



**UTL Industries limited**

*Creating Resources... generating Leads*

**Formally Known as Uni Tubes Limited**

**CIN: L27100GJ1989PLC012843**

**28<sup>th</sup> ANNUAL REPORT**  
**(2016-2017)**

**Email: [utlindustries@gmail.com](mailto:utlindustries@gmail.com)**

**Website: [www.utlindustries.com](http://www.utlindustries.com)**

## **BOARD OF DIRECTORS**

**PARIMAL R SHAH : EXECUTIVE DIRECTOR**

**BHAVIK V. PATEL : EXECUTIVE DIRECTOR**

**SHAILESH NAIK : INDEPENDENT DIRECTOR**

**PINTUBEN SHAH : INDEPENDENT DIRECTOR**

**SAMIR D VORA : INDEPENDENT DIRECTOR**

### **IMPORTANT COMMUNICATION TO MEMBERS**

The Ministry of Company Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail ID with **PurvaShare Registry (India) Limited**  
9 Shiv Shakti Industrial Estate, Lower Parel (E)  
Mumbai-400 011  
Email : [busicomp@gmail.com](mailto:busicomp@gmail.com)

**Registered Office: UTL INDUSTRIES LIMITED  
607, WORLD TRADE CENTRE,  
SAYAJIGUNJ, VADODARA – 390 005.  
(GUJARAT) INDIA**

*Registered Office :*

*UTL INDUSTRIES LIMITED  
607, WORLD TRADE CENTRE,  
SAYAJIGUNJ,  
VADODARA-390005  
GUJARAT*

*Phone:91-265-2363496/97*

*Email:utlindustries@gmail.com*

*Website:www.utlindustries.com*

*Annual General Meeting*

*Date: 28/09/2017*

*Time: 11.00 a.m.*

*Venue: at Registered Office*

*As mentioned above*

*Auditors:*

*Shirish Desai & Company  
206, Gayatri Chambers,R.C.  
Dutt Road, Alkapuri,  
Vadodara-390007, Gujarat  
Ph No:0265-2330630*

*Share Transfer Registrar*

*(R.T.A)*

*Purva Share Registry (India)  
Limited*

*9, Shive Shakti Industrial  
Estate,*

*Lower Parel (E),*

*Mumbai-400 011*

*Phone: 022-23018261*

*Email: busicomp@gmail.com*

## DIRECTORS' REPORT

TO  
THE MEMBERS,  
M/S UTL INDUSTRIES LIMITED

Your Directors have pleasure in presenting their Twenty Eighth Annual Report together with the Audited Accounts for the year ended 31st March, 2017.

### SUMMARY OF FINANCIAL PERFORMANCE

(Rs. in lacs)

Particulars	Current year (31-03-2017)	Previous year (31-03-2016)
Profit/(Loss) before tax	78.22	(07.89)
Less: Provision for Taxation	0.00	0.00
Current Tax	15.47	0.00
Deferred Tax	0.00	0.00
Relating to earlier years	0.00	0.00
Profit/(Loss) after tax	62.75	(07.89)
Add: Balance brought forward from last year	(161.14)	(153.25)
Surplus available for appropriation	0.00	0.00
Less: Appropriations	0.00	0.00
Dividend on Equity Shares	0.00	0.00
Proposed	0.00	0.00
Interim	0.00	0.00
Dividend Distribution Tax	0.00	0.00
Transfer to General Reserve	0.00	0.00
Loss carried to Balance Sheet	(98.39)	(161.14)

### OPERATIONS & STRATEGIC PLANNING:

During the year under review, your company was engaged in construction activities and labour engagement activities. During the year under review, the Company has gained profit of Rs. 78.22 lacs compared with previous year loss of Rs. 7.89 lacs. Further, total loss carried to Balance Sheet is Rs. 98.39 lacs compared to previous year loss of Rs. 161.14.

### FUTURE BUSINESS PROSPECTS:

Your directors are making all their efforts and confident of better performance for the following financial year 2017-2018. The Company is in the process of strategic expansion and diversification aiming at exponential growth for long term sustainability/viability in the competitive market environment. The business activities are largely influenced by several external factors including the international financial markets. During the year the international financial markets has remained sub duce and many times stagnant. It is therefore a note of caution to jump into the financial commitments.

**DIVIDEND:**

In order to retain the surplus of the Company for its future growth and operation, your Directors do not recommend any dividend for the financial year ended on March 31, 2017.

**SHARE CAPITAL:**

The paid up equity share capital as at 31<sup>st</sup> March, 2017 stood at Rs. 3,29,55,000 /- (Rupees Three Crores Twenty Nine Lakh Fifty Five Thousand only). The company has issued and allotted 2,97,00,000 Equity Shares of Rs. 1/- each on preferential basis during the financial year.

**TRANSFER TO RESERVE:**

The Company has not transferred any amount to reserves.

**DEPOSITS:**

The Company has not accepted any deposits during the year under review.

**SUBSIDIARY AND ASSOCIATES COMPANY:**

As on 31<sup>st</sup> March 2017, your Company has no subsidiary, associates company and joint ventures company.

**BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL:**

In terms of the provision of section 152 of the Companies Act, 2013, Mr. Bhavik Vasantbhai Patel (DIN 07521766), Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, seeks re-appointment.

Mr. Umesh Gandhi (DIN 01894891), Director of the Company has resigned from the Board of Directors of the Company with effect from 25<sup>th</sup> July, 2016. The Board of Directors of the Company has appreciated for their co-operation and valuable time given to the Company.

In terms of the provision of section 196,197 read with scheduled V of companies Act, 2013 read with companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, Mr. Parimal R Shah (DIN 00569489) has been holding the office as whole time director designated as Managing Director effective from 1<sup>st</sup> October, 2014. During the year there is no change in terms and conditions of his appointment and the payment of remuneration as permissible under the Companies Act, 2013.

Mr. Bhavik Vasantbhai Patel (DIN 07521766) has appointed as Executive Director and Chief Financial Controller of the Company with effect from 10<sup>th</sup> May, 2016.

**DECLARATION BY INDEPENDENT DIRECTORS:**

All Independent Directors had furnished to the Company a declaration under Section 149(7) of the Companies Act, 2013 stating that they meet criteria of Independence as provided under section 149(6) of the Companies Act, 2013 and SEBI Listing Regulations.

**SEPARATE MEETING OF THE INDEPENDENT DIRECTORS**

The independent directors met on date 25<sup>th</sup> day of March 2017 and evaluated the performance of non independent directors, the board as a whole and the chairman of the company considering the view of other directors.

#### **NUMBER OF MEETINGS OF THE BOARD:**

Regular meetings of the Board are held to discuss and decide on various business policies, strategies and other businesses. The schedule of the Board/Committee meetings to be held in the forthcoming financial year is being circulated to the Directors in advance to enable them to plan their schedule for effective participation in the meetings.

The Board met Eight (8) times during the FY 2016-17 viz. on 10/05/2016, 30/05/2016, 10/06/2016, 08/08/2016, 13/08/2016, 19/09/2016, 12/11/2016 and 09/02/2017.

#### **CORPORATE SOCIAL RESPONSIBILITY:**

Provisions of Section 135 of the Companies Act, 2013 are not applicable to the Company.

#### **CORPORATE GOVERNANCE:**

As per Regulation 15 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Corporate Governance is not applicable to the Company.

#### **CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

All related party transactions that were entered during the financial year were in the ordinary course of business of the Company and were on the arm's length basis. There were no materially significant related party transactions entered by the Company with Promoters, Directors, Key Managerial Personnel or other persons which may have potential conflict with the interest of the Company. All Related Party Transactions are placed before the Audit Committee for approval.

The policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions as approved by the Audit Committee and the Board of Directors is uploaded on the website of the Company and the link for the same is [www.utlindustries.com](http://www.utlindustries.com).

Since all related party transactions entered into by the Company were in the ordinary course of business and were on an arm's length basis, form AOC-2 is not applicable to the Company.

#### **INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY:**

Your Company has implemented adequate procedures and effective internal controls for ensuring orderly and efficient conduct of the business, safeguard of its assets, prevention and detection of fraud and errors, accuracy and completeness of the accounting record, timely preparation of financial statements and proper disclosure.

During the financial year, such controls were tested and no reportable material weakness in the design or operation was observed.

The internal and operational audit is conducted on regular basis. The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry.

**VIGIL MECHANISM:**

The Company has put in place a “Whistle Blower Policy” in compliance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and erstwhile clause 49 of the Listing Agreement entered with the Stock Exchanges, the Companies Act, 2013, other applicable laws and in accordance with the principles of good corporate governance.

**LOANS, GUARANTEES OR INVESTMENTS IN SECURITIES:**

Pursuant to Section 186(11) of the Companies Act, 2013, guarantees given by Company in the ordinary course of its business are exempted from disclosure requirements under section 134(3) (g) of the Companies Act, 2013.

**AUDITORS:****A) Statutory Auditors:**

M/s Shirish Desai & Co., Chartered Accountants, having Firm’s Registration No: 112226W, appointed as the Statutory Auditors by the members at the 27<sup>th</sup> Annual General Meeting of the Company to hold office till the conclusion of the 28<sup>th</sup> Annual General Meeting. They have expressed their willingness to get reappointed as the statutory auditor of the company and has furnished a certificate of their eligibility and consent under section 141 of the Companies Act, 2013, In terms of the listing agreement, the auditors through their letter have confirmed that they hold a valid certificate issued by the peer review board of the ICAI, the necessary resolution for ratification of the appointment Statutory Auditors is placed before you for transaction. The resolution to appoint the statutory auditors upto subsequent General Meeting is placed for your necessary approval.

The auditor’s report for the year ended 31<sup>st</sup> March, 2017 are free from any qualifications, reservation or adverse remarks and hence do not call for any additional explanations or comments by the board.

**B) Secretarial Auditors and Secretarial Audit Report:**

Pursuant to the provisions of Section 204 of the Companies Act 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, your Company had appointed Mohd Daraz Khan, Proprietor MD Khan & Associates, Practicing Company Secretaries Vadodara to carry out secretarial audit for the financial year 2016-2017. The Company has provided all assistance and facilities to the Secretarial Auditor for conducting their Audit. The secretarial audit report for the financial year 2016-2017 is annexed to this report as Annexure 2.

There is Audit Qualifications in the Statutory Auditors Report and Secretarial Auditor Report as annexed elsewhere in this Annual report.

The Company has a business financial Controller, who is discharging a function of Chief Financial Officer. However, the Company has appointed the Chief Financial officer with effect from 10<sup>th</sup> May 2016. The Company has endeavored to appoint Company Secretary to guide to corporate affairs.

Ordinarily the Company has complied with the Listing requirements / Regulation from time to time. The Statutory filings under The Companies Act, 2013 were affected with additional fees and now the filings are updated.

The Company has not appointed Company Secretary as the Company is in process to appoint Company Secretary.

## **MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION OF THE COMPANY:**

There are no material changes and commitments affecting the financial position of the Company which has occurred between the end of the financial year of the Company i.e. 31<sup>st</sup> March 2017 and the date of the Director's Report.

## **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:**

During the year under review, there are no significant and material orders passed by the Regulators, Courts or Tribunals that would impact the going concern status of the Company and its future operations.

There are no material changes and commitments affecting the financial position of the Company which has occurred between the end of the financial year of the Company i.e. 31<sup>st</sup> March 2017 and the date of the Director's Report.

a "Whistle Blower Policy" in compliance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and erstwhile clause 49 of the Listing Agreement entered with the Stock Exchanges, the Companies Act, 2013, other applicable laws and in accordance with the principles of good corporate governance.

## **REMUNERATION POLICY**

The company has adopted a remuneration policy of directors and senior management personnel, detailing inter alia the procedure for director appointment and remuneration including the criteria for determining qualification.

The policy ensures that (a) the level and composition of remuneration is reasonable and sufficient to attract, retain, and motivate the directors of the quality require to run the company successfully; (b) relationship of remuneration to the performance is clear and meets appropriate performance benchmarks; and (c) remuneration to directors and key managerial personnel and senior management involves a balance fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goal. The policy has been approved by the nomination and remuneration committee and the board. The remuneration policy document as approved by the board is uploaded on the company's website [www.utlindustries.com](http://www.utlindustries.com)

## **PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES**

Rule 5(1) (i) and (ii) the ratio and percentage increase of remuneration of the directors and employees: **The Detailed particulars of employee is available on the website of the company.**

- a. Rule 5(1)(iii) and (v) comparison of the remuneration of the employees with company performance .

Remuneration of the employees	% increase
Rs. 16,76,291	1646%

Company performance	% increase
The company has added new business activity i.e. started construction activities	4411%

b. Rule 5(1)(vi)& (ix) comparison of KMP remuneration with company performance

Particulars	Rs.
Mr. Parimal R. Shah	2,76,000
Mr. Umesh R, Gandhi	56,000
Bhavik V Patel	4,18,000

Company Performance	Rs. in Lacs.
Revenue-Sales and Other Incomes	613.71
Profit before tax	78.22

c. the Number of permanent employees on rolls of the company are 08 (Eight).

d. variations in the market capitalization of the company, price earning ratio of the company as at the closing date 31<sup>st</sup> March 2017 and previous financial year and percentage increase/decrease in the market quotations of the shares of the company as compared to the rate at which the company came out with last public offer;

Particulars	Previous year	Current year	Increase/(decrease)
No of shares	32,55,000 of Rs.1/- each	3,29,55,000 of Rs.1/- Each	2,97,00,000
Share price in Rs.			
6.09			
-----			
Exchange name			
BSE			
NSE			
EPS (IN RS)	(0.24)	0.33	100%
P/E RATIO (BASED ON AUDITED RESULT)	----	---	---
COMPANY' MARKET CAP	1.57 (in Cr.)	17.53 (in Cr.)	100%

## REPORT ON ENERGY CONSERVATION, FOREGN EXCHANGE EARNING AND OUTGO RESEARCH AND DEVELOPMENT

Information relating to energy conservation, foreign exchange earned and spent and research and development activities undertaken by the company in accordance with the provision of section 134 of the companies act, 2013 read with companies (accounts) Rules, 2014 are given herein below.

### CONSERVATION OF ENERGY

Your company is conscious to conserve the energy and for the purpose adequate measures are taken.

### TECHNOLOGY ABSORPTIONS

Your company continues to use adequate technological application in the operation of the company.



**FOREIGN EXCHANGE EARNING AND OUTGO:**

There is no foreign exchange earnings and outgo during the financial year under review.

**PUBLIC DEPOSITS:**

The company has not accepted any deposit from the public within the meaning of section 73 to 76 of the companies" act, 2013 read with COMPANIES (Acceptance of Deposits) Rules 2014 for the year ended 31<sup>st</sup> March, 2017.

**EXTRACT OF ANNUAL RETURN:**

Pursuant to sub-section 3(a) of section 134 and sub section (3) of Section 92 of the Companies Act, 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the extract of the Annual Return in form MGT-9 as at 31<sup>st</sup> March, 2017 forms part of this report as Annexure-A.

**DIRECTORS RESPONSIBILITY STATEMENT:**

In accordance with the provisions of SEC 134(3) ( c) read with Section 134(5) of the Companies Act, 2013 with respect to Director's Responsibility Statement it is hereby stated :

- i) That in the preparation of the annual accounts for the financial year ended 31st March 2017, the applicable accounting standards have been followed and that there were no material departures;
- ii) That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of the affairs of the company at the end of the financial year and of the profit of the company for the year under review.
- iii) That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the company and for preventing and detecting a fraud and other irregularity,
- iv) That the Directors have prepared the annual accounts for the year ended 31st March 2017 on a "going concern basis";
- v) That the Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively,
- vi) That the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that systems were adequate and operating effectively.

**EVALUATION OF BOARD'S PERFORMANCE:**

The board has carried out an evaluation of its own performance and that of its directors individually and its committees. The manner in which the evaluation has been carried out is explained in the corporate governance report.

The company has also devised a policy on board diversity detailing the functional, strategic and structural diversity of the board.

**ACKNOWLEDGEMENT:**

Your Directors wish to thank all the stakeholders who have contributed to the success of your Company. Your Directors wish to place on record their appreciation, for the contribution made by the employees at all levels. Your Directors also wish to thank its customers, dealers, agents, suppliers, investors and bankers for their continued support and faith reposed in the Company.

**By order of the Board of Directors,**

**PARIMAL R SHAH**  
Chairman & Managing Director  
DIN NO: 00569489

Place: Vadodara

Date: 25<sup>th</sup> May, 2017

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **INDUSTRY STRUCTURE AND DEVELOPMENT:**

M/S. UTL INDUSTRIES LIMITED is engaged in the business of construction activities and supply and engagement of labours in the construction and development of projects. The company is focusing to increase the revenue by adopting better business development policies and managing the business in efficient manner.

### **EMERGING TREND AND FUTURE OUTLOOK:**

Your Company is exploring various possibilities of diversifying into new areas of business such as entered into construction activities. The business activities are largely influenced by several external factors including the international Commodities and financial markets. During the year the demand and the market of Ferrous and Non ferrous Metal products were subdued due to financial crisis and lower margins in the manufacturing sector which adversely affected new projects and expansion plans of companies. Your Company will aggressively make efforts to further improve its performance in construction activities and improve its financials.

### **FORWARD LOOKING STATEMENTS:**

The report contains forward-looking statements identified by words like “plans”, “expects”, “will”, “believes”, “Projects”, “estimates” and so on. All statements that address expectation or projection about the future, but not limited to the Company’s strategy for growth, Market position, expenditure and financial results are forward looking statements. Since these are based on certain assumptions and expectation of future events, the company cannot give guarantee that these are accurate or will be realised.

### **BUSINESS STRATEGY:**

The boards of Directors of your Company are exploring the opportunity to raise and generate the financial resources as to crystallize the plans to expand business activities in India and abroad. Merchant exports offers relatively better margins in trade as compared to the domestic sector currently.

### **RISKS AND CONCERNS:**

Your company is in the business of construction activities and engagement of labour for its projects. The Company is exposed to the fluctuations of economy and industry cycles / downturns. Even though the promoters are very much dedicated and concerned about the development of the company the operations of the company are largely influenced by the foresaid external factors beyond control of the management. To that extent the investors are exposed to the risks and the concerns for the return and investments.

### **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:**

Your company has adequate internal procedure commensurate with the company’s size and nature of the business. The objects of these procedures are to ensure efficient use and protection of the company’s resource, accuracy in Financial Reporting and due compliances of statute and company procedure. The existing system provides for structured work instruction, clearly laid down procedures of authorization and approvals for purchase and sale of goods, providing accurate services, reserve responsibility of custodial control with identified personnel, and used of computerized system to ensure control at source.

## **HUMAN RESOURCE MANAGEMENT:**

The company because of its low activity level has few employees but still Your Company firmly believes that its greatest strength lies in the quality of its manpower. The company's "People philosophy" has given it a competitive edge. There is a conscious effort on the part of the management to develop the knowledge, skills and attitudes of its people through variety of training interventions specifically aimed at as individual's need with a specific thrust on enhancing functional / domain knowledge across disciplines. The employees and management relations remained cordial through 2016-17.

## **OUTLOOK:**

As per the latest GDP growth estimates, Indian economy grew sharply in compared to last year, mostly driven by improved economic fundamentals and revision of GDP methodology calculation. Even inflation showed signs of moderation, a welcome sign - wholesale price and consumer price inflation declined. Reduced inflation, falling crude oil prices, stable Rupee, improved purchasing power and consumer spending, higher capital inflows supported by the government policy reforms have already put India on an accelerating growth track an improved the business outlook.

Reforms like e-auctions of coalmines and telecom, FDI hike in insurance, speedier regulatory approvals etc. will be critical growth enablers to de-bottleneck stalled projects, improve the investment outlook and the ease of doing business in the country. Reforms currently underway such as GST implementation, Amendment on Land Acquisition Bill, Labour Reforms, etc. are expected to provide the requisite thrust for growth in the medium-term.

## **CAUTIONARY STATEMENTS**

Statement in the Director's Report and The Management Discussion & Analysis describing the company's objectives, projections, claims, disclaims, estimates, achievements are forward looking statements and progressive within the meaning of applicable security laws ,and regulations. Actual results may vary from these expressed or implied depending on the economic conditions, global recessionary trends Governmental policies, cost inflations, crude oil price movements and all other incidental factors affecting the performance of your company. Industry information contained in the Report, have been based on information gathered from various published and unpublished report and their accuracy, reliability and completeness cannot be assured.

**FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN**

**As on financial year ended on 31.03.2017**

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

**I. REGISTRATION & OTHER DETAILS:**

1.	CIN	L27100GJ1989PLC012843
2.	Registration Date	06th October, 1989
3.	Name of the Company	UTL INDUSTRIES LIMITED
4.	Category/Sub-category of the Company	Company Limited by Shares
5.	Address of the Registered office & contact details	607, World Trade Centre, Sayajigunj, Vadodara-390005. GUJARAT
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/S. PURVA SHARGISTRY (INDIA) PVT. LTD. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai -400 011 Tel: 91-22-2301 6761 / 8261 Fax: 91-22-2301 2517 Email busicomp@vsnl.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY** (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Construction of commercial and non commercial buildings	99531229	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES - N.A.**

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
----- NIL -----			

III. VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)  
Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2016]				No. of Shares held at the end of the year[As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	2,83,400	1,00,500	3,83,900	11.79%	2,88,400	1,65,500	4,53,900	1.38%	Nil
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	5,000	65,000	70,000	2.15%	0	0	0	0	0
Total shareholding of Promoter (A)	2,88,400	1,65,500	4,53,900	13.94%	2,88,400	1,65,500	4,53,900	1.38%	Nil
<b>B. Public Shareholding</b>									
1. Institutions	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture	0	0	0	0	0	0	0	0	0

Capital Funds									
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
<b>2. Non-Institutions</b>									
a) Bodies Corp.	0	0	0	0	0	0	0	0	0
i) Indian	15,149	1,26,800	1,41,949	4.36%	16,899	1,26,800	1,43,699	0.44%	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	2,32,800	23,69,260	26,02,060	79.94%	11,45,139	20,56,000	32,01,139	9.71%	0
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0	2,89,00,000	0	2,89,00,000	87.70%	0
c) Others (specify)	0	0	0	0	0	0	0	0	0
HUF	4,706	0	4,706	0.14%	2,04,907	0	2,04,907	0.62%	0
Non Resident Indians	780	51,600	52,380	1.61%	600	50,600	51,200	0.15%	0

Clearing Members	5	0	5	0	155	0	155	0	0
Sub-total (B)(2):-	2,53,440	25,47,660	28,01,100	86.06%	0	0	0	0	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	2,53,440	25,47,660	28,01,100	86.06%	0	0	0	0	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	5,41,840	27,13,160	32,55,000	100%	3,05,56,100	23,98,900	3,29,55,000	100%	Nil

B) Shareholding of Promoter-

Sr. N	Shareholder's 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	Parimal Ramesh Shah	273300	8.40	Nil	408800	1.24	Nil	33.14
2	Rakesh Rameshchandra Shah	10100	0.31	Nil	10100	0.03	Nil	Nil
3	Nishaben Rakeshbhai Shah	5000	0.15	Nil	5000	0.02	Nil	Nil
4	Parimal R Shah	10	0.00	Nil	0	0	Nil	Nil
5	Rita P Shah	10000	0.31	Nil	0	0	Nil	Nil



6	K J Desai	58300	1.79	Nil	0	0	Nil	Nil
7	Krashnakant J Desai	5000	0.15	Nil	0	0	Nil	Nil
8	Krashnakant Desai	5000	0.15	Nil	0	0	Nil	Nil
9	Parimal Shah	10	0.00	Nil	0	0	Nil	Nil
10	Ashok Chunilal Shah	5000	0.15	Nil	0	0	Nil	Nil
11	Hema Krishnakant Desai	5000	0.15	Nil	0	0	Nil	Nil
12	Jayantilal Bhikhabhai Shah	5000	0.15	Nil	0	0	Nil	Nil
13	Marutkumar Kanaiyalal Shah	5000	0.15	Nil	0	0	Nil	Nil
14	Naina Marutkumar Shah	5000	0.15	Nil	0	0	Nil	Nil
15	Nita Pratik Shah	5000	0.15	Nil	5000	0.02	Nil	Nil
16	Pratik Ambalal Shah	10000	0.31	Nil	10000	0.03	Nil	Nil
17	Sanjay Jayantilal Shah	5000	0.15	Nil	0	0	Nil	Nil
18	Parimal Shah	300	0.01	Nil	0	0	Nil	Nil
19	Parimal R Shah	2000	0.06	Nil	0	0	Nil	Nil
20	Sarmistaben Ambalal Shah	10000	0.31	Nil	10000	0.03	Nil	Nil
21	Shailesh Nanubhai Naik	5000	0.15	Nil	0	0	Nil	Nil
22	Vijay Jayantilal Shah	5000	0.15	Nil	5000	0.02	Nil	Nil
23	Vimal Rameshbhai Shah	19880	0.61	Nil	0	0	Nil	Nil
	Total	453900	13.94	Nil	453900	1.38	Nil	Nil

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

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	2,75,620	8.47%	4,08,800	1.24%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	1,33,180 Eq. Shares internally transfer between promoters on 30/03/2017			
	At the end of the year	2,75,620	8.47%	4,08,800	1.24%

**D) Shareholding Pattern of top ten Shareholders:**

**(Other than Directors, Promoters and Holders of GDRs and ADRs):**

SN	For Each of the Top 10 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
	At the beginning of the year	4,86,300	14.95%	1,30,00,000	39%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	N.A.	N.A.	N.A.	N.A.
	At the end of the year	4,86,300	14.95%	1,30,00,000	39%

**E) Shareholding of Directors and Key Managerial Personnel:**

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year	Cumulative Shareholding during the year

	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	2,75,620	8.47%	4,08,800	1.24%
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	Nil	Nil	Nil	Nil
At the end of the year	2,75,620	8.47%	4,08,800	1.24%

V) **INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	Nil	52,757	Nil	52,757
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	52,757	Nil	52,757
<b>Change in Indebtedness during the financial year</b>				
* Addition	Nil	2,77,002	Nil	2,77,002
* Reduction	Nil	Nil	Nil	Nil
Net Change	Nil	2,77,002	Nil	2,77,002
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	Nil	3,29,759	Nil	3,29,759
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	3,29,759	Nil	3,29,759

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		Parimal R. Shah	Umesh Gandhi	Bhavik V Patel	---	
1	Gross salary	2,76,000	56,000	4,18,000	Nil	7,50,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil	Nil
4	Commission - as % of profit - others, specify...	Nil	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (A)	2,76,000	56,000	4,18,000	Nil	7,50,000
	Ceiling as per the Act	Nil	Nil	Nil	Nil	Nil

## VII. 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	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

<b>B. DIRECTORS</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

**ANNEXURE TO THE DIRECTORS' REPORT**

**Form No. MR-3  
SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2017**

[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,  
UTL INDUSTRIES LIMITED  
(CIN NO: L27100GJ1989PLC012843)  
607, World Trade Centre,  
Sayajigunj,  
Vadodara-390005

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by UTL INDUSTRIES LIMITED (CIN- L27100GJ1989PLC012843) (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my/our verification of the UTL INDUSTRIES LIMITED 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/We hereby report that in my/our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March 2017 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 UTL INDUSTRIES LIMITED for the financial year ended on 31<sup>st</sup> March 2017 (Financial Year 2016-2017) according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 („SCRA“) and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 („SEBI Act“):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and  
h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India effective from 01<sup>st</sup> JULY 2015.  
ii. The Listing Agreements entered into by the Company with BOMBAY Stock Exchange(s) ( BSE), if applicable;

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

<b>Sr. No.</b>	<b>Particulars of observations</b>	<b>NATURE OF OBSERVATION</b>
01	Appointment of the key Managerial personnel as required by Sec 203 of the Companies Act 2015	It is observed that the company has not appointed Company Secretary during the financial ended 31-03-2017. The Company has appointed Chief Financial Officer during the financial year ended 31 <sup>st</sup> March 2017. However statutory compliances are guided by the corporate law advisor.
02	Filing of required forms with ROC within due time	The Statutory filing under the Companies Act, 2013 were affected with additional fees.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the Composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Companies Act, 2013.

I further report that as per the explanations given to me and the representations made by the Management and relied upon by me there are adequate systems and processes in the Company commensurate with size and operations of the Company to monitor and ensure compliance with applicable Laws, Rules, Regulations and Guidelines.

FOR MD KHAN AND ASSOCIATES  
PRACTISING COMPANY SECRETARIES

PLACE : VADODARA  
DATE : 25<sup>th</sup> May 2017

CS MOHD DARAZ KHAN  
*Proprietor- COP NO-8889*  
*Membership No:ACS- 24077*

## ANNEXURE TO THE SECRETARIAL AUDIT REPORT

**To,**  
The Members,  
UTL INDUSTRIES LIMITED  
(CIN NO: L27100GJ1989PLC012843)  
607, World Trade Centre,  
Sayajigunj,  
Vadodara-390005

My secretarial audit report is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practice and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis including the compliance of the Secretarial Standards I & II to the extent applicable to ensure that correct facts are reflected in secretarial records. We believe that the process and practice, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, we have obtained for reliance & reference the management representations 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 test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

FOR MD KHAN AND ASSOCIATES  
PRACTISING COMPANY SECRETARIES

PLACE : VADODARA  
DATE : 25<sup>th</sup> May 2017

CS MOHD DARAZ KHAN  
*Proprietor- COP NO-8889*  
*Membership No:ACS- 24077*



## **INDEPENDENT AUDITOR'S REPORT**

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To the Members of,  
**UTL INDUSTRIES LIMITED**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of UTL Industries Limited. ('The Company'), which comprises the Balance Sheet as at March 31<sup>st</sup> 2017, the Statement of Profit and Loss and the Cash Flow Statement of the Company for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) rules 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making Judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively, for ensuring the accuracy, and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the company's preparation of the financial statements that give a true and fair view in order to design audit procedures, that are appropriate in the circumstances, but not for the purpose of expressing an

opinion on whether the company has in place an adequate internal financial controls system over financial reporting and 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 the audit evidence that we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the State of affairs of the company as at 31<sup>st</sup> March 2017 and its losses and its cash flows for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the order") issued by the Central Government of India in terms of Sub-section (11) of Section 143 of the Act, we give in the **Annexure-A**, a statement on the matter specified in the Paragraph 3 & 4 of the order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - b) In our opinion proper books of accounts as required by law have been kept by the company so far as it appears from our examination of those books.
  - c) The balance sheet, the statement of profit and loss and the cash flow statement dealt with by this report are in agreement with the books of accounts.
  - d) in our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) rules, 2014;
  - e) on the basis of the written representations received from the directors as on 31<sup>st</sup> March 2017, taken on records by board of directors, none of the directors is disqualified as on 31<sup>st</sup> March 2017, from being appointed as a director in terms of section 164(2) of the Act;
  - f) With respect to the adequacy of internal controls over financial reporting of the Company & the operating effectiveness of such controls, refer to our separate in **Annexure-B** and
  - g) with respect to the other matters to be included in the auditor's report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The company has no pending litigations which would impact its financial position as on the date;
- ii. the company is not required to make any provisions under the applicable law or accounting standards, for material foreseeable losses, on long term contracts including derivative contracts;
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;

**For, Shirish Desai & Co.**  
**Chartered Accountants**  
**Firm Registration No. 112226W**

**Jaydeep A. Samani**  
**(Partner)**  
**Membership No.150207**

**Date 25<sup>th</sup> May, 2017**  
**Place : Vadodara**

**ANNEXURE- A TO THE INDEPENDENT AUDITORS' REPORT**  
**(REFERRED TO IN PARAGRAPH 1 UNDER REPORT ON OTHER LEGAL AND**  
**REGULATORY REQUIREMENTS' SECTION OF OUR REPORT OF EVEN DATE)**

The Annexure referred to in our Independent Auditors Report to the members of the company on the financial statements for the year ended 31 March 2017, we report that:

I. In respect of fixed assets

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

(b) All fixed assets have been physically verified by the management during the year. There is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) According to the information & explanations given to us & on the basis of our examination of records of the Company, the title deeds of all immovable property are held in the Name of Company.

II. In respect of inventory

(a) As explained to us, inventories have been physically verified by the management at reasonable intervals during the year.

(b) In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.

(c) In our opinion and according to the information and explanation given to us, the Company has maintained proper records of its inventory and no material discrepancies were noted on physical verification.

III. The company has granted unsecured loans to one company covered in the register maintained under section 189 of the companies Act 2013.

(a) In respect of the aforesaid loans, the terms and conditions under which such loans were not prejudicial to the company's interest.

- (b) In respect of the aforesaid loans, the principal amounts are repayable on demand and there is no schedule of repayment of principal.
- (c) In respect of the aforesaid loans, an amount of Rs.5,68,120 is overdue for more than ninety days.

- IV. As the company has not made any loans to Directors or not made any loans and investment or given guarantees the provisions of Section 185 and 186 of the Companies Act, 2013 are not applicable to the company in respect of the loans and investments made, and guarantees and security provided by it.
- V. According to information and explanations gives to us, the company has not accepted any deposits from the public within the meaning of Section 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified hence reporting under paragraph 3(v) of the order is not applicable.
- VI. As informed to us, the Company is not required to maintain the cost records pursuant to the Rules made by the Central Government for maintenance of cost records under sub section (1) of section 148 of the Companies Act, 2013.
- VII. (a) According to the information and explanations given to us in respect of statutory and other dues we are informed that the provisions of Employees' Provident Fund Act & Employees' State Insurance Act, 1948 are not applicable to the Company during the year. According to the records of the Company, undisputed statutory dues including Investors' Education and Protection Fund, Income-tax, Sales-tax/ VAT, Wealth Tax, Custom Duty, Service Tax, Excise Duty, Cess, and other material statutory dues have been generally regularly deposited with the appropriate authorities.  
  
(b) According to the information and explanations given to us, there is no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2017 for a period of more than six months from the date they become payable.
- VIII. The company has not any outstanding of loans or borrowings from banks for more than 6 months as on balance sheet date.

- IX. The company did not raise any money by way of initial public offer or further public offer (including debt instruments) & term loans during the year. Accordingly, Paragraph 3(IX) of the order is not applicable.
- X. To the best of our knowledge and according to information & explanations given to us, no material fraud by the company or on the company by its officers or employees has been noticed or reported during the year.
- XI. In our opinion and according to the information & explanations given to us & based on our examination of the records of the company, the company has provided/paid for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Act.
- XII. In our opinion & according to the information & explanations given to us, the company is not a Nidhi company. Accordingly, paragraph 3(Xii) of the order is not applicable.
- XIII. In our opinion and according to information & explanations given to us & based on our examination of the records of the company, transactions with related parties are in compliance with section 177 & 188 of the Companies act, 2013 where applicable & details of such related party transaction have been disclosed in the financial statements as required by the applicable accounting standards.
- XIV. During the year the company has issued equity shares on preferential basis of Rs. 29700000 (29700000 equity shares of Rs.1 each) as fully paid up and complied the provisions of section 42 of the Companies Act 2013 and The Companies (Prospectus and Allotment of Securities) Rules, 2014.

In our opinion and according to the information and explanations given to us & based on our examination of the records of the company, the company has used the amounts raised through preferential allotment for the purpose for which it has been raised.

- XV. In our opinion and according to the information and explanations given to us & based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, the paragraph 3(xv) of the order is not applicable.

XVI. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934

**For, Shirish Desai & Co.**  
**Chartered Accountants**  
**Firm Registration No. 112226W**

**Jaydeep A. Samani**  
**(Partner)**  
**Membership No.150207**

**Date: 25<sup>th</sup> May, 2017**  
**Place: Vadodara**

## **ANNEXURE- B TO THE INDEPENDENT AUDITORS' REPORT**

### **Report on the Internal Financial Controls under clause (i) of sub-section 3 of Section 143 of Companies Act, 2013 ('the Act')**

We have audited the internal financial controls over financial reporting of UTL Industries Limited ('the Company') as of 31<sup>st</sup> March, 2017 in conjunction with our audited financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

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

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on audit. We conducted our audit in accordance with the guidance note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') & the Standard on auditing, issued by ICAI & deemed to be prescribed under section 143(10) of the companies Act, 2013 to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls & both issued by Institute of Chartered Accountants of India. Those Standards & the Guidance Note require that we comply with ethical requirements & plan & perform the audit to obtain reasonable assurance



about whether adequate internal financial controls over financial reporting were established & maintained & if such controls operated effectively in all material respects.

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

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

### **Meaning of Internal Financial Controls over Financial Reporting**

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

## **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

### **Opinion**

In our opinion, the company has, in all material respects, an adequate internal financial controls system over financial reporting & such internal financial controls over financial reporting were operating effectively as 31<sup>st</sup> March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For, Shirish Desai & Co.  
Chartered Accountants  
Firm Registration No. 112226W**

**Jaydeep A. Samani  
(Partner)  
Membership No.150207**

**Date: 25<sup>th</sup> May, 2017  
Place: Vadodara**

**UTL INDUSTRIES LIMITED**  
(FORMERLY KNOWN AS UNI TUBES LTD.)  
**BALANCE SHEET AS AT 31ST MARCH, 2017**  
(AMOUNT IN ₹)

S. No.	PARTICULARS	NOTES	AS AT 31ST MARCH, 2017	AS AT 31ST MARCH, 2016
I	<b>EQUITY AND LIABILITIES</b>			
1	<b>SHAREHOLDERS' FUNDS</b>			
	Share Capital	<u>1</u>	3,29,55,000	32,55,000
	Reserves & Surplus	<u>2</u>	-85,80,171	-1,48,55,181
			<b>2,43,74,829</b>	<b>-1,16,00,181</b>
2	<b>NON-CURRENT LIABILITIES</b>			
	Long Term Borrowings	<u>3</u>	3,29,759	2,13,10,470
	Long Term Provisions		-	-
			<b>3,29,759</b>	<b>2,13,10,470</b>
3	<b>CURRENT LIABILITIES</b>			
	Short Term Borrowings		-	-
	Trade Payables	<u>4</u>	1,31,79,431	5,65,092
	Other Current Liabilities	<u>5</u>	4,78,867	-
	Short-Term Provisions	<u>6</u>	3,31,604	20,000
			<b>1,39,89,902</b>	<b>5,85,092</b>
	<b>TOTAL</b>		<b>3,86,94,490</b>	<b>1,02,95,381</b>
II	<b>ASSETS</b>			
1	<b>NON-CURRENT ASSETS</b>			
	Fixed Assets			
	- Tangible Assets	<u>7</u>	652	20,888
	- Intangible Assets		-	-
	- Capital Work-In-Progress		-	-
	Long Term Loans and Advances	<u>8</u>	-	19,40,462
	Other Non Current Assets	<u>9</u>	-	56,69,888
			<b>652</b>	<b>76,31,238</b>
2	<b>CURRENT ASSETS</b>			
	Inventories	<u>10</u>	1,76,40,385	-
	Trade Receivables	<u>11</u>	1,13,00,800	-
	Cash and Cash Equivalents	<u>12</u>	17,78,519	2,39,501
	Short- Term Loans and Advances	<u>13</u>	78,54,609	24,01,822
	Other Current Assets	<u>14</u>	1,19,525	22,820
			<b>3,86,93,838</b>	<b>26,64,143</b>
	<b>TOTAL</b>		<b>3,86,94,490</b>	<b>1,02,95,381</b>
	SIGNIFICANT ACCOUNTING POLICIES & NOTES TO FINANCIAL STATEMENTS	<u>1 to 25</u>		

**As Per Our Report of Even Date**

**For Shirish Desai & Co.**  
**Chartered Accountants**  
**(Firm Registration No: 112226W)**

**For and On Behalf Of the Board of Directors**

**Jaydeep A. Samani**  
**(Partner)**  
**Membership No: 150207**

**Parimal Shah**  
**(Managing Director)**  
**DIN: 00569489**

**Bhavik Patel**  
**(Director)**  
**DIN: 07521766**

**Place : VADODARA**  
**Date : 25th May, 2017**

**UTL INDUSTRIES LIMITED**  
(FORMERLY KNOWN AS UNI TUBES LTD.)

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2017**

(AMOUNT IN ₹)

PARTICULARS	NOTES	YEAR ENDED 31ST MARCH, 2017	YEAR ENDED 31ST MARCH, 2016
REVENUE FROM OPERATION	15	5,90,92,711	13,09,968
OTHER INCOME	16	22,78,340	91,474
<b>TOTAL REVENUE</b>		<b>6,13,71,051</b>	<b>14,01,442</b>
EXPENDITURE			
Cost of Material Consumed	17	6,74,14,249	-
Purchase of stock in trade	18	-	10,37,032
Increase/Decrease in Stock	19	-1,76,40,385	-
Employee Benefits Expenses	20	24,26,291	5,34,000
Finance Costs		-	-
Depreciation & Amortization Costs	7	20,236	20,237
Other Expenses	21	13,28,650	5,99,103
<b>TOTAL EXPENSES</b>		<b>5,35,49,041</b>	<b>21,90,372</b>
<b>Profit/(Loss) Before Tax &amp; Exceptional items</b>		<b>78,22,010</b>	<b>-7,88,930</b>
<b>Exceptional Items</b>			
<b>Profit/(Loss) Before Tax</b>		<b>78,22,010</b>	<b>-7,88,930</b>
<b>Tax Expense:</b>			
Current Tax		15,47,000	-
Deferred Tax		-	-
<b>Profit / (Loss) for the year</b>		<b>62,75,010</b>	<b>-7,88,930</b>
<b>Earning per equity share(Face value ₹1/- each)</b>			
<b>Basic &amp; Diluted</b>	22	0.33	-0.24
SIGNIFICANT ACCOUNTING POLICIES & NOTES ON FINANCIAL STATEMENTS	1 to 25		

**As Per Our Report of Even Date**

**For Shirish Desai & Co.**

**Chartered Accountants**

**(Firm Registration No: 112226W)**

**Jaydeep A. Samani**

**(Partner)**

**Membership No: 150207**

**For and On Behalf Of the Board of Directors**

**Parimal Shah**

**(Managing Director)**

**DIN: 00569489**

**Bhavik Patel**

**(Director)**

**DIN: 07521766**

**Place : VADODARA**

**Date : 25th May, 2017**

**UTL INDUSTRIES LIMITED**  
(FORMERLY KNOWN AS UNI TUBES LTD.)  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2017**

(AMOUNT IN ₹)

S. No.	PARTICULARS	AS AT 31-March-2017	AS AT 31-March-2016
1	<b>Cash flows from operating activities</b>		
	<b>Profit before taxation and extraordinary items</b>	<b>78,22,010</b>	<b>-7,88,930</b>
	Adjustments for:		
	Depreciation and amortization expense	20,236	20,237
	Impairment Loss	-	-
	Foreign exchange loss/(gain)	-	-
	Interest received	-	-
	Interest expenses	-	-
	<b>Operating profit before working capital changes</b>	<b>78,42,246</b>	<b>-7,68,693</b>
	(Increase)/ decrease in Inventory	-1,76,40,385	-
	(Increase)/ decrease in trade and other receivables	-1,13,00,800	-
	(Increase)/ decrease in short term loans & Advances	-54,52,787	2,69,992
	Increase/ (decrease) in other Current Assets	-96,705	-
	Increase/ (decrease) in Trade Payables	1,26,14,339	-10,65,123
	Increase/ (decrease) in Other Current Liabilities	4,78,867	-89,154
	Increase/ (decrease) in Short Term Borrowings	-	1,48,575
	Increase/ (decrease) in Short Term Provisions	3,11,604	-
	<b>Cash generated from operations</b>	<b>-1,32,43,621</b>	<b>-15,04,403</b>
	Income taxes paid	15,47,000	-
	<b>Net cash from operating activities</b>	<b>-1,47,90,621</b>	<b>-15,04,403</b>
2	<b>Cash flows from investing activities</b>		
	Purchase of property, plant and equipment	-	-
	Addition in Exploration and Evaluation Assets	-	-
	Proceeds from sale of property, plant and equipment	-	-
	Interest received	-	-
	<b>Net cash from investing activities</b>	<b>-</b>	<b>-</b>
3	<b>Cash flows from financing activities</b>		
	Increase/ (decrease) in Long Term Loans & Advances	56,69,888	-
	Increase/ (decrease) in Other Non Current Assets	19,40,462	70,500
	Proceeds from issue of Share Capital	2,97,00,000	-
	Increase/ (decrease) in Long Term Borrowings	-2,09,80,711	-
	Interest paid	-	-
	Foreign exchange (loss)/gain	-	-
	<b>Net cash from financing activities</b>	<b>1,63,29,639</b>	<b>70,500</b>
	<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>15,39,018</b>	<b>-14,33,903</b>
	Cash and cash equivalents at beginning of reporting period	2,39,501	16,73,404
	<b>Cash and cash equivalents at end of reporting period</b>	<b>17,78,519</b>	<b>2,39,501</b>

**Notes:**

- The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Accounting Standard-3 issued by ICAI.
- Amounts in bracket indicate a cash outflow or reduction.
- Cash & Cash equivalent at end of year includes ₹ 4,580,000/- (Previous year ~ NIL) bank fixed deposit.

**As Per Our Report of Even Date**

**For Shirish Desai & Co.**  
**Chartered Accountants**  
**(Firm Registration No: 112226W)**

**For and On Behalf Of the Board of Directors**

**Jaydeep A. Samani**  
**(Partner)**  
**Membership No: 150207**

**Parimal Shah**  
**(Managing Director)**  
**DIN: 00569489**

**Bhavik Patel**  
**(Director)**  
**DIN: 07521766**

**Place : VADODARA**  
**Date : 25th May, 2017**

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**SIGNIFICANT ACCOUNTING POLICIES:**

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**a) BASIS OF PREPARATION:**

The financial statements of UTL Industries Limited (the Company) are prepared under historical cost convention and on accrual basis in accordance with Generally Accepted Accounting Principles in India (“GAAP”). GAAP comprises mandatory accounting standards as prescribed under section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules 2014, provisions of the Act (to the extent notified), applicable guidance notes issued by The Institute of Chartered Accountants of India and guidelines issued by the Securities and Exchange Board of India. The accounting policies, in all material respects, have been consistently applied by the Company and are consistent with those used in the previous year.

**b) USE OF ESTIMATES:**

The preparation of financial statements requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Though management believes that the estimates used are prudent and reasonable, actual results could differ from these estimates. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

**c) FIXED ASSETS, DEPRECIATION AND AMORTISATION:**

- i. Tangible assets are stated at cost, less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing and other financing costs including foreign exchange variation relating to acquisition of fixed assets, which take a substantial period of time to get ready for its intended use, are also included to the extent they relate to the period till such assets are ready to be put to use.
- ii. Intangible assets are recognized only if it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. The intangible assets are recorded at cost and are carried at cost less accumulated amortization. Cost of intangible assets includes Borrowing and other financing costs including foreign exchange variation that are attributable to development of such intangible assets.
- iii. Depreciation on fixed assets is provided in accordance with the rates as specified in Schedule II to The Companies Act, 2013, on straight-line method, to at least 95% of the cost of the assets except in respect of assets of value less than `5000 each, which are depreciated fully in the year of acquisition. Depreciation is charged pro-rata on monthly basis on all other assets from/up to the month of capitalization/sale, disposal and/or dismantle. Depreciation relating to assets attributable directly to qualifying asset including prospecting, exploration and development of oil and gas are capitalized as a part of Intangible Assets under Development or Producing Properties, as the case may be.

**d) VALUATION OF INVENTORIES:**

Construction/development material is valued at cost value.

Work in progress is valued at cost plus actual overhead incurred.

**e) PRELIMINARY EXPENSES:**

Preliminary expenses in the nature of expenses for incorporation of the Company, public issue expenses and like expenses; are amortized over a period of five years.

**f) IMPAIRMENT OF TANGIBLE AND INTANGIBLE ASSETS:**

At each Balance Sheet date, the Company reviews the carrying amount of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss and provide for impairment. Where the impairment loss subsequently reverses, the carrying amount of the asset (cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior accounting periods.

**g) INVESTMENTS:**

Current investments are carried at the lower of cost and quoted / fair value. Long- term investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary in the opinion of the management.

**h) RECOGNITION OF INCOME AND EXPENDITURE:**

- i. The Company follows the percentage completion method, based on stage of completion at the Balance Sheet date, taking into account the contractual price and revision thereto by estimating total revenue including claims/variations as per Accounting Standard 7 and Total Cost till completion of the contract and the profit so determined proportionate to the percentage of the actual work done.

Revenue is recognized as follows:

- a) In case of item rate contracts on the basis of physical measurement of work actually completed, at the Balance Sheet date.
- b) In case of Lump sum contracts revenue is recognized on completion of milestones as specified in the contract or as identified by the management. Foreseeable losses are accounted for as and when they are determined except to the extent they are expected to be recovered through claims presented to the customers or in arbitration.
- c) Revenues/Incomes and Costs/Expenditure are generally accounted on accrual, as they are earned or incurred.
- d) Sale of goods is recognized on transfer of property in goods or on transfer of significant risks and reward of ownership to the buyer, which is generally on dispatch of goods.

**i) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS:**

- i. A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made based on technical evaluation and past experience. Provisions are not discounted to its present value and are determined based on management estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjust to reflect the current management estimate.

Contingent liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

**j) BORROWING COSTS :**

Borrowing costs include interest and commitment charges on borrowings, amortisation of costs incurred in connection with the arrangement of borrowings, exchange differences to the extent they are considered a substitute to the interest cost and finance charges under leases.

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

**k) ACCOUNTING FOR EMPLOYEE BENEFITS:**

Gratuity and Earned Privilege Leaves are the retirement benefits available to the employees and the same have been determined on accrual basis. There are no eligible employee entitled for such benefits and therefore no provision has been made in respect of such benefits.

**UTL INDUSTRIES LIMITED**  
(FORMERLY KNOWN AS UNI TUBES LTD.)

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017**

**NOTE 1: SHARE CAPITAL**

(AMOUNT IN ₹)

PARTICULARS	As At 31-Mar-17'	As At 31-Mar-16'
<b>Authorized:</b> 35,000,000 (Previous year 35,000,000) Equity Shares of ₹1 Each	3,50,00,000	3,50,00,000
<b>Issued, subscribed and fully paid up:</b> 32,955,000 ( Previous year 3,255,000) Equity Shares of ₹1 Each	3,29,55,000	32,55,000
Total	<b>3,29,55,000</b>	<b>32,55,000</b>

**Other Information:**

a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

<u>Particulars</u>	As At 31-Mar-17'	As At 31-Mar-16'
	In Nos	In Nos
Equity shares at the beginning of the year	32,55,000	32,55,000
Add: Issued during the year	2,97,00,000	-
Equity shares at the end of the year	<u>3,29,55,000</u>	<u>32,55,000</u>
	Amount Rs.	Amount Rs.
Equity shares at the beginning of the year	32,55,000	32,55,000
Add: Issued during the year	2,97,00,000	-
Equity shares at the end of the year	<u>3,29,55,000</u>	<u>32,55,000</u>

b) Terms/Rights attached to the Equity Shares

The Company has only one class of equity shares having a par value of ₹ 1/- per share, each holder of equity shares is entitled to one vote per share.

c) Details of Shareholders holding more than 5% shares in the Company

Equity shares of ₹1 each fully paid up:

Name	As At		As At	
	31-Mar-17'		31-Mar-16'	
	Number	Percentage	Number	Percentage
Mr. Parimal R. Shah	4,08,800	1.24	2,75,620	8.47

There are no equity shareholders holding more than 5% of equity shares in the company during the year.

e) For the period of five years immediately preceding the date of the Balance Sheet:

Particulars	Current Year	Previous Year
Aggregate number & class of shares allotted as fully paid up pursuant to contract(s) without consideration being received in cash.	-	-
Aggregate number & class of shares allotted by way of bonus shares	-	-
Aggregate number & class of share bought back	-	-

**NOTE 2: RESERVE & SURPLUS**

(AMOUNT IN ₹)

PARTICULARS	As At 31-Mar-17'	As At 31-Mar-16'
<b>Subsidy</b>		
Balance as per last financial statements	12,58,469	12,58,469
Addition during the year	-	-
Deletion during the year	-	-
At the close of the year	<u>12,58,469</u>	<u>12,58,469</u>
<b>Profit &amp; Loss Account:</b>		
Balance as per last financial statements	-1,61,13,650	-1,53,24,720
Profit/(Loss) for the year	62,75,010	-7,88,930
Assets having no useful life as per Companies Act, 2013	-	-
Net Surplus/(Deficit) in the Profit & Loss Account	<u>-98,38,640</u>	<u>-1,61,13,650</u>
	<u>-85,80,171</u>	<u>-1,48,55,181</u>



**NOTE 3: LONG-TERM PROVISIONS****(AMOUNT IN ₹)**

PARTICULARS	Non Current Portion		Current Maturities	
	As At 31-Mar-17	As At 31-Mar-16	As At 31-Mar-17	As At 31-Mar-16
<b>Secured:</b>				
National Small Industries Corporation	-	1,46,57,713		
<b>Unsecured:</b>				
From Related Parties	3,29,759	52,757		
From Others	-	3,00,000		
From Companies	-	63,00,000		
	<b>3,29,759</b>	<b>2,13,10,470</b>	-	-

a. The Company has availed facilities under Raw Material Assistance Scheme from National Small Industries Corporation (N.S.I.C.) during the year 1996. The Company has defaulted in making payment to N.S.I.C. since 1997-1998 total amounting to Rs. 17507713/-.

NSIC has filed suit against the Co. in City Civil Court Ahmedabad in the year 1997 for recovery of its dues and has agreed to accept Rs. 110 Lakhs under One Time Settlement Scheme. The same has been settled during the year. The payment of Rs. 2850000 has been paid in the year 2015-16 and remaining payment of Rs. 8150000/- has been paid during the year 2016-17 and the balance amount of Rs.6507713 has been credited in profit & loss account.

**NOTE 4: TRADE PAYABLES****(AMOUNT IN ₹)**

PARTICULARS	As At 31-Mar-17	As At 31-Mar-16
Trade payables for material, supplies & services	1,31,79,431	5,65,092
	<b>1,31,79,431</b>	<b>5,65,092</b>

a) Trade payables include Nil (Previous Year Nil) due to Micro, Small and Medium Enterprises to the extent such parties have been identified by the management from available information.

b) The Company has not received any intimation from the 'suppliers' regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures if any relating to amounts unpaid as at March 31, 2017 (Previous year as at March 31,2016) together with interest paid / payable as required under the said Act, have not been given.

**NOTE 5: OTHER CURRENT LIABILITIES****(AMOUNT IN ₹)**

PARTICULARS	As At 31-Mar-17	As At 31-Mar-16
Statutory liabilities	4,78,867	-
	<b>4,78,867</b>	-

a) Statutory liabilities includes TDS payable for the month of March 2017 accrued but is not due for payment as on March 31, 2017.

**NOTE 6: SHORT-TERM PROVISIONS****(AMOUNT IN ₹)**

PARTICULARS	As At 31-Mar-17	As At 31-Mar-16
Provision for Audit Fees	54,000	20,000
Provision for Professional Fees	81,000	Nil
Provision for Salary Expenses	1,80,700	Nil
Provision for Electricity Expenses	15,904	Nil
	<b>3,31,604</b>	<b>20,000</b>

**NOTE 7: FIXED ASSETS (TANGIBLE & INTANGIBLE)****Current Year (2016-17)****(AMOUNT IN ₹)**

PARTICULARS	Gross Block				Depreciation/Amortisation				Net Block	
	As at 1-Apr-16	Additions	Deductions / Adjustments	As at 31-Mar-17	As at 1-Apr-16	FOR THE YEAR	Deductions / Adjustments	As at 31-Mar-17	As at 31-Mar-17	As at 31-Mar-16
<b>Tangible Assets</b>										
Computers	53,000	-	-	53,000	35,951	16,784	-	52,735	265	17,049
Printer	10,900	-	-	10,900	7,061	3,452	-	10,513	387	3,839
<b>Total</b>	<b>63,900</b>	-	-	<b>63,900</b>	<b>43,012</b>	<b>20,236</b>	-	<b>63,248</b>	<b>652</b>	<b>20,888</b>

**Previous Year (2015-16)**

PARTICULARS	Gross Block				Depreciation/Amortisation				Net Block	
	As at 1-Apr-15	Additions	Deductions / Adjustments	As at 31-Mar-16	As at 1-Apr-15	FOR THE YEAR	Deductions / Adjustments	As at 31-Mar-16	As at 31-Mar-16	As at 31-Mar-15
<b>Tangible Assets</b>										
Computers	53,000	-	-	53,000	19,166	16,785	-	35,951	17,049	33,834
Printer	10,900	-	-	10,900	3,609	3,452	-	7,061	3,839	7,291
<b>Total</b>	<b>63,900</b>	-	-	<b>63,900</b>	<b>22,775</b>	<b>20,237</b>	-	<b>43,012</b>	<b>20,888</b>	<b>41,125</b>

\* Note:

7.1 The Company has not having any Intangible Assets.

7.2 The Depreciation has been provided on the fixed assets as per The Companies Act 2013 on Straight Line Basis.

**NOTE 8: LONG TERM LOANS & ADVANCES****(AMOUNT IN ₹)**

<b>PARTICULARS</b>	<b>As At 31-Mar-17</b>	<b>As At 31-Mar-16</b>
<b>Secured, Considered Good</b>		
Security Deposit	-	1,06,842
Other Loans & Advances	-	18,33,620
	-	<b>19,40,462</b>

a. The management believes that security deposit of Rs.106842 and loans & advances of Rs.1833620 are not realizable in the normal course of business. Therefore same has been written off during the year.

**NOTE 9: OTHER NON CURRENT ASSETS****(AMOUNT IN ₹)**

<b>PARTICULARS</b>	<b>As At 31-Mar-17</b>	<b>As At 31-Mar-16</b>
<b>Unsecured, Considered Doubtful</b>		
More than Six months	56,69,888	1,48,71,002
Less: Bad debt written off	-56,69,888	-92,01,114
	-	<b>56,69,888</b>

**NOTE 10: INVENTORIES****(AMOUNT IN ₹)**

<b>PARTICULARS</b>	<b>As At 31-Mar-17</b>	<b>As At 31-Mar-16</b>
Closing Work in Progress	1,76,40,385	-
	<b>1,76,40,385</b>	-

**NOTE 11: TRADE RECEIVABLES****(AMOUNT IN ₹)**

<b>PARTICULARS</b>	<b>As At 31-Mar-17</b>	<b>As At 31-Mar-16</b>
Other Debts Unsecured Considered Good (Less than six months)	1,13,00,800	-
	<b>1,13,00,800</b>	-

**NOTE 12: CASH AND CASH EQUIVALENTS****(AMOUNT IN ₹)**

<b>PARTICULARS</b>	<b>As At 31-Mar-17</b>	<b>As At 31-Mar-16</b>
Cash on hand	4,02,811	2,09,743
Balances with banks		
- in current accounts	-32,04,292	29,758
in FD Sweep accounts	45,80,000	
	<b>17,78,519</b>	<b>2,39,501</b>

a. As on 31.03.2017, actual balance in Bank account was Rs. 131977, but the company has issued cheques amounting to Rs. 3666186 and deposited cheque amounting to Rs. 329917, which were uncleared. Therefore the Balance in current account is reflecting in negative.

**NOTE 13: SHORT TERM LOANS & ADVANCES****(AMOUNT IN ₹)**

PARTICULARS	As At 31-Mar-17	As At 31-Mar-16
To Relatives	5,68,120	5,68,120
To Other	66,20,217	18,33,702
Advance Tax F Y 2016-17	6,66,272	-
	<b>78,54,609</b>	<b>24,01,822</b>

a. Loans & advances to relatives includes advances given to Pro Leasing & Finance Limited in which Director is Director

b. In the opinion of management, the current assets including loans, advances, deposits etc, is fully realizable in the normal course of business.

c. The balances of loan & advances as appearing above are fully confirmed.

**NOTE 14: OTHER CURRENT ASSETS****(AMOUNT IN ₹)**

PARTICULARS	As At 31-Mar-17	As At 31-Mar-16
<b>Security Deposit</b>		
VAT Deposit	22,820	22,820
Interest accrued on MOD	3,705	-
TDS on VAT Receivables	93,000	-
	<b>1,19,525</b>	<b>22,820</b>

**NOTE 15: REVENUE FROM OPERATION****(AMOUNT IN ₹)**

PARTICULARS	Year Ended 31-Mar-17	Year Ended 31-Mar-16
Ferrous and Non- Ferrous Metals	-	11,23,302
Construction Receipt	5,87,00,000	-
Interest Income	3,92,711	1,86,666
	<b>5,90,92,711</b>	<b>13,09,968</b>

a. Interest on short term bank deposits represents interest earned on deposit from Company's own funds.

**NOTE 16: OTHER INCOME****(AMOUNT IN ₹)**

PARTICULARS	Year Ended 31-Mar-17	Year Ended 31-Mar-16
Dr/ Cr. Balance Written Off	22,78,340	91,474
	<b>22,78,340</b>	<b>91,474</b>

a. Dr/Cr. Balance Written off is the amount derived after writing of debit balance of Rs. 7634227/- & credit balance of Rs. 9912567/- resulting net effect of Rs. 2278340/- which is shown as other income.

**NOTE 17: Cost of Material Consumed****(AMOUNT IN ₹)**

<b>PARTICULARS</b>	<b>Year Ended 31-Mar-17</b>	<b>Year Ended 31-Mar-16</b>
Purchases	4,40,49,699	-
Carting Expenses	11,54,171	-
Labour Charges	1,96,11,307	-
Profession Fees	16,70,000	-
Site Expenses	6,69,872	-
VAT Expenses	2,59,200	-
	<b>6,74,14,249</b>	<b>-</b>

**NOTE 18: PURCHASE OF STOCK IN TRADE****(AMOUNT IN ₹)**

<b>PARTICULARS</b>	<b>Year Ended 31-Mar-17</b>	<b>Year Ended 31-Mar-16</b>
Purchase of Trading Material Ferrous & Non Ferrous Material	-	10,37,032
	<b>-</b>	<b>10,37,032</b>

**NOTE 19: CHANGES IN STOCK****(AMOUNT IN ₹)**

<b>PARTICULARS</b>	<b>Year Ended 31-Mar-17</b>	<b>Year Ended 31-Mar-16</b>
Opening Work In Progress	-	-
Less: Closing Work In Progress	-1,76,40,385	-
	<b>-1,76,40,385</b>	<b>-</b>

**NOTE 20: EMPLOYEES BENEFITS EXPENSES****(AMOUNT IN ₹)**

<b>PARTICULARS</b>	<b>Year Ended 31-Mar-17</b>	<b>Year Ended 31-Mar-16</b>
Salaries, wages and Bonus Etc.	16,76,291	96,000
Directors' Remuneration	7,50,000	4,38,000
	<b>24,26,291</b>	<b>5,34,000</b>

**NOTE 21: OTHER EXPENSES**

PARTICULARS	(AMOUNT IN ₹)	
	Year Ended 31-Mar-17	Year Ended 31-Mar-16
Advertisement Expenses	11,200	-
Office Expenses	78,060	7,425
Printing & Stationery Expenses	92,241	44,476
Postage & Courier Expenses	59,506	49,278
Conveyance Expenses	-	600
Rent Expenses	60,000	1,56,000
Listing Fees	3,63,850	2,24,720
Loss on Derivative Activities	-	9,615
ROC Filing Fees	1,200	13,200
Demat Account Charges	4,683	26,454
Discount & Kasar	-	995
Legal & Professional Fees	1,00,500	54,043
Bank Charges	931	1,147
Finance & Interest Expenses	-	1,149
Computer Expenses	29,363	-
Electricity Expenses	1,49,340	-
Insurance Expenses	35,071	-
Interest on Service Tax	1,918	-
Interest on TDS	300	-
Misc. Expenses	2,053	-
Petrol Expenses	7,960	-
Swachh Bharat Cess	1,02,295	-
Telephone Expenses	12,624	-
Repairing & Maintenance	1,140	-
Internet Expenses	10,540	-
Other Expsnses	39,000	-
Processing Fees	14,875	-
Payment to Auditor:		
Audit Fees	60,000	10,000
Tax Matters	90,000	-
	<b>13,28,650</b>	<b>5,99,103</b>

**NOTE 22: EARNING PER SHARE (EPS)**

	(AMOUNT IN ₹)	
	Year Ended 31-Mar-17	Year Ended 31-Mar-16
Profit / (Loss) after tax	62,75,010	-7,88,930
<b>Net Profit / (Loss) for calculation of basic EPS</b>	62,75,010	-7,88,930
Number of equity shares	3,29,55,000	32,55,000
<b>Number of equity shares for calculation of basic EPS **</b>	1,87,38,288	32,55,000
<b>Earnings Per Share (EPS)</b>	0.33	-0.24

\*\* The Company has 3255000 shares of Rs.1 each at the beginning of the year and during the year the company has allotted on preferential basis 2800000 shares & 26900000 shares on 19.09.2016 and 22.09.2016 respectively. Weighted Average No. of shares for calculating EPS comes to 18738288 shares.

**NOTE 23: RELATED PARTY DISCLOSURE**

As per Accounting Standard 18, the disclosures of transactions with the related parties are given below:

a. List of related parties where control exists and related parties with whom transactions have taken place and relationships:

Name of Related Party	Relationship
Pro Leasing and Finance Limited	Company in which director is director
Parimal R Shah Umesh Gandhi Bhavik V Patel Shaileshchandra N Naik Samir D Vora Pintubhai S Shah	Directors
Parimal R Shah	Managing Director

b. Transaction during the year with related parties.

Nature of Transaction	(AMOUNT IN ₹)	
	31-Mar-17	31-Mar-16
<b>Lease rent for office premises</b>		
Pro Leasing and Finance Limited	60,000	1,56,000
<b>Director Remuneration</b>		
Bhavik V Patel	4,18,000	-
Umesh Gandhi	56,000	1,62,000
Parimal R Shah	2,76,000	2,76,000
<b>Unsecured loan taken</b>		
Parimal R Shah	3,29,759	52,757
<b>Short Term advances</b>		
Pro Leasing and Finance Limited	5,68,120	5,68,120

Mr. Umesh Gandhi left the company as a director w.e.f. 25th July 2016.

**NOTE 24**

The Company is engaged in construction business only and therefore there is only one reportable segment in accordance with Accounting Standard 17 on Segment Reporting.

**NOTE 25**

Figures of the previous year have been regrouped/ rearranged/ reclassified wherever necessary to correspond with the classification of the current period

**As Per Our Report of Even Date**

For Shirish Desai & Co.

Chartered Accountants

(Firm Registration No: 112226W)

For and On Behalf Of the Board of Directors

Jaydeep A. Samani

(Partner)

Membership No: 150207

Parimal Shah

(Managing Director)

DIN: 00569489

Bhavik Patel

(Director)

DIN: 07521766

Place : VADODARA

Date : 25th May, 2017

**Book-Post**

**To,**

***If undelivered to:***

Registered office:  
UTL INDUSTRIES LIMITED  
607, WORLD TRADE CENTRE,  
SAYAJIGUNJ,  
VADODARA – 390 005 (GUJARAT)  
Email : utlindustries@gmail.com