

COMPANY'S PROFILE

SAMTEL INDIA LIMITED

CIN: L31909RJ1981PLC012073

Board of Directors: Mr. Satish K Kaura, Mg. Director
Mr. Om Wadhwa, Director
Mr. Uday Sethi, Director
Mrs. Alka Kaura, Woman Director

Registered Office Village Naya Nohra
Kota Baran Road, Tehsil- Ladpura
Distt- Kota, Rajasthan- 324001.

Correspondence Address: 501, 5th Floor,
Copia Corporate Suites,
District Centre, Jasola,
New Delhi - 110 025
Phone : 011 - 4242 4000
Fax : 011 - 4242 4099
website: www.samtelgroup.com

Registrar & Share Transfer Agent: MCS Share Transfer Agents Limited,
F – 65, 1st Floor,
Okhla Industrial Area, Phase I,
New Delhi - 110020.
Phone : (011) 41406149, 41406151 & 52,
41609386, 41703885
Fax : (011) 41709881

SAMTEL INDIA LIMITED
(CIN: L31909RJ1981PLC012073)

NOTICE OF MEETING

NOTICE is hereby given that the 34th Annual General Meeting of Samtel India Limited will be held at Village Naya Nohra, Tehsil Ladpura, Kota Baran Road, Kota (Rajasthan) on Thursday the 29th day of September, 2016 at 9.30 am to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Om Wadhwa (DIN No.00060713) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Uday Sethi (DIN No.06944469) who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT M/s. S S Kothari Mehta & Co., Chartered Accountants, New Delhi (Regd. No. 000756N) be and is hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 35th Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modification(s) the resolution for re-appointment of Mr. Satish K Kaura (DIN: 00011202) as Chairman & Managing Director of the Company as a **Special Resolution**:
"RESOLVED UNANIMOUSLY THAT in accordance with the Provisions of Section 196, 197 & 198 read with Schedule V and all other applicable provisions of Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and such other approvals/sanctions as may be necessary, Mr. Satish K Kaura be and is hereby re-appointed as the Managing Director of the Company without remuneration for a further period of 5 years with effect from 9th November, 2016 and his tenure as Managing Director of the Company will be up to 8th November, 2021.

RESOLVED FURTHER THAT as Managing Director of the Company Mr. Satish K Kaura will be responsible for the day to day affairs of the Company and will have the absolute power of Management of the affairs of the Company.

RESOLVED FURTHER THAT Mrs. Alka Kaura, Director of the Company be and is hereby authorized to sign & submit requisite forms alongwith certified copies of the resolution with concerned Statutory Authorities including Registrar of Companies, NCT of Delhi & Haryana.

Notes:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item Nos. 4 is annexed hereto. The relevant details of the Director seeking re-appointment under Item No.4, pursuant to Clause 49 of the Listing Agreements entered into with the Stock Exchanges are annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED**

TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the Meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution / authority, as applicable, issued on behalf of the nominating organization. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. **Process and manner for Members opting to vote through electronic means:**

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, and Clause 35B of the Listing Agreement, the Company is pleased to provide to the Members the facility to exercise their right to vote at the 34th Annual General Meeting (AGM) by electronic means and the business may be transacted through the e-voting services provided by Central Depository Services Ltd. (CDSL).

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 26th Sept. 2016 at 9.30 a.m. and ends on 28th Sept., 2016 at 5.00 p.m.. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd Sept., 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on Attendance Slip. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for

voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (xii) Click on the EVSN for the relevant SAMTEL INDIA LIMITED on which you choose to vote.
 - (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - (i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 23rd Sept., 2016 may follow the same instructions as mentioned above for e-Voting.
 - (ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
4. For the benefit of Members who do not have access to e-voting facility, a Ballot Form is being sent along with the Notice of the AGM, to enable them to send their assent or dissent by post. Members may send the duly completed Ballot Forms so as to reach the Scrutinizer at the Registered Office of the Company not later than 28.09.2016 (5.00 pm). Ballot Forms received after this date will be treated as invalid. Detailed instructions on voting through post are given on the reverse of the Ballot Form.
5. **General instructions/ information for Members for voting on the Resolutions:**
- (a) A Member can opt for only one mode of voting, i.e. either by e-voting or through Ballot. In case of Member(s) who cast their votes by both modes, then voting done through e-voting shall prevail and the Ballot Form of that Member shall be treated as invalid.
 - (b) Facility of voting through Poll paper shall also be made available at the Meeting. Members attending the Meeting, who have not already cast their vote by remote e-voting or through Ballot Form shall be able to exercise their right at the Meeting.
 - (c) Members who have cast their vote by remote e-voting or through Ballot Form prior to the Meeting may also attend the Meeting, but shall not be entitled to vote again at the AGM.
 - (d) The voting rights of the shareholders (for voting through remote e-voting or through Ballot Form or by Poll paper at the Meeting) shall be in proportion to their share of the paid-up equity share capital of the Company as on **23.09.2016 ("Cut-Off Date")**. 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 only shall be entitled to avail the facility of remote e-voting, voting through Ballot Form as well as voting at the AGM.
 - (e) Any person who acquires Shares of the Company and becomes a Member of the Company after the dispatch of the AGM Notice and holds shares as on the cut-off date, i.e. 23.09.2016, may

obtain the login Id and password by sending a request at helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you may reset your password by using "Forgot User Details/ Password" option available on www.evotingindia.com.

- (f) If a Member is desirous of obtaining a duplicate Ballot Form, or desires to vote in physical form, he may request for the same by mentioning their Folio/ DP ID - Client ID No. However, the duly completed Ballot Forms should reach the Scrutinizer not later than 28.09.2016 (5.00 pm). Ballot Forms received after this date will be treated as invalid.
 - (g) Ms. Nishi Talwar of Nishi Talwar and Associates, (Membership No. 10529), D-144, Jhilmil Colony, Delhi 110095 has been appointed by the Board of Directors of the Company as Scrutinizer for scrutinizing the remote e-voting process as well as voting through post and through ballot paper at the Meeting, in a fair and transparent manner.
 - (h) The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting and also count the votes received by post through Ballot Form, in the presence of at least two (2) witnesses not in the employment of the Company.
 - (i) The Scrutinizer will collate the votes cast at the Meeting, votes downloaded from the e-voting system and votes received through post and make, not later than two days from the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
 - (j) The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the result of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.samtelgroup.com and on the website of CDSL immediately after their declaration, and communicated to the Stock Exchanges where the Company is listed, viz. BSE Ltd.
6. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing the representative to attend and vote on their behalf at the Meeting.
7. Members/ Proxies should bring the enclosed Attendance Slip duly filled in, for attending the Annual General Meeting, along with their copy of the Annual Report. Copies of the Annual Report will not be distributed at the Meeting.
- 8. The Register of Members and the Share Transfer Books of the Company will be closed from 26th day of Sept. 2016 to 28th day of Sept. 2016 (both days inclusive).**
9. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Share Registrars and Transfer Agents. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Share Registrars and Transfer Agents.
10. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company's Share Registrars and Transfer Agents for assistance in this regard.
- 11. Nomination Facility:**
As per the provisions of Section 72 of the Companies Act, 2013, facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he may submit the same in Form No. SH-14. Both Forms are appended at the end of the Annual Report. Members holding shares in physical form are requested to submit the forms to the Company's Share Registrars and Transfer Agents. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

12. Unclaimed Dividends:

(a) Transfer to General Revenue Account:

Pursuant to Section 205A of the Companies Act, 1956, all unclaimed/ unpaid dividends up to the financial year ended 31st March, 1996 have been transferred to the General Revenue Account of the Central Government. Members who have not yet encashed their dividend warrants for the said period are requested to forward their claims in Form No. II prescribed under the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978 to Office of the Registrar of Companies, NCT of Delhi & Haryana.

(b) Transfer to the Investor Education and Protection Fund:

Members are hereby informed that after the amendment of the Companies Act, 1956, w.e.f. 31st October, 1998, the Company is obliged to transfer any money lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the Unpaid Dividend Account, to the credit of Investor Education and Protection Fund ("the Fund") established by the Central Government. In accordance with Section 205C of the Companies Act, 1956, no claim shall lie against the Company or Fund in respect of the amounts transferred to the Fund.

All the unpaid dividend have already been transferred to the IEPF Account.

13. 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 details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company or its Share Registrars and Transfer Agents.

14. Updation of Members' Details:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/ Share Registrars and Transfer Agents to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing the additional details is appended at the end of this Annual Report. Members holding shares in physical form are requested to submit the filled in form to the Company or its Share Registrars and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

15. Electronic copy of the Annual Report for 2015-16 is being sent to all Members whose email addresses are registered with the Company/ Depository Participants for communication purposes, unless any Member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the Annual Report for 2015-16 are being sent in the permitted mode.
16. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Share Registrars and Transfer Agents/ their Depository Participants, in respect of shares held in physical/ electronic mode respectively.

By Order of the Board of Directors

Sd/-

SATISH K KAURA
Chairman & Managing Director

Dated: 10th August, 2016

Corporate Office:

501, 5th Floor, Copia Corporate Suites,
9, District Centre, Jasola, New Delhi – 110025.

STATEMENT IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE OF ANNUAL GENERAL MEETING PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 5

Statement pursuant to Schedule V of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial standard-2:

In terms of the Sections 196, 197 and 203, the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V and all other applicable provisions of the Act and Chapter IV of the SEBI (LODR) Regulations, 2015 and subject to the approval of Members, Central Government and other approvals as may be required (if any), the nomination and remuneration committee in their meeting held on 27th May, 2016 has recommended and the Board of Directors, in their meeting held on 27th May, 2016, has also recommended for re-appointment of Mr. Satish K Kaura (DIN: 00011202) as Managing Director of the Company for the period of 5 years from the expiry of the present terms which will expire on 08.11.2016 at the without remuneration.

Mr. Satish K Kaura, was appointed as Managing Director of the company for a period of 5 year and his tenure will be completed on 8th November, 2016. During the entire period of his current appointment Mr. Satish K Kaura has not drawn any remuneration or perquisites from the Company. At present Mr. Satish K Kaura is also the Managing Director of Samtel Color Limited.

In terms of the provisions of Section 196 read with Schedule V and other applicable provisions of the Companies Act, 2013, Mr. Satish K Kaura, who has crossed the age of 70 years can be re-appointed as the Managing Director of Samtel India Limited for a further period of 5 years provided the same is approved by the members of the Company by way of Special Resolution.

Keeping in view the current status/position of the Company and future business plan it is proposed to re-appoint Mr. Satish K Kaura as the "Managing Director" of the Company for a further period of 5 years with effect from 9th November, 2016 upto 8th November, 2021. It is further proposed that the Managing Director will not draw any remuneration or perquisites from the Company during entire duration of his re-appointment unless so recommended by the Board and approved by the Members and such Statutory Authorities as may be required.

Mr. Satish K.Kaura is being re-appointed as Managing Director of the Company for a period of 5 years. w.e.f. 09.11.2016 in accordance with the Provisions of Section 196, 197 & 198 read with Schedule V and all other applicable provisions of Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and such other approvals/sanctions as may be necessary. Mr. Kaura will not be entitled to receive any Remuneration and also will not be liable to retire by Rotation in the Annual General Meeting of the Company.

JOB PROFILE AND HIS SUITABILITY:

Career and Experiences:

Mr. Satish K. Kaura, aged about 72 years, has done his Bachelor of Engineering from IIT Kanpur and has done his Masters in Electronics from Carleton University, Canada. After obtaining valuable work experience in North America, Mr. Kaura returned to India and set up the Samtel Group.

He is the Chief Promoter and Architect of the Company, who had set up the business himself being the first generation entrepreneur and has been looking after the affairs of the Company since inception and also chiefly responsible for all major business policy decision of the Company

Besides his business interest, Mr. Kaura is active in other fields as well. He has been President of Electronics Components Industries Association and Chairman of Confederation of Indian Industry (Northern Region). He was given the distinguished Alumni Award by IIT, Kanpur in 1989. ELCINA honoured him with the Electronics Man of the Year in 1988 and CETMA conferred on him Man of Electronics Award for 1996. He has also been recognized and honoured by various organizations in different walks of life. He is also involved with managing schools and free health services in villages.

Recognizing his contribution and distinguished services in the field of Science and Technology, the Government of India conferred the prestigious PADMA SHRI Award in 2005.

Samtel India Limited is a listed Company. In terms of the provisions of the Companies Act, 2013 and Listing Regulations, the Company ought to have a Managing or Wholetime Director to take care of the day to day management and affairs of the Company.

Even though, at present, the manufacturing activities of the Company have been closed due to adverse business conditions and no demand for the products of the Company, with the help of Mr. Kaura the Board of Directors have been exploring various other business opportunities and are confident that the Company will embark upon a new journey very shortly.

Mr. Satish K Kaura, the Promoter and architect of the Company has been in the helm of affairs of the Company since inception and keeping in view his vast experience and association with the Company the Board of Directors considers him at the right person to lead the Company into a new beginning.

Therefore, the members of the Board of the company are requested to consider & approve the re-appointment of Mr. Satish K Kaura as the Managing Director of the Company, without remuneration, for a further period of 5 years effective from 9th November, 2016 upto 8th November, 2021.

The above may be treated as an abstract the terms of re-appointment in accordance with the Provisions of Section 196, 197 & 198 read with Schedule V and all other applicable provisions of Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and such other approvals/sanctions as may be necessary

The Board recommends the Resolution for the approval of the members.

None of the Director of the Company except Mr. Satish K.Kaura & Mrs. Alka Kaura are interested in the Resolution.

INFORMATION UNDER CHAPTER IV OF THE SEBI (LODR) REGULATIONS 2015 REGARDING RE-APPOINTMENT OF DIRECTORS

Name of Director	Om Wadhwa	Uday Sethi	Satish K Kaura
Date of Birth	05-05-1928	26-09-1988	18-12-1944
Date of Appointment	14-09-1987	14-08-2014	29-06-1981
Expertise in specific functional areas	Mr. Om Wadhwa is the Industrialist and had a Professional expertise in the Electronics industries and wide knowledge in the international markets procurements etc. He has the sound knowledge of administration and	Mr. Uday Sethi is Professional Director. He is quite knowledge & expertise in Business Administration and Financials. He has also been honoured as the Electronics Man of the year award in the past by ELCINA and CETMA.	Mr. Satish K Kaura, the Promoter and architect of the Company has been in the helm of affairs of the Company since inception and keeping in view his vast experience and association with the Company. Recognizing his contribution and distinguished services in the field of Science and Technology, the Government

	management.		of India conferred the prestigious PADMA SHRI Award in 2005
Qualifications	Graduate	Graduate and MBA	
List of companies in which Directorship held as on 31.03.2015	Public Limited: Nil Private Limited: JVC Electronics Pvt. Ltd.	Public Limited: Samtel Color Ltd. Samtel Glass Ltd.	Public Limited: Samtel Color Ltd. Samtel Glass Ltd. Samtel Hal Display Systems Ltd. Samtel Thales Avionics Ltd. Samtel Machines & Projects Ltd. Swaka Consultants Ltd. Punswat Consultants Ltd. Private Companies: Blue Bell Trade Links Pvt. Ltd. Paramount Capfin Lease Pvt. Ltd. Fame Mercantiles Pvt. Ltd.
Chairman/Member of Mandatory Committee	Chairman: Nil	Chairman: Stakeholders Relationship Committee – Samtel Color Ltd. Audit Committee – Samtel Color Ltd. Member: Finance Committee – Samtel Color Ltd.	Chairman: Finance Committee – Samtel Color Ltd. Member: Stakeholders Relationship Committee – Samtel Color Ltd.

SAMTEL INDIA LIMITED

Registered Office: Village Naya Nohra, Kota Baran Road, Tehsil- Ladpura, Distt- Kota, Rajasthan-324001

Correspondence Office: 501, 5th Floor, Copia Corporate Suites, District Centre, Jasola, New Delhi 110025.

CIN: L31909RJ1981PLC012073

34th Annual General Meeting on Thursday the 29th Sept. 2016**PROXY FORM**

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

Name of the member(s) :

Registered Address:

Email ID:.....

Regd. Folio No. / DPID/Cinet ID No. :

I/We (Name(s)).....of
(Address).....being a Member / Members of Shares of SAMTEL INDIA LIMITED hereby appoint
(Name)..... of
(Address).....
or failing him (Name).....of
(Address).....as my / our proxy to attend and vote for me / us and on my / our behalf at the 34th Annual General Meeting of *Samtel India Limited* to be held on Thursday, the 29th September 2016 at 9.30 A.M. at registered office of the company at Village Naya Nohra, Tehsil Ladpura, Kota Baran Road, Kota (Rajasthan) and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions	Against	For
1	Adoption of audited Financial Statement of the Company for the year ended 31 st March, 2016 and Report of the Board of Directors and Auditors thereon.		
2	Appoint a Director in place of Mr. Om Wadhwa, who retires by rotation, and being eligible, seeks re-appointment		
3	Appoint a Director in place of Mr. Uday Sethi, who retires by rotation, and being eligible, seeks re-appointment		
4	Appoint M/s S S Kothari Mehta & Co., Chartered Accountants, as a Statutory Auditor of the company for next year and authorization to the Board of Directors to fix the remuneration of the Joint Statutory Auditors		
5	Re-Appointment of Mr. Satish K Kaura as Managing Director of the company for next 5 years effective from 9 th November, 2016 to 8 th November, 2021.		

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

Signature of Shareholder:.....Signature of the Proxy Holder:.....

Note:

1. The proxy form should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference , if you leave the for, against column blank against any or all resolution, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. For the Resolution, Explanatory Statement and Notes, please refer to the Notice of the 34th Annual General Meeting.

SAMTEL INDIA LIMITED

Registered Office: Village Naya Nohra, Kota Baran Road, Tehsil- Ladhura, Distt- Kota, Rajasthan-324001
Correspondence Office: 501, 5th Floor, Copia Corporate Suites, District Centre, Jasola, New Delhi 110025.

CIN: L31909RJ1981PLC012073

34th Annual General Meeting on Thursday the 29th Sept. 2016

ATTENDANCE SLIP

34 th Annual General Meeting	Thursday, the September 29, 2016
Name of the Member: _____	
Name of the Proxy Holder, if any: _____	
Regd. Folio / DPID/Cinet ID No.: _____	
No. of Shares: _____	

I / we hereby record my/our presence at the at the 34th Annual General Meeting of *Samtel India Limited* to be held on Thursday, the 29th September 2016 at 9.30 A.M. at registered office of the company at Village Naya Nohra, Tehsil Ladhura, Kota Baran Road, Kota (Rajasthan).

Signature of the Member / Proxy holder

Note :

1. Members/Proxy holders are requested to bring this Attendance Slip duly filled in and signed with them when they come to the meeting and hand it over at the ATTENDANCE VERIFICATION COUNTER at the entrance of the Meeting Venue.
2. No Attendance slip shall be issued at the meeting.
3. Electronic copy of the Annual Report for the Financial year 2015-16 & Notice of the AGM alongwith the attendance slip & Proxy form is being sent to all the members whose email address is registered with the Company / DP unless any member has requested for a hard copy of the same. Members receiving electronic copy & attending the AGM can print copy of the Attendance slip.
4. Physical copy of the Annual Report for the Financial year 2015-16 & the Notice of the AGM alongwith Attendance Slip & Proxy form is being sent in the permitted mode (s) to all members whose e-mail is not registered or have requested for hard copy. Please bring your copy of the Annual Report to the Meeting.
5. The Meeting is of members only and you are requested not to bring with you any person who is not a member or a proxy.

Signature of the Member / Proxy holder

E-Voting Particulars		
EVSN (E Voting Sequence Number)	User ID	Password

DIRECTORS' REPORT

TO THE MEMBERS OF SAMTEL INDIA LIMITED

The Directors hereby present their Thirty Third Annual Report on the business and operations of the Company and the audited financial statements for the year ended 31st March, 2016.

FINANCIAL RESULTS

(Rs in Lacs)

Particulars	Financial 2015-16	Year 2014-15
Revenue from operations (Gross)	Nil	Nil
Less : Excise Duty	Nil	Nil
Revenue from operations (Net)	Nil	Nil
Other Income	19.98	23.20
Profit/ (-) Loss before Interest, Depreciation and Tax	(22.96)	(22.96)
Interest	11.75	6.40
Depreciation	0.08	0.11
Profit/(Loss) after Tax	(10.11)	(22.96)
Provision for Tax	Nil	Nil
Deferred Tax Assets	Nil	Nil
Profit for the year	(10.11)	(22.96)
Balance of Profit/(Loss) brought forward from Previous Year	(1614.21)	(1591.25)
Appropriations		
Transfer to General Reserve	(10.11)	(22.96)
Balance Profit/(-) Loss carried forward to Balance Sheet	(1624.32)	(1614.21)

The Company does not propose to transfer any amount to the General Reserves.

DIVIDEND

Your Directors do not recommend any dividend for the financial year ended 2015-16.

SHARE CAPITAL

The paid up Equity Share Capital as on 31st March, 2016 was Rs. 708.42 lacs. During the year under review, the Company has not issued any shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company.

Details of Directors' Shareholding have been given elsewhere in the Directors' Report.

COMPANY PERFORMANCE

During the financial year under review, the Company registered Revenue / other income of Rs. 19.98 lacs as against Revenue / other income of Rs. 19.20 lacs during the previous financial year. The Company ended the financial year with net loss of Rs. 10.11 lacs as against net loss of Rs.22.96 lacs during the previous financial year.

Subdued business environment and slowdown in economy across the spectrum have impacted the industrial and manufacturing sector quite adversely. Most of the businesses are being run with minimum manpower and it has a negative effect on the whole manpower supply industry/business. Being a new entrant to the business

it became very difficult for the Company to overcome the competition from established player and thus the new business activity of the Company failed to take off despite the best efforts of the Management.

The Management is exploring various other business opportunities including venturing into manufacturing activities and will approach the members for their approval at an appropriate time.

FUTURE OUTLOOK

Since the efforts of the Management to set up man power supply business have not yielded positive results, various other options are being discussed and explored by your Directors at regular interval.

Considering the present market scenario in electronic industry, your Directors are of the view that carrying on trading activities of different products more particularly of electronic items may be beneficial to the overall interest of the Company.

Accordingly, requisite steps are being taken to set up trading activities by registering the Company with at different Statutory Authorities/Forum. Statutory Authorities and all Stakeholders.

EROSION OF NET-WORTH- REFERENCE TO BIFR

Due to continuing losses, the net-worth of the company had got completely eroded. However, since your Company does not fall under the purview of Sick Industrial Companies (Special Provisions) Act, 1985 no reference to the Board for Industrial and Financial Reconstruction (BIFR) has been filed.

SUBSIDIARY COMPANY

Your Company does not have any subsidiary company. Form AOC 1 is given as per **Annexure A**.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company neither has made any investments nor has given any loans or guarantees or provided any security during the year under review.

FIXED DEPOSITS

Your Company has not accepted any public deposits during the financial period under review.

RELATED PARTY TRANSACTIONS

All Related Party Transactions that were entered into during the financial year were on an arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Companies Act, 2013.

RISK MANAGEMENT

The Company has adopted a Risk Management Policy in accordance with the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement. It establishes various levels of accountability and overview within the Company, while vesting responsibility for each significant risk.

INTERNAL CONTROLS SYSTEMS AND ADEQUACY

The Company's internal audit systems are geared towards ensuring adequate internal controls commensurate with the size and needs of the business, with the objective of efficient conduct of operations through adherence to the Company's policies, identifying areas of improvement, evaluating the reliability of Financial

Statements, ensuring compliances with applicable laws and regulations and safeguarding of assets from unauthorized use.

DIRECTORS

Appointment of Directors

In accordance with the provisions of Section 152(6) of the Companies Act, 2013 Mr. Om Wadhwa, Director (DIN 00060713) and Mr. Uday Sethi, Director (DIN 06944469) are liable to retire by rotation at the 34th Annual General Meeting of the Company and being eligible, offer himself for re-appointment.

Re-Appointment of Managing Director

In terms of Section 196, 197 & 198 read with Schedule V and Articles of Association of the Company & all other applicable provisions of Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and such other approvals/sanctions as may be necessary, the Board of Directors in their meeting held on 27th May, 2016 has appointed Mr. Kaura as Managing Director of the company for a period of 5 year effective from 9th November 2016.

Mr. Satish K Kaura, was appointed as Managing Director of the company for a period of 5 year and his tenure will be completed on 8th November, 2016. During the entire period of his current appointment Mr. Satish K Kaura has not drawn any remuneration or perquisites from the Company. At present Mr. Satish K Kaura is also the Managing Director of Samtel Color Limited.

Keeping in view the current status/position of the Company and future business plan it is proposed to re-appoint Mr. Satish K Kaura as the “Managing Director” of the Company for a further period of 5 years with effect from 9th November, 2016 upto 8th November, 2021. Mr. Kaura will not draw any remuneration or perquisites from the Company during entire duration of his re-appointment unless so recommended by the Board and approved by the Members and such Statutory Authorities as may be required.

Mr. Satish K.Kaura is being re-appointed as Managing Director of the Company for a period of 5 years. w.e.f. 09.11.2016 in accordance with the Provisions of Section 196, 197 & 198 read with Schedule V and all other applicable provisions of Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and such other approvals/sanctions as may be necessary. Mr. Kaura will not be entitled to receive any Remuneration and also will not be liable to retire by Rotation in the Annual General Meeting of the Company.

Brief resume of the above Directors, nature of their experience and expertise in specific functional areas and the name of the public companies in which they hold the Directorship and the Chairmanship/Membership of the Committees of the Board, as stipulated under the SEBI (LODR) Regulations 2015 and as per the Listing Agreement with the Stock Exchanges, are given in the Notice convening the 34th Annual General Meeting and forms part of this Report.

Governance Guidelines

The Company has adopted Governance Guidelines on Board Effectiveness. The Governance Guidelines cover aspects related to composition and role of the Board, Chairman and Directors, Board diversity, definition of independence, Director term, retirement age and Committees of the Board. It also covers aspects relating to nomination, appointment, induction and development of Directors, Director remuneration, Subsidiary oversight, Code of Conduct, Board Effectiveness Review and Mandates of Board Committees.

Procedure for Nomination and Appointment of Directors

The Nomination and Remuneration Committee is responsible for developing competency requirements for the Board based on the industry and strategy of the Company. Board composition analysis reflects in-depth understanding of the Company, including its strategies, environment, operations, financial condition and compliance requirements.

Criteria for Determining Qualifications, Positive Attributes and Independence of a Director:

The Nomination and Remuneration Committee has formulated the criteria for determining qualifications, positive attributes and independence of Directors in terms of provisions of Section 178 (3) of the Act and Clause 49 of the Listing Agreement.

Independence: In accordance with the above criteria, a Director will be considered as an 'Independent Director' if he/ she meets with the criteria for 'Independent Director' as laid down in the Act and Clause 49 of the Listing Agreement.

Qualifications: A transparent Board nomination process is in place that encourages diversity of thought, experience, knowledge, perspective, age and gender. It is also ensured that the Board has an appropriate blend of functional and industry expertise. While recommending the appointment of a Director, the Nomination and Remuneration Committee considers the manner in which the function and domain expertise of the individual will contribute to the overall skill-domain mix of the Board.

Positive Attributes: In addition to the duties as prescribed under the Act, the Directors on the Board of the Company are also expected to demonstrate high standards of ethical behavior, strong interpersonal and communication skills and soundness of judgment. Independent Directors are also expected to abide by the 'Code for Independent Directors' as outlined in Schedule IV to the Act.

Annual Evaluation of Board Performance and Performance of its Committees and of Directors:

Pursuant to the provisions of the Act and as per the Listing Agreement & SEBI (LODR) Regulations 2015, the Board has carried out an annual evaluation of its own performance, performance of the Directors as well as the evaluation of the working of its Committees.

The Board's functioning was evaluated on various aspects, including *inter alia* degree of fulfillment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning.

Directors were evaluated on aspects such as attendance and contribution at Board/ Committee Meetings and guidance/ support to the management outside Board/ Committee Meetings.

Areas on which the Committees of the Board were assessed included degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Director being evaluated. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Board as a whole. The Nomination and Remuneration Committee also reviewed the performance of the Board, its Committees and of the Directors.

REMUNERATION POLICY

The Manager / Executive Directors are paid remuneration approval by Board of Directors on the recommendation of remuneration committee. The remuneration so approved is subject to approval by shareholders and such authorities as the case may be, the Directors / Key Man Persons do not draw any

remuneration.

BOARD AND COMMITTEE MEETINGS

During the year under review the Directors of the Company met 5 times.

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 (3) (c) and 134 (5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;
- (ii) 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 loss of the Company for that period;
- (iii) they have taken proper and sufficient care for the 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 fraud and other irregularities;
- (iv) they have prepared the annual accounts on a going concern basis;
- (v) 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;
- (vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

CORPORATE SOCIAL RESPONSIBILITY

The Company does not fall under the parameter as prescribed under the Companies Act, 2013 and relevant Rules thereof.

POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE

The Company has zero tolerance for sexual harassment at workplace and has adequate mechanism to address and act upon complaints, if any.

During the year under review the Company neither have any woman employee nor has received any complaint of sexual harassment.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

No significant material orders have been passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Company has adequate systems, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy.

AUDITORS & AUDIT REPORT

The Auditors of the Company M/s. S.S.Kothari Mehta & Co., Chartered Accountants, New Delhi, retire at the forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment. The Company has received a letter from them to the effect that their appointment, if made, would be within the prescribed limit under Section 139 & 141 of the Companies Act, 2013. The Board of directors recommends their appointment, as Statutory Auditors for the next financial year for your approval.

The observations of the Auditors and the relevant notes on the accounts are self-explanatory. Further, explanations with regard to the observations/qualifications of the Auditors' are as under :

- (a) As such there is no fund generation in the Company. The statutory payments will be cleared on availability of the funds with the Company.
- (b) The management is in process of seeking legal opinion regarding the applicability of provision of Sick Industrial Companies (Special Provision) Act, 1985 and necessary steps will be initiated accordingly.

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed Mr. Deepak of M/s Deepak & Associates, a Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the year ended 31st March, 2016. The Secretarial Audit Report is annexed as **Annexure B**.

The observations of the Auditors and the relevant notes on the accounts are self-explanatory. Further, explanations with regard to the observations/qualifications of the Auditors' are as under :

1. There is no significant business activities justifying appointment of CFO and Whole Time Company Secretary, however the company has been scouting the market for an qualified chartered accountant to be appointed as CFO of the company. Company expects to comply with the provisions of Companies Act, 2013 expeditiously.
2. The company has a Vigil mechanism policy however the same will be adopted by the Board in terms of the provisions of Companies Act, 2013.
3. The loans are from related parties and the company is expecting to repay the loan once the commercial activities commence once again.
4. All compliances towards listing agreement barring payment of listing fee have been made.
5. The web site of the company is under re-constructions & the same will be available shortly

DECLARATION UNDER SEBI (LODR) REGULATION 2015 & THE LISTING AGREEMENT

All Directors and Senior Management Executives of the Company have affirmed compliance with the Code of Conduct for Board Members and Senior Management executives for the period April 1, 2013 to March 31, 2016.

CORPORATE GOVERNANCE

Your Company has taken adequate steps to ensure compliance with the provisions of Corporate Governance as prescribed under the SEBI (LODR) Regulations 2015 & the Listing Agreement with the Stock Exchanges.

A separate Report on Corporate Governance alongwith necessary Certificates and Report on Management Discussion & Analysis are enclosed as part of this Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report and the Report on Corporate Governance, as required under & SEBI (LODR) Regulations 2015 & the Listing Agreement, forms part of the Annual Report.

STATUTORY DISCLOSURES

None of the Directors of your Company is disqualified as per the provisions of Section 164 of the Companies Act, 2013. All the Directors have made necessary disclosures as required under various provisions of the Companies Act and SEBI (LODR) Regulations 2015 & the Listing Agreement.

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

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134 (3) (m) of the Act read with Rule 8 of The Companies (Accounts) Rules, 2014, is annexed as **Annexure C**.

PARTICULARS OF EMPLOYEES AND REMUNERATION

None of the employees of the Company is in receipt of remuneration equal to or in excess of the limits prescribed under Section 197 (12) of the Companies Act, 2013 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

EXTRACT OF ANNUAL RETURN

Pursuant to Section 92 (3) of the Act and Rule 12 (1) of The Companies (Management and Administration) Rules, 2014, the extract of Annual Return in form MGT.9 is annexed as **Annexure D**.

ACKNOWLEDGEMENT

Your Directors wish to thank all the employees of the Company for their dedicated service during the year. They would also like to place on record their appreciation for the continued co-operation and support received by the Company during the year from banker, business partners and other stakeholders.

On behalf of the Board of Directors

Sd_
Satish K Kaura
Chairman & Managing Director

New Delhi
May 30th 2016

ANNEXURE A TO THE DIRECTORS' REPORT

FORM AOC.1

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

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

Part "A" : Subsidiaries

Part "B": Associates

The Company does not have any subsidiary company.

ANNEXURE B TO THE DIRECTORS' REPORT

Form MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST March, 2016

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

To,

The Members,

Samtel India Limited

Village Naya Nohra Kota Baran Road,

Tehsil Ladpura, Kota, Rajasthan-324001

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016 (**the audit period**) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism

in place to the extent, in the manner and subject to the reporting made hereinafter:

Scope

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Samtel India Limited for the financial year ended on 31st March, 2016 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. The Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of the FDI and ODI. As explained to us, there were no FDI, OCI and External commercial Borrowings;
- v. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz. :-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **[Not Applicable as the Company has not issued any further share capital during the period under review;]**
 - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **[Not Applicable as the Company has not issued and listed any debt securities during the financial year under review;]**
 - e. 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 Issue and Share Transfer Agent during the financial year under review;]**
 - f. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **[Not Applicable as the Company has not delisted/ proposed to delist its equity shares from any stock exchange during the financial year under review;]**
 - g. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **[Not Applicable as the Company has not bought back/ proposed to buy back**

any of its securities during the financial year under review;]

- vi. There are no any other laws specifically applicable to the company because the Company has discontinued its manufacturing operations.

We have also examined compliance with the applicable clauses of

- 1) Secretarial Standards 1 and 2 issued by the Institute of Companies Secretaries of India.
- 2) Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further Report that

We report that during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines mentioned above except as being mentioned hereunder.

There were no prosecutions initiated and no fines or penalties were imposed during the year under review under the SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against the Company, its Directors and Officers.'

The company has filed all the forms and returns as required under Companies Act, 2013. The company is regular in filing of the e-forms and returns within prescribed time except one which has been mentioned under non- compliances.

We further report that:

- i) The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors. Mr Satish K Kaura is the only Executive Director on the Board of the company and the changes in the composition of the Board of Directors that took place during audit period were carried out in compliance with the provisions of the Act.
- ii) 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.
- iii) All decisions at Board Meetings & Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or the Committees of the Board, as the case may be.

We further report that the Company has complied to holding a separate Meeting of Independent Director once in a year, as per the provisions of section 149(7) read with rule VII of Schedule IV of the Companies Act, 2013 which is essential for the good corporate governance practice.

We have examined following non-compliance by the Company under Companies Act 2013

- It is reported that The Vigil mechanism as required under Companies Act 2013 is not maintained by the Company.
- The Books of accounts have been maintained at a place other than Registered Office of the Company in accordance with the approval of the Board of Directors and relevant e form has been filed with Registrar of Companies, Rajasthan in the month of August, 2015.
- The KMP's except the Managing Director as per applicable provisions of the Companies Act 2013 have not been appointed.

We have examined following non-compliance under Clauses of the Listing Agreement entered with stock exchanges and under Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- It is explained to us that the website of the Company as per provisions of the Listing Agreement / LODR 2015 is under Construction.
- The Company does not have Whole-time Company Secretary as per the provisions of the Companies Act 2013 and Listing Agreement.
- In quarterly report for the period ended on March, 2016 on Corporate Governance submitted to BSE, the company has given affirmation to the compliance of the Clause 22 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 which is related to formulation of vigil mechanism but company has not formulated any mechanism.
- The Company has not paid Listing Fees to the Stock Exchange under review.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For Deepak & Associates

Sd/-

**CS Deepak
Proprietor**

M. No. - 42094

C.P. No. -15690

Date: 30th May, 2016

Place: New Delhi

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

To

Annexure 'A'

The Members,
Samtel India Limited
Village Naya Nohra Kota Baran Road,
Tehsil Ladpura, Kota, Rajasthan-324001

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

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

For Deepak & Associates

Sd/-
CS Deepak
Proprietor

M. No. - 42094
C.P. No. -15690

Date: 30th May, 2016
Place: New Delhi

ANNEXURE C TO THE DIRECTORS' REPORT

[Pursuant to Section 134 (3) (m) of The Companies Act, 2013 read with Rule 8 (3) of The Companies (Accounts) Rules, 2014]

(A) CONSERVATION OF ENERGY

(i) **Steps Taken or Impact on Conservation of Energy:**

All the production/manufacturing operations of the Company have been shut down. Thus, there has been no production activity during the year under review.

(ii) **Steps taken by the Company for utilizing alternate sources of Energy: None**

(iii) **Capital Investment on Energy Conservation Equipments: None**

(B) TECHNOLOGY ABSORPTION

(i) **Efforts made towards Technology Absorption:**

There were no R & D activities carried out by the Company during the year under review.

(ii) **Benefits derived like product improvement, cost reduction, product development or import substitution:**

Since no R & D activities was carried out there have been no consequent benefits.

(iii) **In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): None**

(a) **the details of technology imported:** The Company has not imported any technology during the last three financial years.

(b) **the year of import:** Not Applicable

(c) **whether the technology has been fully absorbed:** Not Applicable

(d) **if not fully absorbed, areas where absorption has not taken place, and the reasons thereof:** Not Applicable

(iv) **Expenditure incurred on Research and Development:**

	2015-16	Rs. In Lacs 2014-15
Capital expenditure	Nil	Nil
Revenue expenditure *	Nil	Nil
Total R&D expenditure as a percentage of net sales	N/A	N/A

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows:

	2015-16	Rs. in Lacs 2014-15
1. Foreign Exchange Earned	Nil	Nil
2. Outgo of Foreign Exchange	Nil	Nil

FORM NO. MGT.9 EXTRACT OF ANNUAL RETURN as on the financial year ended on 31st March, 2015 [Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12 (1) of The Companies (Management and Administration) Rules, 2014]

[illegible]

c) State Govt.(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corporate	2189681	1366657	3556338	50.17	2174435	1366657	3541092	49.96	-0.21
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other....	0	0	0	0	0	0	0	0	0
Sub-Total (A)(1):	2189681	1426459	3616140	51.01	2174435	1421823	3596258	50.74	-0.27
(2) Foreign									
a) NRIs – Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other....	0	0	0	0	0	0	0	0	0
Sub-Total (A)(2):	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoters (A) = (A) (1)+(A)(2)	2189681	1426459	3616140	51.01	2174435	1421823	3596258	50.74	-0.27
B. Public Shareholding									
1) Institutions									
a) Mutual Funds / UTI	3900	1530	5430	0.08	3900	1530	5430	0.08	0
b) Banks / FI	353	344350	344703	4.86	353	361550	361903	5.11	0.25
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt.(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	585	585	0.01	0	585	585	0.01	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Foreign Portfolio Investors (Corporate)	0	0	0	0	0	0	0	0	0
Sub-Total (B)(1):	4253	346465	350718	4.95	4253	363665	367918	5.20	0.25
(2) Non-Institutions									
a) Bodies Corporate									
i) Indian	129909	7594	137503	1.94	135229	7520	142749	2.01	0.07
ii) Overseas	0	414349	414349	5.85	0	414349	414349	5.85	0
b) Individuals									
i) Individual Shareholders holding nominal share capital upto ` 2 lakh	701922	508801	1210723	17.08	766766	475733	1242499	17.53	0.45
ii) Individual Shareholders holding nominal share capital in excess of ` 2 lakh	279560	0	279560	3.94	288400	0	288400	4.07	0.13
c) Others (specify)									
Non Resident Indians	1052237	26713	1078950	15.23	1026790	8980	1035770	14.61	-0.63

Trusts	0	0	0	0	0	0	0	0	0
Sub-Total (B)(2):	2163628	957457	3121085	44.04	2217185	906582	3123767	44.07	0.02
Total Public Shareholding(B)=(B)(1)+(B)(2)	2167881	1303922	3471883	48.99	2221438	1270247	3491685	49.26	0.27
C. Shares held by Custodian for GDR & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	4357562	2730381	7087943	100	4395873	2692070	7087943	100	0.00

(ii) Shareholding of Promoters : As above

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

(iv) Shareholding Pattern of top Ten Shareholders (Other than Directors, Promoters) : NIL

Sr. No.	Name of the shareholder	Number of shares	Shares as a percentage of total number of shares
1	PUNJAB NATIONAL BANK	343989	4.85
2	URMIL MAHASUKH GOPANI	136346	1.92
3	RHODE ISLE LIMITED	99304	1.40
4	SUPRAKASH MUKHERJEA	259357	3.66
5	RICKY ISHWARDAS KIRPALANI	249265	3.52
6	KESWANI HARESH	497698	7.02
7	PROTAIRE INTERNATIONAL LIMITED	297845	4.20
8	NEETA GOPANI	28310	0.40
9	QUANTUM SECURITIES PVT LTD	63198	0.89
10	RAJAN SONI	26666	0.38
	Total	2001978	28.24

(v) Shareholding of Directors and Key Managerial Personnel

For Each of the Directors	Shareholding at the beginning of the year		Changes			Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	Date	Increase/Decrease	Reason	No. of shares	% of total shares of the Company
Mr. Satish K Kaura	33867	0.48	-	-	-	33867	0.48
Mr. Om Wadhwa	0	0	-	-	-	0	0
Mr. Uday Sethi	0	0	-	-	-	0	0
Mrs. Alka Kaura	8273	0.12	-	-	-	8273	0.12

During the year under review Mrs. Alka Kaura was appointed as an Additional Director of the Company.

V. Indebtedness :

Indebtedness of the Company including interest outstanding/accrued but not due for payment
(Rs. in Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	10.88		10.88
ii) Interest due but not paid	-	-		-
iii) Interest accrued but not due	-	-		-
Total (i + ii+ iii)	-	10.88		10.88
Change in Indebtedness during the financial year				
Addition	-	-		-
Reduction	-	-		-
Net Change	-	-		-
Indebtedness at the end of the financial year				
i) Principal Amount	-	10.88		10.88
ii) Interest due but not paid	-	-		-
iii) Interest accrued but not due	-	-		-
Total (i + ii+ iii)	-	10.88		10.88

VI. Remuneration of Directors and Key Managerial Personnel

Remuneration to Mr. Satish K Kaura:

Sl. No	Particulars of Remuneration	Managing Director & CEO
1	Gross Salary	
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	0
	(b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961	0
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	0
2	Stock Options	0
3	Sweat Equity	0
4	Commission	0
	- as % of profit	0
	- others, specify....(Performance based) (Refer Note)	0
5.	Others, please specify	0
Total		0
Ceiling as per the Act		Nil

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NONE

Samtel India Limited

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

PERFORMANCE REVIEW AND OUTLOOK:

The year under review has been a difficult year for the Company. Even though the Company diversified into outsourcing business, particularly to man power supply activities, but the business plan of the Company could not be implemented successfully due to overall depressed market and economic conditions.

The Company ended the financial year on 31st March, 2016 with a gross turnover Nil and other income of Rs. 19.98 lacs as against gross turnover Nil and other income of Rs. 19.20 lacs of the previous financial year. The Company incurred a net loss of Rs. 10.11 lacs during the year under review as against net loss of Rs. 22.96 lacs during the previous financial year.

The subdued industrial atmosphere and declining trend of diversification and expansion of existing manufacturing facilities all across the Country has adversely impacted the business plan of the Company of venturing into man power supply activities.

To come out of the situation and increase the revenue of the Company, the Management is seriously exploring various options including trading activities. In this regard it has applied to relevant statutory authorities for registration of the Company.

BALANCE SHEET ANALYSIS:

- a) **Loans: Unsecured**
Inter Corporate Deposit of Rs. 10.88 lacs was outstanding as on 31st March 2016 (Previous Year Rs. 10.88 lacs).
- b) **Fixed Assets:**
The net fixed assets at the end of the financial year were Rs. 4.10 lacs as against Rs. 4.18 lacs as on 31st March, 2015
- c) **Current Assets:**
The total current assets decreased to Rs. 275.88 lacs as on 31st March, 2016 from Rs. 278.55 lacs as on 31st March, 2015.
Cash and Bank Balances increased to Rs. 31.60 lacs from Rs. 28.75 lacs. Loans and advances decreased to Rs. 244.29 lacs this year from Rs. 249.80 lacs at the end of the previous year.
- d) **Current Liabilities:**
Current Liabilities have decreased to Rs. 521.79 lacs as on 31st March, 2016 from Rs. 526.28 lacs as on 31st March, 2015.

INTERNAL CONTROL SYSTEMS & ITS ADEQUACY:

The Company has in place adequate internal audit and control systems. The Company has an independent audit committee which exercises requisite powers and control as envisaged in Clause 49 of the Listing Agreement.

M/s. S R K A & Company, Gurgaon has been appointed as the Internal Auditor of the Company.

OPPORTUNITIES & THREATS:

Even though, the Company diversified into new activities of man power supply. However, due to constraints beyond the control, the business plan of the Company could not be implemented fully and successfully.

To further the business interest and have a continuous revenue flow, the Management is exploring various other opportunities including trading activities.

However, such activities will be initiated only after carrying out all due diligence and obtaining requisite statutory approval and the same can be time consuming.

CAUTIONARY STATEMENT:

Statement in this 'Management Discussion and Analysis Report' describing the Company's objectives and expectations may be considered as 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ substantially or materially from those expressed or implied. The Company undertakes no obligation to publicly update these forward-looking statements to reflect subsequent events or circumstances.

REPORT ON CORPORATE GOVERNANCE – 2015-16

The Securities and Exchange Board of India (SEBI) has notified SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) on September 2, 2015, replacing earlier listing agreement (w.e.f Dec 1, 2015) and is aimed to consolidate and streamline the provisions of earlier listing agreements for different segments of the capital market viz equity, debentures, debt instruments etc., so as to improve the transparency in transactions of listed companies. Our commitment to adoption of best practices of Corporate Governance makes us compliant with the Companies Act 2013 as well as with the provisions of Corporate Governance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Samtel India Limited is highly committed to upholding corporate governance values and has been practicing the principles of good corporate governance over the years. Samtel is an organisation that strives for excellence with the objective of enhancing shareholder value. In achieving this overriding objective, it has always endeavored to be a transparent and an accountable corporate citizen. Samtel India Limited is led by a strong and highly independent Board, which provides it strong oversight and strategic counsel. The Company has established systems and procedures to ensure that the Board of the Company is well-informed and well-equipped to fulfill its oversight responsibilities and to provide management the strategic direction it needs to create long-term shareholder value.

I. BOARD OF DIRECTORS

Composition of the Board

The Board of Directors of the Company comprises of four Directors, out of which two Directors are non executive and independent. The Non Executive Directors are proficient in their own fields and bring with them decades of experience in the areas of finance, technology, legal and general management.

Mr. Satish K. Kaura, Promoter, Chairman & Managing Director, is the only Executive Director of the Company who is responsible for overall management of the Company.

The other Independent Directors are Mr. Om Wadhwa and Mr. Uday Sethi.

Mrs. Alka Kaura has been inducted as additional Director on the Board of the company effective from 20.03.2015 and her appointment was confirmed in the Annual General meeting of the company held on 30th September, 2015.

The composition of the Board is in conformity with the provisions of Corporate Governance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. None of the Directors on the Board is a member of more than ten committees and Chairman of more than five committees across all the companies in which he is a Director. All the Directors have made disclosures regarding their directorships and memberships on various Committees across all companies in which they are Directors and Members.

Number of Board Meetings

During the Financial year 2015-16, the Board of Directors met five times. The dates on which meetings were held are 20th May, 2015, 30th May, 2015, 13th August 2015, 13th November 2015 and 12th February 2016. The maximum time gap between any two consecutive meetings was less than four months.

Directors' attendance record & directorship held (As on 31st March, 2016):

Name of Directors	Category / Status of Directorship	No. of Board meetings held during 2015-16	No. of Board meetings attended during 2015-16	Attendance in last AGM held on 30 th September, 2013	No. of Directorship in other Public Limited Companies	No. of Committee positions held	
						Chairman	Member
Mr. Satish K. Kaura	Executive/ Promoter Director	5	5	No	4	1	1
Mr. Om Wadhwa	Independent Director	5	5	Yes	-	1	-

Mr. Uday Sethi	Independent Director	5	5	Yes	2	3	-
Mrs. Alka Kaura	Non Executive Independent Director	5	1	No	2	-	3

As mandated by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the Independent Directors on the Company's Board are non-executive and:

- Apart from receiving Director's remuneration, do not have any material pecuniary relationships or transactions with the Company, its promoters, its Directors, its senior management or and associates which may affect independence of the Director
- Are not related to promoters or persons occupying management positions at the Board level or at one level below the Board
- Have not been an executive of the Company in the immediately preceding three financial years
- Are not partners or executives or were not partners or executives during the preceding three years of the:
 - Statutory Audit Firm or Internal Audit Firm that is associated with the Company
 - Legal Firm(s) and Consulting Firm(s) that have a material association with the Company.
- Are not material suppliers, service providers or customers or lessors or lessees of the Company, which may affect independence of the Director
- Are not substantial shareholders of the Company i.e. do not own two percent or more of the block of voting shares.
- Have furnished annual disclosure that they satisfy the conditions of their being independent as laid down under LODR Rules of SEBI and the Listing Agreement.

Information supplied to the Board

The Board is presented with the agenda for each Board Meeting along with explanatory notes which includes, inter-alia, the information as required under Clause 49 of the Listing Agreement well in advance of the Board meeting. All Board members are free to suggest any item they consider important to the agenda. The Board has unfettered and complete access to all information within the Company.

The Company has established procedures to enable its Board to periodically review compliance reports of all laws applicable to the Company, as well as steps taken by the Company to rectify instances of non-compliances.

Remuneration of Directors

The Company is not paying any remuneration/sitting fees to any of the Directors, The Company does not pay remuneration to its Chairman and Managing Director since he has been appointed as Managing Director without remuneration. The Company did not advance any loans to any of its Directors in the year under review.

Pecuniary relationship or transaction between non-executive Directors and Company

The Company does not have any pecuniary relationship with any of the non-executive Directors and also has not entered into any transactions with non-executive Directors.

None of the non-executive independent Directors are holding any equity shares/convertible instruments in the Company.

Board Level Committees

The Company has constituted three Committees of Directors, namely, Audit Committee, Remuneration & Nomination Committee and Stakeholder Relationship Committee to deal with matters and activities falling within their terms of reference. Each of these Committees has their respective charters approved by the Board. The minutes of the Meetings are recorded and placed before the Board for its information.

Audit Committee

The Audit Committee of the Company comprises of three Directors, out of which two are independent Directors. Mr. Om Wadhwa, independent Director is the Chairman of the Committee. Mr. Uday Sethi joined as a member of the Audit Committee. Mrs. Alka Kaura, Director is the other member of the Committee.

During the Financial Year under review the Audit Committee met four times i.e. on May 30, 2015, August 13, 2015, November 9, 2015 and February 12, 2016.

The attendance of members at the meetings is as follows:

Name of Directors & Position	No. of Meetings held	No. of Meetings attended
Om Wadhwa, Chairman	4	4
Mrs. Alka Kaura, Member	4	3
Mr. Uday Sethi, Member	4	4

Mr. Om Wadhwa is the Chairman. Mr. Uday Sethi & Mrs. Kaura have been nominated as member to the Audit Committee. No sitting is being paid to any member for attending the meeting of the Audit Committee.

The terms of reference, role and power of the Audit Committee as stipulated by the Board are in conformity and in line with the statutory and regulatory requirements as prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) / the Listing Agreement.

The Chairman briefs the Board periodically about the Committee's activities and issues that arise with respect to the quality of the Company's financial statements, compliance with legal and regulatory requirements and the performance of the Company's Auditors.

It also holds periodical meetings with Auditors and provides an avenue of communication between internal auditors, statutory auditors and the Board of Directors

The Chairman of the Audit Committee was present in the last Annual General Meeting of the Company.

Stakeholders Relationship Committee

The Stakeholders Relationship Committee approves and monitors transfers, transmission, splitting and consolidation of shares issued by the Company. This Committee also monitors complaints of shareholders relating to transfer of shares, non receipt of Annual Report etc. The Committee as on March 31, 2016 was comprised of two Directors i.e. Mr. Om Wadhwa, Non Executive Independent Director as Chairman and Mr. Satish K. Kaura, Chairman & Managing Director of the Company as member.

During the year under review the Company has not received any complaint from its investors/shareholders.

There are no legal proceedings with regard to transfer of shares, except in respect of shares which have been attached by the Court / Govt. Authorities. Your Company has taken appropriate action to protect the interest of investors

Nomination & Remuneration Committee

The Nomination & Remuneration Committee consists of three members, out of which two are independent directors. Mr. Uday Sethi is the Chairman of the Committee and the other two members are Mr. Om Wadhwa & Mrs. Alka Kaura.

The Nomination & Remuneration Committee has been delegated the following powers by the Board of Directors:

1. To fix, revise and recommend the remuneration of the Chairman and Managing Director.
2. To fix, revise and recommend the remuneration structures of the senior employees of the Company.
3. To fix the number of options to be granted, and eligibility of the employee under ESOS'2001.

The Committee has not met during the year since as per the policy approved by the Board no remuneration/sitting fees is payable to the Directors.

Risk Management

The Company has laid down procedures to inform the Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed.

II MANAGEMENT

Management Discussion & Analysis Report:

Management Discussion and Analysis Report forms part of the Annual Report and includes discussions on various matters specified under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) / the Listing Agreement

Disclosures:

a) Related Party Transactions:

Disclosure of all related party transactions, if any, has been made in the notes to the accounts of the annual accounts, which forms part of the annual report. All the Directors have disclosed their interest in form No. MBT1 & DIR8 pursuant to Section 184 of the Companies Act, 2013 and as and when there is any change of directorship or other interest, the same is placed before the Board at their meeting for their information

b) Penalties or Strictures imposed on the Company:

During the last three years, no penalties or strictures have been imposed on the Company by the Stock Exchange or SEBI or any other Statutory Authorities on any matters relating to the capital markets except penalties imposed by Stock Exchange with regard to late submission of documents/information in terms of the provisions of Listing Agreement and SEBI Guidelines.

c) Particulars of Director to be appointed/re-appointed:

Information pertaining to particulars of Director to be re-appointed at the forth coming Annual General Meeting is being included in the Notice convening the Annual General Meeting.

d) Proceeds from Preferential Issue of Equity Shares/Warrants/FCCBs:

During the year the Company has not issued any Equity Shares/Warrants/FCCBs.

e) Code of Conduct:

The Board has laid down the Code of Conduct for all Board members and senior management of the Company. All personnel to whom the Code is applicable have confirmed compliance with the Code of Conduct for the financial year ended on 31st March, 2015. A declaration to the effect, duly signed by the Chairman & Managing Director, is annexed hereto.

f) Disclosure of Accounting Treatment:

In the preparation of financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable.

g) Initiatives on Prevention of Insider Trading Practices

The Company has in place a comprehensive code of conduct for its management staff and relevant business associates. The code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of the Company, and cautions them on consequences of violations.

h) Disclosure of Accounting Treatment in Preparation of Financial Statements

The Company follows the guidelines of accounting standards laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements.

i) Details of Non-Compliance by the Company in Last Three Years

As on March 31, 2016, your Company has complied with all the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) / the Listing Agreement with the Stock Exchanges,

No Penalties or strictures have been imposed on your Company by SEBI or any other Statutory Authorities in connection with violation of Capital Markets norms, rules, regulations, etc. in the last three years,

Due to financial problems, the company has not paid the listing fee for the year 2014-15, 2015-16 & 2016-17. to BSE Ltd.

CEO/CFO Certification

The CEO and CFO certificate on financial and cash flow statement as per the prescribed format was submitted to the Board of Directors.

III SHAREHOLDERS

Means of Communication

During the year the quarterly and annual results has been published in one English and one Hindi daily. The Company has not sent any half yearly reports to the shareholders of the Company.

General Body Meetings

The details of the last three Annual General Meetings are as under

Year	Date	Time	Venue	No. of special resolutions passed
2014-2015	30.09.2015	9.30 P.M.	Village Naya Nohra, Kota Baran Road, Tehsil- Ladpura, Distt- Kota, Rajasthan- 324001.	1
2013-2014	30.09.2014	3.30 P.M.	Village Naya Nohra, Kota Baran Road, Tehsil- Ladpura, Distt- Kota, Rajasthan- 324001.	6
2012-2013	30.09.2013	4.30 P.M.	Village Naya Nohra, Kota Baran Road, Tehsil- Ladpura, Distt- Kota, Rajasthan- 324001.	1

Neither any Extra-Ordinary General Meeting of the Members of the Company was held nor any resolution was passed through Postal Ballot during the year under review.

Shareholdings

a. Shareholding pattern of the Company as on 31st March, 2016

S. No.	Category	No. of Shares	%age of shares
1.	Promoters & Associates	3596258	50.74
2.	Non Resident Indians / Overseas Bodies Corporate	1450704	20.47
3.	Mutual Fund & UTI	5430	0.08
5.	FIIS	585	0.01
6.	Banks/Financial Institutions/Insurance Companies	361903	5.10
7.	Private Bodies Corporate	142749	2.01
8.	Indian Public	1530899	21.59
	Total	7087943	100.00

Including 7409 partly paid up equity shares.

b. Distribution of shareholding as on 31st March, 2016

No. of shares	No. of Shareholders	%age to Total (Holders)	No. of shares	% age to total (Shares)
1-500	6728	93.87	694388	9.80
501-1000	217	3.03	167112	2.36
1001-2000	91	1.27	138605	1.96
2001-3000	42	0.59	105413	1.49
3001-4000	20	0.28	70351	0.99
4001-5000	20	0.28	92021	1.30
5001-10000	16	0.22	119665	1.69
10001 to 50000	18	0.25	348679	4.92
50001 to 100000	6	0.08	425934	6.01
100000 and above	9	0.13	4925775	69.50
Total	7167	100	7087943	100

Including 7409 partly paid up equity shares.

Dematerialisation of Shares:

The Company's shares have been covered under compulsory dematerialisation with effect from 29th January 2001 vide circular no. SMDRP/Policy/cir-23/2000 dated June 29, 2000 issued by Securities and Exchange Board of India (SEBI). Presently, the Company's shares are held by the Members both in electronic and physical mode.

As on 31st March 2016, 43,95,873 numbers (62.02%) of equity shares of Rs.10/- each are in dematerialised mode.

Share Transfer Systems:

The Stakeholders Relationship Committee meeting of the Company is generally held twice in a month for approving share transfers and other related activities. The facility of transfer in electronic mode is also available.

Dividend:

The Company has not declared any dividend for the year 2014-15, due to inadequate profits.

Financial Reporting Calendar

- For the year ending March 31, 2015 - 30th May, 2015
- For the quarter ending June, 2015 - 13th August, 2015
- For the quarter ending September 2015 - 9th November, 2015
- For the quarter ending December, 2015 - 12th February, 2016
- For the year ending March 31, 2016 - 30th May 2016

Annual General Meeting

The Annual General Meeting of the Company will be held on Thursday, the 29th September, 2016 at 9.30 A.M. at Village Naya Nohra, Kota Baran Road, Tehsil- Ladpura, Dist. Kota, Rajasthan.

Book Closure

Register of members of the Company will remain closed from September 26, 2016 to September 28, 2016 (both days inclusive).

Listing and Stock Code/ISIN

Stock Exchange	Stock code
Bombay Stock Exchange Limited (BSE)	500371
ISIN	INE538C01017

The Annual Listing Fees for the year 2015-2016 has not paid to the above Stock Exchange

STOCK DATA

Share prices of Samtel INDIA at BSE in 2015-16

Month	Open	High	Low	Close	No. of Shares	No. of Trades
April'15	6.14	8.59	5.57	8.58	87854	295
May'15	8.89	9.20	7.05	7.05	18480	108
June'15	7.40	9.42	7.40	7.91	12405	42
July'15	7.52	8.20	6.10	6.10	15072	60
August'15	5.80	6.06	4.14	4.14	11981	46
September'15	3.94	4.95	3.75	4.95	1125	15
October'15	5.19	6.43	4.67	6.42	6047	39
November'15	6.74	7.92	6.74	7.92	8640	46
December'15	7.92	7.92	6.51	7.92	21296	60
January'16	8.31	8.94	8.10	8.92	28154	49
February'16	8.98	8.98	7.30	7.30	1801	9
March'16	7.65	7.65	7.25	7.25	815	6
TOTAL					213670	775

Status as regards adoption / non-adoption of non-mandatory requirements laid down in revised Clause 49 of the Listing Agreement and forming part of the Report on Corporate Governance.

Sl. No.	Particulars	Status
1	Non-executive Chairman may be entitled to maintain a Chairman's office at the company's expenses and also allowed reimbursement of expenses incurred for performance of his duties.	Not Applicable
2	Constitution of Nomination & Remuneration Committee	Constituted
3	Independent Directors	
	Independent Directors may have a tenure not exceeding in the aggregate, a period of 10years on the Board of the company	Adopted
4	Shareholders Rights	
	The half yearly declaration of financial performance including summary of the significant events in the last 6 months should be sent to each household of shareholders	Not adopted
5	Audit qualifications	

	The company may move towards a regime of unqualified financial statements.	Not adopted
6	Training of Board Meetings	
	Board Members may be trained in the business model of the company as well as on the risk profile of the business parameters of the company, their responsibilities as Director and the best ways of discharging them.	Adopted
7	Evaluation of Non-Executive Board Members	Adopted
	Mechanism for evaluating performance of Non-Executive Directors by peer group consisting of entire Board excluding the Director being evaluated.	Adopted
8	Whistle Blower Policy	
	The company may establish a mechanism for employees to report to the Management concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy.	Not adopted

Investors' Correspondence:

Registrar & Share Transfer Agent:

MCS Share Transfer Agents Limited,
F – 65, 1st Floor,
Okhla Industrial Area, Phase I,
New Delhi - 110020.
Phone : (011) 41406149, 41406151 & 52,
41609386, 41703885
Fax : (011) 41709881

Registered Office

Village Naya Nohra
Kota Baran Road, Tehsil- Ladpura
Distt- Kota, Rajasthan- 324001.

Correspondence Address:

501, 5th Floor,
Copia Corporate Suites,
District Centre, Jasola,
New Delhi - 110 025
Phone : 011 - 4242 4000
Fax : 011 – 4242 4099
website: www.samtelgroup.com

CERTIFICATE ON CORPORATE GOVERNANCE FOR THE YEAR 2015-16

To,
The Members,
SAMTEL INDIA LIMITED
501, 5th Floor, Copia Corporate Suits,
Plot No. 9, District Centre – Jasola
New Delhi-110025

1. We have examined the compliance of conditions of Corporate Governance by **SAMTEL INDIA LIMITED CIN: L31909RJ1981PLC012073** for the 12 months period from April 1, 2015 to March 31, 2016, as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) / the Listing Agreement executed by the said Company with Stock Exchange of India.
2. The compliance of conditions of corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliances of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.
3. In our opinion and to the best of our information and according to the explanation given to us, we certify that, the Company has complied with the conditions of Corporate Governance in the above mentioned SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) / the Listing Agreement.
4. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For R.S.CHAUHAN & ASSOCIATES
Company Secretaries

Sd/-
(Rakesh Kr Singh Chauhan)
Proprietor
C.P.No.7491

Place : New Delhi
Date : 30th May, 2016

**Independent Auditors' Report
To The Members of Samtel India Limited**

Report On the Financial Statements

We have audited the accompanying Financial Statements of Samtel India Limited ("the Company") which comprises the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 misstatements, whether due to fraud or error.

Auditor's Responsibility

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

We have taken into account the provisions of the Act, the accounting and auditing standards and 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 disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the



assessment of the risks of the material misstatement of the financial statements, whether due to error or fraud. In making those risk assessments, the auditor considers internal 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 accounting policies used and 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 financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016 and its Loss and its cash flows for the year ended on that date.

Emphasis of Matter

- i) We draw attention to Note 25 of the financial statements stating the reasons for preparation of financial on -going concern basis. Our opinion is not qualified in respect of this matter.
- ii) We also draw attention to Note 26 of the financial statement regarding seeking the opinion for necessary actions to be taken under Sick Industrial Companies (Special Provisions) Act, 1985, our opinion is not qualified in respect of this matter.
- iii) Non appointment of Key Managerial Personnel U/S 203 of the Companies Act, 2013, as Chief Finance Officer and Company Secretary.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of section 143 of the Act, we give in the Annexure - A statement on the matters specified in paragraphs 3 and 4 of the Order;
2. As required by section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as 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 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 written representations received from the directors as on 31 March 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016, from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure - B".
- 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 litigation on its financial position in its financial statements- Refer Note 17 to the financial statements;
 - ii) Based on records and information & explanation provided to us, there are not any material foreseeable losses, on long term contracts, therefore the Company has not made any provision, required under the applicable law or accounting standards;
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.



Place: New Delhi

Date: 27.05.2016

For S. S. KOTHARI MEHTA & CO.
(Chartered Accountants)
Firm Registration No. 000756N

(Neeraj Bansal)
Partner
Membership No. 95960

ANNEXURE – A TO THE INDEPENDENT AUDITOR'S REPORT TO THE SAMTEL INDIA LIMITED

Referred to in paragraph 1 of report on other legal and regulatory requirement's paragraph of our report on the financial statement of even date,

- (i) In respect of Fixed Assets
 - a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - b) The fixed assets are physically verified by the management with a program of yearly verification, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, the fixed assets has not been physically verified by the management during the year.
 - c) As per the records, the Company is not owning any immovable property hence the paragraph (i) (c) of the Order is not applicable.
- (ii) During the year, the Company has not carried any business of manufacturing or trading in the goods and therefore no inventories were held by the Company at any point of time. Accordingly paragraph (ii) of the Order is not applicable.
- (iii) In respect of Loan
 - (a) The Company has given any interest free unsecured loan to 3 companies covered in the register maintained under section 189 of the Companies Act, 2013 and Rs 269809 is outstanding on 31st March, 2016
 - (b) As per information and explanation given to us the loan is repayable on demand.
 - (c) As per information and explanation and books and records, there is no overdue amount outstanding.
- (iv) As per the information and explanation given to us and on the basis of our examination of the records, the company have given loans, guarantees & provided security and made Investments for which the provisions of Section 185 and 186 of the Companies Act, 2013 have been complied with.
- (v) The Company has not accepted any deposits from the public within the meaning of directives issued by the Reserve Bank of India and provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder.
- (vi) As the Company has not carried any business of manufacturing or trading, so no Cost Records have been made, accordingly paragraph (VI) of the Order is not applicable.
- (vii) In respect of Statutory Dues
 - (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally *irregular* in depositing undisputed statutory dues in respect of provident fund, investor education and protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, customs duty, excise duty, value added tax, Cess and other material statutory dues as applicable with the appropriate authorities *except Provident Fund by Rs. 1285002, Service Tax(including Cess) by Rs. 1466332, Employee State Insurance Scheme by Rs. 539003, Tax*



Deducted at source by Rs. 307951 and interest on statutory dues of Rs. 3217044 which are outstanding at the yearend for a period of more than six months from the date they become payable.

- (b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of dues of income tax, sales tax, custom duty, wealth tax, excise duty, service tax, Value Added Tax and cess, which have not been deposited on account of any dispute, are as follows: -

S. No.	Name of the Statute	Nature of Dues	Amount (in Rs.)	Amount paid under Protest	Period to which the amount relates	Forum where the dispute is pending
1	Sales Tax Laws	Sales Tax	29118000	20128000	1985-86 to 1995-96	Additional Commissioner of Sales Tax
2	Central Excise Laws	Excise Duty	2059000	500000	1989-90	Rajasthan High Court, Jaipur
			884000	880000	1997-98	CESTAT, Delhi
			2404000	2401000	1998-99	Commissioner(Appeals), Jaipur
3	Income Tax Laws	Income Tax	2649090	-	2005-06	Income Tax Appellate Tribunal
			12432944	-	2007-08	Income Tax Appellate Tribunal
			10253238	-	2009-10	Income Tax Appellate Tribunal

- (viii) According to the records of the Company examined by us and the information and explanations given to us, the Company has not taken any loan from bank or financial institution and has not issued debentures during the year.
- (ix) As per the information and explanation given to us and on the basis of our examination of the records, the company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and term loans have been applied for the purpose for which they were obtained.
- (x) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, we have neither come across any instance of fraud by the company or on the Company by its officers or employees noticed or reported during the year, nor have we been informed of such case by the management.
- (xi) As per the information and explanation given to us and on the basis of our examination of the records, the company has not paid any managerial remuneration during the year.



- (xii) The company is not Nidhi Company, therefore this clause is not applicable to the company.
- (xiii) As per the information and explanation given to us and on the basis of our examination of the records, the company has transacted with the related parties which are in compliance with sections 177 and 188 of Companies Act, 2013 and the details have been disclosed in the financial statements – Refer Note 24 (b) to the financial statements.
- (xiv) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) As per the information and explanations given to us and on the basis of our examination of the records, the company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Therefore this clause is not applicable to the company.



Place: New Delhi
Date:

For S. S. KOTHARI MEHTA & CO.
Chartered Accountants
Firm Registration No. 000756N

(Neeraj Bansal)
Partner
Membership No. 095960

ANNEXURE – “B” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF SAMTEL INDIA LIMITED.

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

We have audited the internal financial controls over financial reporting of **SAMTEL INDIA LIMITED** (“the Company”) as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

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”) 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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



Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion based on Internal Financial Documents on Internal Financial Control Report over financial reporting and there being no material operation & Company in process of evaluating new avenues, the Company in, has significantly material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were generally operating effectively as at March 31, 2016, based on "the internal control over financial reporting system & procedures 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".



Place: New Delhi

Date: 27.05.2016

For S. S. KOTHARI MEHTA & CO.
Chartered Accountants
Firm Registration No. 000756N

(Neeraj Bansal)
Partner
Membership No.-095960

SAMTEL INDIA LIMITED			
Balance Sheet as at 31st March, 2016			
(Figures in Rs)			
Particulars	Note No	AS AT	As at 31 st March, 2015
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	3	70,842,385	70,842,385
(b) Reserves and Surplus	4	(86,888,437)	(85,877,119)
(2) Current Liabilities			
(a) Short-term borrowings	5	1,087,733	1,087,733
(b) Trade payables	6	3,758,892	3,758,892
(c) Other current liabilities	7	47,332,872	47,781,038
Total		36,133,445	37,592,929
II. Assets			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	8	9,879	18,288
(ii) Capital work-in-progress	8	400,000	400,000
(b) Non-current investments	9	7,545,100	8,729,500
(c) Long term loans and advances	10	589,761	589,870
(2) Current assets			
(a) Cash and cash equivalents	11	3,160,136	2,874,889
(b) Short-term loans and advances	12	24,428,569	24,980,382
(c) Other current assets	13	-	-
Total		36,133,445	37,592,929

Overview & Significant Accounting Policies

1 & 2

See accompanying notes to the financial statements

In terms of our report of even date

For S.S.KOTHARI MEHTA & CO.

Chartered Accountants

Firm Registration No. : 000756N

For & on behalf of the Board

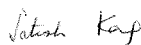


NEERAJ RANSAL

Partner

Membership No. 095960





SATISH K KAURA

Chairman and Managing Director

DIN - 11202



UDAY SETHI

Director

DIN- 6944469

Place : New Delhi

Date: 27th May, 2016

SAMTEL INDIA LIMITED			
Statement of Profit and Loss for the Year ended 31st March, 2016			
			(Figures in Rs.)
Particulars	Note No	For the year ended 31 st March, 2016	For the year ended 31 st March, 2015
Other Income	14	1,997,767	1,919,822
Total Revenue		1,997,767	1,919,822
Expenses:			
Financial costs	15	1,174,876	640,396
Depreciation and amortization expense	8	8,409	10,558
Other expenses	16	1,785,055	3,565,027
Total Expenses		2,968,340	4,215,981
Profit before exceptional and extraordinary items and tax		(970,573)	(2,296,159)
Exceptional Items			
Profit before tax		(970,573)	(2,296,159)
Tax expense:		40,745	-
Profit/(Loss) for the year		(1,011,318)	(2,296,159)
Earning per equity share:	22		
(1) Basic		(0.143)	(0.324)
(2) Diluted		(0.143)	(0.324)

Overview & Significant Accounting Policies

1 & 2

See accompanying notes to the financial statements

In terms of our report of even date

For S.S.KOTHARI MEHTA & CO.

Chartered Accountants

Firm Registration No. : 00756N

NEERAJ BANSAL

Partner

Membership No. 095960



For & on behalf of the Board

Satish K Kaura

SATISH K KAURA

Chairman and Managing Director

DIN - 11202

Uday Sethi

UDAY SETHI

Director

DIN- 6944469

Place : New Delhi

Date: 27th May, 2016

SAMTEL INDIA LIMITED			
Cash flow statement for the year ended 31st March, 2016			
		(Figures in Rs.)	
Particulars		For the year ended 31st March, 2016	For the year ended 31 st March, 2015
CASH FLOWS FROM OPERATING ACTIVITIES			
Net profit/ (loss) before tax		(1,011,318)	(2,296,159)
<u>Adjustments for:</u>			
Provision for Tax		40,745	
Depreciation		8,409	10,558
Loss n sales of assets			92,190
Interest expense		1,174,876	640,396
Provision for diminution of investment		1,184,400	2,191,140
Bad debts and advances written off		-	-
Debit balance written off		-	-
Provisions and liabilities no longer required, written back		(1,782,871)	(1,716,723)
Interest income		(213,206)	(203,099)
Operating profit before working capital changes		(598,965)	(1,281,697)
<u>Adjustments for:</u>			
Trade and other payables		1,293,960	(14,535,491)
Trade and other receivables		-	798,157
Inventories		-	-
Other current assets		551,921	15,577,217
Net cash from / (used in) operating activities		1,246,916	558,186
CASH FLOWS FROM INVESTING ACTIVITIES			
Increase in Investment			
Interest received		213,206	203,099
Net cash from / (used in) investing activities		213,206	203,099
CASH FLOWS FROM FINANCING ACTIVITIES			
Unsecured Loan		-	14,470
Decrease in fixed assets			26,378
Interest paid		(1,174,876)	(640,396)
Net cash (used in) / from financing activities		(1,174,876)	(599,548)
Net (decrease) / increase in cash and cash equivalents (A+B+C)		285,246	161,737
Cash and cash equivalents (opening balance)		2,874,889	2,713,152
Cash and cash equivalents (closing balance)		3,160,135	2,874,889

Overview & Significant Accounting Policies

1 & 2

See accompanying notes to the financial statements

In terms of our report of even date

For S.S.KOTHARI MEHTA & CO.

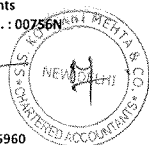
Chartered Accountants

Firm Registration No. : 00756N

NEERAJ BANSAL

Partner

Membership No. 095960



For & on behalf of the Board

Satish Kaur

SATISH K KAURA

Chairman and Managing Director

DIN - 11202

Uday Sethi

UDAY SETHI

Director

DIN - 6944469

Place : New Delhi

Date: 27th May, 2016

SAMTEL INDIA LIMITED
NOTES TO THE FINANCIAL STATEMENTS

(Figures in Rs.)

3 SHARE CAPITAL

	As at 31st March, 2016	As at 31st March, 2015
Authorized		
100,00,000 (Previous year 1,00,00,000) Equity Shares of Re. 10 each	100,000,000	100,000,000
	<u>100,000,000</u>	<u>100,000,000</u>
Issued		
70,87,943 (Previous year 70,87,943) Equity Shares of Rs. 10 each fully called up	70,879,430	70,879,430
Subscribed and Fully paid up		
70,80,534 (previous year 70,80,534) Equity shares of Rs. 10 each fully paid up	70,805,340	70,805,340
Subscribed and not fully paid up		
7,409 (previous year 7,409) Equity Shares of Rs. 10 each, Rs. 5 paid up (see note (d) below)	37,045	37,045
Total Share Capital	<u>70,842,385</u>	<u>70,842,385</u>

(a) Reconciliation of the number of shares:

	No of Shares	No of Shares
Fully paid up Equity Shares		
Equity Shares outstanding as at the beginning of the year	7,080,534	7,080,534
Add: Bonus Issue	-	-
Equity Shares outstanding as at the close of the year	<u>7,080,534</u>	<u>7,080,534</u>
Partly paid up Equity Shares		
Equity Shares outstanding as at the beginning of the year	7,409	7,409
Add: Adjustment during the year	-	-
Equity Shares outstanding as at the close of the year	<u>7,409</u>	<u>7,409</u>

(b) Rights, preferences and restrictions attached to shares:

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each Shareholder is eligible for one vote per share held. The company declares dividends in Indian rupees. In case the dividend proposed by the board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive in proportion to their shareholding, the assets of the Company remaining after distribution of preferential amount.

(c) Details of shareholders holding more than 5% shares:

Particulars	Current year		Previous year	
	No. of Shares	% holding	No. of Shares	% holding
Samtel Color Limited	1336812	18.86	1336812	18.86
Teletube Electronics Limited	1433344	20.22	1433344	20.22
Keswani Hareesh	498698	7.04	498698	7.04

(d) Calls in arrears

On 7409 (previous year 7409) equity shares of Rs. 10 each Rs. 5 paid up.

37045

37045

4. RESERVES AND SURPLUS

a) Capital Reserve

As per last account	1,500,000	1,500,000
Add: During the year	-	-
Less: Transferred during the year	-	-
	<u>1,500,000</u>	<u>1,500,000</u>

b) Securities Premium

As per last account	74,116,337	74,116,337
Less: Arrears/ Adjustments (Refer note no. 28)	(72,559)	(72,559)
Add: During the year	-	-
Less: Transferred during the year	-	-
	<u>74,043,778</u>	<u>74,043,778</u>

d) Surplus In Profit and Loss Account

As per last account	(161,420,897)	(159,124,738)
Add: During the year	(1,011,318)	(7,290,159)
	<u>(162,432,215)</u>	<u>(161,420,897)</u>
Total Reserves & Surplus	<u>(86,888,437)</u>	<u>(85,877,119)</u>

5 SHORT-TERM BORROWINGS

Unsecured Short term Borrowings

Other loans & advances

Total Short Term Borrowings

1,087,733	1,087,733
<u>1,087,733</u>	<u>1,087,733</u>

Terms & Conditions, Repayment Schedule and Interest rate on loan

Loan of Rs. 10,02,733 is interest free loan from Punswat Consultants Limited and Rs.85,000/ is interest free loan from Swaka Consultants Limited repayable on demand.

6 TRADE PAYABLES

Payable to Micro and Small Enterprises (Refer note no. 20)

Others

Total Trade Payables

3,758,892	3,758,892
<u>3,758,892</u>	<u>3,758,892</u>

7 OTHER CURRENT LIABILITIES

Statutory Dues

Payable to employees

Others

Total Other Current Liabilities

32,586,092	33,137,827
5,367,083	5,367,083
9,379,697	9,276,128
<u>47,332,872</u>	<u>47,781,038</u>
<u>47,332,872</u>	<u>47,781,038</u>



SAMTEL INDIA LIMITED

Note No 8

(Figures in `)

FIXED ASSETS

Particulars	Gross Carrying Value			Depreciation			Net Carrying Value		
	Balance as at 1st April 2015	Rs.	Disposals/Adj	Balance as at 31st March, 2016	Balance as at 1st April 2015	Depreciation for the period	Other Adjustments	Balance as at 31st March, 2016	Balance as at 31st March 2015
Plant and Machinery	154,689	-	-	154,689	146,955	(0)	-	146,955	7,734
Furniture and Fixtures	42,895	-	-	42,895	32,341	8,409	-	40,750	10,554
Vehicles	-	-	-	-	-	-	-	-	-
Total	197,584	-	-	197,584	179,296	8,409	-	187,706	18,288
Previous year	2,568,933	-	2,371,349	197,584	2,421,519	2,252,781	179,297	18,287	147,414
Capital work in progress								400,000	400,000

No depreciation is provided where net carrying value of an asset is equals to or less than 5% of the gross carrying value.



	As at 31st March, 2016	As at 31st March, 2015
INVESTMENTS - LONG TERM, NON-TRADE		
(A) QUOTED EQUITY SHARES		
i) Samtel Color Limited*# 5941301 (previous year 59,22,000) Equity Shares of Rs. 10/- each fully paid up	47,370,000	47,370,000
Less Provision for Diminution	(44,112,900)	(42,928,500)
Sub Total (A)	3,257,100	4,441,500
INVESTMENTS - LONG TERM, NON-TRADE		
(B) UNQUOTED EQUITY SHARES		
i) Samtel Glass Limited (formerly Samcor Glass Limited)*# 32,00,000 (Previous Year 32,00,000) Equity Shares of Rs. 10/- each fully paid up	55,500,000	55,500,000
Less : Provision for Diminution	(51,212,000)	(51,212,000)
Sub Total (B)	4,288,000	4,288,000
(C) UNQUOTED INVESTMENT IN SHARES OF ASSOCIATE COMPANIES		
i) Akla Investments Private Limited, (Mauritus)** 2,50,000 (Previous Year 2,50,000) Equity Shares of Euro 1 each fully paid up	13,307,500	13,307,500
Less : Provision for diminution	(13,307,500)	(13,307,500)
Sub Total (C)	-	-
Total Investments - Long Term and Current - (A+B+C)	7,545,100	8,729,500
Aggregate book value of quoted investments	47,370,000	47,370,000
Market value of quoted investments	3,257,100	4,441,500
Aggregate book value of unquoted investments	68,807,500	68,807,500
Aggregate Provision for diminution in value of quoted and unquoted investment	108,632,400	107,448,000

* The Company has given undertaking to certain financial institutions not to dispose off these investments without their prior consent till the loans sanctioned by them to the investee companies remain outstanding.

Companies under the same management.

** During the previous year, the Company has given undertaking to a bank not to dispose, transfer, pledge charge or create a lien on the existing or future shares of Akla Investments private Limited (Mauritus), till the financial assistance granted by the bank in the form of bank guarantee in favour of an associate company remains due and



SAMTEL INDIA LIMITED
NOTES TO THE FINANCIAL STATEMENTS

(Figures in Rs.)

	As at 31st March, 2016	As at 31st March, 2015
10 LONG TERM LOANS & ADVANCES (UNSECURED CONSIDERED GOOD)		
a) Security Deposits	180,000	180,000
b) Other Loans & Advances		
Advance income tax	409,761	409,870
Total Long Term Loans & Advances	<u>589,761</u>	<u>589,870</u>
11 CASH & BANK BALANCES		
a) Cash & Cash Equivalents		
Cash on hands	-	-
Bank balances in current account	616,820	502,216
others	-	-
b) Other Bank Balances		
Term deposit - maturity within 03-12 months	2,543,316	2,372,673
Total Cash & cash Equivalents	<u>3,160,136</u>	<u>2,874,889</u>
12 SHORT TERM LOANS & ADVANCES (CONSIDERED GOOD)		
Loans and Advances to Others	6,156,853	6,708,666
Balances with government department & others	18,271,716	18,271,716
Total Short Term Loans & Advances	<u>24,428,569</u>	<u>24,980,382</u>
13 OTHER CURRENT ASSETS		
Excise Duty Claim Recoverable	4,856,967	4,856,967
Considered Doubtful	(4,856,967)	(4,856,967)
Less: Provision for bad and doubtful debts	-	-
Total Other Current Assets	<u>-</u>	<u>-</u>



SAMTEL INDIA LIMITED
NOTES TO THE FINANCIAL STATEMENTS

SAMTEL INDIA LIMITED

(Figures in Rs.)

	For the year ended 31st March, 2016	For the year ended 31 st March, 2015
14 OTHER INCOME		
Interest Income	213,206	203,099
Other Non Operating Income	1,690	-
Excess Provision of Liabilities Written Back	1,782,871	1,716,723
Total Other Income	<u>1,997,767</u>	<u>1,919,822</u>
15 FINANCE COST		
Interest Expense		
Interest on Loans	-	1,669
Interest Expenses	1,124,908	592,260
Interest on Taxes	49,968	46,467
Total Finance Cost	<u>1,174,876</u>	<u>640,396</u>
16 OTHER EXPENSES		
Fees & Taxes	-	28,090
Auditor Remuneration		
-Audit Fees	229,000	164,720
-Other Services		60,000
Miscellaneous Expenses	115,416	817,021
Advertisement	66,656	102,835
Legal & Professional Expenses	189,583	201,221
Provision for Diminuation value of Investment	1,184,400	2,191,140
Total Other Expenses	<u>1,785,055</u>	<u>3,565,027</u>



SAMTEL INDIA LIMITED
NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31st MARCH 2016

Note No 1 & 2.

1. OVERVIEW

Samtel India Limited which commenced operations in the year 1983, manufacture picture tubes for black & white televisions, trades color television tubes and supplies skilled and unskilled manpower. It is listed on the National Stock Exchange of India and Bombay Stock Exchange of India. The corporate office is situated in New Delhi.

2. SIGNIFICANT ACCOUNTING POLICIES

i) Basis of Preparation of Financial Statements

The financial statement has been prepared in accordance with the historical cost convention, accounting standards issued vide Companies (Accounting Standard), Rules 2006, as prescribed under section 133 of the Companies Act 2013 read with rule 7 of Companies (Accounts) Rules, 2014 and other relevant provisions of the Companies Act, 2013 and earlier years financial statement were prepared as per relevant provisions of the Companies Act, 1956 (refer General circular 08/2014 dated 04/04/2014 of the Ministry of Corporate Affairs for applicability of relevant provisions/ schedules/ rules of the Companies Act, 1956 for the financial statements prepared for the financial year commenced earlier than 01.04.2014) and the provisions of the Companies Act, 2013 (to the extent applicable).

ii) Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosures of contingent liabilities and commitments at the end of the financial statements and results of operations during the reporting period. Although these estimates are based upon the management's best knowledge of current events and actions, actual results could differ from these estimates. Difference between the actual result and estimates are recognized in the period in which the results are known/ materialized.

iii) Fixed Assets and Depreciation

a) Fixed Assets

Fixed Assets are stated at cost less accumulated depreciation and impairment losses, if any. Costs include costs of acquisitions or constructions, including incidental expenses thereto and other attributable costs of bringing the asset to its working condition for its intended use and are net of available duty/tax credits.

b) Expenditure during construction period

Expenditure related to and incurred during implementation of new/expansion-cum-modernization projects is included under capital work-in-progress and the same is allocated to the respective fixed assets on completion of its construction/erection



SAMTEL INDIA LIMITED
NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31st MARCH 2016

c) Intangible Assets

Assets are recognized and disclosed as per Accounting Standard 26 "Intangible Assets".

d) Depreciation and Amortization

Depreciation on fixed assets is provided on straight-line method (SLM) at the rates and in the manner specified in Schedule II of the Companies Act 2013, with effect from 1st April 2014 and before that depreciation is provided on SLM basis at rates specified in schedule XIV to the Companies Act, 1956.

iv) Impairment of Assets

The carrying amount of assets is reviewed for impairment at each balance sheet date wherever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount for which the asset's carrying amount exceeds its recoverable amount.

v) Valuation of Inventories

Stores & spares are valued at cost or under net realizable value. Stock-in- trade is valued at the lower of cost and net realizable value. Cost is arrived at on the weighted average basis. Appropriate share of labour and other overheads are included in the case of work in progress and finished goods.

vi) Foreign Currency Transactions

Foreign currency transactions are recorded at the rate of exchange prevailing at the date of the transaction. Monetary items denominated in foreign currency are reported using the closing exchange rates on the date of the balance sheet.

In case of forward foreign exchange contracts, the premium or discount, arising at the inception of such contracts, is as income or expense over the life of the contract and the exchange differences on such contracts, i.e., difference between the exchange rate at the reporting/ settlement date and the exchange rate on the date of inception of contract/ the last reporting, is recognized as income /expense for the period.

vii) Investments

Long term investments are stated at cost unless there is a permanent diminution in the value thereof.



SAMTEL INDIA LIMITED
NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31st MARCH 2016

viii) Revenue Recognition

- a) Sales are inclusive of excise duty but net of returns, rebates, VAT and sales tax. Products returned/rejected are accounted for in the year of return/rejection.
- b) Export sales are accounted for on the basis of the date of bill of lading/airways bill.
- c) Export benefits available under the Export Import policy of the Government of India are accounted for in the year of export, to the extent measurable.
- a) Income from services is accounted for at the time of completion of service and billing thereof.

ix) Employee Benefits

Expenses & liabilities in respect of employee benefits are recorded in accordance with Accounting Standard (AS)-15 –Employee Benefits’.

- i) The contributions to the provident fund for all employees and the contributions to the superannuation and gratuity funds for managerial staff are charged to revenue. Provision for gratuity (other than for managerial staff), determined on an arithmetical (or actuarial) basis at the end of the year is charged to the revenue.
- ii) Provision for leave entitlement, determined on an arithmetical (or actuarial) basis at the end of the year, is charged to revenue.

Warranty

Provision for warranty is made on the basis of average cost as per past experience.

x) Taxes on Income

Provision for current tax is made considering various allowances and benefits available to the Company under the provisions of the Income Tax Act, 1961.

In accordance with Accounting Standard (AS-22) ‘Accounting for Taxes on Income’, deferred taxes resulting from timing differences between book and tax profits are accounted for at the tax rate substantively enacted by the Balance Sheet date to the extent the timing differences are expected to be crystallized. Deferred tax assets are recognized and reviewed at each Balance Sheet date to the extent there is reasonable/virtual certainty of realizing such assets against future taxable income.

Minimum Alternate Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period.



SAMTEL INDIA LIMITED
NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31st MARCH 2016

xi) Provisions, contingent liabilities, commitments and contingent assets

Provisions are recognized for present obligations of uncertain timing or amount arising as a result of a past event where a reliable estimate can be made and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation. Where it is not probable that an outflow of resources embodying economic benefits will be required or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability and commitments, unless the probability of outflow of resources embodying economic benefits is remote.

Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain events, are also disclosed as contingent liabilities and commitments unless the probability of outflow of resources embodying economic benefits is remote. Contingent assets are neither recognized nor disclosed in the financial statements.

xii) Cash Flow Statements

Cash flow statements are reported using the indirect method; where by a profit before tax is adjusted for the effects of the transactions of non-cash nature & any deferrals or accruals of past or future cash receipts or payments. The cash flows from the operating, investing & financing activities of the Company are segregated.

xiii) Earnings per share

The earnings considered in ascertaining the Company's earnings per share (EPS) comprise of the net profit after tax attributable to equity shareholders. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the period adjusted for events of bonus issue post period end, bonus elements in right issue to existing shareholders, share split, and reverse share split (consolidation of shares). The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effect of potential dilutive equity shares unless impact is anti-dilutive.

17. CONTINGENT LIABILITIES AND COMMITMENTS

A) Contingent Liabilities not provided for in respect of:

(FIGURES IN Rs.)

	Description	Current Year	Previous Year
a)	Disputed Excise Duty and Other demands	15,66,000	15,66,000
b)	Income Tax demands where the cases are pending at various stages of appeal with the authorities	2,53,35,272	2,76,71,668
c)	Sales Tax Demand where the case are pending before assessing officer after remand from Joint commissioner Sales Tax.	89,90,000	89,90,000

B) Capital Commitment:



SAMTEL INDIA LIMITED
NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31st MARCH 2016

18. In the opinion of the Board, Current Assets, Loans and Advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated and provision for all known liabilities has been made and considered adequate.

19. **Taxation**

The Company has carried forward losses/unabsorbed depreciation under the Income tax Act, 1961. However, in view of uncertainty of future taxable income of the Company, in accordance with Accounting Standard AS-22" Accounting for Taxes on Income" notified in the Companies Accounting Standard Rule 2006, the net deferred tax assets have not been recognized in the accounts.

20. The Company has already started the process of identifying the Micro, Small and Medium Enterprises as defined under the "The Micro, Small and Medium Enterprises Development Act, 2006". However, based on the information available with the Company as of now, no enterprises have been identified, who are registered under the said Act.

21. The management has recognized a permanent diminution in the value of the investments in Samtel Colors Limited (SCL) thereby the investment value has been reduced by Rs. 11,84,400 (previous year Rs. 21,91,940) and Samtel Glass Limited (SGL) by Rs. Nil (previous year Rs. Nil). In current year diminution in value of long term investment of SGL has not been done as in the view of the company, the SGL is in the process of selling its Land and Building and the discussions for disposal are in advance stage. The management is also of the view that the realization value of Land will be much higher after setting off all its liabilities, Hence, the value of long term investment of SGL does not require any diminution. In case of Samtel Color Limited, the above figures has been arrived as a difference between book value and market value of the shares of Company and in case SGL diminution has been derived as a difference between book value and average of the three years net worth of the Company (in the previous year).

2. Earning per share', in accordance with Accounting Standard(AS-20)

(FIGURES IN Rs.)		
	Current Year	Previous Year
Profit attributable to ordinary shareholders	(10,11,318)	(22,96,159)
Number of Equity Shares (in nos.)		
Issued and subscribed	70,87,943	70,87,943
Total number of shares including potential equity shares	70,87,943	70,87,943
Basic earnings per Share (Rs.)	(0.14)	(0.32)
Diluted earnings per Share (Rs.)	(0.14)	(0.32)



SAMTEL INDIA LIMITED
NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31st MARCH 2016

23. Disclosure as required by Accounting Standard (AS-17) 'Segment Reporting':
Based on the guiding principles given in Accounting Standard AS17 "Segment Reporting" Notified in the Companies (Accounting Standard) Rule 2006, the Company's only business segment during the year relates to "Supply of manpower" in India. As a result the additional disclosure requirements of AS-17 are not required.
24. Disclosures as required by Accounting Standard (AS-18) 'Related Party Disclosures':
A. List of Related Parties and Relationships

Sl. No.	Nature of Relationship	Name of Related party
A	Key Management Personnel	Satish K Kaura – Chairman and Managing Director
B	Other related parties in respect of which the Company had transaction	
	Associates	<ul style="list-style-type: none"> a) Samtel Machines & Projects Limited b) Akla Investment Private Limited
C	Enterprises over which key management personnel and/ or his relatives exercise significant influence	<ul style="list-style-type: none"> a) Samtel Color Limited b) Samtel Avionics Limited c) Samtel Glass Limited d) Kaura Properties Pvt. Limited e) Fame Mercantile Pvt. Limited f) Navketan Mercantile Pvt. Limited g) Punswat Consultants Ltd. h) Swaka Consultants Ltd.



SAMTEL INDIA LIMITED
NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31st MARCH 2016

B. Transactions with Related Parties

(FIGURES IN Rs.)

Particulars	Associates		Enterprises over which key management personnel or his relatives exercise significant influence		Total	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Balances as at year end						
(i) <u>Receivables</u>						
- Samtel Avionics Ltd	Nil	Nil	1,52,845	2,27,590	1,52,845	2,27,590
- Kaura Properties (P) Ltd.	Nil	Nil	2,16,809	2,16,809	2,16,809	2,16,809
- Fame Mercantile (P) Ltd.	Nil	Nil	30,300	30,300	30,300	30,300
- Navketan Mercantile (P) Ltd.	Nil	Nil	22,700	22,700	22,700	22,700
(ii) <u>Payable</u>						
- Samtel Color Limited	Nil	Nil	9,30,356	1,66,54,644	9,30,256	1,66,54,644
- Samtel Glass Limited	Nil	Nil	37,58,892	37,85,344	37,58,892	37,85,344
- Punswat Consultants Ltd	Nil	Nil	10,02,733	10,02,733	10,02,733	10,02,733
- Swaka Consultants Ltd	Nil	Nil	85,000	85,000	85,000	85,000
(iii) <u>Investments</u>						
- Akla Investment Private Limited	1,33,07,500	1,33,07,500	Nil	Nil	1,33,07,500	1,33,07,500
- Samtel Color Limited	Nil	Nil	4,73,70,000	4,73,70,000	4,73,70,000	4,73,70,000
- Samtel Glass Limited	Nil	Nil	5,55,00,000	5,55,00,000	5,55,00,000	5,55,00,000
(iv) Security in the form of pledge given related to Samtel Color Limited*	*	*	*	*	*	*

*The Company has given undertakings to certain financial institutions not to dispose off its investments without their prior consent till the loans sanctioned by them to the investee companies remain outstanding fully provided. (Refer Note No. 9).

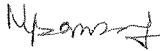


SAMTEL INDIA LIMITED
NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31st MARCH 2016

25. After the cessation of plant (Black and White pictures for Black and white TV Sets), Samtel India Limited had aimed to commence its operation in trading of color picture tubes, however such proposal could not be established/executed, due to low market demand. The management of Samtel India Limited has a strong believe in entering into new segment therefore it entered into the business for supplying manpower to manufacturing unit, (especially to picture tube manufacturing units). Since the demand of Cathode Ray Tube has sharply declined, the business of manpower supply has been adversely affected. In the earlier the Company is continuing with & simultaneously exploring various new opportunities, like supply of manpower to manufacturing unit and in exploration evaluated the manufacturing possibilities & for that intended to acquire suitable property also, but could not succeed due to continuous recession and liquidity problem, Now the Company planning to do trading activity and for that taking requisite steps for obtaining VAT registration, may start trading business by next quarter. In view this, the management has prepared and maintained its books of accounts on the concept of "going concern".
26. 'Due to the accumulated losses the entire net worth of the Company has been eroded at the end of financial year 2013-14. The management is in the process of seeking legal opinion regarding the applicability of provision of Sick Industrial Companies (Special Provision) Act, 1985 and necessary step will be initiated accordingly
27. In earlier years, the Company has given security in the form of pledge up to Rs. 59 lacs fully paid up equity shares of Rs.10 each of Samtel Color Limited (SCL) held by the Company in favor of the bank acting as trustee for itself and as agent for other lenders of SCL as per the Corporate Debt Restructuring (CDR) Scheme of SCL as approved by CDR Cell of RBI, as it has major investment in SCL and in view of the management it would add long term value to the Company.
28. Unpaid portion in share premium, calls in arrears on equity share issued in earlier years was ascertained on reconciliation.
29. The financial statements are prepared as per Accounting Standard prescribed under section 133 read with rule 7 of Companies (Accounts) Rules, 2014 and relevant provisions of Companies act 2013.
30. Previous year figures have been regrouped / rearranged wherever necessary to conform to this year's classification.

For S. S. Kothari Mehta & Co
Chartered Accountants

Firm Registration No. : 000756N



Neeraj Bansal
Partner

Membership NO.: 095960



For & on behalf on the Board


SATISH K KAURA
Chairman and Managing Director
DIN-0011202


UDAY SETHI
Director
DIN-6944469

Place: New Delhi
Date: 27th May, 2016