

Annual Report 2016-2017

safari



Safari Industries (India) Ltd.

37TH ANNUAL GENERAL MEETING

Wednesday, 30th August 2017
at 2.30 p.m.
at The Gem Banquet, Podium level,
The QUBE, CTS no. 1498, A/2 MV Road,
Behind Taj Flight Kitchen, Marol,
Andheri (East), Mumbai 400 059.

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BOARD OF DIRECTORS :

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

Dr. Shailesh Mehta

Mr. Punkajj Lath

Mr. Anujj Patodia

Mr. Dalip Sehgal

Mr. Hetal Gandhi (upto 3rd March 2017)

Mrs. Vijaya Sampath

Mr. Rahul Kanodia

Mr. Piyush Goenka (wef 7th February 2017)

CHIEF FINANCIAL OFFICER :

Mr. Vineet Poddar

COMPANY SECRETARY :

Ms. Jigna Parikh

REGISTERED OFFICE :

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

CIN :

L25200MH1980PLC022812

FACTORY :

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

BANKERS :

Axis Bank Ltd
HDFC Bank Ltd
IndusInd Bank Ltd

AUDITORS :

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

LEGAL ADVISORS:

M/s. ALMT Legal
Advocates & Solicitors

REGISTRAR & SHARE TRANSFER AGENT :

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

FINANCIAL HIGHLIGHTS**(₹ in Lacs)**

	2012-13	2013-14	2014-15	2015-16	2016-17
1 Gross Sales	10,377.44	18,272.84	23,460.30	30,382.01	39,352.42
2 Less: Excise Duty	384.19	480.90	486.51	717.58	888.56
3 Less: Vat & CST	652.89	1,145.34	1,380.52	1,978.00	2,939.69
4 Net Sales	9,340.36	16,646.60	21,593.27	27,686.43	35,524.17
5 Other Income	71.55	58.63	57.62	78.43	109.53
6 Total Income	9,411.91	16,705.23	21,650.89	27,764.86	35,633.70
7 Total Expenditure	8,988.46	15,958.01	20,393.96	25,890.80	33,257.48
8 Gross Profit	423.45	747.22	1,256.93	1,874.06	2,376.22
9 Interest	305.72	537.71	290.91	261.91	307.44
10 Depreciation and Amortization expenses	43.23	127.85	289.05	406.50	509.76
11 Exceptional Items	188.72	27.70	95.90	-	89.06
12 Extraordinary Items	-	-	-	5.57	-
13 Profit/(Loss) Before Tax	(114.22)	53.96	581.07	1,200.08	1,469.96
14 Tax Expense	(51.96)	42.36	154.04	420.01	498.26
15 Profit/(Loss) After Tax	(62.26)	11.60	427.03	780.07	971.70
16 Dividend & Dividend Tax	-	-	47.96	59.94	99.90
17 Retained Earnings	387.17	398.78	577.84	871.80	1,297.98
18 Share Capital	299.00	299.00	398.50	415.00	415.00
19 Reserves & Surplus	887.90	941.86	7,217.86	8,696.37	9,575.81
20 Shareholders' Funds	1,186.90	1,240.86	7,616.36	9,111.37	9,990.81
21 Loan Funds	3,734.08	5,427.83	3,296.62	5,762.12	4,230.48
22 Total Capital Employed	4,920.98	6,668.69	10,912.98	14,906.12	14,252.18
23 Gross Block	1,644.90	2,535.96	2,594.55	4,216.70	4,632.57
24 Net Block	407.47	1,214.62	1,240.28	2,456.57	2,439.96
25 Net Current Assets #	4,513.51	5,454.07	9,672.70	12,449.55	11,812.22
26 Total Assets	4,920.98	6,668.69	12,962.97	17,637.74	19,733.38
27 Dividend %	-	-	10	12	20

Includes Long Term Loans and Advances & Non Current Investments

NOTICE

NOTICE is hereby given that the 37th Annual General Meeting of the Members of Safari Industries (India) Limited ("Company") will be held on Wednesday, 30th day of August, 2017, at The Gem Banquet, Podium level, The QUBE, CTS no. 1498, A/2, MV Road, Behind Taj Flight Kitchen, Marol, Andheri (East), Mumbai 400 059 at 2.30 p.m., to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt:
 - a) the audited standalone financial statement of the Company for the financial year ended 31st March, 2017, the reports of the Board of Directors and Auditors thereon; and
 - b) the audited consolidated financial statement of the Company for the financial year ended 31st March, 2017 and the Auditors Report thereon.
2. To declare dividend on equity shares for the financial year ended 31st March, 2017.
3. To appoint a Director in place of Mr. Anuj Patodia (DIN: 00026458), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
4. To appoint M/s. Lodha & Co., Chartered Accountants as the Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the 42nd Annual General Meeting of the Company and to fix their remuneration and for the purpose, to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Lodha & Co., Chartered Accountants, having Firm Registration No. 301051E, be and are hereby appointed as the Statutory Auditors of the Company to hold office for five consecutive years from the conclusion of this Meeting until the conclusion of the 42nd Annual General Meeting of the Company, subject to ratification of their appointment by the Members at every Annual General Meeting of the Company, in place of M/s. Bansi S. Mehta & Co., Chartered Accountants, (Firm Registration No. 100991W) the retiring Statutory Auditors of the Company whose tenure expires at this Annual General Meeting and that the Board of Directors of the Company be and is hereby authorized to fix their remuneration for the said period in addition to reimbursement of actual out of pocket expenses as may be incurred by them in the performance of their duties."

SPECIAL BUSINESS :

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Mr. Piyush Goenka (holding DIN: 02117859), who was appointed as an Additional Director of the Company with effect from 7th February, 2017 and whose term of office expires on the date of this Annual General Meeting and in respect of whom a notice is received in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing his candidature for office of Director, be and is hereby appointed as a Non-Independent Non- Executive Director of the Company whose term of office shall be liable to retire by rotation."

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

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

“RESOLVED THAT pursuant to the provisions of Sections 61 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and/or sanctions as may be necessary from the concerned authorities, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any or more or all of them while granting such approval, consent, permission and/or sanction, the consent of the Members of the Company be and is hereby accorded for:

- a) Sub-division of 1 (one) equity share of the Company having a face value of ₹ 10/- (Rupees Ten only) each into 5 (five) equity shares having a face value of ₹ 2/- (Rupees Two only) each.
- b) Sub-division of 1 (one) unclassified share of the Company having a face value of ₹ 10/- (Rupees Ten only) each into 5 (five) unclassified shares having a face value of ₹ 2/- (Rupees Two only) each.

on such date ('Record Date') as may be decided by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee(s), which the Board may have constituted or hereafter constitute in this behalf, to exercise the powers conferred on the Board by this resolution) for this purpose."

“RESOLVED FURTHER THAT upon the sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of face value of ₹ 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and shall be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s), with regard to the Sub-Divided Equity Shares in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014 (as amended from time to time) and other applicable regulations and in the case of the Equity Shares held in dematerialized form, the number of the Sub-Divided Equity Shares be credited to the respective beneficiary accounts of the Members with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before the sub-division."

“RESOLVED FURTHER THAT the Board be and is hereby authorized to make appropriate adjustments due to the sub-division of shares as aforesaid, to the outstanding stock options granted to the employees of the Company under the Safari Employee Stock Option Scheme 2016, pursuant to the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and any amendments thereto from time to time, such that the exercise price for all outstanding options (vested and unvested options) and the number thereof as on the Record Date shall be proportionately adjusted and the number of stock options available for future grant(s) as on the Record Date shall be proportionately adjusted."

“RESOLVED FURTHER THAT the Board be and is hereby authorized to fix the Record Date for the purpose of sub-division and to do all such acts, deeds, matters and to take steps as may be necessary including the delegation of all or any of the powers herein conferred, to any Director(s), Company Secretary or any other officer(s) of the Company, for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all such deeds, applications, documents, undertakings and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution".

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

“RESOLVED THAT pursuant to the provisions of Section 61 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Article 63

of the Articles of Association of the Company, and subject to approval of the Resolution for sub-division of the face value of the Equity and Unclassified shares of the Company as at Item no. 6 of this Notice, the existing Clause V of the Memorandum of Association of the Company relating to Share Capital be and is hereby altered by deleting the same and substituting in its place and stead, the following as new Clause V:

V. The Authorised Share Capital of the Company is ₹ 10,00,00,000 (Rupees Ten Crores only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) equity shares of ₹ 2/- (Rupees Two only) each and 2,50,00,000 (Two Crores Fifty Lakhs) Unclassified Shares of ₹ 2/- (Rupees Two only) each ranking pari pasu with the existing shares; with power to the Board to decide on the extent of variation in such rights and to classify and re-classify the shares from time to time into any class of shares and power to increase or reduce the capital of the Company and/or the nominal value of the shares and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions with or without voting rights as may be determined by or in accordance with the Articles of Association of the Company and in conformity with the provisions of the Act and to vary, modify, amalgamate or abrogate any such rights, privileges, conditions or restrictions and to consolidate or sub-divide the shares and issue shares of higher or lower denominations in such manner as may for the time being be provided by the Articles of Association of the Company.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee(s), which the Board may have constituted or hereafter constitute in this behalf, to exercise the powers conferred on the Board by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining necessary approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any Director(s), Company Secretary or any other Officer(s) of the Company".

Regd. Office:

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

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

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

Date: 23rd May 2017

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

SUDHIR JATIA
Chairman & Managing Director
DIN:00031969

NOTES :

- i. A statement pursuant to Section 102 of the Companies Act 2013 in respect of the Special Business to be transacted at the ensuing Annual General Meeting ('AGM') is annexed hereto.
- ii. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as a proxy on behalf of Members not exceeding 50 (Fifty) and holding in aggregate not more than ten percent of the total share capital of the Company. A Member holding more than ten percent of the total share capital can appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxies, in order to be effective should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before commencement of the AGM. A proxy form for the AGM is enclosed herewith.
- iii. During the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company.
- iv. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday 24th August 2017 to Wednesday 30th August 2017 (both days inclusive) for the purpose of the ensuing AGM and payment of dividend, if declared at the AGM.
- v. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies, Act 2013 and the Register of Contracts or Arrangements in which Directors are interested under section 189 of the Companies Act, 2013 and Certificate from Auditors of the Company certifying that the Safari Employee Stock Option Scheme, 2016 is being implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 will be available for inspection at the AGM.
- vi. The dividend on the equity shares, if approved, at the AGM will be paid to those Members whose names appear on the Company's Register of Members as on Wednesday 23rd August 2017 after giving effect to all valid transfer deeds in physical form lodged with the Company/RTA on or before Wednesday 23rd August 2017 and in respect of shares held in dematerialized form, to the beneficial owners whose names appear in the statements to be furnished by the Depositories for this purpose as at the close of business hours on Wednesday 23rd August 2017. The dividend declared at the AGM shall be paid within 30 days from the date of declaration.
- vii. Members holding shares in physical form are requested to notify any change in their address including pin code, bank mandate, etc to the Company's Registrar and Transfer Agent, M/s. Adroit Corporate Services Pvt Ltd. Members holding shares in electronic form are requested to furnish details for change/updation to their respective Depository Participant.
- viii. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID number for easy identification for attendance at the AGM.
- ix. Members holding shares in the dematerialize form are requested to register/update their e-mail address with the concerned Depository Participant. Members holding shares in physical form are requested to register/update their e-mail address with the Registrar and Share Transfer Agent of the Company Alternatively Members may intimate the e-mail address along with their respective Client ID and DP ID/Folio No. by letter / e-mail to the Company on investor@safari.in.
- x. Corporate Members are required to send to the Company a certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorising their representative to attend and vote at the AGM.
- xi. The Members/proxies/authorised representatives should bring attendance slips duly filled in and signed for attending the AGM and handover the same at the entrance of the Hall.

- xii. Members desirous of obtaining any information as regards accounts and operations of the Company are requested to write to the Company at least one week before the AGM to enable the Company to make available the required information at the AGM.
- xiii. Pursuant to the provisions of Section 124 of the Companies Act, 2013 as amended from time to time and/or other relevant provisions of the Companies Act, 2013, dividend declared by the Company which remains unpaid or unclaimed for a period of 7 years will be transferred to the Investor Education and Protection Fund of the Central Government. The unclaimed dividend upto the financial year 2004-05 has been transferred to the Investor Education and Protection Fund of the Central Government of India.
- xiv. Members who have not encashed the dividend warrant/demand drafts so far for the financial year ended 31st March 2010, 31st March 2011, 31st March 2015 or 31st March 2016 are requested to make their claims to the office of the Registrar & Share Transfer Agent of the Company.
- xv. As per the Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules 2016), all shares in respect of which unpaid or unclaimed dividend has been transferred to the Investor Education & Protection Fund shall also be transferred to the IEPF suspense account. Accordingly shareholders are therefore requested to encash any unpaid/unclaimed dividend immediately to avoid transfer of the underlying shares to the IEPF.
- xvi. Applicable listing fees for the financial year 2017-18 have been paid to BSE Ltd.
- xvii. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or the Registrar & Share Transfer Agent of the Company. SEBI has also mandated submission of PAN card copy by the transferee and transferor while making application for registration of transfer.
- xviii. Electronic copy of the Annual Report for the financial year 2016-17 is being sent to all Members whose email IDs are registered with the Company/ Depository participant for communication purpose unless a Member has requested for hard copy of the same. For Members who have not registered their email address, the Annual Report is being sent in physical mode.
- xix. Members to whom the above documents have been sent in e-mail are entitled to receive the same in physical form, upon request. The request may be sent in writing to the Registrar & Share Transfer Agent of the Company or the Company at its Registered Office or on safari.gogreen@adroitcorporate.com or info@adroitcorporate.in
- xx. The Notice of the 37th AGM & the Annual Report for the financial year 2016-17 are also available on the Company's website www.safari.in. The Notice of the AGM is also available on the website of the National Securities Depositories Limited at www.evoting.nsdl.com. Physical copies of said documents alongwith the relevant documents referred to in the Notice and the Statement under Section 102 of the Companies Act 2013, will also be available for inspection at the Registered Office of the Company during business hours (10.00 am to 5.00 pm) on all working days except Saturdays, Sundays and Public Holidays upto and at the AGM.
- xxi. Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2), in respect of the Directors seeking appointment / re-appointment at the AGM is furnished as Annexure to the Notice.
- xxii. Voting through electronic means
In accordance to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended by the Companies (Management & Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is pleased to provide to its Members facility to exercise their right to vote on the resolutions proposed to be considered at the ensuing 37th Annual General Meeting of the Company by electronic

means. The Company has engaged the services of National Securities Depositories Limited ("NSDL") as the Agency to provide the remote e-voting facility. (Remote e-voting means the facility to cast votes by a Member using electronic voting system from a place other than the venue of the AGM).

The facility for voting through poll paper shall be made available at the AGM and the Members attending the AGM who have not cast their vote by Remote e-voting shall be able to exercise their right at the AGM through poll. The Members who have cast their vote by Remote e-voting prior to the AGM can also attend the AGM but shall not be entitled to cast their vote again.

The Remote e-voting period commences on Friday 25th August 2017 (9:00 am) and ends on Tuesday 29th August 2017 (5:00 pm). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, 23rd August 2017, may cast their vote by Remote e-voting. The Remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

xxiii. Route-map to the venue of the Meeting is provided at the end of this Notice

Process of electronic voting:

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

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

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

- Open the email and download the pdf file with your Client ID or Folio No. as password. This file will contain your user ID & password for the remote e-voting process. This password is an initial password.
 - Launch the internet browser by typing www.evoting.nsdl.com.
 - Select shareholder login.
 - Enter the User ID & password as Initial password. Click login.
 - The change password menu will appear. Change the password as per your choice. The password should contain minimum 8 digits/characters or combinations thereof. It is strongly recommended that you do not share your password with any person and take utmost care of its confidentiality.
 - The home page of the remote e-voting will open and you may click on remote e-voting: active voting cycles.
 - Select 'Even' of Safari Industries (India) Limited.
 - As the cast vote page opens, you are now ready to cast your vote.
 - You may cast your vote by selecting appropriate option and then click on 'submit' and then 'confirm' when prompted.
 - Upon confirmation, the message, 'vote cast successfully' will appear.
 - Kindly note, votes once cast, cannot be modified.
 - Institutional investors are required to send a scanned copy of the relevant Board Resolution/ Authority letter, etc. together with attested specimen signature of the duly authorised signatory (ies) who are authorised to vote, to the Scrutinizer through email to ninadawchat@yahoo.co.in with a copy marked to evoting@nsdl.co.in
- For Members whose email ID is not registered with the Company or Depository Participant or requesting physical copy, they will receive a physical copy of the Notice of AGM and the User name & Initial password will be provided in the Annexure thereto as follows:

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

Please follow all the steps from (a) to (l) above to cast vote.

- In case of any queries, you may refer to the frequently asked questions (FAQs) for the Members & e-voting user manual for the Members, available under the Downloads section of www.evoting.nsdl.com. or call on the toll free no. 1800-222-990.
- If you are already registered with NSDL for e-voting then you can use your existing User ID and password/PIN for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot User Details/Password" option or "Physical User Reset Password" available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990. In case of Members holding shares in demat mode User ID is combination of DP ID + Client ID. In case of Members holding shares in physical mode, User ID is the combination of Even No. + Folio No.
- You may also update your mobile number and email id in the user profile details of the folio which may be used for sending future communication(s).
- A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e Wednesday 23rd August 2017 only shall be entitled to avail the facility of Remote e-voting as well as voting at the AGM through poll paper.
- Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Wednesday 23rd August 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or the Company or the Registrar & Share Transfer Agent of the Company.
- Mr. Ninad Awachat, Practicing Company Secretary (Membership No. 26995 & C P No. 9668) has been appointed as the Scrutinizer to scrutinize the voting and Remote e-voting process in a fair and transparent manner.
- The Chairman shall, at the AGM, at the end of discussions on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the Remote e-voting facility.
- The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the AGM and thereafter unblock the votes cast through Remote e-voting in presence of atleast 2 witnesses who are not persons in employment of the Company and make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, within 48 hours of the conclusion of the AGM and submit to the Chairman of the Company or any other Director as authorised by the Chairman.
- The Chairman of the Company will thereafter declare the results and the results so declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.safari.in and on the website of NSDL immediately. The results shall also be immediately forwarded to BSE Limited, Mumbai where the securities of the Company are listed.

Regd. Office:

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

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

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

Date: 23rd May, 2017

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

SUDHIR JATIA

Chairman & Managing Director

DIN:00031969

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

Item no. 5

Mr. Piyush Goenka (DIN 02117859) on the recommendation of the Nomination, Remuneration and Compensation Committee was appointed as an Additional Director by the Board of Directors of the Company on 7th February 2017 to hold office as Director till the date of the ensuing Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 and the Articles of Association of the Company.

Mr. Piyush Goenka has 17 years of experience in Private Equity investing and other financial services. Mr. Goenka is currently a partner at Tano Capital, an independent mid-market Private Equity Fund Manager.

He also serves on the Board of other investee companies i.e. Arohan Financial Services Pvt. Ltd. and MSH Sarees Private Limited. By qualification, Mr. Goenka is an MBA and CFA

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

The Company has also received a notice in writing from a Member along with a deposit of the requisite amount under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Goenka for the office of Director of the Company, to be appointed as such under the provisions of Section 152 of the Companies Act, 2013.

The consent letter and relevant disclosures in accordance to the Companies Act, 2013 received from Mr. Goenka will be available for inspection by any Member at the Registered Office of the Company between 10.00 am to 5.00 pm on all working days of the Company (i.e. Monday to Friday) from the date of dispatch of this Notice till the date of the ensuing Annual General Meeting.

Brief profile of Mr. Goenka is annexed to this Notice. The Board accordingly recommends the Ordinary Resolution as set out in Item no. 5 of the accompanying Notice for the approval of the Members.

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

Item no. 6

The Equity Shares of your Company are listed on BSE Limited. High market price of the Equity Shares of the Company keeps the small retail investors away from trading in your Company's Equity Shares thereby leading to reduction in the liquidity of the shares of your Company in the Stock Market.

In order to improve the liquidity of your Company's Equity Shares in the Stock Market with higher floating stock in absolute numbers and to encourage the participation of small investors by making the Equity Shares of your Company affordable, the Board of Directors of the Company, at its Meeting held on 23rd May 2017, considered and approved the sub-division of the Equity Shares and the Unclassified Shares of the Company having a face value of ₹ 10/- (Rupees Ten only) each into 5 (five) Shares of face value of ₹ 2/- (Rupees Two only) each subject to approval of the Members and any other statutory and regulatory approvals, as applicable. The Record Date for the aforesaid sub-division of the Equity Shares and Unclassified Shares will be fixed by the Board after approval of the Members is obtained.

The sub-division of Equity Shares would inter alia, require appropriate adjustments to be made to all the stock options of the Company and the exercise price, in accordance with the provisions of the Safari Employee Stock Option Scheme 2016, and in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and any amendments thereto from time to time, such that all the stock options outstanding as on Record Date, (vested and unvested options) as well as stock options which are available for grant and those already granted but not exercised as on Record Date shall be proportionately converted into options for Equity Shares of face value of ₹ 2/- (Rupees Two only) each and the exercise price of all the outstanding stock options shall be proportionately adjusted.

The Board of Directors is of the opinion that the aforesaid sub-division of the face value of the Shares is in the best interest of the Company and the investors.

None of the Directors and/or Key Managerial Personnel of the Company including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their respective Shareholding in the Company to the same extent as that of every other Shareholder of the Company.

The Board recommends passing of the resolution as set out under Item No. 6 for approval of the members as an Ordinary Resolution.

Item no. 7

Presently, the Authorised Share Capital of the Company is ₹ 10,00,00,000/- (Rupees Ten Crores only) consisting of 50,00,000 (Fifty Lakhs only) equity shares of ₹ 10/- (Rupees Ten Only) each and 50,00,000 (Fifty Lakhs only) unclassified shares of ₹ 10/- (Rupees Ten only) each.

The sub-division of equity and unclassified shares proposed under item No. 6 of this Notice would require consequential amendments to the existing Clause V of the Memorandum of Association as set out in Item No. 7 of this Notice.

Accordingly, the Resolution at Item No 7 seeks the approval of the Members for the consequent amendments to the existing Clause V of the Memorandum of Association of the Company.

A copy of the existing Memorandum of Association of the Company along with the proposed draft amendments is available for inspection by any Member at the Registered Office of the Company between 10.00 a.m. and 5.00 p.m. on all working days of the Company (Monday to Friday) from the date of dispatch of this Notice upto the date of the ensuing Annual General Meeting.

None of the Directors and/or Key Managerial Personnel of the Company including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their respective Shareholding in the Company to the same extent as that of every other Shareholder of the Company.

The Board recommends passing of the resolution as set out under Item No. 7 for approval of the members as an Ordinary Resolution.

Regd. Office:

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

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

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

Date: 23rd May, 2017

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

SUDHIR JATIA

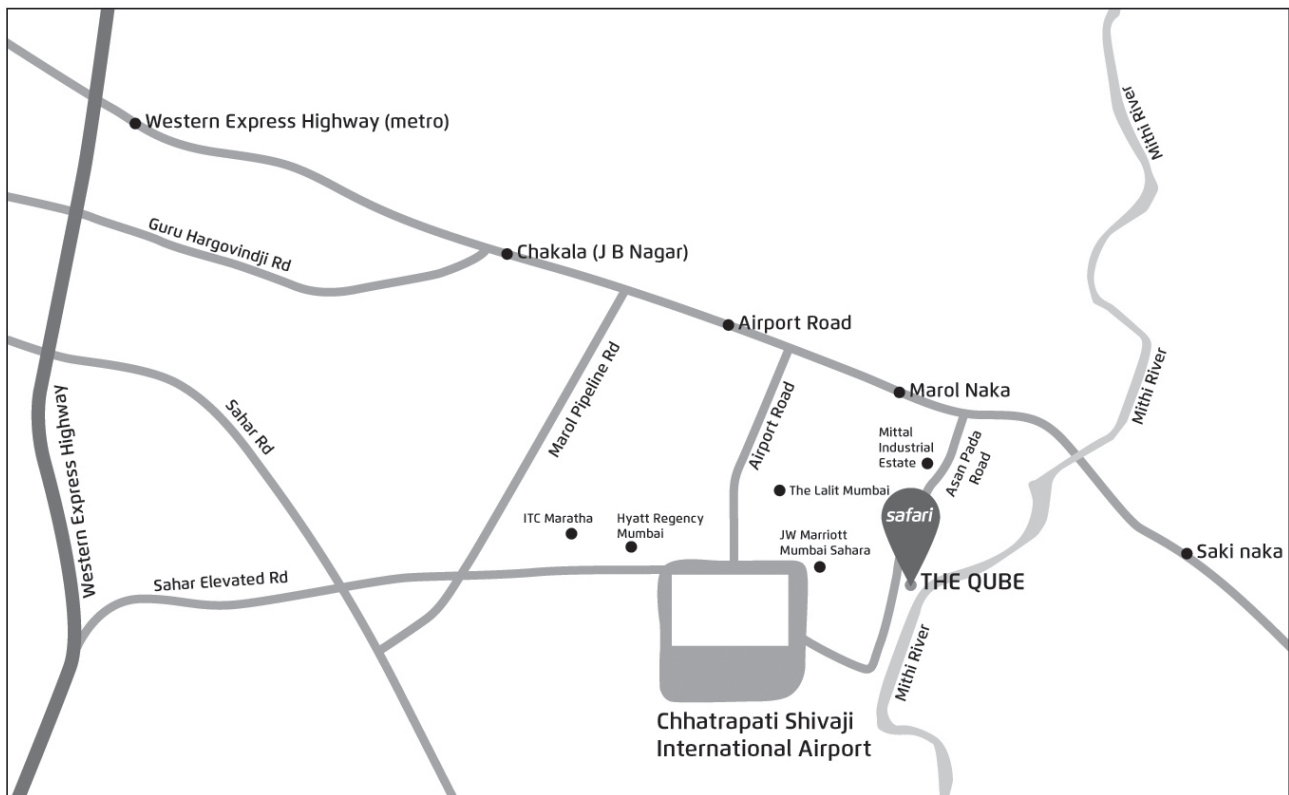
Chairman & Managing Director

DIN:00031969

Additional Information on Directors recommended for appointment/ re-appointment in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standards on General Meeting (SS-2):

Name of Director	Mr. Anuj Patodia	Mr. Piyush Goenka
Date of birth / Age	24th February 1973/ 44 years	26th July 1977/ 39 years
Qualification	Commerce graduate	MBA & CFA
Expertise in specific functional areas	Mr. Anuj Patodia has rich experience in the field of Textiles and Real Estate Development	Mr. Piyush Goenka has 17 years of experience in Private Equity investing and other financial services
Date of appointment on the Board	18th April 2012	7th February 2017
Terms and conditions of appointment / re-appointment	Appointment as Non Independent Non-Executive Director whose term of office is liable to retire by rotation	Appointment as Non Independent Non-Executive Director whose term of office is liable to retire by rotation
Details of remuneration sought to be paid	Will be entitled to sitting fees for attending Meeting of the Board & Committee thereof	Will be entitled to sitting fees for attending Meeting of the Board & Committee thereof
Details of last drawn remuneration	Sitting fees of ₹ 87,400/- paid for FY 2016-17	Sitting fees of ₹ 30,000/- paid for FY 2016-17
Directorship held in other companies	<ul style="list-style-type: none"> • Prime Urban Development India Limited • Purav Trading Limited • Aadarsh Jann Aawaash Limited • Pee Dee Yarn Processors Limited • ATL Textile Processors Limited • Anjana Syntex Company Limited • Prime Vista Power Generation Limited • Prime Team 3 Project Development International Pvt. Ltd. • Classic Yarn Processors Limited • Manoj Yarn Processors Limited 	<ul style="list-style-type: none"> • MSH Sarees Pvt Ltd • Arohan Financial Services Pvt Ltd
Chairmanship/Membership in Committees of other Boards	Nil	Member of Audit Committee of Arohan Financial Services Pvt Ltd
Shareholding in the Company	Nil	Nil
Relationship with other Directors & KMP of the Company	None	None
Number of meetings of the Board attended during the financial year 2016-17	3 of 4	1 of 1

ROUTE MAP FOR AGM VENUE



DIRECTORS' REPORT

To
The Members,

Your Directors are pleased to present the Thirty Seventh Annual Report on the business and operations of the Company together with the Audited Statement of Accounts for the financial year ended as on 31st March 2017

1. STATE OF AFFAIRS OF THE COMPANY:

a) FINANCIAL RESULTS:

(₹ in Lacs)

	Standalone		Consolidated	
	2016-17	2015-16	2016-17	2015-16
Total revenue	35,633.70	27,764.86	35,983.60	27,890.98
Profit before Interest, Depreciation, Tax, Exceptional items/Extra Ordinary Items and Exchange Loss	2,380.48	2,053.71	2,408.75	2,049.49
Exchange Loss	4.26	179.65	4.26	179.65
Interest	307.44	261.91	307.44	261.91
Depreciation	509.76	406.50	513.36	407.19
Profit before Exceptional Items/Extra Ordinary Items and Tax	1,559.02	1,205.65	1,583.69	1,200.74
Less: Exceptional Items/Extra Ordinary Items	89.06	(5.57)	89.06	(5.57)
Profit from ordinary activities before tax	1,469.96	1,200.08	1,494.63	1,195.17
Tax expenses				
Current Tax	(500.00)	(355.00)	(513.25)	(355.28)
Deferred tax	1.74	(65.01)	2.54	(64.94)
Profit after Tax	971.70	780.07	983.92	774.95
Profit brought forward from previous year	1,297.98	577.85	1,291.98	576.97
Profit available for appropriation	2,269.68	1,357.92	2,275.90	1,351.92
Appropriations:				
Transfer to General Reserve	-	-	-	-
Proposed Dividend	(83.00)	(49.80)	(83.00)	(49.80)
Tax on proposed dividend	(16.90)	(10.14)	(16.90)	(10.14)
Balance carried to Balance sheet	2,169.78	1,297.98	2,176.00	1,291.98

b) PERFORMANCE REVIEW:

Standalone:

The total revenue of the Company for the financial year 2016-17 stood at ₹ 35,633.70 lacs as against last year's ₹ 27,764.86 lacs, a growth of 28.34%. Profit before interest, depreciation, tax, exceptional items and exchange loss was at ₹ 2,380.48 lacs as against last year's ₹ 2,053.71 lacs, a growth of 15.91%. The Profit before tax and exceptional items was ₹ 1,559.02 lacs as against ₹ 1,205.65 lacs of the previous year. The Net Profit for the year stood at ₹ 971.70 lacs as against ₹ 780.07 lacs of the previous year.

Consolidated:

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

The consolidated revenue stood at ₹ 35,983.60 lacs as against last year's ₹ 27,890.98 lacs and the consolidated net profit stood at ₹ 983.92 lacs as against last year's ₹ 774.95 lacs.

DIRECTORS' REPORT (contd..)

As on 31st March 2017, the Reserves and Surplus of the Company were at ₹ 9,575.81 lacs.

Highlights on the performance of Safari Lifestyles Ltd & its contribution to the overall performance of the Company:

The total revenue of Safari Lifestyles Ltd for the financial year 2016-17 stood at ₹ 1364.40 lacs as against last year's ₹ 428.48 lacs a growth of 318.43%. Profit before interest, depreciation and tax was at ₹ 43.79 lacs, as against last year's ₹ 2.23 lacs, a growth of 1963.68%. The Net Profit after tax for the year stood at ₹ 27.72 lacs as against ₹ 1.30 lacs of the previous year which constitutes a 12.82% of the overall consolidated performance of the Company.

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

2. DIVIDEND:

The Board of Directors are pleased to recommend for your consideration a dividend of ₹ 2/- per equity share of ₹ 10/- each (previous year ₹ 1.20/- per equity share of ₹ 10/- each) for the financial year 2016-17.

The total payout, if the dividend is approved by the Members at the Meeting will be ₹ 99.9 lacs, including dividend distribution tax of ₹ 16.90 lacs.

3. TRANSFER TO INVESTORS' EDUCATION AND PROTECTION FUND:

In accordance to the applicable provisions of Section 205A and 205C of the Companies Act, 1956, Section 124 and 125 of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and amendments hereof, the relevant dividend amounts which remain unpaid and unclaimed for a period of seven years have been transferred to the Investor Education and Protection Fund.

All unclaimed and unpaid dividend amount relating to the financial year 2009-10 will be transferred to the Investor Education and Protection Fund by 30th September 2017. Members are requested to encash their dividend immediately before it is transferred to the IEPF.

Details of the unpaid and unclaimed dividend amount lying with the Company as on 12th August 2016 have been uploaded on the Company's website (www.safari.in) and also on the website of the Ministry of Corporate Affairs.

It is also brought to the attention of the Members that as per the provisions of the Section 124 of the Companies Act, 2013 and Investor Education & Protection Fund Authority (Accounting, Audit, Transfer & Refund) Rules, 2016, shares in respect of which dividend has not been encashed by the Members during the last seven years, from the date of transfer to the unpaid dividend account of the Company, are required to be transferred to the designated Suspense Account as prescribed by the IEPF Authority. Hence the Members are requested to encash their dividend immediately to avoid transfer of their shares to the IEPF suspense account.

4. DIRECTORS:

a) APPOINTMENTS:

During the year under review, on the recommendation of the Nomination, Remuneration and Compensation Committee, the Board of Directors of the Company had appointed Mr. Piyush Goenka (holding DIN: 02117859) as an Additional Director, Non-Executive Non-Independent Director of the Company wef 7th February 2017 to hold the office till the ensuing Annual General Meeting.

The Company has received a Notice in writing from a Member proposing the candidature of Mr. Piyush Goenka for the office of a Director along with the requisite deposit.

A brief profile and other related information of Mr. Piyush Goenka has been given in the Notice convening the ensuing Annual General Meeting & the relevant resolution is recommended for the approval of the Members.

b) RESIGNATION:

During the year under review, Mr. Hetal Gandhi (holding DIN 00106895), Non-Executive, Non Independent Director of the Company resigned from the Board wef 3rd March 2017.

The Board places on record its appreciation for the valuable services rendered by Mr. Gandhi during his tenure.

DIRECTORS' REPORT (contd..)

c) RETIREMENT BY ROTATION:

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Mr. Anuj Patodia, Director (holding DIN:00026458) Non-Executive, Non Independent Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment.

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

d) INDEPENDENT DIRECTORS:

During the year under review, declarations were received from all Independent Directors of the Company confirming that they fulfill the "criteria of independence" specified in Section 149 (6) of the Companies Act, 2013 and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Terms and conditions of appointment of Independent Directors are placed on the website of the Company at <http://www.safari.in/corporate/investors-relations/toaoid>

e) KEY MANAGERIAL PERSONNEL:

In accordance with the provisions of Section 203 of the Companies Act, 2013, Mr. Sudhir Jatia - Chairman and Managing Director, Mr. Vineet Poddar - Chief Financial Officer and Ms. Jigna Parikh - Company Secretary are the Key Managerial Personnel of the Company.

f) NOMINATION AND REMUNERATION POLICY:

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

The policy is stated in the Corporate Governance Report of the Company which is annexed hereto as **Annexure A**.

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

During the year under review, performance evaluation of the Board as a whole and that of its Committees and Individual Directors have been carried out as per the provisions of the Companies Act, 2013.

All Independent Directors of the Company at their meeting held on 7th February 2017 have evaluated the performance of the Board as a whole, Committees of Board, the Chairman of the Company and the Non-Independent Directors as per the criteria adopted by the Board.

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

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

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

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

During the year under review, the Board of Directors has held four (4) Board meetings. The details of the Board meetings and the attendance of the Directors are provided in the Corporate Governance Report which is annexed as **Annexure A**.

DIRECTORS' REPORT (contd..)

5. COMPOSITION OF AUDIT COMMITTEE:

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

<u>Sr no.</u>	<u>Name of Member</u>	<u>Category</u>
1	Dr. Shailesh Mehta - Chairman	Independent
2	Mr. Punkaj Lath	Independent
3	Mr. Dalip Sehgal	Independent
4	Mr. Piyush Goenka (wef 7th February 2017)	Non-Executive Non-Independent
5	Mr. Hetal Gandhi (upto 3rd March 2017)	Non-Executive Non-Independent

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

6. CORPORATE GOVERNANCE REPORT:

As per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Corporate Governance Report together with a Certificate from M/s. Ninad Awachat & Associates, Practicing Company Secretaries confirming compliance thereto is enclosed with the Corporate Governance Report which is annexed as **Annexure A**.

In compliance with the requirements of Regulation 17 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, a certificate from the Managing Director and Chief Financial Officer of the Company was placed before the Board. The same is enclosed as a part of the Corporate Governance Report.

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

7. PARTICULARS OF EMPLOYEES:

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

The statement containing particulars of remuneration of employees as required under Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are given in **Annexure C** of this Report.

In terms of Section 136 (1) of the Act, the Annual Report is being sent to the Members excluding the aforesaid **Annexure C**. This Annexure shall be made available on the website of the Company 21 days prior to the date of the Annual General Meeting ('AGM'). The information is also available for inspection by the Members at the Registered Office of the Company during business hours on all working days except Saturdays and Sundays up to the date of the AGM. Any Member desirous of obtaining a copy of the said Annexure may write to the Company Secretary at the Registered Office Address.

8. SAFARI EMPLOYEE STOCK OPTION SCHEME 2016:

The Members of the Company at its AGM held on 12th August 2016 have approved the Safari Employee Stock Option Scheme 2016 ("the Scheme") for grant of 41,500 Employee Stock Options ('the Options') to the eligible employees of the Company and its subsidiary/ies.

There are no changes in the Scheme and the Scheme is in compliance with the SEBI (Share Based Employee Benefits) Regulations, 2014.

Details of the options granted under the Scheme and disclosures required under the SEBI (Share Based Employee Benefits) Regulations, 2014 is available on the website of the Company at <http://www.safari.in/corporate/investors-relations>.

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

The Directors hereby confirm:

- that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- that they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period.

DIRECTORS' REPORT (contd..)

- c) that they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) that they have prepared the annual accounts on a going concern basis.
- e) that they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively.
- f) that they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

10. AUDITORS:

M/s. Bansil S. Mehta & Co., Chartered Accountants, Mumbai (Firm Registration No.100991W), the Statutory Auditors of the Company will be completing their tenure as the Statutory Auditors at the ensuing Annual General Meeting of the Company and will not be eligible for re-appointment in terms of Section 139 of the Companies Act, 2013.

The Board of Directors places on record its appreciation to the services rendered by M/s. Bansil S. Mehta & Co., Chartered Accountants as the Statutory Auditors of the Company.

The Board of the Directors of the Company on the recommendation of the Audit Committee recommends the appointment of M/s. Lodha & Co., Chartered Accountants (Firm Registration No.301051E) as the Statutory Auditors of the Company for a term of five (5) years from the conclusion of the ensuing 37th AGM of the Company till the conclusion of 42th AGM, subject to annual ratification of their appointment by the Members of the Company.

M/s. Lodha & Co., Chartered Accountants have confirmed their eligibility to the effect that their appointment, if made, would be within the prescribed limits under the Companies Act, 2013 and that they are not disqualified for appointment.

The Auditor's Report for the year under review does not contain any qualification, reservation or adverse remark.

11. INTERNAL AUDITORS:

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

12. SECRETARIAL AUDIT REPORT:

In accordance to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s. Ninad Awachat & Associates, Practising Company Secretaries (Membership No. 26995 & CP No. 9668) to conduct Secretarial Audit for the financial year 2016-17.

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

13. SUBSIDIARIES:

The consolidated financial statements of the Company include the financial statements of Safari Lifestyles Ltd, the wholly owned subsidiary of the Company for the financial year 2016-17. The Financial Statements of Safari Lifestyles Limited are also placed on the website of the Company. Any Member desirous of obtaining a copy of the said Financial Statements may write to the Company Secretary of the Company at its Registered Office Address.

The Report on the performance and financial position of Safari Lifestyles Ltd in Form AOC-1 pursuant to first proviso to sub-section (3) of Section 129 of the Companies Act, 2013 and Rule 5 of Companies (Accounts) Rules, 2014 is annexed to this Report at **Annexure E**.

The Company has approved a policy for determining material subsidiaries and the same is uploaded on the Company's website at <http://www.safari.in/corporate/investors-relations/policies>

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

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

DIRECTORS' REPORT (contd..)

15. RISK MANAGEMENT POLICY:

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

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

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

16. LISTING OF SHARES:

The equity shares of the Company are listed on BSE Ltd.

The Company has paid necessary listing fees to BSE Ltd as prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for FY 2017-18.

17. PARTICULARS OF CONTRACTS WITH RELATED PARTIES:

All the related party transactions entered by the Company during the year under review were in the ordinary course of business, on arm's length basis and in accordance with the provisions of the Companies Act, 2013 read with the Rules issued thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There are no material related party transactions during the year under review.

Accordingly, no transactions are being reported in Form AOC-2 in terms of Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014.

The Company has formulated a Policy on Related Party Transactions which is available on the website of the Company at <http://www.safari.in/corporate/investors-relations/policies>

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

18. VIGIL MECHANISM-WHISTLE BLOWER'S POLICY:

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

The Policy has been uploaded on the website of the Company at <http://www.safari.in/corporate/investors-relations/policies>

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

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

20. EXTRACT OF ANNUAL RETURN:

An extract of the Annual Return as on 31st March 2017 in terms of Section 92(3) of the Companies Act, 2013 read with rule 12(1) of the Companies (Management and Administration) Rules, 2014 is annexed herewith as **Annexure F**.

20. CONSERVATION OF ENERGY, ETC.:

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

DIRECTORS' REPORT (contd..)

21. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and Analysis Report for the year under review, as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed as **Annexure H** forming part of this Annual Report.

22. CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES:

The Company has adopted a CSR Policy in accordance with the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014. The same is available on the website of the Company at <http://www.safari.in/corporate/investors-relations/policies>

The composition of the CSR Committee is disclosed in the Corporate Governance Report which forms part of the Annual Report. The report on CSR activities undertaken by the Company for the year under review is annexed to this Report at **Annexure I**.

24. INDUSTRIAL RELATIONS:

Industrial relations remained cordial throughout the year under review.

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

The Company has in place a Policy on Prevention, Prohibition and Redressal of sexual harassment at the workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has formed a Committee to redress complaints received regarding sexual harassment.

During the year under review, no such complaints have been filed with the Committee.

26. GENERAL:

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

- a) Details relating to deposits covered under Chapter V of the Companies Act 2013
- b) Change in nature of Company's business
- c) Details of significant and material orders passed by Regulators or Courts or Tribunals impacting the going concern status and the Company's operations in future.
- d) Material changes and commitments, affecting the financial position of the Company which have occurred between the end of the Financial Year & the date of Report.
- e) No material fraud has been reported by the Auditors to the Audit Committee of the Board.

31. ACKNOWLEDGEMENT:

Your Directors wish to place on record their sincere thanks to all the employees of the Company for their continuing commitment and dedication.

Further, the Directors would also like to express their gratitude for the continued support of all the stakeholders such as banks, financial institutions, various State and Central Government authorities, customers, vendors and last but not the least our valued Members, for all their support and trust reposed in the Company.

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

SUDHIR JATIA

Chairman & Managing Director

DIN: 00031969

Place: Mumbai

Date: 23rd May, 2017

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

Annexure A

Report on Corporate Governance

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

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

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

2. BOARD OF DIRECTORS:

(A) Composition and categories of Directors :-

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

<u>Name of Director</u>	<u>Category</u>
Mr. Sudhir Jatia	Promoter, Executive and Chairperson
Dr. Shailesh Mehta	Non-Executive and Independent
Mr. Punkaj Lath	Non-Executive and Independent
Mr. Dalip Sehgal	Non-Executive and Independent
Mrs. Vijaya Sampath	Non-Executive and Independent
Mr. Rahul Kanodia	Non-Executive and Independent
Mr. Anuj Patodia	Non-Executive
Mr. Piyush Goenka (wef 7th February 2017)	Non-Executive
Mr. Hetal Gandhi (upto 3rd March 2017)	Non-Executive

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

4 (four) meetings of the Board of Directors were held during the financial year 2016-17 i.e on 16th May 2016, 12th August 2016, 25th October 2016 and 7th February 2017.

The attendance record of all Directors is as under: -

Name of Director	No. of Board Meetings		Attendance at last AGM held on 12th August 2016
	Held	Attended	
Mr. Sudhir Jatia	4	4	Yes
Dr. Shailesh Mehta	4	3	Yes
Mr. Punkaj Lath	4	4	Yes
Mr. Dalip Sehgal	4	4	No
Mrs. Vijaya Sampath	4	4	Yes
Mr. Anuj Patodia	4	3	No
Mr. Rahul Kanodia	4	3	No
Mr. Piyush Goenka (wef 7th February 2017)	1	1	NA
Mr. Hetal Gandhi (upto 3rd March 2017)	4	4	Yes

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

Name of Director	No of other Directorship(\$)	Number of Memberships in Committees of other Companies (*)	Number of Chairperson in Committees of other Companies (*)
Mr. Sudhir Jatia	3	1	-
Dr. Shailesh Mehta	8	2	-
Mr. Punkajj Lath	6	2	1
Mr. Dalip Sehgal	10	6	-
Mrs. Vijaya Sampath	9	2	-
Mr. Anuj Patodia	11	-	-
Mr. Rahul Kanodia	6	-	-
Mr. Piyush Goenka (wef 7th February 2017)	3	2	-
Mr. Hetal Gandhi (upto 3rd March 2017)	5	3	1

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

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

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

As per the disclosures received, none of the Directors of the Company are a Director in more than 10 Public Limited Companies or act as an Independent Director in more than 7 Listed Companies. Further none of the Directors hold membership in more than 10 committees or act as the Chairman of more than five committees across all public and listed companies in which he/she is a director.

(D) Disclosure of relationships between Directors:

As on 31st March 2017, none of the Directors are related to each other. None of the Directors have any pecuniary relationship or transaction vis-à-vis the Company.

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

As on 31st March 2017, none of the Non- Executive Directors hold any shares or convertible instruments.

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

The Independent Directors of the Company meet the requirements laid down under the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and have declared that they do not fall under any disqualifications specified thereunder.

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

Separate Meeting of Independent Directors:

As stipulated under Section 149 of the Companies Act, 2013 read with Schedule IV pertaining to the Code of Independent Directors and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate Meeting of the Independent Directors of the Company was held on 7th February, 2017 with the following agenda:

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

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

3. AUDIT COMMITTEE:

The Audit Committee comprises of the following Members:

<u>Name of Member</u>	<u>Category</u>
Dr. Shailesh Mehta	Chairman
Mr. Punkaj Lath	Member
Mr. Dalip Sehgal	Member
Mr. Piyush Goenka (wef 7th February 2017)	Member
Mr. Hetal Gandhi (upto 3rd March 2017)	Member

The Company Secretary acts as the Secretary to the Audit Committee.

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

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

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

14. Discussion with internal auditors on any significant findings and follow up thereon.
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, Members (in case of non-payment of declared dividends) and creditors.
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate.
20. Reviewing mandatorily the following information:
 - a. Management discussion and analysis of financial condition and results of operations.
 - b. Statement of significant related party transactions, submitted by Management.
 - c. Management letters / letters of internal control weaknesses issued by the Statutory Auditors.
 - d. Internal audit reports relating to internal control weaknesses;
 - e. The appointment, removal and terms of remuneration of the Internal Auditor
 - f. Statement of deviations

The Committee met 4 (four) times during the financial year 2016-17 i.e on 16th May 2016, 12th August 2016, 25th October 2016 and 7th February 2017.

The attendance record of all Committee Members at the meetings of the Audit Committee is as under: -

Name of Member	No. of Audit Committee Meetings	
	Held	Attended
Dr. Shailesh Mehta	4	3
Mr. Punkaj Lath	4	4
Mr. Dalip Sehgal	4	4
Mr. Piyush Goenka (wef 7th February 2017)	NA	NA
Mr. Hetal Gandhi (upto 3rd March 2017)	4	4

4. NOMINATION, REMUNERATION AND COMPENSATION COMMITTEE:

The Nomination, Remuneration and Compensation Committee comprises of the following Members:

<u>Name of Member</u>	<u>Category</u>
Mr. Punkaj Lath	Chairman
Dr. Shailesh Mehta	Member
Mrs. Vijaya Sampath (wef 16th May 2016)	Member
Mr. Piyush Goenka (wef 7th February 2017)	Member
Mr. Hetal Gandhi (upto 3rd March 2017)	Member

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

The Nomination, Remuneration and Compensation Committee met 2 (two) times during the financial year 2016-17 i.e on 16th May 2016 and 7th February 2017. The attendance record of Committee Members at the meetings of the Nomination, Remuneration and Committee is as under:

Name of Member	No. of Nomination and Remuneration Committee Meetings	
	Held	Attended
Mr. Punkaj Lath	2	2
Dr. Shailesh Mehta	2	1
Mrs. Vijaya Sampath (wef 16th May 2016)	1	1
Mr. Piyush Goenka (wef 7th February 2017)	-	-
Mr. Hetal Gandhi (upto 3rd March 2017)	2	2

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

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors, a policy relating to the remuneration of the Directors, Key Managerial Personnel and other Employees.
2. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
3. Devising a policy on diversity of Board of Directors;
4. Identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
5. Implementation, administration and superintendence of the employee stock option purchase (ESOP) Scheme and formulate the details terms and conditions of the ESOP Scheme.
6. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.

Nomination and Remuneration Policy

I. Introduction:

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

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

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

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

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

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

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

- (f) fulfill the Company's objectives and goals, including in relation to good corporate governance, transparency and sustained long-term value creation for its stakeholders

II. Nomination and Appointment:

A. Executive Directors:

1. As per the Act, the Company is required to have a managing director or a chief executive officer or a manager and in their absence, a whole time director.
2. The Company has appointed a Managing Director in accordance with the applicable laws. If in future, the Committee deems fit to appoint a chief executive officer, or manager or a whole time director for the Company, then this Policy will be suitably amended to provide for the appointment and remuneration of such personnel.
3. Process to be adopted for the nomination and appointment of a Managing Director:
 - (a) The Committee will identify and recommend to the Board of Directors of the Company ("Board"), person(s) who is qualified and eligible for appointment as the Managing Director of the Company, provided such person(s) meets the criteria set out under this Policy.
 - (b) The appointment of a Managing Director will be subject to execution of formal agreement between the Company and the Managing Director.
 - (c) The person(s) so identified and recommended by the Committee to the Board, for appointment as the Managing Director, and the agreement setting out the terms and conditions of his/her appointment and remuneration, will be subject to approval of the Board and of the Members at the next general meeting of the Company.
 - (d) If the terms and conditions of appointment of the Managing Director are at variance to the conditions specified under Schedule V of the Act, then such appointment will be subject to the approval of the Central Government.
4. For a person to be appointed as a Managing Director ("Candidate"), he/she should fulfil/meet the criteria specified in the Act.
 - (a) The Candidate should not be holding office as a director or any other office in a competing firm/entity.
 - (b) The Candidate should possess the following minimum qualification and experience:
 - (i) He/she should hold a graduate or post graduate or professional degree or qualification from a reputed institution.
 - (ii) He/she should have atleast 5 years of experience in business administration and management, with atleast 2 years of experience in field of luggage and travel accessories.
 - (iii) He/she should have been part of the senior management positions for atleast 2 years

B. Non-Executive Directors:

1. As per the Act, the Company is required to have a minimum of 3 directors and upto a maximum 15 directors, which maximum number can be increased pursuant to a special resolution passed by the Company. The Act stipulates the composition of the Board such as gender, ratio of non-executive to executive directors and the number of independent directors.
2. Process to be adopted for the nomination and appointment of non-executive directors:
 - (a) The Committee will identify and recommend to the Board, person(s) who is qualified and eligible for appointment as a non-executive director of the Company ("Non-Executive Director"), not being an independent director of the Company ("Independent Director"), provided such Non-Executive Director meets the criteria set out under this Policy.
 - (b) The person(s) so identified and recommended by the Committee to the Board, for appointment as a Non- Executive Director, and remuneration, will be subject to approval of the Board, and of the Members at the general meeting of the Company.
 - (c) The Committee will also consider and provide its inputs on the appointment to the Board of an alternate director, small Members' director and a nominee director.

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

3. For a person to be appointed as a Non-Executive Director ("Candidate"), he/she should fulfil/meet the criteria specified in the Act.

The Candidate should possess the following minimum qualification and experience:

- (i) He/she should be a graduate or post graduate with a degree from a reputed institution.
- (ii) He/she should have atleast 5 years of experience in his field of specialisation.

C. Independent Directors:

1. In terms of section 149 (4) of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Company is required to have at least one third of the total number of directors as independent directors.
2. Process to be adopted for the nomination and appointment of an Independent Director:
 - (a) The Committee will identify and recommend to the Board, person(s) who is qualified and eligible for appointment as an Independent Director of the Company, provided such person(s) meets the criteria set out under this Policy.
 - (b) The Committee may also select the Independent Director from a data bank containing names, addresses and qualifications of persons who are eligible and willing to act as independent directors, maintained by an authorised agency as per the Act. However, the Committee will nonetheless carry out its own verification and satisfy itself as to the candidature of the Independent Director.
 - (c) The appointment of an Independent Director will be subject to issuance by the Company of a formal letter of appointment in the manner provided by the Act.
 - (d) The person(s) so identified and recommended by the Committee to the Board, for appointment as the Independent Director, and the terms and conditions of his/her appointment and remuneration will be subject to approval of the Board, and of the Members at the next general meeting of the Company.
3. For a person to be appointed as an Independent Director ("Candidate"), he/she should fulfil/meet the following criteria:
 - (a) The Candidate should not be disqualified to act as an Independent Director pursuant to the provisions of the Act.
 - (b) The Candidate should possess the following minimum qualification and experience:
 - (i) He/she should hold one or more graduate or a post graduate degree in finance, law, marketing, sales, administration, research, management, corporate governance or business management from a reputed institution, etc.
 - (ii) He/she should have atleast 5 years of experience in his field of specialisation(s).

D. Key Managerial Personnel:

1. As per section 203 of the Act and rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company is required to appoint the following whole time key managerial personnel:
 - (a) managing director, or chief executive officer or manager and in their absence, a whole-time director;
 - (b) company secretary; and
 - (c) chief financial officer.
2. The Company currently appoints on its Board, a Managing Director. Apart from the Managing Director, the Company has also appointed a Chief Financial Officer and a Company Secretary. A 'chief financial officer' would mean a person appointed as the chief financial officer of a company. A 'company secretary' would mean a company secretary as defined in clause (c) of sub-section (1) of section 2 of the Company Secretaries Act, 1980, and who is appointed by a company to perform the functions of a company secretary under the Act.

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

3. Process to be adopted for the nomination and appointment of a Chief Financial Officer:
 - (a) The Committee will identify and recommend to the Board, person(s) who is qualified and eligible for appointment as a Chief Financial Officer.
 - (b) The appointment of the Chief Financial Officer will be subject to issuance by the Company of a formal letter of appointment in the manner provided by the Act.
 - (c) The person(s) so identified and recommended by the Committee to the Board, for appointment as a Chief Financial Officer, and the letter of appointment setting out the terms and conditions of his/her appointment and remuneration, will be subject to approval of the Board.
4. For a person to be appointed as a Chief Financial Officer ("Candidate"), he/she should fulfil/meet the following criteria:
 - (a) The Candidate should hold a finance/commerce degree from a reputed institution.
 - (b) The Candidate should have atleast 3 years of experience in finance.
 - (c) The Candidate should not be employed or holding any position as a chief financial officer or any other post in any other firm/entity, except the Company's subsidiary company at the same time.
5. Process to be adopted for the nomination and appointment of a Company Secretary:
 - (a) The Committee will identify and recommend to the Board, person(s) who is qualified and eligible for appointment as a Company Secretary.
 - (b) The appointment of the Company Secretary will be subject to issuance by the Company of a formal letter of appointment in the manner provided by the Act.
 - (c) The person(s) so identified and recommended by the Committee to the Board, for appointment as a Company Secretary, and the letter of appointment setting out the terms and conditions of his/her appointment and remuneration, will be subject to approval of the Board.
6. For a person to be appointed as a Company Secretary ("Candidate"), he/she should fulfil/meet the following criteria:
 - (a) The Candidate should be a qualified company secretary.
 - (b) The Candidate should not be a 'company secretary in practice'.
'company secretary in practice' would mean a company secretary who is deemed to be in practice under sub-section (2) of section 2 of the Company Secretaries Act, 1980.
 - (c) The Candidate should not be employed or holding any position as a company secretary or any other post in any other firm/entity, except for the Company's subsidiary company at the same time.
 - (d) The Candidate should have atleast 2 years of experience in secretarial and compliance.

III. Evaluation:

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

IV. Remuneration:

A. Executive Directors:

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

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

B. Non-Executive Directors:

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

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

C. Independent Directors:

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

D. Key Managerial Personnel:

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

E. Employees:

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

V. General:

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

5 REMUNERATION OF DIRECTORS:

Remuneration to Managing Director:

Mr. Sudhir Jatia was appointed as the Managing Director of the Company for a period of 3 years with effect from 18th April 2012 which term was further extended for another 3 years with effect from 18th April 2015 by the Members of the Company vide their resolution dated 27th March 2015 passed via postal ballot.

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

His remuneration includes basic salary, contribution to provident fund, gratuity, variable performance pay of 1% of the profits of the Company and perquisites (including monetary value of taxable perquisites) etc.

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

The remuneration paid to Mr. Sudhir Jatia for the financial year 2016-17 is set out on page no. 49 in Form No. MGT 9 to the Director's Report. No stock option were issued to the Managing Director of the Company during the financial year 2016-17.

Remuneration to other Directors:

During the financial year 2016-17, the other Directors were paid sitting fees of ₹ 20,000 per meeting which was subsequently increased to ₹ 30,000/- per meeting with effect from 12th August 2016 for attending the Board and ₹ 20,000/- per meeting for Audit Committee and ₹ 10,000/- per meeting for Nomination, Remuneration and Compensation Committee meetings and Corporate Social Responsibility meeting.

The remuneration paid to other Directors for the financial year 2016-17 is set out on page no 50 in Form No. MGT 9 to the Director's Report which forms part of the Annual Report.

6 STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Stakeholders' Relationship Committee comprises of the following members:

<u>Name of Member</u>	<u>Category</u>
Mr. Punkaj Lath	Chairman
Mr. Sudhir Jatia	Member
Mr. Piyush Goenka (wef 7th February 2017)	Member
Mr. Hetal Gandhi (upto 3rd March 2017)	Member

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

During the financial year 2016-17, the Company has not received any shareholder's complaints. There are no complaints pending as on 31st March 2017.

7 CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

The CSR Committee comprises of the following Members:

<u>Name of Member</u>	<u>Category</u>
Mr. Punkaj Lath	Chairman
Mrs. Vijaya Sampath	Member
Mr. Piyush Goenka (wef 7th February 2017)	Member
Mr. Hetal Gandhi (upto 3rd March 2017)	Member

The CSR Committee met once during the financial year 2016-17 i.e on 12th August 2016. All the members of the Committee attended the said meeting.

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

8 SUBSIDIARY COMPANY:

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

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

9 GENERAL BODY MEETINGS:

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

Financial Year	Date and Time	Venue	Special Resolution Passed if any
2013-2014	34th AGM on 28th July 2014 at 12.30 pm	Kilachand Conference Room, 2nd Floor, IMC Building, Indian Merchants' Chamber Marg, Churchgate, Mumbai - 400 020.	Nil
2014-2015	35th AGM on 5th August 2015 at 10.00 am	Hamra Banquet Hall, Hotel Suba International, 211, Chakala Sahar Road, Andheri (E), Mumbai - 400 099	Nil
2015-2016	36th AGM on 12th August 2016 at 10.00 am	Hamra Banquet Hall, Hotel Suba International, 211, Chakala Sahar Road, Andheri (E), Mumbai - 400 099	<p>Yes</p> <ol style="list-style-type: none"> 1. To approve and adopt the 'Safari Employee Stock Option Scheme 2016' and authorise the Board to create, issue, offer and allot equity shares, from time to time, to the employees of the Company. 2. To approve and adopt the 'Safari Employee Stock Option Scheme 2016' and authorise the Board to create, issue, offer and allot equity shares, from time to time, to the employees of the Subsidiaries of the Company.

No special resolution was passed during the financial year 2016-17 through postal ballot. No special resolution is proposed to be conducted through the postal ballot as on the date of this report.

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

10 MEANS OF COMMUNICATION:

Publication of results:

The Quarterly, Half-Yearly and Annual Financial results of the Company are published in an English financial national daily (Financial Express) and a vernacular newspaper (Nav Shakti).

Website and News Releases:

All official news releases and financial results are communicated by the Company through its corporate website - www.safari.in. The Quarterly Results, Shareholding Pattern and all other corporate communication to the Stock Exchanges are filed through the BSE Listing Centre.

There were no presentations made to the Institutional Investors or analysts during the financial year.

11 GENERAL SHAREHOLDER INFORMATION:

Annual General Meeting (AGM):

- Day, Date, Time : Wednesday, 23rd May 2017, 2.30 pm
- Venue: The Gem Banquet, Podium level, The QUBE, CTS no. 1498, A/2 MV Road, Behind Taj Flight Kitchen, Marol, Andheri (East), Mumbai 400 059.

Financial year: 1st April 2016 to 31st March 2017

Dividend Payment Date: On or before 30th September 2017

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

Stock Code: BSE: Scrip Code: 523025

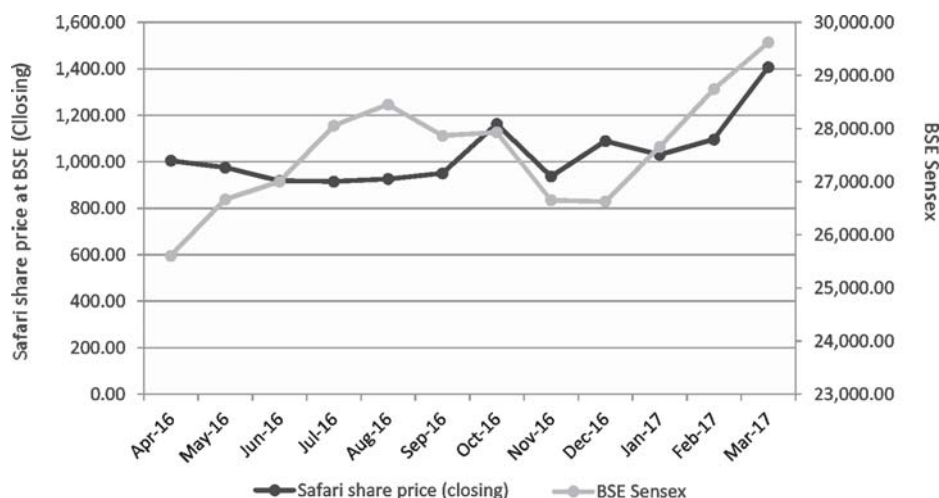
Listing Fees: The Company has paid the annual listing fees for the financial year 2016-17

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

<u>Month</u>	<u>BSE High</u>	<u>BSE Low</u>
April 2016	1043.00	904.00
May 2016	1150.00	875.00
June 2016	1000.00	875.00
July 2016	935.00	855.00
August 2016	981.00	880.00
September 2016	1011.00	900.00
October 2016	1225.00	921.00
November 2016	1165.00	855.10
December 2016	1100.00	858.00
January 2017	1064.00	950.00
February 2017	1144.45	966.00
March 2017	1470.00	1071.25

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

Performance in comparison with BSE Sensex;



- No equity shares were suspended from trading during the financial year 2016-17.

Registrar and Transfer Agents:

Adroit Corporate Services Pvt. Ltd.

17-20, Jafarbhoy Industrial Estate, Makwana Road, Marol Naka, Andheri (East), Mumbai 400 059

(T) 91-22-4227 0400/ 91-22-2859 4060 (E) investorgrievances@adroitcorporate.com

Share Transfer System:

Transfers of shares in physical form are registered by the Registrar and Share Transfer Agents immediately on receipt of complete documents. Invalid share transfers are returned within 15 days of date of receipt.

The Stakeholders' Relationship Committee of the Company issues certificates within 15 days of date of lodgment of transfer. The Committee considers the transfer proposals generally on a weekly basis.

All requests for dematerialization of shares are processed and the confirmation is given to respective

Depositories i.e., National Securities Depository Limited and Central Depository Services (India) Limited, within the statutory time limit from the date of receipt of share certificates provided the documents are complete in all respects.

Distribution of shareholding:

Shares slab	No. of Shareholders	% to total	No. of Shares	Amount in ₹	% to Total
UPTO - 500	2923	95.15	315090	3150900	7.61
501 - 1000	78	2.54	55634	556340	1.34
1001 - 2000	27	0.88	39064	390640	0.94
2001 - 3000	12	0.39	30872	308720	0.74
3001 - 4000	5	0.16	17457	174570	0.42
4001 - 5000	10	0.33	47185	471850	1.14
5001 -10000	9	0.29	64437	644370	1.55
10001 & Above	8	0.26	3580261	35802610	86.26
Total	3072	100	4150000	41500000	100

ANNEXURES TO THE DIRECTORS' REPORT (contd..)**Shareholding pattern as on 31st March 2017:**

Sr. No.	Category of Shareholder(s)	Total Number of Shares	% of total no. of shares
A.	Shareholding of Promoter and Promoter Group		
	Individuals/Hindu Undivided Family	2117500	51.02
	Bodies Corporate	454693	10.96
	Total Shareholding of Promoter and Promoter Group (A)	2572193	61.98
B.	Public shareholding		
1.	Institutions		
	Mutual Funds	3600	0.09
	Financial Institutions/ Banks	100	0.00
	Other	830000	20.00
2.	Non- Institutions		
	Individual	612777	14.76
	Bodies Corporate	118099	2.85
	Clearing Member	1185	0.03
	NRIs	12046	0.29
	Total Public Shareholding (B)	1577807	38.02
	Total (A+B)	4150000	100.00

Dematerialization of Shares and Liquidity:

95.57% of shareholding was held in dematerialised form with National Securities Depository Limited and Central Depository Services (India) Limited as on 31st March 2017.

The Company's shares are actively traded in the dematerialised form on BSE Limited.

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

The Company has not issued GDRs/ADRs/Warrants or any convertible instruments.

Commodity price risk or foreign exchange risk and hedging activities:

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

Plant Location:

The Company's Plant is located at Plot No. 1701/1, 2200, 2201, GIDC Halol, Panchmahals, Gujarat

Address for correspondence:**Registered Office:**

4th Floor, 403, A Wing, The Qube, CTS. 1498,

A/2, M. V. Road, Behind Taj Flight Kitchen,

Marol, Andheri (E) Mumbai 400059

Website: www.safari.in

Email address: investor@safari.in

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

12 OTHER DISCLOSURES:

(a) Materially significant related party transactions:

There were no materially significant transactions with related parties during the financial year from 1st April 2016 to 31st March 2017 which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes of the Financial Statements and in the Board Report as required under Section 134 of the Companies Act, 2013.

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

(b) Details of non-compliance:

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

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

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

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

The Company has complied with all mandatory requirements as laid down in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In addition, Company has adopted the following non-mandatory required ments

- Reporting by internal auditor: The internal auditor directly reports to the audit committee of the Company.

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

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

(f) Managing Director / CFO Certification:

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

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

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

(h) Code of Conduct:

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

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

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

Place: Mumbai
Date: 23rd May 2017

SUDHIR JATIA
Chairman & Managing Director
DIN: 00031969

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

Annexure I

Certificate By Managing Director And Chief Financial Officer

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

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

- (a) We have reviewed the financial statements and the cash flow statement for the financial year ended 31st March, 2017 and to the best of our knowledge and belief state that:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent or illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
 - (i) That there are no significant changes in internal control over financial reporting during the year;
 - (ii) That there are no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) That there are no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

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

Yours truly,

For SAFARI INDUSTRIES (INDIA) LIMITED

SUDHIR JATIA
Chairman & Managing Director

VINEET PODDAR
Chief Financial Officer

Place: Mumbai

Date: 23rd May, 2017

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

Annexure II

Compliance Certificate On Corporate Governance

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

To,
The Members of Safari Industries (India) Limited

I have examined the compliance of conditions of Corporate Governance by Safari Industries (India) Limited, ('the Company'), for the year ended on 31st March, 2017.

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

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

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

For **NINAD AWACHAT & ASSOCIATES**
Company Secretaries
sd/-
Ninad Awachat
Proprietor
Membership No : 26995
C.P No : 9668

Place : Mumbai
Date : 23rd May 2017

Annexure III

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

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

I hereby declare that all the Members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct as adopted by the Company for the year ended 31st March 2017

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

Place: Mumbai
Date: 23rd May 2017

SUDHIR JATIA
Chairman & Managing Director
DIN: 00031969

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

Annexure B

Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year: 96:4
2. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:
 - The remuneration of Managing Director increased by 23.29 %.
 - The remuneration of Chief Financial Officer was not increased since he was appointed in the financial year 2016-17 w.e.f 17th May 2016.
 - The remuneration of Company Secretary increased 13.90%.
3. The percentage increase in the median remuneration of employees in the financial year: 9.68%
4. The number of permanent employees on the rolls of company: 989 employees
5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year is 9.50 % and is in line with the increase in the managerial remuneration;
6. The remuneration paid to the Directors, KMPs and other employees is as per the Remuneration policy of the company.

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

Place: Mumbai
Date: 23rd May 2017

SUDHIR JATIA
Chairman & Managing Director
DIN: 00031969

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

Annexure D

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 of Managerial Personnel) Rules, 2014]

To,

The Members,

SAFARI INDUSTRIES (INDIA) LIMITED

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

Based on my verification of the Company books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017 ("**Financial Year**") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017 according to the provisions of:
 - i. The Companies Act, 2013 (the Act) and the rules made thereunder;
 - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing were not attracted to the Company during the Financial Year under report.
 - v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of shares and Takeovers) Regulation 2011.
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable as the Company has not issued any debt securities during the Financial Year under review)
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the Financial Year under review)
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable as the Company has not delisted its equity shares from stock exchange during the Financial Year under review)
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable as the Company has not bought back any of its equity shares during the Financial Year under review)

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

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

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

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

I further report that

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

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

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

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

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

For **NINAD AWACHAT & ASSOCIATES**

Company Secretaries

sd/-

Ninad Awachat

Proprietor

Membership No : 26995

C.P No : 9668

Place : Mumbai

Date : 23rd May, 2017

Annexure I:

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

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

Annexure E

Form AOC-1

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

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

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in ₹)

Sl. No.	1
Name of the Subsidiary	Safari Lifestyles Limited
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA
Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	NA
Share capital	₹ 5,00,000
Reserves & surplus	₹ 28,14,415
Total assets	₹ 1,94,48,961
Total Liabilities	₹ 161,34,546
Investments	Nil
Turnover	₹ 13,64,40,419
Profit before taxation	₹ 40,16,152
Provision for taxation	₹ 12,44,614
Profit after taxation	₹ 27,71,538
Proposed Dividend	Nil
% of shareholding	100%

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

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

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

Place: Mumbai
Date: 23rd May 2017

SUDHIR JATIA
Chairman & Managing Director
DIN: 00031969

ANNEXURES TO THE DIRECTORS' REPORT (contd..)**Annexure F****Form No. MGT-9****Extract of Annual Return****As on Financial Year ended on 31st March 2017***[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]***I. REGISTRATION AND OTHER DETAILS:**

1.	CIN	L25200MH1980PLC022812
2.	Registration Date	8th July 1980
3.	Name of the Company	Safari Industries (India) Limited
4.	Category / Sub-Category of the Company	Public Listed Company
5.	Address of the Registered office and contact details	4th Floor, A Wing, The Qube, CTS no. 1498, A/2, MV Road, Behind Taj Flight Kitchen, Marol, Andheri (East), Mumbai 400 059, Maharashtra. (T) +91-22-40381888 (F) +91-22-40381850 (E) investor@safari.in (W) www.safari.in
6.	Whether listed company	Yes
7.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Adroit Corporate Services Pvt Ltd. 19, Jafarbhoy Industrial Estate, Makwana Road, Marol Naka, Andheri (East), Mumbai 400 059 (T) +91-22-4227 0400/ +91-22-2859 4060 (E) investorgrievances@adroitcorporate.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and description of main products /Services	NIC Code of the Product/ service	% to total turnover of the company
1	Hard Luggage	22205	19.43%
2	Soft Luggage	15121	80.57%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

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

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

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

i) Category-wise Share Holding:

	Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A	PROMOTERS									
1)	Indian									
a)	Individual/HUF	2117500	-	2117500	51.02	2117500	-	2117500	51.02	-
b)	Central Govt	-	-	-	-	-	-	-	-	-
c)	State Govt(s)	-	-	-	-	-	-	-	-	-
d)	Bodies Corporate	454693	-	454693	10.96	454693	-	454693	10.96	-
e)	Banks/FI	-	-	-	-	-	-	-	-	-
f)	Any other	-	-	-	-	-	-	-	-	-
	Sub-total (A)(1):	2572193	-	2572193	61.98	2572193	-	2572193	61.98	-
2)	Foreign									
a)	NRI-Individuals	-	-	-	-	-	-	-	-	-
b)	Other-Individuals	-	-	-	-	-	-	-	-	-
c)	Bodies Corp	-	-	-	-	-	-	-	-	-
d)	Banks/FI	-	-	-	-	-	-	-	-	-
e)	Any other	-	-	-	-	-	-	-	-	-
	Sub-total (A)(2):	-	-	-	-	-	-	-	-	-
	Total shareholding of Promoter (A)=(A)(1)+(A)(2)	2572193	-	2572193	61.98	2572193	-	2572193	61.98	-
B	PUBLIC SHAREHOLDING									
1.	Institutions									
a)	Mutual funds	-	3600	3600	0.09	-	3600	3600	0.09	-
b)	Banks/FI	100	-	100	-	100	-	100	-	-
c)	Central Govt	-	-	-	-	-	-	-	-	-
d)	State Govt(s)	-	-	-	-	-	-	-	-	-
e)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
f)	Insurance Companies	-	-	-	-	-	-	-	-	-
g)	FIs	-	-	-	-	-	-	-	-	-
h)	Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i)	Others	830000	-	830000	20.00	830000	-	830000	20.00	-
	Sub-total (B)(1):	830100	3600	833700	20.09	830100	3600	833700	20.09	-
2.	Non-Institutional									
a)	Bodies Corp									
i.	Indian	108753	4800	113553	2.74	113299	4800	118099	2.84	0.09
ii.	Overseas	-	-	-	-	-	-	-	-	-
b)	Individuals									
i.	Individual shareholders holding nominal share capital upto ₹ 1 lakh	313887	184352	498239	12.00	342692	175602	518294	12.49	0.49
ii.	Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	115735	-	115735	2.79	94483	-	94483	2.28	(0.51)
c)	Others	6	-	6	-	1185	-	1185	0.03	0.03
	Clearing members	16414	100	16514	0.40	11946	100	12046	0.29	(0.11)
	Sub-total (B)(2):	554855	189252	744107	17.93	563605	180502	744107	17.93	-
	Total Public shareholding (B)= (B)(1)+(B)(2)	1384955	192852	1577807	38.02	1393705	184102	1577807	38.02	-
C	SHARES HELD BY CUSTODIAN FOR GDRS & ADRS	-	-	-	-	-	-	-	-	-
	GRAND TOTAL (A+B+C)	3957148	192852	4150000	100	3965898	184102	4150000	100	-

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

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	
1.	Sudhir Jatia	2117500	51.02	-	2117500	51.02	-	-
2.	Safari Investments Pvt Ltd	454693	10.96	-	454693	10.96	-	-
	Total	2572193	61.98	-	2572193	61.98	-	-

iii) Change in Promoters' Shareholding:

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

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

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

Sr. No.		Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Tano India Pvt Equity Fund II				
	At the beginning of the year	830000	20.00	830000	20.00
	Date wise increase/decrease in shareholding during the year specifying the reasons for increase/decrease (eg allotment/transfer/bonus/sweat equity etc.)	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)	-	-	830000	20.00
2.	Central Park Securities Holding Pvt. Ltd.				
	At the beginning of the year	83585	2.01	83585	2.01
	Date wise increase/decrease in shareholding during the year specifying the reasons for increase/decrease (eg allotment/transfer/bonus/sweat equity etc.)				
i.	11th November 2016 Sold	(83585)	(2.01)	-	-
ii.	11th November 2016 Purchase	83585	2.01	83585	2.01
	At the end of the year (or on the date of separation, if separated during the year)	-	-	83585	2.01
3.	Anjali Bansal				
	At the beginning of the year	30000	0.72	30000	0.72
	Date wise increase/decrease in shareholding during the year specifying the reasons for increase/decrease (eg. allotment/transfer/bonus/sweat equity etc.)	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)	-	-	30000	0.72

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

Sr. No.		Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
4.	Rajendra Shubhkaran Khemka				
	At the beginning of the year	28179	0.68	28179	0.68
	Date wise increase/decrease in shareholding during the year specifying the reasons for increase/decrease (eg allotment/transfer/bonus/sweat equity etc.)				
i.	28th October 2016 Sold	(600)	(0.01)	27579	0.67
ii.	4th November 2016 Sold	(3537)	(0.08)	24042	0.58
iii.	11th November 2016 Sold	(53)	(0.00)	23989	0.58
iv.	18th November 2016 Sold	(231)	(0.00)	23758	0.58
v.	25th November 2016 Sold	(2731)	(0.07)	21027	0.51
vi.	16th December 2016 Sold	(1210)	(0.03)	19817	0.48
vii.	23rd December 2016 Sold	(19817)	0.48	-	-
	At the end of the year (or on the date of separation, if separated during the year)	-	-	-	-
5.	Mayadevi R Khemka				
	At the beginning of the year	28634	0.69	28634	0.69
	Date wise increase/decrease in shareholding during the year specifying the reasons for increase/decrease (eg allotment/transfer/bonus/sweat equity etc.)				
i.	31st December 2016 Sold	(2600)	(0.06)	26034	0.63
ii.	10th February 2017 Sold	(1772)	(0.04)	24262	0.59
iii.	17th February 2017 Sold	(2012)	(0.05)	22250	0.54
iv.	24th February 2017 Sold	(2293)	(0.06)	19957	0.48
v.	3rd March 2017 Sold	(2013)	(0.05)	17944	0.43
	At the end of the year (or on the date of separation, if separated during the year)	-	-	17944	0.43

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

Sr. No.		Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
6.	Rajendra S Khemka				
	At the beginning of the year	28922	0.70	28922	0.70
	Date wise increase/decrease in shareholding during the year specifying the reasons for increase/decrease (eg allotment/transfer/bonus/sweat equity etc.)				
i.	23rd December 2016 Sold	(1195)	(0.03)	27727	0.67
ii.	10th February 2017 Sold	(673)	(0.01)	27054	0.65
iii.	17th February 2017 Sold	(1072)	(0.03)	25982	0.63
iv.	3rd March 2017 Sold	(4443)	(0.11)	21539	0.52
	At the end of the year (or on the date of separation, if separated during the year)	-	-	21539	0.52
7.	Colin Pankaj Shah				
	At the beginning of the year	10000	0.24	10000	0.24
	Date wise increase/decrease in shareholding during the year specifying the reasons for increase/decrease (eg allotment/transfer/bonus/sweat equity etc.)	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)	-	-	10000	0.24
8.	Aparna T Chandrashekar				
	At the beginning of the year	10000	0.24	10000	0.24
	Date wise increase/decrease in shareholding during the year specifying the reasons for increase/decrease (eg allotment/transfer/bonus/sweat equity etc.)	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)	-	-	10000	0.24
9.	Venkatchalam Arakoni Ramaswamy				
	At the beginning of the year	-	-	10000	0.24
	Date wise increase/decrease in shareholding during the year specifying the reasons for increase/decrease (eg allotment/transfer/bonus/sweat equity etc.)	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)	-	-	10000	0.24

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

Sr. No.		Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
10.	Jatinder Agarwal				
	At the beginning of the year	-	-	-	-
	Date wise increase/decrease in shareholding during the year specifying the reasons for increase/decrease (eg allotment/transfer/bonus/sweat equity etc.)				
i.	23rd December 2016 Purchase	20881	0.51	20881	0.51
ii.	6th January 2017 Purchase	180	0.00	21061	0.51
iii.	13th January 2017 Purchase	239	0.01	21300	0.52
iv.	20th January 2017 Purchase	449	0.01	21749	0.53
v.	3rd February 2017 Purchase	1179	0.03	22928	0.56
vi.	10th February 2017 Purchase	72	0.00	23000	0.56
vii.	17th February 2017 Purchase	2000	0.05	25000	0.61
viii.	10th March 2017 Sold	(25000)	(0.60)	-	-
ix.	10th March 2017 Purchase	25000	0.60	25000	0.60
	At the end of the year (or on the date of separation, if separated during the year)	-	-	25000	0.60

v) Shareholding of Directors and Key Managerial Personnel:

Except for Mr. Sudhir Jatia, Chairman & Managing Director, none of the other Directors or Key Managerial Personnel hold shares in the Company. Details of Mr. Sudhir Jatia's shareholding are as follows:

Sr. No.		Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
A	Mr. Sudhir Jatia - Chairman & MD				
	At the beginning of the year	2117500	51.02	2117500	51.02
	Date wise increase/decrease in shareholding during the year specifying the reasons for increase/decrease (eg allotment/transfer/bonus/sweat equity etc.)				
	At the end of the year	-	-	2117500	51.02

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

(₹ in Lacs)

	Secured loans excluding deposits	Unsecured loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal Amount	5823.06	-	-	5823.06
ii. Interest due but not paid	3.26	-	-	3.26
iii. Interest accrued but not due	3.38	-	-	3.38
Total (i +ii+ iii)	5829.70	-	-	5829.70
Change in indebtedness during the financial year				
Addition	219.80	-	-	219.80
Reduction	1679.67	-	-	1679.67
Net change	(1459.87)	-	-	(1459.87)
Indebtedness at the end of the financial year				
i. Principal Amount	4352.48	-	-	4352.48
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	17.35	-	-	17.35
Total (i +ii+ iii)	4369.83	-	-	4369.83

VI. REMUNERATION OF DIRECTORS & KEY MANAGERIAL PERSONNEL

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

(₹ in Lacs)

Sr. No.	Particulars of Remuneration	Sudhir Jatia Managing Director
1.	Gross Salary	
	a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	44.09
	b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	--
	c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	--
2.	Stock Option	--
3.	Sweat Equity	--
4.	Commission	--
	As % of profit	--
	Others, specify	--
5.	Others	
	Provident Fund	5.29
	Total (A)	49.38
	Ceiling as per the Act*	73.50

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

ANNEXURES TO THE DIRECTORS' REPORT (contd..)**B. Remuneration to other Directors:**

(₹ in Lacs)

Sr. No.	Particulars of Remuneration	Name of Directors					Total Amount
1	Independent Directors	Dr. Shailesh Mehta	Mr. Punkaj Lath	Mr. Dalip Sehgal	Mrs. Vijaya Sampath	Mr. Rahul Kanodia	
	Fee for attending Board Committee meetings	1.68	2.54	2.13	1.38	0.87	8.60
	Commission	--	--	--	--	--	--
	Others, please specify	--	--	--	--	--	--
	Total (1)	1.68	2.54	2.13	1.38	0.87	8.60
2	Other Non-Executive Directors	Mr. Anuj Patodia	Mr. Hetal Gandhi	Mr. Piyush Goenka			
	Fee for attending Board Committee meetings	0.87	1.17	0.30	--	--	2.34
	Commission	--	--	--	--	--	--
	Others, please specify	--	--	--	--	--	--
	Total (2)	0.87	1.17	0.30	--	--	2.34
	Total B= (1+2)						10.94
Total Managerial Remuneration							60.32
Ceiling as per the Act*							14.70
Overall ceiling as per the Act**							161.70

* Being 1% of the net profit as calculated as per Section 198 of the Company's Act, 2013

**Being 11% of the net profit as calculated as per Section 198 of the Company's Act, 2013

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

(₹ in Lacs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		CFO	Company Secretary	Total
1.	Gross Salary			
a	Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	56.66	9.16	65.82
b	Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0.30	--	0.30
c	Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	--	--	--
2.	Stock Option	--	--	--
3.	Sweat Equity	--	--	--
4.	Commission			
	As % of profit	--	--	--
	Others, specify	--	--	--
5.	Others, please specify			
	Provident Fund	3.21	0.44	3.65
	Medical reimbursement	0.14	0.15	0.29
	Total	60.31	9.75	70.06

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

No penalties or punishments were imposed on the Company or any of the Directors, Officers in default and neither were the Company, its Directors or any of its Officers in default, required to file for compounding of any offence.

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

Place: Mumbai
Date: 23rd May, 2017

SUDHIR JATIA
Chairman & Managing Director
DIN: 00031969

ANNEXURES TO THE DIRECTORS' REPORT (contd..)

Annexure G

Statement on Conservation of Energy & Technology Absorption

(A) CONSERVATION OF ENERGY :

- i. The steps taken or impact on conservation of energy:
 - Consolidation of production units thereby giving an approx. saving in energy cost of ₹ 12 lacs p.a.
 - Automatic power factor controller provided in Power panel. This is to eliminate energy losses due to low power factor due to Manual Intervention. This has improved quality of power and therefore helped system to take additional load.
 - Optimization of PC / ABS sheet size done by reducing sheet width & Length , which lead to 10% less power consumption during production process. This has given saving of 1000 Units per month.
- ii. The steps taken by the Company for utilizing alternate sources of energy: NA
- iii. Capital Investment on energy conservation equipment's: NA

(B) TECHNOLOGY ABSORPTION :

- i. Efforts made in technology absorption:
 - Traditional Sand Casting Method was used for making Aluminium Castings. These casting are used for making Aluminium Moulds for Polycarbonate Shells and ABS Shells. Started using Gravity Casting Method. This has reduced time to make the castings as well as eliminated major quality problems of Blow Holes. Now, product quality is improved drastically after started using Gravity Casting Moulds.
- ii. The benefit derived like product improvement, cost reduction, product development or import substitution- Nil
- iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): NA
 - a. The details of technology imported
 - b. The year of import
 - c. Whether the technology been fully absorbed
 - d. If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and
- iv. The expenditure incurred on Research and Development: Nil

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO

Foreign exchange used - ₹521.05 lacs
Foreign exchange earned - Nil

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

Place: Mumbai
Date: 23rd May, 2017

SUDHIR JATIA
Chairman & Managing Director
DIN: 00031969

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Annexure H

Management Discussion and Analysis

A. Industry Structure and Developments

The industry continues to post steady growth during the year. This growth is expected to continue due to rise in consumer demand fueled by increase in air travel, continuous shift of consumer preference from unbranded to branded products, wedding season based purchasing, consumers changing lifestyle & improvement in standard of living, increase in disposable income, rising urbanization and Government's focus to promote tourism.

Good growth was seen across channels and product categories. Hyper market and e-commerce channels continue to grow strongly mainly due to better and convenient shopping experience.

As per World Travel & Tourism council, Travel & Tourism generated US\$7.6 trillion (10.2% of global GDP). The outlook for the Travel & Tourism sector in 2017 remains robust and will continue to be at the forefront of wealth and employment creation in the global economy, despite the emergence of a number of challenging headwinds. Direct Travel & Tourism GDP growth is expected to accelerate to 3.8%, up from 3.1% in 2016. Over the longer term, growth of the Travel & Tourism sector will continue to be strong so long as the investment and development takes place in an open and sustainable manner.

Company Development:

The Company witnessed a good growth in total revenue during the year under review, as it continues to develop into a well-diversified multi-brand, multi-channel and multi-category Company offering competitive & exciting range of products designed specifically for the tastes and preferences of its target consumers.

New product introductions supported by effective marketing spends to drive awareness among the consumers and robust distribution led to positive growth. Company continues to develop its multi-brand strategy during the year with Genius & Magnum brands to operate at wider price points and broader consumer demographics in each category.

To accelerate growth of acquired brands Genius & Genie, the Company is focusing on campus gear targeted towards Teenagers & Young Adults Segment. The brands have been re-launched with strategic intent of addressing all key segments of the fastest growing Short Haul segment.

The Company continues its thrust on polycarbonate and backpack product categories. It had introduced exciting prints and design options in the Poly Carbonate range of products. With consumers becoming more discerning, personalization and design values through prints are becoming more and more important. Further, it launched a new & extensive range of backpacks with a significant up gradation both in terms of design language and price. The range was very well received in the markets across the channels and consumers.

The Company has improved its presence in Hypermarkets and has grown significantly in e-commerce channel. The Company also operates from more than 50 exclusive retail stores.

Imported Soft luggage across product categories is the major contributor to the sales of the Company. During the year, rupee remained weak and the Company's buying costs of imported products remained high in rupee terms due to depreciation of rupee against USD which has put pressure on margins. The Company continues to leverage its sourcing cost to limit cost increases in dollar terms with the Chinese supplier due to its increased negotiating power. Further, due to intense competition, only some increases were passed on to customer through price increases which partially but not fully offset these increased costs. The Company has reduced its financing costs which has contributed positively.

B. Opportunities and Threats

The Company has been able to achieve encouraging set of results against a backdrop of currency pressures and headwinds in the markets and economic conditions with disruption due to demonetization. Given the intense competition with varying consumer preferences and channel dynamics, to continue to outperform the market growth in the coming years is the biggest challenge. The Company's linear structure facilitates faster and better decision making which allows the Company to grab opportunities in time.

The key opportunities lie in gaining leadership position by introducing new products targeted towards the unmet needs of the consumer. Shift towards e-commerce poses the biggest challenge but if managed well, could be a big opportunity. The Company plans to introduce e-commerce enabled websites for campus gear so that consumers can directly purchase their favorite products online. With GST, the industry will be fueled with better growth opportunities and Company will look to gain on in backpacks and polycarbonate product categories where good growth is expected as consumers will upgrade from unbranded to branded products.

C. Segment / Product-wise Performance

Major growth is observed in backpacks and polycarbonate uprights, whereas traditional hard luggage, made of Poly Propylene continues to see a steep drop in Sales. This shift is due to change in consumer preferences towards the convenience of light and wheeled travel products and away from heavier products without wheels. Currently,

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

soft luggage is the major contributor to the Company's sales. The new exciting product range of Genius & Genie were very well received by trade and consumers.

D. Outlook

Despite this competitive environment, the Company has strengthened its position in the travel lifestyle marketplace and is confident to grow faster than the market growth. The revenue is likely to keep growing at a steady rate due to new and better product offerings, robust distribution network and investments in brand building.

To meet the overall growth objectives, the Company continues to diversify its product offering with high quality, durability, functionality and innovative designs of its products across a broad range of price points and product categories. The Company plans to drive visibility for its brands by creating high level of awareness among consumers and investing further in the brands to build sustainable brand strength as a key long term driver of growth. The Company is investing in system upgradation and have undertaken various infrastructure improvement initiatives to lay the foundations for long term growth and take our business to next level. However, the margins may continue to experience pressure on account of intense competition, advertisement spends etc.

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

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

E. Risks and Concerns

The Company is exposed to various risks and uncertainties which may adversely impact the Company's performance. The Company's future growth prospects and cash flow generation could be materially impacted by any of these risks or opportunities. The major risks as identified by the Company are overdependence on China for purchase of soft luggage, currency risk associated with imports, unfair competition, brand positioning etc.

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

F. Internal Control Systems

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

G. Financial Performance

Sales:

The Revenue from Operations and Other Income of the Company for the year ended 31 st March 2017 was at ₹ 356 Crores (Previous Year ₹ 278 Crores).

Expenditure:

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

Profit:

Profit after Tax for the year under review amounted to ₹ 9.70 Crores (Previous Year ₹ 7.80 Crores).

H. Human Resource Development & Industrial Relations

A note on Human Resource is provided in the Directors' Report. During the year under review, the Company has approved ESOP's scheme to retain and attract skilled and experienced personnel. Required talent was made available by Human Resource Department to various functions on time. Also based on well-defined training process, the Company identified the needs of training and required training was imparted to employees to improve their efficiencies and capabilities.

During the year Industrial Relations remained cordial.

The employee strength as on 31st March 2017 was 989.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Annexure I

Report on CSR Activities of the Company as per Companies (Corporate Social Responsibility Policy) Rules, 2014

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

The CSR Policy adopted by the Company includes all the activities which are prescribed under Schedule VII of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014. The CSR Policy of the Company can be viewed on website of the Company at <http://www.safari.in/corporate/investors-relations/policies/>

2. The Composition of the CSR Committee:

<u>Name of Member</u>	<u>Category</u>
Mr. Sudhir Jatia	Chairman
Mrs. Vijaya Sampath	Member
Mr. Piyush Goenka (wef 7th February 2017)	Member
Mr. Hetal Gandhi upto (3rd March 2017)	Member

3. Average net profit of the Company for last three financial years: ₹ 611.70 Lacs

4. Prescribed CSR Expenditure (2% of the amount as in item 3 above): ₹ 12.23 Lacs

5. Details of CSR spent during the financial year.

(a) Total amount to be spent for the financial year: ₹ 12.23 Lacs

(b) Amount unspent, if any: Nil

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

Sr No	CSR Project or activity identified	Sector in which the project is covered	Projects or programs 1) Local area or 2) Specify the State and projects or programs was undertaken	Amount outlay (budget project or programme wise)	Amount spent on the projects or programs sub-heads (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure upto the reporting period	Amount spent Direct or through implementing agency
1.	Contribution to Shrimad Rajchandra Sarvamangal Trust	Health Care	Mumbai - Maharashtra	Nil	₹ 9.82	₹ 9.82	Directly
2.	Contribution to Antarang Foundation	Promoting Education	Mumbai-Maharashtra	Nil	₹ 5.14	₹ 5.14	Directly
	Total					₹ 14.96	

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

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

Place: Mumbai
Date: 23rd May, 2017

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

INDEPENDENT AUDITORS' REPORT

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

Report on the Standalone Financial Statements

1. We have audited the accompanying standalone financial statements of **SAFARI INDUSTRIES (INDIA) LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

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

Auditor's Responsibility

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

Opinion

4. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017, and its profit and cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

5. As required by section 143 (3) of the Act, we report 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.

INDEPENDENT AUDITORS' REPORT

- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director of the Company in terms of section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure A'.
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations as on March 31, 2017 on its financial position in its financial statements - Refer Note 30 to the financial statements.
 - ii. The Company did not have any long-term contracts as on March 31, 2017 including derivative contracts;
 - iii. There were no amounts which were required to be transferred as on March 31, 2017 to the Investor Education and Protection Fund by the Company.
 - iv. The Company has provided requisite disclosure in the financial statements as to holding as well as dealings in Specified Bank Notes during the period from November 8, 2016 to December 30, 2016. Based on audit procedure and relying on management representation, we report that the disclosures are in accordance with books of accounts maintained by the Company and as produced to us by the Management- Refer Note no. 16.1 of the financial statements.
6. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of sub-section (11) of section 143 of the Act, we give in the 'Annexure B' a statement on the matters specified in paragraph 3 and 4 of the Order.

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

Chartered Accountants
(Firm Regn. No. 100991W)

H. G. Buch
Partner
(M. No. 33114)

Mumbai

Date : 23rd May, 2017

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

Refer to in paragraph 5(f) under the heading "Report on Other Legal and Regulatory Requirements" of our Independent Auditors report of even date to the members of the Company on the financial statement for the year ended March 31, 2017.

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

We have audited the internal financial controls over financial reporting of **SAFARI INDUSTRIES (INDIA) LIMITED** ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance

regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

Mumbai
Date : 23rd May, 2017

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

ANNEXURE B TO INDEPENDENT AUDITOR'S REPORT [Refer to in paragraph 5(f) under the heading "Report on Other Legal and Regulatory Requirements" of our Independent Auditors report of even date to the members of the Company on the financial statement for the year ended March 31, 2017.]

Report on the Companies (Auditor's Report) Order, 2016, issued in terms of Section 143(11) of the Companies Act 2013 ("the Act") of Safari Industries (India) Limited ("the Company").

- (i) (a) The Company is maintaining proper records to show full particulars, including quantitative details and situation of fixed assets.
- (b) As explained to us, the Company has a programme of physical verification of fixed assets which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with such programme, the management has physically verified fixed assets of significant value during the year and no material discrepancies were noticed on such verification. In case of fixed assets lying with third parties, confirmations have been obtained.
- (c) The title deeds of immovable property are held in the name of the company.
- (ii) Inventories have been physically verified by the management during the year, except material lying with third parties and stock in transit in respect of which confirmations and necessary documentary evidences have been obtained. In our opinion, the frequency of verification is reasonable. The Company is maintaining proper records of inventory. The discrepancies noticed on verification between physical inventories and book records were not material in relation to the size of operations of the Company and the same have been properly dealt with in the books of account.
- (iii) As per the information furnished to us, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ("the Act"). Therefore, the provision of Clause (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.
- (iv) During the year the Company has not advanced or given any loan or given any guarantee or provided any security in connection with any loan to any of its Directors or other persons covered under section 185 and 186 of the Act or made any investment covered under section 186 the Act.
- (v) During the year the Company has not accepted any deposits from public nor are there any deposits outstanding at the beginning of the year.
- (vi) The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Act, read with Rule 3 of the Companies (Cost Records and Audit) Amendment Rules, 2014 notified by Ministry of Corporate Affairs, Government of India vide notification dated December 31st, 2014
- (vii) (a) According to the information and explanations given to us and the records examined by us, during the year the Company has generally been regular in depositing undisputed statutory dues with appropriate authorities, being Provident Fund, Employees' State Insurance, Income tax, Sales tax, Service tax, Customs Duty, Excise Duty, Value Added tax, cess and any other material statutory dues. There are no undisputed statutory dues outstanding as at March 31, 2017 for a period of more than six months from the date they became payable.
- (b) The disputed amounts that have not been deposited as on March 31, 2017 in respect of Sales Tax, Income Tax, Entry Tax and Value Added Tax are as under:

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

- (viii) As per the information and explanation given to us, the Company has not defaulted in the repayment of loans or borrowings to the Banks during the year.
- (ix) As per the information and explanations given to us, during the year the term loans have been applied for the purpose for which they were obtained.
- (x) Based on the audit procedures performed and information and explanations given to us by the management, we report that no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) The Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) The Company is not a Nidhi Company, Accordingly para 3(xii) of the Order is not applicable to the Company.
- (xiii) According to the information and explanation given to us, all transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and the details have been disclosed in the Financial Statements, as required by the applicable accounting standards.
- (xiv) As per the documents and records examined by us and the information and explanation given to us the Company has made preferential allotment of shares during the year under review. The requirements in that regard of section 42 of the Act have been complied with and the amounts so raised have been used for the purpose for which the funds were raised.
- (xv) The Company has not entered into any non-cash transaction during the year with Directors or persons connected with him as contemplated in section 192 of the Act.
- (xvi) The Company is not required to be registered under section 45IA of the Reserve Bank of India Act, 1934.

Mumbai
Date : 23rd May, 2017

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

**STANDALONE FINANCIAL STATEMENTS
BALANCE SHEET AS AT 31ST MARCH 2017**

	NOTE NO.		As at 31.03.2017 ₹ in Lacs	As at 31.03.2016 ₹ in Lacs
I. Equity and Liabilities				
1. Share Holders' Funds				
(a) Share Capital	2	415.00	415.00	
(b) Reserves & Surplus	3	9,575.81	8,696.37	
			9,990.81	9,111.37
2. Non-Current Liabilities				
(a) Long Term Borrowings	4	320.70	260.06	
(b) Deferred Tax Liabilities (Net)	5	30.89	32.63	
			351.59	292.69
3. Current Liabilities				
(a) Short Term Borrowings	6	3,909.78	5,502.06	
(b) Trade Payables	7	3,659.75	1,773.06	
(c) Other Current Liabilities	8	1,593.66	817.47	
(d) Short Term provisions	9	227.79	141.09	
			9,390.98	8,233.68
Total			19,733.38	17,637.74
II. Assets				
1. Non-Current Assets				
(a) Fixed Assets:	10			
(i) Tangible Assets		1,910.43	1,948.56	
(ii) Intangible Assets		420.12	478.30	
(iii) Intangible Assets under Development		109.41	29.71	2,456.57
(b) Non-Current Investment	11	5.00	5.00	
(c) Long Term Loans and Advances	12	867.91	847.37	852.37
2. Current Assets				
(a) Current Investment	13	-	0.99	
(b) Inventories	14	9,370.60	7,615.51	
(c) Trade Receivables	15	5,845.00	5,427.89	
(d) Cash and Cash Equivalent	16	485.36	492.74	
(e) Short term Loans and Advances	17	222.27	336.09	
(f) Other Current Assets	18	497.28	455.58	
			16,420.51	14,328.80
Total			19,733.38	17,637.74
Significant Accounting Policies	1			
Notes to Accounts	2 to 45			

As per our Report of even date
For **BANSI S. MEHTA & CO.**
Chartered Accountants
(Firm Regn. No. 100991W)
H. G. BUCH
Partner
(M. No. 33114)
Mumbai, Date: 23rd May, 2017

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

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

PUNKAJ LATH
(Director)
(DIN : 00172371)

VINEET PODDAR
(Chief Financial Officer)

JIGNA PARIKH
(Company Secretary)

Mumbai, Date: 23rd May, 2017

STANDALONE FINANCIAL STATEMENTS
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

	NOTE NO.	For the Year Ended 31.03.2017 ₹ in Lacs	For the Year Ended 31.03.2016 ₹ in Lacs
I. Revenue from Operations			
Sales		36,412.73	28,404.01
Less : Excise Duty on Sales		888.56	717.58
Net Sales		35,524.17	27,686.43
II. Other Income	19	109.53	78.43
III. Total Revenue (I+II)		35,633.70	27,764.86
IV. Expenses:			
Cost of Materials Consumed	20	3,190.61	3,354.94
Purchase of Stock-in-Trade		18,672.72	14,007.22
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	21	(1,707.76)	(1,525.20)
Employee Benefit Expenses	22	4,042.56	2,914.19
Finance Cost	23	307.44	261.91
Depreciation and Amortization Expenses	10	509.76	406.50
Other Expenses	24	9,059.35	7,139.65
Total Expenses		34,074.68	26,559.21
V. Profit before Exceptional/Extraordinary items and Tax		1,559.02	1,205.65
VI. Exceptional items	25	(89.06)	-
VII. Profit before Extraordinary items and Tax		1,469.96	1,205.65
VIII. Extraordinary items	26	-	(5.57)
IX. Profit Before Tax		1,469.96	1,200.08
X. Tax Expense:			
(1) Current tax		(500.00)	(355.00)
(2) Deferred Tax (Refer note no.5)		1.74	(65.01)
XI. Profit After Tax		971.70	780.07
XII. Earnings Per Equity Share (₹):			
(1) Basic		23.41	19.39
(2) Diluted		23.40	19.39
Significant Accounting Policies	1		
Notes to accounts	2 to 45		

As per our Report of even date
For **BANSI S. MEHTA & CO.**
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H. G. BUCH
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Mumbai, Date: 23rd May, 2017

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(Chief Financial Officer)

JIGNA PARIKH
(Company Secretary)

Mumbai, Date: 23rd May, 2017

STANDALONE FINANCIAL STATEMENTS**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017**

	<u>For the Year Ended 31.03.17</u>	<u>For the Year Ended 31.03.16</u>
	<u>₹ in Lacs</u>	<u>₹ in Lacs</u>
A. Cash Flow from Operating Activities		
Profit before exceptional/extraordinary items & Tax	1,469.96	1,205.65
Adjustments for :		
Depreciation	509.76	406.50
Interest (Net)	290.43	249.79
(Profit)/Net Loss on sale of Fixed Assets	(4.19)	0.30
Adjustments for (Write Back) / Writeoff	2.96	(3.68)
Exchange Fluctuation (Gain)/ Loss	89.79	64.46
ESOP compensation impact	7.64	-
Dividend Income	(0.01)	(1.03)
	<u>896.38</u>	<u>716.34</u>
Operating profit before working capital changes	2,366.34	1,921.99
Adjustments for :		
Trade & other receivables	(374.44)	(1,845.83)
Inventories	(1,771.18)	(1,654.66)
Trade & other Payables	2,563.16	641.26
	<u>417.54</u>	<u>(2,859.23)</u>
Cash generated from operations	2,783.88	(937.24)
Direct Taxes paid	(505.56)	(355.00)
Cash flow before extra ordinary / exceptional items	2,278.32	(1,292.24)
Loss on Fire	-	(5.57)
Net cash from operating activities	2,278.32	(1,297.81)
B. Cash flow from investing activities		
Purchase of fixed assets	(525.45)	(1,623.37)
Sale of fixed assets	36.50	0.28
Maturity/(Investments) in Fixed Deposits	(166.67)	99.09
Interest received	17.01	12.12
Dividend Received	0.01	1.03
Net cash used in investing activities	(638.60)	(1,510.85)
C. Cash flow from financing activities		
Capital Raised	-	742.50
Increase in Long Term borrowings	118.44	252.26
Increase/(Decrease) in Short Term borrowings	(1,566.31)	2,213.24
Interest paid	(307.44)	(261.91)
Dividend paid (Incl Dividend Distribution Tax)	(58.47)	(47.96)
Net Cash from financing activities	(1,813.78)	2,898.13
Net Increase/(Decrease) in cash & Cash equivalents	(174.06)	89.47
Opening cash & Cash equivalents	379.04	289.57
Closing cash & Cash equivalents	<u>204.99</u>	<u>379.04</u>

As per our Report of even date
For **BANSI S. MEHTA & CO.**
Chartered Accountants
(Firm Regn. No. 100991W)
H. G. BUCH
Partner
(M. No. 33114)
Mumbai, Date: 23rd May, 2017

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

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(Chairman & Managing Director)
(DIN : 00031969)

PUNKAJ LATH
(Director)
(DIN : 00172371)

VINEET PODDAR
(Chief Financial Officer)

JIGNA PARIKH
(Company Secretary)

Mumbai, Date: 23rd May, 2017

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

Note No. 1

Significant accounting policies:

i) Basis of Preparation :

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

ii) Use of Estimates:

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

iii) Classification of Assets and Liabilities :

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

iv) Fixed Assets :

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

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

v) Depreciation and Amortisation :

(a) Leasehold Land

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

(b) Other Assets

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

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

vi) Investments :

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

vii) Inventories :

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

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017 (contd..)

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

viii) Revenue Recognition :

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

ix) Import Duty Benefits :

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

x) Foreign Currency Transactions :

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

xi) Taxation :

Current Tax :

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

Deferred Tax :

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

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

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

xii) Employee Benefits :

a. Defined Contribution Plan

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

b. Defined Benefit Plan

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

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017 (contd..)**c. Compensated Absences**

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

xiii) Product Warranties :

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

xiv) Voluntary Employees' Separation Scheme :

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

xv) Leases

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

xvi) Impairment of Assets :

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

xvii) Provisions, Contingent Liabilities and Contingent Assets :

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

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017 (contd..)

		As at 31.03.2017 ₹ in Lacs	As at 31.03.2016 ₹ in Lacs
Note No. 2			
A. Share Capital			
Authorised :			
1,00,00,000 (1,00,00,000) Shares of ₹ 10/- each		1,000.00	1,000.00
[50,00,000 (50,00,000) Equity Shares and 50,00,000 (50,00,000) Unclassified Shares]			
ISSUED, SUBSCRIBED & PAID UP :			
41,50,000 (41,50,000) Equity Shares of ₹ 10/- each fully paid- up		415.00	415.00
B. The Reconciliation of the number of Equity shares outstanding at the beginning and at the end of the year	2016-17	2015-16	
	No. of Shares	No. of Shares	₹ in Lacs
Equity shares at the beginning of the year	4,150,000	3,985,000	398.50
Add :- Shares issued on Preferential Basis	-	165,000	16.50
Equity shares at the end of the year	4,150,000	4,150,000	415.00
C. Rights, preference and restriction attaching to various classes of Shares			
1) Each Equity Shareholder is entitled to one vote per share.			
2) Of the 21,17,500 equity shares held by Mr.Sudhir Jatia,Promoter & Managing Director of the Company, 3,30,000 equity shares (shares allotted to him on conversion of the share warrants) are subject to a lock-in of 3 years, from the date of the respective trading approvals granted by the Bombay Stock Exchange, in accordance with the provisions of SEBI (Issue of Capital Disclosure Requirement) Regulations 2009.			
D. Shares in the Company held by each shareholder holding more than 5% of paid up capital	As at 31.03.2017	As at 31.03.2016	
	No. of Shares	No. of Shares	% of holding
Safari Investments Pvt. Ltd.	454,693	454,693	10.96%
Sudhir Mohanlal Jatia	2,117,500	2,117,500	51.02%
Tano India Private Equity Fund II	830,000	830,000	20.00%

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017 (contd..)

		As at 31.03.2017 ₹ in Lacs	As at 31.03.2016 ₹ in Lacs
Note No. 3			
Reserves & Surplus			
Capital Reserve			
At the beginning and at the end of the year		11.17	11.17
	(A)	11.17	11.17
General Reserve			
Opening Balance		618.80	618.80
Closing Balance	(B)	618.80	618.80
Securities Premium Reserve			
Opening Balance		6,768.42	5,794.92
Additions during the year		-	973.50
Closing Balance	(C)	6,768.42	6,768.42
Surplus in Statement of Profit & Loss			
Opening Balance		1,297.98	577.85
Profit for the year		971.70	780.07
Balance available for Appropriation		2,269.68	1,357.92
Less : Appropriation			
- Proposed Dividend on Equity Shares		(83.00)	(49.80)
- Dividend Distribution Tax		(16.90)	(10.14)
	(D)	2,169.78	1,297.98
Share Option Outstanding		39.42	-
Deferred Employee Compensation expense		(31.78)	-
	(E)	7.64	-
Total Reserves & Surplus	(A+B+C+D+E)	9,575.81	8,696.37

Note No. 4

Long Term Borrowings

Term Loans - Secured

From Banks

Term Loans	296.06	242.10
Vehicle Loans	24.64	17.96
	320.70	260.06

- Term Loans (including Current maturities of long term debts) comprise :
 - Loan from Axis Bank Ltd. of ₹300 lacs carrying interest rate of 10.05% p.a. repayable in 54 equal monthly installments, starting from May 2016 with last installment payable in October 2020
 - Loan from HDFC Bank Limited of ₹200 lacs carrying interest rate of 9.15% p.a. repayable in 48 equal monthly installments , starting from November 2016 with last installment payable in October 2020
- Term Loans are secured by first pari passu charge on specific movable Plant and Machinery at the Company's Halol Plant and Equitable mortgage on the immovable properties at Company's Halol Plant.
- Vehicle Loan (including current maturities of Long term Debt) comprise :
 - Loan of ₹6.60 lacs carrying an interest rate of 10% p.a. repayable in 60 equal monthly installements, starting from August 2015 and ending in May 2020
 - Loan of ₹19.80 lacs carrying an interest rate of 9.16% p.a. repayable in 48 equal monthly installements beginning from March 2017 and ending in March 2020
- Vehicle Loans are secured by a charge on the specific vehicles.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017 (contd..)

	As at 31.03.2017 ₹ in Lacs	As at 31.03.2016 ₹ in Lacs
Note No. 5		
Deferred Tax Liabilities / (Assets)		
Deferred Tax Liabilities	60.46	82.46
Deferred Tax Assets	(29.57)	(49.83)
Deferred Tax Liabilities/(Assets) (Net) (Refer Note 36)	<u>30.89</u>	<u>32.63</u>
Note No. 6		
Short Term Borrowings		
Loans repayable on demand		
From Banks - Secured		
Cash Credit	363.37	1,917.43
Working Capital Demand Loan	-	2,051.55
Buyers line of credit	<u>3,546.41</u>	<u>1,533.08</u>
	<u>3,909.78</u>	<u>5,502.06</u>
All the above Short Term Borrowings are secured by :		
1. Hypothecation of stocks of Raw-materials, Semi-finished goods, Finished goods, Packing materials, Stores & Spares and book debts of the Company.		
2. First pari-passu charge on the movable Plant and Machinery (other than those specific charged) lying at the Company's Halol Plant.		
3. Equitable mortgage on the immovable properties situated at Company's Halol Plant.		
Note No. 7		
Trade Payables		
Creditors for Goods & Services	<u>3,659.75</u>	<u>1,773.06</u>
	<u>3,659.75</u>	<u>1,773.06</u>
Note No. 8		
Other Current Liabilities		
Current Maturities of Long Term Debt (Refer Note 4)	122.00	64.20
Advance From Customers	-	15.77
Unclaimed dividends	4.69	3.22
Customs duty Payable	8.49	-
Excise Duty Payable	92.23	79.48
VAT/CST Payable	162.20	137.87
Bonus / Ex-Gratia Payable	24.27	33.60
Other Payables	<u>1,179.78</u>	<u>483.33</u>
	<u>1,593.66</u>	<u>817.47</u>
Note No. 9		
Short Term Provisions		
Provision for Employee benefits		
Gratuity Payable	53.32	24.24
Others		
Provision for Warranty Claims (Refer Note 37)	26.15	2.93
Proposed Final Dividend on Equity Shares	83.00	49.80
Dividend Distribution Tax	16.90	10.14
Provision for Tax (Net of Advance Tax)	<u>48.42</u>	<u>53.98</u>
	<u>227.79</u>	<u>141.09</u>

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017 (contd..)

Note No. 10

Fixed Assets

(₹ in Lacs)

PARTICULARS	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET BLOCK	
	As at 01.04.2016	Additions	Deductions	As at 31.03.2017	As at 01.04.2016	For the Year	Deductions	As at 31.03.2017	As at 31.03.2017	As at 31.03.2016
(i) TANGIBLE ASSETS										
Leasehold Land	9.50	-	-	9.50	2.79	0.09	-	2.88	6.62	6.71
Buildings	266.84	5.71	-	272.55	173.32	5.17	-	178.49	94.06	93.52
Plant and Machinery *	2,168.63	156.86	81.17	2,244.32	861.36	235.07	76.02	1,020.41	1,223.91	1,307.27
Computers	195.88	30.35	-	226.23	149.39	27.88	-	177.27	48.96	46.49
Jigs, Tools & Dies	79.25	5.38	-	84.63	36.99	2.93	-	39.92	44.71	42.26
Furniture, Fixture and Equipments	550.41	105.15	-	655.56	320.86	99.55	-	420.41	235.15	229.55
Electrical Installation	98.80	8.05	-	106.85	34.94	7.56	-	42.50	64.35	63.86
Office Equipments & Other Assets	134.69	32.60	-	167.29	70.02	25.24	-	95.26	72.03	64.67
Vehicles	126.91	50.68	8.95	168.64	32.68	16.59	1.27	48.00	120.64	94.23
Total (i)	3,630.91	394.78	90.12	3,935.55	1,682.35	420.08	77.29	2,025.14	1,910.43	1,948.56
Previous Year	(2,512.71)	(1,119.41)	(1.21)	(3,630.91)	(1,331.30)	(351.69)	(0.64)	(1,682.35)	(1,948.56)	(1,181.40)
(ii) INTANGIBLE ASSETS										
Trademarks	0.28	-	-	0.28	0.23	0.05	-	0.28	-	0.05
Computer Software	72.35	9.04	-	81.39	34.35	12.77	-	47.12	34.27	38.00
Brand	483.45	22.46	-	505.91	43.20	76.86	-	120.06	385.85	440.25
Total (ii)	556.08	31.50	-	587.58	77.78	89.68	-	167.46	420.12	478.30
Previous Year	(71.60)	(484.48)	-	(556.08)	(22.97)	(54.81)	-	(77.78)	(478.30)	(48.63)
(iii) INTANGIBLE ASSETS UNDER DEVELOPMENT										
	29.71	99.17	19.47	109.41	-	-	-	-	109.41	29.71
Previous Year	(10.24)	(19.47)	-	(29.71)	-	-	-	-	(29.71)	(10.24)
Total (i)+(ii)+(iii)	4,216.70	525.45	109.59	4,632.54	1,760.13	509.76	77.29	2,192.60	2,439.96	2,456.57
Previous Year	(2,594.54)	(1,623.36)	(1.21)	(4,216.71)	(1,354.27)	(406.50)	(0.64)	(1,760.13)	(2,456.57)	(1,240.28)

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

Note No. 11

Non-Current Investment

Trade - Unquoted

In Equity Instruments of Wholly Owned Subsidiary

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

As at
31.03.2017
₹ in Lacs

As at
31.03.2016
₹ in Lacs

5.00	5.00
5.00	5.00

Note No. 12

Long Term Loans & Advances

Unsecured and Considered good

Security Deposits

Deposits for Premises & Others

Other Deposits

Deposit with Sales Tax Authorities

839.08

825.97

28.83

21.40

867.91

847.37

Note No. 13

Current Investment - Lower of Cost and Market Value

Others - Quoted

Nil (97.393) Units of HDFC Liquid Fund

-	0.99
-	0.99

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017 (contd..)

Note No. 14	As at 31.03.2017 ₹ in Lacs	As at 31.03.2016 ₹ in Lacs
Inventories		
Raw Materials and Components (<i>including Goods in Transit CY ₹68.01 lacs , PY ₹ 0.83 lacs.</i>)	842.55	750.57
Packing Materials	9.50	36.07
Work in Progress	2.54	3.73
Finished Goods (<i>including Goods in Transit CY ₹21.76 lacs, PY ₹85.74 lacs</i>)	1,593.98	1,488.30
Stock in Trade (<i>Including Goods in Transit CY ₹2162.03 lacs, PY ₹1105.71 lacs</i>)	6,915.43	5,328.25
Stores and Spares	6.60	8.59
	9,370.60	7,615.51

Note No. 15**Trade Receivable (Unsecured, Considered Good)**

Outstanding for a period exceeding six months from the date they became due for payment	374.28	205.98
Others	5,470.72	5,221.91
	5,845.00	5,427.89

Note No.16**Cash and Cash Equivalents****Balances with Banks**

- In Current Accounts	189.87	360.68
- In Unclaimed Dividend Accounts	4.69	3.22

Cash on hand**10.43** 15.14**Total Cash and Cash equivalents (A)****204.99** 379.04**Other Balances - Fixed Deposits**

- Pledged with the Bank against Bank Guarantees / LC	280.37	113.70
--	---------------	--------

Total Other Balances (B)**280.37** 113.70**Total (A + B)****485.36** 492.74

- 16.1 In terms of Ministry of Corporate Affairs ("MCA") Notification No G.S.R.308 (E) dated March 30, 2017, details of Specified Bank Notes *(SBNs) transacted during the period from November 8, 2016 to December 30, 2016 is as under :

Particulars	SBNs	Other denomi- nation notes	Total
Closing cash in hand as on November 08, 2016	1,212,500	403,440	1,615,940
(+) Permitted receipt		6,596,911	6,596,911
(-) Permitted payment		2,316,922	2,316,922
(+) Amount withdrawn from Banks		1,952,500	1,952,500
(-) Amount deposited in Banks	1,212,500	6,033,843	7,246,343
Closing cash in hand as on December 30, 2016	-	602,086	602,086

* For the purpose of this Note, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs Number S.O. 3407(E) dated November 8, 2016.

Note No. 17**Short Term Loans & Advances****Other Loans and Advances - (Unsecured, Considered Good)**

	As at 31.03.2017 ₹ in Lacs	As at 31.03.2016 ₹ in Lacs
Loans and Advances to Staff members	47.55	43.81
Advance to Suppliers	32.30	89.73
Advance recoverable in Cash or in kind or for value to be received	79.51	134.86
Balance with Central Excise Collectorate	62.91	67.69
	222.27	336.09

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017 (contd..)

		Year Ended 31.03.2017 ₹ in Lacs	Year Ended 31.03.2016 ₹ in Lacs
Note No. 18			
Other Current Assets			
Interest Receivable on FDR		4.54	-
Special Additional Duty Receivable		476.65	455.58
Claim Receivable		16.09	-
		<u>497.28</u>	<u>455.58</u>
Note No. 19			
Other Income			
Other Operating Income			
Interest Income		17.01	12.12
Discount Received		4.39	4.20
Sales of Scrap		14.95	23.03
Electricity Duty Refund		48.42	-
Total (A)		<u>84.77</u>	<u>39.35</u>
Other Non-operating Income			
Profit on Sale of Assets		7.72	0.05
Dividend		0.01	1.03
Amounts Written back (Net)		-	5.36
Miscellaneous Income		17.03	32.64
Total (B)		<u>24.76</u>	<u>39.08</u>
Total (A+B)		<u>109.53</u>	<u>78.43</u>
Note No. 20			
Cost of Materials Consumed			
Raw Material Consumed			
Opening Stock		750.57	633.81
Purchases		2,962.78	3,136.17
Sub-Total		<u>3,713.35</u>	<u>3,769.98</u>
Sales		(0.37)	(1.35)
Closing Stock		(842.55)	(750.57)
Raw Material Consumed		<u>2,870.43</u>	<u>3,018.06</u>
Processing Charges		185.17	223.98
Total		<u>3,055.60</u>	<u>3,242.04</u>
Components transferred for warranty claims		(5.65)	(20.85)
Net Consumption		<u>3,049.95</u>	<u>3,221.19</u>
Packing Materials Consumed		140.66	133.75
		<u>3,190.61</u>	<u>3,354.94</u>
Note No. 21			
Changes in Inventories of Finished Goods & Work in Progress and Stock in Trade			
Finished Goods			
Opening Stock		1,488.30	933.89
Closing Stock		(1,593.98)	(1,488.30)
		<u>(105.68)</u>	<u>(554.42)</u>
Work-in-Progress			
Opening Stock		3.73	25.46
Closing Stock		(2.54)	(3.73)
		<u>1.19</u>	<u>21.73</u>
Stock-in-Trade			
Opening Stock	5,328.25		4,335.73
Less : Goods Lost in Transit for which claim lodged	16.09	5,312.16	
Closing Stock		(6,915.43)	(5,328.25)
		<u>(1,603.27)</u>	<u>(992.52)</u>
(Increase)/Decrease		<u>(1,707.76)</u>	<u>(1,525.20)</u>

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017 (contd..)

	Year Ended 31.03.2017 ₹ in Lacs	Year Ended 31.03.2016 ₹ in Lacs
Note No. 22		
Employee Benefit Expenses		
Salaries, Wages and Bonus etc.	3,637.71	2,612.59
Contribution to Provident & other Funds	299.00	199.85
Welfare Expenses	105.85	101.75
	<u>4,042.56</u>	<u>2,914.19</u>
Note No. 23		
Finance Cost		
Interest Expense:		
Term Loans	51.27	15.26
Cash Credits / WCDL / Buyer's Credit	225.67	197.74
ICD & Others	-	5.75
Other Borrowing Costs		
Bank Charges for Buyer's Credit	30.50	43.16
	<u>307.44</u>	<u>261.91</u>
Note No. 24		
Other Expenses		
Consumption of Stores and Spares	22.64	40.00
Packing Materials for Traded Goods	251.08	130.17
Excise Duty	32.75	129.90
Power and Fuel	260.66	202.87
Repairs and Maintenance		
- Building	11.40	9.37
- Plant & Machinery	28.43	12.62
- Others	54.54	16.66
Rent	951.22	926.90
Rates and Taxes	113.73	106.93
Insurance	19.31	8.32
Director's Fees	10.94	6.21
Postage, Telegram & Telephone Expenses	123.67	105.41
Legal & Professional Fees	168.10	138.93
Auditors' Remuneration	7.50	5.90
Amounts Written Off (Net)	2.96	1.68
Bank Charges	38.64	65.97
Freight, Handling & Octroi	2,225.23	1,534.15
Contractual Labour	1,101.62	945.03
Travelling & Conveyance	724.06	612.50
Advertisement & Sales Promotion	752.53	555.64
Discounts	1,315.01	743.15
Net Loss on Exchange Fluctuation	4.26	179.65
Warranty Claims	28.89	22.52
Loss on Sale of Assets	3.53	0.35
CSR Expenditure (Refer Note 42)	14.96	3.50
Premium on Forward Contracts	72.82	2.16
Miscellaneous Expenditure	718.87	633.16
	<u>9,059.35</u>	<u>7,139.65</u>

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017 (contd..)

	Year Ended 31.03.2017 (₹ in Lacs)	Year Ended 31.03.2016 (₹ in Lacs)
Note No. 25		
Exceptional Items		
VRS to Employees & Service Agreement Fees	89.06	-
	<u>89.06</u>	<u>-</u>
Note No. 26		
Extraordinary Items		
Loss by Fire	-	5.57
	<u>-</u>	<u>5.57</u>
27. Estimated amount of contracts remaining to be executed on Capital Account and not provided for (Net of advances) ₹ 133.51 lacs (₹ 2.58 lacs).		
28. Expenditure in Foreign Currency		
Particulars		
Foreign Travelling	79.75	62.73
Capital Expenditure	70.55	65.63
Interest on Buyers Credit	45.71	18.46
Foreign Branch Operations	325.04	218.86
29. a) CIF Value of Imports		
Particulars		
Traded Goods	13,781.21	10,255.69
Raw Material	823.26	959.03
Capital Goods	-	462.51
b) Value of Imported and Indigenous Raw Materials, Spare Parts & Components consumed;	Year Ended 31.03.2017	Year Ended 31.03.2016
Raw Material & Components	(₹ in Lacs) %	(₹ in Lacs) %
Imported	932.83 32.50	945.90 31.34
Indigenous	1937.60 67.50	2072.16 68.66
Spare Parts:		
Imported	- -	- -
Indigenous	22.64 100.00	40.00 100.00
30. Contingent Liabilities not provided for :	Year Ended	Year Ended
Sr. No. Particulars	31.03.2017	31.03.2016
	(₹ in Lacs)	(₹ in Lacs)
(a) Counter Guarantees given by the Company	80.18	83.26
(b) Claims / demands against the Company by employees/ ex-employees, disputed /not acknowledged as debts :	Amount not ascertainable	Amount not ascertainable
(c) Disputed Sales Tax Liabilities (Net of Advance ₹ 14.13 Lacs)	11.46	66.24
(d) Rent and Telephone Bills Disputes	-	0.08
(e) Others *	-	8.93
(f) Bonus for earlier years	10.80	10.80

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

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017 (contd..)**31. Employee Benefits:**

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

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

	Gratuity (Funded)	
	Current Year	Previous Year
	(₹ in Lacs)	(₹ in Lacs)
Obligation at period beginning (April 1, 2016)	196.13	169.88
Current service cost	13.20	9.76
Interest cost	15.30	13.56
Past Service Cost	-	-
Actuarial (gain) / loss	84.45	8.85
Benefits paid	(57.59)	(5.92)
Obligations at the year-end (March 31, 2017)	251.49	196.13
Plan assets at period beginning, at fair value	179.03	126.13
Expected return on plan assets	13.96	10.06
Actuarial gain / (loss)	0.05	5.70
Contributions	36.86	43.06
Benefits paid	(31.74)	(5.92)
Plan assets at the year end, at fair value	198.16	179.03
Reconciliation of present value of the obligation and the fair value of the plan asset		
Fair value of plan assets at the end of the year	198.16	179.03
Present value of the defined benefit obligations at the end of the year	251.49	196.13
Liability/(Asset) recognized in the Balance Sheet	53.33	17.10
Cost for the year		
Current Service cost	13.20	9.76
Interest cost	15.30	13.56
Past Service Cost	-	-
Expected return on plan assets	(13.96)	(10.06)
Actuarial (gain)/loss	84.39	3.16
Net Cost recognized in the Statement of Profit and Loss	98.93	16.41
Assumptions used to determine the benefit obligations		
Interest rate	7.22%	7.80%
Estimated rate of return on plan assets	7.22%	7.80%
Expected rate of increase in salary	3.00%	3.00%
Expected return on plan assets	13.96	10.06

32. Segment Reporting :

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

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017 (contd..)

33. Related Party Disclosures :

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

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

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

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

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

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

Key Management Personnel :

Mr. Sudhir Jatia : Chairman and Managing Director

Relative of Key Management Personnel :

Mr. Mohanlal Jatia : Father of Mr. Sudhir Jatia

Mr. Sanjay Jatia : Brother of Mr. Sudhir Jatia

Ms. Shivani Jatia : Daughter of Mr. Sudhir Jatia

ii) Balances as at the year ended March 31, 2017 :

Particulars	(₹ in Lacs)
Receivable from Ramgopal Textiles Limited	33.88 (60.78)
Receivable from Safari Lifestyles Limited	95.12 (66.63)
Investment in Equity Shares of Safari Lifestyles Limited	5.00 (5.00)

(Figures in bracket relate to previous year)

iii) Transactions with Related Parties during the year :

Nature of Transactions	Key Management Personnel (₹ in Lacs)	Enterprise in which Key Management Personnel has Significant influence (₹ in Lacs)	Relative of Key Management Personnel (₹ in Lacs)	Subsidiary Company (₹ in Lacs)
Remuneration paid to Mr. Sudhir Jatia	49.38 (40.05)	- (-)	- (-)	- (-)
Remuneration paid to Ms. Shivani Jatia	- (-)	- (-)	6.75 (5.50)	- (-)
Rent received from Safari Lifestyles Limited	- (-)	- (-)	- (-)	1.49 (0.72)
Sale to Safari Lifestyles Limited	- (-)	- (-)	- (-)	1,014.51 (286.50)

(Figures in bracket relate to previous year)

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017 (contd..)**34. Disclosure for operating lease under Accounting Standard 19 - "Leases"**

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

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

35. Earning Per Share :

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

	2016-17 (₹ in Lacs)	2015-16 (₹ in Lacs)
a) Net Profit/(Loss) available for Equity Share holders	971.70	780.07
b) Weighted Average No. of Equity Shares for Basic Earning per Share	41.50	40.22
c) Basic Earning per Share (Equity share of ₹10/- each)	23.41	19.39
d) Weighted Average No. of Shares for Diluted Earning per Share	41.54	40.22
e) Diluted Earnings per Share (₹)	23.40	19.39

36. Deferred Taxation :

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

Items of timing difference	Balance of (Assets)/Liabilities as on 01.04.2016	Charge/(Credit) for the year including reversal	(₹ in Lacs) Balance of (Assets)/Liabilities as on 31.03.2017
Depreciation	82.46	(21.99)	60.46
Deferred Revenue Expenditures	(38.20)	16.73	(21.46)
Bonus	(11.63)	3.51	(8.11)
Total	32.63	(1.74)	30.89

37. Provision for Warranty Claims in terms of Accounting Standard -29 :

(₹ in Lacs)

Balance at 01.04.2016	Additions during the year	Amount used/paid during the year	Balance as at 31.03.2017
2.93 (1.25)	28.89 (22.52)	5.67 (20.84)	26.15 (2.93)

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017 (contd..)

38. Disclosure in respect of Derivative Instruments:

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

Foreign currency exposures covered by derivatives instrument:

Particulars	As at 31.03.2017		As at 31.03.2016	
	Amt in USD	₹ In lacs	Amt in USD	₹ In lacs
Buyers Credit	51,73,938	3546.41	-	-

Foreign currency exposures not covered by derivatives instrument:

Particulars	As at 31.03.2017		As at 31.03.2016	
	Amt in USD	₹ In lacs	Amt in USD	₹ In lacs
Buyers Credit	-	-	23,11,191	1,533.08
Import Trade Payables	39,64,693	2570.65	7,67,823	509.32

39. Micro, Small and Medium Enterprises

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

Accordingly no amount of dues outstanding as at 31st March, 2017 have been identified as relating to the Micro, Small and Medium Enterprise referred to in the said Act.

	Year Ended 31.03.2017 (₹ in lacs)	Year Ended 31.03.2016 (₹ in lacs)
40. Payments to Auditors :		
Audit Fees	5.00	4.00
Tax Audit	1.20	0.60
For Certification and Others	1.30	1.30
TOTAL	7.50	5.90
41. Break-up of Managerial remuneration paid to Managing Director.		
Salary	44.09	35.87
Contribution to Provident Fund & Superannuation Fund	5.29	4.18
TOTAL	49.38	40.05

42. Corporate Social Responsibility

Gross Amount required to be spent by the Company during the year ₹ 12.23 Lacs (₹ 3.50 Lacs). Donations made for objects/purposes as per Schedule VII of the Act - ₹ 14.96 Lacs (₹ 3.50 Lacs)

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017 (contd..)**43. Employee Stock Option Scheme:**

- A) Stock options to its eligible employees, details are as under Safari Stock Option Scheme 2016, the details are as under:

<u>Particulars</u>	<u>Tranche I</u>	<u>Tranche II</u>
Grant Date	8th October 2016	9th March 2017
No of Options	13000	9000
Method of Accounting	Intrinsic Value	Intrinsic Value
Vesting Plan	Graded Vesting- At the end of 1st year - 40% At the end of 2nd year - 30% At the end of 3rd year - 30%	Graded Vesting- At the end of 1st year - 40% At the end of 2nd year - 30% At the end of 3rd year - 30%
Exercise period	Within one year from the date of Vesting	Within one year from the date of Vesting
Grant Price (₹ Per share)	800.00	950.00
Average Market Price on the date of Grant of Options (₹ Per share)	971.03	1140.83
Discount on Average Price (₹ per share)	171.03	190.83

- B) The fair value of options used to compute proforma net income and earnings per equity share have been done by independent firm of Chartered Accountants using the Black-Scholes Model.

The key assumptions in the Black-Scholes Model for calculating fair value on the date of grant;

For Safari Stock Option Scheme 2016:

1. Risk Free Rate - 6.55%(Tranche I), 6.74%(Tranche II)
2. Option Life (no. of years) - 1.50 (Year 1), 2.50 (Year 2), 3.50 (Year 3)
3. Expected Volatility - 0.7716 (Tranche I), 0.8247 (Tranche II)
4. Dividend Growth Rate - 5% (Tranche I), 5% (Tranche II)

The weighted average fair value of the options, as on the date of grant for Safari Stock Option Scheme 2016 works out to be ₹ 527.20 (Tranche I) and ₹ 632.68 (Tranche II).

Had the compensation cost for the stock options granted under above scheme has been determined, based on fair-value approach, the Company's net profit and earnings per share would have been as per the proforma amounts indicated below:

<u>Particulars</u>	<u>Year Ended March 31, 2017 (₹ in Lacs)</u>
Net Profit	971.70
Add: Compensation Expense included in Net Profit.	7.64
Less: Compensation Expense as per fair value	NIL
Net Profit (Fair Value Basis)	979.34
Basic Earnings Per Share (Reported)	23.41
Basic Earnings Per Share (Fair Value Basis)	23.59
Diluted Earnings Per Share (Reported)	23.40
Diluted Earnings Per Share (Fair Value Basis)	23.59

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017 (contd..)

44. Trade receivables, Trade Payables and Advances/Deposits balances are subject to confirmation and subsequent reconciliation.
45. Previous year figures have been regrouped or reclassified wherever necessary. Figures in bracket relates to previous year.

As per our Report of even date
For **BANSI S. MEHTA & CO.**
Chartered Accountants
(Firm Regn. No. 100991W)
H. G. BUCH
Partner
(M. No. 33114)
Mumbai, Date: 23rd May, 2017

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

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

VINEET PODDAR
(Chief Financial Officer)

Mumbai, Date: 23rd May, 2017

PUNKAJ LATH
(Director)
(DIN : 00172371)

JIGNA PARIKH
(Company Secretary)

INDEPENDENT AUDITORS' REPORT FOR THE YEAR ENDED MARCH 31, 2017

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

Report on the Consolidated Financial Statements

1. We have audited the accompanying consolidated financial statements of **SAFARI INDUSTRIES (INDIA) LIMITED** (hereinafter referred to as "the Holding Company") and **SAFARI LIFESTYLES LIMITED**, its subsidiary (the Holding Company and its subsidiary together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2017, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

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

Auditor's Responsibility

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

Opinion

4. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2017, and their consolidated profit and consolidated cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

5. As required by section 143 (3) of the Act, we report, to the extent applicable, that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements, have been kept so far as it appears from our examination of those books;
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of consolidated financial statements;
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors of the Holding Company and the Subsidiary Company as on March 31, 2017 and taken on record by the respective Board of Directors, none of the directors of the Group companies is disqualified as on March 31, 2017 from being appointed as a director of the respective Company in terms of section 164 (2) of the Act;
 - (f) With respect to the adequacy of internal financial controls over financial reporting of the Company and operating effectiveness of such controls, refer to our separate Report in 'Annexure A'.
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations as on March 31, 2017 on its consolidated financial position in its consolidated financial statements - Refer Note 26 to the Consolidated Financial Statements.
 - ii. None of the companies in the Group had any long-term contracts, as on March 31, 2017 including derivative contracts;
 - iii. None of the companies in the Group had any amounts which were required to be transferred as on March 31, 2017 to the Investor Education and Protection Fund by the Company.
 - iv. The Company has provided requisite disclosure in the financial statements as to holding as well as dealings in Specified Bank Notes during the period from November 8, 2016 to December 30, 2016. Based on audit procedure and relying on management representation, we report that the disclosures are in accordance with books of accounts maintained by the Company and as produced to us by the Management- Refer Note no. 15.1 of the financial statements.

Mumbai
Date : 23rd May, 2017

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

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

Refer to in paragraph 5(f) under the heading "Report on Other Legal and Regulatory Requirements" of our Independent Auditors report of even date to the members of the Company on the financial statement for the year ended March 31, 2017.

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

In conjunction with our audit of the consolidated financial statements of the company and for the year ended March 31, 2017, We have audited the internal financial controls over financial reporting of **SAFARI INDUSTRIES (INDIA) LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiary company, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention

or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Holding Company and its subsidiary company, which are companies incorporated in India, have in all material respects, an adequate internal financial controls system over financial reporting and such controls were operating effectively as at March 31, 2017, based on the relevant criteria established by the Company, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Mumbai
Date : 23rd May, 2017

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

CONSOLIDATED FINANCIAL STATEMENTS
BALANCE SHEET AS AT 31ST MARCH 2017

	NOTE NO.	As at 31.03.2017 ₹ in Lacs	As at 31.03.2016 ₹ in Lacs
I. Equity and Liabilities			
1. Share Holders' Funds			
(a) Share Capital	2	415.00	415.00
(b) Reserves & Surplus	3	9,582.02	8,690.37
		9,997.02	9,105.37
2. Non-Current Liabilities			
(a) Long Term Borrowings	4	320.70	260.06
(b) Deferred Tax Liabilities (Net)	5	30.02	32.56
		350.72	292.62
3. Current Liabilities			
(a) Short Term Borrowings	6	3,909.77	5,502.06
(b) Trade Payables	7	3,661.24	1,781.48
(c) Other Current Liabilities	8	1,657.17	844.76
(d) Short Term provisions	9	229.04	141.41
		9,457.22	8,269.71
Total		<u>19,804.96</u>	<u>17,667.70</u>
II. Assets			
1. Non-Current Assets			
(a) Fixed Assets:	10		
(i) Tangible Assets		1,918.02	1,956.23
(ii) Intangible Assets		420.12	478.30
(iii) Intangible Assets under Development		109.41	29.71
		2,447.55	2,464.24
(b) Long Term Loans and Advances	11	894.14	861.22
		894.14	861.22
2. Current Assets			
(a) Current Investment	12	-	0.99
(b) Inventories	13	9,415.16	7,631.16
(c) Trade Receivables	14	5,829.19	5,410.43
(d) Cash and Cash Equivalent	15	499.37	507.99
(e) Short term Loans and Advances	16	222.27	336.09
(f) Other Current Assets	17	497.28	455.58
		16,463.27	14,342.24
Total		<u>19,804.96</u>	<u>17,667.70</u>
Significant Accounting Policies	1		
Notes to Accounts	2 to 34		

As per our Report of even date
For **BANSI S. MEHTA & CO.**
Chartered Accountants
(Firm Regn. No. 100991W)
H. G. BUCH
Partner
(M. No. 33114)
Mumbai, Date: 23rd May, 2017

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

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

PUNKAJ LATH
(Director)
(DIN : 00172371)

VINEET PODDAR
(Chief Financial Officer)

JIGNA PARIKH
(Company Secretary)

Mumbai, Date: 23rd May, 2017

CONSOLIDATED FINANCIAL STATEMENTS

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

	NOTE NO.	For the Year Ended 31.03.2017 ₹ in Lacs	For the Year Ended 31.03.2016 ₹ in Lacs
I. Revenue from Operations			
Sales		36,762.63	28,530.12
Less : Excise Duty on Sales		888.56	717.57
Net Sales		35,874.07	27,812.55
II. Other Income	18	109.53	78.43
III. Total Revenue (I+II)		35,983.60	27,890.98
IV. Expenses:			
Cost of Materials Consumed	19	3,190.61	3,500.20
Purchase of Stock-in-Trade		18,672.72	13,526.97
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	20	(1,736.68)	(1,540.85)
Employee Benefit Expenses	21	4,052.28	2,915.19
Finance Cost	22	307.44	261.91
Depreciation and Amortization Expenses	10	513.36	407.19
Other Expenses	23	9,400.18	7,619.63
Total Expenses		34,399.91	26,690.24
V. Profit before Exceptional/Extraordinary items and Tax		1,583.69	1,200.74
VI. Exceptional items	24	(89.06)	-
VII. Profit before Extraordinary items and Tax		1,494.63	1,200.74
VIII. Extraordinary items	25	-	(5.57)
IX. Profit Before Tax		1,494.63	1,195.17
X. Tax Expense:			
(1) Current tax		(513.25)	(355.28)
(2) Deferred Tax (Refer note no.5)		2.54	(64.94)
XI. Profit for the year		983.92	774.95
XII. Earnings Per Equity Share (₹):			
(1) Basic		23.71	19.27
(2) Diluted		23.70	19.27
Significant Accounting Policies	1		
Notes to accounts	2 to 34		

As per our Report of even date
For **BANSI S. MEHTA & CO.**
Chartered Accountants
(Firm Regn. No. 100991W)
H. G. BUCH
Partner
(M. No. 33114)
Mumbai, Date: 23rd May, 2017

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

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(Chief Financial Officer)

JIGNA PARIKH
(Company Secretary)

Mumbai, Date: 23rd May, 2017

CONSOLIDATED FINANCIAL STATEMENTS**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017**

	For the Year Ended 31.03.17 ₹ in Lacs	For the Year Ended 31.03.16 ₹ in Lacs
A. Cash Flow from Operating Activities		
Net Profit before exceptional/extraordinary items & Tax	1,494.63	1,200.74
Adjustments for :		
Depreciation	513.36	407.19
Interest (Net)	290.43	249.79
(Profit) / Loss on sale of Fixed Assets	(4.19)	0.29
Adjustment towards ESOP	7.64	-
Adjustments for (Write Back) / Writeoff	2.96	(3.68)
Exchange Fluctuation (Gain)/ Loss	89.79	64.46
Dividend Income	(0.01)	(1.03)
	<u>899.97</u>	<u>717.02</u>
Operating profit before working capital changes	2,394.60	1,917.76
Adjustments for :		
Trade & other receivables	(391.42)	(1,842.20)
Inventories	(1,800.09)	(1,670.31)
Trade & other Payables	2,473.84	676.98
	<u>282.33</u>	<u>(2,835.53)</u>
Cash generated from operations	2,676.93	(917.77)
Direct Taxes paid	(513.25)	(355.28)
Cash flow before extra ordinary/exceptional items	2,163.68	(1,273.05)
Loss on Fire	-	(5.57)
Net cash from operating activities	2,163.68	(1,278.62)
B. Cash flow from investing activities		
Purchase of fixed assets	(528.97)	(1,631.72)
Sale of fixed assets	36.49	0.28
Maturity/(Investments) in Fixed Deposits	(167.41)	99.09
Interest received	17.01	12.12
Dividend Received	0.01	1.03
Net cash used in investing activities	(642.86)	(1,519.20)
C. Cash flow from financing activities		
Capital Raised	-	742.50
Increase in Long Term borrowings	118.44	252.26
Increase/(Decrease) in Short Term borrowings	(1,566.32)	2,213.23
Interest paid	(307.44)	(261.91)
Dividend paid (Incl Dividend Distribution Tax)	58.47	(47.96)
Net Cash from financing activities	(1,696.85)	2,898.12
Net Increase/(Decrease) in cash & Cash equivalents	(176.03)	100.30
Opening cash & Cash equivalents	394.29	293.99
Closing cash & Cash equivalents	<u>218.26</u>	<u>394.29</u>

As per our Report of even date
For **BANSI S. MEHTA & CO.**

Chartered Accountants
(Firm Regn. No. 100991W)

H. G. BUCH

Partner
(M. No. 33114)

Mumbai, Date: 23rd May, 2017

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

SUDHIR JATIA
(Chairman & Managing Director)
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(Chief Financial Officer)

Mumbai, Date: 23rd May, 2017

PUNKAJ LATH
(Director)
(DIN : 00172371)

JIGNA PARIKH
(Company Secretary)

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

Note No. 1

A. BASIS OF CONSOLIDATION

1. Basis of Preparation:

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

2. Principles of Consolidation

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

The consolidated statements are prepared on the following basis:

- The financial statements of subsidiary company have been combined on line to line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra group balances and intra group transactions and the unrealized profits/losses as per AS-21.
- The difference between the cost of investments in subsidiaries over the net assets at the time of acquisition of shares in the subsidiaries is recognized in the CFS as Goodwill or Capital Reserve, as the case may be.

The CFS are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's standalone financial statements.

3. Company included in Consolidation

The following company is considered for the CFS:

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

B. SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Preparation:

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

2. Use of Estimates:

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

3. Significant Accounting Policies and additional information:

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

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2017 (contd..)

			As at 31.03.2017 ₹ in Lacs	As at 31.03.2016 ₹ in Lacs
Note No. 2				
A. Share Capital				
Authorised :				
1,00,00,000 (1,00,00,000) Shares of ₹ 10/- each			<u>1,000.00</u>	<u>1,000.00</u>
[50,00,000 (50,00,000) Equity Shares and				
50,00,000 (50,00,000) Unclassified Shares]				
Issued, Subscribed & Paid-up :				
41,50,000 (41,50,000) Equity Shares of ₹ 10/- each fully paid- up			<u>415.00</u>	<u>415.00</u>
B. The Reconciliation of the number of Equity Shares outstanding at the beginning and at the end of the year				
			<u>2016-17</u>	<u>2015-16</u>
	No. of Shares	₹ in Lacs	No. of Shares	₹ in Lacs
Equity shares at the beginning of the year	4,150,000	398.50	3,985,000	299.00
Add :- Shares issued on Preferential Basis	-	-	165,000	16.50
Equity shares at the end of the year	4,150,000	415.00	4,150,000	415.00
C. Rights, preference and restriction attaching to various classes of Shares				
1) Each Equity Shareholder is entitled to one vote per share.				
2) Of the 21,17,500 equity shares held by Mr.Sudhir Jatia,Promoter & Managing Director of the Company, 3,30,000 equity shares (shares allotted to him on conversion of the share warrants) are subject to a lock-in of 3 years , from the date of the respective trading approvals granted by the Bombay Stock Exchange,in accordance with the provisions of SEBI (Issue of Capital Disclosure Requirement) Regulations 2009.				
D. Shares in the Company held by each shareholder holding more than 5% of paid up capital				
			<u>AS AT 31.03.2017</u>	<u>AS AT 31.03.2016</u>
	No. of Shares (in Lacs)	% of holding	No. of Shares (in Lacs)	% of holding
Safari Investments Pvt. Ltd.	454,693	10.96%	454,693	10.96%
Sudhir Mohanlal Jatia	2,117,500	51.02%	2,117,500	51.02%
Tano India Private Equity Fund II	830,000	20.00%	830,000	20.00%

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2017 (contd..)

		As at 31.03.2017 ₹ in Lacs	As at 31.03.2016 ₹ in Lacs
Note No. 3			
Reserves & Surplus			
Capital Reserve			
At the beginning and at the end of the year		11.17	11.17
Closing Balance	(A)	11.17	11.17
General Reserve			
At the beginning and at the end of the year		618.80	618.80
Closing Balance	(B)	618.80	618.80
Securities Premium Reserve			
Opening Balance		6,768.42	5,794.92
Additions during the year		-	973.50
Closing Balance	(C)	6,768.42	6,768.42
Surplus in Statement of Profit & Loss			
Opening Balance		1,291.98	576.97
Profit for the year		983.92	774.95
Balance available for Appropriation		2,275.90	1,351.92
Less : Appropriation			
- Proposed Dividend on Equity Shares		(83.00)	(49.80)
- Dividend Distribution Tax		(16.90)	(10.14)
	(D)	2,176.00	1,291.98
Share Option Outstanding		39.42	-
Deferred Employee Compensation expense		(31.78)	-
	(E)	7.64	-
TOTAL RESERVES & SURPLUS	(A+B+C+D+E)	9,582.02	8,690.37

Note No. 4

Long Term Borrowings

Term Loans - Secured

From Banks

Term Loans

Vehicle Loans

Term Loans	296.06	242.10
Vehicle Loans	24.64	17.96
	320.70	260.06

- Term Loans (including Current maturities of long term debts) comprise :
 - Loan from Axis Bank Ltd. of ₹300 lacs carrying interest rate of 10.05% p.a. repayable in 54 equal monthly installments, starting from May 2016 with last installment payable in October 2020
 - Loan from HDFC Bank Limited of ₹200 lacs carrying interest rate of 9.15% p.a. repayable in 48 equal monthly installments, starting from November 2016 with last installment payable in October 2020
- Term Loans are secured by first pari passu charge on specific movable Plant and Machinery at the Company's Halol Plant and Equitable mortgage on the immovable properties at Company's Halol Plant.
- Vehicle Loan (including current maturities of Long term Debt) comprise :
 - Loan of ₹6.60 lacs carrying an interest rate of 10% p.a. repayable in 60 equal monthly installements, starting from August 2015 and ending in May 2020
 - Loan of ₹19.80 lacs carrying an interest rate of 9.16% p.a. repayable in 48 equal monthly installements beginning from March 2017 and ending in March 2020
- Vehicle Loans are secured by a charge on the specific vehicles.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2017 (contd..)

	As at 31.03.2017 ₹ in Lacs	As at 31.03.2016 ₹ in Lacs
Note No. 5		
Deferred Tax (Liabilities) / Assets		
Deferred Tax Liabilities	60.46	82.39
Deferred Tax Assets	(30.44)	(49.83)
Deferred Tax Liabilities/(Assets) (Net) (Refer Note 30)	<u>30.02</u>	<u>32.56</u>
Note No. 6		
Short Term Borrowings		
Loans repayable on demand		
From Banks - Secured		
Cash Credit facility	363.37	1,917.43
Working Capital Demand Loan	-	2,051.55
Buyers line of credit	<u>3,546.41</u>	<u>1,533.08</u>
	<u>3,909.77</u>	<u>5,502.06</u>
All the above Short Term Borrowings are secured by ;		
1. Hypothecation of stocks of Raw-materials, Semi-finished goods, Finished goods, Packing materials, Stores & Spares and book debts of the Company.		
2. First pari-passu charge on the movable Plant and Machinery (other than those specifically charged) at the Company's Halol Plant.		
3. Equitable mortgage on the immovable properties at Company's Halol Plant.		
Note No. 7		
Trade Payables		
Creditors for Goods & Services	3,661.24	1,781.48
	<u>3,661.24</u>	<u>1,781.48</u>
Note No. 8		
Other Current Liabilities		
Current Maturities of Long Term Debt (Refer Note 4)	122.00	64.20
Advance From Customers	9.00	24.77
Unclaimed dividends	4.69	3.22
Interest accrued	-	-
Customs duty Payable	8.49	-
Excise Duty Payable	92.23	79.48
VAT/CST Payable	174.66	147.09
Bonus / Ex-Gratia Payable	24.27	33.60
Other Payables	<u>1,221.83</u>	<u>492.40</u>
	<u>1,657.17</u>	<u>844.76</u>
Note No. 9		
Short Term Provisions		
Provision for Employee benefits		
Gratuity Payable	53.32	24.24
Others		
Provision for Warranty Claims	26.15	2.93
Proposed Final Dividend on Equity Shares	83.00	49.80
Dividend Distribution Tax	16.90	10.14
Provision for Tax (Net of Advance Tax)	<u>49.67</u>	<u>54.30</u>
	<u>229.04</u>	<u>141.41</u>

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2017 (contd..)

Note No. 10

Fixed Assets

(₹ in Lacs)

PARTICULARS	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET BLOCK	
	As at 01.04.2016	Additions	Deductions	As at 31.03.2017	As at 01.04.2016	For the Year	Deductions	As at 31.03.2017	As at 31.03.2017	As at 31.03.2016
(i) TANGIBLE ASSETS										
Leasehold Land	9.50	-	-	9.50	2.79	0.09	-	2.88	6.62	6.71
Buildings	266.84	5.71	-	272.55	173.32	5.17	-	178.49	94.06	93.52
Plant and Machinery	2,168.64	156.84	81.17	2,244.31	861.36	235.07	76.02	1,020.41	1,223.90	1,307.28
Computers	195.88	30.35	-	226.23	149.39	27.88	-	177.27	48.96	46.49
Jigs, Tools & Dies	79.25	5.38	-	84.63	36.99	2.93	-	39.92	44.71	42.26
Furniture, Fixture and Equipments	557.50	108.70	-	666.20	321.51	102.92	-	424.43	241.77	235.99
Electrical Installation	98.80	8.05	-	106.85	34.94	7.56	-	42.50	64.35	63.86
Office Equipments & Other Assets	135.96	32.60	-	168.56	70.07	25.47	-	95.54	73.02	65.89
Vehicles	126.91	50.67	8.95	168.63	32.68	16.59	1.27	48.00	120.63	94.23
Total (i)	3,639.28	398.30	90.12	3,947.46	1,683.05	423.68	77.29	2,029.44	1,918.02	1,956.23
Previous Year	(2,512.71)	(1,127.78)	(1.21)	(3,639.28)	(1,331.30)	(352.38)	(0.63)	(1,683.05)	(1,956.23)	(1,181.41)
(ii) INTANGIBLE ASSETS										
Trademarks	0.28	-	-	0.28	0.23	0.05	-	0.28	-	0.05
Computer Software	72.35	9.04	-	81.39	34.35	12.77	-	47.12	34.27	38.00
Brand	483.45	22.46	-	505.91	43.20	76.86	-	120.06	385.85	440.25
Total (ii)	556.08	31.50	-	587.58	77.78	89.68	-	167.46	420.12	478.30
Previous Year	(71.60)	(484.48)	(-)	(556.08)	(22.97)	(54.81)	(-)	(77.78)	(478.30)	(48.63)
(iii) INTANGIBLE ASSETS UNDER DEVELOPMENT										
	29.71	99.17	19.47	109.41	-	-	-	-	109.41	29.71
Previous Year	(10.24)	(19.47)	-	(29.71)	-	-	-	-	(29.71)	(10.24)
Total (i)+(ii)+(iii)	4,225.07	528.97	109.59	4,644.45	1,760.83	513.36	77.29	2,196.90	2,447.55	2,464.24
Previous Year	(2,594.55)	(1,631.73)	(1.21)	(4,225.07)	(1,354.27)	(407.19)	(0.63)	(1,760.83)	(2,464.24)	(1,240.28)

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

Note No. 11

Long Term Loans & Advances

Unsecured and Considered good

Security Deposits

Deposits for Premises & Others

865.03

839.57

Other Deposits

Deposit with Sales Tax Authorities

29.08

21.65

Income Tax Refund Receivable

0.03

-

894.14

861.22

Note No. 12

Current Investment - Lower of Cost and Market Value

Others - Quoted

Nil (97.393) Units of HDFC Liquid Fund

-

0.99

-

0.99

Note No. 13

Inventories

Raw Materials and Components (including Goods in Transit CY ₹68.01 Lacs, PY ₹0.83)

842.54

750.57

Packing Materials

9.50

36.07

Work in Progress

2.54

3.73

Finished Goods (including Goods in Transit CY ₹21.76 lacs, PY ₹85.74 lacs)

1,593.98

1,488.30

Stock in Trade (Including Goods in Transit CY ₹2162.03 lacs, PY ₹1105.71 lacs)

6,960.00

5,343.90

Stores and Spares

6.60

8.59

9,415.16

7,631.16

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2017 (contd..)

	As at 31.03.2017 (₹ in Lacs)	As at 31.03.2016 (₹ in Lacs)
Note No. 14		
Trade Receivables (Unsecured, Considered Good)		
Outstanding for a period exceeding six months from the due date for payments	376.16	205.98
Others	5,453.03	5,204.45
	<u>5,829.19</u>	<u>5,410.43</u>

Note No. 15**Cash and Cash Equivalents****Balances with Banks**

- In Current Accounts

203.12

375.71

- In Unclaimed Dividend Accounts

4.69

3.22

Cash in Hand

10.45

15.36

Total (A)218.26394.29**Other Balances****Fixed Deposit with Scheduled Bank**

- Pledged with the Bank against Bank Guarantees / LC

281.11

113.70

Total (B)281.11113.70**Total (A + B)**499.37507.99

In terms of Ministry of Corporate Affairs ("MCA") Notification No G.S.R.308 (E) dated March 30, 2017, details of Specified Bank Notes *(SBNs) transacted during the period from November 8, 2016 to December 30, 2016 is as under :

Particulars	SBNs	Other denomi- nation notes	Total
Closing cash in hand as on November 08, 2016	1,234,000	403,713	1,637,713
(+) Permitted receipt		7,077,424	7,077,424
(-) Permitted payment		2,336,922	2,336,922
(+) Amount withdrawn from Banks		1,972,500	1,972,500
(-) Amount deposited in Banks	1,234,000	6,514,356	7,748,356
Closing cash in hand as on December 30, 2016	-	602,359	602,359

* For the purpose of this Note, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of economic Affairs number S.O. 3407(E) dated November 8, 2016.

Note No. 16**Short Terms Loans & Advances****Other Loans and Advances - (Unsecured, Considered Good)**

Loans and Advances to Staff members

47.55

43.81

Advance to Suppliers

32.30

89.73

Advance recoverable in Cash or in kind or for value to be received

79.51

134.86

Balance with Central Excise Collectorate

62.91

67.69

222.27336.09**Note No. 17****Other Current Assets**

Interest Receivable on FDR

4.54

-

Special Additional Duty Receivable

476.65

455.58

Claim Receivable

16.09

-

497.28455.58

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2017 (contd..)

	Year Ended 31.03.2017 (₹ in Lacs)	Year Ended 31.03.2016 (₹ in Lacs)
Note No. 18		
Other Income		
Other Operating Income		
Interest Income	17.01	12.12
Discount Received	4.39	4.20
Sales of Scrap	14.95	23.03
Electricity Duty Refund	48.42	-
Total (A)	<u>84.77</u>	<u>39.35</u>
Other Non-operating Income		
Profit on Sale of Assets	7.72	0.05
Dividend	0.01	1.03
Amounts Written back	-	5.36
Miscellaneous Income	17.03	32.64
Total (B)	<u>24.76</u>	<u>39.08</u>
Total (A+B)	<u>109.53</u>	<u>78.43</u>
Note No.19		
Cost of Materials Consumed		
Raw Material Consumed		
Opening Stock	750.57	633.81
Purchases	2,962.78	3,136.17
Sub-Total	<u>3,713.35</u>	<u>3,769.98</u>
Sales	(0.37)	(1.35)
Closing Stock	(842.55)	(750.57)
Raw Material Consumed	<u>2,870.43</u>	<u>3,018.06</u>
Processing Charges	185.17	223.98
Total	<u>3,055.60</u>	<u>3,242.04</u>
Components transferred for Warranty Claims	(5.65)	(20.85)
Net Consumption	<u>3,049.95</u>	<u>3,221.19</u>
Packing Materials Consumed	140.66	279.01
	<u>3,190.61</u>	<u>3,500.20</u>
Note No. 20		
Changes in Inventories of Finished Goods & Work in Progress and Stock in Trade		
Finished Goods		
Opening Stock	1,488.30	933.89
Closing Stock	(1,593.98)	(1,488.30)
	<u>(105.68)</u>	<u>(554.41)</u>
Work-in-Progress		
Opening Stock	3.73	25.46
Closing Stock	(2.54)	(3.73)
	<u>1.19</u>	<u>21.73</u>
Stock-in-Trade		
Opening Stock	5,343.90	4,335.73
Less : Goods Lost in Transit for which claim lodged	16.09	
Closing Stock	<u>5,327.81</u>	<u>(5,343.90)</u>
	<u>(6,960.00)</u>	<u>(1,008.17)</u>
(Increase)/Decrease	<u>(1,736.68)</u>	<u>(1,540.85)</u>

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2017 (contd..)

	Year Ended 31.03.2017 (₹ in Lacs)	Year Ended 31.03.2016 (₹ in Lacs)
Note No. 21		
Employee Benefit Expenses		
Salaries, Wages and Bonus etc.	3,646.91	2,613.59
Contribution to Provident & other Funds	299.00	199.85
Welfare Expenses	106.37	101.75
	<u>4,052.28</u>	<u>2,915.19</u>
Note No. 22		
Finance Cost		
Interest Expense:		
Term Loans	51.27	15.26
Cash Credits / WCDL / Buyer's Credit	225.67	197.74
ICD & Others	-	5.75
Other Borrowing Costs		
Bank Charges for Buyer's Credit	30.50	43.16
	<u>307.44</u>	<u>261.91</u>
Note No. 23		
Other Expenses		
Consumption of Stores and Spares	22.64	39.99
Packing Materials for Traded Goods	262.41	465.90
Excise Duty	32.75	129.90
Power and Fuel	260.66	202.87
Repairs and Maintenance		
- Building	11.40	9.37
- Plant & Machinery	28.43	12.62
- Others	54.54	16.66
Rent	1,031.55	935.41
Rates and Taxes	113.73	106.93
Insurance	19.31	8.32
Director's Fees	10.94	6.21
Postage, Telegram & Telephone Expenses	124.00	105.41
Legal & Professional Fees	168.45	139.25
Auditors Remuneration	8.29	6.19
Amounts Written Off (Net)	2.96	1.69
Bank Charges	40.28	66.12
Freight, Handling & Octroi	2,225.23	1,583.79
Contractual Labour	1,101.62	945.03
Travelling & Conveyance	724.06	612.50
Advertisement & Sales Promotion	752.53	555.64
Discounts	1,315.01	727.28
Net Loss on Exchange Fluctuation	4.26	179.65
Warranty Claims	28.89	22.52
Loss on Sale of Fixed Assets	3.53	0.35
CSR Expenditure	14.96	3.50
Premium on Forwards Contract	72.82	2.16
Miscellaneous Expenditure	964.93	734.28
	<u>9,400.18</u>	<u>7,619.63</u>

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 ST MARCH, 2017 (contd..)

	Year Ended 31.03.2017 (₹ in Lacs)	Year Ended 31.03.2016 (₹ in Lacs)
Note No. 24		
Exceptional Items		
VRS to Employees	89.06	-
	<u>89.06</u>	<u>-</u>
Note No. 25		
Extraordinary Items		
Loss by Fire	-	5.57
	<u>-</u>	<u>5.57</u>

26. Contingent Liabilities not provided for

Sr. No.	Particulars	For the Period Ended 31.03.17 (₹ in Lacs)	For the Period Ended 31.03.16 (₹ in Lacs)
(a)	Counter Guarantees given by the Company	80.93	83.26
(b)	Claims / demands against the Company by employees / ex-employees disputed /not acknowledged as debts :	Amount not ascertainable	Amount not ascertainable
(c)	Disputed Sales Tax Liabilities (Net of Advance ₹ 14.13 Lacs)	11.46	66.24
(d)	Rent and Telephone Bills Disputes	-	0.08
(e)	Others *	-	8.93
(f)	Bonus for earlier years	10.80	10.80

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

27. Additional Information

Name of the Entity	Net Assets, i.e., total assets minus total liabilities		Share in Profit	
	As % of Consolidated Net Assets	(₹ in Lacs)	As % of Consolidated Profit	(₹ in Lacs)
PARENT Safari Industries (India) Limited	99.67 (99.94)	9963.88 (9099.95)	97.18 (99.95)	956.20 (773.64)
SUBSIDIARY-INDIAN Safari Lifestyles Limited	0.33 (0.06)	33.14 (5.43)	2.82 (0.05)	27.72 (1.31)
Total	100.00	9997.02 (9105.38)	100.00	983.92 (774.95)

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2017 (contd..)**28. Related Party Disclosures :****Related Party Disclosures, as required by Accounting Standard - 18 :****i) Name of the related parties & description of relationship.**

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

Key Management Personnel :

Mr. Sudhir Jatia : Chairman and Managing Director of Holding Co.

Relative of Key Management Personnel :

Mr. Mohanlal Jatia	: Father of Mr. Sudhir Jatia
Mr. Sanjay Jatia	: Brother of Mr. Sudhir Jatia
Ms. Shivani Jatia	: Daughter of Mr. Sudhir Jatia

ii) Balances as at the year ended March 31, 2017 :

Particulars	(₹ in Lacs)
Receivable from Ramgopal Textiles Limited	33.88 (60.78)

iii) Transactions with Related Parties during the year :

Nature of Transactions	Key Management Personnel (₹ in Lacs)	Enterprise in which Key Management Personnel has Significant influence (₹ in Lacs)	Relative of Key Management Personnel (₹ in Lacs)
Remuneration paid to Mr Sudhir Jatia	49.38 (40.05)	- (-)	- (-)
Remuneration paid to Ms Shivani Jatia	- (-)	6.75 (5.50)	5.50 (-)

(Figures in bracket relate to previous year)

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

	2016-17 (₹ in Lacs)	2015-16 (₹ in Lacs)
a) Net Profit available for Equity Share holders	983.92	774.95
b) Weighted Average No. of Equity Shares for Basic Earnings per Share	41.50	40.22
c) Basic Earnings per Share (Equity share of ₹10/- each)	23.71	19.27
d) Weighted Average No. of Shares for Diluted Earnings per Share	41.54	40.22
e) Diluted Earnings per Share (₹)	23.70	19.27

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2017

30. Deferred Taxation :

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

Item of timing difference	Balance of (Assets)/Liabilities as on 01.04.2016	Charge/(Credit) for the year including reversal	(₹ in Lacs) Balance of (Assets)/Liabilities as on 31.03.2017
Depreciation	82.39	(22.78)	59.59
Deferred Revenue Expenditures	(38.20)	16.73	(21.46)
Bonus	(11.63)	3.51	(8.11)
Total	32.56	(2.54)	30.02

31. Payments to Auditors :

	<u>Current Year</u>	(₹ in lacs) <u>Previous Year</u>
Audit Fees	5.50	4.25
Tax Audit	1.49	0.60
For Certification and Others	1.30	1.34
TOTAL	<u>8.29</u>	<u>6.19</u>

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

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

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

As per our Report of even date
For **BANSI S. MEHTA & CO.**
Chartered Accountants
(Firm Regn. No. 100991W)
H. G. BUCH
Partner
(M. No. 33114)
Mumbai, Date: 23rd May, 2017

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

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

VINEET PODDAR
(Chief Financial Officer)

Mumbai, Date: 23rd May, 2017

PUNKAJ LATH
(Director)
(DIN : 00172371)

JIGNA PARIKH
(Company Secretary)

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SAFARI INDUSTRIES (INDIA) LTD.

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

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

ATTENDANCE SLIP

37th Annual General Meeting- 30th August 2017

Reg. Folio/ID No. _____

Name _____

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

I hereby record my presence at the 37th Annual General Meeting of the Company to be held on Wednesday, 30th August, 2017, at The Gem Banquet, Podium level, The QUBE, CTS no. 1498, A/2 MV Road, Behind Taj Flight Kitchen, Marol, Andheri (East), Mumbai 400 059 at 2.30 pm.

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

Member's / Proxy's Signature

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

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SAFARI INDUSTRIES (INDIA) LTD.

Registered office: 403, A wing, The Qube, CTS No. 1498, A/2, M.V. Road, Behind Taj Flight Kitchen, Marol, Andheri (E), Mumbai 400 059, CIN: L25200MH1980PLC022812 | (T): 91-22-4038 1888 | (F): 91-22-4038 1850
www.safari.in | Email id: investor@safari.in

PROXY FORM

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

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

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

1	Name			
	Address			
	Email id:		Signature	

Or failing him:

2	Name			
	Address			
	Email id:		Signature	

Or failing him:

3	Name			
	Address			
	Email id:		Signature	

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37th Annual General Meeting of the Company, to be held on the Wednesday 30th day of August 2017 at The Gem Banquet, Podium level, The QUBE, CTS no. 1498, A/2 MV Road, Behind Taj Flight Kitchen, Marol, Andheri (East), Mumbai 400 059 at 2.30 pm and at any adjournment thereof in respect of the such resolutions as are indicated below:

Resolution No.	Resolution	Vote	
		For	Against
1 (a).	To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the financial year ended 31st March 2017, the reports of the Board of Directors and Auditors thereon.		
1 (b).	To receive, consider and adopt the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March 2017 and the Auditors Report thereon.		
2.	To declare dividend on equity shares for the financial year ended 31st March, 2017.		

Resolution No.	Resolution	Vote	
		For	Against
3.	To appoint a Director in place of Mr. Anuj Patodia, who retires by rotation and being eligible, offers himself for re-appointment.		
4.	To appoint M/s. Lodha & Co., Chartered Accountants as the Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.		
5.	To appoint Mr. Piyush Goenka as a Non-Independent, Non-Executive Director of the Company.		
6.	To approve sub-division of Shares of the Company from face value ₹ 10/- per share to ₹ 2/-per share		
7.	To approve alteration of Clause V: Capital Clause of the Memorandum of Association of the Company		

Signed this _____ day of _____ 2017

Affix a
Fifteen paise
revenue
stamp

Signature of member (s)

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Note:

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

safari

Regd. Off.: Safari Industries (India) Ltd.,
403, A-Wing, The Qube, CTS no 1498, A/2, M.V Road, Behind Taj Flight Kitchen, Marol, Andheri (E), Mumbai - 400 059, Maharashtra, India
Tel: 022 4038 1888 | Fax: 022 4038 1850 | CIN: L25200MH1980PLC022812 | Email id: corporate@safari.in | www.safari.in

ANNEXURES TO THE DIRECTORS' REPORT (contd..)**Annexure C****Statement of Particulars of Employees pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

Sr. No.	Name of the employees	Designation	Remuneration received (₹ in lacs)	Qualification	Experience	Date of commencement of current	Age	Last employment held	% of equity shares held
1	Mr. Sudhir Jatia	Chairman and Managing Director	49.38	BCOM	22 years	18th April 2012	48	Entrepreneur	51.02
2	Mr. Vineet Poddar	Chief Financial Officer	60.30	BCOM, FCA, ACS	21 years	27th April 2016	43	Nshmi Development LLC.	Nil
3	Mr. Indranil Roy	Sr. Vice President	60.53	B.SC, PGDBM	26 years	23rd March 2015	51	Century Pulp & Paper	0.04
4	Mr. Rajiv Kshatriya	General Manager	45.59	Graduate, MBA	11 years	1st June 2016	35	Reckitt Benckiser India	Nil
5	Mr. Satyabrata Mitra	Sr. Vice President	48.19	BCOM, MCOM	35 years	4th May 2012	61	VIP Industries Ltd	0.07
6	Mr. Parmod Aggarwal	Vice President	49.23	B.A, PGDBM	28 years	1st May 2012	54	VIP Industries Ltd	0.14
7	Mr. Paritosh Sinha	General Manager	21.51	B.SC, PGDBM	16 years	30th September 2016	40	JK files (India) Ltd	Nil
8	Mr. Pravin Prabhakar	General Manager	60.81	B. Com, MBA	21 Years	1st May, 2012	47	Princeware Int.	0.02
9	Mr. Sharad Chaugule	Vice President	31.81	B.E in Mechanical	23 years	16th July 2012	49	VIP Industries Ltd	Nil
10	Mr. Virendra Gandhi	Sr. Vice President	25.01	Graduate, Diploma in Taxation	40 Years	1st May, 2012	61	VIP Industries Ltd	0.004

1. All employment are on non-contractual.
2. None of the above employee is related to any Directors of the Company.
3. During the year under review, there have not been any employees in the Company who if employed throughout the financial year were in receipt of remuneration in excess of ₹ 1 crore and ₹ 2 lakhs pa or if employed for a part of the financial year were in receipt of remuneration for any part of that year, at a rate which in aggregate was not less than ₹ 8.50 lakhs per month.
4. The Company has no employees who is in receipt of remuneration in that year which, aggregate or as the case may be, at a rate which in aggregate, in excess of that drawn by the Managing Director and holds by himself or alongwith his spouse or dependent children, not less than 2% of the equity shares of the Company.
5. Details employees working outside India who is drawing more than ₹ 60 lakhs pa or ₹ 5 lakhs pm are as follows:

Sr. No.	Name of the employees	Designation	Remuneration received (₹ in lacs)	Qualification	Experience	Date of commencement of current	Age	Last employment held	% of equity shares held
1	Mr. Pravin Prabhakar	General Manager	60.81	B. Com, MBA	21 Years	1st May, 2012	47	Princeware Int.	0.02

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

Place: Mumbai
Date: 23rd May 2017

SUDHIR JATIA
Chairman & Managing Director
DIN: 00031969