

LS INDUSTRIES LIMITED

23rd
ANNUAL REPORT
2016-17

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2016-2017
LS INDUSTRIES LIMITED
(CIN: L51505HP1993PLC031724)

MANAGEMENT

BOARD OF DIRECTORS

Mr. Shiv Khan	DIN: 07666627	Director
Mr. Kuldeep Singh	DIN: 06601972	Director
Mr. Dhiraj Gupta	DIN: 03533481	Independent Director
Mr. Jaibir Manjhi	DIN: 06901623	Independent Director
Ms. Sneh Singh	DIN: 07931134	Independent Director

(w.e.f 20.10.2017)

BANKERS

HDFC Bank

REGISTRAR & SHARE TRANSFER AGENT

Ms/- Beetal Financial & Computer

Service (P) Limited, Beetal House
3rd Floor, 99, Madangir, Bh-Local Shopping
Complex, Near Daba Harsukhdas
Mandir, New Delhi – 110062.

Demat At CDSL & NSDL

ISIN: INE345D01031

REGISTERED OFFICE

Village Bairsen, P.O. Manjholi, Tehsil-Nalagarh,
Solan, Himachal Pradesh-174101, India.

mail: lsindustries93@gmail.com

Phone No. 9805511297

CIN: L51505HP1993PLC031724

GST No.02AAACL1987E1ZT

SECRETARIAL AUDITORS

FCS Sudhakar Jha, -M/s Sudhakar & Co.

Practicing Company Secretaries
New Delhi

STATUTORY AUDITORS

M/s Deepak Kumar & Company

Chartered Accountants
New Delhi

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NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the Members of Ls Industries Limited (the Company) will be held on Saturday, December, 30, 2017 at 11:30 A.M. at the Registered Office of the Company, Village Bairsen P.O. Manjholi, Tehsil-Nalagarh, Solan, Himachal Pradesh-174101, India, to transact the following business:-

ORDINARY BUSINESS:

Item No. 1

To consider and adopt the Standalone & Consolidated Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2017 together with the Reports of the Board of Directors and Auditors thereon.

Item No. 2

To appoint a Director in place of Mr. Kuldeep Singh (DIN: 06601972), who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 3

To ratify the appointment of M/s. Deepak Kumar & Company, Chartered Accountants, Firm's Registration No.024751N as Auditors of the Company to hold office from the conclusion of this Annual General meeting till the conclusion of the next Annual General Meeting at such remuneration as shall be fixed by the Board of Directors and the Auditors.

SPECIAL BUSINESS:

Item No. 4.

Appointment of Mr. Shiv Khan (DIN: 07666627) as a Director

To consider and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT due notice in writing signifying the intention of a member to propose Mr. Shiv Khan (DIN: 07666627) as a Director, have been received pursuant to Section 160 of the Companies Act, 2013, Mr. Shiv Khan be and is hereby appointed as Director of the Company, liable to retire by rotation."

Item No. 5.

Appointment of Ms. Sneha Singh (DIN: 07931134) as an Independent Director

To consider and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 149, 152, 161 and other applicable provisions of the Companies Act, 2013 and rules made thereof and provisions of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, Ms. Sneha Singh (DIN: 07931134) who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing along with requisite deposit under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term, up to 19th October, 2022.

Place: Nalagarh
Date: 4th December, 2017

By Order of the Board
For Ls Industries Limited

Sd/-
Shiv Khan
(Director)
DIN: 07666627

Registered Office
Village Bairsen P.O. Manjholi, Tehsil-Nalagarh,
Solan, Himachal Pradesh-174101 India.

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. THE PROXY FORM DULY COMPLETED AND SIGNED SHOULD REACH THE COMPANY'S REGISTERED OFFICE EITHER IN PERSON OR THROUGH POST NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

3. A person can act as Proxy on behalf of the Members, not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total Share Capital of the Company. However, a Member holding more than 10% of the total Share Capital may appoint a single person as the Proxy and such person shall not act as the Proxy of any other person or Shareholder.
4. Corporate members intending to send their authorised representative to attend the Meeting are requested to ensure that the authorised representative carries a certified copy of the Board Resolution, Power of Attorney or such other valid authorisations, authorising them to attend and vote on their behalf at the Meeting.
5. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the Special Business under item no.4 & 5 as stated above is annexed hereto.
6. The Register of Members and Share Transfer Books of the Company will remain closed from **Monday, 25th December, 2017 to Saturday, 30th December, 2017** (both days inclusive) for the purpose of the 23rd Annual General Meeting (AGM).
7. The documents referred to in the notice are open for inspection at the Registered Office of the Company on all working days except Sunday(s) and Public holidays, between 11.30 A.M. to 01.30 P.M. up to the date of Annual General Meeting.
8. For the convenience of the Members and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by the Attendance Slip, annexed to the Proxy Form. Members/ Proxies are requested to bring the attendance slip duly filled in and to affix their signature at the place provided on the Attendance Slip and hand it over at the counters at the venue.
9. Members who hold the shares in the dematerialized form are requested to incorporate their DP ID Number and Client ID Number in the Attendance Slip/Proxy Form, for easier identification of attendance at the Meeting.
10. In case of joint holders attending the meeting, the joint holder who is higher in the order of names will be entitled to vote at the meeting.
11. Members are requested to bring their copy of Annual Report at the Meeting.
12. Members holding shares in terms of physical mode and dematerialized mode - are requested to notify immediately the change of their address and bank particulars to the Registrar and Share Transfer Agent M/s. **Beetal Financial & Computer Services Pvt. Ltd.** Beetal House, 3rd Floor, # 99 Madangir, BH-Local Shopping Complex, Near Dada Harsukhdas Mandir, New Delhi 110062., Phone -011-29961281-82, Fax 011-29961284, Email Id: beetalrta@gmail.com”.
13. The Company has designated an exclusive Email ID: “investorlsi1993@gmail.com” for redressal of shareholders’/Investors complaints/grievances. In case you have any queries, complaints/grievances, then kindly write at the above mentioned email address.
14. The Shareholders are requested to update the Contact address and e-mail address and are requested to notify immediately any change in their address, exclusively on separate letter without clubbing it with any other request, for quicker attention directly to the Company’s Share Transfer Agent.
15. If any of the members are holding shares in the same name or in the same order of names, under different folios, then members are requested to notify the same to the Registrar and Share Transfer Agent for consolidation of their shareholding into a single folio.
16. Notice of this Annual General Meeting, Audited Financial Statements for Financial Year 2016-2017 along with Directors’ Report and Auditors’ Report are available on the website of the Company “www.lsiglobal.com”.
17. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 prescribed by the Government can be obtained from the Registrar and Transfer Agent or the Secretarial Department of the Company at its Registered Office.
18. The Securities and Exchange Board of India (SEBI) vide circular ref no. MRD/DOP/CIR-05/2007 dated 27th April, 2007, has made “PAN” the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction. In continuation of the aforesaid circular, it is hereby clarified that for securities market transactions and off market/private transactions involving transfer of shares of listed companies in physical form, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the Company /Registrar and Share Transfer Agent for registration of such transfer of shares.
19. Details of the Directors seeking Appointment / Re-Appointment in the ensuing Annual General Meeting:

Name	Mr. Shiv Khan	Ms. Sneh Singh
Directors Identification Number (DIN)	07666627	07931134
Qualification	Undergraduate	Bachelor of Art
Date of first Appointment on the	29-11-2016	20-10-2017

Board of the Company		
Shareholding in LS Industries Limited	Nil	Nil
Directorship held in other Companies	Nil	Nil
Membership/Chairmanships of Audit and stakeholders relationship committees in other Companies	Nil	Nil

20. A Route map showing directions to reach the venue of the 23rd Annual General Meeting is annexed with this notice as per the requirement of the Secretarial Standards -2 on “General Meeting”.

21. PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS:

(i) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and sub clause (1) & (2) of Regulation 44 of SEBI (LODR) Regulations 2015, the Company will be providing members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the ensuing Annual General Meeting (“remote e-voting”) will be provided by Central Depository Services Limited (CDSL). The detailed procedure to be followed in this regard has been given below. The members are requested to go through them carefully.

(ii) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners are maintained by the Depositories as on the Cut-off date i.e. 23rd December, 2017, shall be entitled to avail the facility of remote e-voting as well as voting at the ensuing Annual General Meeting. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

(iii) A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. 23rd December, 2017, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Poll Paper at the ensuing Annual General Meeting by following the procedure mentioned in this part.

(iv) The voting period begins on Wednesday, 27th December, 2017 (9:00 A.M.) and ends on Friday, 29th December, 2017 (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 i.e. 23rd December, 2017, may cast their vote electronically. The E-Voting module shall be disabled for voting thereafter.

(v) Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

(vi) Members who have cast their votes by remote e-voting prior to the ensuing Annual General Meeting may also attend the Meeting but they shall not be entitled to cast their vote again.

(vii) The facility for voting through Poll Paper would be made available at the ensuing Annual General Meeting and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. The members, who have already cast their vote by remote e-voting prior to the meeting, may also attend the Meeting, but shall not be entitled to cast their vote again.

(viii) The voting rights of the members shall be in proportion of their shares to the paid up equity share capital of the Company as on the Cut-off date i.e. 23rd December, 2017.

(ix) CS Sudhakar Jha – Sudhakar & Co., Practising Company Secretaries, New Delhi, has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the voting through Poll paper at the ensuing Annual General Meeting, in a fair and transparent manner.

(x) The Scrutinizer shall immediately, after the conclusion of voting at ensuing Annual General Meeting, will first count the votes cast at the ensuing Annual General Meeting, thereafter unblock the votes cast through Remote e-voting in the presence of at least two witnesses not- in the employment of the Company. Scrutinizer shall, submit a Scrutiniser’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 and declare the results of the voting forthwith, within 48 hours of conclusion of the Annual General Meeting.

(xi) The Results declared along with the Scrutinizer’s Report shall be placed on the website of CDSL “www.cdslindia.com” and on the website of the Company “www.lsiglobal.com”, within 48 hours after the conclusion of the 23rd AGM of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.



22. The instructions for shareholders voting electronically are as under:

- (a) The voting period begins on Wednesday, 27th December, 2017 at 9:00 AM and ends on Friday, 29th December, 2017 at 5:00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, December 23, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (b) The shareholders should log on to the e-voting website www.evotingindia.com.
- (c) Click on "Shareholders".
- (d) 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.
- (e) Next enter the Image Verification as displayed and Click on Login.
- (f) 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.
- (g) 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. The Sequence Number is printed below 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 (iv).

- (h) After entering these details appropriately, click on "SUBMIT" tab.
- (i) 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.
- (j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (k) Click on the EVSN For LS INDUSTRIES LIMITED on which you choose to vote.
- (l) 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.
- (m) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (n) 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.
- (o) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (p) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (q) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.



(r) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

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 linked in the login 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.

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. The contact details of the officials responsible to address the grievances connected with e-voting is mentioned below:

Company	LS Industries Limited Village Bairsen P.O. Manjholi, Tehsil Nalagarh, Solan, HP-174101, India. Phone No. 9805511297 Email Id: lsiindustries93@gmail.com
Registrar and Transfer Agent :	M/s. Financial & Computer Services Pvt Ltd. HOUSE, 3rd Floor, 99, Madangir, behind LSC, New Delhi – 110062. Phone No. 011-29961281/82/83 Email Id: www.beetalfinancial.com
E-Voting Agency	Central Depository Services (India) Limited E-mail ID : " helpdesk.evoting@cdslindia.com "
Scrutinizer	M/S. Sudhakar & Co. Practicing Company Secretaries, New Delhi E-mail ID: " cssudhakar1@gmail.com "

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 REGARDING SPECIAL BUSINESS

Item No. 4

Pursuant to the provisions of section 161 (1) of the Companies Act, 2013) and the Articles of Association of the Company, the Board of Director has appointed Mr. Shiv Khan (DIN: 07666627) as an Additional Director on the Board of the Company w.e.f 29-11-2016.

In term of the provision of section 161 (1) of the Companies Act, 2013), Mr. Shiv Khan (DIN: 07666627) would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under section 160 of the Act proposing the candidature of Mr. Shiv Khan for the office of Director of the Company. Mr. Shiv Khan is not disqualified from being appointed as a Director in terms of section 164 of the Act and has given his consent to act as a Director. Mr. Shiv Khan having a good experience in the matter of human resources management.

It is expected that his appointment on the Board will be beneficial to the Company.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Item No. 5

Ms. Sneh Singh (DIN: 07931134) is an Independent Director of the Company. He was appointed as an Additional Director by the Board with effect from 20th October, 2017. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Ms. Sneh Singh will hold office up to the date of the Next Annual General Meeting of the Company. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of requisite amount proposing the candidature of Ms. Sneh Singh for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

In the opinion of the Board of Directors, Ms. Sneh Singh, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder.

The Board considers that his association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Sneh Singh as an Independent Director. Ms. Sneh Singh has good experience in the area of marketing.

Accordingly, the Board recommends the resolution in relation to appointment of Ms. Sneh Singh as an Independent Director, for the approval by the shareholders of the Company.

Except Ms. Sneh Singh being the appointee, no one of his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of the Notice. This Explanatory Statement may also be regarded as a disclosure under revised provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends the aforesaid resolution as set out at Item No.5 for the approval of the members as an Ordinary Resolution

ROUTE MAP TO THE VENUE OF 23RD ANNUAL GENERAL MEETING TO BE HELD ON SATURDAY, 30TH DECEMBER, 2017 AT VILLAGE BAIRSEN P.O. MANJHOLI, TEHSIL-NALAGARH, SOLAN, HIMACHAL PRADESH-174101 INDIA.





LS INDUSTRIES LIMITED

CIN: L51505HP1993PLC031724

Regd. Office: - Village Bairsen, P.O. Manjholi, Tehsil Nalagarh, Distt. Solan, Himachal Pradesh-174101.

ATTENDANCE SLIP

23rd Annual General Meeting

Saturday, December, 30, 2017

Reg. Folio/DP & Client No.	
No. of Shares Held	

Member's Name: -----

Proxy's Name: -----

I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the 23rd Annual General Meeting of the Company on Saturday, December, 30, 2017 at 11:30 A.M. at the Registered Office of the Company, Village Bairsen P.O. Manjholi, Tehsil-Nalagarh, Solan, Himachal Pradesh-174101, India,

(Member's / Proxy's name (in block letters)

Signature of member/ proxy

Note:

1. please fill this attendance slip and hand it over at the entrance of the Venue.
2. Members/Proxy Holders/Authorised Representatives are requested to show their Photo ID Proof for attending the Meeting.
3. Authorized Representatives of Corporate members shall produce proper authorization issued in their favour.