends the resolution as set out at Item No. 8 for approval of the shareholders as a Special Resolution. The Board at its meeting held on 25th July, 2016 has approved the issue of Warrants on preferential basis and of Equity Shares on conversion of such Warrants on a Preferential Basis in the manner stated above subject to approval of the shareholders by way of Special Resolution. None of the directors, Key Managerial Personnel or any Relative of any of the Directors or Key Managerial Personnel of the Company is, in any way, concerned or interested in the above resolution except following:

Name of Relative	Nature of Relation/Interest	No. of Shares held
Amrut P. Shah	• Chairman & Managing Director • Promoter • Brother of Mr. Shantilal P. Shah and Mr. Raichand P. Shah.	22283925
Vimla A. Shah	Spouse of Mr. Amrut P. Shah	1602000
Hardik A. Shah	Son of Mr. Amrut P. Shah	40000
Riddhi C. Gala	Daughter of Mr. Amrut P. Shah	110000
Shantilal P. Shah	• Whole-time Director • Promoter • Brother of Mr. Amrut P. Shah and Mr. Raichand P. Shah.	14787157
Nayna S. Shah	Spouse of Mr. Shantilal P. Shah	264000
Divij S. Shah	Son of Mr. Shantilal P. Shah.	131000
Krunal S. Shah	Son of Mr. Shantilal P. Shah.	43000
Raichand P. Shah	• Promoter • Brother of Mr. Amrut P. Shah and Mr. Shantilal P. Shah.	21734503
Chetna R. Shah	Spouse of Mr. Raichand P. Shah.	1027000
Yash R. Shah	Son of Mr. Raichand P. Shah.	359000
Richa R. Shah	Daughter of Mr. Raichand P. Shah.	1387000
Nidhi R. Shah	Daughter of Mr. Raichand P. Shah	116000
Amrut P. Shah (HUF)	Mr. Amrut P. Shah is Karta of HUF	552000
Shantilal P. Shah (HUF)	Mr. Shantilal P. Shah is Karta of HUF	780000

By Order of the Board of Directors
For Sundaram Multi Pap Limited

Sd/-
Manik R. Makwana
Company Secretary

Place: Mumbai
Date: 25/07/2016

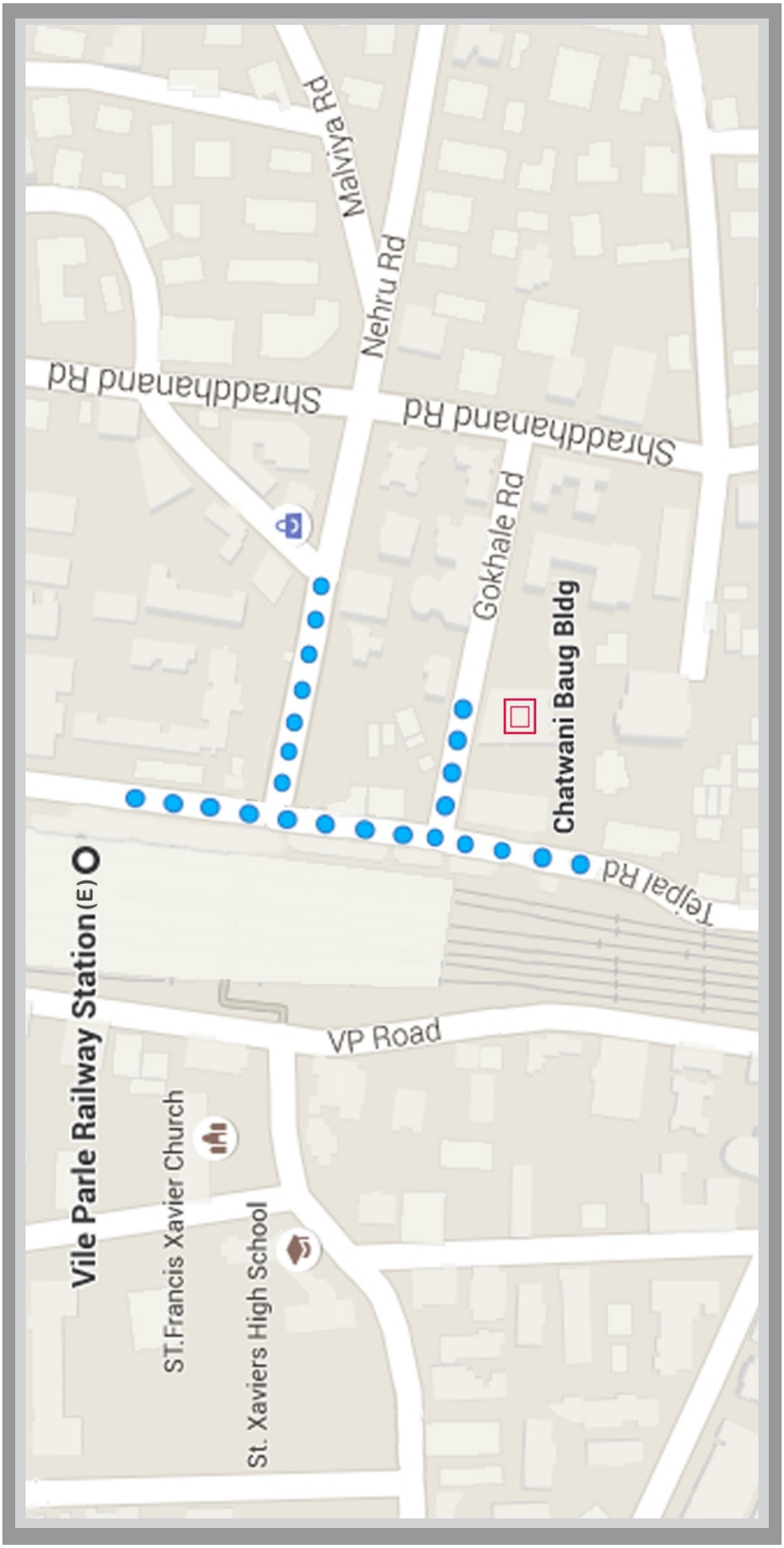
Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 regarding appointment of a new Director or re-appointment of Directors:

1. **Mr. Amrut P. Shah (DIN:00033120) (Managing Director):**

- Brief Resume including nature of expertise in specific functional area: Mr. Amrut P. Shah was re-appointed as Managing Director of the Company with effect from 1st April, 2015. He brings with him more than 30 years' experience in the business of paper stationery manufacturing. He started his career at a tender age of 20 years in the notebook manufacturing and marketing that provided him the opportunity to understand complete intricacies of this business like sourcing raw materials, complete manufacturing processes like printing, ruling, cutting, folding, pinning, pasting and packing and selling to various retail outlets in and around vicinity. He is the Promoter as well as Director of the Company since 1995. His current responsibility is providing and making strategies and enhancing Growth of the Company and also increasing the Shareholder's Wealth. Mr. Amrut P. Shah's leadership development and knowledge management initiatives have differentiated the company from competitors.
- Relationships between Directors inter-se: Mr. Amrut P. Shah is brother of Mr. Shantilal P. Shah, (DIN:00033182) Whole-time Director of the Company.
- Name of the Companies other than Sundaram Multi Pap Limited in which Mr. Amrut P. Shah was Director during the year 2015-16:

Name of the Company	*Nature of Interest*	*Committee name & Position*
E-class Education System Limited	Director	--
Sundaram Bio-Tech Private Limited	Director	--
Sundaram Recycling Limited	Director	--

Route Map to Annual General Meeting Venue:



BOARD OF DIRECTOR'S REPORT

Dear Shareholders,

On behalf of the Board of Directors, it is our pleasure to present the 22nd Annual Report together with the Audited Statement of Accounts of **Sundaram Multi Pap Limited** ("the Company") and its subsidiary for the year ended 31st March, 2016.

FINANCIAL PERFORMANCE:

The financial performance of Company for the year ended 31st March, 2016 is summarized below: (₹ In Lacs)

Particulars	2015-16	2014-15
Total Income	9629.53	8,349.76
Profit before Interest, Depreciation & Amortization	1224.62	138.63
Less : Interest	994.77	1216.45
Depreciation & Amortization	327.71	330.68
Profit / (Loss) before extraordinary item & tax	(97.87)	(1408.51)
Less: Extra-ordinary item	688.71	340.31
Profit / (Loss) before tax	(786.58)	(1,748.82)
Less: Net provision for tax		--
Less: Short provision for earlier year	(145.36)	(74.16)
Profit / (Loss) after tax	(641.22)	(1,674.66)
Add: Balance brought forward from previous year	238.06	4,380.32
Add: Depreciation adjusted against free reserves		(2,467.61)
Balance available for disposal	(403.16)	238.05
Less: Appropriation:		
Proposed Dividend		--
Dividend tax		--
Transfer to general reserve		--
Balance to be carried forward	(403.16)	238.05

SUMMARY OF OPERATIONS:

The revenue from the operations increased to ₹ 9,629.53 Lacs for the year ended 31st March, 2016 as compared to ₹ 8,349.76 Lacs for the year ended 31st March, 2015. The Company has incurred a loss of ₹ 97.87 Lacs before extra-ordinary items & tax for the year ended 31st March, 2016 as compared to the loss of ₹ 1,408.51 Lacs for the year ended 31st March, 2015. Thus, the Company has incurred a net loss of ₹ 641.22 Lacs for the year ended 31st March, 2016 as compared to the loss of ₹ 1,674.66 Lacs for the year ended 31st March, 2015.

TRANSFER TO RESERVE:

In view of the losses incurred by the Company, your Directors proposes not to transfer any amount to General Reserve.

DIVIDEND:

In view of the Loss incurred by your Company, the Board of Directors do not recommend any dividend for the Financial Year 2015-16.

MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF THE REPORT:

There have been no such material changes or commitments affecting the financial position from the end of the Financial Year 2015-2016 till date of this report, as may be deemed to be material enough to affect the financial position of the Company, otherwise than in the normal course of business.

CAPITAL/ FINANCE:

During the year, the Company has not issued and allotted any fresh Share capital. As on 31st March, 2016, the issued, subscribed and paid up share capital of your Company stood at ₹ 21,56,05,773/- (Rupees Twenty One Crores Fifty Six Lacs Five Thousand Seven Hundred and Seventy Three Only), comprising (Twenty One Crores Fifty Six Lacs Five Thousand Seven Hundred and Seventy Three) Equity shares of ₹ 1/- (Rupee One Only)each.

EXTRACT OF ANNUAL RETURN:

The extract of the Annual return of the Company, pursuant to section 134(3) (a) of the Companies Act, 2013 in annexed herewith as **Annexure-1** to this Report.

MEETING OF THE BOARD OF DIRECTORS:

The Board met Seven (7) times during the Financial Year 2015-16 viz. on 21st May 2015, 30th June 2015, 12th August 2015, 15th September 2015, 5th November 2015, 4th December 2015 and 12th February, 2016. Detailed information on the meetings of the Board of Directors is included in the report on Corporate Governance, which forms part of this Annual Report.

COMMITTEES OF BOARD:

As per the provisions of the Companies Act, 2013 and Regulation 18, 19 and 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Company has formed Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and CSR Committee. The details of Composition of the said Committee and their Meeting held during the year along with terms of reference of the said Committees of Board of Directors of the company is given in Corporate Governance Report and is also placed on the Company's website at (http:// www.sundaramgroups.in /committees/)

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 134 (3) (c) of the Companies Act, 2013, it is hereby confirmed that:

(a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the loss of the company for that period;

(c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) The directors have prepared the annual accounts on a going concern basis;

(e) The directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and

(f) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DECLARATION GIVEN BY INDEPENDENT DIRECTORS:

The Company has received necessary declarations from each Independent Director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria for Independence as laid

down in Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2016.

COMPANY'S POLICY ON DIRECTOR'S APPOINTMENT, REMUNERATION AND EVALUATION:

The Current policy is to have an appropriate proportion of Executive and Independent Directors to maintain the independence of the Board, and separate its functions of Governance and Management. On March 31, 2016, the Board consists of five members, including a Managing Director, Whole-time Director and three are Independent Directors. The Company has framed a Nomination, Remuneration and Evaluation Policy. The information with respect to the Company's Policy on Directors' Appointment and Remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of section 178 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is outlined in the **Annexure-2** of this report.

FORMAL ANNUAL EVALUATION MADE BY BOARD OF ITS OWN PERFORMANCE AND OF ITS COMMITTEE AND OF INDIVIDUAL DIRECTORS:

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out Annual Performance Evaluation of its own performance, the Directors individually as well as evaluation of working of committees of Board of Directors.

Executive Directors were evaluated on the basis of targets / criteria given to them by the board from time to time as well as per their terms of appointment. Independent Directors, being evaluated by entire board except of Director being evaluated, on meeting their obligations connected with their independence criteria as well as adherence with the requirements of professional conduct, roles, functions and duties specifically applicable to Independent Directors as contained in Schedule IV of the Companies Act, 2013. Chairman and other Non-Independent Directors were being evaluated by Independent Directors, who also reviewed the performance of secretarial department. Performance evaluation of the Committees and that of its members in effectively discharging their duties, were also being carried out by board.

The overall performance of Chairman, Executive Directors and Non-Executive Directors of the Company is satisfactory. The review of performance was based on criteria of performance, knowledge, analysis, quality of decision making etc.

AUDITORS:

A. STATUTORY AUDITORS

Ratification:

M/s. Bhuta Shah & Co. LLP, Chartered Accountants, Mumbai, (ICAI Firm Registration No. 101474W/100100), Statutory Auditors of the Company, were appointed as the Statutory Auditors of the Company on 30th September, 2014 to hold the office for a period of three years i.e. up to the AGM to be held in the calendar year 2017. The said appointment needs to be ratified by the members of the Company at every Annual General Meeting during the said period and the Statutory Auditors have confirmed their eligibility to the effect that their re-appointment, if made, would be within the prescribed limits As required above, the Board has, after considering the recommendations of its Audit Committee, incorporated a suitable resolution for your consideration and approval in the notice calling ensuing Annual General Meeting of the Company.

Auditors Observations & Management's Response:

The auditor has emphasized over the matter of certain trade receivables and advances which are subject to confirmation and reconciliation. However, the management does not expect any material variation affecting the current year's financial statement on such reconciliation/ adjustments. Accordingly no provisions have been made in the financial statements.

Auditor's Certificate on Corporate Governance:

As required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the auditor's certificate on corporate governance is provided in this Annual Report. The certificate does not contain any qualification, reservation or adverse remark.

B. SECRETARIAL AUDITORS

Appointment:

Pursuant to Section 204 of the Companies Act, 2013, your Company had appointed M/s. Hemanshu Kapadia & Associates, Practicing Company Secretaries, Mumbai as its Secretarial Auditors to conduct the Secretarial Audit for FY 2015-16. The Company provided all assistance and facilities to the Secretarial Auditor for conducting their audit.

Auditors Observations & Management's Response:

In the Board's Report for the financial year 2014-15 as signed on August 12, 2015 was not disclosing the details as prescribed under Rule 5(2)(iii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 with regard to remuneration paid to Mr. Raichand P. Shah.

The Company has constituted the Corporate Social Responsibility (CSR) Committee and approved the CSR Policy during the financial year 2014-15. Further it has also spent money on CSR activities as prescribed in Schedule VII of the Companies Act, 2013 as its CSR obligation for the year 2014-15. However, as required u/s 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibilities) Rules, 2014, the Board's Report for the financial year 2014-15 as signed on August 12, 2015 did not disclose the requisite details on constitution of CSR Committee, disclosure of CSR Policy and report on CSR in requisite format.

The Company had inadvertently missed to disclose the details pertaining to the remuneration paid to Mr. Raichand P. Shah and the details of CSR in the financial year 2014-15, However complete details on CSR is disclosed in this Annual Report of 2015-16.

Secretarial Audit Report:

The Report of Secretarial Auditor for FY 2015-16 is annexed to this report as **Annexure-3.**

C. INTERNAL AUDITOR

The Company continues to engage M/s. Prakkash Muni & Associates (ICAI Firm Registration No. 111792W) as its Internal Auditor. During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

D. COST AUDITOR

During the year under review Cost Audit was not applicable to the Company's products/ business.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

During the year the company has not entered into any transaction falling under Section 188 (1) of the Companies Act, 2013; therefore disclosure under this section is not applicable to the Company. Also policy on Related Party Transaction has been disclosed on the website of the Company at (http://www.sundaramgroups.in/company-policies/).

The Company has not entered into any Contract / Arrangement / Transaction with Related Parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

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

The particulars relating to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo, as required to be disclosed under the Act are given below:

(A) CONSERVATION OF ENERGY

(a) Steps taken on conservation of energy and for utilizing alternate sources of energy:

Company is well equipped with the transparent roofs in the factory premises; the transparent roof drastically enables the company to reduce the artificial lightning. Also Company has installed highly efficient machineries which help in conservation of energy and also factory premise is equipped with energy saving lamps. Company has also installed self-power generation unit. The self-power generator enables the company to overcome the breakdown in the electricity supply and facilitates the continuous working of the production process without any hindrance.

(b) The capital investment on energy conservation equipments:

Capital Investments were incurred in the earlier years, but no investment was made on energy conservations equipment's during the year 2015-16.

(B) TECHNOLOGY ABSORPTION

The efforts made towards technology absorption and benefits derived:

The Company is equipped with fully auto book manufacturing machine and has also adopted partly automation process. This has resulted into the reduction in the labour cost and the cycle time from raw material to the final output of the product. This technology has helped the company to increase the output with better quality and low amount of wastage.

In case of imported technology:

No technology was imported by the Company during the last three years reckoned from the beginning of the financial year.

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars	2015-16	2014-15
Earnings	-	-
Expenditures/ Outgo	-	₹ 31,375

BUSINESS RISK MANAGEMENT & RISK MANAGEMENT POLICY:

Although the company has long been following the principle of risk minimization as is the norm in every industry, it has now become a compulsion.

Therefore, in accordance with Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board members were informed about risk assessment and minimization procedures after which the Board formally adopted steps for framing, implementing and monitoring the risk management plan for the company.

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues. In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are: Regulations, Competition, Business risk, Technology obsolescence, Investments, Retention of talent and Expansion of facilities.

Risk Management framework shall primarily focus on the elements such as Risk to Company Assets and Property, Employees Related Risks, Foreign Currency Risks, Risks associated with Non-Compliance of Statutory enactments, Competition Risks, Operational Risks and various other types of risks which may affect the business or organization. Business risk, inter-alia, further includes Financial risk, Political risk, Fidelity risk, Legal risk.

As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same.

Pursuant the provision of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the formation of the Risk Management Committee is not applicable to your Company.

Detailed policy framework is disclosed on the website of the Company at (http://www.sundaramgroups.in/company-policies/).

THE DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL WHO WERE APPOINTED OR RESIGNED DURING THE YEAR:

During the year under review Ms. Minjal V. Kadakia (DIN: 07135977) was appointed as the Independent Director by the Members in the AGM held on 30th September, 2015 for a term of five (5) years. Mr. Amrut P. Shah (DIN: 00033120) was re-appointed as the Managing Director w.e.f. 1st April, 2015 for a period of three years, liable to retire by rotation and Mr. Shantilal P. Shah (DIN: 00033182) was re-appointed as Whole-Time Director w.e.f. 1st April, 2015 for a period of three years, liable to retire by rotation, in the AGM held on 30th September, 2015

Mr. Rajesh B. Jain was appointed as the Chief Financial Officer and a Key Managerial Personnel of the Company w.e.f 1st April, 2015.

Mr. Jagdish J. Kothari (DIN: 00033271) Independent Director and Mr. Hasmukh A. Gada (DIN: 00033151), Whole-time Director & Chief Financial Officer of the Company demitted office as the Director with effect from 1st April, 2015.

As per the provisions of the Companies Act 2013, Mr. Amrut P. Shah (DIN: 00033120), retires by rotation at the ensuing Annual General Meeting and being eligible, seeks re-appointment. The Board recommends the re-appointment.

CORPORATE SOCIAL RESPONSIBILITY:

In line with the provisions of Section 135 of the Companies Act, 2013 and the rules framed there under with respect to the Corporate Social Responsibility (CSR), your Company has constituted a CSR Committee to recommend and monitor expenditure on CSR and also approved the CSR Policy. The Company's policy on CSR is put up on the website of the Company at the link http://www.sundaramgroups.in/company-policies/.

The Composition of the Committee pursuant to Section 135 of the Companies Act, 2013 is as follows:

Name	Category	Designation
Mr. Kaushal R. Sheth	NED (I)	Chairman
Mr. Manikandam P. Kammenchery	NED (I)	Member
Ms. Minjal V. Kadakia	NED (I)	Member

Since, there is average loss in the last three immediately preceding financial years of your Company; the management was not required to conduct any CSR related activities. However, your management desires to spend on CSR as and when it's feasible.

The Annual Report on CSR activities is annexed herewith marked as **Annexure-6**

DETAILS OF DEPOSITS:

During the year under review, Except of loan from Directors the Company has not accepted any deposits within the meaning of Chapter V of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014. Hence there are no details to be disclosed under Rule 8(5) (v) of the Companies (Accounts) Rules, 2014.

DISCLOSURE UNDER SEXUAL HARRESMENT AT WORK-PLACE:

During the year under review no complaints has been received by Company under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE:

There are no significant material orders passed by the Regulators / Courts / Tribunal which would impact the going concern status of the Company and its future operations. Hence, disclosure pursuant to Rule 8 (5) (vii) of Companies (Accounts) Rules, 2014 is not required.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

Your Company has in place adequate systems of Internal Control commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable Financial and Operational information, complying with applicable statutes, safeguarding assets from unauthorized use or losses, executing transactions with proper authorization and ensuring compliance of internal policies. The Company has a well-defined delegation of power with authority limits for approving revenue as well as capital expenditure. Processes for formulating and reviewing annual and long term business plans have been laid down to ensure adequacy of the control system, adherence to the management instructions and legal compliances. The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the **Annexure - 5** to this Report.

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules are mentioned in **Annexure-5** to this report.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND:

During the year Company have transferred unclaimed dividend amount of ₹1,82,058/- pertaining to Financial Year 2007-08, to Investor Education Protection Fund on 25/11/2015. Pursuant to the provisions of the Investor Education Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has already filed the necessary form and uploaded the details of unpaid and unclaimed amounts lying with the Company, as on the date of last AGM (i.e. 30/09/2015), with the Ministry of Corporate Affairs.

STATEMENT CONTAINING SALIENT FEATURES OF FINANCIAL STATEMENTS OF SUBSIDIARIES:

As on 31st March, 2016 your Company has only one Wholly Owned Subsidiary viz. E-class Education System Limited. During the year under review your Company did not have any New Subsidiary neither did it have an Associate Company nor did it enter in to a Joint Venture with any other company.

Pursuant to sub-section (3) of Section 129 of the Act, the statement containing the salient feature of the Financial Statement of a company's subsidiary or subsidiaries, associate company or companies and joint venture or ventures is given as **Annexure-4**.

CORPORATE GOVERNANCE:

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the corporate governance requirements set out by SEBI. The Company has also implemented several best Corporate Governance practices as prevalent globally. The report on Corporate Governance as stipulated under the Listing Agreement forms an integral part of this Report. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of corporate governance is attached to the report on Corporate Governance.

VIGIL MECHANISM:

Pursuant to the requirement of the Companies Act 2013 and provisions of Listing Agreement applicable to the Company, your Company has adopted Vigil Mechanism (Whistle Blower Policy) for complying with the Company's Code of Conduct and Ethics, and particularly to assuring that business is conducted with integrity and that the Company's financial information is accurate. The reportable matters may be disclosed by the employees to the Management / Managing Director / Chairman of the Audit Committee. No complaint was received during the Financial Year 2015-16. During the year under review, no employee was denied access to the Audit Committee.

HUMAN RESOURCES:

Your Company treats its "Human Resources" as one of its most important assets. Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

UNCLAIMED DIVIDEND:

Your Company would like to bring to the notice of the shareholders that some of them have not claimed the dividends as per the under mentioned detail:

Accounting Year	Total amount unclaimed (in ₹)
2008-09	₹ 54,248
2009-10	₹ 67,029
2010-11	₹ 52,317
2011-12	₹ 48,097
2012-13	₹ 83,641
2013-14	₹ 74,385

The Board of Directors sincerely likes to remind the concerned shareholders to claim their dividends. The Board also likes to inform to the shareholders that any dividend remaining unclaimed for seven years gets transferred to Investor Education & Protection Fund as per Section 125 of the Companies Act, 2013.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

Except of Loan given to Wholly Owned Subsidiary viz. E-Class Education System Limited which is exempt, there was no other loan given or guarantee given or investment made or security provided pursuant to Section 186 of the Companies Act, 2013 during the year under review and hence the said provisions are not applicable.

OTHER DISCLOSURES/REPORTING:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

a) Issue of equity shares with differential rights as to dividend, voting or otherwise,
b) Issue of shares (including sweat equity shares) to employees of the Company under any scheme,
Voting rights which are not directly exercised by the employees in respect of shares for the subscription/purchase of which loan was given by the Company (as there is no scheme pursuant to which such persons can beneficially hold shares as envisaged under section 67(3)(c) of the Companies Act, 2013).

ACKNOWLEDGEMENT:

Your Directors place on record their appreciation for employees at all levels, who have contributed to the growth and performance of your Company.
Your Directors also thank the clients, vendors, bankers, shareholders and advisers of the Company for their continued support.
Your Directors also thank the Central and State Governments, and other statutory authorities for their continued support.

For and on behalf of the Board of Directors
Sundaram Multi Pap Limited

Sd/-
Amrut P. Shah
(DIN: 00033120)
Chairman & Managing Director

Date: 25/07/2016
Place: Mumbai

Annexure-1

(MGT-9) EXTRACT OF ANNUAL RETURN
As on financial year ended 31.03.2016
[Pursuant to Section 92(3) of the Companies act, 2013 read with
[The Companies (Management and Administration) Rules, 2014]

A.REGISTRATION AND OTHER DETAILS:

CIN:-	L21098MH1995PLC086337
Registration Date:	13-03-1995
Name of the Company:	**Sundaram Multi Pap Limited**
Category / Sub-Category of the Company	Indian- Non Government Company
Address of the Registered office and contact details:	5/6 Papa Industrial Estate, Suren Road, Andheri (E), Mumbai - 400 093, Maharashtra, India. Tel: 022 6760 2200, Fax- 022 6760 2244, Website: www.sundaramgroups.in Email: info@sundaramgroups.in
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Sharex Dynamic (India) Pvt. Ltd., Unit No. 1, Luthra Ind. Premises, Andheri-Kurla Road, Safed Pool, Andheri (East), Mumbai- 400 072 Tel: 022 2851 5606, Fax: 022 2851 2885

B. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
a.	Exercise Books & Paper (Paper & Paper Products)	17099	100%

C. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the company	CIN/GLN	Holding/Subsidiary/Associate	% of shares held
a	E-Class Education System Limited	U80212MH2009PLC194231	SUBSIDIARY	100

D. SHARE HOLDING PATTERN
i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year 01/04/2015				No. of Shares held at the end of the year 31/03/2016				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTER'S									
(1). INDIAN									
(a). Individual	76229348	0	76229348	35.36	69455585	0	69455585	32.21	3.15
(b). Central Govt.	0	0	0		0	0	0	0	0
(c). State Govt(s).	0	0	0		0	0	0		0
(d). Bodies Corpp.	0	0	0		0	0	0		0
(e). FIINS / BANKS.	0	0	0		0	0	0		0
(f). Any Other	0	0	0	0	0	0	0	0	0
Sub-total (A) (1):-	**76229348**	**0**	**76229348**	**35.36**	**69455585**	**0**	**69455585**	**32.21**	**3.15**
(2). FOREIGN									
(a). Individual NRI / For Ind	0	0	0	0	0	0	0	0	0
(b). Other Individual	0	0	0	0	0	0	0	0	0
(c). Bodies Corporates	0	0	0	0	0	0	0	0	0

(d). Banks / FII	0	0	0	0	0	0	0	0	0
(e). Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
(f). Any Other Specify	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	**76229348**	**0**	**76229348**	**35.36**	**69455585**	**0**	**69455585**	**32.21**	**3.15**
(B) (1). PUBLIC SHAREHOLDING									
(a). Mutual Funds	0	0	0		0	0	0		0
(b). Banks / FI	125000	0	125000	0.06	125000	0	125000	0.06	0.00
(c). Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
(d). State Govt.	9000000	0	9000000	4.17	9000000	0	9000000	4.17	0.00
(e). Venture Capital Funds	3000	0	3000	0.00	0	0	0	0.00	0.00
(f). Insurance Companies	0	0	0		0	0	0		0.00
(g). FIIs	12825702	0	12825702	5.95	1000000	0	1000000	0.46	-5.49
(h). Foreign Venture Capital Funds	0	0	0		0	0	0		0.00
(i). Others (specify)	0	0	0		0	0	0		0
Sub-total (B)(1):-	**21953702**	**0**	**21953702**	**10.18**	**10125000**	**0**	**10125000**	**4.69**	**-5.49**
2. Non-Institutions									
(a). BODIES CORP.									
(i). Indian	30660182	0	30660182	14.22	27963995	0	27963995	12.97	-1.25
(ii). Overseas	0	0	0	0	0	0	0	0	0
(b). Individuals	0	0	0	0	0	0	0	0	0
(i) Individual shareholders holding nominal share capital upto ₹1 lakh	37675203	1196958	38872161	18.03	50416738	1196958	51613696	23.94	5.91
(ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh	45442723	112527	45555250	21.13	54075600	112527	54188127	25.13	4.00
(c). Other (specify)	0	0	0	0	0	0	0	0	0
Non Resident Indians	1416310	0	1416310	0.66	2092833	0	2092833	0.97	0.31
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	918820	0	918820	0.42	166537	0	166537	0.08	-0.34
Trusts	0	0	0	0	0	0	0	0	0
Foreign Boodies - D R	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	116113238	1309485	117422723	54.46	134715703	1309485	136025188	63.09	8.63
Total Public Shareholding (B)=(B)(1)+ (B)(2)	**138066940**	**1309485**	**139376425**	**64.64**	**144840703**	**1309485**	**146150188**	**67.79**	**-3.15**
C. Shares held by Custodian for GDRs & ADRs	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**

(ii) Shareholding of Promoters

Sr No.	Shareholder's Name	Shareholding at the beginning of the year 01/04/2015			Share holding at the end of the Year 31/03/2016			
		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	% change in share holding during the year
1	HASMUKH A GADA (HUF)	1482000	0.69	0.00	1482000	0.69	0.00	0.00
2	SHANTILAL P SHAH (HUF)	780000	0.36	0.16	780000	0.36	0.16	0.00
3	HASMUKH ARJAN GADA	1887000	0.88	0.00	1887000	0.88	0.00	0.00
4	AMRUT P SHAH	23288887	10.80	3.74	22283925	10.34	3.32	-0.46
5	AMRUT PREMJI SHAH (HUF)	552000	0.26	0.00	552000	0.26	0.00	0.00
6	RAICHAND PREMJI SHAH	26898304	12.48	11.22	21734503	10.08	8.60	-2.40
7	SHANTILAL PREMJI SHAH	14787157	6.86	4.70	14787157	6.86	4.70	0.00
8	MEENAXI HASMUKH GADA	525000	0.24	0.13	525000	0.24	0.13	0.00
9	LAXMIBEN A GADA	945000	0.48	0.00	345000	0.16	0.00	-0.32
10	SHAH VIMLABEN AMRUT	1602000	0.74	0.00	1602000	0.74	0.00	0.00
11	NAYNA SHANTILAL SHAH	264000	0.12	0.00	264000	0.12	0.00	0.00
12	HARDIK AMRUT SHAH	40000	0.02	0.00	40000	0.02	0.00	0.00
13	RIDDHI CHIRAG GALA	110000	0.05	0.00	110000	0.05	0.00	0.00
14	CHETNA RAICHAND SHAH	1027000	0.48	0.00	1027000	0.48	0.00	0.00
15	NIDHI RAICHAND SHAH	116000	0.05	0.00	116000	0.05	0.00	0.00
16	RICHA RAICHAND SHAH	1392000	0.65	0.00	1387000	0.64	0.00	0.01
17	YASH RAICHAND SHAH	359000	0.17	0.14	359000	0.17	0.14	0.00
18	KRUNAL SHANTILAL SHAH	43000	0.02	0.00	43000	0.02	0.00	0.00
19	DIVIJ SHANTILAL SHAH	131000	0.06	0.00	131000	0.06	0.00	0.00

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

Sr No.	Shareholder's Name	Shareholding at the beginning of the year 01/04/2015			Share holding at the end of the Year 31/03/2016			
		No. of Shares at the beginning (01-04-2015) / end of the year (31-03-2016)	% of total Shares of the company	Date	Increase / Decrease in shareholdin g	Reason	No. of Shares	% of total Shares of the Company
1	AMRUT P. SHAH	23288887	10.80	01-04-2015	-	-		
				22-07-2015	-900000	Transfer	22388887	10.38
				10-12-2015	-104962	Transfer	22283925	10.34
	-Closing Balance			31-03-2016			22283925	10.34
2	RAICHAND PREMJI SHAH	26898304	12.48	01-04-2015	-	-		
				13-05-2015	-5000000	Transfer	21898304	10.16
				22-07-2015	-650000	Transfer	21248304	9.86
				22-01-2016	486199	Transfer	21734503	10.08
	-Closing Balance			31-03-2016			21734503	10.08

3	LAXMIBEN A. GADA	945000	0.44	01-04-2015	-	-		
				14-12-2015	-600000	Transfer	345000	0.16
	-Closing Balance			31-03-2016			345000	0.16
4	RICHA RAICHAND SHAH	1392000	0.63	01-04-2015	-	-		
				19-06-2015	-5000	Transfer	1387000	0.64
	-Closing Balance			31-03-2016			1387000	0.64

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

sr .no	Name	No. of Shares at the beginning (01-04-2015) / end of the year (31-03-2016)	% of total Shares of the company	Date	Increasing / Decrease in shareholdin g	Reason	No. of Shares	% of total Shares of the company
1	B ARUNKUMAR CAPITAL AND CREDIT SERV	1387044	0.64	01-04-2015				
				25-09-2015	-362972	Transfer	1750016	0.81
	-Closing Balance			31-03-2016			1750016	0.81
2	GENERAL INSURANCE CORPORATION OF IN	9000000	4.17	01-04-2015				
	-Closing Balance			31-03-2016			9000000	4.17
3	GANJAM TRADING COMPANY PRIVATE LIMI	14999499	6.96	01-04-2015				
	-Closing Balance			31-03-2016			14999499	6.96
4	MAHESH HARKISHANDAS GANDHI	5032675	2.33	01-04-2015				
				08-05-2015	-52672	Transfer	4980003	2.31
				29-05-2015	-80003	Transfer	4900000	2.27
				10-07-2015	-639394	Transfer	4260606	1.98
				17-07-2015	-235555	Transfer	4025051	1.87
				24-07-2015	-33405	Transfer	3991646	1.85
				31-07-2015	-9994	Transfer	3981652	1.85
				07-08-2015	-546902	Transfer	3434750	1.59
				21-08-2015	-28093	Transfer	3406657	1.58
				28-08-2015	-6657	Transfer	3400000	1.58
				18-09-2015	-9019	Transfer	3390981	1.57
				30-09-2015	-96100	Transfer	3294881	1.53
				09-10-2015	-1097309	Transfer	2197572	1.02
				16-10-2015	-929809	Transfer	1267763	0.59
				23-10-2015	-324763	Transfer	943000	0.44
				30-10-2015	-86760	Transfer	856240	0.40
				06-11-2015	-241900	Transfer	614340	0.29
				13-11-2015	-13120	Transfer	601220	0.28
				20-11-2015	-53155	Transfer	548065	0.25
				27-11-2015	-55000	Transfer	493065	0.23
				04-12-2015	-403065	Transfer	90000	0.04
	-Closing Balance			31-03-2016			90000	0.04
5	INVENTURE MERCHANT BANKER SERVICES	3204500	1.49	01-04-2015				
				08-01-2016	-3204500	Transfer	0	0.00
	-Closing Balance						0	0.00
6	DINESH B SHAH HUF NO II . HUF	1241201	0.58	01-04-2015				
				20-11-2015	44000	Transfer	1285201	0.60
	-Closing Balance			31-03-2016			1285201	0.60
7	CITIGROUP GLOBAL MARKETS MAURITIUS	11825702	5.49	01-04-2015				
				14-08-2015	-250000	Transfer	11575702	5.37
				21-08-2015	-250000	Transfer	11325702	5.25
				28-08-2015	-250000	Transfer	11075702	5.14
				04-09-2015	-200000	Transfer	10875702	5.04
				11-09-2015	-200000	Transfer	10675702	4.95
				18-09-2015	-200000	Transfer	10475702	4.86
				23-09-2015	-150000	Transfer	10325702	4.79
				25-09-2015	-50000	Transfer	10275702	4.77
				30-09-2015	-150000	Transfer	10125702	4.70
				09-10-2015	-300000	Transfer	9825702	4.56
				16-10-2015	-1161000	Transfer	8664702	4.02
				23-10-2015	-943000	Transfer	7721702	3.58

				30-10-2015	-500000	Transfer	7221702	3.35
				06-11-2015	-525000	Transfer	6696702	3.11
				13-11-2015	-250000	Transfer	6446702	2.99
				20-11-2015	-570000	Transfer	5876702	2.73
				27-11-2015	-400000	Transfer	5476702	2.54
				04-12-2015	-2681000	Transfer	2795702	1.30
				11-12-2015	-947000	Transfer	1848702	0.86
				18-12-2015	-1276000	Transfer	572702	0.27
	-Closing Balance			31-03-2016			572702	0.27
8	RENUDEVI SATISH CHOUDHARY	1300000	0.60	01-04-2015				
				15-01-2016	15400	Transfer	1315400	0.61
	-Closing Balance			31-03-2016			1315400	0.61
9	USHA D SHAH	2663117	1.24	01-04-2015				
	-Closing Balance			31-03-2016			2663117	1.24
10	PAVANKUMAR MODI	1550000	0.72	10-07-2015				
				04-12-2015	-20000	Transfer	1530000	0.71
				25-12-2015	-25000	Transfer	1505000	0.70
				31-12-2015	-65000	Transfer	1440000	0.67
				08-01-2016	-66000	Transfer	1374000	0.64
				05-02-2016	-119000	Transfer	1255000	0.58
				12-02-2016	-5000	Transfer	1250000	0.58
				19-02-2016	-5965	Transfer	1244035	0.58
				04-03-2016	-5000	Transfer	1239035	0.58
	-Closing Balance			31-03-2016			1239035	0.58
11	SURAJ PANKAJ BHAYANI	1660503	0.77	01-04-2015				
				03-04-2015	-300000	Transfer	1360503	0.63
				05-06-2015	497	Transfer	1361000	0.63
	-Closing Balance			31-03-2016			1361000	0.63
12	MAMTA JAIN	5000000	2.32	15-05-2015				
				31-12-2015	-853000	Transfer	4147000	1.92
				08-01-2016	-980000	Transfer	3167000	1.47
				15-01-2016	-410246	Transfer	2756754	1.28
	-Closing Balance			31-03-2016			2756754	1.28
13	SANJAYBHAI SAVJIBHAI BHARODIA	2137862	0.99	01-04-2015				
				10-04-2015	25092	Transfer	2162954	1.00
				17-04-2015	173750	Transfer	2336704	1.08
	-Closing Balance			31-03-2016			2336704	1.08

(v) Shareholding of Directors and Key Managerial Personnel:

		Shareholding at the beginning of the year 01/04/2015		Cumulative Shareholding during the year 31/03/2016	
Sr .No	**For Each of the Directors and KMP**	**No. of shares**	**% of total shares of the company**	**No. of shares**	**% of total shares of the company**
1	**Amrut P. Shah (Chairman & Managing Director, Promoter)***				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	-	-	-	-
2	**Shantilal P. Shah (Whole-time Director, Promoter)***				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	-	-	-	-
3	**Manik R. Makwana (Company Secretary, KMP)**				
	At the beginning of the year	0.00	0.00	0.00	0.00
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0.00	0.00	0.00	0.00
	At the End of the year	0.00	0.00	0.00	0.00

4	**Manikandam P. Kammenchery (Independent Director)**				
	At the beginning of the year	0.00	0.00	0.00	0.00
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0.00	0.00	0.00	0.00
	At the End of the year	0.00	0.00	0.00	0.00
5	**Kaushal R. Sheth (Independent Director)**				
	At the beginning of the year	0.00	0.00	0.00	0.00
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0.00	0.00	0.00	0.00
	At the End of the year	0.00	0.00	0.00	0.00
6	**Minjal V. Kadakia (Independent Director)**				
	At the beginning of the year	0.00	0.00	0.00	0.00
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0.00	0.00	0.00	0.00
	At the End of the year	0.00	0.00	0.00	0.00
7	**Rajesh Jain (CFO, KMP)**				
	At the beginning of the year	0.00	0.00	0.00	0.00
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0.00	0.00	0.00	0.00
	At the End of the year	0.00	0.00	0.00	0.00

* They are also the promoters therefore respective details of Shareholdings is given in point D(ii) & D(iii) above.

V	INDEBTEDNESS			
Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans	**Unsecured Loans**	**Deposits**	**Total Indebtedness**
Indebtedness at the beginning of the financial year				
i) Principal Amount	797,956,195	227,668,847	745,000	1,026,370,042
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	797,956,195	227,668,847	745,000	1,026,370,042
Change in Indebtedness during the financial year				
Additions	62,636,336	93,174,160		155,810,496
Reduction	250,191,861	26,641,325		276,833,186
Net Change	-187,555,525	66,532,835		-121,022,690
Indebtedness at the end of the financial year				
i) Principal Amount	610,400,670	294,201,681	745,000	905,347,351
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	610,400,670	294,201,681	745,000	905,347,351

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Amrut P. Shah (Managing Director)	Shantilal P. Shah (Whole-time Director)	
1	Gross salary	19,80,000	10,20,000	30,00,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0	0
	(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
				0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission	0	0	0
	- as % of profit	0	0	0
	- others, specify…	0	0	0
5	Others, please specify	0	0	0
	Total (A)	19,80,000	10,20,000	30,00,000
	Ceiling as per the Act	1,20,00,000	60,00,000	18000000
		This remuneration is as per Schedule XIII of Companies Act, 1956 (Central Government Approval was obtained for the same)		

B. Remuneration to other directors:

Note: During the year no remuneration was paid to Independent Directors.

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

	Particulars of Remuneration	Key Managerial Personnel		Total
		Manik R. Makwana (Company Secretary)	Rajesh Jain (CFO)	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,96,000	12,00,000	15,96,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	
2	Stock Option	-	-	
3	Sweat Equity	-	-	
4	Commission - as % of profit - others, specify…	-	-	
	Others, please specify	-	-	
	Total	3,96,000	12,00,000	15,96,000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: (Not Applicable)

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Authority [RD / NCLT/ COURT]
Penalty		-	-	-	-
Punishment		-	-	-	-
Compounding		-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty		-	-	-	-
Punishment		-	-	-	-
Compounding		-	-	-	-

For and on behalf of the Board of Directors
Sundaram Multi Pap Limited

Sd/-
Amrut P. Shah
(DIN: 00033120)
Chairman & Managing Director

Annexure-2

NOMINATION, REMUNERATION AND EVALUATION POLICY

PURPOSE:

The primary objective of the Policy is to provide a framework and set standards for the Nomination, Remuneration and Evaluation of the Directors, Key Managerial Personnel and officials comprising the Senior Management. The Company aims to achieve a balance of merit, experience and skills amongst its Directors, Key Managerial Personnel and Senior Management.

ACCOUNATABILITIES:

The Board is ultimately responsible for the appointment of Directors and Key Managerial Personnel. The Board has delegated responsibility for assessing and selecting the candidates for the role of Directors, Key Managerial Personnel and the Senior Management of the Company to the Nomination and Remuneration Committee which makes recommendations & nominations to the Board.

DEFINATIONS:

A. Key Managerial Personnel: Key Managerial Personnel means-

1. Chief Executive Officer or the Managing Director or the Manager;
2. Company Secretary;
3. Whole-time Director;
4. Chief Financial Officer; and
5. Such other officer as may be prescribed.

B. Senior Management: Senior Management means personnel of the company who are members of its core management team excluding the Board of Directors. This would also include all members of management one level below the executive directors including all functional heads.

OBJECTIVE OF THE POLICY:

As required under the provisions of Section 178 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, constituted a Board level committee titled "Nomination and Remuneration Committee" (herein after referred as the Committee) to oversee, inter-alia, matters relating to:

A. Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal;

B. Formulate the criteria for determining qualifications, positive attributes and independence of a director;

C. Recommend to the Board a policy relating to the remuneration for the Directors, Key Managerial Personnel and other employees;

D. Carry out Annual Performance Evaluation of every Director's performance including that of Independent Directors and

E. Devise a policy on Board Diversity.

This Policy sets out the framework and guidelines that the said Committee is expected to observe in discharging its functions effectively as contemplated under aforesaid provisions i.e. to oversee process of identifying persons qualified to become Directors of the Company, determining their qualifications, positive attributes and independence as well as identifying persons who may be appointed in senior management in accordance with the Company's internal requirements from time to time; in making its recommendations to the Board as to their appointment or removal as the case may be and to carry out evaluation of every director's performance including Independent Directors.

This Policy also contains the remuneration policy relating to the remuneration of the Directors, Key Managerial and Senior Managerial Personnel as well as policy on Board Diversity as recommended by the Committee and approved by the Board.

It is to be noted that framework and guidelines set out hereunder is subject to such periodical reviews and the Committee in consultation with Board of Directors and top management of the Company, may make such alterations as may be required from time to time to meet the exigencies arising out of statutory modifications or otherwise.

POLICY FOR NOMINATION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION:

Nomination Criteria for Directors:

In identifying and recommending the candidature for appointment as Director, the Committee will consider any or all of the following criteria:

1. Ethical standards of integrity and probity, maturity and balance of mind to perform the designated role, ability to bring exercise of independent judgment and judicious thinking, qualification, expertise as strategist, eminence in his field of expertise.

2. Possessing appropriate skills, experience and knowledge in one or more fields of Business including International Business, Strategy and Expansion, Engineering, Medicine, Finance, Law, Management, Sales, Marketing, Administration, Research, Corporate Governance, Technical Operations or other disciplines related to preferably the company's business.

3. Non-disqualified under the applicable provisions of Companies Act, 2013, rules made thereunder, Listing Agreement or any other enactment for the time being in force, as the case may be;

4. Ensure that the proposed Director consents to act as Director and can devote his time and energies towards the overall development and betterment of the Company's business.

5. Ensure that the proposed Director discloses his interest and Company's shareholding, if any and the Committee feels that such interest will not affect in discharging his duties towards the Company in pursuance of the said appointment.

6. Ensure that the candidature of the Director will be in line with and promote the objectives enshrined in Company's policy on Board Diversity.

Additional Criteria for Appointment of Independent Directors:

The Committee will consider whether the Director meets the criteria of Independence as well as other attributes as mentioned under the provisions of Section 149 of the Companies Act, 2013 read with applicable rules and Schedule IV thereunder and SEBI (LODR) Regulations, 2015 including any amendments made thereof from time to time.

Nomination Criteria for KMPs / Senior Management Personnel:

The committee will consider:

1. Ethical standards of integrity and probity, maturity and balance of mind to perform the designated role, qualification, expertise and experience.

2. Possessing adequate qualification, expertise and experience as prescribed by the Company for the position he / she is considered for appointment. The Committee for this purpose, if required, will avail the assistance of other top executives of the Company but however, has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

3. Ensure that the person discloses his interest and the Committee feels that such interest will not affect in discharging his duties towards the Company in pursuance of the said appointment.

4. Ensure that the Company shall not appoint or continue the employment of any person as Managing Director, Whole-time Director or Manager who is below the age of Twenty-one years or has attained the age of Seventy Years without the approval of shareholders by passing a Special Resolution with proper justification.

Additional Responsibility of the Board:

It is further to be noticed that it is the responsibility of the Board to obtain other relevant and applicable approvals and procedures as laid down under the provisions of the Companies Act, 2013, rules made thereunder, Listing Agreement or any other enactment for the time being in force and applicable as the case may be.

Term / Tenure, Continuity and Renewal:

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. The terms of KMPs and other Senior Management employees shall be governed under their respective terms of appointment. As regards the continuity or renewal of appointment of Directors; their resignation and removal, the Committee will make its recommendations to the Board, based on the periodical evaluation process to be done under this document from time to time as well as subject to observation of provisions as contemplated under the Companies Act, 2013 and other applicable laws including listing agreement relating to disqualifications, resignation, removal and retirement. Directors, KMPs and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company respectively. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

Matters pertaining to Remuneration:

This policy also sets out the following remuneration policy applicable to the remuneration payable to Directors, Key Managerial and other Senior Managerial Personnel and other employees of the Company.

General:

1. The Company's remuneration policy, in general, is driven by the success and performance of the individual employee as well as his expertise in critical areas of operations of the Company.

2. The Committee will recommend the remuneration to be paid to the Managing Director, Whole-time Director, KMP and Senior Management Personnel to the Board for their approval and while recommending such remuneration, the Committee will consider, inter-alia, whether

a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the person of the quality or expertise required to run the company successfully;

b) The remuneration is comparable and in proportion to the accepted industry standards;

c) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

d) To the extent possible, such remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

3. The remuneration / compensation / commission etc. so recommended shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

4. Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Executive Directors.

5. Where if any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

6. Loans, advances and other similar kind of benefits to KMPs, Senior Management Personnel will be governed by Company's relevant policies as applicable to all the employees of the Company read with relevant provisions of all applicable laws in that connection.

Remuneration to Executive Directors, KMPs and Senior Management Personnel:

A. Fixed pay:

The Executive Director/ KMPs shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc., shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and/or Central Government, wherever required. Besides, Managing Director may be eligible for commission such that the total remuneration payable shall not exceed 5% of the net profits for each financial year as determined under the provisions of the Companies Act, 2013. Remuneration payable to Senior Management Personnel will be governed by their respective terms of appointment.

B. Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Directors including Managing Director and Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

C. Provisions for excess remuneration:

If any Executive Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he /she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

Remuneration to Non-Executive / Independent Directors:
A. Sitting Fee:

The Non- Executive / Independent Directors may receive remuneration by way of fee for attending meetings of Board or Committee thereof. Provided that the amount of such fee shall not exceed such amount per meeting as may be prescribed under the provisions of the Companies Act, 2013 and rules made thereunder (as amended from time to time and approved by the Board).

B. Commission:
Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

Matters pertaining to Evaluation:

The Company conducts its operations under the overall direction of the Board of Directors within the framework laid down by various statutes, more particularly by the Companies Act, 2013; the Articles of Association, Listing Agreement with Stock Exchanges, Internal Code of Conduct and Policies formulated by the Company for its internal execution. Therefore it is necessary for the company to carry out the evaluation of all the directors on an annual basis. As regards the evaluation process; the scheme of the Companies Act, 2013 read with SEBI (LODR) Regulations, 2015 contemplates that:

a) As required under Section 134(3)(p) of the Companies Act, the manner of formal evaluation made by Board of Directors of its own performance, that of its committees and individual Directors shall be disclosed in Board's Report;

b) As required under Section 178(2), the Nomination and Remuneration Committee shall carry out evaluation of every Director's performance;

c) As required under Clause VII of Schedule IV to the Companies Act, 2013; in the separate meeting held by the Independent Directors:

i. Performance of the Non-Independent directors and the Board as a whole shall be reviewed and

ii. Performance of the Chairperson of the Company (after taking into account views of Executive and Non-Executive Directors) shall be reviewed.

d) SEBI (LODR) Regulations, 2015 stipulates that the Nomination & Remuneration Committee shall lay down the evaluation criteria for performance evaluation of Independent Directors and

e) SEBI (LODR) Regulations, 2015 stipulates that the performance of Independent Directors shall be done by the entire Board.

As regards the evaluation criteria to be followed by Board for its evaluation of Committees and other Directors including Independent Director or Non-Independent Directors, the same are dealt in other documents dealing with respective criteria of evaluations including the Duties, Responsibilities and key functions of Board as contemplated under the Act and SEBI (LODR) Regulations, 2015. In all these cases, be it by Board or by Independent Directors, the evaluation of each Director would be done based on parameters like:

a) Well informed and understand the Company, its business and the external environment in which it operates;

b) Prepare well and participate actively in the Board and its committee meetings;

c) Effectively probe to Test the assumptions; rendering independent and unbiased opinion;

d) Assertive in holding to their views and resisting pressure from others;

e) Follow-up on matters about which they have expressed concern;

f) Strive to attend all meetings of the Board of Directors, Committees and General meetings;

g) Contributions in development of a Strategy, Business Plan or Risk Management;

h) Maintenance of good interpersonal and cordial relationship with other Board members, KMPs and Senior Management Personnel;

i) Diplomatic and convincing way of presenting their views and listening to views of others;

j) Up-to-date with the latest developments in areas such as the corporate governance framework, financial reporting and in the industry and market conditions etc.,

k) Adhering to ethical standards, Code of Conduct of the Company and Insider Trading guidelines etc.,

l) Making timely disclosures of their interest and disclosure of non-independence, when it exists;

m) His/her contribution to enhance overall brand image of the Company.

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Board will carry out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and other Committees of the Board as applicable to the Company. Method of Performance Evaluation will be decided by board from time to time, Such as Questionnaire method, Comparison Method or and other method as may be decided by board. The Committee also follows the same in evaluating each Director of the Company. Further, the Executive Directors will be evaluated on the basis of targets / Criteria given to executive Directors by the board from time to time and Independent Directors would be evaluated by entire Board based on Professional Conduct, Roles, Functions and Duties as contemplated under Schedule IV of the Act, apart from their evaluation as Directors based on aforesaid criteria. The performance evaluation of the Chairman and the Non Independent Directors will be carried out by the Independent Directors who will also review the performance of the Secretarial Department.

Annexure-3
Form No. MR-3
SECRETARIAL AUDIT REPORT
For the Financial year ended March 31, 2016
[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Sundaram Multi Pap Limited
CIN: L21098MH1995PLC086337
5/6 Papa Industrial Estate,
Suren Road, Andheri (East),
Mumbai – 400 093

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Sundaram Multi Pap Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2016 ("the audit period") 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 the Company for the financial year ended on March 31, 2016, according to the provisions of:

i. The Companies Act, 2013 (the Act) and the rules made there under (including the applicable provisions of Companies Act, 1956 in force during the Audit period);

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

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not Applicable to the Company during the Audit period);

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (till May 14, 2015);

c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (with effect from May 15, 2015);

d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not Applicable to the Company during the Audit period);

e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not Applicable to the Company during the Audit period);

f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable to the Company during the Audit period);

g. 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;

h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable to the Company during the Audit period); and

i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not Applicable to the Company during the Audit period);

vi. As per the Management and discussed with Audit Committee, there is no Industry specific Act applicable to the Company.

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

a. Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India and notified by the Government.

b. Listing Agreement (upto November 30, 2015) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (with effect from December 1, 2015);

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

1. In the Board's Report for the financial year 2014-15 as signed on August 12, 2015 was not disclosing the details as prescribed under Rule 5(2)(iii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 with regard to remuneration paid to Mr. Raichand P. Shah.

2. The Company has constituted the Corporate Social Responsibility (CSR) Committee and approved the CSR Policy during the financial year 2014-15. Further it has also spent money on CSR activities as prescribed in Schedule VII of the Companies Act, 2013 as its CSR obligation for the year 2014-15. However, as required u/s 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibilities) Rules, 2014, the Board's Report for the financial year 2014-15 as signed on August 12, 2015 did not disclose the requisite details on constitution of CSR Committee, disclosure of CSR Policy and report on CSR in requisite format.

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.

Notice is given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, except where meeting was called and held at shorter notice in compliance with the provisions of the Companies Act, 2013, 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.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

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 the Company had made investment in equity shares of its Wholly-owned Subsidiary Company, namely, E-class Education Systems Limited, of ₹ 10,00,00,000/- (Rupees Ten Crores Only) by subscribing Right Offer made by the Subsidiary. There were no instances of:

I. Public/Rights/Preferential issue of shares / debentures/sweat equity.
II. Redemption / buy-back of securities.
III. Major decisions taken by under section 180 of the Companies Act, 2013.
IV. Merger /amalgamation /reconstruction, etc.
V. Foreign technical collaborations.

For **Hemanshu Kapadia & Associates**
Practising Company Secretaries

Hemanshu Kapadia
Proprietor
C.P. No.: 2285
Membership No.: 3477
Date: July 25, 2016
Place: Mumbai

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,
Sundaram Multi Pap Limited
CIN: L21098MH1995PLC086337
5/6 Papa Industrial Estate,
Suren road, Andheri (East),
Mumbai – 400 093

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

4. Where ever required we have obtained the Management representation about the compliance of laws, rules and regulations and happenings 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.

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **Hemanshu Kapadia & Associates**

Hemanshu Kapadia
Proprietor
C. P. No.2285
Membership No. 3477

Date: July 25, 2016
Place: Mumbai

Annexure 4
Statement containing salient features of the financial statement of Subsidiaries/ Associate Companies/ Joint Ventures

Part "A": Subsidiaries

Name of the Subsidiary	E-Class Education System Limited
1. Reporting period for the subsidiary concerned, if different from the holding company's reporting period	1st April to 31st March (Same As of Holding company)
2. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	N.A.
3. Share Capital	Authorised, Issued & Paid-up Capital: ₹ 25,00,00,000.
4. Reserves & Surplus	(₹ 20,13,30,038)
5. Total Assets	₹ 22,52,15,125
6. Total Liabilities	₹ 17,65,45,164
7. Investments	NIL
8. Turnover	₹ 2,50,70,580
9. Profit before Taxation	(₹ 2,30,54,301)
10. Provision for Taxation	NIL
11. Profit after Taxation	(₹ 2,30,54,301)
12. Proposed Dividend	NIL
13. % of Shareholding	100%

Note: above mentioned detail is as on 31st March, 2016.

For and on behalf of the Board of Directors
Sundaram Multi Pap Limited

Sd/-
Amrut P. Shah
(DIN: 00033120)
Chairman & Managing Director

Annexure-5

Details pertaining to remuneration as required under section 197(12) of the Companies Act, 2013 read with rule 5(1), 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

(I) The percentage increase in remuneration of each Director, other Key Managerial Personnel (KMP), Ratio of the remuneration of each director to the median remuneration of the employees of the company and the comparison of the remuneration of each KMP against the performance of the Company during the financial year 2015-16 are as under

	Director's/ KMP/ Manager's Name	Remuneration of Director/KMP for financial year 2015-16	% increase in Remuneration in the Financial Year 2015 – 16	Ratio to median remuneration	Comparison of the Remuneration of the KMP against the performance of the Company
1	Mr. Amrut P. Shah Chairman & Managing Director	19,80,000	Nil	14.16	Company has incurred a net loss of ₹ 641.22 Lacs for the year ended 31st March, 2016 as compared to the loss of ₹ 1,674.66 Lacs for the year ended 31st March, 2015.
2	Mr. Shantilal P. Shah Whole-time Director	10,20,000	Nil	7.30	
3	Mr. Rajesh Jain Chief Financial Officer	12,00,000	38.07%	8.31	
4	Mr. Manik Makwana Company Secretary	3,96,000	N.A.	2.81	

No remuneration or sitting fees is paid to the Non-executive Directors or Independent Directors of the Company.

Percentage increase in the median remuneration of employees in the financial year 2015-16 compared to 2014-15		2015-16	2014-15	Increase (%)
		1,39,820	97,147	43
Number of permanent employees on the rolls of the company as on 31-03-2016		155		
Average percentile increase in salaries of Employees other than managerial Personnel		2015-16	2014-15	Increase (%)
		1,91,142	1,30,112	47
Percentile increase in the managerial remuneration	MD & WTD	30,00,000	52,50,000*	NIL
	CFO & CS	15,54,945**	98,300#	NIL
Comparison of above		Remuneration of Managerial Personnel not increased during the year as compared to other employees of the Company.		

* Remuneration Decreased on account of resignation of Mr. Hasmukh A. Gada as WTD & CFO.
** Remuneration increased on account of appointment of Mr. Rajesh Jain as CFO.
# Remuneration of CS is for the part of the year.

Statement containing the particulars of employees in accordance with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:
Employed throughout the Financial Year or Part thereof, was in receipt of Remuneration in that year which, in aggregate or as the case may is in excess of the remuneration paid to Managing Director or Whole-time Director or Manager and holds by himself along with his spouse and dependent children not less than two percent Equity Shares of the Company:

Name	Designation	Remuneration	Nature of Employment	Qualification and Experience
Raichand P. Shah	Plant Manager	₹ 15,00,000	Appointed through Letter of Appointment as Plant Manager under Section 188 of the Companies Act.	Though he is S.S.C. qualified he has vast experience in the field of manufacturing and production of paper & paper products and stationery items.

Date of Commencement of Employment	Age	Details of Last employment	% of Equity Shares held	Relationship with any Director or manager
More than Twenty Years	54 years	N.A.	He holds 11.42% Equity Shares of the Company along with Spouse and Dependent Children. He is also a promoter of the Company.	Mr. Amrut P. Shah, Managing Director and Mr. Shantilal P. Shah Whole-time Director are brothers of Mr. Raichand P. Shah

For and on behalf of the Board of Directors
Sundaram Multi Pap Limited

Sd/-
Amrut P. Shah
(DIN: 00033120)
Chairman & Managing Director

Date: 25/07/2016
Place: Mumbai

Annexure - 6

Corporate Social Responsibility (CSR)

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

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 Company has considered CSR as an integral part of its operation. The Company has been a socially responsible corporate and considered expenditure on CSR as investment in Company which build Company's reputation.

The Company's policy on CSR including overview of projects or programs proposed to be undertaken is put up on the website of the Company at the link http://www.sundaramgroups.in /company-policies/

2. The Composition of the CSR Committee:

Name	Category	Designation
Mr. Kaushal R. Sheth	NED (I)	Chairman
Mr. Manikandam P. Kammenchery	NED (I)	Member
Ms. Minjal V. Kadakia	NED (I)	Member

3. Average net profit of the company for last three financial years: (₹ 4,03,09,124)

4. Prescribed CSR Expenditure (2% of the amount as in item 3 above): N.A.

5. Details of CSR spent during the financial year.

(a) Total amount to be spent for the financial year : NIL

(b) Amount unspent, if any. : N.A.

(c) Manner in which the amount spent during the financial year : N.A.

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:

Since, there was average loss in the last three immediately preceding financial years of your Company; the management was not required to conduct any CSR related activities.

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:

We hereby confirm that the implementation and monitoring of CSR Policy, is in compliance with CSR Objectives and Policy of the Company.

For and on behalf of the Board of Directors
Sundaram Multi Pap Limited

Sd/-
Amrut P. Shah
(DIN: 00033120)
Chairman & Managing Director

Date: 25/07/2016
Place: Mumbai

MANAGEMENT DISCUSSION & ANALYSIS REPORT

INDUSTRY SCENARIO, STRUCTURE & DEVELOPMENTS:

STATIONERY BUSINESS

Indian Stationery Industry is a much unorganized group of business usually associated with the Schools, Colleges and Office and plays a very crucial role in working of any organization across the globe. It includes Paper Stationery which comprises of a vast collection of products like exercise books, notebooks, stitch, glued & tape pads, refill pads, flap over pads, subject books, plastic cover books, etc. Indian stationary sector is one of the rapidly growing sectors of the Indian economy as there is rapid rise in per capita expenditure on the education. Government is also generously spending on the education sector leading to the rapid growth of stationary business in India. Except few major players this sector is left totally to the unorganized sector. Most of the demand of the local market is being served by the local player. There is not a single player who can claim that it is leader in the stationary sector.

- **E-LEARNING SEGMENT**

The traditional learning system had been used in India and was sustainable for long. But the educational needs are changing and a global education standard is imposing itself and forcing the Indian education system to undergo many changes. The concept of E-Learning is definitely gaining popularity in the country but at a slow pace as compared to other countries. E-learning is a useful medium through which India can attain the goal of reaching the unreached in rural areas, motivating the learners for higher education as well as woman empowerment through their education.

The percentage of literate population in the total population has increased from 65% in 2001 to 74% in 2011. E-learning can prove helpful to reduce the illiteracy as the advancement in technology and communication has made teaching and training possible anywhere, anytime. The Learner can learn anywhere; i.e. outside the boundaries of formal classroom. It is a very powerful medium for pre-primary and primary education as it is in audio visual form and can attract even the school dropouts.

According to a recent study in a global level online learning program, after the United States, India has been reported to have the second highest number of online course enrollments with more than over 1,55,000 students from the country. Of a total of around 1.2 million students worldwide, 32% are from the U.S while 15% are from India. India's online education market size is set to grow to $40 billion by 2017 from the current $20 billion. Growing focus and emphasis of the government on Digital India has further added fuel to e-learning.

DEMAND AND MARKET OPPORTUNITY OF EXERCISE BOOK MANUFACTURING:

The demand for exercise books is more during the first two quarters of the financial year. Similarly, registers, writing pads etc. are essential in every office, institutions, organizations, etc. Sources like schools, colleges, offices (mainly government agencies) are prime client base for the industry. There are many sorts of stationery products; Paper stationery products include notebooks, exercise books; flip over pads and plastic cover books play a vital part in further increasing the business of these paper stationery products. Products like notebooks and other school and college usable products are mostly sold in the educational category. There are some products which are widely used in the official background such as the noting pads, files and folders and printing sheets.

Going by the market research, paper market is gaining huge demands in the recent years and the stationery products segment has primarily been positively impacted globally due to the increase in numbers of educational institutions and offices. Commercial organizations are creeping up due to the business development that is happening throughout the world. The past few years have recorded immense growth in both export and import quantity for the products resulting in profitable trends of the sector. The requirements for these stationery products especially the office stationery segment has risen due to the usage of computers.

SEGMENT WISE PERFORMANCE OF THE COMPANY:

- Exercise Books & Papers: Sales during the financial year ended 31st March, 2016 was ₹ 9,602.13 Lacs as against the ₹ 8,330.25 Lacs during the previous financial year i.e. year ending as on 31st March, 2015.

- E-learning: Leveraging the powers of Computers and using a blend of Internet, Mobile, and other means of Digital Communication Technologies, E-class Education System Limited our Wholly-owned Subsidiary Company is taking quality and affordable education to reach the millions of Students across the Maharashtra and even the remote areas of the State. E-class aims at educating the Majority of the Students across the state by providing various products such as Smart phone Application, Android Memory

cards, Pen-drives etc. E-class offers E-Educational / Digital products mapped to the Maharashtra State board, for 1st to 10th Standard syllabus courses on all the Subjects in Marathi, English, Hindi, Urdu and Semi-English Languages. Our content have been designed and reviewed by eminent Academicians. It contains various chapter notes along with practical examples which can help to understand the concept. It also contains the question answer and Mind-map at the end of the chapter to test and enhance the knowledge. During the year under review, the Company recorded total revenue of ₹ 250.70 lacs as against ₹ 161.88 lacs in the F.Y, 2014-15.

With the increasing Government initiatives to promote the vision of Digital India, Universal Digital Literacy, Universally Accessible Digital Resources, the management is expecting an increase in the demand for E-learning content and positive for the future growth of the Company.

BUSINESS REVIEW/STATE OF THE COMPANY'S AFFAIRS:

Our Company is in the Business of School & Office stationery as well as E-learning segment. The enormous size of School and paper stationery industry of India makes it one of the most important sectors of Indian Economy. Increasing economic growth, high literacy rate, more government spending on education, growing population. Urbanization, higher proportion of young adults, better living standards, shift in focus from inexpensive to quality products etc. are some major factors that are driving the paper stationery business to flourish. The thrust on education by the Government is the prime growth of the notebook industry. Big corporate have entered in this segment and are playing important role as well. In spite of many corporate are moving towards paperless offices, the paper market is growing. The demand of the e-learning segment is also because of improving industrial infrastructure, technologies and innovative ideas.

Indian Paper Stationery Industry, which is a part of the huge and scattered Indian stationery Industry, has been going through tremendous alteration in recent years. Despite growing competition from neighboring markets, Indian stationary industry has been able to firm its feet into the market with constant innovation and making it more and more customer centric. Indian companies have learnt that innovation, performance and versatility are the key area to be focused upon. Taking the points under consideration, the businessmen are now researching and developing new products, as the market is now more of consumer oriented which is always looking for cost effective prices.

The key drivers for E-learning market are: Increasing Government initiatives to promote the vision of Digital India, Universal digital literacy, universally accessible digital resources. The strong Government initiatives pushing student enrolments in higher education and distance learning will keep propelling market expansion at an ever-increasing rate.

INDUSTRY SCENARIO (OPPORTUNITIES & THREATS):

Education is the fourth basic need of a man to survive and thus forms a major expenditure. India has a fast growing population and a very fast growing demand for stationery products. With growing economy, the per capita income is also increasing. Also, the Government's spend on education laying emphasis on building more schools have increased the demand for the stationery products in India. Increasing inclination towards reading & writing, rising penetration of Internet, huge base of educated middle class population with increasing discretionary incomes and improving educational systems is driving growth in sales of stationery products. Better living standard have shifted the focus of consumers from inexpensive products to branded quality products.

With extreme precautions, and the good quality products offered and new marketing strategies are followed, the government has also come out with various incentives for SME's. Particularly for stationary industry if we quote would be the education enhancement schemes which are giving growth to this sector. The Indian stationery market is also influenced by macro-economic development, national income, urbanization.

The Indian stationery industry is highly scattered and is largely dominated by the unorganized sector and the situation is quite alarming for the organized players industry. Factors like lack of modern production facilities, unorganized nature of functioning, marginal demands, government policies and international competition are largely contributing to the slow growth of the organized stationery industry in India. Further, India is constantly challenged by the growing competition, especially from neighboring countries such as China, Indonesia and many other countries that supply higher quality products, as compared to India.

Your Company is one of the prime players in the organized sector with the established brand **'Sundaram'**. Your Company has modernized plants and automatic upgraded machines to produce quality products and which also allows your Company to take advantage of the economies of scale. Your company is also providing the platform for E-Learning through its Wholly-owned Subsidiary viz. E-class Education System Limited.

RISK AND CONCERN

The risk is always the part and parcel of any business activity. The Company operates in a highly competitive environment that is subject to innovation and varying level of resources available to each player in this segment of business. The common risks inter alia are: Risk to Company Assets and Property, Employees Related Risks, Foreign Currency Risks, Risks associated with Non-Compliance of Statutory enactments, Competition Risks, Operational Risks, Business risk, Technology obsolescence, Investments, Retention of talent and Expansion of facilities. Business risk, inter-alia, further includes financial risk, political risk, fidelity risk, legal risk. Immense competition is faced by the company from the international players and unorganized sectors. The Company is constantly reviewing the risk that would impact adversely. Cost of raw material and inflationary pressure also increase the cost of manufacturing, but the availability of raw material from the suppliers at the right time and at the right price has enabled the company to reduce the cost of manufacturing. For Inflationary pressures and its impact the company has taken suitable cost control steps.

The Company's Human Risk is minimal as it enjoys a harmonious industrial relationship in the manufacturing units of the Company. Lack of clarity on future Government policy continues to be an area of major concern for the industry. The exact impact of this cannot be evaluated until the proposed changes are actually introduced and implemented.

CAUTIONARY STATEMENT:

Statement in this Management's Discussion and Analysis detailing the Company's objectives, projections, estimates, expectations or predictions are “forward-looking statements” within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and Indian demand-supply conditions, finished goods prices, stock availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries within which the Company conducts business and other factors such as litigation and labour negotiations.

CORPORATE GOVERNANCE REPORT

BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Company's philosophy on Corporate Governance is to ensure fairness, transparency, accountability and responsibility to all stakeholders. Your Company believes in a Code of Governance, which fulfills the Motto of "Service to Society through commercial activities." We have implemented a Corporate Governance Code to ensure proper quality, customer satisfaction, prompt payment to suppliers, good employee-employer relationship, legal compliance, proper debt servicing, maximizing value to equity shareholders and responsibility to the nation by timely payment of taxes.

COMPOSITION OF BOARD OF DIRECTORS:

At Sundaram, the Board is at the core of the Corporate Governance practice. Your Company has the optimum combination of experience and expertise of the members on the Board of Directors. Out of 5 members on its Board, 3 (three) are Independent Directors and 2 (two) are Executive Directors consisting of Managing Director and Whole-time Director each. This appropriate composition of the Board of Directors enables in maintaining the independence of the Board and separates its functions of governance and management. The Composition of Board is in conformity with Regulation 17 of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 and Provisions of Companies Act, 2013. As on 31st March, 2016 Board consists of:

Sr. No.	Name of Director(s)	Category	No. of Board Meeting Attended	Attendance at the AGM held on 30-09-2015	No. of Directorships in other Companies as on 31/03/2016	No. of Membership(s)/ Chairmanship(s) of Board Committees in other Companies as on 31/03/2016	
						Chairman	Member
1.	Mr. Amrut P. Shah	CMD	7	Yes	3	0	0
2.	Mr. Shantilal P. Shah	WTD	7	Yes	3	0	2
3.	Mr. Manikandam P. Kammenchery	NED (I)	7	Yes	2	0	2
4.	Mr. Kaushal R. Sheth	NED (I)	7	Yes	1	2	0
5.	Ms. Minjal Kadakia	NED (I)	7	Yes	0	0	0

(CMD: Chairman & Managing Director, WTD: Whole-time Director, NED: Non-Executive Director, I: Independent Director)

During the financial year 2015-16, 7 (seven) meetings of the Board of Directors were held and the maximum time gap between two meetings did not exceed one hundred and twenty days. The Board meets at least once in each quarter to review the quarterly financial results and other items on the Agenda. Additional meetings are held whenever necessary. The dates of the Board meetings are 21st May, 2015, 30th June, 2015, 12th August, 2015, 15th September, 2015, 5th November, 2015, 4th December, 2015 and 12th February, 2016.

All the Directors have periodically and regularly informed the Company about their Directorship and Membership on the Board/Committees of the Board of other companies. As per the disclosure received, none of the Directors of your Company hold memberships/Chairmanships more than the prescribed limits across all companies in which he/she is a Director.

During the year, information as mentioned in Annexure X of Clause 49 of the Listing Agreement and Schedule II Part A of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 has been placed before the Board for its consideration. The company issued formal letters of appointment to Independent Directors in the manner as provided in the Companies Act, 2013. The terms and conditions of appointment are disclosed on the website of the company.

AUDIT COMMITTEE:

Composition of Audit Committee as on 31st March, 2016

Sr. No.	Name	Category	Designation	No. of Meetings held	No. of Meetings attended
1.	Mr. Kaushal R. Sheth	NED (I)	Chairman	4	4
2.	Mr. Manikandam P. Kammenchery	NED (I)	Member	4	4
3.	Ms. Minjal V. Kadakia	NED (I)	Member	4	4

Date(s) on which meeting(s) were held - 21st May, 2015, 12th August, 2015, 5th November, 2015 and 12th February, 2016

Mr. Jagdish J. Kothari ceased to be Director with effect from 1st April 2015. Ms. Minjal V. Kadakia was appointed as Non-Executive, Independent Director, with effect from 30th March 2015. Accordingly the Audit Committee was re-constituted and Mr. Kaushal R. Sheth was appointed as Chairman of the Committee with effect from 1st April 2015. Further the Company Secretary is the Secretary of Audit Committee.

All the recommendations made by the Audit Committee during the year were accepted by the Board. The Audit Committee is empowered, pursuant to its terms of reference and its role, inter alia, includes the following:

1. Overseeing your Company's Financial Reporting process and the disclosure of its information to ensure that the financial statements are correct, sufficient and credible;

2. Reviewing with the management quarterly, half-yearly, nine-months and annual financial statements, standalone as well as consolidated before submission to the Board for approval;

3. Reviewing the Management Discussion and Analysis of the financial condition and results of operations;

4. Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report as per Sec 134(3)(c) of the Companies Act 2013;

b. Changes in the accounting policies and practices and the reasons for the same, major accounting entries involving estimates based on the exercise of judgments by management and significant adjustments made in the financial statements arising out of audit findings;

c. Compliance with the Listing Regulations and other legal requirements relating to financial statements.

d. Disclosure of any related party transactions; and

e. Qualifications in the draft audit report, if any.

5. Reviewing the financial statements of unlisted subsidiary company and investments made by the unlisted subsidiary companies.

6. Reviewing and considering the following with respect to appointment of auditors before recommending to Board:

a. Qualifications and experience of the individual/firm proposed to be considered for appointment as auditors;

b. Whether such qualifications and experience are commensurate with the size and requirements of the company; and

c. Giving due regard to any order or pending proceedings relating to professional matters of conduct against the proposed auditor before the Institute of Chartered Accountants of India or any competent authority or any court.

7. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of Statutory Auditors, fixing audit fees and approving payments of any other service;

8. Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

9. Reviewing and approving quarterly and yearly management representation letters to the Statutory Auditors;

10. Reviewing Management letters/letters of Internal Control Weakness issued by the statutory auditors and ensuring suitable follow-up thereon;

11. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit and process;

12. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

13. Reviewing the appointment, removal and terms of remuneration of the Chief Internal Auditor of the Company;

14. Formulating in consultation with the Internal Auditor, the scope, functioning, periodicity and methodology for conducting the internal audit;

15. Evaluating the internal financial controls and risk management policies system of the company.

16. Discussion with the internal auditors on internal audit reports relating to Internal Control Weakness and any other significant findings and follow-up thereon;

17. Reviewing the internal investigations by the Internal Auditors in to matters where there is a suspected fraud or irregularity of failure of Internal Control Systems of a material nature and reporting the matter to the Board;

18. Review and comment upon the report made by the Statutory Auditors (before submission to the Central Government) with regard to any offence involving fraud committed against the company by its officers/employees;

19. Approval or subsequent modification of transactions of the Company with related parties including appointment and revision in remuneration of related parties to an office or place of profit in the Company, its subsidiary company or associate company;

20. Reviewing the statements of Significant Related Party Transactions submitted by the Management;

21. Reviewing and Scrutinizing the Inter-Corporate Loans and Investments;

22. Review of the Whistle Blower Mechanism of the Company as per the Whistle Blower Policy. Overseeing the functioning of the same.

23. Approval of appointment of CFO after assessing the qualifications, experience and background, etc. of the candidate;

24. Approving the auditors appointed under the Companies Act, 2013 to render any service other than consulting and specialized services;

25. Review and approve, policy on materiality of related party transactions and also dealing with related party transactions; and

26. Any other matter referred to by the Board of Directors.

Detailed terms of reference are also placed on the website of the Company at http://www.sundaramgroups.in/wp-content/uploads/2015/02/Audit-Committee.pdf

NOMINATION AND REMUNERATION COMMITTEE:

- *Composition of Nomination And Remuneration Committee as on 31st March, 2016:*

Sr. No.	Name	Category	Designation	No. of Meetings held	No. of Meetings attended
1.	Mr. Kaushal R. Sheth	NED (I)	Chairman	--	--
2.	Mr. Manikandam P. Kammenchery	NED (I)	Member	--	--
3.	Ms. Minjal V. Kadakia	NED (I)	Member	--	--

No committee meeting was held during the year 2015-16. Mr. Jagdish J. Kothari ceased to be Director with effect from 1st April 2015. Ms. Minjal V. Kadakia was appointed as Non-Executive, Independent Director, with effect from 30th March 2015. Accordingly the Nomination and Remuneration Committee was re-constituted and Mr. Kaushal R. Sheth was appointed as Chairman of the Committee with effect from 1st April 2015. Pursuant to the provision of Section 178 of the Companies Act, 2013 the Nomination and Remuneration Committee carried out evaluation of every Director's performance for the financial year 2015-16 in their meeting held on 23rd May, 2016.

The Nomination and Remuneration Committee is empowered with the following terms of reference and responsibilities in accordance with the provisions of law and the Nomination and Remuneration policy:

1. Formulate a criteria for determining qualifications, positive attributes and independence of a director;

2. Recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;

3. Devise a policy on Board Diversity;

4. Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;

5. Carry out the evaluation of every director's performance and formulate criteria for evaluation of Independent Directors on the basis of the report of performance evaluation of Independent Directors;

6. Reviewing and recommending to the Board, the remuneration payable to Directors of your Company; and

7. Undertake any other matters as the Board may decide from time to time.

Detailed terms of reference are also placed on the website of the company at http://www.sundaramgroups.in/wp-content/uploads/2015/02/Nomination-and-Remuneration-Committee1.pdf

The Nomination and remuneration policy provides for appropriate composition of Executive, Non-Executive and Independent Director on the Board of Directors of your company determination of qualifications, positive attributes, independence of Directors and other matters as provided under sub-section 3 of Section 178 of the Companies Act, 2013. The remuneration paid to directors is as per the terms laid out in the Nomination and Remuneration policy of your company.

Policy on Nomination, Remuneration and Evaluation has been annexed to the Board Report.

- *Details of Remuneration paid to Executive Directors are given below:*

Name of the Director	Designation	Salary for the year ended 31/03/2016 (in ₹.)
Mr. Amrut P. Shah	Chairman & Managing Director	19,80,000
Mr. Shantilal P. Shah	Whole-time Director	10,20,000

No sitting fees were paid to Directors for the Financial Year 2015-16. The remuneration package of Executive Directors includes only salary which is a fixed component. There are no performance linked incentives. As per the agreement entered between the Company and the Executive Directors as mentioned above, term of appointment is three years from the date of appointment. The notice period is of 3 months before the date on which the termination shall come in to effect. Severance fees are not applicable. No stock option has been issued.

The Nomination and Remuneration Committee reviews the performance of the senior management of your company. The Committee ensures that remuneration to the Key Managerial Personnel and Senior Management involves a balance between fixed pay and long term performance objectives appropriate to the working of your Company and its goals.

STAKEHOLDERS RELATIONSHIP COMMITTEE

Composition Of Stakeholders Relationship Committee as on 31st March, 2016:

Sr. No.	Name	Category	Designation	No. of Meetings held	No. of Meetings attended
1.	Mr. Kaushal R. Sheth	NED (I)	Chairman	4	4
2.	Mr. Manikandam P. Kammenchery	NED (I)	Member	4	4
3.	Ms. Minjal V. Kadakia	NED (I)	Member	4	4

Date(s) on which meeting(s) were held - 21st May, 2015, 12th August, 2015, 5th November, 2015 and 12th February, 2016

Mr. Jagdish J. Kothari ceased to be Director with effect from 1st April 2015. Ms. Minjal V. Kadakia was appointed as Non-Executive, Independent Director, with effect from 30th March 2015. Accordingly the Stakeholders' Relationship Committee was re-constituted and Mr. Kaushal R. Sheth was appointed as Chairman of the Committee with effect from 1st April 2015.

The terms of reference of the Committee includes enquiring into and redressing complaints of shareholders and investors and to resolve the grievance of the security holders of your company.

COMPLIANCE OFFICER:

Mr. Manik R. Makwana, Company Secretary and Compliance officer is the Compliance officer for complying with the requirements of Securities Laws and Listing Agreement with Stock Exchange.

NUMBER OF SHAREHOLDERS' COMPLAINTS RECEIVED SO FAR:

The number of complaints received and resolved to the satisfaction of investors during the year under review and their break-up are as under:

Type of Complaints	Number of Complaints
Non-Receipt of Annual Report	10

As on March 31, 2016 no complaints were outstanding

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

Composition Of CSR Committee as on 31st March, 2016:

Sr. No.	Name	Category	Designation	No. of Meetings held	No. of Meetings attended
1.	Mr. Kaushal R. Sheth	NED (I)	Chairman	1	1
2.	Mr. Manikandam P. Kammenchery	NED (I)	Member	1	1
3.	Ms. Minjal V. Kadakia	NED (I)	Member	1	1

During the year one CSR committee meeting was held on 21/05/2015.

VIGIL MECHANISM:

Your Company believes in conducting its business and working with all its stakeholders, including employees, customers, suppliers, shareholders and business associates in an ethical and lawful manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. Your Company prohibits any kind of discrimination, harassment, victimization or any other unfair practice being adopted against an employee and/or a business associate. In accordance with Regulation 22 of the Listing Regulations your Company has adopted a Whistle Blower Policy with an objective to provide its employees and Business Associates a framework and to establish a formal mechanism or process whereby concerns can be raised in line with your Company's commitment to highest standards of ethical, moral and legal business conduct and its commitment to open communication.

No personnel was denied access to the Audit Committee of your Company.

RISK MANAGEMENT:

Disclosure under Risk Management has been given in the Directors Report. Policy on Risk Management has been placed on the website of the Company at http:// www.sundaramgroups.in/ other-information/.

INDEPENDENT DIRECTORS' MEETING:

During the year under review, the Independent Directors met on 12th February 2016, without the attendance of Non-Independent Directors and members of management, inter alia to discuss:

- To review the performance of Non-Independent Directors and the Board of Directors as a whole;
- Review the performance of the Chairperson of the Company, taking into account the views of the Executive and Non-Executive directors;
- Assess the quality, quantity and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.
- All the Independent Directors were present at the Meeting.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS:

Your Company has in place a policy to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the company, nature of the industry in which the Company operates, business model of the company, etc., through various programs. They are updated on all business related issues and new initiatives. They are also informed of the important policies of your Company including the Code of Conduct for Directors and Senior Management Personnel and the Code of Conduct for Prevention of Insider Trading. The details of such familiarization programs and policy are disclosed in the website of the Company at http://www.sundaramgroups.in/wp-content/uploads/2015/02/Familiarization-programme-of-Independent-Directors.pdf

COMPLIANCE WITH ACCOUNTING STANDARDS:

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant to Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provision of the Companies Act, 1956 read with General Circular 8/2014 dated April 04, 2014, issued by the Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company.

GENERAL BODY MEETINGS

Financial Year	Date of Meetings	Whether Special Resolution passed	Time	Venue
2012-2013	27.09.2013	No	10.00 A.M	Navinbhai Thakar Hall, Shradhanand Road, Vile Parle (E), Mumbai – 400 057
2013-2014	30.09.2014	Yes	10.00 A.M	
2014-15	30.09.2015	Yes	11.00 A.M.	

The following are the particulars of Special Resolution passed in the previous three Annual General Meetings:

Date	Particulars
30.09.2014	i) Adoption of new set of Articles of Association of the Company
30.03.2015	i) Modification of Article 152 of Articles of Association

Disclosures on materially significant related party transactions that may have potential conflict with the interests of company at large:

During the period under review, the Company had not entered into any material transaction with any of its related parties. None of the transactions with any of related parties were in conflict with the Company's interest.

All related party transactions are negotiated on an arm's length basis, and are intended to further the Company's interests.

Details of non-compliance by the company, penalties, and strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years:

The Company has complied with the requirement of regulatory authorities on matters related to capital market and no penalties/ stricture have been imposed against the Company during the last three years.

Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause:

The Company has complied with all the mandatory requirements of Regulation 27 of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015.

Publication of Quarterly Results	Quarterly, half-yearly and annual financial results of the Company were published in The Free Press Journal (English) and Navshakti (Marathi) newspapers
Website	www.sundaramgroups.in In compliance with Regulation 46 of the Listing Regulations, a separate dedicated section under 'Investors' on the Company's website gives information on various announcements made by the Company, status of unclaimed dividend, stock quotes, Annual Report, Quarterly/Half yearly/ Nine-months and Annual financial results along with the applicable policies of the Company
Stock Exchange	Your Company makes timely disclosures of necessary information to BSE Limited and the National Stock Exchange of India Limited in terms of the Listing Regulations and other rules and regulations issued by the SEBI NEAPS (NSE Electronic Application Processing System) NEAPS is a web-based application designed by NSE for corporates. BSE Corporate Compliance & the Listing Centre BSE Listing is a web-based application designed by BSE for corporates. All periodical compliance filings, inter alia, shareholding pattern, Corporate Governance Report, corporate announcements, amongst others are in accordance with the Listing Regulations filed electronically.
Whether it also displays official news releases	N.A.
Annual Report	Annual Reports are sent to each shareholder at their address registered or on their e-mail address registered with the Company/R&TA/Depositories. Corporate Governance Certificate, as required under Clause 49 of the Listing Agreement ('Listing Agreement') of the Company with the Stock Exchanges for the period 1st April, 2015 to 30th November, 2015 and as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, ('Listing Regulations') as referred to in Regulation 15(2) of the Listing Regulations for the period 1st December, 2015 to 31st March, 2016, obtained from Auditors of the Company and Management Discussion & Analysis Report are attached to this report.
The presentations made to institutional investors or to the analysts	N.A.

General Shareholder information:

AGM Date	: 29th August, 2016
Time	: 11.00 A.M
Venue	: Chatwani Baug Hall, 1st Floor, 7, Gokhle Road, Near Vile Parle Station, Vile Parle East Mumbai – 400 057, Maharashtra,India
Financial Year	: April 1, 2015 to March 31, 2016
Book Closure Date	: 23rd August, 2016 to 29th August, 2016 (Both Days Inclusive)
Dividend	: not declared for financial year 2015-16
Listing of Stock Exchanges	: Bombay Stock Exchange Ltd. National Stock Exchange Ltd.
Stock Code	: BSE – 533166 NSE – SUNDARAM
Demat ISIN No.	: INE108E01023

Listing fees have been paid to Bombay Stock Exchange Ltd and National Stock Exchange Ltd., for the Financial Year 2016-17

Shareholding Pattern: Shareholding Pattern as on 31st March, 2016

Category	No. of Shares held	% of Holding
A. PROMOTER'S HOLDING		
1 Promoters		
Indian Promoters (Individuals & HUF)	6,94,55,585	32.21
Body Corporate/ Central Govt./ State govt./ Banks	-	-
Foreign Promoters	-	-
Sub Total (A)	**6,94,55,585**	**32.21**
B. PUBLIC SHAREHOLDING		
1 Institutional Investors		
a) Financial Institutions/ Banks	125000	0.06
b) Insurance Companies, Central Govt./ State Govt.	90,00,000	4.17
c) Foreign Institutional Investors	10,00,000	0.46
Sub Total (B 1)	**1,01,25,000**	**4.70**
2. Non Institutional Investors		
a) Bodies Corporate	2,79,63,995	12.97
b) Individual shareholders holding nominal share capital up to ₹ 1 lac	5,16,13,696	23.94
c) Individual shareholders holding nominal share capital in excess of ₹ 1 lac	5,41,88,127	25.13
d) Non Resident Indians	20,92,833	0.97
e) Any others (clearing member)	1,66,537	0.08
Sub Total (B 2)	**13,60,25,188**	**63.09**
GRAND TOTAL (A)+(B 1)+(B 2)	**21,56,05,773**	**100.00**

Distribution of Shareholding as on 31st March, 2016

No. of Equity shares held	No. of Share Holders	% of total Shareholders	No. of Shares held	% of Total Share Capital
Upto 100	1406	12.38	63058	0.03
101 to 200	836	7.36	139496	0.06
201 to 500	1605	14.14	631016	0.29
501 to 1000	1965	17.31	1749579	0.81
1001 to 5000	3262	28.74	9348156	4.34
5001 to 10000	902	7.95	7365839	3.42
10001 to 100000	1172	10.32	36250894	16.81
100001 to Above	201	1.80	160057735	74.24
Total	**11349**	**100.00**	**215605773**	**100.00**

As on 31st March 2016, out of 21,56,05,773 shares issued 21,42,96,288 Equity Shares (99.39% of total equity capital) were held in dematerialized form.

Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity:
The Company has not issued any ADRs or GDRs.

Plant Location: P.I.D.C.O., Mahim Village, Palghar, Dist. Thane, Maharashtra, India

Address of correspondence:
Enquiries, if any relating to shareholder accounting records, share transfers, transmission of shares, change of address / bank mandate details for physical shares, receipt of dividend warrant, loss of share certificates etc., should be addressed to:

M/s Sharex Dynamic (India) Private Limited,
Address: Unit No. 1, Luthra Ind. Premises,
Andheri-Kurla Road,
Safed Pool, Andheri (East),
Mumbai- 400 072
Tel Nos : 022-28515606, 28515644
Fax No. : 022-28512885
E-mail : sharexindia@vsnl.com

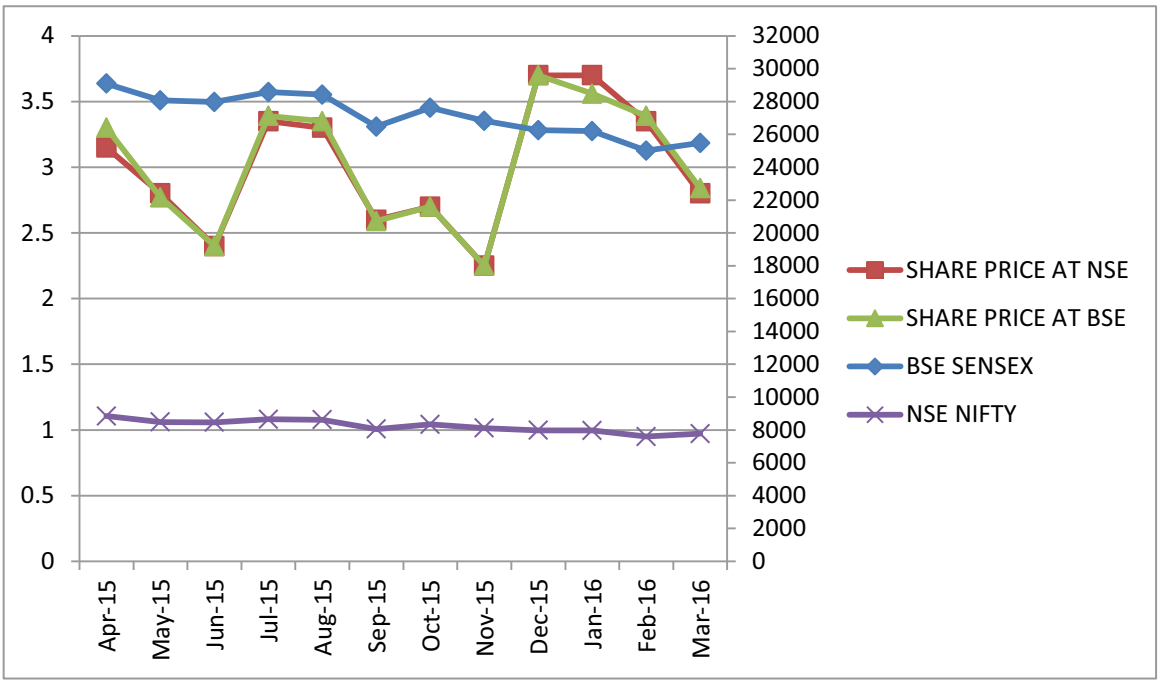
(OR) directly to the Company to:
The Managing Director / Company Secretary
Sundaram Multi Pap Ltd.
Address: 5/6 Papa Industrial Estate,
Suren Road, Andheri (E)
Mumbai – 400 093.

Tel Nos:. 022- 67602200, Fax Nos.: 022- 67602244
E-mail.: amrutshah@sundaramgroups.in / manik@sundaramgroups.in

Market Price Data

MONTHS	BSE LIMITED			NSE LIMITED		
	Price			Price		
	High (₹)	Low (₹)	Volume Traded	High (₹)	Low (₹)	Volume Traded
2015						
April	3.30	2.11	44,57,242	3.15	2.05	11,65,710
May	2.77	2.00	20,06,711	2.80	1.95	10,32,679
June	2.40	1.81	21,39,206	2.40	1.90	12,94,222
July	3.39	2.00	1,35,51,831	3.35	2.00	59,23,323
August	3.35	2.05	1,32,44,761	3.30	2.20	43,45,990
September	2.59	1.85	35,67,860	2.60	1.90	20,43,392
October	2.70	1.80	98,83,285	2.70	1.85	77,95,639
November	2.25	1.67	45,43,429	2.25	1.65	32,79,073
December	3.70	2.00	3,88,86,099	3.70	2.00	2,30,64,211
2016						
January	3.56	2.44	3,25,61,556	3.70	2.45	1,54,08,102
February	3.39	2.15	64,21,191	3.35	2.10	53,92,599
March	2.84	2.18	40,66,322	2.80	2.15	31,43,743

Performance in comparison to broad-based Indices:



Registrar and Transfer Agents:
M/s. Sharex Dynamics (India) Pvt Ltd., Unit No. 1, Luthra Ind. Premises, Andheri-Kurla Road, Safed Pool, Andheri (East), Mumbai – 400 072

Share Transfer System:
Stakeholder Relationship Committee constituted by the Board considers and approves all physical form shares related issues, transfers, transmission, transposition, remat of shares, deletion of name of deceased shareholder(s) from share certificates, issue of duplicate/ renewed/subdivided/ consolidated/replaced share certificate(s) etc. The transfer formalities are attended to on fortnightly basis by the nominated Registrars & Share Transfer Agents.

CODE OF CONDUCT:

The Board of Directors of the Company has laid down the code of conduct for all the Board Members and the Senior Management of the Company in accordance with the requirement under Regulation 17 of the Listing Regulations. The same has been posted on the website of the Company; www.sundaramgroups.in. All the Board Members and the Senior Management Personnel have affirmed their compliance with the said Code of Conduct for the financial year 2015-16. The declaration from Mr. Amrut P. Shah, Managing Director, regarding the affirmation of the compliance for the year ended 31st March, 2016, is enclosed and forms part of this report.

OTHER REQUIREMENTS:

The Company is yet to adopt the non-mandatory requirements like sending of half-yearly declaration of financial performance including summary of the significant events in last six-months, unqualified financial statements. The Board is taking guidance from Non-Mandatory requirement as mentioned in Corporate Governance. It is always an endeavor of the Board to implement the suggestion of the non-mandatory requirement.

Chief Executive Officer (CEO) & Chief Financial Officer (CFO) CERTIFICATION

To,
The Board of Directors
Sundaram Multi Pap Limited

We hereby certify that on the basis of the review of the financial statements and the cash flow statement for the financial year ended 31st March, 2016 and that to the best of our knowledge and belief:

(i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
(ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

We hereby certify that, to the best of our knowledge and belief, no transactions entered into by the Company during the year by the Company are fraudulent, illegal or violative of the Company's Code of Conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Internal Control Systems pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.

We have indicated to the Auditors and the Audit Committee:

1) significant changes in internal control over financial reporting during the year;

2) significant changes in accounting policies during the year and that the same has been disclosed in the notes to financial statement; and

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

Amrut P. Shah
Chairman & Managing Director

Rajesh B. Jain
Chief Financial Officer

Place: Mumbai
Date: 25th July, 2016

DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

I hereby confirm that:

the Company has obtained from all the members of the Board and Senior Management Personnel, affirmation(s) that they have complied with the Code of Conduct for Board Members and Senior Management Personnel in respect of the financial year ended 31st March 2016.

For SUNDARAM MULTI PAP LIMITED

Sd/-
Amrut P. Shah
Chairman & Managing Director

Place: Mumbai
Date: 25th July, 2016

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of **SUNDARAM MULTI PAP LIMITED,**

We have examined the compliance of the conditions of Corporate Governance by Sundaram Multi Pap Limited ("the Company") for the year ended 31 March 2016, as stipulated in Clause 49 of the Listing Agreement ('Listing Agreement') of the Company with the stock exchanges for the period 1 April 2015 to 30 November 2015 as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in Regulation 15(2) of the Listing Regulations for the period 1 December 2015 to 31 March 2016.

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

In our opinion and to the best our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement/Listing Regulations,as applicable.

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

For **Bhuta Shah & Co. LLP**
Chartered Accountants
Firm Reg. No.101474W/W100100

CA. Shailesh Bhuta
Partner
Membership No: 033958

Mumbai, 23rd May, 2016

Independent Auditors' Report

To the Members of
Sundaram Multi Pap Limited

Report on the Standalone Financial Statements

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

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

Auditors' Responsibility

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

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

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

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

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

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

Opinion

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 accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2016 and its loss and its cash flows for the year ended on that date.

Emphasis of Matters

We draw attention to the following matters in the notes to financial statements:

Note 31 in the standalone financial statements which indicate that, balances of certain trade receivables and advances are subject to confirmation and reconciliation. However, the management does not expect any material variation affecting the current year's financial statements on account of such reconciliation/adjustments. Accordingly, no provision has been made in the financial statements.

Our opinion is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

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

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

a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
b. in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
c. the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
d. in our opinion, the aforesaid standalone financial statements comply with the 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 31 March 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
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"; and

f. with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and

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

i. the Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 29 to the financial statements;

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

iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **Bhuta Shah & Co LLP**
Chartered Accountants
Firm Reg. No.: 101474W/W100100

CA. Shailesh Bhuta
Partner
Membership No.: 033958

Mumbai, 23rd May 2016

"Annexure – A"
to **Independent Auditors' Report** of even date on the standalone financial statements for the year ended 31 March 2016 referred to in paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements".

(i) In respect of its fixed assets:

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

(b) The Company has a program of verification of fixed assets to cover all the items in a phased manner over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us 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 respect of its inventories:
As explained to us, the inventories have been physically verified during the year by the management at reasonable intervals and in our opinion, the frequency of verification is reasonable. No material discrepancies were noticed on such verification.

(iii) The Company has granted unsecured loan to one Company covered in the register maintained under section 189 of the Act,

(a) according to the information and explanations given to us, there are no terms and conditions attached to the loan;

(b) according to the information and explanations given to us, the loan is repayable on demand, however, the payment of interest has been stipulated and receipt of interest is regular;

(c) there is no overdue amount and hence clause (iii) (c) of Para 3 is not applicable to the Company.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect of loan given. The Company has not given any guarantee or provided any security during the year.

(v) According to information and explanations given to us, the Company has not accepted any deposits from the public as per provisions of section 73 to 76 of the Act and rules framed thereunder, and accordingly, the provisions of Clause (v) of Para 3 of the Order are not applicable to the Company.

(vi) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under sub-section (1) of Section 148 of the Act, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) In respect of statutory dues:
(a) According to information and explanations given to us and on the basis of our examination of records of the Company, the Company has been generally regular in depositing undisputed statutory dues including provident fund, employees state insurance, income-tax, sales tax, service tax, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, there were no arrears of statutory dues as on 31 March 2016 for a period of more than six months from the date on when they become payable.

(b) According to the information and explanations given to us, there are no dues of income tax, sales tax, service tax or value added tax which have not been deposited on account of any dispute.

According to the information and explanations given to us, the following due in respect of duty of excise has not been deposited by the Company on account of dispute:

Name of the Statute	Nature of due	Forum where dispute is pending	Period to which the amount relates	Amount involved (₹)
Central Excise Act, 1944	Excise Duty	Commissioner of Central Excise (Appeals) –IV	FY 2012-13	4,190,537

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to any financial institution or bank or Government or dues to debenture holders except deferred sales tax loan of ₹ 2,064,441 from SICOM payable since financial year 2007-08.

(ix) Based on our audit procedures and on the information and explanations given to us by the management, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, provisions of Clause (ix) of Para 3 of the Order is not applicable to the Company.

(x) Based on the audit procedures performed and based on the information and explanations given to us by the management, we report that no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

(xi) Based on the audit procedures performed and the information and explanations given to us by the management, the managerial remuneration has been paid or provided 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, the provisions of Clause (xii) of Para 3 of the Order are not applicable to the Company.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with the directors. Accordingly, provisions of Clause (xv) of Para 3 of the Order are not applicable to the Company.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934 and accordingly, question of obtaining registration thereof does not arise.

For **Bhuta Shah & Co LLP**
Chartered Accountants
Firm Reg. No.: 101474W/W100100

CA. Shailesh Bhuta
Partner
Membership No.: 033958

Mumbai, 23rd May 2016

"Annexure B"
to Independent Auditors' Report of even date referred to in paragraph 2(f) under the heading of "Report on Other Legal and Regulatory Requirements"

Report on the Internal Financial Controls 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 Sundaram Multi Pap Limited ("the Company") as of 31 March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the 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;
(1) 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
(2) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

For **Bhuta Shah & Co LLP**
Chartered Accountants
Firm Reg. No.: 101474W/W100100

CA. Shailesh Bhuta
Partner
Membership No.: 033958

Mumbai, 23rd May 2016

SUNDARAM MULTI PAP LIMITED

BALANCE SHEET AS AT 31st MARCH, 2016

Particulars	Note No.	As at 31st March, 2016	As at 31st March, 2015
		₹	₹
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	3	215,605,773	215,605,773
Reserves And Surplus	4	802,221,426	912,840,045
		1,017,827,199	**1,128,445,818**
Non-Current Liabilities			
Long-Term Borrowings	5	219,136,048	468,470,386
Deferred Tax Liabilities (Net)	6	21,734,042	36,133,774
Long Term Provisions	7	1,186,436	3,391,297
		242,056,526	**507,995,457**
Current Liabilities			
Short-Term Borrowings	8	429,817,338	363,661,175
Trade Payables	9	95,017,607	94,370,945
Other Current Liabilities	10	276,685,825	222,242,426
Short-Term Provisions	11	1,566,479	4,004,198
		803,087,249	**684,278,744**
Total Equity & Liabilities		**2,062,970,973**	**2,320,720,019**
ASSETS			
Non-Current Assets			
Fixed Assets			
Tangible Assets	12A	862,256,331	942,420,128
Intangible Assets	12B	10,027,975	20,055,954
		872,284,306	**962,476,082**
Non-Current Investments	13	250,000,000	150,050,000
Long Term Loans And Advances	14	4,100,673	4,107,629
		254,100,673	**154,157,629**
		1,126,384,979	**1,116,633,711**
Current Assets			
Inventories	15	419,287,702	640,427,495
Trade Receivables	16	270,478,138	217,444,294
Cash And Cash Equivalents	17	13,362,218	6,065,239
Short-Term Loans And Advances	18	233,310,933	339,994,777
Other Current Assets	19	147,003	154,503
		936,585,994	**1,204,086,308**
Total Assets		**2,062,970,973**	**2,320,720,019**

Significant Accounting Policies 1 to 44

The accompanying notes form an integral part of the standalone financial statements

As per our report of even date attached

For Bhuta Shah & Co LLP
Chartered Accountants
Firm Reg. No.: 101474W/W100100

For and on behalf of the Board of Directors

CA. Shailesh Bhuta
Partner
Membership No.: 033958

Amrut P. Shah
Chairman & Managing Director

Shantilal P.Shah
Whole-time Director

Mumbai, 23rd May, 2016

Rajesh B. Jain
Chief Financial Officer

Manik R. Makwana
Company Secretary

SUNDARAM MULTI PAP LIMITED

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

Particulars	Note No.	As at 31st March, 2016	As at 31st March, 2015
INCOME		₹	₹
Revenue From Operations	20	960,212,607	833,024,596
Other Income	21	2,740,831	1,951,021
Total Income (I)		**962,953,438**	**834,975,617**
EXPENSES			
Cost Of Materials Consumed	22	598,510,955	593,380,127
Purchase Of Stock-In-Trade		19,152,133	208,637,484
Changes In Inventories Of Finished Goods And Work-In-Progress	23	123,188,643	(113,902,459)
Employee Benefits Expenses	24	31,530,924	36,109,154
Finance Costs	25	99,477,237	121,645,753
Depreciation And Amortization Expenses	26	32,771,567	33,067,973
Other Expenses	27	68,109,270	96,888,655
Total Expenses (II)		**972,740,729**	**975,826,687**
Profit / (Loss) before extraordinary items and tax (I) - (II)		**(9,787,291)**	**(140,851,070)**
Other Income			
Exceptional items	28	(68,871,134)	(34,030,715)
Profit Before Tax		**(78,658,425)**	**(174,881,786)**
TAX EXPENSES/ BENEFITS:			
(1) Current Tax		-	-
(2) Deferred Tax		(14,399,732)	-
(3) Short / (Excess) Provision Of Earlier Years		(136,778)	(7,416,195)
Total Tax Expenses		**(14,536,510)**	**(7,416,195)**
Profit / (Loss) For The Year		**(64,121,915)**	**(167,465,591)**
Earnings Per Share: (Face Value Of ₹ 1/- Each)	36		
(1) Basic		(0.30)	(0.78)
(2) Diluted		(0.30)	(0.78)

Note for disclosure related to AS-24 "Discontinuing Operation" 42
Significant Accounting Policies 1 to 44
The accompanying notes form an integral part of the standalone financial statements

As per our report of even date attached

For Bhuta Shah & Co LLP
Chartered Accountants
Firm Reg. No.: 101474W/W100100

For and on behalf of the Board of Directors

CA. Shailesh Bhuta
Partner

Amrut P. Shah
Chairman & Managing Director

Shantilal P.Shah
Whole-time Director

Mumbai, 23rd May, 2016

Rajesh B. Jain
Chief Financial Officer

Manik R. Makwana
Company Secretary

SUNDARAM MULTI PAP LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

	Particulars	Year Ended 31ST MARCH, 2016		Year Ended 31ST MARCH, 2015	
		Amount in ₹		Amount in ₹	
A.	**CASH FLOW FROM OPERATING ACTIVITIES :**				
	Net Profit / (Loss) Before Tax And Extraordinary Items		(78,658,426)		(174,881,786)
	Adjustment For :				
	Depreciation	32,771,567		33,067,973	
	Interest Income	(23,213,543)		(36,198,505)	
	Dividend Income	-		(7,500)	
	Preliminary Expenses W/Off			-	
	Interest Paid	122,690,780		157,844,258	
	(Profit)/Loss On Sale Of Assets (Net)	(86,239,041)		(83,456,086)	
			46,009,763		**71,250,141**
			(32,648,662)		**(103,631,645)**
	Operating Profit Before Working Capital Changes				
	Adjustment For :				
	Trade Receivables	(53,033,843)		272,081,451	
	Inventories	221,139,792		(32,920,252)	
	Loans & Advances	19,115,728		127,169,206	
	Other Current Assets	7,500		(7,500)	
	Trade Payables	646,662		(46,124,969)	
	Other Liabilities & Provisions	54,343,399		77,300,670	
			242,219,238		397,498,606
	Cash Generated From Operations		**209,570,576**		**293,866,961**
	Direct Taxes Paid(Net)		(777,017)		1,080,532
	Net Cash Generated From / (Utilised in) Operating Activities		**208,793,559**		**294,947,493**
B.	**Cash Flow From Investing Activities**				
	Purchase Of Tangible Fixed Assets (Net)	(113,323)		(5,792,038)	
	Sale Of Tangible Fixed Assets	95,171,008		117,309,923	
	Sale of Investment	50,000		-	
	Purchase Of Equity Shares Of subsidiary	(100,000,000)		-	
	Interest Received	23,213,543		36,198,505	
	Dividend Received	-		7,500	
	Net Cash Generated From / (Utilised in) Investing Activities		**18,321,228**		**147,723,890**
C.	**Cash Flow From Financing Activities :**				
	Loan given to Subsidiary	86,051,148		(37,253,394)	
	(Repayment) of / Proceeds From Borrowings	(183,178,175)		(245,095,626)	
	Interest Paid	(122,690,780)		(157,844,258)	
	Dividend Paid (Incl. Of Tax)	-		(2,522,479)	
	Net Cash Generated From / (Utilised in) Financing Activities		**(219,817,807)**		**(442,715,756)**
	Net Increase/(Decrease) In Cash And Cash Equivalents (A+B+C)		**7,296,980**		**(44,373)**
	Cash And Cash Equivalents At Beginning Of The Year	6,065,238		6,109,612	
	Cash And Cash Equivalents At End Of The Year	13,362,218		6,065,239	
	Net Increase/ (Decrease)		**7,296,980**		**(44,373)**

Note:

1 Cash And Cash Equivalents Consists Of Cash On Hand And Balance With Banks.

2 The Above Cash Flow Statement Has Been Prepared Under The Indirect Method As Set Out In Accounting Standard - 3 "Cash Flow Statement" Issued By The Institute Of Chartered Accountants Of India.

3 Previous Year's Figures Have Been Re-Grouped / Re-Arranged, Wherever Considered Necessary.

As per our report of even date attached

For Bhuta Shah & Co. LLP
Chartered Accountants
Firm Reg. No.: 101474W/W100100

CA. Shailesh Bhuta
Partner
Membership No.: 033958

Mumbai, 23rd May , 2016

For and on behalf of the Board of Directors

Amrut P. Shah
Chairman & Managing Director

Shantilal P.Shah
Whole-time Director

Rajesh B. Jain
Chief Financial Officer

Manik R. Makwana
Company Secretary

Note 1.

We designs, manufactures and markets paper stationery products – exercise note books, long books, note pads, scrap books, drawing books, graph books - for students of all ages, as well as office/ corporate stationery products and printing, writing & packaging paper.

We have over 190 varieties of paper stationery products under the brand "Sundaram" which are very popular among the student communities and enjoy very high reputation in the market for its superb quality and durability.

Sundaram multi pap ltd was incorporated on 13th March, 1995 with the Registrar of Companies, Maharashtra, at Mumbai and the Certificate of Commencement of Business was obtained on 10th April, 1995.

At the start of the Company in the year 1995, we had a capacity of 5 tons per day of conversion of paper into paper stationery, which was increased to 60 tons per day as of now which is also considering 75% utilisation of the machinery.

With the strong brand and market penetration we are present in pan Maharashtra and are number one brand among consumers today.

Note .2

SIGNIFICANT ACCOUNTING POLICIES:

i. Accounting Conventions:

The financial statements of the company have been prepared in accordance with the Generally Accepted Accounting Principles in India (GAAP) under historical cost convention on accrual basis except for certain financial instrument which are measured at fair values to comply with the Accounting Standards specified under section 133 of the Companies Act, 2013 ("the Ac") read with rule 7 of the Companies (Accounts) Rules, 2014, the provision of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

ii. Use of Estimates:

Preparation of financial statements in conformity of with Indian GAAP requires that the Management of the Company to makes estimates and assumptions that affect the reported amount of income and expenses of the period, the reported balances of assets and liabilities and the assumptions relating to contingent liabilities as on the date of the financial statements. Examples of such estimates include the useful life of tangible and intangible fixed assets, provision for doubtful debts/advances, future obligation in respect of retirement benefit plans, etc. Difference, if any, between the actual results and estimates is recognized in the period in which the results are known and if material, their effects are disclosed in the notes to the financial statements.

iii.Valuation of Inventories:

Raw materials, stores and packing materials are valued at lower of cost or net realizable value. Cost is assigned on FIFO basis. Semi - finished goods are valued at raw material cost plus proportionate manufacturing overheads. Finished goods are valued at lower of the cost or net realizable value. Unrealized profit, if any, in inter unit transaction is eliminated to the extent possible.

iv. Cash Flow Statement:

Cash flows are reported using indirect method, whereby profit/(loss) before extraordinary item and 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 flow from operating,investing and financing activities of the company are segregated based on the available information

v. Depreciation / Amortization:

Depreciation on tangible fixed assets is provided on the straight line method as per useful life prescribed in Schedule II of the Act Depreciation on addition/deletion of assets during the year is provided on pro-rata basis. Brand will be amortized over a period of five subsequent years on a systematic basis as decided by the management at the rate of 20% in each year.

vi. Revenue Recognition:

The Company recognizes revenue on sale of products upon dispatch to the customer or when delivered to the ocean carrier for export sales, which is when risks and rewards of ownership are passed to the customer. Sales are shown net of returns, discounts, excise duty and sales tax.

a) Dividend income on investment is accounted for in the year in which the right to receive the payment is established.

b) Interest income is recognized on the time proportion basis taking into account amount outstanding and interest rate applicable.

c) The Company recognizes revenue on sale of products upon dispatch to the customer or when delivered to the ocean carrier for export sales, which is when

vii. Export Incentives:

Considering the uncertainty in respect of actual income realizable, which depends on the market conditions, the benefits accruing under the Duty Entitlement Pass Book Scheme are recognized on the basis of actual realization.

viii. Foreign Currency Transactions:

Transactions in foreign currency are recorded at the rate of exchange in force at the time transactions are affected. Exchange differences arising on settlement of these transactions are recognized in the Statement of Profit and Loss.

Monetary items (other than those related to acquisition of fixed assets) denominated in foreign currency are revalued using the exchange rate prevailing at date of the Balance Sheet and resulting exchange difference is recognized in the Statement of Profit and Loss. Non monetary foreign currency items are carried at cost.

ix. Investments:

Non Current Investments are stated at cost.Provision for diminution in the value is made only if such a decline is other than temporary.

Current investments are carried at lower of cost or fair value/market value,determined on individual basis.

x. Employee Benefits:

a) Short Term Employee Benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries and wages, leave salary etc. and the expected cost of ex-gratia are recognized in the period in which the employee renders the related service.

b) Post-Employment Benefits:

i) Defined contribution plans:

A defined contribution plan is a post-employment benefit plan under which the company pays specified contributions to the separate entity. The Company makes specified monthly contributions towards employee provident fund. The Company's contribution paid / payable under the schemes is recognized as an expense in the statement of profit and loss during the period in which the employee renders the related service.

ii) Defined benefit plan:

The Company's gratuity benefit scheme is a defined benefit plan. The Company contributes to a gratuity fund which has taken a group policy with Life Insurance Corporation of India for future payments of gratuity to retiring employees.The premium has been so adjusted as to cover the liability under the scheme in respect of all employees at the end of their future anticipated services with the company.

c) Leave encashment:

Liability on account of Leave Encashment up to year end has been provided/ paid during the year. None of the employee is allowed to carry forward leave to subsequent period.

xi. Borrowing Cost:

Borrowing Costs that are attributable to acquisition or construction of a qualifying asset are capitalized as a part of the cost of such asset. A Qualifying asset is one that necessarily takes a substantial period of time to get ready for intended use. All other borrowing costs are charged to Statement of Profit and Loss.

The Company has been granted restructuring of loan facility by its banks State Bank of India (Lead Bank). Lead Bank has discretion to recoup concession given to company at a future date depending on the financial position of company. The Management has decided to account such cost as an when event arises.

xii. Leases:

Lease of assets under which all the risk and rewards of ownership are effectively retained by the lessor are classified as operating leases. Lease payments under operating leases are recognized as expenses on accrual basis in accordance with respective lease agreements.

xiii. Earning per share:

Basic earning per share is computed by dividing the profit/(loss) after tax by the weighted average number of equity shares outstanding

during the year. Diluted earning per share is computed by dividing profit/(loss) after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares by the weighted average number of equity shares considered for deriving basic earning per share and the weighted average number of equity shares which could have been issued on the conversion at all dilutive potential equity shares.

xiv. Taxes on Income:

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income tax Act, 1961 and other applicable tax laws.

Deferred tax is recognized on timing differences, being the difference between the taxable income and accounting income that originate in one period nad are capable of being reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deffered tax liabilities are recognized for the timing differences. Deferred tax assets are recognized for timing difference of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainity exists that sufficient future taxable income will be available against which these can be realised. However if there are unabsorbed depreciation and carry forward losses and items relating to capital losses, deferred tax assets are recognized only if there is virtual certainity supported by convincing evidence that there will be sufficient future taxable income available to realize the assets.Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by same governing tax laws and the company has a legally enforceable right for such set-off. Deferred tax assets are reviewed at each balance sheet date for their realisability.

xv. Impairment of Fixed Assets:

At each Balance Sheet date, the Company reviews the carrying amount of its fixed assets to determine whether there is any indication that those assets suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-discount rate that reflects the current market assessments of time value of money and the risks specific to the asset.

xvi. Contingent Liability:

The Company creates a provision when there is a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation.

A disclosure for contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not result in outflow of resources.

When there is a possible obligation or present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

xvii. Financial Derivatives Hedging Transaction:

In respect of derivatives contract, premium paid, provision for losses on restatement and gains/losses on settlement are recognized in statement of Profit and Loss. The company uses Foreign Currency Hedges to manage its risks associated with Foreign Currencies Fluctuation relating to Export receivable. The company does not use Hedges for speculative purpose.

SUNDARAM MULTI PAP LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE 3 : SHARE CAPITAL

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
Authorized Capital		
250,000,000 (31 March 2015: 250,000,000) Equity Shares of ₹ 1/- Each	250,000,000	250,000,000
	250,000,000	**250,000,000**
Issued, Subscribed & Paid-up Capital		
215,605,773 (31 March 2015: 215,605,773) Equity Shares of ₹ 1/- Each Fully Paid	215,605,773	215,605,773
Total of Issued, Subscribed And Fully Paid Up Share Capital	**215,605,773**	**215,605,773**

a) **Reconciliation of the number of shares is set out below:**

Particulars	2015-16		2014-15	
	Equity Shares		Equity Shares	
	Number	₹	Number	₹
Shares Outstanding At The Beginning Of The Year	215,605,773	215,605,773	215,605,773	215,605,773
Shares Issued During The Year	-	-	-	-
Shares Bought Back During The Year	-	-	-	-
Shares Outstanding At The End Of The Year	**215,605,773**	**215,605,773**	**215,605,773**	**215,605,773**

b) **Rights, preferences and restrictions attached to Equity Shareholders:**

The company has only one class of equity shares having a face value of ₹ 1/- per share. Each holder of equity shares is entitled to one vote per equity share. A member shall not have any right to vote whilst any call or other sum shall be due and payable to the company in respect of any of the shares of such member. All equity shares of the company rank pari passu in all respects including the right to dividend.

In the event of winding-up, subject to the rights of holders of shares issued upon special terms and conditions, the holders of equity shares shall be entitled to receive remaining assets, if any, in proportion to the number of shares held at the time of commencement of winding-up.

The shareholders have all other rights as available to equity shareholders as per the provisions of the Companies Act, 2013, read together with the memorandum of association and articles of association of the company, as applicable.

c) The company does not have any holding company or ultimate holding company. Promoter shareholding in the company including persons acting in concert with the promoters as on 31 March 2016 is 69,455,585 equity shares i.e. 32.21% of the equity share capital of the company. Previous year 31 March 2015 is 76,229,348 equity shares i.e. 35.36 %.

d) **The Details of Share Holders Holding More Than 5% Shares:**

Name Of Shareholder	As at 31 March, 2016		As at 31 March, 2015	
	No. Of Shares held	% of Holding	No. Of Shares held	% of Holding
Amrut P Shah	22,283,925	10.34	23,288,887	10.80
Raichand P Shah	21,734,503	10.08	26,898,304	12.48
Shantilal P Shah	14,787,157	6.86	14,787,157	6.86
Citigroup Global Markets Mauritius	-	-	11,825,702	5.48
Ganjam Trading Pvt Ltd	14,999,499	6.96	14,999,499	6.96

* Citigroup Global Markets Mauritius holds 572,702 Shares i.e 0.27% as on 31 March 2016

e) The Company has alloted 143,737,182 (FV - ₹ 1/-) equity shares by way of Bonus issue in the Financial Year 2012-13 in the ratio 1:2.

NOTE 4 : RESERVES & SURPLUS

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
(a) Capital Reserve		
Opening Balance	700,000	700,000
Add: Capital Reserve	-	-
Capital Reserve - Closing Balance	**700,000**	**700,000**
(b) Securities Premium Reserve		
Opening Balance	466,413,981	466,413,981
Add: Securities Premium Reserve	-	-
Securities Premium Reserve - Closing Balance	**466,413,981**	**466,413,981**
(c) Revaluation Reserve		
Opening Balance	404,947,354	443,754,167
Add: Revaluation of Land *	(48,601,564)	(38,806,813)
Revaluation Reserve - Closing Balance	**356,345,790**	**404,947,354**
(d) General Reserve		
Opening Balance	16,972,914	16,972,914
Add: Transition provision as per AS 15 (Revised)	2,104,861	-
General Reserve - Closing Balance	**19,077,775**	**16,972,914**
(e) Surplus In The Statement Of Profit And Loss		
Opening Balance	23,805,796	438,032,001
Add: Depreciation Adjusted Against Free Reserves	-	(246,760,614)
Add: Net Profit/(Loss) For The Year	(64,121,916)	(167,465,591)
Balance Available For Appropriation	**(40,316,120)**	**23,805,796**
Transfer To General Reserve	-	-
Net Surplus/(Deficit) In The Statement of Profit And Loss	**(40,316,120)**	**23,805,796**
Total Of Reserves And Surplus	**802,221,426**	**912,840,045**

*The Company has revalued its Land at Palghar on 31st May 2013

NOTE 5 : LONG TERM BORROWINGS

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
Term Loan		
Secured		
From Banks		
State Bank Of India *	187,435,204	389,106,588
Industrial Development Bank of India *	2,175,376	39,000,000
Yes Bank **	10,000,000	20,000,000
Vehicle Loans ***	-	173,440
From Others		
From Other Parties $	3,161,177	3,826,067
Deferred Payment Liabilities		
Unsecured		
Sales Tax Deferred Loan @	13,554,850	13,554,850
Loan From Sicom+	2,064,441	2,064,441
Deposits		
Unsecured		
Deposits	745,000	745,000
Total of Long Term Borrowings	**219,136,048**	**468,470,386**

\+ In case of delay/default as on the Balance Sheet date in repayment of loans and interest with respect to above :
(1) Period of Default : Earlier Years
(2) Amount : ₹ 2,064,441

* **Corporate Loan-State Bank of India (SBI)**

Secured primarily by first charge (Hypothecation and mortgage) over the Fixed assets (immovable and movable) of the company as well as personal guarantee of three directors and collaterally secured by extension of hypothecation charge over entire current assets of the company. Further, additional colleteral security carrying first pari-passu charge in the form of pledge of promoter's shares to the extent of 100% of E-Class Eduaction System Ltd. has also been given. The said Loan carries floating rate of interest ranging of 3% above base rate. The repayment of the Loan shall commence from September 2015 and to be fully repaid by March 2020.

Funded Interest Term Loan (FITL) and Working Capital Term Loan (WCTL) - SBI and Industrial Development Bank of India (IDBI).

Secured primarily by first pari passu charge over the entire current assets (present and future) of the company as well as personal guarantee of three directors and collaterally secured by second pari - passu charge (hypothecation and mortgage) over the fixed assets (movable and immovable) of the Company, with IDBI bank. Further, additional colleteral security carrying first pari-passu charge in the form of pledge of promoter's shares to the extent of 100% of E-Class Eduaction System Ltd. has also been given. The said Loans carries floating rate of interest ranging between 2.75% to 3% above base rate. The repayment of WCTL shall commence from September 2015 and to be fully repaid by September 2016. The repayment of FITL shall commence from December 2015 and to be fully repaid by March 2020.

** Secured by subservient charge over current and movable fixed assets of the company as well as personal guarantee of three directors and pledge of shares of the Company carrying floating rate of interest of 2% above base rate and repayable by June, 2018.

*** Secured by Hyphotecation of respective vehicles purchased carrying interest ranging from 10.75% to 13.25% and repayable by May-2016.

$ Secured by Hyphotecation of respective vehicles purchased carrying interest ranging from 12% and repayable by March-2021.

@ Repayment shall commence from the financial year 2015-16 upto 2024-25.

5.1 Out the above loans, three Directors of the Company have given their personal guarantee for secured loans (except vehicle loan) aggregating to ₹ 455,140,795/-.

NOTE 6 : DEFERRED TAX LIABILITIES (NET)

		₹	₹
		As at 31st March, 2016	**As at 31st March, 2015**
Liabilities			
Depreciation		39,968,576	45,739,409
	(A)	**39,968,576**	**45,739,409**
Assets			
Employee Benefits / Expenses Allowable on Payment Basis		366,609	1,100,306
Unabsorbed Depreciation *		17,867,925	8,505,329
	(B)	**18,234,534**	**9,605,635**
Less: Opening Net Deferred Tax Liability	**(C)**	36,133,774	36,133,774
Net Deferred Tax Liability Charged To Statement of Profit And Loss	**(D) = A-B-C**	**(14,399,732)**	**(0)**
Net Deferred Tax Liability	**(E)=C+D**	**21,734,042**	**36,133,774**

* The Company has recognised deferred tax asset of ₹ 17,867,925/- (31 March 2015: ₹ 8,505,329/-) on unabsorbed depreciation to the extent there is deferred tax liability on timing differences that will reverse in the future.

NOTE 7 : LONG TERM PROVISIONS

	₹	₹
	As at 31st March, 2016	**As at 31st March, 2015**
Provision For Employees Benefit		
Provision For Gratuity	1,186,436	3,391,297
Total of Long Term Provisions	**1,186,436**	**3,391,297**

NOTE : 8 SHORT TERM BORROWINGS

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
Loan Repayable On Demand		
From Banks		
Secured		
Cash Credit From State Bank Of India **	126,101,133	126,380,657
Cash Credit From Industrial Development Bank Of India **	25,258,474	25,355,622
Loans & Advances From Related Parties		
Unsecured		
Loan From Directors ###	32,912,875	59,554,200
Deposit		
Unsecured		
Intercorporate Deposits##	245,544,856	152,370,696
Total Of Short Term Borrowings	**429,817,338**	**363,661,175**

** Secured primarily by first pari passu charge over stock and book debts of the Company with other working capital lender and personal guarantee of three Directors and collaterally secured by second pari - passu charge (hypothecation and mortgage) over the fixed assets (movable and immovable) of the company. Further, additional colleteral security carrying first pari-passu charge in the form of pledge of promoter's shares to the extent of 100% of E-Class Eduaction System Ltd. has also been given. The said loan carries interest rate ranging between 2.75% to 3% above base rate.

It consist of loan from three Directors and are interest free. Further, all the loans are provided by the director from their own funds.

All inter corporate deposits are taken against pledge of Promoters Equity Shares held in the Company.

NOTE 9 : TRADE PAYABLES

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
Micro, Small And Medium Enterprises (Refer Note 33)	-	-
Others	95,017,607	94,370,945
Total of Trades Payable	**95,017,607**	**94,370,945**

NOTE 10 : OTHER CURRENT LIABILITIES

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
Current Maturities Of Long-Term Borrowings (Refer Note 5)		
From Banks	255,530,215	192,893,879
Vehicle Loans	739,091	1,219,942
Sales Tax Deferred Loan	124,660	124,660
Advance From Customers	9,716,109	11,900,791
Unpaid Dividend	328,730	501,713
Other Payables		
Outstanding Expenses	8,364,682	11,490,088
Outstanding Statutory Liabilities	1,882,338	4,111,353
Total Of Other Current Liabilities	**276,685,825**	**222,242,426**

NOTE 11 : SHORT TERM PROVISIONS

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
Others		
Provision For Income Tax	1,566,479	4,004,198
Total Of Short Term Provisions	**1,566,479**	**4,004,198**

SUNDARAM MULTI PAP LTD.
NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE 12 : FIXED ASSETS AS ON 31st MARCH 2016

(Amount in ₹)

Particulars	GROSS BLOCK (AT COST)				DEPRECIATION				NET BLOCK	
	As on 1st April, 2015	Additions During the Year	Deductions During the Year	As on 31st MARCH 2016	As on 1st April, 2015	For the Year	Deductions During the Year	As on 31st MARCH 2016	As on 31st MARCH 2016	As on 31st March, 2015
A. Tangible Assets: (Owned)										
Freehold Land	585,143,048	-	50,287,860	534,855,188	-	-	-	-	534,855,188	585,143,048
Building	218,413,827	-	-	218,413,827	92,454,237	4,311,453	-	96,765,690	121,648,137	125,959,591
Plant & Machinery	263,756,576	-	8,381,254	255,375,322	72,565,948	10,200,688	1,181,515	81,585,121	173,790,201	191,190,628
Furniture & Fixture	73,689,719	29,767	-	73,719,486	49,837,812	4,878,506	-	54,716,318	19,003,168	23,851,907
Vehicles	32,524,475	-	918,644	31,605,831	17,297,181	3,105,482	872,712	19,529,951	12,075,880	15,227,294
Office Equipments	6,421,251	83,556	-	6,504,807	5,373,589	247,459	-	5,621,048	883,759	1,047,662
Total Tangible Assets	**1,179,948,896**	**113,323**	**59,587,758**	**1,120,474,461**	**237,528,767**	**22,743,588**	**2,054,227**	**258,218,128**	**862,256,332**	**942,420,127**
B. Intangible Assets: Brand	72,930,746	-	-	72,930,746	52,874,792	10,027,979	-	62,902,771	10,027,975	20,055,954
Total Intangible Assets	**72,930,746**	**-**	**-**	**72,930,746**	**52,874,792**	**10,027,979**	**-**	**62,902,771**	**10,027,975**	**20,055,954**
TOTAL (A+B)	**1,252,879,642**	**113,323**	**59,587,758**	**1,193,405,207**	**290,403,559**	**32,771,567**	**2,054,227**	**321,120,899**	**872,284,307**	**962,476,081**
Previous Year	**1,598,859,521**	**5,792,038**	**351,771,917**	**1,252,879,642**	**289,686,243**	**33,067,973**	**269,766,399**	**290,403,559**	**962,476,082**	**1,309,173,276**

12.1 Adoption of useful life of the assets as per the requirement of schedule II of the Companies Act,2013

Effective from 1 April,2014 the company has charged depreciation based on revised remaining useful life of the assets as per the requirement of Schedule II of the Companies Act, 2013 as per para 7(b) of notes to part C.

NOTE 13 : NON CURRENT INVESTMENTS

		₹ As at 31st March, 2016	₹ As at 31st March, 2015
	Trade Investments		
	Others (valued at Cost)		
	Investment In Unquoted Equity Instruments		
i	**Subsidiary**		
	25,000,000 Equity Shares Of ₹10/- Each Fully Paid Up Of E-Class Education System Ltd. (31 March 2015: 15,000,000 Shares)	250,000,000	150,000,000
ii	**Others**	-	50,000
	5,000 Equity Shares Of ₹10/- Each Fully Paid Up of Abhyudaya Co-Operative Bank Ltd. (31 March 2015: 5,000 Shares)		
	Total Of Non Current Investment	**250,000,000**	**150,050,000**
	Aggregate amount of quoted investments	-	-
	Aggregate amount of unquoted investments	250,000,000	150,050,000
	Total Of Non Current Investment	**250,000,000**	**150,050,000**

NOTE 14 : LONG TERM LOANS AND ADVANCES

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
Security Deposits		
Unsecured, Considered Good	4,100,673	4,107,629
Total Of Long Term Loans And Advances	**4,100,673**	**4,107,629**

NOTE 15 : INVENTORIES

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
Raw Materials	121,373,047	106,344,239
Work-In-Progress	110,080,633	105,135,306
Finished Goods	24,438,655	48,350,188
Trading Goods	146,328,161	357,096,552
Stores & Spares	17,067,207	23,501,210
Total Of Inventories	**419,287,702**	**640,427,495**

NOTE 16 : TRADE RECEIVABLES

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
Debts Overdue Beyond 6 Months		
Unsecured, Considered Good	137,981,805	166,795,288
Others		
Unsecured, Considered Good	132,496,333	50,649,006
Total Of Trade Receivables	**270,478,138**	**217,444,294**

NOTE 17 : CASH AND CASH EQUIVALENTS

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
Cash-In-Hand		
Cash Balance	2,389,736	2,103,486
Sub Total (A)	**2,389,736**	**2,103,486**
Bank Balance		
In Current Accounts	303,654	3,290,382
In Deposit Accounts	10,289,111	118,771
In Dividend Accounts	379,717	552,600
Sub Total (B)	**10,972,482**	**3,961,753**
Total Of Cash And Cash Equivalent (A) + (B)	**13,362,218**	**6,065,239**

Includes Deposit With Banks Of ₹ 10,289,111/- (31 March 2015: ₹ 118,771/-) with original maturity of more than 12 months.

NOTE 18 : SHORT TERM LOANS AND ADVANCES

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
Loans & Advances To Related Parties		
Unsecured, Considered Good		
Loan To Subsidary - E-Class Education System Ltd.	137,179,990	223,231,138
Others		
Unsecured, Considered Good		
Advance To Suppliers	24,955,069	28,063,397
Advance Income Tax	11,431,128	12,955,052
Balance With Revenue Authorities	4,796,233	3,356,033
Prepaid Expenses	5,800,414	567,847
Advance To Employees	339,590	364,590
Other Advances	48,808,509	71,456,720
Total Of Short Term Loans And Advances	**233,310,933**	**339,994,777**

NOTE 18.1 : DISCLOSURE REQUIRED BY CLAUSE 32 OF LISTING AGREEMENT

	₹ As at 31st March, 2016		₹ As at 31st March, 2015	
	Balance	Maximum outstanding during the year	Balance	Maximum outstanding during the year
Loans & Advances To Related Parties include loans to subsidiaries				
Loan To Subsidary - E-Class Education System Ltd.	137,179,990	223,231,138	223,231,138	223,231,138

NOTE 19 : OTHER CURRENT ASSETS

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
Dividend Receivable	7,500	15,000
Interest Receivable	139,503	139,503
Total Of Other Current Assets	**147,003**	**154,503**

SUNDARAM MULTI PAP LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE 20 : REVENUE FROM OPERATIONS

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
Sale of Products		
Local Sales	856,686,553	852,366,118
Trading Sales	128,022,189	5,317,124
	984,708,743	857,683,242
Other Operating Revenues		
Advertisement Income	555,000	900,000
	985,263,743	**858,583,242**
Less: Excise Duty	25,051,136	25,558,646
Total Of Revenue From Operations	**960,212,607**	**833,024,596**

NOTE 21 : OTHER INCOME

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
Dividend	-	7,500
Exchange Fluctuation On Exports	1,578,459	1,943,521
Sundry Balance Written Back	1,162,372	-
Total Of Other Income	**2,740,831**	**1,951,021**

NOTE 22 : COST OF MATERIAL CONSUMED

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
Raw Material Consumed		
Opening Stock	106,344,239	166,882,137
Add: Purchases	597,477,579	671,546,086
Raw Material Sales	-	(160,661,213)
Transport Inwards	16,062,183	21,957,356
	719,884,001	**699,724,366**
Less: Closing Stock	121,373,047	106,344,239
Total Of Cost Of Material Consumed	**598,510,955**	**593,380,127**

NOTE 23 : CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
Inventory (at Commencement)		
Opening Stock-Finished Goods	48,350,188	18,610,835
Opening Stock-Work In Progress	105,135,306	170,975,002
Opening Stock-Stock-in-Trade	357,096,552	207,093,750
Less: Inventory (at Close)		
Less: Trading Stock Tranfer Exceptional items	106,545,954	-
Less: Closing Stock-Finished Goods	24,438,655	48,350,188
Less: Closing Stock-Work In Progress	110,080,633	105,135,306
Less: Closing Stock-Stock-in-Trade	146,328,161	357,096,552
Total Of Changes In Inventories Of Finished Goods And Work-In-Progress	**123,188,643**	**(113,902,459)**

NOTE 24 : EMPLOYMENT BENEFIT EXPENSES

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
Salaries & Wages	27,151,025	28,778,867
Contribution To Provident Fund, Gratuity And Other Funds	1,110,809	1,686,303
Director's Remuneration	3,000,000	5,250,000
Staff Welfare	269,090	393,984
Total Of Employment Benefit Expenses	**31,530,924**	**36,109,154**

NOTE 25 : FINANCE COST

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
Interest Expenses	118,415,093	149,112,550
Other Borrowing Costs	4,275,687	8,731,708
Less: Interest Capitalised	-	-
	122,690,780	157,844,258
Less :-Interest Income	23,213,543	36,198,505
Total Of Finance Cost	**99,477,237**	**121,645,753**

NOTE 26 : DEPRECIATION & AMORTIZATION EXPENSES

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
Depreciation	22,743,588	29,056,781
Amortisation Of Intangibles	10,027,979	4,011,192
Total Of Depreciation & Amortization Expenses	**32,771,567**	**33,067,973**

NOTE 27 : OTHER EXPENSES

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
Note 27 A: Manufacturing Expenses		
Power And Fuel	3,025,476	2,749,627
Job Work Expenses	11,449,727	12,833,794
Repair & Maintenance To Building	305,198	684,180
Repair & Maintenance To Machinery	3,683,157	2,781,657
Security Expenses	-	289,267
Service Tax	587,527	1,161,878
Other Manufacturing Exp	-	35,150
Stores & Packing Material Consumed	22,606,964	48,611,663
Sub Total Note 27 A	**41,658,049**	**69,147,216**
Note 27 B: Selling & Distribution Expenses		
Sales Promotion & Advertisement Expenses	336,316	321,479
Freight, Clearing & Forwarding Charges	3,024,631	2,785,120
Loading & Unloading Charges	3,900,098	2,336,235
Commission Charges	1,000,000	-
Tempo Expenses	1,990,690	2,698,921
Sub Total Note 27 B	**10,251,735**	**8,141,755**
Note 27 C: Administrative Expenses		
Rent Expenses	1,299,431	803,897
Insurance Expenses	604,421	3,398,795
Rates & Taxes Expenses	236,462	354,876
Wealth Tax	-	70,020
Motor Car Expenses	442,146	953,191
Travelling Expenses	144,940	780,487
Computer Maintenance	93,910	30,596
Conveyance Expenses	35,856	26,357
Postage & Courier	5,825	305,601
Legal, Professional & Consultancy Charges	7,269,942	2,615,533
Printing & Stationery	1,230,989	533,952
Auditors Remuneration (Refer Note - 32)	1,160,000	375,000
Amalgamation Expenses	-	-
Electricity Expenses	206,474	724,560
Exchange Fluctuation On Exports	58,935	-
Listing & Registration Fees	604,235	486,714
Loss On Sale Of Fixed Assets (Net)	1,488	-
Subscription Charges	16,302	39,180
Sundry Balance W/Off	-	7,160,768
Telephone Expenses	345,517	564,946
Sundry Expenses	2,442,613	375,211
Sub Total Note 27 C	**16,199,487**	**19,599,684**
Total of Other Expenses (Note 27 A+ 27 B+ 27 C)	**68,109,270**	**96,888,655**

NOTE 28 : EXCEPTIONAL ITEMS

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
Profit on Sale of Fixed Assets	37,638,965	83,456,086
Loss on Sale of Non Moving Items	(106,545,954)	(116,379,845)
Reversal of Accrued Interest Receivable	35,855	(30,562,920)
Pre-Maturity of Keyman Insurance Policy	-	29,455,965
Total of Exceptional Items	**(68,871,134)**	**(34,030,715)**

Notes forming part of Financial Statements

Note 29

Contingent Liability:

(Amount in ₹)

	31 March 2016	31 March 2015
Excise duty matter disputed with Commissioner of Central Excise (Appeals) - IV pertaining to FY 2012-13	4,190,537	4,190,537

(Dispute regarding demand raised on excise duty of usance charges for the financial year 2012-2013, matter disputed with Commissioner of Central Excise (Appeals) - IV)

Note 30

In the opinion of the management, current assets, loans, advances and deposits are approximately of the value stated, if realized in the ordinary course of business. The provision of all known liabilities is adequate and not in excess of the amount reasonably necessary.

Note 31

Balances of certain trade receivables, trade payables and loans and advances are subject to confirmations / reconciliation and consequential adjustments, if any. The management does not expect any material variation affecting the current year's financial statements on account of such reconciliation / adjustments.

Note 32

Auditors Remuneration: **(Amount in ₹)**

Particulars	**Current Year**	**Previous Year**
Audit fees	400,000	300,000
Tax Audit fees	75,000	75,000
Income Tax Matters	760000	-
Others	-	-
Total	**123,5000**	**375,000**

Note 33

Disclosure under MSMED Act, 2006:

The Company has not received any information from the "suppliers" regarding their status under the Micro Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to the amounts as at year end together with interest paid / payable as required under the said act have not been given.

Note 34

Segment Reporting:

Primary Segment (Business):

The Company operates in single business segment of manufacture and sale of exercise note books and paper. Hence, further disclosure required as per Accounting Standard AS-17 "Segment Reporting" is not given.

Note 35

Related Party Disclosures:

a) List of related parties with whom the Company has entered into transactions during the year in the ordinary course of business:

Relationship	Name	Nature
Wholly owned Subsidiary	E Class Education System Limited	Company
Key Management Personnel (KMP)	Mr. Amrut P. Shah	Chairman & Managing Director
	Mr. Shantilal P. Shah	Whole-time Director
	Mr. Hasmukh A. Gada (Resigned w.e.f 1st April 2015)	Whole-time Director
	Mr. Manik R. Makwana	Company Secretary
Enterprise over which KMP are able to exercise significant influence	Sundaram Bio-Tech Pvt Ltd	Company
Relatives of KMP	Mr. Raichand P. Shah	Brother of Amrut P. Shah & Shantilal P. Shah

b) Transactions with Related Parties: **Amount in ₹**

Particulars	Wholly Owned Subsidiary	KMP	Relatives of KMP
Loan given to E Class Education System Limited	100,101,800 (223,231,138)	- (-)	- (-)
Repayment of loan given to E Class Education System Limited (₹ 100,000,000/- Repayment by issue of share)	209,130,939 (-)	- (-)	- (-)
Interest charged on loan given to E Class Education System Limited	22,977,991 (36,198,505)	- (-)	- (-)

Particulars	Wholly Owned Subsidiary	KMP	Relatives of KMP
Loan Taken	- (-)	22,791,970 (126,621,391)	- (-)
Details are as under:			
Mr. Amrut P. Shah	- (-)	7,431,200 (93,001,023)	- (-)
Mr. Shantilal P. Shah	- (-)	2,860,770 (21,120,368)	- (-)
Mr. Hasmukh A. Gada	- (-)	(-) (12,500,000)	- (-)

Repayment of Loan taken	- (-)	36,933,295 (94,765,101)	- (-)
Details are as under:			
Mr. Amrut P. Shah	- (-)	31,015,200 (74,616,699)	- (-)
Mr. Shantilal P. Shah	- (-)	4,975,395 (20,148,402)	- (-)
Mr.HasmukhA.Gada	- (-)	942,700 (-)	- (-)
Remuneration	- (-)	3,000,000 (5,250,000)	1,500,000 (1,200,000)
Details are as under:			
Mr. Amrut P. Shah	- (-)	1,980,000 (2,000,000)	- (-)
Mr. Shantilal P. Shah	- (-)	1,020,000 (1,000,000)	- (-)
Mr. Hasmukh A. Gada	- (-)	(-) (2,250,000)	- (-)
Mr. Raichand P. Shah	- (-)	- (-)	1,500,000 (1,200,000)
Rent Paid to Mrs. Nayna S.Shah	- (-)	- (-)	- (189,000)
Interest Paid to Mr. Hasmukh A. Gada	- (-)	- (1,413,384)	- (-)

Figures in bracket reflects previous year's amount

c) Outstanding Balances of Related Parties: **Amount in ₹**

Particulars	Wholly Owned Subsidiary	KMP	Enterprise over which KMP are able to exercise significant influence	Relatives of KMP
Short term Loans and Advances/ Recoverable	137,179,990 (223,231,138)	- (-)	- (3,000)	- (-)
Short term Borrowings/Payable	- (-)	32,912,874 (59,554,200)	- (-)	- (46,902)
Investments	250,000,000 (150,000,000)	- (-)	- (-)	- (-)

Figures in bracket reflects previous year's amount.

Note 36

Computation of Basic and Diluted Earnings PerShare (EPS):

Particulars	Current Year	Previous Year
Net Profit/(Loss) After Tax available to equity shareholders (in ₹)	(64,121,915)	(167,465,591)
Weighted average number of equity shares for Basic and Diluted EPS	215,605,773	215,605,773
Basic and diluted earnings per share (Face Value ₹1) (in ₹)	(0.30)	(0.78)

Note 37

a) Details of Sales value of Products:

Class of Goods	Sale Value ₹	
	For the year ended 31.03.2016	For the year ended 31.03.2015
Class of goods		
Exercise Books	831,635,417	826,807,471
Trading	128,022,189	5,317,124
Total	**959,657,606**	**832,124,595**

The above figures are net of excise duty of ₹ 25,118,841 (P.Y. ₹ 25,558,646)

b) Details of opening & closing stock of Finished Goods:

Class of Goods	Opening Stock (in ₹)		Closing Stock (in ₹)	
	For the year ended 31.03.2016	For the year ended 31.03.2015	For the year ended 31.03.2016	For the year ended 31.03.2015
Exercise Books	48,350,188	17,798,242	24,438,655	48,350,188
Paper	-	812,593	-	-
Trading of Copier Paper & Others	357,096,552	207,093,750	146,328,161	357,096,552
Total	**405,446,740**	**225,704,585**	**170,766,816**	**405,446,740**

c) Details of Opening & Closing Stock of Semi Finished Goods:

Class of Goods	Opening Stock (in₹)		Closing Stock (in ₹)	
	For the year ended 31.03.2016	For the year ended 31.03.2015	For the year ended 31.03.2016	For the year ended 31.03.2015
Exercise Books	86,628,450	151,836,018	99,773,777	86,628,450
Paper	18,506,856	19,138,984	10,306,856	18,506,856
Total	**105,135,306**	**170,975,002**	**110,080,633**	**105,135,306**

Note 38

Value of Raw Material Consumed:

Particulars	For the year ended 31.03.2016		For the year ended 31.03.2015	
	Amount ₹	%	Amount ₹	%
Raw Materials (Paper & Paper Boards)				
(i) Imported	-	-	-	-
(ii) Indigenous	598,510,955	100.00%	593,380,127	100.00%
Total	598,510,955	**100.00%**	593,380,127	**100.00%**

Raw Material Purchase (Breakup)	**2015-16 (Amt in ₹)**
Paper	494,103,371
Duplex Board	82,866,786
Others	20,507,422
Total	**597,477,579**

Note 39

Earnings & Expenditure in Foreign Currency: Amount in ₹

Particulars	**For the year ended 31.03.2016**	**For the year ended 31.03.2015**
Expenditure:		
Travelling Expenses	-	31,375

Note 40:

Employee benefits

1. Defined contribution plans:

The Company makes Provident Fund contributions which are defined contribution plans, for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. Provident fund contributions amounting to ₹ 6.72Lacs (31 March 2015: ₹12.66Lacs) have been charged to the Statement of Profit and Loss. The contributions payable to this plan by the Company is at rates specified in the rules of the scheme.

2. Defined benefit plans

The Company has a defined benefit gratuity plan. Every employee who has completed continuous service for five years or more gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded with an insurance Company in the form of a qualifying insurance policy.

The following table sets out the amounts recognized in the Company's financial statements as at 31 March 2016.

Particulars	As at March 2016
Change in Defined Benefit Obligation :	
Opening Defined Benefit Obligation	2,492,083
Current Service Cost	293,880
Interest Cost	199,367
Actuarial Losses / (Gain)	455,319
Past Service Cost	-
Actuarial Losses / (Gain) due to Curtailment	-
Benefits Paid	(550,491)
Closing Defined Benefit Obligation	**2,890,158**
Change in Fair Value of Assets :	
Opening Fair Value of Plan Assets	1,824,275
Expected Return on Plan Assets	132,331
Actuarial Gain / (Losses)	-
Contributions by Employer	297,607
Assets Acquired on Acquisition / (Distributed on Divestiture)	-
Benefits Paid	(550,491)
Closing Fair Value of Plan Assets	**1,703,722**
Amount Recognized in Balance Sheet :	
Present Value of Funded Obligations	2,890,158
Fair Value of Plan Assets	1,703,722
Unrecognized Past Service Cost	-
Net Obligation recognized in Balance Sheet	**1,186,436**
Expense Recognized in Statement of Profit & Loss Account :	
Current Service Cost	293,880
Interest on Defined Benefit Obligation	199,367
Expected Return on Plan Assets	(132,331)
Net Actuarial Gain / (Loss) recognized in the year	455,319
Expense Recognized in Statement of Profit & Loss Account	**816,235**
Summary of Principal Actuarial Assumptions :	
Discount Rate (p.a.)	8%
Expected Rate of Return on Assets (p.a.)	
Salary Escalation Rate (p.a.)	4%

Note 41

Disclosure in respect of lease:

The Company has entered into operating lease arrangements for office premises. The leases are non-cancellable and are for a period of 1 November 2014 to 31 October 2017 and may be renewed for a further period of 2 years based on mutual agreement of the parties. The lease agreements provide for an increase in the lease payments by 8 to 10% every year.

		(Amount in ₹)
Future minimum lease payments	2016	2015
Not later than one year	1,085,450	1,020,000
Later than one year and not later than five years	3,013,130	4,098,580
(Up to 31st October, 2019)		
Later than five years	-	-

Lease payments of ` 1,020,000 (31 March 2015: 425,000) recognised in the Statement of Profit and Loss.

Note 42

On 14th November 2014, the Board of Directors announced a plan to permanently close down Nagpur Paper Unit subject to the completion of necessary formalities. This is not a separate segment as per AS 17, Segment Reporting. The disposal is consistent with the Company's long-Term strategy to focus its activities at Palghar unit. The Company is actively seeking a buyer for the plant & machineries and other fixed assets at Nagpur unit and hopes to complete the sale by the end of March 2017. At 31 March 2016, the carrying amount of the assets of the Nagpur unit was ₹ 3107.03 Lakhs (previous year ₹ 3279.31 lakhs) and its liabilities were ₹ 415.52 lakhs (previous year ₹ 419.74 lakhs). In the opinion of the Board of Directors, the assets have a value on realization at least equal to the amounts at which they are stated in the Balance Sheet.

Particulars	For the Year Ended on 31-03-2016	For the Year Ended on 31-03-2015
Revenue	380,230	370,418
Expenditure	23,265,338	2,226,218
Loss on sale of Asset	(5,074,739)	(13,641,745)
Profit Before Tax	(27,959,847)	(32,153,507)
Profit After Tax	(27,959,847)	(32,159,707)
Total Assets	410,538,488	442,866,788
Total Liabilities	41,552,653	41,974,112
Cash flow(used in)/from Operating Activities	(2,025,964)	(6,626,544)
Cash flow(used in)/from Investing Activities	2,125,000	6,425,537
Cash flow(used in)/from Financing Activities	(1,998)	(92,399)

Note 43

Details of loans given, investments made and guarantee given covered u/s 186 (4) of the Companies Act,2013 :

(Amount ₹)

	31 March 2016	31 March 2015
Loans given by the company as at 31st March, 2016	137,179,990	223,231,138
Investments made by the company as at 31s March, 2016	250,000,000	150,000,000
Total	**387,179,990**	**373,231,138**

Note 44

Previous year figures have been re-grouped/re-classified wherever considered necessary to compare with current year figures.

As per our report of even date attached

For **Bhuta Shah & Co. LLP**
Chartered Accountants
Firm Regn. No. 101474W/W100100

For and on behalf of the Board of Directors

Amrut P. Shah
Chairman & Managing Director

Shantilal P. Shah
Whole-time Director

CA. Shailesh Bhuta
Partner
Membership No. 033958

Rajesh B. Jain
Chief Financial Officer

Manik R. Makwana
Company Secretary

Mumbai, 23rd May, 2016

Independent Auditors' Report

To the Board of Directors of **Sundaram Multi Pap Limited**

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Sundaram Multi Pap Limited ("the Holding Company"), and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31 March 2016, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors are responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 ("the Act"), that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our qualified audit opinion on the consolidated financial statements.

Basis for Qualified Opinion

As more fully explained in Note 40 to the consolidated financial statements, no provision is made for gratuity by the Subsidiary Company which constitutes a departure from the Accounting Standard - 15 "Employee Benefits (revised 2005)". We were unable to obtain sufficient appropriate audit evidence, consequently the impact thereof on the loss for the year and liability as at year end is not ascertainable.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, the aforesaid financial statements give the information required by the

Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2016 and its consolidated loss and its consolidated cash flows for the year ended on that date.

Emphasis of Matters

We draw attention to the following matters in the notes to the consolidated financial statements:

Note 31 in the consolidated financial statements which indicate that, balances of certain trade receivables and advances are subject to confirmation and reconciliation. However, the management does not expect any material variation affecting the current year's consolidated financial statements on account of such reconciliation / adjustments. Accordingly, no provision has been made in the consolidated financial statements.

Our opinion on the consolidated financial statements is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, we report, to the extent applicable, that:

a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of aforesaid consolidated financial statements;

b. in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books;

c. the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;

d. except for the effect of matter described in the Basis for Qualified Opinion paragraph above, in our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

e. on the basis of the written representations received from the directors of the Holding Company as on 31 March 2016 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditor of its subsidiary company, none of the directors of the Group companies is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164 (2) of the Act;

f. with respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and

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

i. the consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group. Refer Note 29 to the consolidated financial statements;

ii. the Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and

iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.

For **Bhuta Shah & Co LLP**
Chartered Accountants
Firm Reg. No.: 101474W/W100100

CA. Shailesh Bhuta
Partner
Membership No.: 033958
Mumbai, 23rd May, 2016

"Annexure – A"

to Independent Auditor's Report of even date on the consolidated financial statements for the year ended 31 March 2016 referred to in paragraph 2(f) under the heading of "Report on Other Legal and Regulatory Requirements"

Report on the Internal Financial Controls 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 Sundaram Multi Pap Limited ("the Holding Company") and its subsidiary company as of and for the year ended 31 March 2016 in conjunction with our audit of the consolidated financial statements of the Company.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its subsidiary company are 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 ("ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the 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, the Holding Company and its subsidiary company, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For **Bhuta Shah & Co LLP**
Chartered Accountants
Firm Reg. No.: 101474W/W100100

CA. Shailesh Bhuta
Partner
Membership No.: 033958

Mumbai, 23 May 2016

SUNDARAM MULTI PAP LIMITED

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016

Particulars	Note No.	As at 31st March, 2016	As at 31st March, 2015
		₹	₹
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	3	215,605,773	215,605,773
Reserves And Surplus	4	600,891,388	734,564,308
		816,497,161	**950,170,081**
Non-Current Liabilities			
Long-Term Borrowings	5	219,136,048	468,470,386
Deferred Tax Liabilities (Net)	6A	21,734,042	36,133,774
Long Term Provisions	7	1,186,436	3,391,297
		242,056,526	**507,995,457**
Current Liabilities			
Short-Term Borrowings	8	458,623,675	394,267,512
Trade Payables	9	96,610,207	97,307,176
Other Current Liabilities	10	285,652,062	233,520,333
Short-Term Provisions	11	1,566,479	4,004,198
		842,452,423	**729,099,219**
Total Equity & Liabilities		**1,901,006,110**	**2,187,264,757**
ASSETS			
Non-Current Assets			
Fixed Assets			
Tangible Assets	12A	867,227,603	947,829,489
Intangible Assets	12B	52,065,115	66,719,175
Capital Work-In-Progress		605,555	-
		919,898,273	**1,014,548,664**
Non-Current Investments	13	-	50,000
Deferred Tax Assets (Net)	6B	51,955,496	51,955,496
Long Term Loans And Advances	14	60,877,936	62,405,291
		112,833,432	**114,410,787**
		1,032,731,705	**1,128,959,450**
Current Assets			
Inventories	15	448,354,411	672,512,114
Trade Receivables	16	303,529,429	251,757,494
Cash And Cash Equivalents	17	16,156,980	13,052,597
Short-Term Loans And Advances	18	100,086,583	120,828,598
Other Current Assets	19	147,002	154,503
		868,274,405	**1,058,305,306**
Total Assets		**1,901,006,110**	**2,187,264,757**

Significant Accounting Policies 1 to 43

The accompanying notes form an integral part of the consolidated financial statements

As per our report of even date attached

For Bhuta Shah & Co LLP
Chartered Accountants
Firm Reg. No.: 101474W/W100100

For and on behalf of the Board of Directors

CA. Shailesh Bhuta
Partner
Membership No.: 033958

Amrut P. Shah
Chairman & Managing Director

Shantilal P.Shah
Whole-time Director

Mumbai, 23rd May, 2016

Rajesh B. Jain
Chief Financial Officer

Manik R. Makwana
Company Secretary

SUNDARAM MULTI PAP LIMITED

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2016

Particulars	Note No.	As at 31st March, 2016	As at 31st March, 2015
INCOME		₹	₹
Revenue From Operations	20	985,283,187	849,212,565
Other Income	21	2,740,831	2,052,513
Total Income (I)		**988,024,018**	**851,265,078**
EXPENSES			
Cost Of Materials Consumed	22	604,995,542	598,655,083
Purchase Of Stock-In-Trade		19,152,133	208,637,484
Changes In Inventories Of Finished Goods And Work-In-Progress	23	123,188,643	(113,902,459)
Employee Benefits Expenses	24	37,345,028	42,988,516
Finance Costs	25	121,903,626	160,577,519
Depreciation And Amortization Expenses	26	39,885,207	52,903,834
Other Expenses	27	74,395,431	101,474,083
Total Expenses (II)		**1,020,865,610**	**1,051,334,060**
Profit / (Loss) before extraordinary items and tax (I) - (II)		**(32,841,592)**	**(200,068,982)**
Other Income			
Exceptional items	28	(68,871,134)	(34,030,715)
Profit Before Tax		**(101,712,726)**	**(234,099,697)**
TAX EXPENSES/ BENEFITS:			
(1) Current Tax		-	-
(2) Deferred Tax		(14,399,732)	-
(3) Short / (Excess) Provision Of Earlier Years		(136,778)	(7,416,195)
Total Tax Expenses		**(14,536,510)**	**(7,416,195)**
Profit For The Year		**(87,176,216)**	**(226,683,502)**
Earnings Per Share: (Face Value Of ₹ 1/- Each)			
(1) Basic		(0.40)	(1.05)
(2) Diluted		(0.40)	(1.05)

Note for disclosure related to AS-24 "Discontinuing Operation" 42

Significant Accounting Policies 1 to 43

The accompanying notes form an integral part of the consolidated financial statements

As per our report of even date attached

For Bhuta Shah & Co LLP
Chartered Accountants
Firm Reg. No.: 101474W/W100100

For and on behalf of the Board of Directors

CA. Shailesh Bhuta
Partner

Amrut P. Shah
Chairman & Managing Director

Shantilal P.Shah
Whole-time Director

Mumbai, 23rd May, 2016

Rajesh B. Jain
Chief Financial Officer

Manik R. Makwana
Company Secretary

SUNDARAM MULTI PAP LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

	Particulars	Year Ended 31ST MARCH, 2016		Year Ended 31ST MARCH, 2015	
		Amount in ₹		Amount in ₹	
A.	**CASH FLOW FROM OPERATING ACTIVITIES :**				
	Net Profit / (Loss) before Tax and Extraordinary items		**(101,712,727)**		**(234,099,696)**
	Adjustment for :				
	Depreciation & Amortisation	39,885,207		52,903,834	
	Interest Income	(24,188,762)		(75,130,271)	
	Dividend Income	-		(7,500)	
	Preliminary Expenses W/off	-		-	
	Interest Paid	146,092,388		196,776,023	
	(Profit) / Loss on Sale of Fixed Assets	(86,239,041)		(83,456,086)	
			75,549,792		**91,086,001**
			(26,162,934)		**(143,013,695)**
	Operating profit before working capital changes				
	Adjustment for :				
	Trade Receivables	(51,771,934)		278,756,709	
	Inventories	224,157,702		(30,586,038)	
	Loans & Advances	20,745,447		130,223,757	
	Other Current Assets	7,500		(7,500)	
	Trade Payables	(696,969)		(49,136,664)	
	Other Liabilities & Provisions	52,031,728		67,717,786	
			244,473,474		**396,968,051**
	Cash generated from operations		**218,310,539**		**253,954,356**
	Direct Taxes Paid (Net)		**(777,017)**		**1,080,532**
	NET CASH FLOW FROM OPERATING ACTIVITIES		**217,533,522**		**255,034,888**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**				
	Purchase of Tangible Fixed Assets (Net)	(2,162,792)		(7,666,205)	
	Purchase Of Intangible Fixed Assets (Net)	(605,555)		-	
	Sale of Tangible Fixed Assets	95,171,008		117,309,923	
	Sale of Investment	50,000		-	
	Interest Received	24,188,762		75,130,271	
	Dividend Received	-		7,500	
	NET CASH FLOW FROM INVESTING ACTIVITIES		**116,641,423**		**184,781,489**
C.	**CASH FLOW FROM FINANCING ACTIVITIES :**				
	Proceeds from Borrowings	(184,978,175)		(242,753,641)	
	Interest Paid	(146,092,388)		(196,776,023)	
	Dividend Paid (Incl. of Tax)	-		(2,522,479)	
	NET CASH FLOW FROM FINANCING ACTIVITIES		**(331,070,563)**		**(442,052,143)**
	Net Increase/(Decrease) in Cash and Cash equivalents (A+B+C)		**3,104,383**		**(2,235,767)**
	Cash and Cash equivalents at beginning of the year	13,052,597		15,288,365	
	Cash and Cash equivalents at end of the year	16,156,980		13,052,598	
	Net Increase/ (Decrease)		**3,104,383**		**(2,235,767)**

Note:

1 Cash and cash equivalents consists of Cash on hand and Balance with banks.

2 The above cash flow statement has been prepared under the indirect method as set out in Accounting Standard - 3 "Cash Flow Statement" issued by the Institute of Chartered Accountants of India.

3 Previous year's figures have been re-grouped/re-arranged wherever necessary.

As per our report of even date attached

For Bhuta Shah & Co. LLP
Chartered Accountants
Firm Reg. No.: 101474W/W100100

For and on behalf of the Board of Directors

CA. Shailesh Bhuta
Partner

Membership No.: 033958

Mumbai, 23rd May , 2016

Amrut P. Shah
Chairman & Managing Director

Shantilal P.Shah
Whole-time Director

Rajesh B. Jain
Chief Financial Officer

Manik R. Makwana
Company Secretary

Note 1.

Stationery: We designs, manufactures and markets paper stationery products – exercise note books, long books, note pads, scrap books, drawing books, graph books - for students of all ages, as well as office/ corporate stationery products and printing, writing & packaging paper.

We have over 190 varieties of paper stationery products under the brand "Sundaram" which are very popular among the student communities and enjoy very high reputation in the market for its superb quality and durability.

Sundaram multi pap ltd was incorporated on 13th March, 1995 with the Registrar of Companies, Maharashtra, at Mumbai and the Certificate of Commencement of Business was obtained on 10th April, 1995.

At the start of the Company in the year 1995, we had a capacity of 5 tons per day of conversion of paper into paper stationery, which was increased to 60 tons per day as of now which is also considering 75% utilisation of the machinery.

With the strong brand and market penetration we are present in pan Maharashtra and are number one brand among consumers today.

E-learning: Leveraging the powers of Computers and using a blend of Internet, Mobile, and other means of Digital Communication Technologies, E-class Education System Limited our Wholly-owned Subsidiary Company is taking quality and affordable education to reach the millions of Students across the Maharashtra and even the remote areas of the State. E-class aims at educating the Majority of the Students across the state by providing various products such as Smartphone Application, Android Memory cards, Pen-drives etc. E-class offers E-Educational/ Digital products mapped to the Maharashtra State board, for 1st to 10th Standard syllabus courses on all the Subjects in Marathi, English, and Semi-English Languages. Our content have been designed and reviewed by eminent Academicians. It contains various chapter notes along with practical examples which can help to understand the concept. It also contains the question answer and Mind-map at the end of the chapter to test and enhance the knowledge.

With the increasing Government initiatives to promote the vision of Digital India, Universal digital literacy, universally accessible digital resources, the management is expecting an increase in the demand for E-learning content and positive for the future growth of the Company.

Note 2.

SIGNIFICANT ACCOUNTING POLICIES:

I. PRINCIPLES OF CONSOLIDATION:

The Consolidated Financial Statements relate to Sundaram Multi Pap Limited (the Company) and its wholly owned subsidiary E-Class Education System Limited.

Basis of Preparation:

The Consolidated Financial Statements have been prepared in accordance with the principles and procedure required for the preparation and presentation of consolidated financial statement as laid down under the Accounting Standard (AS) 21 – "Consolidated Financial Statements" notified by the Companies (Accounting Standard) Rules, 2006. The Consolidated Financial Statement comprises the financial statement of the company and its Subsidiary.

Principles of Consolidation:

The Financial Statements of the Company and its wholly owned Subsidiary Company have been combined on a line-by-line basis by adding together book values of like items of Assets, Liabilities, Income and Expenses after eliminating intra-group balances and transaction and unrealized gain/loss.

II. SIGNIFICANT ACCOUNTING POLICIES :

a. Accounting Conventions:

The financial statements of the company have been prepared in accordance with the Generally Accepted Accounting Principles in India (GAAP) under historical cost convention on accrual basis except for certain financial instrument which are measured at fair values to comply with the Accounting Standards specified under section 133 of the Companies Act, 2013 ("the Ac") read with rule 7 of the Companies (Accounts) Rules, 2014, the provision of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

b. Use of Estimates:

Preparation of financial statements in conformity of with Indian GAAP requires that the Management of the Company to makes estimates and assumptions that affect the reported amount of income and expenses of the period, the reported balances of assets and liabilities and the assumptions relating to contingent liabilities as on the date of the financial statements. Examples of such estimates include the useful life of tangible and intangible fixed assets, provision for doubtful debts/advances, future obligation in respect of retirement benefit plans, etc. Difference, if any, between the actual results and estimates is recognized in the period in which the results are known and if material, their effects are disclosed in the notes to the financial statements.

c. Fixed Assets:

Tangible fixed assets are stated at cost of acquisition less accumulated depreciation and impairment and include amounts added on revaluation if any. The cost of Tangible Asset comprises its purchase price, borrowing cost and any cost directly attributable to bringing the asset to its working condition for its intended use. Intangible assets are recorded at the consideration paid for acquisition of such assets and are carried at cost of acquisition net of any recoverable taxes less accumulated amortization and impairment, if any.

d. Cash Flow Statement:

Cash flows are reported using indirect method, whereby profit/(loss) before extraordinary item and 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 flow from operating, investing and financing activities of the company are segregated based on the available information

e. Depreciation / Amortization:

Depreciation on tangible fixed assets is provided on the straight line method as per useful life prescribed in Schedule II of the Act Depreciation on addition/deletion of assets during the year is provided on pro-rata basis. Brand will be amortized over a period of five subsequent years on a systematic basis as decided by the management at the rate of 20% in each year

f. Investment:

Non Current Investments are stated at cost. Provision for diminution in the value is made only if such a decline is other than temporary. Current investments are carried at lower of cost or fair value/ market value, determined on individual basis.

g. Valuation of Inventories:

Raw materials, stores and packing materials are valued at lower of cost or net realizable value. Cost is assigned on FIFO basis. Semi - finished goods are valued at raw material cost plus proportionate manufacturing overheads. Finished goods are valued at lower of the cost or net realizable value. Unrealized profit, if any, in inter unit transaction is eliminated to the extent possible.

h. Revenue Recognition:

i. The Company recognizes revenue on sale of products upon dispatch to the customer or when delivered to the ocean carrier for export sales, which is when risks and rewards of ownership are passed to the customer. Sales are shown net of returns, discounts, excise duty and VAT.

ii. Dividend income on investment is accounted for in the year in which the right to receive the payment is established.

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

i. Export Incentives:

Considering the uncertainty in respect of actual income realizable, which depends on the market conditions, the benefits accruing under the Duty Entitlement Pass Book Scheme, are recognized on the basis of actual realization.

j. Employee Benefits:

a) Short Term Employee Benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries and wages, leave salary etc. and the expected cost of ex-gratia are recognized in the period in which the employee renders the related service.

b) Post-Employment Benefits:

i) Defined contribution plans:

The Company makes specified monthly contributions towards employee provident fund. The Company's contribution paid / payable under the schemes is recognized as an expense in the statement of profit and loss during the period in which the employee renders the related service.

ii) Defined benefit plan:

The Company's gratuity benefit scheme is a defined benefit plan. The Company contributes to a gratuity fund which has taken a group policy with Life Insurance Corporation of India for future payments of gratuity to retiring employees. The premium has been so adjusted as to cover the liability under the scheme in respect of all employees at the end of their future anticipated services with the company.

c) Leave encashment:

Liability on account of Leave Encashment up to year end has been provided/ paid during the year. None of the employee is allowed to carry forward leave to subsequent period.

k. Foreign Currency Transactions:

Transactions in foreign currency are recorded at the rate of exchange in force at the time transactions are affected. Exchange differences arising on settlement of these transactions are recognized in the Statement of Profit and Loss.

Monetary items (other than those related to acquisition of fixed assets) denominated in foreign currency are revalued using the exchange rate prevailing at date of the Balance Sheet and resulting exchange difference is recognized in the Statement of Profit and Loss. Non-monetary foreign currency items are carried at cost.

l. Borrowing Cost:

Borrowing Costs that are attributable to acquisition or construction of a qualifying asset are capitalized as a part of the cost of such asset. A Qualifying asset is one that necessarily takes a substantial period of time to get ready for intended use. All other borrowing costs are charged to Statement of Profit & Loss.

m. Provision for Taxes:

Provision for current tax is determined in accordance with the Income Tax laws prevailing for the relevant assessment years.

1. In E-class education syatem Limited Deferred tax arising due to timing difference between the book profit and tax profit for the year has been not accounted for. As per AS 22,Deferred Tax assets should be recognized and carried forward only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized. The company does not have such virtual certainty hence no DTA is recognized.

2. Deferred tax asset arising due to timing difference between the book profit and tax profit for the year has not been accounted for. Deferred Tax Liability arising from timing differences is not recognized in the opinion that the company is suffering from the losses and there will not be any tax effect flowing to the company in future

n. Impairment of Fixed Assets:

At each balance sheet date, the Company reviews the carrying amount of its fixed assets to determine whether there is any indication that those assets suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-discount rate that reflects the current market assessments of time value of money and the risks specific to the asset.

o. Leases:

Lease of assets under which all the risk and rewards of ownership are effectively retained by the lessor are classified as operating leases. Lease payments under operating leases are recognized as expenses on accrual basis in accordance with respective lease agreements.

p. Financial Derivatives Hedging Transaction:

In respect of Derivatives contract, premium paid provision for losses on restatement and gains/losses on settlement are recognized in Statement of Profit & Loss. The company uses Foreign Currency Hedges to manage its risks associated with Foreign Currencies Fluctuation relating to Export receivable. The company does not use Hedges for speculative purpose.

q. Contingent Liability:

The Company creates a provision when there is a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation.

A disclosure for contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not result in outflow of resources.

When there is a possible obligation or present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

SUNDARAM MULTI PAP LIMITED

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

NOTE 3 : SHARE CAPITAL

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
Authorized Capital		
250,000,000 (31 March 2015: 250,000,000) Equity Shares of ₹ 1/- Each	250,000,000	250,000,000
	250,000,000	**250,000,000**
Issued, Subscribed & Paid-up Capital		
215,605,773 (31 March 2015: 215,605,773) Equity Shares of ₹ 1/- Each Fully Paid	215,605,773	215,605,773
Total of Issued, Subscribed And Fully Paid Up Share Capital	**215,605,773**	**215,605,773**

a) **Reconciliation Of The Number Of Shares Is Set Out Below:**

Particulars	2015-16		2014-15	
	Equity Shares		Equity Shares	
	Number	₹	Number	₹
Shares Outstanding At The Beginning Of The Year	215,605,773	215,605,773	215,605,773	215,605,773
Shares Issued During The Year	-	-	-	-
Shares Bought Back During The Year	-	-	-	-
Shares Outstanding At The End Of The Year	**215,605,773**	**215,605,773**	**215,605,773**	**215,605,773**

b) **Rights, Preferences and Restrictions attached to Equity Shareholders:**

The holding company has only one class of equity shares having a face value of ₹ 1/- per share. Each holder of equity shares is entitled to one vote per equity share. A member shall not have any right to vote whilst any call or other sum shall be due and payable to the company in respect of any of the shares of such member. All equity shares of the company rank pari passu in all respects including the right to dividend.

In the event of winding-up, subject to the rights of holders of shares issued upon special terms and conditions, the holders of equity shares shall be entitled to receive remaining assets, if any, in proportion to the number of shares held at the time of commencement of winding-up.

The shareholders have all other rights as available to equity shareholders as per the provisions of the Companies Act, 2013, read together with the memorandum of association and articles of association of the company, as applicable.

c) The holding company does not have any holding company or ultimate holding company. Promoter shareholding in the company including persons acting in concert with the promoters as on 31 March 2016 is 69,455,585 equity shares i.e. 32.21% of the equity share capital of the company. Previous year 31 March 2015 is 76,229,348 equity shares i.e. 35.36%.

d) **The Details Of Share Holders Holding More Than 5% Shares:**

Name Of Shareholder	As at 31 March, 2016		As at 31 March, 2015	
	No. Of Shares held	% of Holding	No. Of Shares held	% of Holding
Amrut P Shah	22,283,925	10.34	23,288,887	10.80
Raichand P Shah	21,734,503	10.08	26,898,304	12.48
Shantilal P Shah	14,787,157	6.86	14,787,157	6.86
Citigroup Global Markets Mauritius	-	-	11,825,702	5.48
Ganjam Trading Pvt Ltd	14,999,499	6.96	14,999,499	6.96

* Citigroup Global Markets Mauritius holds 572,702 Shares i.e 0.27% as on 31 March 2016

e) The Company has alloted 143,737,182 (FV - ₹ 1/-) equity shares by way of Bonus issue in the Financial Year 2012-13 in the ratio 1:2.

NOTE 4 : RESERVES & SURPLUS

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
(a) Capital Reserve		
Opening Balance	700,000	700,000
Add: Capital Reserve	-	-
Capital Reserve - Closing Balance	**700,000**	**700,000**
(b) Securities Premium Reserve		
Opening Balance	466,413,981	466,413,981
Add: Securities Premium Reserve	-	-
Securities Premium Reserve - Closing Balance	**466,413,981**	**466,413,981**
(c) Revaluation Reserve		
Opening Balance	404,947,354	443,754,167
Add: Revaluation of Land *	(48,601,564)	(38,806,813)
Revaluation Reserve - Closing Balance	**356,345,790**	**404,947,354**
(d) General Reserve		
Opening Balance	16,972,914	16,972,914
Add: Transition provision as per AS 15 (Revised)	2,104,861	-
General Reserve - Closing Balance	**19,077,775**	**16,972,914**
(e) Surplus In The Statement Of Profit And Loss		
Opening Balance	(154,469,941)	318,563,704
Add: Depreciation Adjusted Against Free Reserves	-	(246,350,144)
Add: Net Profit/(Loss) For The Year	(87,176,216)	(226,683,501)
Less: Reserve Transfer to Mumbai	-	-
Add: Reserve Received From Kandla	-	-
Balance Available For Appropriation	**(241,646,158)**	**(154,469,940)**
Add: Appropriations		
Less: Appropriations	-	-
Proposed Dividend	-	-
Dividend Distribution Tax	-	-
Transfer To General Reserve	-	-
Net Surplus In The Statement Of Profit And Loss	**(241,646,158)**	**(154,469,940)**
Total Of Reserves And Surplus	**600,891,388**	**734,564,308**

*The Company has revalued its Land at Palghar on 31st May 2013

NOTE 5 : LONG TERM BORROWINGS

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
Term Loan		
Secured		
From Banks		
State Bank Of India *	187,435,204	389,106,588
Industrial Development Bank of India *	2,175,376	39,000,000
Yes Bank **	10,000,000	20,000,000
Vehicle Loans @	-	173,440
From Others		
From Other Parties	3,161,177	3,826,067
Deferred Payment Liabilities		
Unsecured		
Sales Tax Deferred Loan ***	13,554,850	13,554,850
Loan From Sicom	2,064,441	2,064,441
Deposits		
Unsecured		
Deposits	745,000	745,000
Total Of Long Term Borrowings	**219,136,048**	**468,470,386**

\+ In case of delay/default as on the Balance Sheet date in repayment of loans and interest with respect to above :

(1) Period of Default : Earlier Years

(2) Amount : ₹ 2,064,441

* **Corporate Loan-State Bank Of India (SBI)**
Secured primarily by first charge (Hypothecation and mortgage) over the Fixed assets (immovable and movable) of the Holding Company as well as personal guarantee of three directors and collaterally secured by extension of hypothecation charge over entire current assets of the company. Further, additional colleteral security carrying first pari-passu charge in the form of pledge of promoter's shares to the extent of 100% of E-Class Eduaction System Ltd. has also been given. The said Loan carries floating rate of interest ranging of 3% above base rate. The repayment of the Loan shall commence from September 2015 and to be fully repaid by March 2020.

Funded Interest Term Loan (FITL) and Working Capital Term Loan (WCTL) - SBI and Industrial Development Bank of India (IDBI).

Secured primarily by first pari passu charge over the entire current assets (present and future) of the Company as well as personal guarantee of three directors and collaterally secured by second pari - passu charge (hypothecation and mortgage) over the fixed assets (movable and immovable) of the Company, with IDBI bank. Further, additional colleteral security carrying first pari-passu charge in the form of pledge of promoter's shares to the extent of 100% of E-Class Eduaction System Ltd. has also been given. The said Loans carries floating rate of interest ranging between 2.75% to 3% above base rate. The repayment of WCTL shall commence from September 2015 and to be fully repaid by September 2016. The repayment of FITL shall commence from December 2015 and to be fully repaid by March 2020.

** Secured by subservient charge over current and movable fixed assets of the holding company as well as personal guarantee of three directors and pledge of shares of the Company carrying floating rate of interest of 2% above base rate and repayable by June, 2018.

*** Secured by Hyphotecation of respective vehicles purchased carrying interest ranging from 10.75% To 13.25% and repayable by May-2016.

$ Secured by Hyphotecation of respective vehicles purchased carrying interest ranging from 12% and repayable by March-2021.

@ Repayment shall commence from the financial year 2015-16 upto 2024-25.

5.1 Out the above loans, three Directors of the Holding Company have given their personal guarantee for secured loans (except vehicle loan) aggregating to ₹448,106,588/-

NOTE 6 : DEFERRED TAX ASSETS AND LIABILITIES (NET)

(A) Classified on a Company wise basis:

	As at 31st March, 2016	As at 31st March, 2015
(i) **Deferred tax asset**	51,955,496	51,955,496
(ii) **Deferred tax liability**	(21,734,042)	(36,133,774)
Net Deferred Tax Asset	**30,221,454**	**15,821,722**

(B) Major components of deferred tax arising on account of timing differences are:

		As at 31st March, 2016	As at 31st March, 2015
Liabilities			
Depreciation		44,744,393	50,515,226
	(A)	**44,744,393**	**50,515,226**
Assets			
Employee Benefits / Expenses Allowable on Payment Basis		366,609	1,100,306
Unabsorbed Depreciation and business losses		74,599,238	65,236,642
	(B)	**74,965,847**	**66,336,948**
Less: Opening Net Deferred Tax Liability	**(C)**	(15,821,722)	(15,821,722)
Net Deferred Tax Liability Charged To Statement Of Profit And Loss	**(D) = A-B-C**	**(14,399,732)**	**(0)**

NOTE 7 : LONG TERM PROVISIONS

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
Provision For Employees Benefit		
Provision For Gratuity	1,186,436	3,391,297
Total of Long Term Provisions	**1,186,436**	**3,391,297**

Note : 8 SHORT TERM BORROWINGS

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
Loan Repayable On Demand		
From Banks		
Secured		
Cash Credit From State Bank Of India **	126,101,133	126,380,657
Cash Credit From Industrial Development Bank Of India **	25,258,474	25,355,622
From Public Financial Institutions	-	-
Unsecured	-	-
From Banks	-	-
From Other Financial Institutions	-	-
Loans & Advances From Related Parties		
Unsecured		
Loan From Directors ###	61,719,213	90,160,538
Deposit		
Unsecured		
Intercorporate Deposits##	245,544,856	152,370,696
Total Of Short Term Borrowings	**458,623,675**	**394,267,512**

** Secured primarily by first pari passu charge over stock and book debts of the Holding Company with other working capital lender and personal guarantee of three Directors and collaterally secured by second pari - passu charge (hypothecation and mortgage) over the fixed assets (movable and immovable) of the holding company. Further, additional colleteral security carrying first pari-passu charge in the form of pledge of promoter's shares to the extent of 100% of E-Class Eduaction System Ltd. has also been given. The said loan carries interest rate ranging between 2.75% to 3% above base rate.

It consist of loan from three Directors and are interest free. Further, all the loans are provided by the director from their own funds.

All inter corporate deposits are taken against pledge of Promoters Equity Shares held in the Holding Company.

NOTE 9 : TRADE PAYABLES

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
Trade Payables (Refer Note 30 For Details Of Dues To Micro, Small And Medium Enterprises)	96,610,207	97,307,176
Total Of Trades Payable	**96,610,207**	**97,307,176**

NOTE 10 : OTHER CURRENT LIABILITIES

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
Current Maturities Of Long-Term Borrowings (Refer Note 3)		
From Banks	255,530,215	192,893,879
From other Financial Institutions	-	1,000,000
Vehicle Loans	739,091	1,219,942
Sales Tax Deferred Loan	124,660	124,660
Advance From Customers	10,794,968	13,029,648
Advance toward sales of fixed Assets	-	-
Interest Accrued But Not Due On Borrowings	-	-
Unpaid Dividend	328,730	501,713
Other Payables	-	-
Outstanding Expenses	15,120,749	18,117,763
Outstanding Statutory Liabilities	2,233,648	5,852,728
Trade Deposits	780,000	780,000
Total Of Other Current Liabilities	**285,652,062**	**233,520,333**

NOTE 11 : SHORT TERM PROVISIONS

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
Others		
Provision For Income Tax	1,566,479	4,004,198
Total Of Short Term Provisions	**1,566,479**	**4,004,198**

SUNDARAM MULTI PAP LIMITED
CONSOLIDATED NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE 12 : FIXED ASSETS

(Amount in ₹)

PARTICULARS	GROSS BLOCK (AT COST)				DEPRECIATION				NET BLOCK	
	As on 1st April, 2015	Additions During the Year	Deductions During the Year	As on 31st March, 2016	As on 1st April, 2015	For the Year	Deductions During the Year	As on 31st March, 2016	As on 31st March, 2016	As on 31st March, 2015
A. Tangible Assets: (Owned)										
Freehold Land	585,143,048	-	50,287,860	534,855,188	-	-	-	-	534,855,188	585,143,048
Building	218,413,827	-	-	218,413,827	92,454,237	4,311,453	-	96,765,690	121,648,137	125,959,590
Plant & Machinery	263,756,576	-	8,381,254	255,375,322	72,565,948	10,200,688	1,181,514	81,585,122	173,790,200	191,190,628
Furniture & Fixture	81,563,096	45,367	-	81,608,463	52,944,157	5,295,383	-	58,239,540	23,368,923	28,618,939
Vehicles	32,524,475	-	918,644	31,605,831	17,297,181	3,105,482	872,712	19,529,951	12,075,880	15,227,294
Office Equipments	10,914,533	200,365	-	11,114,898	9,224,541	401,082	-	9,625,623	1,489,275	1,689,992
Total Tangible Assets	**1,192,315,555**	**245,732**	**59,587,758**	**1,132,973,529**	**244,486,064**	**23,314,089**	**2,054,226**	**265,745,927**	**867,227,603**	**947,829,490**
B. Intangible Assets:										
Brand	72,930,746	-	-	72,930,746	52,874,792	10,027,980	-	62,902,772	10,027,974	20,055,954
Knowledge Based Content	118,928,573	1,917,060	-	120,845,633	72,818,828	6,464,406	-	79,283,234	41,562,399	46,109,745
Website	1,122,192	-	-	1,122,192	568,717	78,733	-	647,450	474,742	553,475
Total Intangible Assets	**192,981,511**	**1,917,060**	**-**	**194,898,571**	**126,262,337**	**16,571,119**	**-**	**142,833,456**	**52,065,115**	**66,719,174**
TOTAL (A+B)	**1,385,297,066**	**2,162,792**	**59,587,758**	**1,327,872,100**	**370,748,402**	**39,885,208**	**2,054,226**	**408,579,383**	**919,292,717**	**1,014,548,664**
Previous Year	**1,729,402,778**	**7,666,205**	**351,771,917**	**1,385,297,066**	**350,605,695**	**52,903,834**	**269,766,399**	**133,743,130**	**1,014,548,664**	

12.1 Adoption of useful life of the assets as per the requirement of Schedule II of the Companies Act, 2013

Effective from 1 April 2014 the Group has charge depreciation based on revised remaining useful life of the assets as per the requirement of Schedule II of the Companie Act, 2013 as per para 7(b) of notes to Part C. Based on transitional provision provided in note 7(b) to Schedule II, where the remaining useful life of an asset is Nil, the carrying amount of the asset should be recognized in the retained earnings. Such carrying amount as on 1 April 2014 for the Company was Rs. 246,350,144/-.

NOTE 13 : NON CURRENT INVESTMENTS

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
Trade Investments		
Others (valued at Cost)		
Investment In Unquoted Equity Instruments		
ii **Others**	-	50,000
5,000 Equity Shares Of ₹10/- Each Fully Paid Up Of Abhyudaya CO-Operative Bank Ltd. (Previous Year 5,000 Shares)		
Total Of Non Current Investment	**-**	**50,000**
Aggregate amount of quoted investments	-	-
Aggregate amount of unquoted investments	-	50,000
Total Of Non Current Investment	**-**	**50,000**

NOTE 14 : LONG TERM LOANS AND ADVANCES

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
Security Deposits		
Secured, Considered Good	5,900,812	3,573,995
Unsecured, Considered Good	4,736,514	4,761,230
Other Loans & Advances	50,240,610	54,070,066
Total Of Long Term Loans And Advances	**60,877,936**	**62,405,291**

NOTE 15 : INVENTORIES

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
Raw Materials	150,439,756	138,428,858
Work-In-Progress	110,080,633	105,135,306
Finished Goods	24,438,655	48,350,188
Trading Goods	146,328,161	357,096,552
Stores & Spares	17,067,207	23,501,210
Total Of Inventories	**448,354,411**	**672,512,114**

NOTE 16 : TRADE RECEIVABLES

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
Debts Overdue Beyond 6 Months		
Unsecured, Considered Good	137,981,805	166,795,288
Others		
Unsecured, Considered Good	165,547,624	84,962,206
Total Of Trade Receivables	**303,529,429**	**251,757,494**

NOTE 17 : CASH AND CASH EQUIVALENTS

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
Cash-In-Hand		
Cash Balance	3,176,512	2,542,893
Sub Total (A)	**3,176,512**	**2,542,893**
Bank Balance		
In Current Accounts	371,431	3,834,453
In Deposit Accounts	12,229,320	6,122,652
In Dividend Accounts	379,717	552,600
Sub Total (B)	**12,980,468**	**10,509,705**
Total Of Cash And Cash Equivalent (A) + (B)	**16,156,980**	**13,052,597**

Includes deposit with Banks Of ₹ 153,611/- (31 March 2015: 276,581) with original maturity Of more than 12 months.

NOTE 18 : SHORT TERM LOANS AND ADVANCES

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
Others		
Unsecured, Considered Good		
Advance To Suppliers	26,269,763	29,266,202
Advance Income Tax (Net Off Provision For Tax)	11,431,128	12,955,052
Balance With Revenue Authorities	7,417,049	6,047,452
Prepaid Expenses	5,809,851	567,847
Advance To Employees	339,590	364,590
Other Advances	48,819,203	71,627,455
Total Of Short Term Loans And Advances	**100,086,583**	**120,828,598**

NOTE 19 : OTHER CURRENT ASSETS

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
Dividend Receivable	7,500	15,000
Interest Receivable	139,502	139,503
Total Of Other Current Assets	**147,002**	**154,503**

SUNDARAM MULTI PAP LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE 20 : REVENUE FROM OPERATIONS

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
Sale of Products		
Local Sales	881,757,134	868,554,087
Trading Sales	128,022,189	5,317,124
Export Sales	-	-
	1,009,779,323	873,871,211
Other Operating Revenues		
Advertisement Income	555,000	900,000
	1,010,334,323	**874,771,211**
Less: Excise Duty	25,051,136	25,558,646
Total Of Revenue From Operations	**985,283,187**	**849,212,565**

NOTE 21 : OTHER INCOME

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
Dividend	-	7,500
Exchange Fluctuation On Exports	1,578,459	1,943,521
Miscellaneous Income	-	101,492
Sundry Balance Written Back	1,162,372	-
Total Of Other Income	**2,740,831**	**2,052,513**

NOTE 22 : COST OF MATERIAL CONSUMED

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
Raw Material Consumed		
Opening Stock	138,428,858	201,300,970
Add: Purchases	600,944,257	674,486,828
Raw Material Sales	-	(160,661,213)
Transport Inwards	16,062,183	21,957,356
	755,435,298	**737,083,941**
Less: Closing Stock	150,439,756	138,428,858
Total Of Cost Of Material Consumed	**604,995,542**	**598,655,083**

NOTE 23 : CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
Inventory (at Commencement)		
Opening Stock-Finished Goods	48,350,188	18,610,835
Opening Stock-Work In Progress	105,135,306	170,975,002
Opening Stock-Stock-in-Trade	357,096,552	207,093,750
Less: Inventory (at Close)		
Less: Trading Stock Tranfer Exceptional items	106,545,954	-
Less: Closing Stock-Finished Goods	24,438,655	48,350,188
Less: Closing Stock-Work In Progress	110,080,633	105,135,306
Less: Closing Stock-Stock-in-Trade	146,328,161	357,096,552
Total Of Changes In Inventories Of Finished Goods And Work-In-Progress	**123,188,643**	**(113,902,459)**

NOTE 24 : EMPLOYMENT BENEFIT EXPENSES

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
Salaries & Wages	30,786,163	33,343,329
Contribution To Provident Fund, Gratuity And Other Funds	1,413,814	1,948,078
Director's Remuneration	4,800,000	7,262,419
Staff Welfare	345,051	434,690
Total Of Employment Benefit Expenses	**37,345,028**	**42,988,516**

NOTE 25 : FINANCE COST

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
Interest Expenses	118,816,862	151,787,362
Other Borrowing Costs	4,297,615	8,790,157
Less: Interest Capitalised	-	-
	123,114,477	160,577,519
Less :-Interest Income	1,210,851	-
Total Of Financial Cost	**121,903,626**	**160,577,519**

NOTE 26 : DEPRECIATION & AMORTIZATION EXPENSES

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
Depreciation	23,314,088	29,985,968
Amortisation Of Intangibles	16,571,119	22,917,866
Total Of Depreciation & Amortization Expenses	**39,885,207**	**52,903,834**

NOTE 27 : OTHER EXPENSES

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
Note 27 A: Manufacturing Expenses		
Power And Fuel	3,025,476	2,749,627
Job Work Expenses	11,449,727	13,694,794
Repair & Maintenance To Building	339,597	735,754
Repair & Maintenance To Machinery	3,683,157	2,781,657
Security Expenses	-	289,267
Service Tax	587,527	1,161,878
Other Manufacturing Exp	-	35,150
Stores & Packing Material Consumed	22,606,964	48,611,663
Sub Total Note 27 A	**41,692,448**	**70,059,790**
Note 27 B: Selling & Distribution Expenses		
Sales Promotion & Advertisement Expenses	1,211,620	683,856
Freight, Clearing & Forwarding Charges	3,112,020	2,814,876
Loading & Unloading Charges	3,900,098	2,336,235
Commission Charges	2,458,126	253,362
Tempo Expenses	1,990,690	2,698,921
Sub Total Note 27 B	**12,672,554**	**8,787,250**
Note 27 C: Administrative Expenses		
Rent Expenses	2,335,431	1,471,593
Insurance Expenses	604,421	3,443,421
Rates & Taxes Expenses	236,462	354,876
Wealth Tax	-	70,020
Motor Car Expenses	519,145	1,097,153
Travelling Expenses	216,025	831,327
Computer Maintenance	169,976	88,796
Conveyance Expenses	146,080	96,608
Postage & Courier	223,253	412,723
Legal, Professional & Consultancy Charges	8,731,703	2,976,043
Printing & Stationery	1,385,266	741,167
Auditors Remuneration (Refer Note - 32)	1,225,000	400,000
Donation	5,000	5,000
Electricity Expenses	358,444	885,290
Exchange Fluctuation On Exports	58,935	-
Listing & Registration Fees	666,742	536,578
Loss On Sale Of Fixed Assets (Net)	1,488	-
Subscription Charges	22,302	39,180
Sundry Balance W/Off	21,520	7,864,712
Telephone Expenses	527,157	923,371
Stamp Duty	100,000	320
Sundry Expenses	2,476,079	388,866
Sub Total Note 27 C	**20,030,429**	**22,627,044**
Total of Other Expenses (Note 27 A+ 27 B+ 27 C)	**74,395,431**	**101,474,083**

NOTE 28 : EXCEPTIONAL ITEMS

	₹ As at 31st March, 2016	₹ As at 31st March, 2015
Profit on Sale of Fixed Assets	37,638,965	83,456,086
Loss on Sale of Non Moving Items	(106,545,954)	(116,379,845)
Reversal of Accrued Interest Receivable	35,855	(30,562,920)
Pre-Maturity of Keyman Insurance Policy	-	29,455,965
Total of Exceptional Items	**(68,871,134)**	**(34,030,715)**

Note 29

Contingent Liability:

		(Amount in ₹)
	31 March 2016	**31 March 2015**
Excise duty matter disputed with Commissioner of Central Excise (Appeals) – IV pertaining to FY 2012-13	4,190,537	4,190,537

(Dispute regarding demand raised on excise duty of usance charges for the financial year 2012-2013, matter disputed with Commissioner of Central Excise (Appeals) - IV)

Note 30

In the opinion of the management, current assets, loans, advances and deposits are approximately of the value stated, if realized in the ordinary course of business. The provision of all known liabilities is adequate and not in excess of the amount reasonably necessary.

Note 31

Balances of certain trade receivables, trade payables, loans and advances are subject to confirmations / reconciliation and consequential adjustments, if any. The management does not expect any material difference affecting the current year's financial statements on such reconciliation / adjustments.

Note 32

Auditors Remuneration:

Particulars	For the year ended 31.03.2016	For the year ended 31.03.2015
Audit fees	450,000	325,000
Tax Audit fees	100,000	75,000
Income Tax Matters	760,000	-
Others	-	-
Total	**1,310,000**	**400,000**

Note 33

Disclosure under MSMED Act, 2006:

The Company has not received any information from the "suppliers" regarding their status under the Micro Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to the amounts as at year end together with interest paid / payable as required under the said act have not been given.

Note 34

Segment Reporting:

Primary Segment (Business):

The group Companies operate in business segment of:-

1) Manufacture and sale of exercise note books and paper.

2) Development and sale of software for educational content.

Segment Reporting for Consolidated Financials

Sr. No.	Particulars	Paper and Paper Products		Software for educational content		Eliminations		Consolidated Total	
		For the year ended 31.03.2016	For the year ended 31.03.2015	For the year ended 31.03.2016	For the year ended 31.03.2015	For the year ended 31.03.2016	For the year ended 31.03.2015	For the year ended 31.03.2016	For the year ended 31.03.2015
I	**REVENUE**								
	External Total Revenue	960,212,607.00	833,024,595.00	25,070,580.00	16,187,970.00			985,283,187.00	849,212,565.00
II	**RESULT**								
1	Segment Result #	20,818,812.00	(53,236,033.00)	(627,912.00)	(20,286,144.00)			20,190,900.00	(73,522,177.00)
2	Unallocated Corporate Expenses							-	-
3	Operating Profit (1) - (2)							20,190,900.00	(73,522,177.00)
4	Interest expense							(121,903,626.00)	(160,577,519.00)
5	Income Taxes							14,536,510.00	7,416,195.00
6	**Profit from ordinary activities / Net Profit (3) - (4) - (5)**							(87,176,217.00)	(226,683,501.00)
III	**OTHER INFORMATION**								
	Total Segment Assets	2,062,970,974.00	2,320,720,019.00	225,215,125.00	239,775,876.00	(387,179,990.00)	(409,364,912.00)		2,151,130,983.00
	Total Segment Liabilities	1,045,143,775.00	1,192,274,202.00	176,545,164.00	268,051,613.00	(137,179,990.00)	(259,364,913.00)		1,200,960,902.00
IV	Capital Expenditure	113,323.00	5,792,038.00	2,049,469.00	1,874,167.00			2,162,792.00	7,666,205.00
V	Depreciation	32,771,567.00	33,067,974.00	7,113,640.00	19,835,860.00			39,885,207.00	52,903,834.00

Segment Result does not include Finance cost as per AS - 17 " Segment Reporting" issued by The Institute of Chartered Accountants of India.

Note 35

Related Party Disclosures:

a) List of related parties with whom the Company has entered into transactions during the year in the ordinary course of business:

Relationship	Name	Nature
Key Management Personnel (KMP)	Mr. Amrut P. Shah	Chairman & Managing Director
	Mr. Shantilal P. Shah	Whole-time Director
	Mr. Hasmukh A. Gada	Whole-time Director
	Mr. Manik R. Makwana	Company Secretary
	Ms. Riddhi A. Shah	Whole-time Director
	Mr. Hardik A. Shah	Whole-time Director
Enterprise over which KMP are able to exercise significant influence	Sundaram Bio-Tech Pvt Ltd	Company
Relatives of KMP	Mr. Raichand P. Shah	Brother of Amrut P. Shah and Shantilal P. Shah

b) Transactions with Related Parties: Amount in ₹

Particulars	KMP	Relatives of KMP
Remuneration	4,800,000 (7,518,548)	1,500,000 (1,200,000)
Details are as under:		
Mr. Amrut P. Shah	1,980,000 (2,000,000)	- (-)
Mr. Shantilal P. Shah	1,020,000 (1,000,000)	- (-)
Mr. Hasmukh A. Gada	- (2,250,000)	- (-)
Mr. Chirag K. Gala	- (-)	- (-)
Ms. Riddhi A Shah	1,200,000 (1,068,548)	- (-)
Mr. Hardik A. Shah	6,000,00 (1,200,000)	- (-)
Mr. Raichand P. Shah	- (-)	1,500,000 (1,200,000)

Loan Taken	28,607,70 (129,621,391)	- (-)
Details are as under: Mr. Amrut P. Shah	7,431,200 (96,001,023)	- (-)
Mr. Shantilal P. Shah	28,607,70 (21,120,368)	- (-)
Mr. Hasmukh A. Gada	- (12,500,000)	- (-)
Repayment of Loan taken	53,990,595 (94,765,101)	- (-)
Details are as under: Mr. Amrut P. Shah	49,015,200 (74,616,699)	- (-)
Mr. Shantilal P. Shah	4,975,395 (20,148,402)	- (-)
Mr. Hasmukh A. Gada	942,700 (-)	- (-)
Interest Paid Mr. Hasmukh A. Gada	- (1,413,384)	- (-)

Figures in bracket reflects previous year's amount.

c) Outstanding Balances of Related Parties: Amount in ₹

Particulars	KMP	Relatives of KMP	Enterprise over which KMP are able to exercise significant influence
Short term Borrowings /Payable	61,719,211 (78,298,832)	- (46,902)	- (-)
Short term Loans and Advances / Recoverable	- (-)	- (-)	- (3,000)

Note 36

Computation of Basic and Diluted Earnings Per Share (EPS):

Particulars	For the year ended 31.03.2016	For the year ended 31.03.2015
Net Profit/(Loss) After Tax available to equity shareholders (in ₹)	(87,176,217)	(226,683,503)
Weighted average number of equity shares for Basic and Diluted EPS	215,605,773	215,605,773
Basic and diluted earnings per share (Face Value ₹ 1) (in)	(0.40)	(1.05)

Note 37

a) Details of Sales value of Products:

Particular	Sale Value ₹	
	For the year ended 31.03.2016	For the year ended 31.03.2015
Class of goods		
Exercise Books	831,635,417	826,807,472
Paper	-	-
Trading	128,022,189	5,317,124
E-box and Pen Drive	25,070,580	16,187,970
Total	**984,728,186**	**848,312,565**

The above figures are net of excise duty of ₹ 25,118,841 (P.Y. ₹ 25,558,646)

b) Details of Opening & Closing Stock of Finished Goods:

Class of Goods	Opening Stock (in ₹)		Closing Stock (in ₹)	
	For the year ended 01.04.2015	For the year ended 01.04.2014	For the year ended 31.03.2016	For the year ended 31.03.2015
Exercise Books	48,350,188	17,798,242	24,438,655	48,350,188
Paper	-	812,593	-	-
Trading of Copier Paper & Others	357,096,552	207,093,750	146,328,161	357,096,552
Total	**405,446,740**	**225,704,585**	**170,766,816**	**405,446,740**

c) Details of Opening & Closing Stock of Semi-Finished Goods:

Class of Goods	Opening Stock (in ₹)		Closing Stock (in ₹)	
	For the year ended 01.04.2015	For the year ended 01.04.2014	For the year ended 31.03.2016	For the year ended 31.03.2015
Exercise Books	86,628,450	151,836,018	99,773,777	86,628,450
Paper	18,506,856	19,138,984	10,306,856	18,506,856
Total	**105,135,306**	**170,975,002**	**110,080,663**	**105,135,306**

:

Note 38

Value of Raw Material Consumed

Particulars	For the year ended 31.03.2016		For the year ended 31.03.2015	
	Amount (₹)	%	Amount (₹)	%
Raw Materials (Paper & Paper Boards) (i) Imported (ii) Indigenous	-	- 100.00%	- 593,380,127	- 100.00%
Total	**598,510,955**	**100.00%**	593,380,127	**100.00%**
Hardware				
(i) Imported	-	-	-	-
(ii) Indigenous	6,484,588	100 %	5,274,956	100%
Total	**6,484,588**	**100 %**	**5,274,956**	**100%**
Grand Total	**604,995,543**	**-**	**598,655,083**	**-**

Raw Material Purchase (Breakup)	**2015-16 (Amt in ₹)**
Paper	494,103,371
Duplex Board	82,866,786
E-box and Pen Drive	3,466,678
Others	20,507,422
Total	**600,944,257**

Note 39

Earnings & Expenditure in Foreign Currency:

Particulars	For the year ended 31.03.2016	For the year ended 31.03.2015
Expenditure:		
Traveling Expenses	-	31,375

Note 40

Employee Benefits

1. Defined contribution plans:

The Company and aforesaid subsidiary makes Provident Fund contributions which are defined contribution plans, for qualifying employees. Under the Schemes, the Group is required to contribute a specified percentage of the payroll costs to fund the benefits. Provident fund contributions amounting to ₹ 9.15 Lacs (2015: ₹ 14.16 Lacs) have been charged to the Statement of Profit and Loss. The contributions payable to this plan by the Company is at rates specified in the rules of the scheme.

2. Defined benefit plans

The Company has a defined benefit gratuity plan. Every employee who has completed continuous service for five years or more gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded with an insurance Company in the form of a qualifying insurance policy.

Since none of the employees of the subsidiary company have completed five years of service, the provisions of Gratuity Act, 1972 are not applicable to the Company; and hence no provision is made towards Gratuity Liability.

The following table sets out the amounts recognized in the Company's financial statements as at 31 March 2016.

Particulars	As at March 2016
Change in Defined Benefit Obligation :	
Opening Defined Benefit Obligation	2,492,083
Current Service Cost	293,880
Interest Cost	199,367
Actuarial Losses / (Gain)	455,319
Past Service Cost	-
Actuarial Losses / (Gain) due to Curtailment	-
Benefits Paid	(550,491)
Closing Defined Benefit Obligation	**2,890,158**
Change in Fair Value of Assets :	
Opening Fair Value of Plan Assets	1,824,275
Expected Return on Plan Assets	132,331
Actuarial Gain / (Losses)	-
Contributions by Employer	297,607
Assets Acquired on Acquisition / (Distributed on Divestiture)	-
Benefits Paid	(550,491)
Closing Fair Value of Plan Assets	**1,703,722**
Amount Recognized in Balance Sheet :	
Present Value of Funded Obligations	2,890,158
Fair Value of Plan Assets	1,703,722
Unrecognized Past Service Cost	-
Net Obligation recognized in Balance Sheet	**1,186,436**
Expense Recognized in Statement of Profit & Loss Account :	
Current Service Cost	293,880
Interest on Defined Benefit Obligation	199,367
Expected Return on Plan Assets	(132,331)
Net Actuarial Gain / (Loss) recognized in the year	455,319
Expense Recognized in Statement of Profit & Loss Account	**816,235**
Summary of Principal Actuarial Assumptions :	
Discount Rate (p.a.)	8%
Expected Rate of Return on Assets (p.a.)	
Salary Escalation Rate (p.a.)	4%

Note 41

Disclosure in respect of lease:

The Company has entered into operating lease arrangements for office premises. The leases are non-cancellable and are for a period of 1st Nov-2014 to 31st Oct 2017 years and may be renewed for a further period of 2 years based on mutual agreement of the parties. The lease agreements provide for an increase in the lease payments by 8 to10 % every year.

		Amount in ₹
Future minimum lease payments	2016	2015
Not later than one year	2,170,900	2,040,000
Later than one year and not later than five years	6,026,260	8,197,160
Later than five years	-	-

Lease payments of ₹ 2,040,000 (2015: ₹ 425,000) recognized in the Statement of Profit and Loss.

Note 42

On 14th November 2014, the Board of Directors announced a plan to permanently close down Nagpur Paper Unit subject to the completion of necessary formalities. This is not a separate segment as per AS 17, Segment Reporting. The disposal is consistent with the Company's long-Term strategy to focus its activities at Palghar unit. The Company is actively seeking a buyer for the plant & machineries and other fixed assets at Nagpur unit and hopes to complete the sale by the end of March 2017. At 31 March 2016, the carrying amount of the assets of the Nagpur unit was ₹ 3107.03 Lakhs (previous year ₹ 3279.31 lakhs) and its liabilities were ₹ 415.52 lakhs (previous year ₹ 419.74 lakhs). In the opinion of the Board of Directors, the assets have a value on realization at least equal to the amounts at which they are stated in the Balance Sheet.

Particulars	**For the Year Ended on 31-03-2016**	**For the Year Ended on 31-03-2015**
Revenue	380,230	370,418
Expenditure	23,265,338	2,226,218
Loss on sale of Asset	(5,074,739)	(13,641,745)
Profit Before Tax	(27,959,847)	(32,153,507)
Profit After Tax	(27,959,847)	(32,159,707)
Total Assets	410,538,488	442,866,788
Total Liabilities	41,552,653	41,974,112
Cash flow(used in)/from Operating Activities	(2,025,964)	(6,626,544)
Cash flow(used in)/from Investing Activities	2,125,000	6,425,537
Cash flow(used in)/from Financing Activities	(1,998)	(92,399)

Note 43

Previous year figures have been re-grouped/re-classified wherever considered necessary to compare with current year figures.

As per our report of even date attached

For **Bhuta Shah & Co. LLP**
Chartered Accountants
Firm Reg. No.: 101474W/W100100

For and on behalf of the Board and Directors

Amrut P. Shah
Chairman & Managing Director

Shantilal P. Shah
Whole-time Director

CA. Shailesh Bhuta
Partner
Membership No. 033958

Rajesh B. Jain
Chief Financial Officer

Manik R. Makwana
Company Secretary

Mumbai, 23rd May, 2016

SUNDARAM MULTI PAP LIMITED
CIN : L21098MH1995PLC086337
Registered Office : 5/6, Papa Industrial Estate, Suren Road, Andheri (E), Mumbai- 400 093, Maharashtra, INDIA
W: www.sundaramgroups.in E: info@sundaramgroups.in
Tel : 022 6760 2200 Fax : 022 6760 2244

ATTENDANCE SLIP
22nd Annual General Meeting - 29th August 2016

DP ID- Client ID/ Folio No.	
Name & Address of Sole Member	
Name of Joint Holder(s)	
No. of Shares Held	

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the Annual General Meeting of the Company at Chatwani Baug, 1st Floor, 7, Gokhale Road, Near Vile Parle Station, Vile Parle (East), Mumbai - 400 057 at 11.00 a.m. on 29th August 2016

Member/Proxy's Signature

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ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	User ID	(PAN/Seq.No.)

NOTE: Please read the complete instructions given under the Note (The instructions for shareholders voting electronically) to the Notice of the Annual General Meeting. The voting time starts from August 25, 2016 from 9.00 a.m. and ends on August 28, 2016 at 5.00 p.m. The voting module shall be disabled by CDSL for voting thereafter.

SUNDARAM MULTI PAP LIMITED
CIN: L21098MH1995PLC086337
R.O.: 5/6, Papa Industrial Estate, Suren Road, Andheri (E), Mumbai: 400093, Maharashtra, INDIA
W: www.sundaramgroups.in, Email: info@sundaramgroups.in, T: 022 67602200, F: (91-22) 67602244

Form No. MGT-11
Proxy form
[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

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

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

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the company, to be held on the Monday, 29th August, 2016 at at 11.00 a.m. at Chatwani Baug Hall, 1st Floor, 7, Gokhle Road, Near Vile Parle Station, Vile Parle East, Mumbai: 400057, Maharashtra, INDIA or at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description of Resolution	Type of Resolution	For	Against
1	To consider and adopt: A. The Audited Standalone Financial Statement of the Company for the Financial Year ended 31st March, 2016, the reports of the Board of Directors and Auditors thereon; and B. The Audited Consolidated Financial Statement of the Company for the Financial Year ended 31st March, 2016.	Ordinary Resolution		
2	To appoint a Director in place of Mr. Amrut P. Shah (DIN: 00033120) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution		
3	To ratify the appointment of M/s Bhuta Shah & Co. LLP, Chartered Accountants, Mumbai, (ICAI Firm Registration No. 101474W / W100100) Auditors of the Company.	Ordinary Resolution		
4	To consider and determine the fees for delivery of any document through a particular mode of delivery to a member and in this regard.	Ordinary Resolution		
5	To consider and determine for Increase in Authorised Share Capital of the Company.	Ordinary Resolution		
6	To consider the Alteration of Capital Clause contained in the Memorandum of Association.	Special Resolution		
7	To consider the issue of Securities pursuant to the provisions of the Sections 41, 42, 62 and 71, and other applicable provisions, if any, of the Companies Act, 2013.	Special Resolution		
8	To consider to issue Convertible Warrants to Promoter /Promoter Group of the Company on preferential basis.	Special Resolution		

Signed this…… ……day of…… 2016

Affix ₹ 1/- Revenue Stamp

Signature of shareholder

Signature of Proxy holder (s)

Note:

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

2. It is optional to put a "X" in the appropriate column against the Resolution indicated in the box. If you leave the 'For' or 'Against' column blank any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

3. Please complete all details of Member(s) in the above box before submission.

"Learning gives creativity, creativity leads to thinking,
thinking provides knowledge, knowledge makes you great"

- A. P. J. Abdul Kalam

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