

SAFARI

INDUSTRIES INDIA (LTD)

2015-16
ANNUAL REPORT



36TH ANNUAL GENERAL MEETING

Friday, 12th August 2016
at 10.00 a.m.
at Hamra Banquet Hall,
Hotel Suba International,
211, Chakala Sahar Road,
Andheri (E), Mumbai 400 099

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BOARD OF DIRECTORS :

Mr. Sudhir Jatia (*Chairman & Managing Director*)

Dr. Shailesh Mehta

Mr. Punkajj Lath

Mr. Anujj Patodia

Mr. Dalip Sehgal

Mr. Hetal Gandhi

Mrs. Vijaya Sampath

Mr. Rahul Kanodia (wef 16th May 2016)

CHIEF FINANCIAL OFFICER :

Mr. Virendra Gandhi (upto 16th May 2016)

Mr. Vineet Poddar (wef 17th May 2016)

COMPANY SECRETARY :

Mrs. Jigna Parikh

REGISTERED OFFICE :

403, A Wing, The Qube, CTS No. 1498,
A/2, MV Road, Behind Taj Flight Kitchen,
Marol, Andheri (East), Mumbai 400059
(T) +91-22-40381888
(F) +91-22-40381850
(E) investor@safari.in
www.safari.in

CIN :

L25200MH1980PLC022812

FACTORY :

1701 / 2200 / 2201, GIDC Industrial Estate,
Halol 389 350, Dist Panchmahal (Gujarat)

BANKERS :

Central Bank of India
Axis Bank Ltd
HDFC Bank Ltd
IndusInd Bank Ltd

AUDITORS :

M/s. Bansi S. Mehta & Co.
Chartered Accountants

LEGAL ADVISORS:

M/s. ALMT Legal
Advocates & Solicitors

REGISTRAR & SHARE TRANSFER AGENT :

Adroit Corporate Services Pvt. Ltd.
17-20, Jafarbhoy Industrial Estate, Makwana Road,
Marol Naka, Andheri (E), Mumbai - 400 059.
Tel.: 91-22-4227 0400, 2859 4060 / 6060
E-mail: investorgrievances@adroitcorporate.com

FINANCIAL HIGHLIGHTS

	(₹ in Lacs)				
	2011-12	2012-13	2013-14	2014-15	2015-16
1 Gross Sales	7,030.91	10,377.44	18,272.84	23,460.30	30,382.01
2 Less: Excise Duty	313.70	384.19	480.90	443.38	717.58
3 Less: Vat & CST	550.61	652.89	1,145.34	1,380.52	1,978.00
4 Net Sales	6,166.60	9,340.36	16,646.60	21,636.40	27,686.43
5 Other Income	39.10	71.55	58.63	57.62	78.43
6 Total Income	6,205.70	9,411.91	16,705.23	21,694.02	27,764.86
7 Total Expenditure	5,948.08	8,988.46	15,958.01	20,437.09	25,890.80
8 Gross Profit	257.62	423.45	747.22	1,256.93	1,874.06
9 Interest	283.09	305.72	537.71	290.91	261.91
10 Depreciation	40.02	43.23	127.85	289.05	406.50
11 Exceptional Items	-	188.72	27.70	95.90	-
12 Extraordinary Items	-	-	-	-	5.57
13 Profit / (Loss) Before Tax	(65.49)	(114.22)	53.96	581.07	1,200.08
14 Provision for Tax & Deff. Tax	5.41	(51.96)	42.36	154.04	420.01
15 Profit / (Loss) After Tax	(70.90)	(62.26)	11.60	427.03	780.07
16 Dividend & Dividend Tax	-	-	-	47.96	59.94
17 Retained Earnings	449.44	387.17	398.78	577.84	1,297.98
18 Share Capital	299.00	299.00	299.00	398.50	415.00
19 Reserves & Surplus	1,002.12	887.90	941.86	7,217.86	8,696.37
20 Shareholders' Funds	1,301.12	1,186.90	1,240.86	7,648.74	9,111.37
21 Loan Funds	1,799.48	3,734.08	5,427.83	3,298.12	5,762.12
22 Total Capital Employed	3,100.60	4,920.98	6,668.69	10,946.86	14,873.49
23 Gross Block	1,722.47	1,644.90	2,535.96	2,594.55	4,225.05
24 Net Block	296.59	407.47	1,214.62	1,240.28	2,464.22
25 Net Current Assets	2,804.01	4,513.51	5,454.07	9,706.58	12,409.27
26 Total Assets	3,100.60	4,920.98	6,668.69	10,946.86	14,873.49
27 Dividend %	-	-	-	10	12

NOTICE

NOTICE is hereby given that the 36th Annual General Meeting of the Members of Safari Industries (India) Limited will be held on Friday, 12th day of August, 2016, at Hamra Banquet Hall, Hotel Suba International, 211, Chakala Sahar Road, Andheri (E), Mumbai 400 099 at 10.00 am, to transact the following business:

ORDINARY BUSINESS :

1. To receive, 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 and the Auditors Report thereon.
2. To declare dividend on equity shares for the financial year ended 31st March, 2016.
3. To appoint a Director in place of Mr. Hetal Gandhi (holding DIN: 00106895), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration and for the purpose, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Bansi S. Mehta & Co, Chartered Accountants, having Firm Registration No. 100991W, the retiring Auditors, be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and that the Board of Directors of the Company be and is hereby authorized to fix their remuneration for the said period in addition to the reimbursement of actual out of pocket expenses as may be incurred by them in the performance of their duties.”

SPECIAL BUSINESS :

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provision, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV of the Act, pursuant to the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations'), (including any statutory modification(s) or amendment(s) thereto or re-enactment or substitution thereof, for the time being in force), Mr. Rahul Kanodia (holding DIN: 00075801), who was appointed as an Additional Director of the Company with effect from 16th May 2016 and whose term of office expires on the date of this Annual General Meeting and who qualifies for being appointed as an Independent Director and in respect of whom a notice is received, in writing, under the provisions of Section 160 of the Companies Act, 2013, from a member proposing his candidature for office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years with effect from 12th August 2016 upto 11th August 2021.

“RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company, be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act 2013, the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as "the SEBI Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI (LODR) Regulations") (including any statutory modification(s) or amendment(s) thereto or re-enactment or substitution thereof, for the time being in force), subject to such other consent, approval, if any, including rules / regulations / guidelines, etc.

issued by the Department of Industrial Policy and Promotion, the Foreign Investment Promotion Board, the Secretariat of Industrial Assistance under the Foreign Exchange Management Act, 1999 (FEMA), including any statutory modification(s) or amendment(s) thereto or enactment or substitution thereof, pursuant to approval of the Board of Directors of the Company and recommendation of the Nomination and Remuneration Committee and subject to such other approvals, permissions and sanctions as may be necessary from such regulatory authority(ies) and subject to such conditions and modifications as may be prescribed or imposed by such regulatory authority(ies), while granting such approvals, permissions and sanctions, the approval and consent of the members of the Company be and is hereby accorded respectively to the 'Safari Employee Stock Option Scheme 2016' (hereinafter referred to as the "ESOP 2016" / "Scheme") and to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee, including the Nomination and Remuneration Committee constituted by the Board under Section 178 of the Companies Act, 2013 to exercise its powers, including the powers, conferred by this Resolution) to create, grant, offer, issue and allot from time to time, in one or more tranches, not exceeding 41,500 (Forty One Thousand Five Hundred) Employee Stock Options ("Option(s)") to or for the benefit of such person(s), who are in permanent employment of the Company, in India or out of India including any Director thereof, whether whole time or otherwise (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) (hereinafter collectively referred to as the "Employee" or "Employees"), as may be decided by the Board under the Scheme, exercisable into not more than 41,500 (Forty One Thousand Five Hundred only) Equity Shares of face value of ₹ 10/- each fully paid up, representing 1 (one) % of the issued, subscribed and paid-up equity share capital of the Company, on such terms and in such manner as the Board may decide in accordance with the provisions of the law or regulations issued by the relevant regulatory authority(ies).

RESOLVED FURTHER THAT the number of Options that may be granted to any Employee of the Company, during any one year under the Scheme shall not exceed 1% of the Issued Capital of the Company.

RESOLVED FURTHER THAT the Equity Shares to be allotted and issued by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, stock split/consolidation etc., if any additional Equity Shares are required to be issued by the Company to the Option grantees for the purpose of making a fair and reasonable adjustment to Options granted earlier, the above ceiling of 41,500 (Forty One Thousand Five Hundred only) Equity Shares shall be deemed to be increased to the extent of such additional Equity Shares issued.

RESOLVED FURTHER THAT the grant of Options shall be in accordance with the terms and conditions as regards price, payment, application, allotment etc. as decided by the Board from time to time in accordance with the SEBI Regulations.

RESOLVED FURTHER THAT in case of any corporate action(s) such as stock split/consolidation etc., then the number of Shares to be allotted and the exercise price payable by the Option grantees under the Scheme shall automatically stand reduced or augmented, as the case may be, in the same proportion as the present face value of ₹10/- per Equity Share shall bear to the revised face value of the Equity Shares of the Company after such stock split/consolidation, without affecting any other rights or obligations of the said allottees.

RESOLVED FURTHER THAT the Board shall take necessary steps for listing of the Equity Shares of the Company allotted under the Scheme on the Stock Exchange(s), where the shares of the Company are listed, as per the provisions of the SEBI (LODR) Regulations, SEBI Regulations and other applicable laws and regulations as may be applicable.

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, grant and allotment of securities, the Board be and is hereby authorized on behalf of the Company to evolve, decide upon and bring into effect the Scheme and to make modifications, changes, variations, alterations or revisions in the said Scheme as it may deem fit, from time to time in its sole and absolute discretion, not unfavorable or prejudicial to the allottees under the Scheme except due to change in laws/regulations, and in conformity with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, the SEBI Regulations and any other applicable laws or to suspend, withdraw or revive the Scheme from time to time as may be desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, as may, at

its absolute discretion, deems necessary including authorizing or directing the Board to appoint various intermediaries, experts, professionals, independent agencies and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Scheme as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals, if any, required by the SEBI / Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.”

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act 2013, the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as "the SEBI Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI (LODR) Regulations") (including any statutory modification(s) or amendment(s) thereto or re-enactment or substitution thereof, for the time being in force), subject to such other consent, approval, if any, including rules / regulations / guidelines, etc. issued by the Department of Industrial Policy and Promotion, the Foreign Investment Promotion Board, the Secretariat of Industrial Assistance under the Foreign Exchange Management Act, 1999 (FEMA), including any statutory modification(s) or amendment(s) thereto or enactment or substitution thereof, pursuant to approval of the Board of Directors of the Company and recommendation of the Nomination and Remuneration Committee and subject to such other approvals, permissions and sanctions as may be necessary from such regulatory authority(ies) and subject to such conditions and modifications as may be prescribed or imposed by such regulatory authority(ies), while granting such approvals, permissions and sanctions, the approval and consent of the members of the Company be and is hereby accorded respectively to the 'Safari Employee Stock Option Scheme 2016' (hereinafter referred to as the "ESOP 2016" / "Scheme") and to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee, including the Nomination and Remuneration Committee constituted by the Board under Section 178 of the Companies Act, 2013 to exercise its powers, including the powers, conferred by this Resolution) to create, grant, offer, issue and allot from time to time, in one or more tranches, not exceeding 41,500 (Forty One Thousand Five Hundred) Employee Stock Options ("Option(s)") to or for the benefit of such person(s), who are in permanent employment of the existing and future Subsidiary Company(ies), in India or out of India including any Director thereof, whether whole time or otherwise (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) (hereinafter collectively referred to as the "Employee" or "Employees"), as may be decided by the Board under the Scheme, exercisable into not more than 41,500 (Forty One Thousand Five Hundred only) Equity Shares of face value of ₹ 10/- each fully paid up, representing 1 (one) % of the issued, subscribed and paid-up equity share capital of the Company (within an overall ceiling of 41,500 (Forty One Thousand Five Hundred only) Options exercisable into 41,500 (Forty One Thousand Five Hundred only) equity shares of face value of ₹ 10/- each as mentioned in Special resolution No.6 of this Notice), on such terms and in such manner as the Board may decide in accordance with the provisions of the law or regulations issued by the relevant regulatory authority(ies).

RESOLVED FURTHER THAT the number of Options that may be granted to any Employee of the Company, during any one year under the Scheme shall not exceed 1% of the Issued Capital of the Company.

RESOLVED FURTHER THAT, the Equity Shares to be allotted and issued by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, stock split/consolidation etc., if any additional Equity Shares are required to be issued by the Company to the Option grantees for the purpose of making a fair and reasonable adjustment to Options granted earlier, the above ceiling of 41,500 (Forty One Thousand Five Hundred only) Equity Shares shall be deemed to be increased to the extent of such additional Equity Shares issued.

RESOLVED FURTHER THAT the grant of Options shall be in accordance with the terms and conditions as regards price, payment, application, allotment etc. as decided by the Board from time to time in accordance with the SEBI Regulations.

RESOLVED FURTHER THAT in case of any corporate action(s) such as stock split/consolidation etc., then the number of Shares to be allotted and the exercise price payable by the Option grantees under the Scheme shall automati-

cally stand reduced or augmented, as the case may be, in the same proportion as the present face value of ₹10/- per Equity Share shall bear to the revised face value of the Equity Shares of the Company after such stock split / consolidation, without affecting any other rights or obligations of the said allottees.

RESOLVED FURTHER THAT the Board shall take necessary steps for listing of the Equity Shares of the Company allotted under ESOP 2016 on the Stock Exchange(s), where the shares of the Company are listed, as per the provisions of the SEBI (LODR) Regulations, SEBI Regulations and other applicable laws and regulations as may be applicable.

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, grant and allotment of securities, the Board be and is hereby authorized on behalf of the Company to evolve, decide upon and bring into effect the Scheme and to make modifications, changes, variations, alterations or revisions in the Scheme as it may deem fit, from time to time in its sole and absolute discretion, not unfavorable or prejudicial to the allottees under the Scheme except due to change in laws / regulations, and in conformity with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, SEBI Regulations and any other applicable laws or to suspend, withdraw or revive the Scheme from time to time as may be desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, as may, at its absolute discretion, deems necessary including authorizing or directing the Board to appoint various intermediaries, experts, professionals, independent agencies and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of the Scheme as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals, if any, required by the SEBI / Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.”

Regd. Office:

403, A wing, The Qube, CTS No. 1498, A / 2, MV Road,
Behind Taj Flight Kitchen, Marol, Andheri (E), Mumbai-400059.

Phone: 91-22-4038 1888, **Fax:** 91-22-4038 1850

CIN: L25200MH1980PLC022812, **Website:** www.safari.in

Date: 16th May, 2016

**ON BEHALF OF THE BOARD OF DIRECTORS
For SAFARI INDUSTRIES (INDIA) LIMITED**

SUDHIR JATIA

Chairman & Managing Director

DIN:00031969

NOTES :

- i. A statement pursuant to Section 102 of the Companies Act 2013 in respect of the Special Business to be transacted at the meeting is annexed hereto.
- ii. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as a proxy on behalf of Members not exceeding 50 (Fifty) and holding in aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital can appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Proxies in order to be effective should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the Meeting. A proxy form for the Annual General Meeting ('AGM') is enclosed herewith.
- iii. The Register of Members and Share Transfer Books of the Company will remain closed from 5th August 2016 to 12th August 2016 (both days inclusive) for the purpose of the ensuing AGM and payment of dividend, if declared at the AGM.
- iv. The dividend on the equity shares, if approved, at the AGM will be paid to those Members whose names appear on the Company's Register of Members as on 4th August 2016 after giving effect to all valid transfer deeds in physical form lodged with the Company / RTA on or before 4th August 2016 and in respect of shares held in dematerialized

form to the beneficial owners whose names appear in the statements to be furnished by the Depositories for this purpose as at the close of business hours on 4th August 2016. The dividend declared at the AGM shall be paid within 30 days from the date of declaration.

- v. Members holding shares in physical form are requested to notify any change in their address including pin code, bank mandate, etc to the Company's Registrar and Transfer Agent, M/s. Adroit Corporate Services Pvt Ltd. Members holding shares in electronic form are requested to furnish details for change / update to their respective Depository Participant.
- vi. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID number for easy identification for attendance at the Meeting.
- vii. Corporate Members are required to send to the Company a certified copy of the Board Resolution pursuant to Section 113 of the Companies Act 2013 authorising their representative to attend and vote at the AGM.
- viii. The Members / Proxies / Authorised Representatives should bring attendance slips duly filled in and signed for attending the meeting and handover the same at the entrance of the Hall.
- ix. Members desirous of obtaining any information as regards accounts and operations of the Company are requested to write to the Company at least one week before the Meeting to enable the Company to make available the required information at the Meeting.
- x. Pursuant to the provisions of Section 205A and 205C of the Companies Act, 1956 as amended from time to time and / or the relevant corresponding provisions of the Companies Act, 2013 once notified, dividend declared by the Company which remains unpaid or unclaimed for a period of 7 years will be transferred to Investor Education and Protection Fund of the Central Government. The unclaimed dividend upto the financial year 2004-05 have been transferred to the Investor Education and Protection Fund of the Central Government of India.
- xi. Shareholders, who have not encashed the dividend warrant / demand drafts so far for the financial year ended 31st March, 2010, 31st March, 2011 or 31st March 2015 are requested to make their claims to the office of the Registrar & Share Transfer Agent M/s. Adroit Corporate Services Pvt. Ltd. It may also be noted that once the unclaimed dividend is transferred to the Central Government, as above, no claims shall lie in respect thereof.
- xii. Applicable Listing Fees for the financial year 2016-17 have been paid to the BSE Ltd.
- xiii. 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 or the Registrar & Share Transfer Agent of the Company.
- xiv. Electronic copy of the Annual Report for the financial year 2015-16 is being sent to all members whose email IDs are registered with the Company / Depository participant for communication purpose unless a member has requested for hard copy of the same. For members who have not registered their email address, the Annual Report is being sent in the permitted mode.
- xv. Members to whom the above documents have been sent in email are entitled to receive the same in physical form, upon request. The request may be sent in writing to the Registrar & Share Transfer Agent of the Company or the Company at its Registered Office or on safari.gogreen@adroitcorporate.com or info@adroitcorporate.com.
- xvi. Members holding shares in the dematerialize form are requested to register / update their e-mail address with the concerned Depository Participant. Members holding shares in physical form are requested to register / update their e-mail address with Registrar and Share Transfer Agent of the Company M/s. Adroit Corporate Services Pvt. Ltd. Alternatively members may intimate the email address along with their respective Client ID and DP ID / Folio No. by letter / e-mail to the Company on investor@safari.in.
- xvii. The Notice of the 36th AGM & the Annual Report for the financial year 2015-16 are also available on the Company's website www.safari.in. The Notice of the Annual General Meeting is also available on the website of the National

Securities Depositories Limited at www.evoting.nsdl.com. Physical copies of said documents alongwith the relevant documents referred to in the Notice and the Statement under Section 102 of the Companies Act 2013, are also available for inspection at the Registered Office of the Company during business hours (9.00 am to 5.00 pm) on all working days except Saturdays, Sundays and Public Holidays.

xviii. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment / re-appointment at the AGM, is furnished as Annexure to the Notice.

xix. Voting through electronic means

In accordance to the provisions of Section 108 of the Companies Act 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended by the Companies (Management & Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on the resolutions proposed to be considered at the ensuing 36th Annual General Meeting of the Company by electronic means. The Company has engaged the services of National Securities Depositories Limited ("NSDL") as the Agency to provide the remote e-voting facility. (Remote e-voting means the facility to cast votes by a Member using electronic voting system from a place other than the venue of the AGM).

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

The members who have cast their vote by remote e-voting prior to the AGM can attend the AGM but shall not be entitled to cast their vote again.

The remote e-voting period commences on Monday 8th August, 2016 (9:00 am) and ends on Thursday 11th August, 2016 (5:00 pm). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 4th August, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

Process of electronic voting:

Members are requested to follow the instructions below to cast their vote through e-voting:

- In case of Members whose email IDs are registered with the Company / Depository Participant, an email will be sent to the Members by NSDL containing a pdf file 'Remote e-voting.pdf'. This file contains the User ID & password for the remote e-voting process.

On receiving the email, the following procedure is to be followed:

- a) Open the email and download the pdf file with your Client ID or Folio No. as password. This file will contain your user ID & password for the remote e-voting process. This password is an initial password.
- b) Launch the internet browser by typing www.evoting.nsdl.com.
- c) Select shareholder login.
- d) Enter the User ID & password as Initial password. Click login.
- e) The change password menu will appear. Change the password as per your choice. The password should contain minimum 8 digits / characters or combinations thereof. It is strongly recommended that you do not share your password with any person and take utmost care of its confidentiality.
- f) The home page of the remote e-voting will open and you may click on remote e-voting: active voting cycles.
- g) Select 'Even' of Safari Industries (India) Limited.
- h) As the cast vote page opens, you are now ready to cast your vote.
- i) You may cast your vote by selecting appropriate option and then click on 'submit' and then 'confirm' when prompted.
- j) Upon confirmation, the message, 'vote cast successfully' will appear.

- k) Kindly note, votes once cast, cannot be modified.
- l) Institutional investors are required to send a scanned copy of the relevant Board Resolution / Authority letter, etc. together with attested specimen signature of the duly authorised signatory (ies) who are authorised to vote, to the Scrutinizer through email to ninad.awchat@yahoo.co.in. with a copy marked to evoting@nsdl.co.in.
- For Members whose email ID is not registered with the Company or Depository Participant or requesting physical copy, they will receive a physical copy of the Notice of AGM and the User name & Initial password will be provided in the Annexure thereto as follows:

EVEN (Remote E-voting Event No.)	USER ID	PASSWORD/PIN

The steps mentioned in (a) to (l) above are to be followed to cast the vote.

- In case of any queries, you may refer to the frequently asked questions (FAQs) for shareholders & e-voting user manual for shareholders, available under the Downloads section of www.evoting.nsdl.com. or call on the toll free no. 1800-222-990.
- If you are already registered with NSDL for e-voting then you can use your existing User ID and password / PIN for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- You may also update your mobile number and email id in the user profile details of the folio which may be used for sending future communication(s).
- Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 4th August 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or the Company or the Registrar & Share Transfer Agent of the Company.
- Mr. Ninad Awachat, Practicing Company Secretary (Membership No. 26995 & C P No. 9668) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- The Chairman shall, at the AGM, at the end of discussions on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- The Scrutinizer shall after the voting at the AGM, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in presence of atleast 2 witnesses who are not persons in employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, within 3 days of the conclusion of the AGM.
- The Chairman of the Company will thereafter declare the results and the results so declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.safari.in and on the website of NSDL. The results shall also be immediately forwarded to the BSE Limited, Mumbai where the securities of the Company are listed.

Regd. Office:

403, A wing, The Qube, CTS No. 1498, A / 2, MV Road,
Behind Taj Flight Kitchen, Marol, Andheri (E), Mumbai-400059.

Phone: 91-22-4038 1888, **Fax:** 91-22-4038 1850

CIN: L25200MH1980PLC022812, **Website:** www.safari.in

Date: 16th May, 2016

ON BEHALF OF THE BOARD OF DIRECTORS
For SAFARI INDUSTRIES (INDIA) LIMITED

SUDHIR JATIA

Chairman & Managing Director

DIN:00031969

Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business to be transacted at the Meeting

Item no. 5

Mr. Rahul Kanodia (DIN.00075801) on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director by the Board of Directors of the Company on 16th May 2016 to hold office as Director till the date of the ensuing Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 and the Articles of Association of the Company.

Mr. Rahul Kanodia has over 25 years of professional experience and has held several progressively senior and leadership positions.

Mr. Kanodia has led all the strategic and corporate initiatives globally of Datamatics, leading to the long-term growth, profitability and industry leadership of the organization. He has been the Chief Architect for re-positioning and transforming Datamatics from a service led organization to a solutions organization focused on enhancing business productivity through smart automation of data driven processes.

Under his aegis, Datamatics has become one of the fastest growing IT/ITeS companies among all the listed outsourcing companies on the BSE Ltd and the National Stock Exchange Ltd. Recognizing his contribution, in the year 2014 he was presented with 'CEO of the Year Award' for his exemplary leadership amongst organizations from across 41 Asian countries.

He also serves as the Chairman for the Western Region of ESC (Electronics and Computer Software Export Promotion Council), Government of India's largest Electronics and IT trade facilitation organization, and is a member of NASSCOM's Regional Council. Mr. Kanodia also serves on the Advisory Board of Columbia University's India Business Initiative (New York) and the Client Advisory Board of Citi Commercial Bank Asia (Hong Kong).

The Company has received from Mr. Kanodia, his consent in writing to act as a Director and a declaration to the effect that he is not disqualified under the provisions of sub-section (2) of Section 164 of the Companies Act, 2013, and that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The Company has also received a notice in writing from a Member along with a deposit of the requisite amount under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Kanodia for the office of Director of the Company, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

In terms of Section 149 and 152 of the Companies Act, 2013 and Rules made thereunder it is proposed to appoint him as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years commencing from 12th August 2016 to 11th August 2021.

Copy of the draft letter of appointment of Mr. Kanodia as Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company on all working day excluding Saturdays, Sundays and Public holidays between 9.00 A.M. to 5.00 P.M. upto and including the date of Annual General Meeting. The terms and conditions of appointment of Independent Director are also posted on the website of the Company.

The Board considers that Mr. Kanodia fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and that he is independent of the management of the Company. His association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Kanodia as an Independent Director of the Company.

The Board accordingly recommends the Ordinary Resolution set out in Item no. 5 of the accompanying Notice for the approval of the Members.

None of the Directors and other Key Managerial Personnel of the Company including their relatives, except Mr. Rahul Kanodia, are concerned or interested, financially or otherwise in the said Resolution.

Item no. 6 and 7

Equity based compensation is considered to be an integral part of the employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock based compensation scheme. The Company believes in rewarding person(s) who are in permanent employment of the Company, in India or out of India including any Director thereof, whether whole time or otherwise and present and future permanent employees and directors (whether whole-time or not) of its subsidiary companies (existing and future, in India or outside India), other than Promoters of the Company, Independent Directors

and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company, which will lead the Company on the growth path based on continuous hard work, dedication and support. The objective of the ESOP 2016 is to provide an incentive to attract and retain the key employees by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

Accordingly on recommendation of the Nomination and Remuneration Committee ("Committee"), the Board of Directors ("the Board") of the Company at its meeting held on 16th May 2016 approved introduction of the ESOP 2016 subject to the approval of the Members of the Company and the provisions of the SEBI Regulations, the SEBI (LODR) Regulations and other applicable laws and authorised the Committee constituted by the Board under Section 178 of the Companies Act, 2013 to formulate the detailed terms and conditions of the ESOP 2016 and to administer and implement the ESOP 2016 in accordance with the provisions of the SEBI Regulations. All questions of interpretation of the ESOP 2016 shall be determined by the Committee and such determination shall be final and binding.

The ESOP 2016 is formulated in accordance with SEBI Regulations.

In accordance with the terms of these resolutions and the ESOP 2016, the Options would be granted in one or more tranches as may be decided by the Committee, from time to time.

The Company seeks the Members' approval in respect of the ESOP 2016 and grant of Options to the eligible employees of the Company and its subsidiary / ies (existing and future) as decided on this behalf from time to time in due compliance of Regulation 6 of the SEBI Regulations.

The main features of the ESOP 2016 which are as under:

1. Total number of Options to be granted:

41,500 (Forty One Thousand Five Hundred only) Options exercisable into an aggregate of 41,500 (Forty One Thousand Five Hundred only) Equity Shares in the Company of face value of ₹ 10 / - each fully paid-up, representing 1 (one) % of the issued, subscribed and paid-up equity share capital of the Company, would be available for grant to the eligible employees of the Company and its subsidiary / ies (existing and future) under the ESOP 2016, in one or more tranches.

Vested options lapsed due to non-exercise and / or unvested options that get cancelled due to resignation of the Employees or otherwise, would be available for being re-granted at a future date. The Committee is authorized to re-grant such lapsed / cancelled options as per the provisions of the ESOP 2016.

SEBI Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger, stock split / consolidation etc., a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional Equity Shares are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the above ceiling Shares shall be deemed to be increased to the extent of such additional equity shares issued.

2. Identification of classes of employees entitled to participate in the Scheme(s):

Following classes of employees (existing and future) of the Company and its subsidiary company (ies), whether working in or outside India, including the Directors as may be decided by the Committee from time to time, are entitled to participate in the ESOP 2016:

Class of Employees	Options available
Top Management / Head of Departments	The Maximum number of options available to each eligible Employee would be decided by the Committee at the time of Grant of Options and shall be set out in the letter of grant.

The following shall not be eligible to participate in ESOP 2016:

- An Employee who is a Promoter or belongs to the Promoter Group;
- A Director, who either by himself or through his Relative or through any body corporate, directly or indirectly, holds more than 10 percent of the outstanding equity shares of the Company; and
- An Independent Director of the Company.

3. Terms of the ESOP 2016:

- The Company shall not vary the terms of the ESOP 2016 in any manner, which may be detrimental to the interests of the Employees, provided that the Company shall be entitled to vary the terms of the ESOP 2016 to meet any regulatory requirements.

- (2) The Company may by special resolution in a general meeting vary the terms of the ESOP 2016 offered pursuant to an earlier resolution of the general body but not yet exercised by the Employee provided such variation is not prejudicial to the interests of the Employees.
- (3) The notice for passing special resolution for variation of terms of the ESOP 2016 shall disclose full details of the variation, the rationale therefore, and the details of the Employees who are beneficiaries of such variation.

4. Compensation Committee:

The Nomination & Remuneration Committee of the Board constituted by the Company pursuant to the provisions of Section 178 of the Companies Act, 2013 is designated as the 'Compensation Committee' for the administration and superintendence of the ESOP 2016.

5. Transferability of Options:

The Options granted to an Employee shall not be transferable to any person except as provided in the ESOP 2016 and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner.

6. Requirements of vesting and period of vesting:

Following table shall be applicable in case of various scenarios (during employment) for vesting and exercising.

In case of	All Unvested Securities/options	All Vested Securities/options
Death*	Immediately vest - have to get exercised within 1 year from such vesting	Have to get exercised within 1 year from such vest*
Permanent incapacitation	Immediately vest - have to get exercised within 1 year from such vesting	Have to get exercised within 1 year from such vest*
Voluntary Resignation	Forfeited / Lapse	Have to get exercised on or before the date of termination (being the last working day) of employment.
Termination for cause as defined in the ESOP 2016	Forfeited / Lapse	Forfeited / Lapse
Termination without cause as defined in the ESOP 2016	Forfeited / Lapse	Have to get exercised on or before the date of termination (being the last working day) of employment.

* Option shall vest in and exercised by the beneficiary of the deceased Employee as per the ESOP 2016.

7. Maximum period within which the Options shall be vested:

All the options granted on any date shall vest not earlier than 1 (one) year and not later than a maximum of 6 (Six) years from the date of grant.

The vesting dates and / or number or percentage of options to be vested in respect of the options granted under the ESOP 2016 may vary from Employee to Employee or any class thereof.

Atleast 20 (twenty) % of the Options granted to an Employee shall vest on a particular vesting date. Number of vesting dates shall not exceed 5 (five) in number.

8. Exercise price or pricing formula:

The Exercise Price shall be the price not being less than the face value of an Equity Share as determined by the Committee.

9. Exercise period and the process of Exercise:

The The vested Options shall be eligible for exercise on and from the date of vesting. The vested options need to be exercised within a maximum period of 1 (one) year from the date of vesting of such options.

The vested Option shall be exercisable by the Employees by a written application to the Company / Committee expressing his / her desire to exercise such Options in such manner and on such format as may be prescribed by the Committee from time to time. The Options shall lapse if not exercised within the specified exercise period.

10. Appraisal process for determining the eligibility of employees under ESOP 2016:

The appraisal process for determining the eligibility of the Employees will be decided by the Committee from time to time. The Employees would be granted Options under the ESOP 2016 based on various parameters such as work performance, period of service, rank or designation and such other parameters as may be decided by the Committee from time to time.

11. Maximum number of Options to be issued per employee and in aggregate:

The number of Options that may be granted to any specific Employee under the ESOP 2016 shall not exceed the number of Shares equivalent to 1% of the Issued Share Capital of the Company per grant and in aggregate if the prior specific approval from members of the Company through a special resolution to this effect is not obtained.

12. Certificate from auditors:

The Board shall at each annual general meeting place before the shareholders a certificate from the auditors of the Company that the ESOP 2016 has been implemented in accordance with the prescribed regulations and in accordance with the resolution of the Company in the general meeting.

13. Disclosure and Accounting Policies:

The Company will conform to the accounting policies prescribed under Regulation 15 of the SEBI Regulations or as may be prescribed by regulatory authorities from time to time.

14. Method of Option valuation:

To calculate the employee compensation cost, the Company shall use the Intrinsic Value method for valuation of the options granted. The difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on EPS of the company shall also be disclosed in the Directors' report.

15. Rights of the option holder.

The Employee shall not have right to receive any dividend or to vote or in any manner enjoy the benefits of a shareholder in respect of option granted to him, till shares are allotted upon exercise of option.

16. Consequence of failure to exercise option:

All unexercised options shall lapse if not exercised on or before the exercise period ends. The amount payable by the Employee, if any, at the time of grant of option, - (a) may be forfeited by the Company if the option is not exercised by the Employee within the exercise period; or (b) may be refunded to the Employee if the options are not vested due to non-fulfilment of conditions relating to vesting of option as per the ESOP 2016.

17. Route of Scheme implementation:

The ESOP 2016 shall be implemented and administered directly by the Company.

18. Source of acquisition of shares under the Scheme:

The ESOP 2016 contemplates fresh / new issue of shares by the Company.

Consent of the members is being sought by way of Special Resolutions pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI Regulations.

A draft copy of the Scheme is available for inspection at the Company's Registered Office on all working days excluding Saturdays, Sundays and Public holidays between 9.00 A.M. to 5.00 P.M. upto and including the date of Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company including their relatives are interested or concerned, financially or otherwise, in the resolutions set out in Item Nos. 6 & 7, except to the extent of their entitlements, if any, under the Scheme.

Regd. Office:

403, A wing, The Qube, CTS No. 1498, A / 2, MV Road,
Behind Taj Flight Kitchen, Marol, Andheri (E), Mumbai-400059.

Phone: 91-22-4038 1888, **Fax:** 91-22-4038 1850

CIN: L25200MH1980PLC022812, **Website:** www.safari.in

Date: 16th May, 2016

ON BEHALF OF THE BOARD OF DIRECTORS
For SAFARI INDUSTRIES (INDIA) LIMITED

SUDHIR JATIA

Chairman & Managing Director

DIN:00031969

Additional Informations on Directors recommended for appointment/ re appointment in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015:

Name of Director	Mr. Hetal Gandhi	Mr. Rahul Kanodia
Date of birth	29th July 1965	25th November 1966
Qualification	Chartered Accountant	MBA degree from Columbia University (USA) with a major in Business Strategy & Marketing and a minor in Mergers & Acquisition and Turnaround Management. Two bachelor degrees from H. R. College (India), with specialization in Finance & Accounting, and Babson College (USA), with specialization in Management Information Systems
Expertise in specific functional areas	Over 25 years of experience in the financial services industry that encompasses private equity investments, credit markets, investment banking and turnaround situations	Over 25 years of professional experience and has expertise in the field of Business Strategies, Marketing, Finance, Merger and Amalgamations.
Date of appointment	28th July 2014	16th May 2016
Directorship held in other companies	• Safari Industries (India) Limited • Tano India Advisors Pvt Ltd • Chalet Hotels Pvt Ltd • Shree Shubham Logistics Ltd • Windlas Biotech Limited	• Safari Industries (India) Limited • Datamatics Global Services Ltd • Cybercom Datamatics Information Solutions Ltd • Amon Technologies Pvt Ltd • Delta Infosolutions Private Limited • Lumina Datamatics Limited
Membership in Committees	Audit Committee: • Safari Industries (India) Ltd-Member • Shree Shubham Logistics Limited- Member Stakeholders Relationship Committee: • Safari Industries (India) Ltd- Chairperson	Nil
Shareholding in the Company	Nil	Nil
Disclosure of relationships between directors inter-se	Nil	Nil

DIRECTORS' REPORT

To
The Members,

Your Directors are pleased to present the Thirty Sixth Annual Report on the business and operations of the Company together with the Audited Statement of Accounts for the financial year ended as on 31st March, 2016

1. STATE OF AFFAIRS OF THE COMPANY:

a) FINANCIAL RESULTS:

(₹ in Lacs)

	Standalone		Consolidated	
	2015-16	2014-15	2015-16	2014-15
Total revenue	27,764.86	21,650.89	27,890.98	21,650.89
Profit before Interest, Depreciation, Tax, Exceptional items / Extra Ordinary Items and Exchange Loss	2,053.71	1,309.05	2,049.49	1308.17
Exchange Loss	179.65	52.12	179.65	52.12
Interest	261.91	290.91	261.91	290.91
Depreciation	406.50	289.05	407.19	289.05
Profit before Exceptional Items/Extra Ordinary Items and Tax	1,205.65	676.97	1200.74	676.09
Less: Exceptional Items / Extra Ordinary Items	(5.57)	(95.90)	(5.57)	(95.90)
Profit from ordinary activities before tax	1,200.08	581.07	1,195.17	580.19
Tax expenses				
Current Tax	(355.00)	(190.00)	(355.28)	(190.00)
Deferred tax	(65.01)	35.96	(64.94)	35.96
Profit after Tax	780.07	427.03	774.95	426.15
Profit brought forward from previous year	577.85	398.78	576.97	398.78
Profit available for appropriation	1,357.92	825.81	1,351.92	824.93
Appropriations:				
Transfer to General Reserve	-	(200.00)	-	(200.00)
Proposed Dividend	(49.80)	(39.85)	(49.80)	(39.85)
Tax on proposed dividend	(10.14)	(8.11)	(10.14)	(8.11)
Balance carried to Balance sheet	1297.98	577.85	1291.98	576.97

b) PERFORMANCE REVIEW:

Standalone:

The total revenue of the Company for the financial year 2015-16 stood at ₹ 27,764.86 lacs as against last year's ₹ 21,650.89 lacs, a growth of 28.24%. Profit before interest, depreciation, tax, exceptional items and exchange loss was at ₹ 2,053.71 lacs as against last year's ₹ 1,309.05 lacs, a growth of 56.88 %. The Profit before tax and exceptional items was ₹ 1,205.65 lacs as against ₹ 676.97 lacs of the previous year. The Net Profit for the year stood at ₹ 780.07 lacs as against ₹ 427.03 lacs of the previous year.

Consolidated:

In accordance with the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Accounting Standard (AS) - 21, "Consolidated Financial Statements" issued by the Institute of Chartered Accountants of India, the Audited Consolidated Financial Statements together with Auditor's Report is annexed herewith.

The consolidated revenue stood at ₹ 27,890.98 lacs as against last year's ₹ 21,650.89 lacs and the consolidated net profit stood at ₹ 774.95 as against last year's ₹ 426.15 lacs.

DIRECTORS' REPORT (contd..)

As on 31st March 2016, the Reserves and Surplus of the Company were at ₹86.90 crores.

A detailed analysis on the operations of the Company during the year under report and outlook for the current year is included in the Management Discussion and Analysis Report, forming part of this Annual Report.

Fire:

During the year, there was a fire at the Halol plant of the Company and Properties & Inventories lying there were damaged. The loss due to the fire was assessed at ₹ 81 lacs and since the properties and inventories were adequately covered, the insurance company paid a claim of ₹ 75 lacs towards the said loss. The balance ₹ 6 lacs has been accounted as loss due to fire under the head as per Extraordinary Items Note no. 26 to the Standalone Financial Statements. The manufacturing operations from the said machinery have been resumed from 15th February 2016.

2. DIVIDEND:

The Board of Directors are pleased to recommend for your consideration, a dividend of ₹ 1.20 per equity share of ₹10/- each (previous year ₹ 1/- per equity share of ₹ 10/- each) for the financial year 2015-16. The total payout, if the dividend is approved by the Members at the Meeting, will be ₹59.94 lacs, including dividend distribution tax of ₹10.14 lacs.

3. DEPOSITS:

During the year under review, the Company has not accepted any deposits under the provisions of Companies Act, 2013 read with rules made thereunder and as such no amount on account of principal or interest on deposits was outstanding as on the date of the Balance Sheet.

4. TRANSFER TO INVESTORS' EDUCATION AND PROTECTION FUND:

In accordance to the provisions of Section 205A and 205C of the Companies Act, 1956, the relevant dividend amounts which have remained unpaid and unclaimed for a period of seven years have been transferred to the Investor Education and Protection Fund.

Details of the unpaid and unclaimed dividend amount lying with the Company as on 5th August 2015 have been uploaded on the Company's website (www.safari.in) and also on the website of the Ministry of Corporate Affairs.

5. ISSUE OF FURTHER CAPITAL:

During the year under review, the Company has allotted 1,65,000 equity shares of ₹ 10/- each on exercise of option of 1,65,000 convertible share warrants to Mr. Sudhir Jatia, the Promoter and Managing Director of the Company. As on 31st March 2016, the Company has no outstanding convertible warrants.

6. DIRECTORS:

a) APPOINTMENTS:

In terms of the provisions of the Companies Act, 2013 and on recommendation of the Nomination and Remuneration Committee, it is proposed to appoint Mr. Rahul Kanodia, Additional Director (holding DIN: 00075801) of the Company, as an Independent Director for a term of 5 years wef 12th August 2016, in respect of whom notice is received from a member proposing his candidature for office of a Director under Section 160 of the Companies Act, 2013 alongwith requisite deposit.

A brief profile and other related information of Mr. Rahul Kanodia has been given in the Notice convening the Annual General Meeting.

b) RETIREMENT BY ROTATION:

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Mr. Hetal Gandhi, Director of the Company (holding DIN: 00106895), retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment for your approval.

DIRECTORS' REPORT (contd..)

The aforesaid re-appointment with a brief profile and other related information of Mr. Hetal Gandhi forms part of the Notice convening the Annual General Meeting and the Directors recommend the said re-appointment for your approval.

c) INDEPENDENT DIRECTORS:

The Company has received declaration from all the Independent Directors of the Company confirming that they fulfill the criteria of independence specified in Section 149 (6) of the Companies Act, 2013 and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Terms and conditions of appointment of Independent Directors are placed on the website of the Company.

d) NOMINATION AND REMUNERATION POLICY:

The Company has adopted a Policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Section 178 (3) of the Companies Act, 2013. The remuneration paid to the Directors is as per the terms laid out in the Nomination and Remuneration policy of the Company. The contents of the policy are stated in the Corporate Governance Report forms part of the Annual Report.

e) MANNER OF FORMAL EVALUATION OF BOARD OF ITS OWN PERFORMANCE AND THAT OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS:

In compliance with the Companies Act, 2013, performance evaluation of the Board and that of its Committees and Individual Directors have been carried out during the year under review.

The performance evaluation of the Board, Committees, the Chairman and the Non-Independent Directors was carried as per the criteria adopted by the Board.

The performance evaluation of the Board was based on various parameters such as qualified Board Members, their diversity of experience and background, whether the Members of the Board met all applicable independence requirements, sufficient number of Board meetings and Committee meetings etc. The performance of the individual Directors was evaluated on parameters such as qualifications, experience, independence, participation in Board Meetings and Committee Meetings, etc.

The evaluation of the Independent Directors was carried out by the entire Board excluding the Independent Director being evaluated.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

f) NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS DURING THE YEAR:

During the year under review, the Board of Directors has held four (4) Board meetings. The details of the Board meetings and the attendance of the Directors are provided in the Corporate Governance Report forms part of the Annual Report.

7. COMPOSITION OF AUDIT COMMITTEE:

The Audit Committee of the Board of Directors of the Company comprises of the following members:

<u>Sr no.</u>	<u>Name of Member</u>	<u>Category</u>
1	Dr. Shailesh Mehta- Chairman	Independent
2	Mr. Punkajj Lath	Independent
3	Mr. Hetal Gandhi	Non-Executive Non-Independent
4	Mr. Dalip Sehgal (w.e.f 3rd November 2015)	Independent

DIRECTORS' REPORT (contd..)

Recommendations of the Audit Committee not accepted by the Board of Directors of the Company, along with the reasons therefor: None

8. KEY MANAGERIAL PERSONNEL:

Mr. Virendra Gandhi, the Chief Financial Officer of the Company was re-designated from the said position on closure of the business hours of 16th May 2016. The Board places on record its appreciation for the valuable services provided by Mr. Gandhi during his tenure as Chief Financial Officer.

Mr. Vineet Poddar was appointed as the Chief Financial Officer by the Board of Directors of the Company with effect from 17th May 2016 based on the recommendation of the Nomination & Remuneration Committee and the Audit Committee. Mr. Poddar has over 20 years of corporate experience in multi-disciplinary functions and multi product industries. His expertise in corporate strategy and financial controllership will be of immense benefit to the Company.

9. PARTICULARS OF EMPLOYEES:

Information pursuant to Section 197 of the Companies Act 2013 and Rule 5(1) & (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as **Annexure A** and forms part of this Report.

10. DIRECTORS' RESPONSIBILITY STATEMENT PURSUANT TO SECTION 134 OF THE COMPANIES ACT, 2013:

The Directors hereby confirm:

- a) that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- b) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period.
- c) that the Directors have 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) that the Directors have prepared the annual accounts on a going concern basis.
- e) that the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively.
- f) that 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.

11. AUDITORS:

M/s. Bansi S. Mehta & Co., Chartered Accountants, Mumbai, (Firm Registration no. 100991W) the Statutory Auditors of the Company hold office till the conclusion of ensuing Annual General Meeting. They have confirmed their eligibility to the effect that their re-appointment, if made, would be within the prescribed limits under the Act and that they are not disqualified for re-appointment.

The Directors recommend their re-appointment by the Members at the forthcoming Annual General Meeting. The Auditor's Report does not contain any qualification, reservation or adverse remark.

12. INTERNAL AUDITORS:

Based on the recommendation of the Audit Committee of the Company, the Board of Directors of the Company has appointed M/s. Ernst & Young LLP as the Internal Auditors of the Company.

DIRECTORS' REPORT (contd..)

13. SECRETARIAL AUDIT REPORT FROM M/S. NINAD AWACHAT & ASSOCIATES, THE SECRETARIAL AUDITOR OF THE COMPANY:

In accordance to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Ninad Awachat & Associates, Practicing Company Secretaries (Membership No. 26995 & C P No. 9668) to conduct Secretarial Audit for the financial year 2015-16.

The Report of the Secretarial Auditor is annexed hereto as **Annexure B**. The said Report does not contain any qualification, reservation or adverse remark.

14. SUBSIDIARIES:

The Consolidated Financial Statements of the Company include the financial results of Safari Lifestyles Ltd., for the financial year 2015-16. The annual accounts of Safari Lifestyles Ltd., are available for inspection by any Member at the Registered Office of the Company, during normal business hours (9.00 a.m. to 5.00 p.m.) on all working days except Saturdays, Sundays and public holidays up to the date of the Annual General Meeting of the Company. A copy of the said accounts can also be sought by any Member on making a written request to the Secretarial Department of the Company in this regard.

During the year under review, the Company did not have any joint venture / associate company.

The Report on the performance and financial position of the aforesaid subsidiary in Form AOC-1 pursuant to first proviso to sub-section (3) of Section 129 of the Companies Act, 2013 and Rule 5 of Companies (Accounts) Rules, 2014 is attached as **Annexure C** to this Report.

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

During the year under review, there have not been any significant and material orders passed by the Regulators / Courts / Tribunals which will impact the going concern status and operations of the Company in future.

16. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Board of Directors has adopted a policy on Internal Financial Controls to ensure orderly and efficient conduct of the business of the Company including the Company's policies. The said Policy is adequate and is operating effectively.

17. RISK MANAGEMENT POLICY:

The Company is committed to high standards of business conduct and good risk management to:

- Protect the Company's assets
- Achieve sustainable business growth
- Avoid major surprises relating to overall control environment
- Safeguard shareholder investment
- Ensure compliance with applicable legal and regulatory requirements.

The Board has adopted a policy on risk management to mitigate inherent risks and help accomplish the growth plans of the Company. Accordingly, various potential risks relevant to the Company has been identified by the Audit Committee. The Board reviews the same periodically and suggests measures to mitigate and control these risks.

18. CHANGE IN NATURE OF BUSINESS, IF ANY:

During the year under review, there has not been any change in the nature of the business of the Company.

DIRECTORS' REPORT (contd..)

19. MATERIAL CHANGES AND COMMITMENTS, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR & THE DATE OF REPORT:

There have not been any material changes / commitments affecting the financial position of the Company from the end of the financial year till the date of this Report.

20. LISTING OF SHARES:

The equity shares of the Company are listed on the BSE Ltd, situated at Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001.

The Company has paid the necessary listing fees to the BSE Ltd as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

21. PARTICULARS OF CONTRACTS WITH RELATED PARTIES:

During the year under review, the Company has entered into related party transactions, all of which were in the ordinary course of business and on arm's length basis and in accordance with the provisions of the Companies Act, 2013, read with the Rules issued thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, no transactions are being reported in Form AOC-2 in terms of Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014.

The details of the transactions with Related Parties as per Accounting Standard 18 are set out in Note no. 33 to the Standalone Financial Statements.

22. VIGIL MECHANISM-WHISTLE BLOWER'S POLICY:

The Company believes in conducting its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour. In order to achieve the same, the Company has formulated a Whistle Blowers' Policy to provide a secure environment and to encourage all employees and Directors of the Company, shareholders, customers, vendors and /or third party intermediaries to report unethical, unlawful or improper practices, acts or activities in the Company and to prohibit managerial personnel from taking any adverse action against those employees who report such practices in good faith.

The Policy has been uploaded on the website of the Company.

23. PARTICULARS OF LOAN, GUARANTEE & INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT 2013:

During the year under review, the Company has not given any loans or guarantees. Details of investments made are given in Note no. 11 and 13 of the Standalone Financial Statement.

24. EXTRACT OF ANNUAL RETURN:

An extract of the Annual Return as on 31st March 2016 in terms of Section 92(3) of the Companies Act, 2013 read with rule 12(1) of the Companies (Management and Administration) Rules, 2014 is annexed herewith as **Annexure D**.

25. CONSERVATION OF ENERGY, ETC.:

Details on Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo, etc. are given in the **Annexure E** hereto and forms part of this Report.

26. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and Analysis Report for the year under review, as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate Section forming part of this Annual Report.

DIRECTORS' REPORT (contd..)

27. CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES:

During the year under review, the Company has constituted a CSR Committee and adopted a CSR Policy pursuant to the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, based on the recommendations of the CSR Committee.

The CSR Policy is available on the website of the Company. The composition of the CSR Committee is disclosed in the Corporate Governance Report which forms part of this Annual Report. The report on CSR activities undertaken by the Company in accordance to the Companies (Corporate Social Responsibility) Rules, 2014 is annexed to this Report at **Annexure F**.

28. CORPORATE GOVERNANCE REPORT:

As per the requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Corporate Governance Report together with a Certificate from M/s. Ninad Awachat & Associates, Practicing Company Secretaries (Membership No. 26995 & C P No. 9668) confirming compliance thereto is annexed with this report as **Annexure G**.

In compliance with the requirements of Regulation 17 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, a certificate from the Managing Director and Chief Finance Officer of the Company, who are responsible for the finance function, was placed before the Board. The same is annexed thereto and forms part of the Corporate Governance Report.

All the Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct for Board and Senior Management Personnel. A declaration to this effect duly signed by the Managing Director is annexed thereto and forms part of the Corporate Governance Report.

29. INDUSTRIAL RELATIONS:

Industrial relations remained cordial throughout the year under review.

30. INFORMATION UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

In compliance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has formed a Committee to look into complaints of sexual harassment received from any women employee. During the year under review, no such complaints have been filed with the Committee.

31. ACKNOWLEDGEMENT:

Your Directors wish to place on record their sincere thanks to all the employees of the Company for their continuing commitment and dedication. Further, the Directors would also like to express their gratitude for the continued support of all the stakeholders such as banks, financial institutions, various State and Central Government authorities, customers, vendors and last but not the least our valued shareholders, for all their support and trust reposed in the Company.

ON BEHALF OF THE BOARD OF DIRECTORS
For SAFARI INDUSTRIES (INDIA) LIMITED

SUDHIR JATIA

Chairman & Managing Director
DIN: 00031969

Date: 16th May, 2016

ANNEXURES TO THE DIRECTORS' REPORT

Annexure A

Information pursuant to Rule 5(1) & 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

1. Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year: 96:4
2. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year: The remuneration of the Managing Director increased by 210.26 %. The remuneration of Chief Financial Officer and Company Secretary increased by 13.68% and 17.59% respectively.
3. The percentage increase in the median remuneration of employees in the financial year: 9.22%
4. The number of permanent employees on the rolls of company: 745 employees
5. The explanation on the relationship between average increase in remuneration and company performance: While the average increase in remuneration was 8.4%, the increase in the profit before tax as compared to the previous was 107%
6. Comparison of the remuneration of the Key Managerial Personnel against the performance of the company: The total remuneration of the Key Managerial Personnel was ₹ 86.48 lacs as against the Profit before tax of ₹ 1200.08 lacs.
7. Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year:
The market capitalization for the year ended 31st March 2016 was ₹ 414.59 crores as against ₹ 319.40 crores for the year ended 31st March 2015. The PE ratio stood at 52.51 as at 31st March 2016 as against 67.87 as at 31st March 2015.
8. Percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer:
The Company had come out with an initial public offer in the year 1986 at a price of ₹10/- . An amount of ₹10/- invested in the said IPO would be ₹ 999 as on 31st March 2016 representing a compounded annual growth rate of 17%.
9. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year is 8.4% and is in line with the increase in the managerial remuneration;
10. Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company:
While the Profit Before tax of the Company for the year ended 31st March 2016 stood at around ₹ 1200.08 lacs, the remuneration drawn by the Managing Director, Chief Financial Officer and Company Secretary was ₹ 40.05 lacs, ₹ 37.87 and ₹ 8.56 lacs respectively
11. The key parameters for any variable component of remuneration availed by the directors: Nil
12. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: 31:69
13. The remuneration paid to the Directors, KMPs and other employees is as per the Remuneration policy of the company.
14. During the year under review, there have not been any employees in the Company who if employed throughout the financial year were in receipt of remuneration in excess of ₹ 60 lakhs pa or if employed for a part of the financial year were in receipt of remuneration for any part of that year, at a rate which in aggregate was not less than ₹ 5 lakhs per month.
15. Details of employees in receipt of remuneration in excess of that drawn by the Managing Director and who held by himself or alongwith his spouse or dependent children, not less than 2% of the equity shares of the Company: Nil

**ON BEHALF OF THE BOARD OF DIRECTORS
For SAFARI INDUSTRIES (INDIA) LIMITED**

Place: Mumbai
Date: 16th May, 2016

SUDHIR JATIA
Chairman & Managing Director
DIN: 00031969

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

Annexure B

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

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

To,

The Members,

SAFARI INDUSTRIES (INDIA) LIMITED

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

Based on my verification of the Company books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2016 ("**Financial Year**") 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:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained 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 thereunder;
 - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing were not attracted to the Company during the Financial Year under report.
 - v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of shares and Takeovers) Regulation 2011.
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999/ Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not Applicable as the Company has not granted any options to its employees during the Financial Year under review)
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable as the Company has not issued any debt securities during the Financial Year under review)
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the Financial Year under review)
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable as the Company has not delisted its equity shares from stock exchange during the Financial Year under review)

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; ; (Not applicable as the Company has not bought back any of its equity shares the Financial Year under review)

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

- (i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India and made effective 1st July, 2015).
- (ii) The Listing Agreement entered into by the Company with BSE Limited and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (effective 1st December, 2015);

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

I further report that

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

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

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

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable general laws, rules, regulations and guidelines. The list of major head / groups of applicable general laws, rules, regulations and guidelines are mentioned in Annexure I, apart from these, as per Management, there are no other laws specifically applicable to the Company.

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

For **NINAD AWACHAT & ASSOCIATES**

Company Secretaries

sd / -

Ninad Awachat

Proprietor

Membership No : 26995

C.P No : 9668

Place : Mumbai

Date : 16th May, 2016

Annexure I:

1. Factories Act, 1948;
2. Employees State Insurance Act, 1948;
3. Environment (Protection) Act, 1986
4. Water (Prevention and Control of Pollution) Act, 1974
5. Air (Prevention and Control of Pollution) Act, 1981
6. Hazardous Waste (Management and Handling) Rules, 2008
7. Minimum Wages Act, 1948
8. The Employee's Provident Fund and Misc. Provisions Act, 1952;
9. The Payment of Bonus Act, 1965;
10. The Payment of Gratuity Act, 1972;
11. Legal Metrology Act, 2009;
12. Rules and Regulations of GIDC Vadodara and GIDC Halol.
13. Local Laws as applicable to various offices of the Company;
14. Act prescribed under Direct Tax and Indirect Tax

ANNEXURES TO THE DIRECTORS' REPORT (contd..)**Annexure C****Form AOC-1***(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)***Statement containing salient features of the financial statement of Subsidiaries/Associate Companies/Joint Ventures****Part "A": Subsidiaries**

(₹ in Lacs)

Sl. No.	1
Name of the Subsidiary	Safari Lifestyles Limited
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA
Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	NA
Share capital	5.00
Reserves & surplus	0.43
Total assets	108.09
Total Liabilities	108.09
Investments	NIL
Turnover	428.49
Profit before taxation	1.51
Provision for taxation	(0.20)
Profit after taxation	1.31
Proposed Dividend	NIL
% of shareholding	100%

- Names of subsidiaries which are yet to commence operations: Nil
- Names of subsidiaries which have been liquidated or sold during the year.: Nil

Part "B": Associates and Joint Ventures: Nil. The Company does not have any associates or joint ventures.

ON BEHALF OF THE BOARD OF DIRECTORS
For SAFARI INDUSTRIES (INDIA) LIMITED

Place: Mumbai
Date: 16th May, 2016

SUDHIR JATIA
Chairman & Managing Director
DIN: 00031969

ANNEXURES TO THE DIRECTORS' REPORT (contd..)**Annexure D****Form No. MGT-9**

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

I. REGISTRATION AND OTHER DETAILS:

1.	CIN	L25200MH1980PLC022812
2.	Registration Date	8th July 1980
3.	Name of the Company	Safari Industries (India) Limited
4.	Category / Sub-Category of the Company	Public listed company-Limited by Shares
5.	Address of the Registered office and contact details	4th Floor, A Wing, The Qube, CTS no. 1498, MV Road, Behind Taj Flight Kitchen, Marol, Andheri (East), Mumbai 400 059, Maharashtra. (T) +91-22-40381888 (F) +91-22-40381850 (E) investor@safari.in (W) www.safari.in
6.	Whether listed company Yes / No	Yes
7.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Adroit Corporate Services Pvt Ltd. 17-20, Jafarbhoy Industrial Estate, Makwana Road, Marol Naka, Andheri (East), Mumbai 400 059 (T) +91-22-4227 0400 / +91-22-2859 4060 (E) investorgrievances@adroitcorporate.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and description of main products /Services	NIC Code of the Product/ service	% to total turnover of the company
1	Manufacturing and trading of luggage travel goods	15121	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held	Applicable section
1	Safari Lifestyles Ltd 4th Floor, A Wing, The Qube, CTS no. 1498, M. V. Road, Marol, Andheri (East), Mumbai - 400 059.	U74999MH2014PLC258983	Subsidiary	100%	2(87)

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

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

i) Category-wise Share Holding:

	Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A	PROMOTERS									
1)	Indian									
a)	Individual/ HUF	1867500	85000	1952500	49.00	2117500	-	2117500	51.02	2.02
b)	Central Govt	-	-	-	-	-	-	-	-	-
c)	State Govt(s)	-	-	-	-	-	-	-	-	-
d)	Bodies Corporate	454693	-	454693	11.41	454693	-	454693	10.96	(0.45)
e)	Banks/ FI	-	-	-	-	-	-	-	-	-
f)	Any other	-	-	-	-	-	-	-	-	-
	Sub-total (A)(1):	2322193	85000	2407193	60.41	2572193	-	2572193	61.98	1.57
2)	Foreign									
a)	NRI-Individuals	-	-	-	-	-	-	-	-	-
b)	Other-Individuals	-	-	-	-	-	-	-	-	-
c)	Bodies Corp	-	-	-	-	-	-	-	-	-
d)	Banks/ FI	-	-	-	-	-	-	-	-	-
e)	Any other	-	-	-	-	-	-	-	-	-
	Sub-total (A)(2):	-	-	-	-	-	-	-	-	-
	Total shareholding of Promoter (A)=(A)(1)+(A)(2)	2322193	85000	2407193	60.41	2572193	-	2572193	61.98	1.57
B	PUBLIC SHAREHOLDING									
1.	Institutions									
a)	Mutual funds	-	3600	3600	0.09	-	3600	3600	0.09	-
b)	Banks/ FI	100	-	100	-	100	-	100	-	-
c)	Central Govt	-	-	-	-	-	-	-	-	-
d)	State Govt(s)	-	-	-	-	-	-	-	-	-
e)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
f)	Insurance Companies	-	-	-	-	-	-	-	-	-
g)	FIs	1500	-	1500	0.04	-	-	-	-	(0.04)
h)	Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i)	Others: Private Equity Fund	830000	-	830000	20.83	830000	-	830000	20.00	(0.83)
	Sub-total (B)(1):	831600	3600	835200	20.86	830100	3600	833700	20.09	(0.87)
2.	Non-Institutional									
a)	Bodies Corp									
i.	Indian	112466	4800	117266	2.94	108753	4800	113553	2.74	(0.20)
ii.	Overseas	-	-	-	-	-	-	-	-	-
b)	Individuals									
i.	Individual shareholders holding nominal share capital upto ₹ 1 lakh	301514	195352	496866	12.47	313887	184352	498239	12.01	(0.46)
ii.	Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	116596	-	116596	2.93	115735	-	115735	2.79	(0.14)
c)	Others									
	Clearing members	405	-	405	0.01	66	-	66	0.00	(0.01)
	NRIs	11374	100	11474	0.29	16414	100	16514	0.40	0.11
	Sub-total (B)(2):	542355	200252	742607	18.64	554855	189252	744107	17.94	(0.7)
	Total Public shareholding (B)= (B)(1)+(B)(2)	1373955	203852	1577807	39.59	1384865	192852	1577807	38.03	(1.56)
C	SHARES HELD BY CUSTODIAN FOR GDRS & ADRS									
		-	-	-	-	-	-	-	-	-
	GRAND TOTAL (A+B+C)	3696148	288852	3985000	100	3957148	192852	4150000	100	-

ANNEXURES TO THE DIRECTORS' REPORT (contd..)**ii) Shareholding of Promoters:**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of shares	% of total shares of the Company	% of shares pledged / encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged / encumbered to total shares	
1.	Sudhir Jatia	1952500	49.00	-	2117500	51.02	-	2.02
2.	Safari Investments Pvt Ltd	454693	11.41	-	454693	10.96	-	(0.45)

iii) Change in Promoters' Shareholding:

Sr. No.		Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	2407193	60.41	2407193	60.41
A.	Date wise increase/decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (eg allotment/ transfer/bonus/sweat equity etc.): 08.01.2016 Allotment of shares upon exercise of conversion option by Promoter of the Company	165000	3.98	2572193	61.98
	At the end of the year	-	-	2572193	61.98

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

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

Sr. No.		Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Tano India Pvt Equity Fund II				
	At the beginning of the year	830000	20.83	830000	20.83
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (eg allotment / transfer / bonus / sweat equity etc.)	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)	-	-	830000	20.00
2.	Central Park Securities Holding Pvt. Ltd.				
	At the beginning of the year	83583	2.10	83583	2.10
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (eg allotment / transfer / bonus / sweat equity etc.)				
i.	10th April 2015 Purchase	1	0.00	83584	2.10
ii.	17th April 2015 Purchase	1	0.00	83585	2.10
	At the end of the year (or on the date of separation, if separated during the year)	-	-	83585	2.01
3.	Anjali Bansal				
	At the beginning of the year	30000	0.75	30000	0.75
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (eg. allotment / transfer / bonus / sweat equity etc.)	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)	-	-	30000	0.72

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

Sr. No.		Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
4.	Rajendra Shubhkaran Khemka				
	At the beginning of the year	29040	0.73	29040	0.73
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (eg allotment / transfer / bonus / sweat equity etc.)				
i.	7th August 2015 Sold	(500)	0.01	28540	0.72
ii.	14th August 2015 Sold	(361)	0.00	28179	0.71
	At the end of the year (or on the date of separation, if separated during the year)	-	-	28179	0.68
5.	Rajendra S Khemka				
	At the beginning of the year	28922	0.73	28922	0.73
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (eg allotment / transfer / bonus / sweat equity etc.)				
i.	26th February 2016 Sold	(28922)	0.70	0	0.00
ii.	26th February 2016 Purchase	28922	0.70	28922	0.70
	At the end of the year (or on the date of separation, if separated during the year)	-	-	28922	0.70
6.	Mayadevi R Khemka				
	At the beginning of the year	28634	0.72	28634	0.72
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (eg allotment / transfer / bonus / sweat equity etc.)				
i.	12th February 2016 Sold	(28634)	0.69	0	0.00
ii.	12th February 2016 Purchase	28634	0.69	28634	0.69
	At the end of the year (or on the date of separation, if separated during the year)	-	-	28634	0.69

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

Sr. No.		Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
7.	Colin Pankaj Shah				
	At the beginning of the year	10000	0.25	10000	0.25
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (eg allotment / transfer / bonus / sweat equity etc.)	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)	-	-	10000	0.24
8.	Aparna T Chandrashekar				
	At the beginning of the year	10000	0.25	10000	0.25
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (eg allotment / transfer / bonus / sweat equity etc.)	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)	-	-	10000	0.24
9.	Amul S Mehta				
	At the beginning of the year	10000	0.25	10000	0.25
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (eg allotment / transfer / bonus / sweat equity etc.)				
	i. 7th August 2015 Sold	(10000)	0.25	-	-
	At the end of the year (or on the date of separation, if separated during the year)	-	-	-	-
10.	Venkatchalam Arakoni Ramaswamy				
	At the beginning of the year	10000	0.25	10000	0.25
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (eg allotment / transfer / bonus / sweat equity etc.)	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)	-	-	10000	0.24

ANNEXURES TO THE DIRECTORS' REPORT (contd..)**v) Shareholding of Directors and Key Managerial Personnel:**

Sr. No.		Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
A	Mr. Sudhir Jatia - Chairman & MD				
	At the beginning of the year	1952500	49.00	1952500	49.00
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (eg allotment / transfer / bonus / sweat equity etc.)				
1	8th January 2016 Allotment	165000	3.98	2117500	51.02
	At the end of the year	-	-	2117500	51.02
B	Dr. Shailesh Mehta - Director				
	At the beginning of the year	-	-	-	-
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (eg. allotment / transfer / bonus / sweat equity etc.)	-	-	-	-
	At the end of the year	-	-	-	-
C	Mr. Punkajj Lath - Director				
	At the beginning of the year	-	-	-	-
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (eg. allotment / transfer / bonus / sweat equity etc.)	-	-	-	-
	At the end of the year	-	-	-	-
D	Mr. Anujj Patodia - Director				
	At the beginning of the year	-	-	-	-
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (eg. allotment / transfer / bonus / sweat equity etc.)	-	-	-	-
	At the end of the year	-	-	-	-

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

Sr. No.		Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
E	Mr. Dalip Sehgal - Director				
	At the beginning of the year	-	-	-	-
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (eg. allotment / transfer / bonus / sweat equity etc.)	-	-	-	-
	At the end of the year	-	-	-	-
F	Mr. Hetal Gandhi - Director				
	At the beginning of the year	-	-	-	-
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (eg. allotment / transfer / bonus / sweat equity etc.)	-	-	-	-
	At the end of the year	-	-	-	-
G	Mrs. Vijaya Sampath - Director				
	At the beginning of the year	-	-	-	-
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (eg. allotment / transfer / bonus / sweat equity etc.)	-	-	-	-
	At the end of the year	-	-	-	-
H	Mr. Virendra Gandhi - Chief Financial Officer				
	At the beginning of the year	177	0.00	177	0.00
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (eg. allotment / transfer / bonus / sweat equity etc.)	-	-	-	-
	At the end of the year	-	-	177	0.00
I	Mrs. Jigna Parikh-Company Secretary				
	At the beginning of the year	-	-	-	-
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (eg. allotment / transfer / bonus / sweat equity etc.)	-	-	-	-
	At the end of the year	-	-	-	-

ANNEXURES TO THE DIRECTORS' REPORT (contd..)**V. INDEBTEDNESS****Indebtedness of the Company including interest outstanding/accrued but not due for payment:**

(₹ in Lacs)

	Secured loans excluding deposits	Unsecured loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal Amount	3,295.05	-	-	3,295.05
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	3.08	-	-	3.08
Total (i + ii + iii)	3,298.13	-	-	3,298.13
Change in indebtedness during the financial year				
Addition	2,531.57	-	-	2,531.57
Reduction	-	-	-	-
Net change	2,531.57	-	-	2531.57
Indebtedness at the end of the financial year				
i. Principal Amount	5,823.06	-	-	5,823.06
ii. Interest due but not paid	3.26	-	-	3.26
iii. Interest accrued but not due	3.38	-	-	3.38
Total (i + ii + iii)	5,829.70	-	-	5,829.70

VI. REMUNERATION OF DIRECTORS & KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole Time Directors and/or Manager:**

(₹ in Lacs)

Sr. No.	Particulars of Remuneration	Sudhir Jatia Managing Director
1.	Gross Salary	
	a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	35.87
	b) Value of perquisites u / s 17(2) of the Income Tax Act, 1961	-
	c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-
2.	Stock Option	-
3.	Sweat Equity	-
4.	Commission	-
	As % of profit	-
	Others, specify	-
5.	Others	
	Provident Fund	4.18
	Total (A)	40.05
	Ceiling as per the Act*	60.00

*(Being 5% of the net profit of the Company as calculated as per Section 198 of the Companies Act, 2013)

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

B. Remuneration to other Directors:

(₹ in Lacs)

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
1	Independent Directors	Dr. Shailesh Mehta	Mr. Punkajj Lath	Mr. Dalip Sehgal	Mrs. Vijaya Sampath	
	Fee for attending Board Committee meetings	2.25	1.03	1.00	0.80	5.08
	Commission	—	—	—	—	
	Others, please specify	—	—	—	—	
	Total (1)	2.25	1.03	1.00	0.80	5.08
2	Other Non-Executive Directors	Mr. Anujj Patodia	Mr. Hetal Gandhi			
	Fee for attending Board Committee meetings	0.50	0.63	-	-	1.13
	Commission	—	—	—	—	
	Others, please specify	—	—	—	—	
	Total (2)	0.50	0.63	-	-	1.13
	Total B= (1+2)					6.21
Total Managerial Remuneration						48.42
Ceiling as per the Act*						12.00
Overall ceiling as per the Act**						132.01

*(Being 1% of the net profit of the Company as calculated as per Section 198 of the Companies Act, 2013)

** (Being 11% of the net profit of the Company as calculated as per Section 198 of the Companies Act, 2013)

C. Remuneration to Key Managerial Personnel Other than MD/Manager/WTB

(₹ in Lacs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		CFO	Company Secretary	Total
1.	Gross Salary			
a	Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	35.36	8.17	43.53
b	Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0.32	—	0.32
c	Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	—	—	—
2.	Stock Option	—	—	—
3.	Sweat Equity	—	—	—
4.	Commission			
	As % of profit	—	—	—
	Others, specify	—	—	—
5.	Others, please specify			
	Provident Fund	2.19	0.39	2.58
	Total	37.87	8.56	46.43

ANNEXURES TO THE DIRECTORS' REPORT (contd..)**VIII. Penalties/Punishment/Compounding of Offences: Nil**

Type	Section of the Companies Act	Brief Description	Details of penalty/ punishment/ compounding fees imposed	Authority (RD/ NCLT/Court)	Appeal made, if any (give details)
A. Company					
Penalty	—	—	—	—	—
Punishment	—	—	—	—	—
Compounding	—	—	—	—	—
B. Directors					
Penalty	—	—	—	—	—
Punishment	—	—	—	—	—
Compounding	—	—	—	—	—
C. Other Officers in Default					
Penalty	—	—	—	—	—
Punishment	—	—	—	—	—
Compounding	—	—	—	—	—

ON BEHALF OF THE BOARD OF DIRECTORS
For SAFARI INDUSTRIES (INDIA) LIMITED

Place: Mumbai
Date: 16th May, 2016

SUDHIR JATIA
Chairman & Managing Director
DIN: 00031969

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

Annexure G

Statement on Conservation of Energy & Technology Absorption

(A) CONSERVATION OF ENERGY :

- i. The steps taken or impact on conservation of energy:
 - a. In the powder coating & anodizing department, we have installed PNG (Piped Natural Gas) fired oven in place of convectional electrical oven. This has given an energy cost reduction by around 15% in this area.
 - b. LED Tube light introduced in areas as below. (56W Tube light replaced with 22W)
 - PC Assembly.
 - Extruder & Forming.
 - BSR.
 - Stores
 - c. Greater Awareness has been brought about among the employees to save power.
- ii. The steps taken by the Company for utilizing alternate sources of energy: NA
- iii. Capital Investment on energy conservation equipment's: NA

(B) TECHNOLOGY ABSORPTION :

- i. efforts made in technology absorption:
 - a. Increase in productivity & energy saving by introducing new rotary thermoforming machine.
 - b. Mechanized & automated new band saw cutting machine to increase productivity.
- ii. the benefit derived like product improvement, cost reduction, product development or import substitution- Nil
- iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): NA
 - a. The details of technology imported
 - b. The year of import
 - c. Whether the technology been fully absorbed
 - d. If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and
- iv. The expenditure incurred on Research and Development: Nil

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO

Foreign exchange used - ₹365.68 lacs

Foreign exchange earned - Nil

**ON BEHALF OF THE BOARD OF DIRECTORS
For SAFARI INDUSTRIES (INDIA) LIMITED**

Place: Mumbai
Date: 16th May, 2016

SUDHIR JATIA
Chairman & Managing Director
DIN: 00031969

ANNEXURES TO THE DIRECTORS' REPORT (contd..)**Annexure F****Report on CSR Activities of the Company as per Companies (Corporate Social Responsibility Policy) 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 CSR Policy adopted by the Company includes all the activities which are prescribed under Schedule VII of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014. The CSR Policy of the Company can be viewed on website of the Company at <http://www.safari.in/corporate/investors-relations/policies/>

2. The Composition of the CSR Committee:

<u>Name of Member</u>	<u>Category</u>
Mr. Sudhir Jatia	Chairman
Mrs. Vijaya Sampath	Member
Mr. Hetal Gandhi	Member

3. Average net profit of the company for last three financial years: ₹ 173.60 Lacs

4. Prescribed CSR Expenditure (2% of the amount as in item 3 above): ₹ 3.47 Lacs

5. Details of CSR spent during the financial year.

(a) Total amount to be spent for the financial year: ₹ 3.47 Lacs

(b) Amount unspent, if any: Nil

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

Sr No	CSR Project or activity identified	Sector in which the project is covered	Projects or programs 1) Local area or 2) Specify the State and projects or programs was undertaken	Amount outlay (budget project or programme wise)	Amount spent on the projects or programs sub-heads (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure upto the reporting period	Amount spent Direct or through implementing agency
1.	Contribution to Lokmanaya Tilak Municipal General Hospital	Health Care	Mumbai - Maharashtra	Nil	₹ 3.50	₹ 3.50	Directly

We hereby confirm that the CSR policy as approved by the Board has been implemented and the CSR Committee monitors the implementation of the CSR projects and activities in compliance with the CSR objectives.

**ON BEHALF OF THE BOARD OF DIRECTORS
For SAFARI INDUSTRIES (INDIA) LIMITED**

Place: Mumbai
Date: 16th May, 2016

SUDHIR JATIA
Chairman & Managing Director
& Chairman of CSR Committee
DIN: 00031969

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

Annexure H Report on Corporate Governance

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Corporate Governance encompasses laws, procedures, practices and implicit rules that determine a Management's ability to make sound decisions vis-à-vis all its stakeholders.

We firmly believe that Board Independence is essential to bring objectivity and transparency in the management and in the dealing of the Company. We keep our governance practices under continuous review.

2. BOARD OF DIRECTORS:

(A) Composition and categories of Directors :-

The composition of the Board is in conformity with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as the Companies Act, 2013. The composition of the Board of Directors consists of optimum combination of Executive and Non-Executive Directors and an optimum representation of Independent Directors.

<u>Name of Director</u>	<u>Category</u>
Mr. Sudhir Jatia	Promoter, Executive and Chairperson
Mr. Shailesh Mehta	Non-Executive and Independent
Mr. Punkajj Lath	Non-Executive and Independent
Mr. Dalip Sehgal	Non-Executive and Independent
Mrs. Vijaya Sampath	Non-Executive and Independent
Mr. Anuj Patodia	Non-Executive
Mr. Hetal Gandhi	Non-Executive

(B) Attendance of each Director at the Board meetings and the last Annual General Meeting ("AGM") :-

4 (four) meetings of the Board of Directors were held during the financial year 2015-16 i.e. on 15th May 2015, 5th August 2015, 3rd November 2015 and 27th January 2016

The attendance record of all Directors is as under: -

Name of Director	No. of Board Meetings		Attendance at last AGM held on 5th August 2015
	Held	Attended	
Mr. Sudhir Jatia	4	4	Yes
Dr. Shailesh Mehta	4	4	Yes
Mr. Punkajj Lath	4	2	No
Mr. Dalip Sehgal	4	4	No
Mrs. Vijaya Sampath	4	4	Yes
Mr. Anuj Patodia	4	3	Yes
Mr. Hetal Gandhi	4	3	Yes

ANNEXURES TO THE DIRECTORS' REPORT (contd..)**(C) Number of other Directorships or Board Committees of which a Director is a Member or Chairperson:**

Name of Director	No of other Directorship(\$)	Number of Memberships in Committees of other Companies (*)	Number of Chairperson in Committees of other Companies (*)
Mr. Sudhir Jatia	3	1	
Dr. Shailesh Mehta	7	2	1
Mr. Punkaj Lath	6	2	-
Mr. Dalip Sehgal	8	5	-
Mrs. Vijaya Sampath	7	1	-
Mr. Anuj Patodia	11	-	-
Mr. Hetal Gandhi	5	3	1

(\$)*Excludes directorship in foreign companies and Section 8 companies.*

(*)*Only two committees, namely, Audit Committee and Stakeholders Relationship Committee have been considered as per Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*

All the Directors have informed the Company periodically about their Directorship and Membership on the Board / Committees of the Board of other Companies.

(D) Disclosure of pecuniary relationships and transactions between Directors/Company:

As on 31st March 2016, none of the Directors are related to each other. None of the Directors have any pecuniary relationship or transactions vis-a-vis the Company.

(E) Number of shares and convertible instruments held by Non- Executive Directors:

As on 31st March 2016, none of the Non- Executive Directors hold any shares or convertible instruments.

(F) Web link where details of familiarisation programmes imparted to Independent Directors is disclosed:

The Independent Directors of the Company meet the requirements laid down under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and have declared that they do not fall under any disqualifications specified thereunder.

The Board of Directors of the Company has adopted a Familiarization Program for Independent Directors of the Company. Details of the Familiarization Program has been disclosed on the website of the Company. The same can be viewed at <http://www.safari.in/corporate/investors-relations/policies/>

Separate Meeting of Independent Directors:

As stipulated under Section 149 of the Companies Act, 2013 read with Schedule IV pertaining to the Code of Independent Directors and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate Meeting of the Independent Directors of the Company was held on 27th January, 2016 with the following agenda:

- to review performance of non-Independent Directors and the Board as a whole,
- to review the performance of the Chairperson of the Company, taking into account the views of the Executive and Non-Executive Directors of the Company and
- to assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

3. AUDIT COMMITTEE:

The Audit Committee comprises of the following Members:

<u>Name of Member</u>	<u>Category</u>
Dr. Shailesh Mehta	Chairman
Mr. Punkaj Lath	Member
Mr. Hetal Gandhi	Member
Mr. Dalip Sehgal (Member w.e.f. 3rd November 2015)	Member

Mrs. Jigna Parikh, Company Secretary of the Company acts as the Secretary to the Audit Committee.

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013, the terms of reference of the Audit Committee inter-alia include:

1. Oversight of the Company's financial reporting processes and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
3. Approval of payment to statutory auditors for any other services rendered by the Statutory Auditors.
4. Reviewing, with the Management, the annual financial statements and auditors' report thereon, before submission to the Board for approval, with particular reference to.
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of section 134(3)(c) of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by Management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions, if any;
 - g. Modified opinion(s) in the draft audit report;
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Review and monitor the auditor's independence and performance and effectiveness of audit process.
8. Approval or any subsequent modification of transactions with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems.
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
13. 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.

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

14. Discussion with internal auditors on any significant findings and follow up thereon.
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
16. Discussion with 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.
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors, if any.
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO after assessing the qualifications, experience and background, etc. of the candidate.
20. Approval of all transactions with related parties and any subsequent modification of such transactions.
21. Reviewing mandatorily the following information:
 - a. Management discussion and analysis of financial condition and results of operations.
 - b. Statement of significant related party transactions, submitted by Management.
 - c. Management letters / letters of internal control weaknesses issued by the statutory auditors.
 - d. Internal audit reports relating to internal control weaknesses; and
 - e. The appointment, removal and terms of remuneration of the Internal Auditor.
 - f. Statement of deviations;
 1. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to the Stock Exchange(s) in terms of Regulation 32(1).
 2. annual statement of funds utilised for purpose other than those stated in the offer document / prospectus / notice in terms of Regulation 32(7).

The Committee met 4 (four) times during the year 2015 -16 i.e. on 15th May 2015, 5th August 2015, 3rd November 2015 and 27th January 2016. The attendance record of all Members at the meetings of the Committee is as under: -

Name of Member	No. of Audit Committee Meetings	
	Held	Attended
Dr. Shailesh Mehta	4	4
Mr. Punkaj Lath	4	2
Mr. Hetal Gandhi	4	3
Mr. Dalip Sehgal (Member w.e.f. 3rd November 2015)	2	2

4. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee comprises of the following Members:

<u>Name of Member</u>	<u>Category</u>
Mr. Punkaj Lath	Chairman
Dr. Shailesh Mehta	Member
Mr. Hetal Gandhi	Member
Mr. Anuj Patodia (upto 15th May 2015)	Member

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

The Nomination and Remuneration Committee met 2 (two) times during the financial year 2015-16 i.e. on 15th May 2015 and 5th August 2015. The attendance record of Members at the meetings of the Committee is as under:

Name of Member	No. of Nomination and Remuneration Committee Meetings	
	Held	Attended
Mr. Punkajj Lath	2	1
Dr. Shailesh Mehta	2	2
Mr. Hetal Gandhi	2	2
Mr. Anuj Patodia (upto 15th May 2015)	1	1

The terms of reference of the Committee inter-alia includes the following:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
2. formulation of criteria for evaluation of performance of independent directors and the board of directors;
3. devising a policy on diversity of board of directors;
4. identifying 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 of directors their appointment and removal.
5. implementation, administration and superintendence of the employees stock option purchase ("ESOP") scheme and formulate the details terms and conditions of the ESOP scheme.
6. any other matters as the Board may decide from time to time.

Performance evaluation

The performance evaluation of the Board and that of its Committees and Individual Directors have been carried out during the financial year 2015-16.

The performance evaluation of the Board, Committees, the Chairman and the Non-Independent Directors was carried as per the criteria adopted by the Board.

The performance evaluation of the Board was based on various parameters such as qualified Board Members, their diversity of experience and background, whether the Members of the Board met all applicable independence requirements, sufficient number of Board meetings and Committee meetings etc. The performance of the individual Directors was evaluated on parameters such as qualifications, experience, independence, participation in Board Meetings and Committee Meetings, etc.

The evaluation of the Independent Directors was carried out by the entire Board excluding the Independent Director being evaluated.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

Nomination and Remuneration Policy

I. Introduction:

This Nomination and Remuneration Policy ("Policy") has been formulated and recommended by the Nomination and Remuneration Committee ("Committee") vide their resolution dated 18th September 2014, pursuant to section 178 of the Companies Act, 2013 and the rules made thereunder (collectively, the "Act").

This Policy has been adopted by the Board of Directors of Safari Industries (India) Limited ("Company") in their meeting held on 22nd September 2014.

This Policy lays down the guidelines to be followed in relation to:

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

- (A) appointment of the directors and key managerial personnel of the Company;
- (B) fixation of the remuneration of the directors, key managerial personnel and other employees of the Company; and
- (C) evaluation of performance of directors, key managerial personnel and other employees of the Company.

The objective of this Policy, inter-alia, is to:

- (a) attract, recruit and retain good and exceptional talent;
- (b) list down the criteria for determining the qualifications, positive attributes and independence of the directors of the Company;
- (c) ensure that the remuneration of the directors, key managerial personnel and other employees is performance driven, motivates them, recognises their merits and achievements and promotes excellence in their performance;
- (d) motivate such personnel to align their individual interests with the interests of the Company and further the interests of its stakeholders;
- (e) ensure a transparent nomination process for directors with the diversity of thought, experience, knowledge, perspective and gender in the Board; and
- (f) fulfill the Company's objectives and goals, including in relation to good corporate governance, transparency and sustained long-term value creation for its stakeholders

II. Nomination and Appointment:

A. Executive Directors:

1. As per the Act, the Company is required to have a managing director or a chief executive officer or a manager and in their absence, a whole time director.
2. The Company has appointed a Managing Director in accordance with the applicable laws. If in future, the Committee deems fit to appoint a chief executive officer, or manager or a whole time director for the Company, then this Policy will be suitably amended to provide for the appointment and remuneration of such personnel.
3. Process to be adopted for the nomination and appointment of a Managing Director:
 - (a) The Committee will identify and recommend to the Board of Directors of the Company ("Board"), person(s) who is qualified and eligible for appointment as the Managing Director of the Company, provided such person(s) meets the criteria set out under this Policy.
 - (b) The appointment of a Managing Director will be subject to execution of formal agreement between the Company and the Managing Director.
 - (c) The person(s) so identified and recommended by the Committee to the Board, for appointment as the Managing Director, and the agreement setting out the terms and conditions of his / her appointment and remuneration, will be subject to approval of the Board and of the shareholders at the next general meeting of the Company.
 - (d) If the terms and conditions of appointment of the Managing Director are at variance to the conditions specified under Schedule V of the Act, then such appointment will be subject to the approval of the Central Government.
4. For a person to be appointed as a Managing Director ("Candidate"), he / she should fulfil / meet the criteria specified in the Act.
 - (a) The Candidate should not be holding office as a director or any other office in a competing firm / entity.
 - (b) The Candidate should possess the following minimum qualification and experience:
 - (i) He / she should hold a graduate or post graduate or professional degree or qualification from a reputed institution.

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

- (ii) He / she should have atleast 5 years of experience in business administration and management, with atleast 2 years of experience in field of luggage and travel accessories.
- (iii) He / she should have been part of the senior management positions for atleast 2 years

B. Non-Executive Directors:

1. As per the Act, the Company is required to have a minimum of 3 directors and upto a maximum 15 directors, which maximum number can be increased pursuant to a special resolution passed by the Company. The Act stipulates the composition of the Board such as gender, ratio of non-executive to executive directors and the number of independent directors
2. Process to be adopted for the nomination and appointment of non-executive directors:
 - (a) The Committee will identify and recommend to the Board, person(s) who is qualified and eligible for appointment as a non-executive director of the Company ("Non-Executive Director"), not being an independent director of the Company ("Independent Director"), provided such Non-Executive Director meets the criteria set out under this Policy.
 - (b) The person(s) so identified and recommended by the Committee to the Board, for appointment as a Non- Executive Director, and remuneration, will be subject to approval of the Board, and of the shareholders at the general meeting of the Company.
 - (c) The Committee will also consider and provide its inputs on the appointment to the Board of an alternate director, small shareholders' director and a nominee director.
3. For a person to be appointed as a Non-Executive Director ("Candidate"), he / she should fulfil / meet the criteria specified in the Act.
The Candidate should possess the following minimum qualification and experience:
 - (i) He / she should be a graduate or post graduate with a degree from a reputed institution.
 - (ii) He / she should have atleast 5 years of experience in his field of specialisation.

C. Independent Directors:

1. In terms of section 149 (4) of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Company is required to have at least one third of the total number of directors as independent directors
2. Process to be adopted for the nomination and appointment of an Independent Director:
 - (a) The Committee will identify and recommend to the Board, person(s) who is qualified and eligible for appointment as an Independent Director of the Company, provided such person(s) meets the criteria set out under this Policy.
 - (b) The Committee may also select the Independent Director from a data bank containing names, addresses and qualifications of persons who are eligible and willing to act as independent directors, maintained by an authorised agency as per the Act. However, the Committee will nonetheless carry out its own verification and satisfy itself as to the candidature of the Independent Director.
 - (c) The appointment of an Independent Director will be subject to issuance by the Company of a formal letter of appointment in the manner provided by the Act.
 - (d) The person(s) so identified and recommended by the Committee to the Board, for appointment as the Independent Director, and the terms and conditions of his / her appointment and remuneration will be subject to approval of the Board, and of the shareholders at the next general meeting of the Company.
3. For a person to be appointed as an Independent Director ("Candidate"), he / she should fulfil / meet the following criteria:

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

- (a) The Candidate should not be disqualified to act as an Independent Director pursuant to the provisions of the Act.
- (b) The Candidate should possess the following minimum qualification and experience:
 - (i) He / she should hold one or more graduate or a post graduate degree in finance, law, marketing, sales, administration, research, management, corporate governance or business management from a reputed institution, etc.
 - (ii) He / she should have atleast 5 years of experience in his field of specialisation(s).

D. Key Managerial Personnel:

1. As per section 203 of the Act and rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company is required to appoint the following whole time key managerial personnel:
 - (a) managing director, or chief executive officer or manager and in their absence, a whole-time director;
 - (b) company secretary; and
 - (c) chief financial officer.
2. The Company currently appoints on its Board, a Managing Director. Apart from the Managing Director, the Company has also appointed a Chief Financial Officer and a Company Secretary. A 'chief financial officer' would mean a person appointed as the chief financial officer of a company. A 'company secretary' would mean a company secretary as defined in clause (c) of sub-section (1) of section 2 of the Company Secretaries Act, 1980, and who is appointed by a company to perform the functions of a company secretary under the Act.
3. Process to be adopted for the nomination and appointment of a Chief Financial Officer:
 - (a) The Committee will identify and recommend to the Board, person(s) who is qualified and eligible for appointment as a Chief Financial Officer.
 - (b) The appointment of the Chief Financial Officer will be subject to issuance by the Company of a formal letter of appointment in the manner provided by the Act.
 - (c) The person(s) so identified and recommended by the Committee to the Board, for appointment as a Chief Financial Officer, and the letter of appointment setting out the terms and conditions of his / her appointment and remuneration, will be subject to approval of the Board.
4. For a person to be appointed as a Chief Financial Officer ("Candidate"), he / she should fulfil / meet the following criteria:
 - (a) The Candidate should hold a finance / commerce degree from a reputed institution.
 - (b) The Candidate should have atleast 3 years of experience in finance.
 - (c) The Candidate should not be employed or holding any position as a chief financial officer or any other post in any other firm / entity, except the Company's subsidiary company at the same time.
5. Process to be adopted for the nomination and appointment of a Company Secretary:
 - (a) The Committee will identify and recommend to the Board, person(s) who is qualified and eligible for appointment as a Company Secretary.
 - (b) The appointment of the Company Secretary will be subject to issuance by the Company of a formal letter of appointment in the manner provided by the Act.
 - (c) The person(s) so identified and recommended by the Committee to the Board, for appointment as a Company Secretary, and the letter of appointment setting out the terms and conditions of his / her appointment and remuneration, will be subject to approval of the Board.

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

6. For a person to be appointed as a Company Secretary ("Candidate"), he / she should fulfil / meet the following criteria:
 - (a) The Candidate should be a qualified company secretary.
 - (b) The Candidate should not be a 'company secretary in practice'.
'company secretary in practice' would mean a company secretary who is deemed to be in practice under sub-section (2) of section 2 of the Company Secretaries Act, 1980.
 - (c) The Candidate should not be employed or holding any position as a company secretary or any other post in any other firm / entity, except for the Company's subsidiary company at the same time.
 - (d) The Candidate should have atleast 2 years of experience in secretarial and compliance.

III. Evaluation:

The reappointment or extension of term and the remuneration of Executive Directors and Non-Executive Directors will be as per the performance evaluation report pursuant to the performance evaluation carried out by the Board (excluding the director being evaluated). The criteria for such performance evaluation shall be determined by the Committee and the Board.

IV. Remuneration:

A. Executive Directors:

1. The Committee to recommend the remuneration of the Managing Director to Board for its approval.
2. Such remuneration shall be subject to approval of the shareholders of the Company, in the next general meeting.
3. If proposed remuneration is at variance to the conditions specified in Schedule V of the Act, then such remuneration will also be subject to the approval of the Central Government.

B. Non-Executive Directors:

The Committee to recommend the remuneration of the Non-Executive Directors to the Board for its approval, and will be subject to approval of the shareholders of the Company, if required.

The Non-Executive Directors will be paid sitting fees of such amounts as may be determined from time to time and upto such amount, as may be decided by the Board.

C. Independent Directors:

1. The Committee to recommend the remuneration of the Independent Directors to the Board for its approval, and will be subject to approval of the shareholders of the Company.
2. The Independent Directors will be paid sitting fees of such amounts as may be determined from time to time and upto such amount, as may be decided by the Board and the shareholders, if required.
3. The Independent Directors will not be entitled to any stock options.

D. Key Managerial Personnel:

1. The Committee to recommend the remuneration of the Company Secretary and Chief Financial Officer to the Board for its approval.
2. Increment for each year will be determined by the Committee based on the performance evaluation report.
3. Such increment will be subject to the approval of the Board.

E. Employees:

1. The Committee to determine the remuneration of the employees of the Company, other than whole time key managerial personnel.
2. Increment for each year will be determined by the Committee based on the performance evaluation conducted.

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

V. General:

1. The Board will constitute of atleast 1 woman director.
2. The Board will constitute of atleast 1 director who has stayed in India for a total period of not less than 182 days in the previous calendar year.
3. If the total managerial remuneration payable by the Company to all its directors in any financial year exceeds the limits stipulated under the Act and rules made thereunder, then the Company will obtain requisite approval of the Central Government.
4. The office of any whole-time KMP and Independent Director, if vacated, shall be filled-up by the Board in accordance with the provisions of the Companies Act, 2013. The Committee will initiate the process of identifying and recommending new candidates to fill the vacancy created by such resigning directors or whole time key managerial personnel.
5. The annual remuneration paid to the employees of the Company will consist of fixed and variable component based on the individual performance of the employee in achieving their individual key result area and the performance of the Company.
6. Any amendment to this Policy shall be approved by the Committee and recommended to the Board for its approval.
7. In the event of any conflict between the provisions of this Policy and any law in force for the time being, the provisions of such laws, shall supersede

5 REMUNERATION OF DIRECTORS:

Remuneration to Managing Director:

Mr. Sudhir Jatia was appointed as the Managing Director of the Company for a period of 3 years with effect from 18th April, 2015 by the shareholders of the Company vide their resolution dated 27th March 2015 passed via postal ballot. His remuneration includes basic salary, allowances, contribution to provident fund, and perquisites (including monetary value of taxable perquisites) etc.

The appointment is governed by a service contract and may be terminated by giving six months' notice in writing. No severance fees are payable on termination of employment.

The remuneration paid to Mr. Sudhir Jatia for the financial year 2015-16 is set out on page no. 36 in Form No. MGT 9 to the Director's Report.

Remuneration to other Directors:

During the financial year 2015-16, the other Directors were paid sitting fees of ₹ 20,000/- per meeting for attending the Board and Audit Committee meetings and ₹ 10,000/- per meeting for attending Nomination and Remuneration Committee meetings.

The remuneration paid to other Directors for the financial year 2015-16 is set out on page no. 37 in Form No. MGT 9 to the Director's Report.

6 STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Stakeholders' Relationship Committee comprises of the following members:

<u>Name of Member</u>	<u>Category</u>
Mr. Hetal Gandhi	Chairman
Mr. Sudhir Jatia	Member
Mr. Punkaj Lath	Member

Mrs. Jigna Parikh, Company Secretary acts as a Compliance Officer of the Company.

During the financial year 2015-16, the Company has not received any shareholder's complaints. There are no complaints pending as on 31st March 2016.

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

7 CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

Pursuant to Section 135 of the Companies Act, 2013, the Board of Directors of the Company constituted a Corporate Social Responsibility ("CSR") Committee.

The CSR Committee comprises of the following Members:

<u>Name of Member</u>	<u>Category</u>
Mr. Sudhir Jatia	Chairman
Mrs. Vijaya Sampath	Member
Mr. Hetal Gandhi	Member

The CSR Committee met once during the financial year 2015-16 i.e. on 27th January 2016. All the members of the Committee attended the said meeting.

The Board of Directors of the Company has adopted a Corporate Social Responsibility Policy ("CSR Policy") of the Company which was reviewed and recommended by the Corporate Social Responsibility Committee of the Company. The CSR Policy of the Company is placed on its website and the web link is <http://www.safari.in/corporate/investors-relations/policies/>

8 SUBSIDIARY COMPANY:

In compliance with the Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated a policy for determining 'material' subsidiaries and such policy has been put up on the Company's Website. The same can be viewed at <http://www.safari.in/corporate/investors-relations/policies/>. The Company has a subsidiary viz. Safari Lifestyles Limited which is not a material subsidiary.

9 GENERAL BODY MEETINGS:

The particulars of the last three Annual General Meetings (AGM) of the Company are given hereunder:

Financial Year	Date and Time	Venue	Special Resolution Passed if any
2012-2013	33rd AGM on 31st July 2013 at 11.30 am	Kilachand Conference Room, 2nd Floor, IMC Building, Indian Merchants' Chamber Marg, Churchgate, Mumbai - 400 020.	Nil
2013-2014	34th AGM on 28th July 2014 at 12.30 pm	Kilachand Conference Room, 2nd Floor, IMC Building, Indian Merchants' Chamber Marg, Churchgate, Mumbai - 400 020.	Nil
2014-2015	35th AGM on 5th August 2015 at 10.00 am	Hamra Banquet Hall, Hotel Suba International, 211, Chakala Sahar Road, Andheri (E), Mumbai - 400 099	Nil

At the 35th AGM of the Company held on 5th August 2015, no special resolution was passed through postal ballot.

10 MEANS OF COMMUNICATION:

The quarterly, half-yearly and annual Financial results of the Company are published in an English financial daily (Free Press Journal) and a vernacular newspaper (Nava Shakti).

All official news releases and financial results are communicated by the Company through its corporate website - www.safari.in.

There were no presentations made to the institutional investors or analysts during the year under review.

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

11 GENERAL SHAREHOLDER INFORMATION:

Annual General Meeting (AGM):

- Date: 12th August 2016
- Time: 10.00 am
- Venue: Hamra Banquet Hall, Hotel Suba International, 211, ChakalaSahar Road, Andheri (E), Mumbai 400 099

Financial year: 1st April 2015 to 31st March 2016

Dividend Payment Date: On or before 22nd August 2016

Listing Details: **BSE Limited**
Jeejeebhoy Towers, Dalal Street,
Mumbai - 400 001

Stock Code: BSE: Scrip Code: 523025

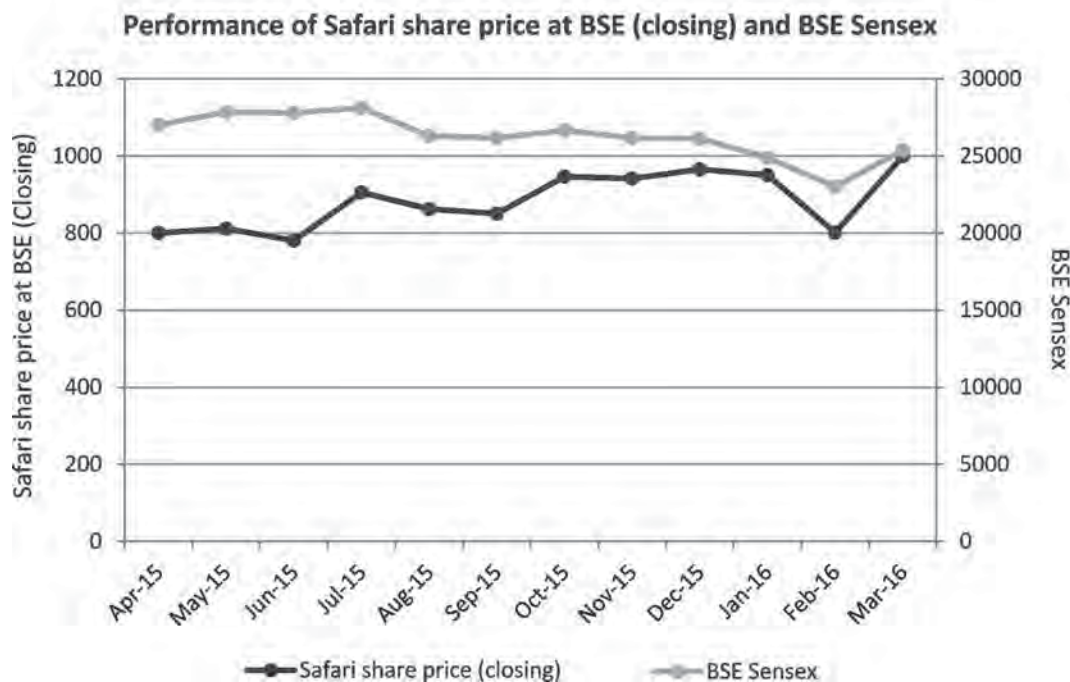
Listing Fees: The Company has paid the annual listing fees for the financial year 2015-16 to the BSE on which the securities are listed.

Market Price data: High, Low during each month in last financial year

<u>Month</u>	<u>BSE High</u>	<u>BSE Low</u>
April 2015	820.00	702.00
May 2015	834.50	661.00
June 2015	825.00	730.00
July 2015	920.00	741.00
August 2015	1097.00	800.00
September 2015	930.00	774.00
October 2015	1095.00	842.00
November 2015	1035.50	863.25
December 2015	999.00	785.00
January 2016	1050.00	771.50
February 2016	950.00	800.00
March 2016	1025.00	802.00

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

Performance in comparison to broad-based indices such as BSE Sensex, CRISIL Index etc;



- No equity shares were suspended from trading during the financial year 2015-16.

Registrar and Transfer Agents:

Adroit Corporate Services Pvt. Ltd.

17-20, Jafarbhoy Industrial Estate, Makwana Road, Marol Naka, Andheri (East), Mumbai 400 059
(T) 91-22-4227 0400 / 91-22-2859 4060 (E) investorgrievances@adroitcorporate.com

Share Transfer System:

Transfers in physical form are registered by the Registrar and Share Transfer Agents immediately on receipt of completed documents and certificates are issued within 15 days of date of lodgment of transfer. Invalid share transfers are returned within 15 days of receipt.

Distribution of shareholding:

Shares slab	No. of Shareholders	% to total	No. of Shares	Amount in ₹	% to Total
UPTO - 500	2833	95.84	309659	3096590	7.46
501 - 1000	60	2.03	45198	451980	1.09
1001 - 2000	20	0.68	28077	280770	0.68
2001 - 3000	11	0.37	28605	286050	0.69
3001 - 4000	5	0.17	17200	172000	0.41
4001 - 5000	9	0.3	43155	431550	1.04
5001 - 10000	10	0.34	76593	765930	1.85
10001 & Above	8	0.27	3601513	36015130	86.78
Total	2956	100	4150000	41500000	100

ANNEXURES TO THE DIRECTORS' REPORT (contd..)**Shareholding pattern as on 31st March 2016:**

Sr. No.	Category of Shareholder(s)	Total Number of Shares	% of total no. of shares
A.	Shareholding of Promoter and Promoter Group		
	a. Individuals/ Hindu Undivided Family	2117500	51.02
	b. Bodies Corporate	454693	10.96
	Total Shareholding of Promoter and Promoter Group (A)	2572193	61.98
B.	Public shareholding		
1.	Institutions		
	a. Mutual Funds	3600	0.09
	b. Financial Institutions/ Banks	100	0.00
	c. Other	830000	20.00
2.	Non- Institutions		
	a. Individual	613974	14.80
	b. Bodies Corporate	113553	2.74
	c. Clearing Member	66	0.00
	d. NRIs	16514	0.40
	Total Public Shareholding (B)	1577807	38.02
	Total (A+B)	4150000	100

Dematerialization of Shares and Liquidity:

As on 31st March 2016, 95.35% of shareholding was held in Dematerialised form with National Securities Depository Limited and Central Depository Services (India) Limited. The equity shares of the Company are actively traded on the BSE in the dematerialized form.

Outstanding GDRs/ADRs/Warrants/Convertible Instruments, conversion date and likely impact on equity:

The Company has not issued GDRs/ ADRs or any convertible instruments during the financial year 2015-16. During the financial year 2015-16, the Company has allotted 1,65,000 equity shares of ₹10/- each on exercise of option of 1,65,000 convertible share warrants to Mr. Sudhir Jatia, the promoter and Managing Director of the Company.

Commodity price risk or foreign exchange risk and hedging activities:

As set out in Note No 38 of the Standalone Financial Statements, forming part of the Annual Report.

Plant Location:

Plot No. 1701/2200/2201,
GIDC Halol, Panchmahal, Gujarat

Address for correspondence:**Registered Office:**

403, A Wing, The Qube, CTS No. 1498, A / 2, MV Road,
Behind Taj Flight Kitchen, Marol, Andheri (E) Mumbai 400059
Website: www.safari.in
Email address: investor@safari.in

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

12 OTHER DISCLOSURES:

(a) Materially significant related party transactions:

There were no materially significant transactions with related parties during the financial year 2015-16 which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes of the Financial Statements and in the Board Report as required under Section 134 of the Companies Act, 2013.

The Board has approved a policy on Materiality of Related Party Transactions which also includes procedure to deal with Related Party Transactions and such policy has been put up on the Company's website and the web link is i.e. <http://www.safari.in/corporate/investors-relations/policies/>.

(b) Details of non-compliance:

There has not been any non-compliance, penalties or strictures imposed on the Company by the Stock Exchanges, SEBI or any other statutory authority, on any matter relating to the capital markets during the last three years.

(c) Establishment of Vigil Mechanism, Whistle blower policy:

The Company has adopted Whistle Blower Policy to report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct. No personnel have been denied access to the Audit Committee. A copy of Whistle Blower Policy of the Company has been put up on Company's website and the web link is i.e. <http://www.safari.in/corporate/investors-relations/policies/>.

(d) Compliance with mandatory requirements and adoption of the non-mandatory requirements:

The Company has complied with all mandatory requirements as laid down in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(e) Compliance with Corporate Governance requirements specified in Regulation 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

The Company has complied with all Corporate Governance requirements specified in Regulation 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(f) Managing Director / CFO Certification:

The Company has obtained a certificate from Managing Director and Chief Finance Officer in respect of matters stated in Regulation 17 (8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as annexed Annexure I.

(g) Compliance Certificate by M/s. Ninad Awchat & Associates, Practicing Company Secretaries:

The Company has obtained a Certificate from the M/s. Ninad Awchat & Associates, Practicing Company Secretaries, regarding compliance of Corporate Governance as stipulated, which is annexed as Annexure II to this Report.

(h) Code of Conduct:

The Company has laid down a Code of Conduct for all Board Members and senior management of the Company by including duties of Independent Directors. All Board Members and senior management personnel have affirmed compliance with the Code of Conduct. The Code of Conduct is placed on the website of the Company at <http://www.safari.in/corporate/investors-relations/code-of-conduct/>

A declaration signed by the Company's Managing Director for the compliance of this requirement is annexed as Annexure III to this Report.

**ON BEHALF OF THE BOARD OF DIRECTORS
For SAFARI INDUSTRIES (INDIA) LIMITED**

Place: Mumbai
Date: 16th May, 2016

SUDHIR JATIA
Chairman & Managing Director
DIN: 00031969

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

Annexure I

Certificate By Managing Director And Chief Financial Officer

To,
The Board of Directors,
Safari Industries (India) Limited

We, Sudhir Jatia, Managing Director and Virendra Gandhi, Chief Financial Officer of Safari Industries (India) Limited, to the best of our knowledge and belief, certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2016 and to the best of our knowledge and belief:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent or illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
 - (i) That there are no significant changes in internal control over financial reporting during the year;
 - (ii) That there are no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) That there are no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

This certificate is being given to the Board pursuant to Regulation 17 (8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Yours truly,

For SAFARI INDUSTRIES (INDIA) LIMITED

SUDHIR JATIA
Chairman & Managing Director

VIRENDRA GANDHI
Chief Financial Officer

Place: Mumbai
Date: 16th May, 2016

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

Annexure II

Compliance Certificate On Corporate Governance

(Pursuant to Part E of Schedule V Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015,)

To,

The Members of Safari Industries (India) Limited

I have examined the compliance of conditions of Corporate Governance by Safari Industries (India) Limited, ('the Company'), for the year ended on March 31, 2016.

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

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions as specified in Chapter IV Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I 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 **NINAD AWACHAT & ASSOCIATES**

Company Secretaries

sd /-

Ninad Awachat

Proprietor

Membership No : 26995

C.P No : 9668

Place : Mumbai

Date : 16th May, 2016

Annexure III

Declaration regarding Compliance by the Members of Board of Directors and Senior Management Personnel with the Code of Conduct of Board of Directors and Senior Management.

This is to confirm that the Company has adopted a Code of Conduct for its Board Members and Senior Management Personnel. This Code of Conduct is available on the Company's website.

I hereby declare that all the Members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct as adopted by the Company for the year ended 31st March 2016.

ON BEHALF OF THE BOARD OF DIRECTORS
For SAFARI INDUSTRIES (INDIA) LIMITED

Place: Mumbai

Date: 16th May, 2016

SUDHIR JATIA

Chairman & Managing Director

DIN: 00031969

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis.

A. Industry Structure and Developments

During the year, the luggage Industry witnessed an all-round growth. Growth was seen across channels and product categories. This growth has been fueled mainly by a continuous shift of consumer preference from unorganized sector to organized sector, growth in air travel, good wedding season, Government's focus on tourism, a growing acceptance of luggage as a lifestyle product.

Strong growth was seen in Hyper market and in E - commerce channels. Growth in these channels was led mainly better pricing and convenient shopping experience provided by Hyper market and E - commerce.

As per World Travel & Tourism council, the outlook for Travel & Tourism in 2016 remains robust, despite economic fragilities and other sources of volatility in the wider market. The sector's GDP growth contribution is expected to accelerate and again outpace growth of the wider economy. The direct contribution of Travel & Tourism to GDP is forecast to rise by 7.1% in 2016, and to rise by 7.9% pa, from 2016-2026.

Company Development:

The Company witnessed a good growth in the topline during the year under review, owing to good wedding season and increase in domestic and international travel. New product introductions supported by strong below the line advertising and robust distribution led to positive growth. Company is becoming multi brand as during the year it acquired brands like Genius & Magnum and also signed a distribution agreement for India with ANTLER, a popular luggage brand in UK.

The Company has introduced an exciting new range of Polycarbonate luggage, popularly known as PC zippered luggage, which is light weight & durable. The material provides a variety of opportunities to integrate fashion cues in the product. The Company also launched new product categories eg. Backpacks, Laptop Bags. All these products are very well received by the market.

The Company has improved its presence in Hypermarkets by increasing the count of point of sales in larger retail chains Big Bazaar, D' Mart, Reliance, Bharti Walmart, Aditya Birla Retail, Vishal, TESCO & Hypercity etc. Company has grown significantly in ecommerce in marketplace websites such as amazon.in, snapdeal.com, myntra.com, jabong.com & flipkart.com etc. The Company also operates from 50+ exclusive retail stores. Thus across channels, several new product ranges were launched across price points, in both PC & soft luggage categories, with a special thrust on polycarbonate, business collections and backpacks.

Depreciation of rupee against USD has put pressure on margins. Imported Soft luggage across product categories is the highest contributor to sales of the Company. During the year, rupee remained weak and the Company's buying costs of imported products remained high in rupee terms. The Company was able to negotiate and limit cost increases in dollar terms with the Chinese supplier due to its increased negotiating power. Further, due to intense competition, only some increases were passed on to customer through price increases which partially but not fully offset these increased costs. Prices of polymer, aluminum and polycarbonate, the basic raw material for hard luggage, remained under control due to softening of crude prices.

B. Opportunities and Threats

Keeping pace with market growth or even outperforming the market in the coming years is the biggest challenge. On the other hand, due to its linear structure, faster and better decision making allows the Company to grab opportunities in time. The key opportunities lie in gaining leadership position in new category like school bags. Also the Company sees good opportunity in backpacks and PC categories where good growth is expected as consumers upgrade from unbranded to branded products.

C. Segment/Product-wise Performance

Major growth is observed in soft luggage uprights and polycarbonate uprights, whereas traditional hard luggage, made of Poly Propylene saw a steep drop in Sales. This shift is due to change in consumer preferences towards the convenience of light and wheeled travel products and away from heavier products without wheels. Soft luggage is major contributor to the Company's sales.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

D. Outlook

Though a challenge, the Company is confident to grow faster than the market growth. The topline is likely to keep growing at a good rate due to new and better product offerings and robust distribution network. However, the margins may continue to experience pressure on account of weaker rupee, intense competition, advertisement spends etc.

Considering the threats, opportunities and the strengths of the Company, the key task at hand will be to make the most of the category growth across all price segments and maintain margins to the best possible level without affecting volume growth. The Company will try to pass on some escalations through price increases and better price negotiations on purchase side. The Company will also manage other costs.

Considering the above, the outlook for the current year looks bright, except for unfavorable impact, if any, on account of rupee depreciation, weaker consumer sentiment or other unforeseen circumstances.

E. Risks and Concerns

Like any other entity, the Company is exposed to various risks and uncertainties and also has access to opportunities across its national presence. The Company's performance, future prospects and cash flow generation could be materially impacted by any of these risks or opportunities. The major risks as identified by the Company are overdependence on China for purchase of soft luggage, risk of exchange loss associated with imports, unfair competition, brand positioning, etc.

Safari follows the Enterprise Risk Management (ERM) framework to manage these risks which is primarily based on the integrated framework for enterprise risk management and internal controls developed by the Risk Management Committee.

F Internal Control Systems

M/s. Ernst & Young LLP, Chartered Accountants, were appointed as the Internal Auditors of the Company to review internal controls periodically with specific reference to evaluation of the current business processes, identify gaps, inefficiencies, process exceptions and suggest action plans, verify adherence to risk mitigation plans, to review plant operations / effectiveness, sales planning and distribution channels, branches of the Company, to provide assurance regarding various compliances by assessing the reliability of financial controls and compliance with applicable laws and regulations. The Company has a regular check on expenses including capex in relation to an approved budget. The Company has documented policies and SOPs with regards to all major activities. The Internal Auditors submit their reports to the Audit Committee every quarter. The management considers and takes appropriate action on the recommendations made by the Statutory Auditors, Internal Auditors and the Audit Committee of the Company. Significant policies with changes during the year, if any, have been disclosed in the notes to the financial statement.

G Financial Performance

Sales:

The Revenue from Operations and Other Income of the Company for the year ended 31 st March 2016 was at ₹ 27,764.86 lacs (Previous Year ₹ 21,650.89 lacs).

Expenditure:

The Company continued to exercise cost control by effectively implementing various cost management initiatives.

Profit:

Profit after Tax for the year under review amounted to ₹ 780.07 lacs (Previous Year ₹ 427.03 lacs).

H Human Resource Development & Industrial Relations

A note on Human Resource is provided in the Directors Report. During the year under review, recruitment process was further strengthened. Human Resource Department of the Company focused on timely and effective execution of its plans. Required talent was made available to various functions on time. Also based on well-defined training process, the Company identified the needs of training and required training was parted to employees to improve efficiencies and capabilities.

During the year Industrial Relations remained cordial.

The employee strength as on 31st March 2016 was 745.

INDEPENDENT AUDITORS' REPORT

To,
The Members,
SAFARI INDUSTRIES (INDIA) LIMITED.

Report on the Standalone Financial Statements

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

Management's Responsibility for the Standalone Financial Statements

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

Auditor's Responsibility

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

4. 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 March 31, 2016, and its profit and cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

5. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government 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 paragraph 3 and 4 of the Order.

INDEPENDENT AUDITORS' REPORT

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

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Rules;
- (e) On the basis of the written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director of the Company in terms of section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations as on March 31, 2016 on its financial position in its financial statements - Refer Note 30 to the financial statements.
 - ii. The Company did not have any long-term contracts as on March 31, 2016 including derivative contracts;
 - iii. There were no amounts which were required to be transferred as on March 31, 2016 to the Investor Education and Protection Fund by the Company.

For **BANSI S. MEHTA & CO.**

Chartered Accountants

(Firm Regn. No. 100991W)

H. G. Buch

Partner

(M. No. 33114)

Mumbai

Date : 16th May, 2016

ANNEXURE A TO INDEPENDENT AUDITOR'S REPORT [Referred to in paragraph 5 of the Independent Auditor's Report of even date to the members of the Company on the standalone financial statements for the year ended March 31, 2016.]

On the basis of such checks, as we considered appropriate and in terms of information and explanations given to us, we report that:

- (i) (a) The Company is maintaining proper records to show full particulars, including quantitative details and situation of fixed assets.
- (b) As explained to us, the Company has a programme of physical verification of fixed assets which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with such programme, the management has physically verified fixed assets of significant value during the year and no material discrepancies were noticed on such verification. In case of fixed assets lying with third parties, confirmations have been obtained.
- (c) The title deeds of immovable property are held in the name of the company.
- (ii) Inventories have been physically verified by the management during the year, except material lying with third parties in respect of which confirmations are obtained. In our opinion, the frequency of verification is reasonable. The Company is maintaining proper records of inventory. The discrepancies noticed on verification between physical inventories and book records were not material in relation to the size of operations of the Company and the same have been properly dealt with in the books of account.
- (iii) As per the information furnished to us, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ("the Act"). Therefore, the provision of Clause (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.
- (iv) During the year the Company has not advanced or given any loan or given any guarantee or provided any security in connection with any loan to any of its Directors or other persons covered under section 185 and 186 of the Act or made any investment covered under section 186 the Act.
- (v) During the year the Company has not accepted any deposits from public nor are there any deposits outstanding at the beginning of the year.
- (vi) The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Act, read with Rule 3 of the Companies (Cost Records and Audit) Amendment Rules, 2014 notified by Ministry of Corporate Affairs, Government of India vide notification dated December 31st, 2014.
- (vii) (a) According to the information and explanations given to us and the records examined by us, during the year the Company has generally been regular in depositing undisputed statutory dues with appropriate authorities, being Provident Fund, Employees' State Insurance, Income tax, Sales tax, Service tax, Customs Duty, Excise Duty, Value Added tax, cess and any other material statutory dues. There are no undisputed statutory dues outstanding as at March 31, 2016 for a period of more than six months from the date they became payable.
- (b) The disputed amounts that have not been deposited as on March 31, 2016 in respect of Sales Tax, Income Tax, Entry Tax and Value Added Tax are as under:

Name of the Statute	Nature of the dues	Payable ₹ in Lacs	Period to which it relates	Forum where dispute is pending
Orissa Sales Tax Act, 1956	Sales Tax	16.89	2002-03	Sales Tax Tribunal
Orissa Sales Tax Act, 1956	Sales Tax	20.52	2003-04	Sales Tax Tribunal
Orissa Sales Tax Act, 1956	Sales Tax	17.37	2004-05	Sales Tax Tribunal
Bihar Value Added Tax Act, 2005	Interest on Value Added Tax	1.26	2009-10	Commercial Tax Tribunal
Bihar Value Added Tax Act, 2005	Value Added Tax	1.98	2008-09	Commercial Tax Tribunal
Bihar Value Added Tax Act, 2005	Value Added Tax	2.76	2009-10	Commercial Tax Tribunal
Uttar Pradesh Value Added Tax, 2008	Value Added Tax	3.08	2014-15	Commercial Tax Tribunal
Uttar Pradesh Value Added Tax, 2008	Interest on Value Added Tax	1.78	2007-08	Assistant Commissioner
Central Sales Tax Act, 1956	Penalty for non-filing of CST return	0.60	2007-08	Sales Tax Officer

- (viii) As per the information and explanation given to us, the Company has not defaulted in the repayment of loans or borrowings to the Banks during the year.
- (ix) As per the information and explanations given to us, during the year the term loans have been applied for the purpose for which they were obtained.
- (x) Based on the audit procedures performed and 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 course of our audit.
- (xi) 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) This Clause is not applicable to the Company as the Company is not a Nidhi Company.
- (xiii) According to the information and explanation given to us, all transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and the details have been disclosed in the Financial Statements, as required by the applicable accounting standards.
- (xiv) As per the documents and records examined by us and the information and explanation given to us the Company has made preferential allotment of shares during the year under review. The requirements in that regard of section 42 of the Act have been complied with and the amounts so raised have been used for the purpose for which the funds were raised.
- (xv) The Company has not entered into any non-cash transaction during the year with Directors or persons connected with him as contemplated in section 192 of the Act.
- (xvi) The Company is not required to be registered under section 45IA of the Reserve Bank of India Act, 1934.

For **BANSI S. MEHTA & CO.**
Chartered Accountants
(Firm Regn. No. 100991W)
H. G. Buch
Partner
(M. No. 33114)

Mumbai
Date : 16th May, 2016

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF SAFARI INDUSTRIES (INDIA) LIMITED

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 **SAFARI INDUSTRIES (INDIA) LIMITED** ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether 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 judgement, 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 Company has, in all material respects, an adequate internal financial controls system over financial reporting and such controls were operating effectively as at March 31, 2016, based on the relevant 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.

Mumbai
Date : 16th May, 2016

For **BANSI S. MEHTA & CO.**
Chartered Accountants
(Firm Regn. No. 100991W)
H. G. Buch
Partner
(M. No. 33114)

STANDALONE FINANCIAL STATEMENTS
BALANCE SHEET AS AT 31ST MARCH 2016

	NOTE NO.	As at 31.03.2016 ₹ in Lacs	As at 31.03.2015 ₹ in Lacs
I. Equity and Liabilities			
1. Share Holders' Funds			
(a) Share Capital	2	415.00	398.50
(b) Reserves & Surplus	3	8,696.37	7,002.74
(c) Money received against share warrants		-	247.50
		9,111.37	7,648.74
2. Non-Current Liabilities			
(a) Long Term Borrowings	4	260.06	7.79
(b) Deferred Tax Liabilities (Net)	5	32.63	-
		292.69	7.79
3. Current Liabilities			
(a) Short Term Borrowings	6	5,502.06	3,288.83
(b) Trade Payables	7	1,773.06	1,382.44
(c) Other Current Liabilities	8	817.47	528.44
(d) Short Term provisions	9	141.09	106.73
		8,233.68	5,306.44
Total		17,637.74	12,962.97
II. Assets			
1. Non-Current Assets			
(a) Fixed Assets:	10		
(i) Tangible Assets		1,948.56	1,181.41
(ii) Intangible Assets		478.30	48.63
(iii) Capital Work in Progress		19.47	-
(iv) Intangible Assets under Development		10.24	10.24
(b) Non-Current Investment	11	5.00	5.00
(c) Deferred Tax Assets (Net)	5	-	32.38
(d) Long Term Loans and Advances	12	847.37	777.64
		3,308.94	2,055.30
2. Current Assets			
(a) Current Investment	13	0.99	6.17
(b) Inventories	14	7,615.51	5,960.85
(c) Trade Receivables	15	5,427.89	4,019.00
(d) Cash and Cash Equivalent	16	492.74	394.03
(e) Short term Loans and Advances	17	336.09	115.77
(f) Other Current Assets	18	455.58	411.85
		14,328.80	10,907.67
Total		17,637.74	12,962.97
Significant Accounting Policies	1		
Notes to Accounts	2 to 44		

As per our Report of even date
For **BANSI S. MEHTA & CO.**
Chartered Accountants
(Firm Regn. No. 100991W)
H. G. BUCH
Partner
(M. No. 33114)
Mumbai, Date: 16th May, 2016

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

SUDHIR JATIA
(Chairman & Managing Director)
(DIN : 00031969)

PUNKAJ LATH
(Director)
(DIN : 00172371)

VIRENDRA GANDHI
(Chief Financial Officer)

JIGNA PARIKH
(Company Secretary)

Mumbai, Date: 16th May, 2016

STANDALONE FINANCIAL STATEMENTS**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016**

		For the Year Ended 31.03.2016 ₹ in Lacs	For the Year Ended 31.03.2015 ₹ in Lacs
	NOTE NO.		
I. Revenue from Operations			
Sales		28,404.01	22,079.78
Less : Excise Duty		717.58	486.51
Net Sales		27,686.43	21,593.27
II. Other Income	19	78.43	57.62
III. Total Revenue (I+II)		27,764.86	21,650.89
IV. Expenses:			
Cost of Materials Consumed	20	3,500.20	2,348.80
Purchase of Stock-in-Trade		13,526.97	11,306.99
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	21	(1,525.20)	(1,185.98)
Employee Benefit Expenses	22	2,914.19	2,271.00
Finance Cost	23	261.91	290.91
Depreciation and Amortization Expenses	10	406.50	289.05
Other Expenses	24	7,474.64	5,653.15
Total Expenses		26,559.21	20,973.92
V. Profit before Exceptional/Extraordinary items and Tax		1,205.65	676.97
VI. Exceptional items	25	-	(95.90)
VII. Profit before Extraordinary items and Tax		1,205.65	581.07
VIII. Extraordinary items	26	(5.57)	-
IX. Profit Before Tax		1,200.08	581.07
X. Tax Expense:			
(1) Current tax		(355.00)	(190.00)
(2) Deferred Tax (Refer note no.5)		(65.01)	35.96
XI. Profit After Tax		780.07	427.03
XII. Earnings Per Equity Share:			
(1) Basic		19.39	11.81
(2) Diluted		19.39	11.25
Significant Accounting Policies	1		
Notes to accounts	2 to 44		

As per our Report of even date
For **BANSI S. MEHTA & CO.**
Chartered Accountants
(Firm Regn. No. 100991W)
H. G. BUCH
Partner
(M. No. 33114)
Mumbai, Date: 16th May, 2016

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

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VIRENDRA GANDHI
(Chief Financial Officer)

JIGNA PARIKH
(Company Secretary)

Mumbai, Date: 16th May, 2016

STANDALONE FINANCIAL STATEMENTS**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016**

	For the Year Ended 31.03.16	For the Year Ended 31.03.15
	₹ in Lacs	₹ in Lacs
A. Cash Flow from Operating Activities		
Net Profit before exceptional/ extraordinary items & Tax	1,205.65	676.97
Adjustments for :		
Depreciation	406.50	289.05
Interest (Net)	249.79	279.46
Net Loss on sale of Fixed Assets	0.30	12.98
Adjustments for (Write Back) / Writeoff	(3.68)	(4.23)
Exchange Fluctuation (Gain)/ Loss	64.46	16.34
Dividend Income	(1.03)	(6.18)
	716.34	587.42
Operating profit before working capital changes	1,921.99	1,264.39
Adjustments for :		
Trade & other receivables	(1,845.83)	(1,338.93)
Inventories	(1,654.66)	(1,322.12)
Trade & other Payables	641.26	(1,542.94)
	(2,859.23)	(4,203.99)
Cash generated from operations	(937.24)	(2,939.60)
Direct Taxes paid	(355.00)	(176.23)
Cash flow before extra ordinary / exceptional items	(1,292.24)	(3,115.83)
Loss on Fire	(5.57)	-
Voluntary Retirement Scheme	-	(95.90)
Net cash from operating activities	(1,297.81)	(3,211.73)
B. Cash flow from investing activities		
Purchase of fixed assets	(1,623.37)	(357.17)
Sale of fixed assets	0.28	17.45
Investment in Subsidiary	-	(5.00)
Maturity / (Investments) in Fixed Deposits	99.09	33.17
Interest received	12.12	12.02
Dividend Received	1.03	6.18
Net cash used in investing activities	(1,510.85)	(293.35)
C. Cash flow from financing activities		
Capital Raised	742.50	6,217.50
Issue Expenses	-	(173.08)
Increase / (Decrease) Long Term borrowings	252.26	(587.39)
Increase / (Decrease) Short Term borrowings	2,213.23	(1,556.94)
Interest paid	(261.91)	(298.29)
Dividend paid (Incl Dividend Distribution Tax)	(47.96)	(0.02)
Net Cash from financing activities	2,898.12	3,601.78
Net Increase / (Decrease) in cash & cash equivalents	89.46	96.70
Opening cash & cash equivalents	289.58	192.88
Closing cash & cash equivalents	379.04	289.58

As per our Report of even date
For **BANSIS. MEHTA & CO.**
Chartered Accountants
(Firm Regn. No. 100991W)
H. G. BUCH
Partner
(M. No. 33114)
Mumbai, Date: 16th May, 2016

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

SUDHIR JATIA
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(DIN : 00031969)

PUNKAJ LATH
(Director)
(DIN : 00172371)

VIRENDRA GANDHI
(Chief Financial Officer)

JIGNA PARIKH
(Company Secretary)

Mumbai, Date: 16th May, 2016

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016

Note No. 1

Significant accounting policies:

i) Basis of Preparation :

The financial statements are prepared on the basis of going concern, under historical cost convention and on accrual basis of accounting and in compliance with the Accounting Standards referred to in section 133 of the Companies Act, 2013 ("the Act"), read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Act. Claims against the company are recognized when finally accepted by the company.

ii) Use of Estimates:

Preparation of the financial statements, in conformity with generally accepted accounting principles, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, revenues and expenses and disclosure of contingent liabilities at the date of the financial statements. Actual results could differ from those estimates. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Any revision to the accounting estimates is recognized prospectively.

iii) Classification of Assets and Liabilities :

Assets and Liabilities are classified as current / non-current, considering inter-alia, expected realization / settlement in the Company's normal operating cycle of six / seven months or a period of twelve months from the Balance sheet date.

iv) Fixed Assets :

Fixed Assets (Tangible & Intangible) are carried at the cost of acquisition or at appropriate cost of fabrication (including excise duty where applicable) in case of in-house fabricated tangible assets, after reducing CENVAT credit thereon, where applicable, less accumulated depreciation and amortization.

Costs directly attributable to bringing the assets to their working condition for intended use, are capitalized. Such costs include appropriate cost of borrowing in respect of assets other than those which are ready for their intended use upon acquisition.

v) Depreciation and Amortisation :

(a) Leasehold Land

Premium on leasehold land is amortised over the period of lease.

(b) Other Assets

Depreciation has been provided, considering the lives as prescribed by Schedule II of the Act, on Straight Line Method in respect of Tangible Assets, except on items of Furniture & Fixtures capitalized at the retail stores which are depreciated over their useful life of 2 years on pro-rata basis, considering nature of assets at the said stores and the period for which such stores may remain in operation. Cost of Trademarks is amortized over a period of 5 years and cost of brand is amortized over a period of 6 years.

Assets costing less than ₹ 5000 / - each, acquired during the financial year, are being fully depreciated.

vi) Investments :

- a) Non-Current Investment are stated at cost. Provision is made in respect of diminution in the value of investment, only if such decline is other than temporary.
- b) Current Investment is stated at the lower of cost and market value.

vii) Inventories :

- a) Raw materials, Stores and Spares and Packing materials are valued at the lower of cost and net realizable value on First In First Out basis.
- b) Finished goods (manufactured) and Work-in-progress are valued at the lower of cost and net realizable value on First In First Out basis. Cost includes direct materials, direct labour, freight, other relevant overheads, including applicable duties and levies, incurred to bring such goods in their present location and condition.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016(contd..)

- c) Finished goods (traded) are valued at the lower of cost and net realizable value on First In First Out basis. Cost includes landed cost of Goods, freight, octroi, and other costs incurred to bring such goods in their present location and condition.

viii) Revenue Recognition :

Sales are recognized on dispatch of goods to the customers and are reflected in accounts at the gross realizable value, inclusive of excise duty, and excluding VAT, wherever applicable, less returns.

ix) Import Duty Benefits :

Goods imported for trading and eligible for refund of Special Additional Duty of Customs are accounted net of such benefit.

x) Foreign Currency Transactions :

- a) Foreign currency transactions during the year are accounted at the spot rate prevailing on the date of respective transaction.
- b) Difference between the spot rate prevailing on the date of transaction and the exchange rate at which the liability is settled is recognized in the Statement of Profit & Loss. Foreign currency monetary transactions outstanding at the close of the financial year are restated at the spot rate prevailing at the close of the financial year. Loss or gain due to such restatement is recognized in the Statement of Profit & Loss.
- c) In case of forward exchange contracts, the difference i.e. premium or discount, between the forward rate and exchange rate on the date of the transaction is recognized as expense or income over the life of the contract.

xi) Taxation :

Current Tax :

Provision for Current Tax is made on the basis of taxable income for the current year in accordance with the provisions of the Income Tax Act, 1961.

Deferred Tax :

Income tax expense is accrued in accordance with Accounting Standard 22 - Accounting for Taxes on Income, which includes current and deferred taxes. Deferred Income Taxes reflect the impact of timing differences between taxable income & accounting income for the year and reversal / restatement of timing differences of earlier years.

Deferred tax assets and liabilities are measured using the tax rate and tax laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax assets are recognized for all reversible timing differences, carry forward of unused tax assets and unused tax losses subject to consideration of prudence. Carrying amount of deferred tax assets is reviewed at each balance sheet date on the same consideration.

xii) Employee Benefits :

a. Defined Contribution Plan

Provident Fund, Family Pension Fund - Contribution as per the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 towards Provident Fund and Family Pension Fund are provided for and payments in respect thereof are made to the relevant authorities on actual basis.

b. Defined Benefit Plan

Gratuity - In accordance with applicable laws, the Company provides for gratuity, a defined benefit retirement plan ("Gratuity Plan") covering all employees. The company has an employees' gratuity fund managed by Life Insurance Corporation of India ("LIC"). The Gratuity Plan provides a lump sum payment to vested employees, at retirement or termination of employment, an amount based on the respective employee's last drawn basic salary and the years of employment with the Company. Liability with regard to Gratuity Plan is accrued based on actuarial valuation at the Balance Sheet date, carried out by an independent actuary. Actuarial gain or loss is recognized immediately in the Statement of Profit and loss as income or expense.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016(contd..)**c. Compensated Absences**

The employees are entitled to accumulate leave subject to certain limits, for the future availment. Encashment of leave is given as per the leave policy of the company.

xiii) Product Warranties :

Product Warranty costs are provided in the year of sale based on past experience.

xiv) Voluntary Employees' Separation Scheme :

Ex-gratia to employees is paid based on the effective acceptance of the application under "Voluntary Employees Separation Scheme" (VESS), payment of ex-gratia under VESS is charged to Statement of Profit & Loss.

xv) Leases

Payments under operating leases are recognized in the Statement of Profit and Loss as Rent.

xvi) Impairment of Assets :

If internal / external indications suggest that an asset of the company may be impaired, the recoverable amount of asset / cash generating unit is determined on the Balance Sheet date and if it is less than its carrying amount, the carrying amount of the asset / cash generating unit is reduced to the said recoverable amount. The recoverable amount is measured as the higher of net selling price and value in use of such assets / cash generating unit, which is determined by the present value of the estimated future Cash Flows.

xvii) Provisions, Contingent Liabilities and Contingent Assets :

- a) The Company recognizes as Provisions, the liabilities being present obligations arising out of past events, the settlement of which is expected to result in an outflow of resources and which can be measured only by using a substantial degree of estimation.
- b) Contingent Liability is disclosed, unless the possibility of an outflow of resources is remote.
- c) Contingent Assets are not recognized nor disclosed.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016(contd..)

		As at 31.03.2016 ₹ in Lacs	As at 31.03.2015 ₹ in Lacs
Note No. 2			
A. Share Capital			
Authorised :			
1,00,00,000 (1,00,00,000) Shares of ₹ 10/- each		1,000.00	1,000.00
[50,00,000 (50,00,000) Equity Shares and 50,00,000 (50,00,000) Unclassified Shares]			
ISSUED, SUBSCRIBED & PAID UP :			
41,50,000 (39,85,000) Equity Shares of ₹ 10/- each fully paid- up		415.00	398.50
B. The Reconciliation of the number of Equity shares outstanding at the beginning and at the end of the year			
	2015-16	2014-15	
	No. of Shares	No. of Shares	₹ in Lacs
Equity shares at the beginning of the year	3,985,000	2,990,000	299.00
Add :- Shares issued on Preferential Basis	165,000	995,000	99.50
Equity shares at the end of the year	4,150,000	3,985,000	398.50
C. Rights, preference and restriction attaching to various classes of Shares			
1) Each Equity Shareholder is entitled to one vote per share.			
2) Of the 21,17,500 equity shares held by Mr.Sudhir Jatia,Promoter & Managing Director of the Company, 17,87,500 equity shares (holdings prior to preferential allotment) are subject to a lock-in of 6 months and 3,30,000 equity shares (shares allotted to him on conversion of the share warrants) are subject to a lock-in of 3 years , from the date of the respective trading approvals granted by the Bombay Stock Exchange,in accordance with the provisions of SEBI (Issue of Capital Disclosure Requirement) Regulations 2009.			
D. Shares in the Company held by each shareholder holding more than 5% of paid up capital			
	As at 31.03.2016	As at 31.03.2015	
	No. of Shares	No. of Shares	% of holding
Safari Investments Pvt. Ltd.	454,693	454,693	11.41%
Sudhir Mohanlal Jatia	2,117,500	1,952,500	49.00%
Tano India Private Equity Fund II	830,000	830,000	20.83%

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016(contd..)

		As at 31.03.2016 ₹ in Lacs	As at 31.03.2015 ₹ in Lacs
Note No. 3			
Reserves & Surplus			
Capital Reserve			
At the beginning and at the end of the year	(A)	11.17	11.17
General Reserve			
Opening Balance		618.80	426.93
Transferred from surplus		-	200.00
Adjustment towards Depreciation (Net of Deferred Tax)(Refer Note 31)		-	(8.13)
Closing Balance	(B)	<u>618.80</u>	<u>618.80</u>
Securities Premium Reserve			
Opening Balance		5,794.92	97.50
Additions during the year		973.50	5,870.50
Share Issue Expenses		-	(173.08)
Closing Balance	(C)	<u>6,768.42</u>	<u>5,794.92</u>
Surplus in Statement of Profit & Loss			
Opening Balance		577.85	398.78
Profit for the year		780.07	427.03
Balance available for Appropriation		<u>1,357.92</u>	<u>825.81</u>
Less : Appropriation			
- Proposed Dividend on Equity Shares		(49.80)	(39.85)
- Dividend Distribution Tax		(10.14)	(8.11)
- Amount transferred to general reserve		-	(200.00)
	(D)	<u>1,297.98</u>	<u>577.85</u>
Total Reserves & Surplus	(A+B+C+D)	<u><u>8,696.37</u></u>	<u><u>7,002.74</u></u>

Note No. 4**Long Term Borrowings****Term Loans - Secured****From Banks**

Term Loan	242.10	-
Vehicle Loan	17.96	7.79
	<u>260.06</u>	<u>7.79</u>

1. Term Loan(including current maturities of Long term Debt) of ₹303 Lacs,carrying interest rate @12.95% p.a are repayable in 60 monthly installments, beginning from May ,2016.
2. Term Loan is secured by first pari passu charge on specific movable Plant and Machinery lying at the Company's Halol Plant and Equitable mortgage on the immovable properties situated at Company's Halol Plant.
3. Vehicle Loan (including current maturities of Long term Debt) of ₹6.01 Lacs, carrying interest rate @10 % p.a are repayable in 60 monthly installments, repayments have started in August 2015.
4. Vehicle Loan (including current maturities of Long term Debt) of ₹7.28 Lacs, carrying interest rate @10.15% p.a are repayable in 60 monthly installments, repayments have started in August 2015.
5. Vehicle Loan(including current maturities of Long term Debt) of ₹7.75 Lacs carrying interest rate @10.15% p.aare repayable in 84 monthly installments, repayments have started in January 2013.
6. Vehicle Loans from bank are secured by a charge on the specific vehicles.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016(contd..)

	As at 31.03.2016 ₹ in Lacs	As at 31.03.2015 ₹ in Lacs
Note No. 5		
Deferred Tax (Liabilities) / Asset		
Deferred Tax Liabilities	82.46	35.39
Deferred Tax Assets	(49.83)	(67.77)
Deferred Tax (Liabilities) / Assets (Net)(Refer Note 36)	<u>32.63</u>	<u>(32.38)</u>
Note No. 6		
Short Term Borrowings		
Loans repayable on demand		
From Banks - Secured		
Cash Credit facility	1,917.43	1,309.57
Working Capital Demand Loan	2,051.55	-
Buyers line of credit	<u>1,533.08</u>	<u>1,979.26</u>
	<u>5,502.06</u>	<u>3,288.83</u>
All the above Short Term Borrowings are secured by ;		
1. Hypothecation of stocks of Raw-materials, Semi-finished goods, Finished goods, Packing materials, Stores & Spares and book debts of the Company.		
2. First pari-passu charge on the movable Plant and Machinery (other than those specific charged) lying at the Company's Halol Plant.		
3. Equitable mortgage on the immovable properties situated at Company's Halol Plant.		
Note No. 7		
Trade Payables		
Creditors for Goods & Services	1,773.06	1,382.44
	<u>1,773.06</u>	<u>1,382.44</u>
Note No. 8		
Other Current Liabilities		
Current Maturities of Long Term Debt (Refer Note 4)	64.20	1.51
Advance From Customers	15.77	13.96
Unclaimed dividends	3.22	3.22
Excise Duty Payable	79.48	47.24
VAT / CST Payable	137.87	107.80
Bonus / Ex-Gratia Payable	33.60	26.14
Other Payables	<u>483.33</u>	<u>328.57</u>
	<u>817.47</u>	<u>528.44</u>
Note No. 9		
Short Term Provisions		
Provision for Employee benefits		
Gratuity Payable	24.24	43.75
Others		
Provision for Warranty Claims (Refer Note 37)	2.93	1.25
Proposed Final Dividend on Equity Shares	49.80	39.85
Dividend Distribution Tax	10.14	8.11
Provision for Tax (Net of Advance Tax)	<u>53.98</u>	<u>13.77</u>
	<u>141.09</u>	<u>106.73</u>

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016(contd..)

Note No. 10

Fixed Assets

(₹ in Lacs)

PARTICULARS	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET BLOCK	
	As at 01.04.2015	Additions	Deductions	As at 31.03.2016	As at 01.04.2015	Adjustment #	For the Year	Deductions	As at 31.03.2016	As at 31.03.2015
(i) TANGIBLE ASSETS										
Leasehold Land	9.50	-	-	9.50	2.70	-	0.09	-	2.79	6.71
Buildings	236.45	30.39	-	266.84	168.86	-	4.46	-	173.32	93.52
Plant and Machinery*	1,401.16	767.47	-	2,168.63	706.32	-	155.04	-	861.36	1,307.27
Computers	171.57	24.62	0.31	195.88	110.91	-	38.76	0.28	149.39	46.49
Jigs, Tools & Dies	53.97	25.28	-	79.25	35.17	-	1.82	-	36.99	42.26
Furniture, Fixture and Equipments	396.48	153.93	-	550.41	204.87	-	115.99	-	320.86	229.55
Electrical Installation	61.83	36.97	-	98.80	30.10	-	4.84	-	34.94	63.86
Office Equipments & Other Assets	114.62	20.97	0.90	134.69	51.49	-	18.89	0.36	70.02	64.67
Vehicles	67.13	59.78	-	126.91	20.88	-	11.80	-	32.68	94.23
Total (i)	2,512.71	1,119.41	1.21	3,630.91	1,331.30	-	351.69	0.64	1,682.35	1,948.56
Previous Year	(2,481.92)	(339.68)	(308.90)	(2,512.70)	(1,320.86)	(12.03)	(276.87)	(278.46)	(1,331.30)	(1,181.40)
(ii) INTANGIBLE ASSETS										
Trademarks	0.28	-	-	0.28	0.17	-	0.06	-	0.23	0.05
Computer Software	71.32	1.03	-	72.35	22.80	-	11.55	-	34.35	38.00
Brand	-	483.45	-	483.45	-	-	43.20	-	43.20	440.25
Total (ii)	71.60	484.48	-	556.08	22.97	-	54.81	-	77.78	478.30
Previous Year	(54.03)	(17.57)	-	(71.60)	(10.79)	-	(12.18)	-	(22.97)	(48.63)
(iii) CAPITAL WORK IN PROGRESS	-	19.47	-	19.47	-	-	-	-	-	19.47
Previous Year	(4.78)	-	(4.78)	-	-	-	-	-	-	(4.78)
(iv) INTANGIBLE ASSETS UNDER DEVELOPMENT	10.24	-	-	10.24	-	-	-	-	-	10.24
Previous Year	(5.54)	(4.70)	-	(10.24)	-	-	-	-	-	(10.24)
Total (i)+(ii)+(iii)+(iv)	2,594.55	1,623.36	1.21	4,216.71	1,354.27	-	406.50	0.64	1,760.13	2,456.57
Previous Year	(2,546.27)	(361.95)	(313.68)	(2,594.54)	(1,331.65)	(12.03)	(289.05)	(278.46)	(1,354.27)	(1,240.28)

*Cost of Plant and machinery includes borrowing costs of ₹ 2.86 Lacs.

Represents Adjustment made against opening reserves in terms Schedule II of the Companies Act, 2013.

Note No. 11

Non-Current Investment

Trade - Unquoted

In Equity Instruments of Wholly Owned Subsidiary

Safari Lifestyles Ltd. [50,000(50,000) Fully paid up equity shares of ₹ 10 each.]

As at
31.03.2016
₹ in Lacs

As at
31.03.2015
₹ in Lacs

5.00	5.00
5.00	5.00

Note No. 12

Long Term Loans & Advances

Unsecured and Considered good

Security Deposits

Deposits for Premises & Others

Other Deposits

Deposit with Sales Tax Authorities

Income Tax Refund Receivable

825.97 723.88

21.40 21.26

- 32.50

847.37 777.64

Note No. 13

Current Investment - Lower of Cost and Market Value

Others - Quoted

97.393 (60557.55) Units of HDFC Liquid Fund

0.99 6.17

0.99 6.17

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016(contd..)

	As at 31.03.2016 ₹ in Lacs	As at 31.03.2015 ₹ in Lacs
Note No. 14		
Inventories		
Raw Materials and Components (<i>including Goods in Transit CY ₹0.83 lacs ,PY ₹12.68 Lacs.</i>)	750.57	633.81
Packing Materials	36.07	21.54
Work in Progress	3.73	25.46
Finished Goods (<i>including Goods in Transit CY ₹85.74 lacs, PY ₹32.27 lacs</i>)	1,488.30	933.89
Stock in Trade (<i>Including Goods in Transit CY ₹1105.71 lacs, PY ₹1093.45 lacs</i>)	5,328.25	4,335.73
Stores and Spares	8.59	10.42
	<u>7,615.51</u>	<u>5,960.85</u>
Note No. 15		
Trade Receivable (Unsecured, considered good)		
Outstanding for a period exceeding six months from the date they became due for payment	205.98	194.86
Others	5,221.91	3,824.14
	<u>5,427.89</u>	<u>4,019.00</u>
Note No.16		
Cash and Cash Equivalents		
Balances with Banks		
- In current accounts	360.68	280.47
- In Unclaimed Dividend Accounts	3.22	3.22
Cash in hand	15.14	5.89
Total Cash and Cash equivalents (A)	<u>379.04</u>	<u>289.58</u>
Other Balances		
- Pledged with the Bank against Bank Guarantees / LC	113.70	104.45
Total Other Balances (B)	<u>113.70</u>	<u>104.45</u>
Total (A + B)	<u>492.74</u>	<u>394.03</u>
Note No. 17		
Short Term Loans & Advances		
Other Loans and Advances - (Unsecured, Considered Good)		
Loans and Advances to Staff members	43.81	23.74
Advance to Suppliers	89.73	38.50
Advance recoverable in Cash or in kind or for value to be received	134.86	24.93
Balance with Central Excise Collectorate	67.69	28.60
	<u>336.09</u>	<u>115.77</u>
Note No. 18		
Other Current Assets		
Interest Receivable on FDR	-	1.58
Special Additional Duty Receivable	455.58	410.27
	<u>455.58</u>	<u>411.85</u>

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016(contd..)

	Year Ended 31.03.2016 ₹ in Lacs	Year Ended 31.03.2015 ₹ in Lacs
Note No. 19		
Other Income		
Other Operating Income		
Interest Income	12.12	11.45
Discount Received	4.20	5.57
Sales of Scrap	23.03	16.43
Total (A)	39.35	33.45
Other Non-operating Income		
Profit on Sale of Fixed Assets	0.05	0.16
Dividend	1.03	6.18
Amounts Written back	5.36	11.39
Miscellaneous Income	32.64	6.44
Total (B)	39.08	24.17
Total (A+B)	78.43	57.62
Note No. 20		
Cost of Material Consumed		
Raw Material Consumed		
Opening Stock	633.81	471.53
Purchases	3,136.17	2,123.25
Sub-Total	3,769.98	2,594.78
Less: Sales	(1.35)	(7.94)
Less: Closing Stock	(750.57)	(633.81)
Raw Material Consumed	3,018.06	1,953.03
Add: Processing Charges	223.98	160.80
Total	3,242.04	2,113.83
Less: Components transferred for warranty claims	(20.85)	(16.63)
Net Consumption	3,221.19	2,097.20
Packing Materials Consumed	279.01	251.60
	3,500.20	2,348.80
Note No. 21		
Changes in Inventories of Finished Goods & Work in Progress and Stock in Trade		
Finished Goods		
Opening Stock	933.89	994.96
Closing Stock	(1,488.30)	(933.89)
	(554.41)	61.07
Work-in-Progress		
Opening Stock	25.46	17.45
Closing Stock	(3.73)	(25.46)
	21.73	(8.01)
Stock-in-Trade		
Opening Stock	4,335.73	3,096.69
Closing Stock	(5,328.25)	(4,335.73)
	(992.52)	(1,239.04)
(Increase)/Decrease	(1,525.20)	(1,185.98)
Note No. 22		
Employee Benefit Expenses		
Salaries, Wages and Bonus etc.	2,612.59	2,007.28
Contribution to Provident & other Funds	199.85	199.76
Welfare Expenses	101.75	63.96
	2,914.19	2,271.00

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016(contd..)

	Year Ended 31.03.2016 ₹ in Lacs	Year Ended 31.03.2015 ₹ in Lacs
Note No. 23		
Finance Cost		
Interest Expense:		
Term Loans	15.26	21.87
Cash Credits / WCDL / Buyer's Credit	197.74	139.96
Fixed Deposits	-	2.47
ICD & Others	5.75	73.03
Other Borrowing Costs		
Bank Charges for Buyer's Credit	43.16	53.58
	<u>261.91</u>	<u>290.91</u>
Note No. 24		
Other Expenses		
Consumption of Stores and Spares	40.00	25.71
Packing Materials for Traded Goods	465.16	341.30
Excise Duty	129.90	4.11
Power and Fuel	202.87	141.67
Repairs and Maintenance		
- Building	9.37	11.75
- Plant & Machinery	12.62	9.04
- Others	16.66	12.21
Rent	926.90	734.69
Rates and Taxes	106.93	52.89
Insurance	8.32	6.94
Director's Fees	6.21	3.61
Postage, Telegram & Telephone Expenses	105.41	82.11
Legal & Professional Fees	138.93	137.66
Auditors' Remuneration	5.90	5.90
Amounts W / off	1.68	7.15
Bank Charges	65.97	33.30
Freight, Handling & Octroi	1,534.15	1,330.08
Contractual Labour	945.03	640.63
Travelling & Conveyance	612.50	488.46
Advertisement & Sales Promotion	555.64	467.84
Discounts	743.15	519.47
Net Loss on Exchange Fluctuation	179.65	52.12
Warranty Claims	22.52	17.60
Loss on Sale of Fixed Assets	0.35	13.14
CSR Expenditure (Refer Note 42)	3.50	-
Premium on Forward Contracts	2.16	54.65
Miscellaneous Expenditure	633.16	459.12
	<u>7,474.64</u>	<u>5,653.15</u>
Note No. 25		
Exceptional Items		
VRS to Employees	-	95.90
	<u>-</u>	<u>95.90</u>
Note No. 26		
Extraordinary Items		
Loss by Fire	5.57	-
	<u>5.57</u>	<u>-</u>
27. Estimated amount of contracts remaining to be executed on Capital Account and not provided for (Net of advances) ₹ Nil (₹ 2.58 lacs).		

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016(contd..)

	Year Ended 31.03.2016 (₹ in Lacs)	Year Ended 31.03.2015 (₹ in Lacs)
28. Expenditure in Foreign Currency		
Particulars		
Foreign Travelling	62.73	7.26
Capital Expenditure	65.63	-
Interest on Buyers Credit	18.46	16.54
Foreign Branch Operations	218.86	22.11
29. CIF Value of Imports		
Particulars		
Traded Goods	10255.69	9010.45
Raw Material	959.03	180.92
Capital Goods	462.51	4.98
30. Contingent Liabilities not provided for :		
Sr. No. Particulars		
(a) Counter Guarantees given by the Company	83.26	21.87
(b) Claims / demands against the Company by employees / ex-employees, disputed / not acknowledged as debts :	Amount not ascertainable	Amount not ascertainable
(c) Disputed Sales Tax Liabilities (Advance ₹ 14.13 Lacs)	66.24	66.24
(d) Rent and Telephone Bills Disputes	0.08	0.58
(e) Others *	8.93	-
(f) Bonus for earlier years	10.80	-

*Represents a claim by one of the transporter, who also holds finished goods stock of ₹9.33 Lacs against which the Company has lodged a counter claim of ₹39.84 Lacs.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016(contd..)**31. Employee Benefits:**

Disclosures in terms of Revised Accounting Standard 15 on "Employee Benefits" ("AS-15"), issued by the Institute of Chartered Accountants of India :

Reconciliation of opening and closing balances of the present value of the defined benefit obligation :

	Gratuity (Funded)	
	Current Year	Previous Year
	(₹ in Lacs)	(₹ in Lacs)
Obligation at period beginning (April 1, 2015)	169.88	150.05
Current service cost	9.76	9.65
Interest cost	13.56	13.88
Past Service Cost	-	-
Actuarial (gain) / loss	8.85	42.03
Benefits paid	(5.92)	(45.73)
Obligations at the year-end (March 31, 2016)	196.13	169.88
Plan assets at period beginning, at fair value	126.13	141.46
Expected return on plan assets	10.06	12.31
Actuarial gain / (loss)	5.70	7.50
Contributions	43.06	10.59
Benefits paid	(5.92)	(45.73)
Plan assets at the year end, at fair value	179.03	126.13

Reconciliation of present value of the obligation and the fair value of the plan asset

Fair value of plan assets at the end of the year	179.03	126.13
Present value of the defined benefit obligations at the end of the year	196.13	169.88
Liability/(Asset) recognized in the Balance Sheet	17.10	43.75

Cost for the year

Current Service cost	9.76	9.65
Interest cost	13.56	13.88
Past Service Cost	-	-
Expected return on plan assets	(10.06)	(12.31)
Actuarial (gain)/loss	3.16	44.75
Net Cost recognized in the Statement of Profit and Loss	16.41	55.97

Assumptions used to determine the benefit obligations

Interest rate	7.80%	7.98%
Estimated rate of return on plan assets	7.80%	8.70%
Expected rate of increase in salary	3.00%	3.00%
Expected return on plan assets	10.06	12.31

32. Segment Reporting :

The Company's activities pertain to a single reportable segment of travel goods as per Accounting Standard - 17.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016(contd..)

33. Related Party Disclosures :

Related Party Disclosures, as required by Accounting Standard - 18 :

i) Name of the related parties & description of relationship.

Safari Investments Private Limited : Enterprise in which Key Management Personnel has significant influence

Tarapur Vastra Udyog Private Limited : Enterprise in which relative of Key Management Personnel has significant influence

Ramgopal Textiles Limited : Enterprise in which relative of Key Management Personnel has significant influence

Safari Lifestyles Limited : Wholly Owned Subsidiary of Safari Industries (India) Limited

Key Management Personnel :

Mr. Sudhir Jatia : Chairman and Managing Director

Relative of Key Management Personnel :

Mr. Mohanlal Jatia : Father of Mr. Sudhir Jatia

Mr. Sanjay Jatia : Brother of Mr. Sudhir Jatia

Ms. Shivani Jatia : Daughter of Mr. Sudhir Jatia

ii) Balances as at the year ended March 31, 2016 :

Particulars

(₹ in Lacs)

Receivable from Ramgopal Textiles Limited

60.78 (60.78)

Receivable from Safari Lifestyles Limited

66.63 (NIL)

Investment in Equity Shares of Safari Lifestyles Limited

5.00 (5.00)

(Figures in bracket relate to previous year)

iii) Transactions with Related Parties during the year :

Nature of Transactions

Key Management
Personnel

Enterprise in which
Key Management
Personnel has
Significant influence

Enterprise in which
relative of Key
Management Personnel
has Significant influence

Subsidiary
Company

(₹ in Lacs)

(₹ in Lacs)

(₹ in Lacs)

(₹ in Lacs)

Remuneration paid to
Mr. Sudhir Jatia

40.05
(13.59)

-
(-)

-
(-)

-
(-)

Remuneration paid to
Ms. Shivani Jatia

-
(-)

-
(-)

5.50
(-)

-
(-)

Rent paid to Ramgopal Textiles
Limited

-
(-)

-
(40.45)

-
(-)

-
(-)

Rent received from
Safari Lifestyles Limited

-
(-)

-
(-)

-
(-)

0.72
(-)

Investment in Equity Shares of
Safari Lifestyles Limited

-
(-)

-
(-)

-
(-)

-
(5.00)

Sale to Safari Lifestyles Limited

-
(-)

-
(-)

-
(-)

286.50
(-)

(Figures in bracket relate to previous year)

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016(contd..)**34. Disclosure for operating lease under Accounting Standard 19 - "Leases"**

The Company has entered into agreements for taking on leave and license under operating lease for office Premises / warehouses, including furniture & fittings therein, as applicable. These agreements are not non-cancelable and are for tenures between 3 months & 10 years and are renewable by mutual consent on mutually agreeable terms. The specified disclosure in respect of these agreements is given below:

Lease Rent payable	Year Ended 31.03.2016	Year Ended 31.03.2015
	(₹ in Lacs)	(₹ in Lacs)
Within 1 Year	789.52	869.69
After 1 year but before 5 years	1862.03	1,924.66
After 5 Years	458.49	378.80
TOTAL	3110.04	3173.15

- (i) Under most of the agreements, refundable interest free deposits have been given.
- (ii) Most of the agreements provide for increase in rent.
- (iii) the agreements provide for early termination by either party with a notice period which varies from 1 month to 3 months.
- (iv) Some of the agreements are under renewal.

35. Earnings Per Share :

Basic & Diluted Earnings Per Share as per Accounting Standard AS-20 is as under.

	2015-16	2014-15
	(₹ in Lacs)	(₹ in Lacs)
a) Net Profit / (Loss) available for Equity Share holders	780.07	427.03
b) Weighted Average No. of Equity Shares for Basic Earnings per Share	40.22	36.16
c) Basic Earnings per Share (Equity share of ₹10/- each)	19.39	11.81
d) Weighted Average No. of Shares for Diluted Earnings per Share	40.22	37.97
e) Diluted Earnings per Share (₹)	19.39	11.25

36. Deferred Taxation :

Deferred Taxes recognized / reversed in respect of items of timing differences between accounting income and taxable income in terms of Accounting Standards 22.

Items of timing difference	Balance of Assets/(Liabilities) as on 01.04.2015	(Charge)/Credit for the year including reversal	(₹ in Lacs) Balance of Assets/(Liabilities) as on 31.03.2016
Depreciation	35.39	47.07	82.46
Deferred Revenue Expenditures	(59.29)	21.09	(38.20)
Bonus	(8.48)	(3.15)	(11.63)
Total	(32.38)	65.01	32.63

37. Provision for Warranty Claims in terms of Accounting Standard -29 :**(₹ in Lacs)**

Balance at 01.04.2015	Additions during the year	Amount used / paid during the year	Balance as at 31.03.2016
1.25	22.52	20.84	2.93
(0.28)	(17.60)	(16.63)	(1.25)

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016(contd..)**38. Disclosure in respect of Derivative Instruments:**

The Company enters into forward exchange contracts to hedge its exposure in foreign currency. The information on derivative instrument is as follows:

Foreign currency exposures not covered by derivatives instrument:

Particulars	<u>As at 31.03.2016</u>		<u>As at 31.03.2015</u>	
	Amt in USD	₹ In lacs	Amt in USD	₹ In lacs
Buyers Credit	23,11,191	1532.99	31,62,214	1,979
Import Trade Payables	7,67,823	509.32	7,78,626	487

39. Micro, Small and Medium Enterprises

Based on the information in possession with the Company no supplier has been identified as being covered under the Micro, Small and Medium Enterprises Development Act, 2006 ("the Act").

Accordingly no amount of dues outstanding as at 31st March, 2016 have been identified as relating to the Micro, Small and Medium Enterprise referred to in the said Act.

	Year Ended 31.03.2016 (₹ in lacs)	Year Ended 31.03.2015 (₹ in lacs)
40. Payments to Auditors :		
Audit Fees	4.00	3.00
For Taxation, Company Law etc	-	1.08
Tax Audit	0.60	0.60
For Certification and Others	1.30	1.22
TOTAL	<u>5.90</u>	<u>5.90</u>
41. Break-up of Managerial remuneration paid to Managing Director.		
Salary	35.87	12.00
Contribution to Provident Fund	4.18	1.44
Medical Reimbursement	-	0.15
TOTAL	<u>40.05</u>	<u>13.59</u>

42. Corporate Social Responsibility

Gross Amount required to be spent by the Company during the year ₹ 3.50 Lacs (₹ Nil). Donations made for objects / purposes as per Schedule VII of the Act - ₹ 3.50 Lacs (₹ Nil)

43. Trade receivables, Trade Payables and Advances/Deposits balances are subject to confirmation and subsequent reconciliation.

44. Previous year figures have been regrouped or reclassified wherever necessary. Figures in bracket relates to previous year.

As per our Report of even date
For **BANSI S. MEHTA & CO.**
Chartered Accountants
(Firm Regn. No. 100991W)
H. G. BUCH
Partner
(M. No. 33114)
Mumbai, Date: 16th May, 2016

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

SUDHIR JATIA
(Chairman & Managing Director)
(DIN : 00031969)

PUNKAJ LATH
(Director)
(DIN : 00172371)

VIRENDRA GANDHI
(Chief Financial Officer)

JIGNA PARIKH
(Company Secretary)

Mumbai, Date: 16th May, 2016

INDEPENDENT AUDITORS' REPORT FOR THE YEAR ENDED MARCH 31, 2016

To,
The Members,
SAFARI INDUSTRIES (INDIA) LIMITED.

Report on the Consolidated Financial Statements

1. We have audited the accompanying consolidated financial statements of **SAFARI INDUSTRIES (INDIA) LIMITED** (hereinafter referred to as "the Holding Company") and **SAFARI LIFESTYLES LIMITED**, its subsidiary (the Holding Company and its subsidiary together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 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 (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

2. The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "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 Rules"). 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; the 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

3. 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 judgement, 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 in respect of the audit of financial statements of the respective Company of the Group, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

4. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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 consolidated state of affairs of the Group as at March 31, 2016, and their consolidated profit and consolidated cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

5. 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 purpose of our audit of the 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 books of account maintained for the purpose of preparation of consolidated financial statements;
 - (d) 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 and the Subsidiary Company as on March 31, 2016 and taken on record by the respective Board of Directors, none of the directors of the Group companies is disqualified as on March 31, 2016 from being appointed as a director of the respective Company in terms of section 164 (2) of the Act;
 - (f) With respect to the adequacy of internal financial controls over financial reporting of the Company and operating effectiveness of such controls, refer to our separate Report in 'Annexure A'.
 - (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 as on March 31, 2016 on its consolidated financial position in its consolidated financial statements - Refer Note 26 to the Consolidated Financial Statements.
 - ii. None of the companies in the Group had any long-term contracts, as on March 31, 2016 including derivative contracts;
 - iii. None of the companies in the Group had any amounts which were required to be transferred as on March 31, 2016 to the Investor Education and Protection Fund by the Company.

For **BANSI S. MEHTA & CO.**

Chartered Accountants

(Firm Regn. No. 100991W)

H. G. Buch

Partner

(M. No. 33114)

Mumbai

Date : 16th May, 2016

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF SAFARI INDUSTRIES (INDIA) LIMITED [Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")]

In conjunction with our audit of the consolidated financial statements of the company and for the year ended March 31, 2016, We have audited the internal financial controls over financial reporting of **SAFARI INDUSTRIES (INDIA) LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiary company, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company and its subsidiary company, which are companies incorporated in India, 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 the respective 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 the ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both 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 judgement, 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, which are companies incorporated in India, have in all material respects, an adequate internal financial controls system over financial reporting and such controls were operating effectively as at March 31, 2016, based on the relevant 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.

Mumbai

Date : 16th May, 2016

For **BANSI S. MEHTA & CO.**

Chartered Accountants

(Firm Regn. No. 100991W)

H. G. Buch

Partner

(M. No. 33114)

CONSOLIDATED FINANCIAL STATEMENTS
BALANCE SHEET AS AT 31ST MARCH 2016

	NOTE NO.	As at 31.03.2016 ₹ in Lacs	As at 1.03.2015 ₹ in Lacs
I. Equity and Liabilities			
1. Share Holders' Funds			
(a) Share Capital	2	415.00	398.50
(b) Reserves & Surplus	3	8,690.37	7,001.86
(c) Money received against share warrants		-	247.50
		9,105.37	7,647.86
2. Non-Current Liabilities			
(a) Long Term Borrowings	4	260.06	7.79
(b) Deferred Tax Liabilities (Net)	5	32.56	-
		292.62	7.79
3. Current Liabilities			
(a) Short Term Borrowings	6	5,502.06	3,288.83
(b) Trade Payables	7	1,781.48	1,382.44
(c) Other Current Liabilities	8	844.76	528.73
(d) Short Term provisions	9	141.41	106.73
		8,269.71	5,306.73
Total		17,667.70	12,962.38
II. Assets			
1. Non-Current Assets			
(a) Fixed Assets:	10		
(i) Tangible Assets		1,956.23	1,181.41
(ii) Intangible Assets		478.30	48.63
(iii) Capital Work in Progress		19.47	-
(iv) Intangible Assets under Development		10.24	10.24
(b) Deferred Tax Assets (Net)	5	-	32.38
(c) Long Term Loans and Advances	11	861.22	777.64
		3,325.46	2,050.30
2. Current Assets			
(a) Current Investment	12	0.99	6.17
(b) Inventories	13	7,631.16	5,960.85
(c) Trade Receivables	14	5,410.43	4,019.00
(d) Cash and Cash Equivalent	15	507.99	398.44
(e) Short term Loans and Advances	16	336.09	115.77
(f) Other Current Assets	17	455.58	411.85
		14,342.24	10,912.08
Total		17,667.70	12,962.38
Significant Accounting Policies	1		
Notes to Accounts	2 to 34		

As per our Report of even date
For **BANSI S. MEHTA & CO.**
Chartered Accountants
(Firm Regn. No. 100991W)
H. G. BUCH
Partner
(M. No. 33114)
Mumbai, Date: 16th May, 2016

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

SUDHIR JATIA
(Chairman & Managing Director)
(DIN : 00031969)

PUNKAJ LATH
(Director)
(DIN : 00172371)

VIRENDRA GANDHI
(Chief Financial Officer)

JIGNA PARIKH
(Company Secretary)

Mumbai, Date: 16th May, 2016

CONSOLIDATED FINANCIAL STATEMENTS
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

	NOTE NO.	For the Year Ended 31.03.2016 ₹ in Lacs	For the Year Ended 31.03.2015 ₹ in Lacs
I. Revenue from Operations			
Sales		28,530.12	22,079.78
Less : Excise Duty		717.57	486.51
Net Sales		27,812.55	21,593.27
II. Other Income	18	78.43	57.62
III. Total Revenue (I+II)		27,890.98	21,650.89
IV. Expenses:			
Cost of Materials Consumed	19	3,500.20	2,348.80
Purchase of Stock-in-Trade		13,526.97	11,306.99
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	20	(1,540.85)	(1,185.98)
Employee Benefit Expenses	21	2,915.19	2,271.00
Finance Cost	22	261.91	290.91
Depreciation and Amortization Expenses	10	407.19	289.05
Other Expenses	23	7,619.63	5,654.03
Total Expenses		26,690.24	20,974.80
V. Profit before Exceptional/Extraordinary items and Tax		1,200.74	676.09
VI. Exceptional items	24	-	(95.90)
VII. Profit before Extraordinary items and Tax		1,200.74	580.19
VIII. Extraordinary items	25	(5.57)	-
IX. Profit Before Tax		1,195.17	580.19
X. Tax Expense:			
(1) Current tax		(355.28)	(190.00)
(2) Deferred Tax (Refer note no.5)		(64.94)	35.96
XI. Profit After Tax		774.95	426.15
XII. Earnings Per Equity Share:			
(1) Basic		19.27	11.81
(2) Diluted		19.27	11.25
Significant Accounting Policies	1		
Notes to accounts	2 to 34		

As per our Report of even date
For **BANSI S. MEHTA & CO.**
Chartered Accountants
(Firm Regn. No. 100991W)
H. G. BUCH
Partner
(M. No. 33114)
Mumbai, Date: 16th May, 2016

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

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(Director)
(DIN : 00172371)

VIRENDRA GANDHI
(Chief Financial Officer)

JIGNA PARIKH
(Company Secretary)

Mumbai, Date: 16th May, 2016

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

	<u>For the Year Ended 31.03.16</u>	<u>For the Year Ended 31.03.15</u>
A. Cash Flow from Operating Activities	₹ in Lacs	₹ in Lacs
Net Profit before exceptional / extraordinary items & Tax	1,200.74	676.09
Adjustments for :		
Depreciation	407.19	289.05
Interest (Net)	249.79	279.46
Net Loss on sale of Fixed Assets	0.29	12.98
Adjustments for (Write Back) / Writeoff	(3.68)	(4.23)
Exchange Fluctuation (Gain)/ Loss	64.46	16.34
Dividend Income	(1.03)	(6.18)
	<u>717.02</u>	<u>587.42</u>
Operating profit before working capital changes	1,917.76	1,263.52
Adjustments for :		
Trade & other receivables	(1,842.20)	(1,338.64)
Inventories	(1,670.31)	(1,322.12)
Trade & other Payables	676.98	(1,542.94)
	<u>(2,835.53)</u>	<u>(4,203.70)</u>
Cash generated from operations	(917.77)	(2,940.19)
Direct Taxes paid	(355.28)	(176.23)
Cash flow before extra ordinary / exceptional items	(1,273.05)	(3,116.42)
Loss on Fire	(5.57)	-
Voluntary Retirement Scheme	-	(95.90)
Net cash from operating activities	(1,278.62)	(3,212.32)
B. Cash flow from investing activities		
Purchase of fixed assets	(1,631.72)	(357.17)
Sale of fixed assets	0.28	17.45
Investment in Subsidiary	-	-
Maturity / (Investments) in Fixed Deposits	99.09	33.17
Interest received	12.12	12.02
Dividend Received	1.03	6.18
Net cash used in investing activities	(1,519.20)	(288.35)
C. Cash flow from financing activities		
Capital Raised	742.50	6,217.50
Issue Expenses	-	(173.08)
Increase / (Decrease) Long Term borrowings	252.26	(587.39)
Increase / (Decrease) Short Term borrowings	2,213.23	(1,556.94)
Interest paid	(261.91)	(298.29)
Dividend paid (Incl Dividend Distribution Tax)	(47.96)	(0.02)
Net Cash from financing activities	2,898.12	3,601.78
Net Increase / (Decrease) in cash & cash equivalents	100.30	101.11
Opening cash & cash equivalents	293.99	192.88
Closing cash & cash equivalents	<u>394.29</u>	<u>293.99</u>

As per our Report of even date
For **BANSI S. MEHTA & CO.**
Chartered Accountants
(Firm Regn. No. 100991W)
H. G. BUCH
Partner
(M. No. 33114)
Mumbai, Date: 16th May, 2016

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

SUDHIR JATIA
(Chairman & Managing Director)
(DIN : 00031969)

PUNKAJ LATH
(Director)
(DIN : 00172371)

VIRENDRA GANDHI
(Chief Financial Officer)

JIGNA PARIKH
(Company Secretary)

Mumbai, Date: 16th May, 2016

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2016

Note No. 1

A. BASIS OF CONSOLIDATION

1. Basis of Preparation:

The Consolidated Financial Statements (CFS) are prepared in accordance with Accounting Standard - 21 (AS-21) - "Consolidated Financial Statements" as referred to in section 133 of the Companies Act, 2013 ("the Act"), read with Rule 7 of the Company (Accounts) Rules, 2014 and the relevant provisions of the Act.

2. Principles of Consolidation

- a. The Consolidated Financial Statements relates to Safari Industries (India) Limited ("the Company"), its subsidiary Safari Lifestyles Limited ("collectively referred to as Group"). The financial statements of the subsidiary company used in consolidation are drawn / prepared for consolidation up to the same reporting date as the Company.

The consolidated statements are prepared on the following basis:

- i. The financial statements of subsidiary company have been combined on line to line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra group balances and intra group transactions and the unrealized profits/losses as per AS-21.
- ii. The difference between the cost of investments in subsidiaries over the net assets at the time of acquisition of shares in the subsidiaries is recognized in the CFS as Goodwill or Capital Reserve, as the case may be.
- b. The CFS are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's standalone financial statements.

3. Company included in Consolidation

The following company is considered for the CFS:

Name of Company	Subsidiary/ Associate	Country of incorporation	% of holding
Safari Lifestyles Limited	Subsidiary	India	100.00

B. SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Preparation:

The Consolidated Financial Statements (CFS) are prepared in accordance with Accounting Standard - 21 (AS-21) - "Consolidated Financial Statements" as referred to in section 133 of the Company Act, 2013 ("the Act"), read with Rule 7 of the Company (Accounts) Rules, 2014 and the relevant provisions of the Act.

2. Use of Estimates:

The preparation of the Consolidated Financial Statements, in conformity with generally accepted accounting principles, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, revenues and expenses and disclosure of contingent liabilities at the date of the financial statements. Actual results could differ from those estimates. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Any revision to the accounting estimates is recognized prospectively.

3. Significant Accounting Policies and additional information:

The other Significant Accounting Policies are set out in Significant Accounting Policies as given in the Standalone Financial Statements of the Holding Company, Safari Industries (India) Limited and its subsidiary Safari Lifestyles Limited.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2016 (contd..)

		As at 31.03.2016 ₹ in Lacs	As at 31.03.2015 ₹ in Lacs
Note No. 2			
A. Share Capital			
Authorised :			
1,00,00,000 (1,00,00,000) Shares of ₹ 10/- each		<u><u>1,000.00</u></u>	<u><u>1,000.00</u></u>
[50,00,000 (50,00,000) Equity Shares and			
50,00,000 (50,00,000) Unclassified Shares]			
Issued, Subscribed & Paid-up :			
41,50,000 (39,85,000) Equity Shares of ₹ 10/- each fully paid- up		<u><u>415.00</u></u>	<u><u>398.50</u></u>
B. The Reconciliation of the number of			
Equity Shares outstanding at the beginning	<u>2015-16</u>		<u>2014-15</u>
and at the end of the year	No. of		No. of
	Shares	₹ in Lacs	Shares
Equity shares at the beginning of the year	3,985,000	398.50	2,990,000
Add :- Shares issued on Preferential Basis	165,000	16.50	995,000
Equity shares at the end of the year	4,150,000	415.00	3,985,000
C. Rights, preference and restriction attaching to various classes of Shares			
1) Each Equity Shareholder is entitled to one vote per share.			
2) Of the 21,17,500 equity shares held by Mr. Sudhir Jatia, Promoter & Managing Director of the Company, 17,87,500 equity shares (holdings prior to preferential allotment) are subject to a lock-in of 6 months and 3,30,000 equity shares (shares allotted to him on conversion of the share warrants) are subject to a lock-in of 3 years , from the date of the respective trading approvals granted by the Bombay Stock Exchange, in accordance with the provisions of SEBI (Issue of Capital Disclosure Requirement) Regulations 2009.			
D. Shares in the Company held by each shareholder			
holding more than 5% of paid up capital	<u>AS AT 31.03.2016</u>		<u>AS AT 31.03.2015</u>
	No. of Shares	% of	No. of Shares
	(in Lacs)	holding	(in Lacs)
Safari Investments Pvt. Ltd.	454,693	10.96%	454,693
Sudhir Mohanlal Jatia	2,117,500	51.02%	1,952,500
Tano India Private Equity Fund II	830,000	20.00%	830,000

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2016 (contd..)

		As at 31.03.2016 ₹ in Lacs	As at 31.03.2015 ₹ in Lacs
Note No. 3			
Reserves & Surplus			
Capital Reserve			
At the beginning and at the end of the year	(A)	11.17	11.17
General Reserve			
Opening Balance		618.80	426.93
Transferred from surplus		-	200.00
Adjustment towards Depreciation (Net of Deferred Tax)		-	(8.13)
Closing Balance	(B)	<u>618.80</u>	<u>618.80</u>
Securities Premium Reserve			
Opening Balance		5,794.92	97.50
Additions during the year		973.50	5,870.50
Share Issue Expenses		-	(173.08)
Closing Balance	(C)	<u>6,768.42</u>	<u>5,794.92</u>
Surplus in Statement of Profit & Loss			
Opening Balance		576.97	398.78
Profit for the year		774.95	426.15
Balance available for Appropriation		<u>1,351.92</u>	<u>824.93</u>
Less : Appropriation			
- Proposed Dividend on Equity Shares		(49.80)	(39.85)
- Dividend Distribution Tax		(10.14)	(8.11)
- Amount transferred to general reserve		-	(200.00)
	(D)	<u>1,291.98</u>	<u>576.97</u>
TOTAL RESERVES & SURPLUS	(A+B+C+D)	<u><u>8,690.37</u></u>	<u><u>7,001.86</u></u>

Note No. 4**Long Term Borrowings****Term Loans - Secured****From Banks**

Term Loan	242.10	-
Vehicle Loan	17.96	7.79
	<u>260.06</u>	<u>7.79</u>

1. Term Loan(including current maturities of Long term Debt) of ₹303 Lacs,carrying interest rate 12.95% p.a are repayable in 60 monthly installments, beginning from May,2016.
2. Term Loan is secured by first pari passu charge on specific movable Plant and Machinery lying at the Company's Halol Plant and Equitable mortgage on the immovable properties situated at Company's Halol Plant.
3. Vehicle Loan (including current maturities of Long term Debt) of ₹6.01 Lacs, carrying interest rate 10 % p.a are repayable in 60 monthly installments, repayments have started in August 2015.
4. Vehicle Loan (including current maturities of Long term Debt) of ₹7.28 Lacs, carrying interest rate 10.15% p.a are repayable in 60 monthly installments, repayments have started in August 2015.
5. Vehicle Loan(including current maturities of Long term Debt) of ₹7.75 Lacs carrying interest rate 10.15% p.a are repayable in 84 monthly installments, repayments have started in January 2013.
6. Vehicle Loans from bank are secured by a charge on the specific vehicles.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2016 (contd..)

	As at 31.03.2016 ₹ in Lacs	As at 31.03.2015 ₹ in Lacs
Note No. 5		
Deferred Tax (Liabilities) / Asset		
Deferred Tax Liabilities	82.39	35.39
Deferred Tax Assets	(49.83)	(67.77)
Deferred Tax (Liabilities) / Asset (Net) (Refer Note 30)	<u>32.56</u>	<u>(32.38)</u>
Note No. 6		
Short Term Borrowings		
Loans repayable on demand		
From Banks - Secured		
Cash Credit facility	1,917.43	1,309.57
Working Capital Demand Loan	2,051.55	-
Buyers line of credit	1,533.08	1,979.26
	<u>5,502.06</u>	<u>3,288.83</u>
All the above Short Term Borrowings are secured by ;		
1. Hypothecation of stocks of Raw-materials, Semi-finished goods, Finished goods, Packing materials, Stores & Spares and book debts of the Company.		
2. First pari-passu charge on the movable Plant and Machinery (other than those specifically charged) lying at the Company's Halol Plant.		
3. Equitable mortgage on the immovable properties situated at Company's Halol Plant.		
Note No. 7		
Trade Payables		
Creditors for Goods & Services	1,781.48	1,382.44
	<u>1,781.48</u>	<u>1,382.44</u>
Note No. 8		
Other Current Liabilities		
Current Maturities of Long Term Debt (Refer Note 4)	64.20	1.51
Advance From Customers	24.77	13.96
Unclaimed dividends	3.22	3.22
Excise Duty Payable	79.48	47.24
VAT/ CST Payable	147.09	107.80
Bonus / Ex-Gratia Payable	33.60	26.14
Other Payables	492.40	328.86
	<u>844.76</u>	<u>528.73</u>
Note No. 9		
Short Term Provisions		
Provision for Employee benefits		
Gratuity Payable	24.24	43.75
Others		
Provision for Warranty Claims (Refer Note 37)	2.93	1.25
Proposed Final Dividend on Equity Shares	49.80	39.85
Dividend Distribution Tax	10.14	8.11
Provision for Tax (Net of Advance Tax)	54.30	13.77
	<u>141.41</u>	<u>106.73</u>

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2016 (contd..)**Note No. 10****Fixed Assets**

(₹ in Lacs)

PARTICULARS	GROSSBLOCK				DEPRECIATION / AMORTISATION				NETBLOCK	
	As at 01.04.2015	Additions	Deductions	As at 31.03.2016	As at 01.04.2015	Adjustment#	For the Year	Deductions	As at 31.03.2016	As at 31.03.2015
(i) TANGIBLE ASSETS										
Leasehold Land	9.50	-	-	9.50	2.70	-	0.09	-	2.79	6.71
Buildings	236.45	30.39	-	266.84	168.86	-	4.46	-	173.32	93.52
Plant and Machinery*	1,401.16	767.48	-	2,168.64	706.32	-	155.04	-	861.36	1,307.28
Computers	171.57	24.62	0.31	195.88	110.91	-	38.76	0.28	149.39	46.49
Jigs, Tools & Dies	53.97	25.28	-	79.25	35.17	-	1.82	-	36.99	42.26
Furniture, Fixture and Equipments	396.48	161.02	-	557.50	204.87	-	116.64	-	321.51	235.99
Electrical Installation	61.83	36.97	-	98.80	30.10	-	4.84	-	34.94	63.86
Office Equipments & Other Assets	114.62	22.24	0.90	135.96	51.49	-	18.93	0.35	70.07	65.89
Vehicles	67.13	59.78	-	126.91	20.88	-	11.80	-	32.68	94.23
Total (i)	2,512.71	1,127.78	1.21	3,639.28	1,331.30	-	352.38	0.63	1,683.05	1,956.23
Previous Year	(2,481.92)	(339.68)	(308.90)	(2,512.70)	(1,320.86)	(12.03)	(276.87)	(278.46)	(1,331.30)	(1,181.40)
(ii) INTANGIBLE ASSETS										
Trademarks	0.28	-	-	0.28	0.17	-	0.06	-	0.23	0.05
Computer Software	71.32	1.03	-	72.35	22.81	-	11.55	-	34.35	38.00
Brand	-	483.45	-	483.45	-	-	43.20	-	43.20	440.25
Total (ii)	71.60	484.48	-	556.08	22.97	-	54.81	-	77.78	478.30
Previous Year	(54.03)	(17.57)	-	(71.60)	(10.79)	-	(12.18)	-	(22.97)	(48.63)
(iii) CAPITAL WORK IN PROGRESS	-	19.47	-	19.47	-	-	-	-	-	19.47
Previous Year	(4.78)	-	(4.78)	-	-	-	-	-	-	-
(iv) INTANGIBLE ASSETS UNDER DEVELOPMENT	10.24	-	-	10.24	-	-	-	-	-	10.24
Previous Year	(5.54)	(4.70)	-	(10.24)	-	-	-	-	-	(10.24)
Total (i)+(ii)+(iii)+(iv)	2,594.55	1,631.73	1.21	4,225.07	1,354.27	-	407.19	0.63	1,760.83	2,464.24
Previous Year	(2,546.27)	(361.95)	(313.68)	(2,594.54)	(1,331.65)	(12.03)	(289.05)	(278.46)	(1,354.27)	(1,240.27)

*Cost of Plant and machinery includes borrowing costs of ₹2.86 Lacs.

Represents Adjustment made against opening reserves in terms Schedule II of the Companies Act, 2013.

Note No. 11**Long Term Loans & Advances****Unsecured and Considered good****Security Deposits**

Deposits for Premises & Others

As at	As at
31.03.2016	31.03.2015
₹ in Lacs	₹ in Lacs

Other Deposits

Deposit with Sales Tax Authorities

Income Tax Refund Receivable

839.57

723.88

21.65

21.26

-

32.50

861.22

777.64

Note No. 12**Current Investment - Lower of Cost and Market Value****Others - Quoted**

97.393 (60557.55) Units of HDFC Liquid Fund

0.99

6.17

0.99

6.17

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2016 (contd..)

	As at 31.03.2016 (₹ in Lacs)	As at 31.03.2015 (₹ in Lacs)
Note No. 13		
Inventories		
Raw Materials and Components (<i>including Goods in Transit CY ₹0.83 Lacs, PY ₹12.68</i>)	750.57	633.81
Packing Materials	36.07	21.54
Work in Progress	3.73	25.46
Finished Goods (<i>including Goods in Transit CY ₹85.74 lacs, PY ₹32.27 lacs</i>)	1,488.30	933.89
Stock in Trade (<i>Including Goods in Transit CY ₹1105.71 lacs, PY ₹1093.45 lacs</i>)	5,343.90	4,335.73
Stores and Spares	8.59	10.42
	<u>7,631.16</u>	<u>5,960.85</u>
Note No. 14		
Trade Receivables (Unsecured, considered good)		
Outstanding for a period exceeding six months from the due date for payments	205.98	194.86
Others	5,204.45	3,824.14
	<u>5,410.43</u>	<u>4,019.00</u>
Note No. 15		
Cash and Bank Balances		
Balances with Banks		
- In current accounts	375.71	284.64
- In Unclaimed Dividend Accounts	3.22	3.22
Cash in Hand	15.36	6.13
Total (A)	<u>394.29</u>	<u>293.99</u>
Other Balances		
Fixed Deposit with Scheduled Bank		
- Pledged with the Bank against Bank Guarantees / LC	113.70	104.45
Total (B)	<u>113.70</u>	<u>104.45</u>
Total (A + B)	<u>507.99</u>	<u>398.44</u>
Note No. 16		
Short Terms Loans & Advances		
Other Loans and Advances - (Unsecured, considered good)		
Loans and Advances to Staff members	43.81	23.74
Advance to Suppliers	89.73	38.50
Advance recoverable in Cash or in kind or for value to be received	134.86	24.93
Balance with Central Excise Collectorate	67.69	28.60
	<u>336.09</u>	<u>115.77</u>
Note No. 17		
Other Current Assets		
Interest Receivable on FDR	-	1.58
Special Additional Duty Receivable	455.58	410.27
	<u>455.58</u>	<u>411.85</u>

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2016 (contd..)

	Year Ended 31.03.2016 (₹ in Lacs)	Year Ended 31.03.2015 (₹ in Lacs)
Note No. 18		
Other Income		
Other Operating Income		
Interest Income	12.12	11.45
Discount Received	4.20	5.57
Sales of Scrap	23.03	16.43
Total (A)	<u>39.35</u>	<u>33.45</u>
Other Non-operating Income		
Profit on Sale of Fixed Assets	0.05	0.16
Dividend	1.03	6.18
Amounts Written back	5.36	11.39
Miscellaneous Income	32.64	6.44
Total (B)	<u>39.08</u>	<u>24.17</u>
Total (A+B)	<u>78.43</u>	<u>57.62</u>
Note No.19		
Cost of Materials Consumed		
Raw Material Consumed		
Opening Stock	633.81	471.53
Add : Purchases	3,136.17	2,123.25
Sub-Total	<u>3,769.98</u>	<u>2,594.78</u>
Less: Sales	(1.35)	(7.94)
Less: Closing Stock	(750.57)	(633.81)
Raw Material Consumed	<u>3,018.06</u>	<u>1,953.03</u>
Add: Processing Charges	223.98	160.80
Total	<u>3,242.04</u>	<u>2,113.83</u>
Less: Components transferred for warranty claims	(20.85)	(16.63)
Net Consumption	<u>3,221.19</u>	<u>2,097.20</u>
Packing Materials Consumed	279.01	251.60
	<u>3,500.20</u>	<u>2,348.80</u>
Note No. 20		
Changes in Inventories of Finished Goods & Work in Progress and Stock in Trade		
Finished Goods		
Opening Stock	933.89	994.96
Closing Stock	(1,488.30)	(933.89)
	<u>(554.41)</u>	<u>61.07</u>
Work-in-Progress		
Opening Stock	25.46	17.45
Closing Stock	(3.73)	(25.46)
	<u>21.73</u>	<u>(8.01)</u>
Stock-in-Trade		
Opening Stock	4,335.73	3,096.69
Closing Stock	(5,343.90)	(4,335.73)
	<u>(1,008.17)</u>	<u>(1,239.04)</u>
(Increase)/Decrease	<u>(1,540.85)</u>	<u>(1,185.98)</u>
Note No. 21		
Employee Benefit Expenses		
Salaries, Wages and Bonus etc.	2,613.59	2,007.28
Contribution to Provident & other Funds	199.85	199.76
Welfare Expenses	101.75	63.96
	<u>2,915.19</u>	<u>2,271.00</u>

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2016 (contd..)

	Year Ended 31.03.2016 (₹ in Lacs)	Year Ended 31.03.2015 (₹ in Lacs)
Note No. 22		
Finance Cost		
Interest Expense:		
Term Loans	15.26	21.87
Cash Credits / WCDL / Buyer's Credit	197.74	139.96
Fixed Deposits	-	2.47
ICD & Others	5.75	73.03
Other Borrowing Costs		
Bank Charges for Buyer's Credit	43.16	53.58
	<u>261.91</u>	<u>290.91</u>
Note No. 23		
Other Expenses		
Consumption of Stores and Spares	39.99	25.71
Packing Materials for Traded Goods	465.99	341.30
Excise Duty	129.90	4.11
Power and Fuel	202.87	141.67
Repairs and Maintenance		
- Building	9.37	11.75
- Plant & Machinery	12.62	9.04
- Others	16.66	12.21
Rent	935.41	734.69
Rates and Taxes	106.93	52.89
Insurance	8.32	6.94
Director's Fees	6.21	3.61
Postage, Telegram & Telephone Expenses	105.41	82.11
Legal & Professional Fees	139.25	138.28
Auditors Remuneration	6.19	6.15
Amounts W / off	1.69	7.15
Bank Charges	66.12	33.30
Freight, Handling & Octroi	1,583.79	1,330.09
Contractual Labour	945.03	640.63
Travelling & Conveyance	612.50	488.46
Advertisement & Sales Promotion	555.64	467.84
Discounts	727.28	519.47
Net Loss on Exchange Fluctuation	179.65	52.12
Warranty Claims	22.52	17.60
Loss on Sale of Fixed Assets	0.35	13.14
CSR Expenditure	3.50	-
Premium on Forwards Contract	2.16	54.65
Miscellaneous Expenditure	734.28	459.12
	<u>7,619.63</u>	<u>5,654.03</u>
Note No. 24		
Exceptional Items		
VRS to Employees	-	95.90
	<u>-</u>	<u>95.90</u>
Note No. 25		
Extraordinary Items		
Loss by Fire	5.57	-
	<u>5.57</u>	<u>-</u>

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2016 (contd..)**26. Contingent Liabilities not provided for**

Sr. No.	Particulars	For the Period Ended 31.03.16 (₹ in Lacs)	For the Period Ended 31.03.15 (₹ in Lacs)
		Amount not ascertainable	Amount not ascertainable
(a)	Counter Guarantees given by the Company	83.26	21.87
(b)	Claims / demands against the Company by employees, disputed / not acknowledged as debts :		
(c)	Disputed Sales Tax Liabilities (Net of Advance ₹ 14.13 Lacs)	66.24	66.24
(d)	Rent and Telephone Bills Disputes	0.08	0.58
(e)	Others *	8.93	-
(f)	Bonus for earlier years	10.80	-

*Represents a claim by one of the transporter, who also holds finished goods stock of ₹9.33 Lacs against which the Company has lodged a counter claim of ₹39.84 Lacs.

27. Additional Information

Name of the Entity	Net Assets, i.e., total assets minus total liabilities		Share in Profit	
	As % of Consolidated Net Assets	(₹ in Lacs)	As % of Consolidated Profit	(₹ in Lacs)
PARENT Safari Industries (India) Limited	99.94 (99.95)	9099.94 (7,643.74)	99.95 (100.21)	773.64 (427.03)
SUBSIDIARY-INDIAN Safari Lifestyles Limited	0.06 (0.05)	5.43 (4.12)	0.05 (-0.21)	1.31 (-0.88)
Total	100.00	9105.37 (7647.86)	100.00	774.95 (426.15)

28. Related Party Disclosures :**Related Party Disclosures, as required by Accounting Standard - 18 :****i) Name of the related parties & description of relationship.**

Safari Investments Private Limited : Enterprise in which Key Management Personnel has significant influence

Tarapur Vastra Udyog Private Limited : Enterprise in which relative of Key Management Personnel has significant influence

Ramgopal Textiles Limited : Enterprise in which relative of Key Management Personnel has significant influence

Key Management Personnel :

Mr. Sudhir Jatia : Chairman and Managing Director

Relative of Key Management Personnel :

Mr. Mohanlal Jatia : Father of Mr. Sudhir Jatia

Mr. Sanjay Jatia : Brother of Mr. Sudhir Jatia

Ms. Shivani Jatia : Daughter of Mr. Sudhir Jatia

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2016 (contd..)**ii) Balances as at the year ended March 31, 2016 :**

Particulars	(₹ in Lacs)
Receivable from Ramgopal Textiles Limited	60.78 (60.78)

iii) Transactions with Related Parties :

Nature of Transactions	Key Management Personnel (₹ in Lacs)	Enterprise in which Key Management Personnel has Significant influence (₹ in Lacs)	Enterprise in which relative of Key Management Personnel has Significant influence (₹ in Lacs)
Remuneration paid to Mr Sudhir Jatia	40.05 (13.59)	- (-)	- (-)
Remuneration paid to Ms Shivani Jatia	- (-)	- (-)	5.5 (-)
Rent paid to Ramgopal Textiles Limited	- (-)	- (40.45)	- (-)

*(Figures in bracket relate to previous year)***29. Earnings Per Share :****Basic & Diluted Earnings Per Share as per Accounting Standard AS-20 is as under.**

	2015-16 (₹ in Lacs)	2014-15 (₹ in Lacs)
a) Net Profit / (Loss) available for Equity Share holders	774.95	426.15
b) Weighted Average No. of Equity Shares for Basic Earnings per Share	40.22	36.16
c) Basic Earnings per Share(Equity share of ₹10/- each)	19.27	11.79
d) Weighted Average No. of Shares for Diluted Earnings per Share	40.22	37.97
e) Diluted Earnings per Share (₹)	19.27	11.22

30. Deferred Taxation :

Deferred Taxes recognized / reversed in respect of items of timing differences between accounting income and taxable income in terms of Accounting Standards 22.

Item of timing difference	Balance of Assets/(Liabilities) as on 01.04.2015	(Charge)/Credit for the year including reversal	(₹ in Lacs) Balance of Assets/(Liabilities) as on 31.03.2016
Depreciation	35.39	47.00	82.39
Deferred Revenue Expenditures	(59.29)	21.09	(38.20)
Bonus	(8.48)	(3.15)	(11.63)
Total	(32.38)	64.94	32.56

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2016**31. Payments to Auditors :****(₹ in lacs)**

	<u>Current Year</u>	<u>Previous Year</u>
Audit Fees	4.25	3.25
For Taxation, Company Law etc	-	1.08
Tax Audit	0.60	0.60
For Certification and Others	1.30	1.22
TOTAL	<u>6.15</u>	<u>6.15</u>

32. Additional information not impacted by the Consolidation of Financial Statements is also set out in the Notes [forming part of the Financial Statements] of the Holding Company and Subsidiary Company, respectively.

33. Trade receivables, Trade Payables and Advances/Deposits balances are subject to confirmation and subsequent reconciliation.

34. Previous year figures have been regrouped or reclassified wherever necessary. Figures in bracket relates to previous year.

As per our Report of even date
For **BANSI S. MEHTA & CO.**
Chartered Accountants
(Firm Regn. No. 100991W)
H. G. BUCH
Partner
(M. No. 33114)
Mumbai, Date: 16th May, 2016

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

SUDHIR JATIA
(Chairman & Managing Director)
(DIN : 00031969)

VIRENDRA GANDHI
(Chief Financial Officer)

Mumbai, Date: 16th May, 2016

PUNKAJ LATH
(Director)
(DIN : 00172371)

JIGNA PARIKH
(Company Secretary)

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SAFARI INDUSTRIES (INDIA) LTD.

Registered office: 403, A wing, THE QUBE, CTS No. 1498, A / 2, M.V. Road, Behind Taj Flight Kitchen,
Marol, Andheri (E), Mumbai - 400 059

CIN: L25200MH1980PLC022812 | (T): 91-22-4038 1888 | (F): 91-22-4038 1850
www.safari.in | Email id: investor@safari.in

ATTENDANCE SLIP

36th Annual General Meeting- 12th August 2016

Reg. Folio / ID No. _____

Name _____

I certify that I am a registered shareholder / proxy of registered shareholder of the Company.

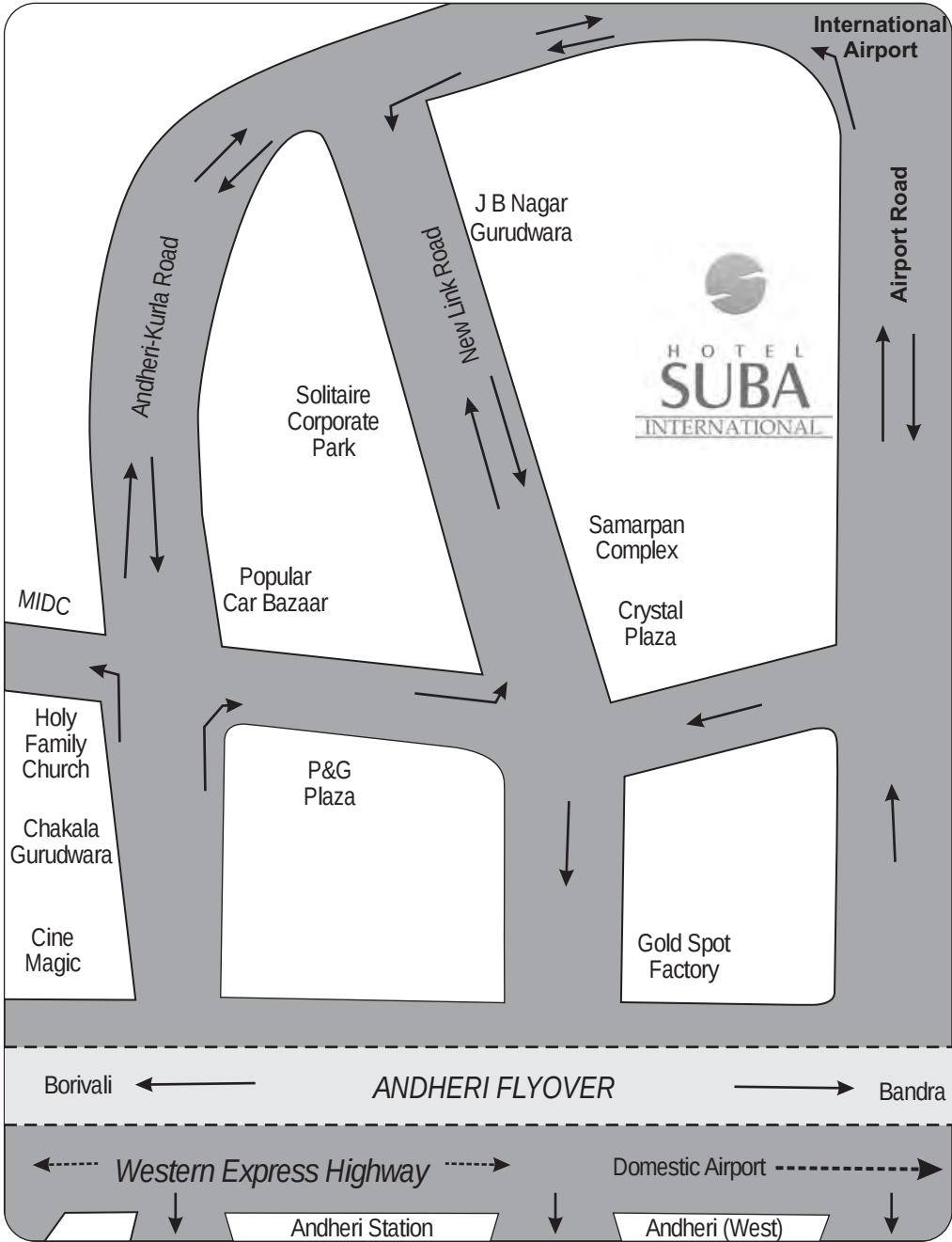
I hereby record my presence at the 36th Annual General Meeting of the Company to be held on Friday, 12th August, 2016, at Hamra Banquet Hall, Hotel Suba International, 211, Chakala Sahar Road, Andheri (E), Mumbai - 400 099 at 10.00 am.

If signed by Proxy, his name
should be written here in BLOCK letters,

Member's / Proxy's Signature

NOTE : Shareholder / Proxy holders are requested to bring this Attendance Slip to the Meeting and hand over the same at the entrance duly signed.

ROAD MAP TO AGM VENUE



SAFARI INDUSTRIES (INDIA) LTD.

Registered office: 403, A wing, The Qube, CTS No. 1498, A / 2, M.V. Road, Behind Taj Flight Kitchen, Marol, Andheri (E), Mumbai 400 059, CIN: L25200MH1980PLC022812 | (T): 91-22-4038 1888 | (F): 91-22-4038 1850
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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 member(s):			
Registered address:			
Email id:			
Folio No. / Client id:		DP ID:	

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

1	Name			
	Address			
	Email id:		Signature	

Or failing him:

2	Name			
	Address			
	Email id:		Signature	

Or failing him:

3	Name			
	Address			
	Email id:		Signature	

As my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 36th Annual General Meeting of the Company, to be held on the Friday 12th day of August 2016 at Hamra Banquet Hall, Hotel Suba International, 211, Chakala Sahar Road, Andheri (E), Mumbai - 400 099 at 10.00 am and at any adjournment thereof in respect of the such resolutions as are indicated below:

Resolution No.	Resolution	Vote	
		For	Against
1.	a. To receive, consider and adopt the Audited standalone financial statement of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon.		
	b. To receive, consider and adopt the Audited consolidated financial statement of the Company for the financial year ended March 31, 2016 and the Auditors Report thereon.		
2.	To declare dividend on equity shares for the financial year ended March 31, 2016.		

Resolution No.	Resolution	Vote	
		For	Against
3.	To appoint a Director in place of Mr. Hetal Gandhi, who retires by rotation and being eligible, offers himself for re-appointment.		
4.	To appoint M/s. Bansil S. Mehta & Co., Chartered Accountants as the Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.		
5.	To appoint Mr. Rahul Kanodia, as an Independent Director of the Company		
6.	To approve and adopt the 'Safari Employee Stock Option Scheme 2016' and authorise the Board to create, issue, offer and allot equity shares, from time to time, to the employees of the Company.		
7.	To approve and adopt the 'Safari Employee Stock Option Scheme 2016' and authorise the Board to create, issue, offer and allot equity shares, from time to time, to the employees of the Subsidiaries of the Company.		

Signed this _____ day of _____ 2016

Affix a
Fifteen paise
revenue
stamp

Signature of member (s)

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Note:

- (1) The Proxy form, in order to be effective, should be completed, duly signed and stamped and must be deposited at the Registered Office of the Company not less than 48 hours before the time for commencement of the aforesaid meeting.
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights.
- (4) Please indicate your option by putting an 'X' in the appropriate column against the resolutions indicated. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



MAGNUM GENIUS AntlerV

SAFARI 

Safari Industries (India) Limited

Regd. Off: 403, A wing, The Gube, CTS no.1498, A/2, MV Road,
Behind Tej Flight Kitchen, Marol, Andheri (E), Mumbai- 400059

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