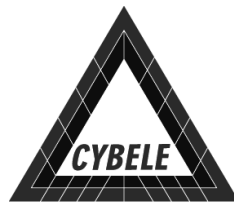


**TWENTY THIRD ANNUAL REPORT**  
**2015-16**



**CYBELE INDUSTRIES LIMITED**

# CYBELE INDUSTRIES LIMITED

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## BOARD OF DIRECTORS

**Mr.P.A.JOYKUTTY**  
*Chairman & Managing Director*

**Mrs.Annamma Joy**  
*Joint Managing Director*

**Mr. Thomas P. Joy**  
*Executive Director*

**Mr. N. Karupiah**  
*Director*

**Mr. Sunny Kutty George**  
*Director*

**Mr. George Baby George**  
*Director*

## MANAGEMENT TEAM

**Mr.P.A.JOYKUTTY**  
*Chairman & Managing Director*

**Mrs.Annamma Joy**  
*Joint Managing Director*

**Mr. Thomas P. Joy**  
*Executive Director*

## AUDITORS

**M/s. KARPAGAM & CO.,**  
Chartered Accountants  
4, Balaji Avenue 1<sup>st</sup> Street,  
T.Nagar, Chennai - 600 017.

## REGISTERED OFFICE

No.138, SIDCO Industrial Estate  
Ambattur, Chennai – 600 098.

## CYBELE INDUSTRIES LIMITED

NOTICE is hereby given that the **Twenty Third Annual General Meeting** of the Company will be held at the Company's Registered Office at No.138, SIDCO Industrial Estate, Ambattur, Chennai - 600 098 on Friday, the 30<sup>th</sup> September, 2016 at 10.00 A.M. to transact the following business :

### ORDINARY BUSINESS :

1. To receive, consider and adopt the Profit and Loss Account for the year ended 31<sup>st</sup> March, 2016 and the Balance Sheet as on that date and the Reports of the Directors and Auditors thereon.
2. To ratify reappointment of Auditors and to fix their remuneration:  
  
M/s. Karpagam & Co., Chartered Accountants, Chennai, retire and are eligible for re-appointment.

### SPECIAL BUSINESS:

#### 3. REAPPOINTMENT OF MR. P.A. JOY KUTTY AS MANAGING DIRECTOR:

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 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, consent of the Members of the Company be and is hereby accorded to the reappointment of Mr. P.A. Joy Kutty (DIN - 01850120) as Managing Director of the Company for a period of 5 years with effect from August 1, 2016 on the following terms and conditions:

- (a) Salary: Rs.75,000/- (Rupees Seventy Five Thousands only) including dearness and allowances per month.
- (b) Perquisites:
  - (1) Medical Reimbursement: Reimbursement of expenses incurred for self and family subject to ceiling of one month's salary in a year.
  - (2) Accommodation: To provide furnished accommodation.
  - (3) Club Fee: Fee of club subject to maximum of two clubs. No admission and life membership will be paid.
  - (4) Provident Fund: Company's contribution towards Provident Fund as per the rules of the Company, but subject to statutory limit.
  - (5) Leave Travel Concession: Entitled for Leave Travel Concession for self and family subject to the ceiling of one month's salary in a year.
  - (6) Provision of Car and Telephone: Entitled for provision of car and telephone at residence and

the same will not be considered as perquisites. The personal long distance calls on telephone and use of car for private purpose will be billed by the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Part II, Section II of Schedule V of the Companies Act, 2013 or any amendment thereof.

RESOLVED FURTHER THAT any Director of the Company be and are hereby severally authorized to do such acts, deeds, matters and things and to execute and deliver all necessary documents for the purpose of giving effect to the aforesaid resolution.

#### 4. REAPPOINTMENT OF MRS. ANNAMMA JOY AS JOINT MANAGING DIRECTOR:

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 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, consent of the Members of the Company be and is hereby accorded to the reappointment of Mrs. Annamma Joy (DIN - 03411810) as Joint Managing Director of the Company for a period of 5 years with effect from August 1, 2016 on the following terms and conditions:

- (a) Salary: Rs.75,000/- (Rupees Seventy Five Thousands only) including dearness and allowances per month.
- (b) Perquisites:
  - (1) Medical Reimbursement: Reimbursement of expenses incurred for self and family subject to ceiling of one month's salary in a year.
  - (2) Accommodation: To provide furnished accommodation.
  - (3) Club Fee: Fee of club subject to maximum of two clubs. No admission and life membership will be paid.
  - (4) Provident Fund: Company's contribution towards Provident Fund as per the rules of the Company, but subject to statutory limit.
  - (5) Leave Travel Concession: Entitled for Leave Travel Concession for self and family subject to the ceiling of one month's salary in a year.
  - (6) Provision of Car and Telephone: Entitled for provision of car and telephone at residence and the same will not be considered as perquisites. The personal long distance calls on telephone and use of car for private purpose will be billed by the Company.

## CYBELE INDUSTRIES LIMITED

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Part II, Section II of Schedule V of the Companies Act, 2013 or any amendment thereof.

RESOLVED FURTHER THAT any Director of the Company be and are hereby severally authorized to do such acts, deeds, matters and things and to execute and deliver all necessary documents for the purpose of giving effect to the aforesaid resolution.

5. REAPPOINTMENT OF MR. THOMAS P JOY AS WHOLETIME DIRECTOR:

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 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, consent of the Members of the Company be and is hereby accorded to the reappointment of Mr. Thomas P Joy (DIN - 01850040) as Wholetime Director of the Company for a period of 5 years with effect from August 1, 2016 on the following terms and conditions:

(a) Salary: Rs.75,000/- (Rupees Seventy Five Thousands only) including dearness and allowances per month.

(b) Perquisites:

- (1) Medical Reimbursement: Reimbursement of expenses incurred for self and family subject to ceiling of one month's salary in a year.
- (2) Accommodation: To provide furnished accommodation.
- (3) Club Fee: Fee of club subject to maximum of two clubs. No admission and life membership will be paid.
- (4) Provident Fund: Company's contribution towards Provident Fund as per the rules of the Company, but subject to statutory limit.
- (5) Leave Travel Concession: Entitled for Leave Travel Concession for self and family subject to the ceiling of one month's salary in a year.
- (6) Provision of Car and Telephone: Entitled for provision of car and telephone at residence and the same will not be considered as perquisites. The personal long distance calls on telephone and use of car for private purpose will be billed by the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the payment of salary, perquisites and

other allowances shall be governed by the limits prescribed under Part II, Section II of Schedule V of the Companies Act, 2013 or any amendment thereof.

RESOLVED FURTHER THAT any Director of the Company be and are hereby severally authorized to do such acts, deeds, matters and things and to execute and deliver all necessary documents for the purpose of giving effect to the aforesaid resolution.

6. AMENDMENT OF OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION:

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 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and subject to necessary approval(s) if any, from the competent authorities, Memorandum of Association of the Company be amended by adding new clause No. 12 to the Clause III A object clause of the MOA of the Company with the following:

12. To purchase agricultural land and carry on agriculture, cultivation of various crops and other connected farming activities.

RESOLVED further that all the Directors of the Company and such officials as may be authorized by the Board in this regard be and are hereby severally authorised to do all such acts, deeds and things and to sign all such documents, papers and writings as may be necessary to give effect to the resolution.

(By Order of the Board)  
for **CYBELE INDUSTRIES LIMITED**

Place : Chennai

Date : 30.07.2016

P.A. JOYKUTTY  
Chairman & Managing Director

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE PROXIES SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 SETTING MATERIAL FACTS IN RESPECT OF THE SPECIAL BUSINESS OF THIS NOTICE IS ANNEXED HERETO.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 27<sup>th</sup> September, 2016 to 30<sup>th</sup> September 2016 (both days inclusive)
4. Members / Proxies should bring the attendance slip duly filled in for attending the Meeting.

## CYBELE INDUSTRIES LIMITED

5. All documents referred to in the accompanying Notice are open for inspection at the Company's Registered Office during Office hours on all working days up to the date of the Annual General Meeting.
6. Members holding shares in physical form are requested to dematerialize the shares in electronic form to facilitate faster transfer and avoid rejections for bad deliveries. The share certificates may be sent directly to the Company Secretary / Registrar and Transfer Agents.
7. The Company's Equity Shares are presently listed at the BSE Ltd., Mumbai

### VOTING THROUGH ELECTRONIC MEANS:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to the members the facility to exercise their right to vote at the Twenty Second Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL) on all resolutions set forth in this Notice.

### The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 26<sup>th</sup> September, 2016 (9.00 a.m) and ends on 29<sup>th</sup> September, 2016 (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23<sup>rd</sup> September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

### For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.( Sequence number has been provided as Serial Number (SL NO.) in the Address Label</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly

## CYBELE INDUSTRIES LIMITED

recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of the Company on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

**In case you have any queries or issues regarding e-voting, you may refer the**

**Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).**

Other Information:

- Mrs. Parimala Natarajan, Practicing Company Secretary (CP No.5239), Chennai has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.**
- The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the company and make a scrutinizer's report of the votes cast in favour or against forthwith to the Chairman of the Company.**
- Voting is provided to the members through e-voting and at the Annual general meeting of the Company. A member can opt for only one mode of voting i.e. either through e-voting or at the annual general meeting of the Company.**
- If a member casts votes by both modes, then voting done through e-voting shall prevail.**

**The results shall be declared not later than two days from the date of Annual General Meeting (AGM) of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.qflexcable.com](http://www.qflexcable.com) and on the website of CDSL within forty eight hours of AGM and communicated to the BSE Ltd., where the shares of the Company are listed.**

### **EXPLANATORY STATEMENT PRUSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

As required under Section 102 of the Companies Act, 2013 (the "Act"), the following explanatory statement sets out all the material facts relating to the business mentioned under Item Nos. 3 to 6 of the accompanying notice.

Item No.3 to 5:

**The information as required under Schedule V of the Companies Act, 2013 is provided below:**

#### **I. GENERAL INFORMATION**

- Nature of Industry:** Cable manufacture and sale and real estate activities
- Date or expected date of commencement of commercial production:** Not applicable, as the Company is an existing Company

## CYBELE INDUSTRIES LIMITED

- 3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not applicable, as the Company is an existing Company

this field more than two decades.

Mr. Thomas P Joy is a Promoter and Wholetime Director. He holds a Bachelor's degree in electrical engineering. He is having rich experience in this field for more than a decade.

- 4) **Financial performance based on given indicators:**

Rs. in lakhs

Particulars	2015-16 (12 Month Period)	2014-15 (12 Month Period)	2013-14 (12 Month Period)
Total Revenue	673.15	1084.52	1262.84
Total Expense (excluding exception items)	708.39	1075.63	1109.50
Profit/Loss After Tax	-35.24	8.89	153.34
Dividend Rate	—	—	—

- 5) **Foreign investments or collaborations, if any:**  
The Company is listed on BSE LimitedAs at March 31, 2016, the Foreign Investment in the Company was is nil. There are no Foreign Collaborators.

- 3) **Remuneration proposed**

As mentioned in the Resolution.

- 4) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person**

Mr. P.A. Joy Kutty, Mrs. Annamma Joy and Mr. Thomas P Joy skill set and their experience places them in a correspondingly equal position in other companies in India in this field. Considering the general industry and the specific company profile, the proposed remuneration is in line with the industry levels and that of comparatively placed companies in India.

## II. INFORMATION ABOUT THE APPOINTEE

- 1) **Background details**

Mr. P.A. Joy Kutty is the Founder and Managing Director of the Company. He holds a diploma in electrical engineering. Mrs. Annamma Joy is a Promoter and Joint Managing Director and having rich experience of more than 20 years in this field. Mr. Thomas P Joy is a Promoter and Wholetime Director. He holds a Bachelor's degree in electrical engineering.

- 5) **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any**

Mr. P.A. Joy Kutty, Mrs. Annamma Joy and Mr. Thomas P Joy have pecuniary relationship with the Company in their positions viz. Managing Director, Joint Managing Director and Wholetime Director respectively and part of the Promoter Group of the Company and they are related each other.

- 2) **Past remuneration, recognition or awards, job profile and his suitability**

Mr. P.A. Joy Kutty was paid a total remuneration of Rs. 4.80 lakhs for the 12 month period ended March 31, 2016. Mrs. Annamma Joy was paid a total remuneration of Rs. 4.20 lakhs for the 12 month period ended March 31, 2016. Mr. Thomas P Joy was paid a total remuneration of Rs. 6.60 lakhs for the 12 month period ended March 31, 2016.

## III. Other information

**Reasons of loss or inadequate profits, Steps taken or proposed to be taken for improvement and Expected increase in productivity and profits in measurable terms:**

The Company has incurred loss during the 2015-16 financial year. Further, the Company has taken appropriate steps to ensure profitability in future. The reference to this in the resolution is only an enabling provision for payment of remuneration in the unlikely scenario of loss/ inadequacy of profits.

Mr. Joy Kutty was the Founder and Managing Director of the Cybele Industries Limited and in the last two decades had played a strategic role nurturing the growth of the Company. He has been instrumental in honing the technical aspects of the Cybele offering his leadership has ensured that Cybele facilities and products meet the technical challenge of the global market place. His drive for technical excellence and quality manufacturing has taken Cybele to national heights. Mr. P.A. Joy Kutty on the Board of the Company as the Managing Director.

Mrs. Annamma Joy is the Promoter and Joint Managing Director of the Company and having rich experience in

- IV. **Disclosure as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

- 1) **A brief resume of the Director and nature of his expertise in specific functional areas**

As mentioned above.

- 2) **Disclosure of relationships between Directors inter-se**

Mr. P.A. Joy Kutty is related to Mrs. Annamma Joy and Mr. Thomas P Joy, Directors of the Company.

- 3) **Names of the listed entities in which the Director holdings directorship and the membership of Committees of the Board**

## CYBELE INDUSTRIES LIMITED

There are no other Directorships and Committee Memberships held by Mr. P.A. Joy Kutty, Mrs. Annamma Joy and Mr. Thomas P Joy.

#### 4) Shareholding of the director in the Company

Mr. P.A. Joy Kutty holds 3032974 equity shares representing 28.36% of the paid-up share capital of the Company.

Mrs. Annamma Joy holds 1697850 equity shares representing 15.87% of the paid-up share capital of the Company.

Mr. Thomas P Joy holds 1514145 equity shares representing 14.16% of the paid-up share capital of the Company.

Except Mr. P.A. Joy Kutty, Mrs. Annamma Joy and Mr. Thomas P Joy and their relatives, none of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding as Members.

The Board recommends the passing of the proposed resolutions stated at Item Nos. 3 to 5 as Special Resolution and requests your approval for the same.

Item No.6:

The Company is undertaking agricultural and farming activities in the lands available with the Company and also propose to purchase agricultural land for undertaking these activities. Hence, the Objects Clause of the Memorandum of Association needs to be amended.

The draft of the revised Memorandum and Articles of Association is available for inspection by the members at the Registered Office of the Company on all working days (except Sundays and Public Holidays) between 11.00 a.m. to 3.00 p.m. and is also uploaded on the website of the Company till the date the AGM.

None of the Directors or Key Managerial Personnel including their relatives are concerned or interested in the said resolution.

The Board recommends the passing of the proposed resolution stated at Item No. 6 as Special Resolution and requests your approval for the same.

(By Order of the Board)  
for **CYBELE INDUSTRIES LIMITED**

Place : Chennai  
Date : 30.07.2016

**P.A. JOYKUTTY**  
Chairman & Managing Director



# CYBELE INDUSTRIES LIMITED

## DIRECTOR'S REPORT

Your Directors hereby present the Twenty Third Annual Report together with the Audited Accounts for the year ended 31<sup>st</sup> March, 2016

## FINANCIAL RESULTS

	2015-2016	2014-2015
	(Rs. in Lakhs)	
Profit before Interest and Depreciation	54.12	138.46
Less : Interest	43.41	25.20
Profit before Depreciation	10.71	113.26
Less : Depreciation	45.95	94.37
	-35.24	18.89
Less : Preliminary exp.written off	-	10.00
Net Profit carried to B/S	-35.24	8.89

## DIVIDEND

The Board of Directors could not recommend any dividend due to future expansion activities of the Company.

## OPERATIONS

During the year under review, the Company has taken steps to improve the operations of the Company. The Company achieved a revenue of Rs.6.73 Crores and net loss of Rs.35.24 lakhs. The Directors are taking all the steps to improve the performance of the Company in the years to come.

## MATERIAL CHANGES AFFECTING FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments occurred, affecting the financial position of the Company, between the end of the financial year and the date of this report.

## SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.

## CORPORATE GOVERNANCE

Your Company has been complying with the provisions of Corporate Governance guidelines as stipulated in the Listing Agreement / Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations). A separate report on Corporate Governance along with Auditors' certificate on compliance of the Corporate Governance norms with reference to SEBI Listing Regulations and Management Discussion & Analysis forming part of this report are provided in this Annual Report.

## COMPOSITION AND NUMBER OF MEETING OF THE BOARD

The Board of Directors of the Company comprises of well qualified and experienced persons having expertise in their respective areas. It has appropriate combination of Executive and Independent Directors.

During the financial year 2015-16, the Directors met four times i.e., on 30.05.2015; 01.08.2015; 31.10.2015 and 30.01.2016.

## DIRECTORS / KEY MANAGERIAL PERSONNEL

Mr. P.A. Joy Kutty, Mrs. Annamma Joy and Mr. Thomas P Joy are being reappointed subject to the approval of the shareholders at the ensuing Annual General Meeting.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act and SEBI Listing Regulations and there has been no change in the circumstances which may affect their status as Independent Directors during the year.

The terms and conditions of the appointment of the Independent Directors and Directors' familiarization programme are placed on the website of the Company.

Pursuant to the provisions of Section 203 of the Act, the appointment of Mr. P.A. Joy Kutty, Managing Director and Mr. S. Bhaskar, Chief Financial Officer were formalized as the Key Managerial Personnel of the Company. There has no change in the Key Managerial Personnel during the year.

## PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said Rules and there are no employees drawing the remuneration in the excess of the limits.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the Annexure forming part of the Annual Report.

Having regard to the provisions of Section 136(1) read with its relevant proviso of the Companies Act, 2013, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the registered office of the Company during working hours and any member interested in obtaining such information may write to the Company and the same will be furnished without any fee and free of cost.

## BOARD EVALUATION

A formal evaluation of the Board, its committees and of the individual director is one potential effective way to respond to the demand for greater Board's accountability and effectiveness. A questionnaire is prepared and is being circulated amongst the Directors for their comments. The performance evaluation of Directors including Independent Directors is done by the entire Board of Directors excluding the directors being evaluated. The Board of Directors expressed their satisfaction with the evaluation process.

## DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013 the Directors of your Company confirm that:

- in the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.

- b) they have selected such accounting policies and applied them consistently and made judgements 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 or loss of the company for that period;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- d) they have prepared the annual accounts on a going concern basis
- e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating properly; and
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**REMUNERATION POLICY**

The remuneration policy of the Company has been so structured in order to match the market trends of the industry. The Board in consultation with the Nomination and Remuneration Committee decides the remuneration policy for directors. The Company has made adequate disclosures to the members on the remuneration paid to directors from time to time. Remuneration / Commission payable to Directors is determined by the contributions made by the respective directors for the growth of the Company.

**RISK MANAGEMENT**

The Board of Directors reviewed the risk management framework and overseeing that all the risks that the organization faces such as strategic, financial, credit, market, liquidity, regulatory and other risks have been identified and assessed and there is an adequate risk management infrastructure in place capable of addressing those risks.

**INTERNAL FINANCIAL CONTROLS**

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation were observed.

**AUDITORS**

M/s. Karpagam & Co., the Auditors of the Company retire at the conclusion of the ensuing Annual General Meeting and are eligible for reappointment.

**AUDIT COMMITTEE RECOMMENDATION**

During the year all the recommendations of the Audit Committee were accepted by the Board. The Composition of the Audit Committee is as described in the Corporate Governance Report.

**LISTING ARRANGEMENTS**

The company's shares are listed in the BSE Ltd. and the annual listing fee has been paid to the stock exchange.

**VIGIL MECHANISM**

The Company has established a whistle blower policy and also established a mechanism for directors and employees to report their concerns. The details of the same is explained in the Corporate Governance Report.

**CORPORATE SOCIAL RESPONSIBILITY (CSR)**

The CSR Policy of the Company and the details about the initiatives taken by the Company on CSR during the year as per the Companies (Corporate Social Responsibility Policy) Rules, 2014 and in the process of complying the activities have been disclosed in Annexure as part of this report. Further the details of composition of the CSR Committee and other details are provided in the Corporate Governance Report which forms part of this report.

**DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMAN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The company has put in place an anti-sexual harassment mechanism in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee have been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The Company has not received any complaint of sexual harassment during the year 2015-16.

**PUBLIC DEPOSITS**

The Company did not accept any deposits within the meaning of provisions of Chapter V – Acceptance of Deposits by Companies of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

**EXTRACT OF ANNUAL RETURN**

An extract of Annual Return in form MGT-9 as on March 31, 2016 is attached as Annexure forming part of this Report.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

Under Section 186 of the Companies Act, 2013 the Company has neither given any Loan, Guarantee nor provided any Security in connection with a loan, directly or indirectly, to any person or other body corporate. The company has also not made any investments by way of subscription, purchase or otherwise, in the securities of any other body corporate during the financial year ended 31st March, 2016.

**TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

Since there was no unpaid/unclaimed Dividend declared and paid last year, the provisions of Section 125 of the Companies Act, 2013 do not apply.

**FOREIGN EXCHANGE EARNINGS AND OUTGO**

There is no foreign exchange inflow or outflow during the financial year ended March 31, 2016.

**ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE**

Information pursuant to Section 134(3) (m) of the Companies

## CYBELE INDUSTRIES LIMITED

Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 relating to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo is furnished in the Annexure.

### ACKNOWLEDGEMENT

The Directors wish to place on record their appreciation of the dedication and excellent contribution made by all the concerned. The Directors would like to thank the Suppliers

and above all the Shareholders and valued Customers for their continued support and patronage.

(By order of the Board)  
for **CYBELE INDUSTRIES LIMITED**

Place : Chennai  
Date : 28.05.2016

**P.A.JOYKUTTY**  
Chairman & Managing Director

### ANNEXURES TO DIRECTOR'S REPORT FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2016

Statement as per Section 134 (3) (m) of the Companies Act, 2013.

**A. CONSERVATION OF ENERGY** : Energy conservation measures are being taken with in our Plant as an ongoing exercise.

#### B. TECHNICAL ABSORPTION :

##### FORM B

#### RESEARCH AND DEVELOPMENT

1. Specific areas in which R & D carried out by the Company :
2. Benefits derived as a result of the above R & D : Nil
3. Future plan of action :
4. Expenditure on R & D :
  1. Capital
  2. Recurring
  3. Total
  4. Total R & D expenditure as a percentage of total turnover

#### TECHNOLOGY ABSORPTION, ADAPTATION, AND INNOVATION :

1. Efforts, in brief, made towards technology absorption, adaptation and innovation -planned
2. Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution, etc. Nil

3. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year), following information may be furnished : Nil

- (a) Technology imported :
- (b) Year of import
- (c) Has technology been fully absorbed ?
- (d) If not fully absorbed, areas where this has not taken place, reasons therefor and

future plans of action

#### C. FOREIGN EXCHANGE EARNINGS AND OUTGO :

- i) Activities relating to exports, initiatives taken to increase exports, development of new export market for products and services and export plans :nil
- i) Total foreign exchange used and earned :

	Current Year	Previous Year
	(Rs. in Lakhs)	
Used	—	—
Earned	—	—

(By order of the Board)  
for **CYBELE INDUSTRIES LIMITED**

Place : Chennai  
Date : 28.05.2016

**P.A.JOYKUTTY**  
Chairman & Managing Director

## CYBELE INDUSTRIES LIMITED

### ANNEXURE TO THE DIRECTORS REPORT ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITIES (CSR) ACTIVITIES

Brief outline of the Company CSR policy including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

The Company's CSR policy has been uploaded in the website of the Company

**1. Composition of the CSR Committee**

Mr. N. Karuppiah, Independent Director  
Mr. Sunny Kutty George, Independent Director  
Mr. P.A. Joy Kutty, Managing Director

2. Average net profit of the Company for the last three financial years computed in line with Section 198 is Rs 287.92 lakhs.

3. The prescribed CSR expenditure which is two percent of the amount is Rs.5.76 lakhs

**4. Details of CSR spent during the financial year:**

- a) Prescribed CSR expenditure **Rs 5.76 lakhs**  
b) Amount spent on CSR **Rs 5.76 lakhs**  
c) Amount unspent, if any; **NIL**

**5. Manner in which amount spent during the financial year is detailed below:**

(Rs. in lakhs)

Si.No.	CSR project or activity identified	Sector in which the project is covered	Location (Unit)	Amount Spent on the Project or programs	Cumulative Expenditure upto reporting period	Amount spent: Direct or through implementing agency
1.	Support for Education Construction material provided to School	Education	Ambattur, Chennai	5.76	5.76	Direct
	<b>Total</b>			<b>5.76</b>	<b>5.76</b>	

**6. Responsibility Statement by the Corporate Responsibility Committee:**

The implementation and monitoring of CSR Policy, is in compliance with CSR objectives and policy of the Company.

Chennai  
May 28, 2016

**P.A. Joy Kutty**  
Managing Director

**N.Karuppiah**  
Chariman

# CYBELE INDUSTRIES LIMITED

FORM NO. MGT 9

## EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2016

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

### I. REGISTRATION AND OTHER DETAILS:

CIN	L31300TN1993PLC025063
Registration Date:	17.05.1993
Name of the Company	Cybele Industries Limited
Category/Sub-category of the Company	Company Limited by shares / Indian – Non Government Company
Address of the Registered office & contact details	No. 138, Sidco Industrial Estate Ambattur, Chennai – 600 098. Email: corporate @qflexcable.com Website : www.qflexcable.com Tel. No. 044-32958399 Fax No. 044- 43111117
Whether listed company	Yes
Name, Address & contact details of the Registrar & Transfer Agent, if any	Cameo Corporate Services Ltd.Fourth Floor, Subramanian BldgNo.1 Club House Road,Chennai – 600 002Tel No. 91-44-28460390Fax No.91-44-28460129E-mail: <a href="mailto:investor@cameoindia.com">investor@cameoindia.com</a>

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

SL No	Name & Description of main products/services	NIC Code of the Product/ service	% to total turnover of the company
1	Manufacture of Cables and Wires	31300	83
2	Real Estate activities	45201	17

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES – NIL

## CYBELE INDUSTRIES LIMITED

### IV. SHAREHOLDING PATTERN (Equity Share capital Break up as percentage to Total Equity)

#### (i) Category-wise Shareholding

	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	
<b>A.</b>	<b>Promoter</b>									
<b>1.</b>	<b>Indian</b>									
a)	Individual /HUF	7746619	-	7746619	72.43	7746619	-	7746619	72.43	-
b)	Central Govt.	-	-	-	-	-	-	-	-	-
c)	State Govt.(s)	-	-	-	-	-	-	-	-	-
d)	Bodies Corp	-	-	-	-	-	-	-	-	-
e)	Banks /FI	-	-	-	-	-	-	-	-	-
f)	Any Other.....	-	-	-	-	-	-	-	-	-
	<b>Sub Total (A)(1):-</b>	<b>7746619</b>	<b>-</b>	<b>7746619</b>	<b>72.43</b>	<b>7746619</b>	<b>-</b>	<b>7746619</b>	<b>72.43</b>	<b>-</b>
<b>2.</b>	<b>Foreign</b>									
a)	NRIs –Individuals	-	-	-	-	-	-	-	-	-
b)	Other –Individuals	-	-	-	-	-	-	-	-	-
c)	Bodies Corp.	-	-	-	-	-	-	-	-	-
d)	Banks/FI	-	-	-	-	-	-	-	-	-
e)	Any Other	-	-	-	-	-	-	-	-	-
	<b>Sub Total (A)(2):-</b>									
	<b>Total Shareholding of Promoter:(A)=(A)(1)+(A)(2)</b>	<b>7746619</b>	<b>-</b>	<b>7746619</b>	<b>72.43</b>	<b>7746619</b>	<b>-</b>	<b>7746619</b>	<b>72.43</b>	<b>-</b>
<b>B.</b>	<b>Public Shareholding</b>									
<b>1.</b>	<b>Institutions</b>									
i)	Mutual Funds	-	-	-	-	-	-	-	-	-
ii)	Banks/FI	-	-	-	-	-	-	-	-	-
iii)	Central Govt.	-	-	-	-	-	-	-	-	-
iv)	State Govt.(s)	-	-	-	-	-	-	-	-	-
v)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
vi)	Insurance Companies	-	-	-	-	-	-	-	-	-
vii)	FII's	-	-	-	-	-	-	-	-	-
	Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
	Others (specify)									
	<b>Sub Total (B)(1):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

## CYBELE INDUSTRIES LIMITED

	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	
<b>2.</b>	<b>Non –Institutions</b>									
a)	Bodies Corp.	203376	3500	206876	1.93	251547	3500	255047	2.38	0.45
i)	<b>Indian</b>									
ii)	<b>Overseas</b>									
b)	Individuals									
i)	Individuals shareholders holding nominal share capital upto Rs. 1 lakh	622239	768700	1390939	13.01	621783	750500	1372283	12.83	(0.17)
ii)	Individual shareholder holding nominal share capital in excess of Rs. 1 lakh	362099	948500	1310599	12.25	365743	948500	1314243	12.29	0.04
c)	Others	-	-	-	-	-	-	-	-	-
i)	Clearing Member	240	-	240	0.00	-	-	-	-	-
ii)	Non residents	36042	-	36042	0.34	3122	-	3122	0.03	(0.31)
iii)	Trust	4485	-	4485	0.04	4486	-	4486	0.04	0.00
	<b>Sub Total (B)(2):-</b>	<b>1228481</b>	<b>1720700</b>	<b>2949181</b>	<b>27.57</b>	<b>1246681</b>	<b>1702500</b>	<b>2949181</b>	<b>27.57</b>	<b>-</b>
	<b>Total Public Shareholding (B)=(B)(1)+(B)(2):</b>	<b>1228481</b>	<b>1720700</b>	<b>2949181</b>	<b>27.57</b>	<b>1246681</b>	<b>1702500</b>	<b>2949181</b>	<b>27.57</b>	<b>-</b>
C.	Shares held by custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
	<b>Grant Total(A+B+C)</b>	<b>8975100</b>	<b>1720700</b>	<b>10695800</b>	<b>100</b>	<b>8993300</b>	<b>1702500</b>	<b>10695800</b>	<b>100</b>	<b>-</b>

## CYBELE INDUSTRIES LIMITED

### II. Shareholding of Promoters

Sl No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Mr. P.A. Joy Kutty	3032974	28.36	-	3032974	28.36	-	-
2	Mrs. Annamma Joy	1697850	15.87	-	1697850	15.87	-	-
3.	Mr. Thomas P Joy	1514145	14.16	-	1514145	14.16	-	-
4	Mr. George P Joy	1501650	14.04	-	1501650	14.04	-	-
	<b>Total</b>	<b>7746619</b>	<b>72.43</b>	<b>-</b>	<b>7746619</b>	<b>72.43</b>	<b>-</b>	<b>-</b>

### III. Change in Promoters Shareholding

Sl. No.		Share holding at the beginning of the Year		Cumulative Share holding 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	7746619	72.43		
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				
	At the end of the year	7746619	72.43	7746619	72.43



## CYBELE INDUSTRIES LIMITED

### IV. Shareholding pattern of Top ten shareholders

Sl. No	Name of the Shareholder	Shareholding at the beginning of the year as on 01.4.2016		Change in shareholding during the year Shareholding at the end of the year as on 31.3.2015	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<b>Alpha John</b>				
	At the beginning of the Year	0	0	236200	2.21
	<b>At the end of the year</b>	<b>0</b>	<b>0</b>	<b>236200</b>	<b>2.21</b>
2	<b>Mariamamma</b>				
	At the beginning of the Year	0	0	236200	2.21
	At the end of the year	0	0	236200	2.21
3	<b>Shweta Santhosh</b>				
	At the beginning of the Year	0	0	189000	1.77
	<b>at the end of the Year</b>			<b>189000</b>	<b>1.77</b>
4.	<b>Santhosh Varughese</b>				
	<b>At the beginning of the Year</b>	<b>0</b>	<b>0</b>	<b>189000</b>	<b>1.77</b>
	<b>At the end of the year</b>	<b>0</b>	<b>0</b>	<b>189000</b>	<b>1.77</b>
5.	<b>Globe Fincap Ltd.</b>				
	<b>At the beginning of the year</b>	<b>0</b>	<b>0</b>	<b>100855</b>	<b>0.94</b>
	<b>At the end of the year</b>	<b>0</b>	<b>0</b>	<b>100855</b>	<b>0.94</b>
6.	<b>Anand Mohan</b>				
	At the beginning of the year	95829	0.89	95829	0.89
	At the end of the year	0	0	95300	0.89
7.	<b>Suvetha</b>				
	<b>At the beginning of the Year</b>	<b>65000</b>	<b>0.61</b>	<b>65000</b>	<b>0.61</b>
	<b>At the end of the year</b>			<b>65000</b>	<b>0.61</b>
8.	<b>Rajeev Agarwal</b>				
	<b>At the beginning of the Year</b>	<b>52393</b>	<b>0.49</b>	<b>52393</b>	<b>0.49</b>
	<b>At the end of the year</b>	<b>0</b>	<b>0</b>	<b>52393</b>	<b>0.49</b>
9.	<b>M.G. Poduval</b>				
	<b>At the beginning of the Year</b>	<b>39528</b>	<b>0.37</b>	<b>39528</b>	<b>0.37</b>
	At the end of the year			39428	0.37
10.	<b>V.N. Capital Pvt. Ltd.</b>				
	At the beginning of the year	0	0	74920	0.70
	At the end of the year	0	0	74920	0.70

## CYBELE INDUSTRIES LIMITED

### V. Shareholding of Directors & KMP

Sl. No	Name of the Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
	<b>Directors</b>				
1.	<b>Mr. P.A. Joy Kutty – Managing Director</b>				
	At the beginning of the year	3032974	28.36		
	At the end of the year			3032974	28.36
2.	<b>Mrs. Annamma Joy – Joint Managing Director</b>				
	At the beginning of the year	1697850	15.87		
	At the end of the year			1697850	15.87
3.	<b>Mr. Thomas P Joy – Executive Director</b>				
	At the beginning of the year	1514145	14.16	1514145	14.16
	At the end of the year				
4.	<b>Mr. N. Karupiah – Independent Director</b>				
	At the beginning of the year	0	0.00		
	At the end of the year			0	0.00
5.	<b>Mr. Sunny Kutty George – Independent Director</b>				
	At the beginning of the year	0	0.00		
	At the end of the year			0	0.00
6.	<b>Mr. George Baby George - Independent Director</b>				
	At the beginning of the year	0	0.00		
	At the end of the year			0	0.00
	Other KMPs				
1.	<b>Mr. S. Bhaskar, Chief Financial Officer</b>				
	At the beginning of the year	0	0.00		
	At the end of the year			0	0.00

### VI. INDEBTEDNESS

(Rs. In Lakhs)

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loan excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtness at the beginning of the financial year</b>				
i) Principal Amount	250.68			250.68
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	250.68			250.68
<b>Change in Indebtedness during the financial year</b>				
Additions	94.89			94.89
Reduction				
<b>Net Change</b>				
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	345.57			345.57
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	345.57			345.57

## CYBELE INDUSTRIES LIMITED

### VII. REMUNERATION OF DIRECTOR AND KEY MANGERIAL PERSONNAL

A. Remuneration to Mr. P.A. Joy Kutty, Managing Director; Mrs. Annamma Joy, Joint Managing Director and Mr. Thomas P Joy, Executive Director

(Rs. in Lakhs)

Si.No	Particulars of Remuneration	Mr. P.A. Joy Kutty, Managing Director	Mrs. Annamma Joy, Joint Managing Director	Mr. Thomas P Joy, Executive Director	Total Amount
1.	Gross Salary a) Salary as per provisions contained in section 17(1) of the income-tax Act, 1961. b) Value of perquisites u/s 17(2) of the Income-tax Act 1961.	4.80	4.20	6.60	15.60
2.	Commission:Performance BonusLong Term Incentive Plan (LTIP)#				
3.	Others – Retirement benefits	-	-	-	-
	<b>Total (A)</b>	4.80	4.20	6.60	15.60

#### A. Remuneration to other Directors

##### 1. Independent Directors

( in Rupees)

Name of the Director	N. Karuppiyah	Sunnly Kutty George	George Baby George	Total
Fee for attending Board / committee meetings	5000	5000	5000	15000
Commission				
Others, Please specify				
<b>Total</b>				

#### Remuneration to Key managerial Personnel

(Rs. in Lakhs)

Si.No	Particulars of Remuneration	S. Bhaskar Chief Financial Officer	Total Amount
1.	Gross Salary a) Salary as per provisions contained in section 17(1) of the income-tax Act, 1961.Value of perquisites u/s 17(2) of the Income-tax Act 1961.	1.81	1.81
2.	Others- retirement benefit	-	-
	<b>Total</b>	1.81	1.81

### VIII. Penalties / Punishment / Compounding of offences

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

(By order of the Board)  
for CYBELE INDUSTRIES LIMITED

Place : Chennai  
Date : 28.05.2016

**P.A.JOYKUTTY**  
Chairman & Managing Director

## CYBELE INDUSTRIES LIMITED

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**For the Financial year ended 31<sup>st</sup> March, 2016**  
**(Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014)**

**To the Members**  
**Cybele Industries Limited**  
**Chennai**

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016, 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Cybele Industries Limited ("the Company") for the financial year ended on 31st March, 2016 according to the provisions as applicable to the Company during the period of audit:

- (i) The Companies Act, 2013 (the Act) and the rules made 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 to the extent of Regulation 55A;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (' SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (with effect from May 15, 2015)
  - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
  - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (vi) There are no laws/ Regulations (as amended from time to time), as informed and certified by the management of the Company which are specifically applicable to the Company based on their sector/industry.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements (Old agreements upto November 30, 2015 and new agreement with effect from December 1, 2015) entered into by the Company with the BSE Limited.

It is reported that during the period under review, the Company has generally been regular in complying with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc.,

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

- (a) The Securities and Exchange Board of India (Share Based employee Benefits) Regulations, 2014

## CYBELE INDUSTRIES LIMITED

- (b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009
  - (c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998
  - (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- requiring compliance thereof by the Company during the Financial Year under review.

I further report that, on examination of the relevant documents and records and based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, and also on the review of quarterly compliance reports by respective department heads / CEO taken on record by the Board of Directors of the Company, in our opinion, adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance with applicable other general laws including Industrial Laws, Environmental Laws, Human Resources and labour laws.

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

I further report that:

The Board of Directors of the Company is generally well constituted with proper balance of Executive Directors and Independent Directors.

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

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

I further report that during the audit period, no events have occurred during the year, which have a major bearing on the Company's affairs

Place: Chennai  
Date: 28.05.2016

**Parimala Natarajan**  
Practicing Company Secretary  
FCS No. 5597 - C.P.No. 5239

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

## CYBELE INDUSTRIES LIMITED

### ANNEXURE-A

The Members  
Cybele Industries Limited  
Chennai

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

Place: Chennai  
Date: 28.05.2016

**Parimala Natarajan**  
Practicing Company Secretary  
FCS No. 5597 - C.P.No. 5239

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

**INDUSTRY STRUCTURE**

The Company is engaged in the business of manufacture and sale of Building Cables, Flexible Cables, Power Cables, Submersible Pump Cables, Automotive Cables, Control Cables and Railway Signaling Cables which are classified under the Industrial Structure as Electrical Cables and Wires and also in property development.

**OPPORTUNITIES AND THREATS**

The product portfolio of the Company is dominated by threats posed by manufacturers in un-organised sector. As the Government is initiating various measures to encourage the infrastructure and housing sector, there is possibility of increase in demand for cables and wires and also improvement in the real estate sector.

**RISK AND CONCERNS**

The fortune of the Company is dependent on entry barriers set up by electrical cables and wires business in the unorganized sector. Further as a manufacturer in the organized sector, the fixed costs in terms of administrative expenses are high.

**OUTLOOK**

**The Company is doing well in business activities. The Company is expecting improvement in the coming days.**

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has adequate internal control system monitored by Internal Auditors who are reporting to the Audit Committee. The Audit Committee is meeting periodically for reviewing the performance of the Company and formulating policies / issuing guide lines to the Management.

**FINANCIAL PERFORMANCE**

The Company has incurred a loss of Rs. 35.24 lakhs during the year. The Company is taking necessary steps to improve the performance of the company .

**MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT**

During the year under review, the relationship between the staff and management was good and cordial.

**REPORT ON CORPORATE GOVERNANCE (2015-16)**

**1. Company's Philosophy :**

Adherence to the Corporate Governance Standards by practicing principles of transparency, integrity and social accountability in all its operations.

**2. Board of Directors :**

Name of the Directors, Designation and Category	No. of Shares held	No. of Board Meetings attended	Attendance at last AGM	No. of other Directorships	Other Committee Membership	
					Chairman	Member
1 Mr.P.A.Joykutty Chairman and Managing Director Promoter Executive	3,032,974	4	Yes	—	—	—
2 Mr.Thomas P.Joy Executive Director Promoter Executive	1,514,145	4	Yes	—	—	—
3 Mrs. Annamma .Joy Joint Managing Director Promoter Executive	1,697,850	4	Yes	—	—	—
4 Mr.George Baby George Non Executive Independant	—	3	No	—	-	—
5 Mr. N. Karuppiah Non Executive Independent	—	4	Yes	—	—	—
6 Mr. Sunny Kutty George Non Executive Independent	—	4	yes	—	—	—

Number of Board Meetings held : 4

Dates on which held : 30<sup>th</sup> May, 2015; 1st August, 2015; 31st October, 2015 and 30th January, 2016

**3. Audit Committee :**

The Company has an Audit Committee comprising of three Non-Executive Independent Directors namely, Mr. N. Karuppiah acting as Chairman, Mr. Sunny Kutty George and Mr. George Baby George are Members.

The Audit Committee oversees the Company's financial reporting process, reviews the annual financial statements with Management and holds discussions with internal and external auditors about the scope of audit and adequacy of internal control systems. The Committee held four meetings during the year.

**4. Nomination & Remuneration Committee :**

The Board has constituted a Nomination & Remuneration Committee comprising of three Non-Executive Independent Directors namely, Mr. N. Karuppiah acting as Chairman, Mr. Sunny Kutty George and Mr. George Baby George are Members. Remuneration for Whole time Directors is fixed by the Remuneration Committee. The remuneration policy followed by the Company to fix a remuneration to whole time Directors taking into consideration the qualifications and functional experience of the individuals and the prevailing remuneration packages especially in the Cable Industry.



## CYBELE INDUSTRIES LIMITED

### 5. Stakeholders Relationship Committee:

The Board has constituted a Stakeholders Relationship Committee comprising of three Non-Executive Directors namely, Mr. N. Karupiah acting as Chairman, Mr. Sunny Kutty George and Mr. George Baby George are Members. as members to approve the Share Transfer, Transmission, Transposition of Name, Issue of Split / Duplicate Certificates and to review the status on redressal of Shareholder and Investor Complaints.

The Company has not received any complaints from the shareholders and all other requests / correspondence received from the shareholders were attended. There were no pending share transfer as on 31<sup>st</sup> March, 2016.

### 6. Annual / Extra Ordinary General Meetings :

Location and time where last three Annual /Extra Ordinary General Meetings held :

Year	Date	Time	Venue	AGM/EGM
2012-13	27.09.2013	11.00 A.M.	138, Sidco Industrial Estate Ambattur, Chennai - 98	AGM
2013-14	27.09.2014	10.00 A.M.	-do-	AGM
2014-15	30.09.2015	10.00 A.M.	-do-	AGM

Details of Special Resolutions put through postal ballot during the financial year: Nil

### 7. Disclosures

There are no materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc., that may have potential conflict with the interest of the Company at large.

There were no instances of non-compliance or penalty, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years.

### 8. Means of Communication :

Quarterly Financial results of the Company are published in local dailies and these are not sent individually to shareholders. The financial results are posted in the web site of the Company.

Management Discussion & Analysis Report forms part of the Annual Report.

### 9. General shareholder Information

- (i) **Annual General Meeting** : Annual General Meeting is proposed to be held at Company's Registered Office at No. 138, Sidco Industrial Estate, Ambattur, Chennai-600 098 on Friday the 30<sup>th</sup> September, 2016 at 10.00 A.M.
- (ii) **Financial Calendar** :
- Un audited Financial Results For the First Quarter : Second week of August
  - Un audited Financial Results For the Second Quarter : Last week of October
  - Un audited Financial Results For the Third Quarter : Last week of January
  - Audited Financial Results For the Fourth Quarter : Last week of May

## CYBELE INDUSTRIES LIMITED

- (iii) **Annual General Meeting** : 3<sup>rd</sup> / 4<sup>th</sup> Week of September
- (iv) **Book Closure dates** : 27<sup>th</sup> September, 2016 to 30<sup>th</sup> September, 2016  
(both days inclusive)
- (v) **Dividend payment date** : No dividend declared
- (vi) **Listing on Stock Exchanges** : BSE Ltd,(BSE)
- (vii) **Stock Code** : BSE - 531472
- (viii) **Market Price Data (High / Low during each month in last Financial Year)**

Month/Year 2015-16	BSE	
	High (Rs.)	Low (Rs.)
April 2015	11.38	10.18
May 2015	12.10	11.30
June 2015	13.99	11.50
July 2015	11.50	10.33
August 2015	9.85	8.85
September 2015	8.50	6.60
October 2015	6.59	5.70
November 2015	6.02	5.72
December 2015	5.72	4.68
January 2016	6.50	5.25
February 2016	6.81	6.19
March 2016	8.26	7.15

- (ix) **Share Price Performance in comparison to broad based indices such as BSE Sensex, NSE Nifty** : The details are not furnished as it is not applicable to our Company
- (x) **Share Transfer System and Registrar & Share Transfer Agents** : Share Transfers are effected on requests in DEMAT Form within an average of ten days from the date of receipt and within Fifteen days for requests received in physical form.
- : **Share Transfer Agents**  
M/s.Cameo Corporate Services Ltd.,  
having their office at "Subramanian Building",  
No.1, Club House Road, Chennai –600 002.

## CYBELE INDUSTRIES LIMITED

### (xi) Distribution of Shareholding as on 31<sup>st</sup> March, 2016

Category (Number of Shares)	No. of Share holders	Percentage	No. of Shares	Percentage
Upto 500	1882	73.89	429746	4.02
501- 1000	397	15.58	345990	3.23
1001- 2000	137	5.38	214982	2.01
2001- 3000	46	1.81	120600	1.13
3001- 4000	16	0.63	57300	0.54
4001 -5000	19	0.75	91696	0.86
5001-10000	19	0.74	145918	1.36
10001 & above	31	1.22	9289568	86.85
<b>Total</b>	<b>2547</b>	<b>100.00</b>	<b>10695800</b>	<b>100.00</b>

### (xii) Shareholding Pattern as on 31<sup>st</sup> March, 2016

Category	No. of Equity Shares	% to Paid- up Capital
Promoter Group	7746619	72.43
Corporate Bodies	255047	2.38
Mutual Funds	-	-
Fin. Institutions/Banks	-	-
Non-Resident individuals	3122	0.03
General Public	2691012	25.16
<b>Total</b>	<b>10695800</b>	<b>100.00</b>

**(xiii) Dematerialization of shares and Liquidity :** The Shares of the Company are compulsorily traded in dematerialized form and are available for trading under both depository systems in India –NSDL (National Securities Depository Limited) and CDSL – (Central Depository Services (India) Limited). As on 31<sup>st</sup> March, 2016 89,92,700 Equity shares representing 84.08% of the paid- up equity share capital have been dematerialized.

International Securities Identification Number (ISIN) of the Company for equity shares is INE 183D01010.

The Company has not issued any GDR/ADR Warrants or any other convertible instruments.

**(xiv) Plant Location** : No.138, Sidco Industrial Estate,  
Ambattur, Chennai – 600 098.

## CYBELE INDUSTRIES LIMITED

(xv) Address for Correspondence : **Registered Office & Factory :**  
No.138, Sidco Industrial Estate,  
Ambattur, Chennai – 600 098.  
Tel. No. 91-44-32958399  
Fax. No. 91-44-43111117  
E-mail : .corporate@qflexcables.com

### DECLARATION BY MANAGING DIRECTOR

This is to declare that the respective Codes of Conduct envisaged by the Company for members of the Board and Senior management personnel have been complied with by all the members of the Board and Senior management personnel of the Company.

Place : Chennai  
Date : 28.05.2016

**P.A. Joykutty**  
Managing Director

### COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

#### AUDITORS CERTIFICATE

To

THE MEMBERS OF M/S. CYBELE INDUSTRIES LIMITED.

We have examined the compliance of conditions of Corporate Governance by M/s. Cybele Industries Ltd, for the period ended on 31<sup>st</sup> March, 2016 as stipulated in

- \* Clause 49(excluding clause 49(VII)(E) of the Listing Agreement of the Company with Stock Exchange for the period from April 1, 2015 to November 30, 2015.
- \* Clause 49(VII)(E) of the Listing Agreement of the Company with Stock Exchange for the period from April 1, 2015 to September 30, 2015.
- \* Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) for the period from September 2, 2015 to March 31, 2016 and
- \* Regulation 17 to 27 (excluding Regulation 23(4) and clauses (b) to (i) of Regulations 46(2) and para C, D and E of Schedule V of the Listing Regulations for the period from December 1, 2015 to March 31, 2016.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the in Clause 49 of the Listing Agreement and regulations 17 to 27 and clauses (b) to (i) of Regulations 46(2) and para C, D and E of Schedule V of the Listing Regulations for the respective periods of applicability as specified during the year ended March 31, 2016.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we have to state that, based on the confirmation given by the Registrars and Transfer Agent of the Company, as on 31<sup>st</sup> March, 2016 there were no investor grievances remaining unattended.

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

**For M/s. Karpagam & Co.,**  
**Chartered Accountants**

Place : Chennai  
Date : 28.05.2016

**S. SRIKANTH**  
Partner  
Membership No.: 26588

**Auditor's Report**

**To the members of CYBELE INDUSTRIES LTD Report on Financial Statements:**

**Report on Financial Statements:**

We have audited the accompanying financial statements of **M/s. CYBELE INDUSTRIES LTD** which comprise the balance sheet as at 31.03.2016, the statement of profit and loss, and the cash flow statement for the year then ended and summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the financial statements:**

The company's board of directors is responsible for the matters stated in section 134(5) of the Companies Act 2013 (the Act) with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India including the accounting standards specified under section 133 of the act as applicable. This responsibilities 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 applications 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 operation effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material mis statement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken in to account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report and the provisions of the act and the rules made there under and the Order under Section 143(11) of the Act.

We conduct 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 requirement and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material mis statement

An audit involves performing procedures to obtain audit evidence about the amount and disclosures in the financial statements. The procedures selected depend on the auditor's judgments, including the assessment of the risks of materials 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 true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose expressing an opinion on whether the company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. 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 audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

**Opinion**

In our opinion and to the best of our information's and according to the explanations given to us, the aforesaid financial statements, give the information's required by the act in the manor so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at 31.03.2016 and its profit and its cash flows for the year ended on that date.

**Report on other legal and regulatory Requirements**

- 1) As required by section 143 (3) of the act we report that.
  - a) we have sought and obtained all the information's and explanations which to the best of our Knowledge and believes were necessary for the purposes of our audit
  - b) In our opinion proper books of accounts as required by law have been kept by the company so far as its appears from our examination of those books.
  - c) The balance sheet, the statement of Profit and loss and Cash flow statement dealt with by this Report are in agreement with the books of account.

## CYBELE INDUSTRIES LIMITED

- d) In our opinion, the aforesaid financial statements comply with the Accounting standards specified under section 133 of the Act as applicable.
- e) On the basis of written representations received from the directors as on 31.03.2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31.03.2016 from being appointed as a director in terms of section 164 (2) of the act and
- f) With respect to the other matters to be included in the auditors report in accordance with rule 11 of the companies (audit and auditors) rule 2014, in our opinion and to the best of our information's and according to the explanations given to us:
- i) the companies dose not have any pending litigations which would impact its financial position
- ii) the company did not have any long term contract including derivatives contracts for which there were any material foreseeable losses
- iii) No amount is required to be transferred to the investor education and protection fund by the company

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

**For M/s Karpagam & Co**  
Chartered Accountants  
**S.SRIKANTH**  
Partner  
Membership No; 26588

Date: 28.05.2016  
Place: Chennai

### Annexure to the Auditor's Report

The annexure referred to in Para 1 under the heading of "Report on other Legal and Regulatory Requirements" of our report to the members of the Company for the year ended 31<sup>st</sup> March, 2016.

- 1) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) The assets have been physically verified by the management at the end of financial year, which in our opinion is reasonable having regard to the size of the Company and the nature of its fixed assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- 2) a) The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c) The Company has maintained proper records of inventories. As explained to us, there were no materials discrepancies noticed on physical verification of inventories as compared to the book records.
- 3) a) During the year, the company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under section 189 of the Companies Act, 2013.
- 4) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
- 5) The company has not accepted Deposits from Directors and Inter Corporate. In our opinion and according to information and explanations given to us, all the directives issued by the Reserve Bank of India and provisions of Section 73 to 76 or any other relevant provisions of the Companies Act 2013, and the rules framed there under where applicable were complied with. Further, we are informed by the management that no order has been passed by the Companies Law Board or

## CYBELE INDUSTRIES LIMITED

National Company Law Tribunal or RBI or any court or any Other Tribunal on the Company.

- 6) We have broadly reviewed the cost records maintained by the Company specified by the Central Government under sub Section (1) of section 148 of the Companies Act, 2013 and are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have however not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- 7) a) According to the information and explanation given to us and on the basis of our examination of the records of the company, amount deducted/accrued in the books of accounts in respect of undisputed Statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Value Added Tax, Excise Duty, Cess and other material Statutory dues applicable have been regularly deposited with the appropriate authorities.
- b) According to the information and explanations given to us, no undisputed amounts payable in respect of income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty and Excise Duty, Value Added Tax, Cess and other material statutory dues were in arrears as at 31<sup>st</sup> March, 2016 for a period of more than six months from the date they became payable.
- c) According to the information and explanation given to us no amount is required to be

transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under.

- 8) The company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.
- 9) Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the company has not defaulted in repayment of dues to financial institutions and banks. The Company does not have any borrowings by way of debentures.
- 10) According to the information & explanation given to us, the Company has not given any guarantee for loans taken by others from banks and financial institutions.
- 11) The loans outstanding at the beginning of the year and those raised during the year have been applied for the purpose for which they were raised.
- 12) In our Opinion and according to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the year.

**For M/s Karpagam & Co**  
Chartered Accountants  
**S.SRIKANTH**  
Partner  
Membership No; 26588

Date: 28.05.2016  
Place: Chennai

# CYBELE INDUSTRIES LIMITED

**BALANCE SHEET AS AT 31.03.2016**

Amount in Rupees

Particulars	Note No.	As at 31st March 2016	As at 31st March 2015
<b>A Equity and Liabilities:</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share capital	2	106,848,000	106,848,000
(b) Reserves and surplus	3	156,662,941	160,186,546
<b>(2) Non-current liabilities</b>			
Deferred tax liabilities (net)	4	1,834,633	1,758,490
<b>(3) Current liabilities</b>			
(a) Short-term borrowings	5	34,557,090	25,067,823
(b) Trade payables	6	5,628,255	5,390,903
(c) Other current liabilities	7	50,577,611	61,530,765
(d) Short-term provisions	8	1,719,776	3,524,289
<b>TOTAL</b>		<b>357,828,306</b>	<b>364,306,816</b>
<b>B ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Fixed assets			
(i) Tangible assets	9	80,523,044	84,886,718
(ii) Intangible assets	10	-	-
(b) Non-current investments	11	55,580,000	58,078,386
<b>(2) Current assets</b>			
(a) Current investments			
(b) Inventories	12	210,763,333	204,142,154
(c) Trade receivables	13	3,618,930	8,877,488
(d) Cash and cash equivalents	14	1,075,139	692,348
(e) Short-term loans and advances	15	6,267,860	7,629,722
<b>TOTAL</b>		<b>357,828,306</b>	<b>364,306,816</b>
<b>See accompanying notes forming part of the financial statements</b>			

In terms of our report attached.

**For Karpagam & Co.**  
Chartered Accountants

**For and on behalf of the Board of Directors**

**S.Srikanth**  
Partner

**P.A.JOYKUTTY**  
Chairman & Managing Director

**THOMAS P JOY**  
Executive Director

Place : Chennai  
Date : 28-05-2016



# CYBELE INDUSTRIES LIMITED

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

Amount in Rupees

Particulars	Note No.	For the year ended 31st March 2016	For the year ended 31st March 2015
<b>A CONTINUING OPERATIONS</b>			
1. Revenue from operations (gross)	16	67,315,143	108,452,017
Less: Excise duty & Sales tax		-	-
Revenue from operations (net)		67,315,143	108,452,017
2 Other income	17	6,584,667	1,003,702
<b>3 Total revenue (1+2)</b>		<b>73,899,810</b>	<b>109,455,719</b>
<b>4 Expenses</b>			
(a) Cost of materials consumed	18	39,498,377	63,952,669
(b) Changes in inventories of finished goods, work-in-progress and stock-in-trade	19	1,476,538	-466,497
(c) Employee benefits expense	20	13,858,325	14,175,772
(d) Finance costs	21	4,341,388	2,519,705
(e) Depreciation and amortisation expense	22	4,594,752	10,437,451
(f) Other expenses	23	13,577,892	17,279,978
<b>Total expenses</b>		<b>77,347,272</b>	<b>107,899,078</b>
<b>5 Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)</b>		<b>-3,447,462</b>	<b>1,556,641</b>
6 Exceptional items	24	-	-
<b>7 Profit / (Loss) before extraordinary items and tax (5 ± 6)</b>		<b>-3,447,462</b>	<b>1,556,641</b>
8 Extraordinary items			
<b>9 Profit / (Loss) before tax (7 ± 8)</b>		<b>-3,447,462</b>	<b>1,556,641</b>
<b>10 Tax expense:</b>			
(a) Current tax expense for current year	25	0	1,887,220
(b) Deferred tax	26	76,143	-1,220,005
<b>11 Profit / (Loss) for the year (9 ± 10)</b>		<b>-3,523,605</b>	<b>889,426</b>
<b>12 Earning per share basic &amp; Diluted</b>	27	<b>-0.33</b>	<b>0.08</b>

See accompanying notes forming part of the financial statements

In terms of our report attached.

**For Karpagam & Co.**  
Chartered Accountants

**For and on behalf of the Board of Directors**

**S.Srikanth**  
Partner

**P.A.JOYKUTTY**  
Chairman & Managing Director

**THOMAS P JOY**  
Executive Director

Place : Chennai  
Date : 28-05-2016

## CYBELE INDUSTRIES LIMITED

### Cash Flow Statement for the year ended 31 March, 2016

Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
<b>in Rs.</b>		
<b>A. Cash flow from operating activities</b>		
Net Profit / (Loss) before extra ordinary items and tax	-3,447,462	1,556,641
<i>Adjustments for:</i>		
Depreciation and amortisation	4,594,752	10,437,451
Finance costs	4,341,388	2,519,705
<b>Adjustments for (increase) / decrease in operating assets:</b>		
Inventories	(6,621,179)	-5,666,280
Trade receivables	5,258,558	-2,075,714
Short-term loans and advances	1,361,862	2,512,529
<b>Adjustments for increase / (decrease) in operating liabilities:</b>		
Trade payables	237,352	-952,472
Other current liabilities	(10,953,154)	6,771,356
Short-term provisions	(1,804,513)	-8,227,641
<b>Net cash flow from / (used in) operating activities (A)</b>	<b><u>-7,032,396</u></b>	<b><u>6,875,575</u></b>
<b>B. Cash flow from investing activities</b>		
Capital expenditure on fixed assets, including capital advances	(231,078)	-3,940,100
Purchase of long-term investments		
- Others	2,498,386	-12,578,386
Proceeds from sale of long-term investments		
- Others		
Cash flow from extraordinary items		
<b>Net cash flow from / (used in) investing activities (B)</b>	<b><u>2,267,308</u></b>	<b><u>-16,518,486</u></b>
<b>C. Cash flow from financing activities</b>		
Proceeds from issue of equity shares	-	2,278,450
Net increase / (decrease) in working capital borrowings	9,489,267	10,321,597
Finance cost	(4,341,388)	-2,519,705
<b>Net cash flow from / (used in) financing activities (C)</b>	<b><u>5,147,879</u></b>	<b><u>10,080,342</u></b>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>	<b><u>382,791</u></b>	<b><u>437,431</u></b>
Cash and cash equivalents at the beginning of the year	692,348	254,917
<b>Cash and cash equivalents at the end of the year</b>	<b>1,075,139</b>	<b>692,348</b>

See accompanying notes forming part of the financial statements

In terms of our report attached.

**For Karpagam & Co.**  
Chartered Accountants

**For and on behalf of the Board of Directors**

**S.Srikanth**  
Partner

**P.A.JOYKUTTY**  
Chairman & Managing Director

**THOMAS P JOY**  
Executive Director

Place : Chennai  
Date : 28-05-2016

## 1. SIGNIFICANT ACCOUNTING POLICIES

### 1.1 Basis of preparation of financial statements:

The financial statements of the company are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historic convention on the accrual basis except for certain financial instruments which are measured at fair values. The company has prepared these financial statements to comply in all material respects with the Accounting Standards specified under section 133 of the Companies Act 2013, read with rule 7 of the Companies (accounts) Rules 2014 and the relevant provisions of the companies act 2013.

### 1.2 Use of estimates:

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period.

Estimates are based on the current events and actions and the actual results could differ from those estimates from period to period. Appropriate changes in estimates are made as the management becomes aware of changes in circumstances surrounding the estimates. Changes in the estimates are reflected in the financial statements in the period in which changes are made and if material, their effects are disclosed in the notes to the financial statements.

The management periodically assesses using external and internal sources whether there is an indication that an asset may be impaired. An impairment loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of the assets net selling price and values in use, which means the present value of future cash flows expected to arise from the continuing use of the assets and its eventual disposal. An impairment loss for an asset other than goodwill is reversed if, and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized. The carrying amount of an asset other than goodwill is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

### 1.3 Revenue Recognition:

The company follows the mercantile system of accounting and recognizes income on accrual basis, in accordance with the requirements of the companies Act, 2013.

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be readily measured. For some of the services rendered, the company collects service tax on behalf of the government and therefore, it is not an economic benefit flowing to the company hence it is excluded from revenue.

Income from operations comprises of income from the following heads mainly freight forwarding, customs clearance, logistics and support services, warehousing etc., representing the gross value of service rendered by the company to its customers.

Interest is recognized using time proportion method based on the rates implicit in the transaction. Interest income is included under the "Other Income" in the statement of Profit and loss and insurance claim is included under other income.

### 1.4 Fixed Assets:

Fixed assets are stated at acquisition cost less accumulated depreciation and impairment if any. Direct costs are capitalized until fixed assets are ready for use. Computer equipment includes bought out software.

Advances paid towards acquisition of fixed assets are disclosed as capital advances.

### 1.5 Depreciation and amortization:

Depreciation on fixed assets is provided on straight line method. The depreciation rates prescribed in Part C of Schedule II to the companies Act, 2013 are considered as the minimum rates. Individual low cost assets (acquired for 5000/= less) are fully depreciated in the year of acquisition.

### 1.6 Inventories:

Inventories comprises of raw materials, work-in-process and finished goods pertaining to cable division and land bank pertaining to property division are valued at lower of cost and net realizable value.

### 1.7 Investments:

Trade investments are the investments made to enhance the company's business interests. Investments are either classified as current or long term based on managements intention at the time of purchase. Investments which are readily realize and intended to be held for not more than one year from the date on which investments are made, are classified as current investments.

Current investments are carried at the lower of cost and fair value of each

investment individually. Long term investments are carried at cost less provisions recorded to recognize any decline, other than temporary, in the carrying value of each investment.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

**1.8 Employee Benefits:**

All employee benefits payable within twelve months of rendering the service are classified as short term employee benefits. Short term employee benefits in the nature of salary, wages, bonus, leave encashment and the expected cost of ex-gratia are recognized and accounted for on accrual basis in the period in which the employee renders the related service.

Provident fund and employees state insurance scheme is a defined contribution plan, each eligible employee and the company makes equal contributions at a percentage on the basic salary specified under the employee's provident fund and miscellaneous provision Act, 1952 and employees state insurance act, 1948 respectively. The company's contributions are charged to the profit and loss account in the year when the contributions to the respective funds are due. The company has no further obligations under the plan beyond its periodic contributions.

**1.9 Borrowing costs:**

Borrowing costs are recognized as an expense in the period in which they are included.

**1.10 Taxation:**

Tax expenses comprise current tax. Current income tax measured at the amount expected to be paid to the tax authorities in accordance with the income tax act, 1961. A provision is made for income tax annually based on the tax liability computed after considering tax allowances and exemptions. The tax rates and laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred income taxes reflects the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for earlier years. Deferred tax on timing differences between taxable income and accounting income is accounted for, using the tax laws enacted or substantially enacted as on the balance sheet date.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for all deductible timing only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

**1.11 Cash and cash equivalents:**

Cash and cash equivalents comprise cash and cash on deposit with banks. The company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

**1.12 Cash flow statement:**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated.

**1.13 Provisions:**

Provisions are recognized when the company has a present obligation, as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made for the amount of obligation. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

**1.14 Segment Reporting:**

The Company is engaged in the business of manufacture of Cables and Property development / real estate activities. The Company has no reportable geographical segments. The company has complied in accordance with Accounting Standard 17 on Segment Reporting issued by the Institute of Chartered Accountants of India.

**1.15 Earnings per share:**

Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. For the purposes of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

## CYBELE INDUSTRIES LIMITED

Note on Accounts	As at March 31st 2016	As at March 31st 2015
<b>2 SHARE CAPITAL</b>		
Authorised		
11215500 equity shares of Rs.10/- each	112155000	112155000
Issued and subscribed		
10695800 equity shares of Rs.10/- each	106958000	106958000
Called and paid up		
For consideration other than cash		
576800 equity shares issued as bonus shares of Rs.10/- each for consideration other than cash out of the revaluation of the land	5768000	5768000
Issued to promoters of Asia Cables due to its merger as per BIFR order	56755000	56755000
For cash consideration		
4443500 shares of Rs.10/- each - 44435000		
Less allotment money due - 110000		
	44325000	42046550
<b>Total</b>	<b><u>106848000</u></b>	<b><u>104569550</u></b>
<b>3 RESERVES AND SURPLUS</b>		
Subsidy	195000	195000
General Reserve as per last balance sheet	159991546	159102120
General Reserve as per current balance sheet	-3523605	889426
	<b><u>156662941</u></b>	<b><u>160186546</u></b>
<b>4 NON CURRENT LIABILITIES</b>		
Defferred tax liability		
Impact of differences between tax depreciation and depreciation charged in the financial statements	<b><u>1834633</u></b>	<b><u>1758490</u></b>
<b>5 CURRENT LIABILITIES</b>		
Short term borrowings	-	-
Working capital loan from bank	<b><u>34557090</u></b>	<b><u>25067823</u></b>
<b>6 TRADES PAYABLE</b>	<b><u>5628255</u></b>	<b><u>5390903</u></b>
Trade payables are dues in respect of purchases made/services received in the normal course of business		
<b>7 OTHER CURRENT LIABILITIES</b>		
Advanced recd. From customers	54970	54970
Mar gregorious college	-	-
Suji thomas		
Supreme Allied Products		
P.A.Joykutty	14118465	11843388
Rotomac Industries Madras		
Annamma joy		7614657
Booking Advance for flats	22839581	27049385
Vijayshanthi builders ltd	11873592	11873592
Car Loan	1691003	3094773
	<b><u>50577611</u></b>	<b><u>61530765</u></b>

## CYBELE INDUSTRIES LIMITED

	As at March 31st 2016	As at March 31st 2015
<b>8 SHORT TERM PROVISIONS</b>		
Provision for income tax	-	1887220
Provision for Sales tax, TDS	618733	478579
Provision for wages and Salary, E.S.I, P.F	1101043	1158490
	<b>1719776</b>	<b>3524289</b>

### 9 NON CURRENT ASSETS

#### FIXED ASSETS STATEMENT AS ON 31st MARCH, 2016.

(Rs.)

Particulars	GROSS BLOCK			DEPRECIATION				NET BLOCK		
	Cost of Acquisition 01/04/2015	Additions	Deletions	Cost of Acquisition 31/03/2016	Rate	Depreciation as on 31/03/2015	Depreciation for the Year	Depreciation as on 31/03/2016	W.D.V as on 31/03/2015	W.D.V as on 31/03/2016
Land	41287323	0	0	41287323	0	0	0	0	41287323	41287323
Building - Factory	20641122		0	20641122	3.17%	1991666	653636	2645302	18649456	17995820
Plant and Machinery	50468717	0	0	50468717	6.33%	40812854	832075	41644929	9655863	8823788
Lab Equipments	216767	66300	0	283067	9.50%	137556	15485	153041	79211	130026
Air Conditioners	1640719	27800	0	1668519	9.50%	553087	136664	689751	1087632	978768
Office Equipments	2266235	0	0	2266235	19.00%	2249591	0	2249591	16644	16644
Xerox Machine	142140	0	0	142140	19.00%	142140	0	142140	0	0
Furniture & Fittings	5284120	0	0	5284120	9.50%	2312729	385699	2698428	2971391	2585692
Motor Car (Vehicles)	25495629	0		25495629	11.88%	14540183	2472650	17012833	10955446	8482796
Motor Cycle	264230	0	0	264230	9.50%	129676	18574	148250	134554	115980
Tools & Dies	271450	0	0	271450	6.33%	271450		271450	0	0
Computers	1984481	136978	0	2121459	31.67%	1935283	79969	2015252	49198	106207
<b>Total</b>	<b>149962933</b>	<b>231078</b>	<b>0</b>	<b>150194011</b>		<b>65076215</b>	<b>4594752</b>	<b>69670967</b>	<b>84886718</b>	<b>80523044</b>
Previous Year	146022833	3940100	0	149962933		55638764	9437451	65076215	90384069	84886718

	As at March 31st 2016	As at March 31st 2015
<b>10 INTANGIBLE ASSET</b>		
GOOD WILL	-	-
<b>11 NON CURRENT INVESTMENT</b>		
1.Rotomac Industries Madras	54880000	54880000
2.Technilek	700000	700000
3.Investment in shares	-	2498386
<b>Total</b>	<b>55580000</b>	<b>5807838</b>
<b>12 CURRENT ASSETS</b>		
<b>INVENTORIES</b>		
Land at Kandigai	24667482	25111683
Land for Real Estate	172569519	163943719
Raw Material	2060495	2144377
Finished goods	8399732	7093385
Work in process	1233278	2063425
Bought out goods	1832827	3785565
	<b>210763333</b>	<b>204142154</b>

## CYBELE INDUSTRIES LIMITED

	As at March 31st 2016	As at March 31st 2015
<b>13 TRADE RECEIVABLES</b>	<b><u>3618930</u></b>	<b><u>8877488</u></b>
<b>14 CASH AND CASH EQUIVALENTS</b>		
Cash at Bank	1053789	677307
Cash on Hand	<u>21350</u>	<u>15041</u>
	<b><u>1075139</u></b>	<b><u>692348</u></b>
<b>15 SHORT TERM LOANS AND ADVANCES</b>		
Deposits	608914	660215
Advance and Deposits	5655547	6419507
Arjuna Reddy	-	-
Advance Tax IT	-	550000
Tax paid at source	3399	-
Excise duty	-	-
	<b><u>6267860</u></b>	<b><u>7629722</u></b>
<b>16 INCOME FROM OPERATIONS</b>		
Sales of cables	53300084	65306835
Income from real estate activities	11505338	39874435
sale of bought out goods	<u>2509721</u>	<u>3270747</u>
Income from operations (net)	<b><u>67315143</u></b>	<b><u>108452017</u></b>
<b>17 OTHER INCOME</b>		
Discount received	-	13484
service charges	-	123750
Bad debts recovery	-	866468
Dividend	42000	-
Interest received	33990	-
Insurance claim	<u>6508677</u>	<u>-</u>
	<b><u>6584667</u></b>	<b><u>1003702</u></b>
<b>18 COST OF MATERIALS CONSUMED</b>		
Opening stock raw material	2144377	1356462
Add purchases	<u>38970294</u>	<u>61279222</u>
	<b><u>41114671</u></b>	<b><u>62635684</u></b>
Less excise and sales tax input credit		
Less closing stock raw material	2060495	2144377
Rawmaterial consumption                      A	<b><u>39054176</u></b>	<b><u>60491307</u></b>
opening stock-Land	189055402	184643534
Add purchases	<u>8625800</u>	<u>7873230</u>
	<b><u>197681202</u></b>	<b><u>192516764</u></b>
Less closing stock -Land	197237001	189055402
	<b><u>444201</u></b>	<b><u>3461362</u></b>
Total consumption                                      A+B	<b><u>39498377</u></b>	<b><u>63952669</u></b>

## CYBELE INDUSTRIES LIMITED

	As at March 31st 2016	As at March 31st 2015
<b>19 CHANGES IN INVENTORIES</b>		
Opening stock - work in process	2063425	619261
- Finished goods	10878950	11856617
	<b>12942375</b>	<b>12475878</b>
Less closing stock - work in process	1233278	2063425
- finished goods	10232559	10878950
	<b>1476538</b>	<b>-466497</b>
<b>20 EMPLOYEE BENEFIT EXPENSES</b>		
Salary	11221815	11185958
Wages	609234	618652
Gratuity	111867	44400
Staff welfare	722631	836592
Contract labour wages	845754	1055667
EPF Contribution	231336	259507
ESI Contribution	115688	174996
Exgratia		
	<b>13858325</b>	<b>14175772</b>
<b>21 FINANCE COST</b>		
Interest on car loan	247791	194014
CC Interest	3295059	2003773
Interest on loan	798538	321918
	<b>4341388</b>	<b>2519705</b>
<b>22 DEPRICIATION AND AMORTISATION EXPENSES</b>		
<b>DEPRICIATION</b>	4594752	9437451
Goodwill Return off	-	1000000
	<b>4594752</b>	<b>10437451</b>
<b>23 OTHER EXPENSES</b>		
Consumable stores	142147	256105
Freight inwards	89830	150734
Labour Charges	10400	93013
Wealth tax	59350	-
Electricity Charges	2551478	2415796
Machinery maintenance	278092	191018
Property tax	369996	112890
Audit fees	160000	276854
Books and periodicals	585	1176
Computer maintenance	59305	37902
Despatch expenses	-	24551
Freight outwards	267113	355478
Fuel expenses	609756	489078
Handling expenses	8250	-
Income tax	760810	839681



## CYBELE INDUSTRIES LIMITED

	As at March 31st <b>2016</b>	As at March 31st 2015
Inspection charges	187881	126934
Loading and unloading charges	63481	3240
Sales promotion exp	-	308475
Telephone charges	224082	410726
Csr exp	576018	-
Advertisement	204932	1032043
Bad debts	95698	-
Bank charges	177757	462015
Commission	14760	4575
Donation	50000	160000
Electrical maintenance	210195	253738
Insurance	-	485347
Micellaneous expenses	6738	522150
Office Maintenance	92743	24414
Postage and telegram	19227	47593
Printing and stationery	161715	268027
Professional fees	26725	163800
Rates and taxes	334820	236836
Loss on investments	118729	509170
Repairs and maintenance - building	167056	955875
Share maintenance expenses	336000	211842
Travelling and conveyance	920823	2949921
Vehicle maintenance	326445	345523
Rounding off.	-147	-1326
Consultation charges	53500	62200
Discount allowed	640	6438
Courier charges	30974	-
Membership fees	69220	20955
Land development expenses	3732054	2452500
Clearing Charges & Customs Duty		
Excise Duty Paid		
Ayudha Pooja Expenses	8714	5071
Service Charges	-	7620
	<b><u>13577892</u></b>	<b><u>17279978</u></b>
<b>24 EXCEPTIONAL ITEM</b>	-	-
<b>25 CURRENT TAX</b>	-	1,887,220

## CYBELE INDUSTRIES LIMITED

		As at March 31st 2016	As at March 31st 2015
<b>26 DEFERRED TAX</b>			
Written down value as per company act-	80523044		
Written down value as per I.T act	-74585719		
Difference	5937325		
30.90%	1834633		
Less	1758490		
	76143	76143	-1220005
<b>27 Earning per share</b>		-0.33	0.08
<b>28</b> Balances of the sundry debtors and sundry creditors are subject to confirmation.			
<b>29</b> Related party disclosure			
There are no related party transactions during the year			
<b>30</b> Remuneration to Directors		1560000	1560000
<b>31</b> Auditors remuneration		160000	160000
<b>32</b> The company operate in two segments namely. Cables and wires and property development			

In terms of our report attached.

**For Karpagam & Co.**  
Chartered Accountants

**For and on behalf of the Board of Directors**

**S.Srikanth**  
Partner

**P.A.JOYKUTTY**  
Chairman & Managing Director

**THOMAS P JOY**  
Executive Director

Place : Chennai  
Date : 28-05-2016

**CYBELE INDUSTRIES LIMITED**

Regd. Office : 138, Sidco Industrial Estate, Ambattur, Chennai - 600 098.

**ATTENDANCE SLIP - AGM**

Please complete this attendance slip and hand it over at the entrance of the meeting hall.

Name of the attending member .....

Folio No. .... No. of Shares .....

DP Id\* : .....

Client Id\*: .....

\*(Applicable to investors holding shares in electronic form)

Name of Proxy\* .....

\*(If proxy attends instead of member)

I hereby register my presence at the Twenty Third Annual General Meeting of the Company.

Venue : Registered Office at No.138, SIDCO Industrial Estate, Ambattur, Chennai - 600 098

Date : Friday, the 30<sup>th</sup> September, 2016

Time : 10.00 A.M.

**REQUEST TO MEMBERS**

- 1. Members and their proxies / bodies corporate should bring the attendance slip duly filled in for attending the Meeting.
- 2. Members are requested to bring their copies of Annual Report to the Meeting.
- 3. Members are requested to note that no gifts will be distributed at the Meeting.

Signature of Member / Proxy

-Tear here -

**CYBELE INDUSTRIES LIMITED**

Regd. Office : 138, Sidco Industrial Estate, Ambattur, Chennai - 600 098.

**PROXY FORM - AGM - FORM MGT 11**

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

Folio No. ....

DP Id\* : .....

Client Id\*: .....

\*(Applicable to investors holding shares in electronic form)

I / We ..... being a Member / Members of Cybele Industries Limited hereby appoint ..... of ..... in the district of ..... or failing him ..... of ..... in the district of ..... as my / our proxy to attend and vote for the 30th September, 2016 at 10.00 a.m. and at any adjournment thereof.

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

For Office Use	
Proxy No.	
Date of receipt	
No. of shares	

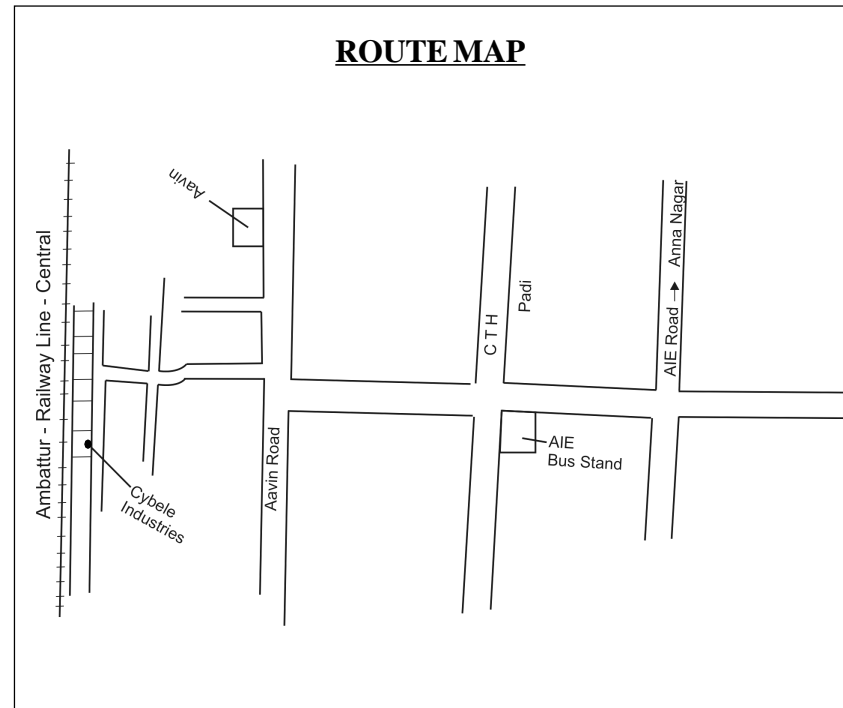
Affix Rs.1 Revenue Stamp

N.B. : The instrument appointing proxy should be deposited with Company's Registered Office / Factory at least 48 hours before the commencement of the meeting.

\* Please fill in the particulars as given in the address slip.

Book - Post  
Printed Matter

To



*If undelivered, Please return to :*

**CYBELE INDUSTRIES LIMITED**

No. 138, Sidco Industrial Estate, Ambattur; Chennai - 600 098