

TWENTY FOURTH ANNUAL REPORT
2016-17



CYBELE INDUSTRIES LIMITED

CYBELE INDUSTRIES LIMITED

BOARD OF DIRECTORS

Mr.P.A.JOYKUTTY
Chairman & Managing Director

Mrs.Annamma Joy
Joint Managing Director

Mr. Thomas P. Joy
Executive Director

Mr. N. Karuppiah
Director

Mr. Sunny Kutty George
Director

Mr. George Baby George
Director

MANAGEMENT TEAM

Mr.P.A.JOYKUTTY
Chairman & Managing Director

Mrs.Annamma Joy
Joint Managing Director

Mr. Thomas P. Joy
Executive Director

AUDITORS

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

REGISTERED OFFICE

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

CYBELE INDUSTRIES LIMITED

NOTICE is hereby given that the **Twenty Fourth Annual General Meeting** of the Company will be held at the Company's Registered Office at No.138, SIDCO Industrial Estate, Ambattur, Chennai - 600 098 on Saturday, the 30th September, 2017 at 10.00 A.M. to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Profit and Loss Account for the year ended 31st March, 2017 and the Balance Sheet as on that date and the Reports of the Directors and Auditors thereon.
2. To appoint M/s. Manavalan & Co., Chartered Accountants, Chennai (Firm Registration No. 012478S) as Statutory Auditors of the Company in place of M/s. Karpagam & Co., Chartered Accountants, Chennai, the retiring Statutory Auditors.

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

RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions if any of the Companies Act, 2013 ("Act") read with the Companies (Audit & Auditors) Rules, 2014 and Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) including any statutory enactment or modification thereof for the time being in force and pursuant to the recommendation of the Audit Committee and Board of Directors of the Company (Board) M/s. Manavalan & Co., Chartered Accountants, Chennai (Firm Registration No.012478S.

allotted by the Institute of Chartered Accountants of India (ICAI) who have confirmed their willingness to be appointed as Auditors of the Company and also certified that if the appointment is made, it shall be in accordance with the conditions prescribed under Rule 4 of the Companies (Audit & Auditors) Rules, 2014, as well as satisfy the criteria provided in Section 141 of the Companies Act, 2013, be and is hereby appointed as Statutory Auditors of the Company in the place of M/s. Karpagam & Co., Chartered Accountants, Chennai, the retiring Auditors who have completed two terms of five consecutive five years, to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of the 29th Annual General Meeting of the Company (subject to ratification of their appointment by the Members of every intervening Annual General Meeting held after this Annual General Meeting) and that the Board be and is hereby authorized to fix such remuneration as may be recommended by the Audit Committee in consultation with the Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary to give effect to this resolution.

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

Place : Chennai **P.A. JOYKUTTY**
Date : 11.08.2017 **Chairman & Managing Director**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE PROXIES SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The Register of Members and the Share Transfer Books of the Company will remain closed from 26th September, 2017 to 30th September 2017 (both days inclusive)
3. Members / Proxies should bring the attendance slip duly filled in for attending the Meeting.
4. All documents referred to in the accompanying Notice are open for inspection at the Company's Registered Office during Office hours on all working days up to the date of the Annual General Meeting.
5. Members holding shares in physical form are requested to dematerialize the shares in electronic form to facilitate faster transfer and avoid rejections for bad deliveries.

The share certificates may be sent directly to the Secretarial department / Registrar and Transfer Agents.

6. The Company's Equity Shares are presently listed at the BSE Ltd., Mumbai

VOTING THROUGH ELECTRONIC MEANS:

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

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 26th September, 2017 (9.00 a.m) and ends on 29th September, 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 (record

CYBELE INDUSTRIES LIMITED

date) of 22nd September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.(Sequence number has been provided as Serial Number (SL NO.) in the Address Label. 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.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>

Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
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- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of the Company on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com 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 they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com 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.

Other Information:

- i. Mrs. Parimala Natarajan, Practicing Company Secretary

(CP No.5239), Chennai has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

- ii. The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the company and make a scrutinizer's report of the votes cast in favour or against forthwith to the Chairman of the Company.
- iii. Voting is provided to the members through e-voting and at the Annual general meeting of the Company. A member can opt for only one mode of voting i.e. either through e-voting or at the annual general meeting of the Company.
- iv. If a member casts votes by both modes, then voting done through e-voting shall prevail.

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

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

Place : Chennai
Date : 11.08.2017

P.A. JOYKUTTY
Chairman & Managing Director

CYBELE INDUSTRIES LIMITED

DIRECTOR'S REPORT

Your Directors hereby present the Twenty Fourth Annual Report together with the Audited Accounts for the year ended 31st March, 2017

FINANCIAL RESULTS

	2016-2017 (Rs. in Lakhs)	2015-2016
Profit before Interest and Depreciation	32.10	54.12
Less : Interest	42.69	43.41
Profit before Depreciation	- 10.59	10.71
Less : Depreciation	46.38	45.95
	-56.97	-35.24
Less : Preliminary exp. written off	-	-
Net Profit carried to B/S	-56.97	-35.24

DIVIDEND

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

OPERATIONS

During the year under review, the Company has taken steps to improve the operations of the Company. The Company achieved a revenue of Rs2500.10 lakhs and net loss of Rs.56.97 lakhs. The Directors are taking all the steps to improve the performance of the Company in the years to come.

MATERIAL CHANGES AFFECTING FINANCIAL POSITION OF THE COMPANY

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

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

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

CORPORATE GOVERNANCE

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

COMPOSITION AND NUMBER OF MEETING OF THE BOARD

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

During the financial year 2016-17, the Directors met four times i.e., on 28.05.2016; 30.07.2016; 12.11.2016 and 28.01.2017.

DIRECTORS / KEY MANAGERIAL PERSONNEL

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

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

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

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

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

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

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

BOARD EVALUATION

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

DIRECTORS' RESPONSIBILITY STATEMENT

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

- a) in the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- b) they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- d) they have prepared the annual accounts on a going concern basis
- e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating properly; and
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

REMUNERATION POLICY

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

RISK MANAGEMENT

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

INTERNAL FINANCIAL CONTROLS

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

AUDITORS

M/s. Manavalan & Co., Chartered Accountants, Chennai, being appointed as Statutory Auditors in place of M/s. Karpagam & Co., at the ensuing Annual General Meeting for a term of five years.

AUDIT COMMITTEE RECOMMENDATION

During the year all the recommendations of the Audit Committee were accepted by the Board. The Composition of the Audit

Committee is as described in the Corporate Governance Report.

LISTING ARRANGEMENTS

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

VIGIL MECHANISM

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

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company is incurring losses every year and there is no last three years average profits for spending on CSR activities. Hence the company could not spend the amount on CSR during the financial year 2016-17. Further the details of composition of the CSR Committee and other details are provided in the Corporate Governance Report which forms part of this report.

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

The company has put in place an anti-sexual harassment mechanism in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee have been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The Company has not received any complaint of sexual harassment during the year 2016-17.

PUBLIC DEPOSITS

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

EXTRACT OF ANNUAL RETURN

An extract of Annual Return in form MGT-9 as on March 31, 2017 is attached as Annexure forming part of this Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Under Section 186 of the Companies Act, 2013 the Company has neither given any Loan, Guarantee nor provided any Security in connection with a loan, directly or indirectly, to any person or other body corporate. The company has also not made any investments by way of subscription, purchase or otherwise, in the securities of any other body corporate during the financial year ended 31st March, 2017.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since there was no unpaid/unclaimed Dividend declared and

CYBELE INDUSTRIES LIMITED

paid last year, the provisions of Section 125 of the Companies Act, 2013 do not apply.

FOREIGN EXCHANGE EARNINGS AND OUTGO

There is no foreign exchange inflow or outflow during the financial year ended March 31, 2017.

ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE

Information pursuant to Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 relating to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo is furnished in the Annexure.

ANNEXURE TO THE DIRECTORS' REPORT

Information pursuant to Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the companies accounts rules 2014,

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

B. TECHNICAL ABSORPTION :

FORM B

RESEARCH AND DEVELOPMENT

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

TECHNOLOGY ABSORPTION, ADAPTATION, AND INNOVATION :

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

ACKNOWLEDGEMENT

The Directors wish to place on record their appreciation of the dedication and excellent contribution made by all the concerned. The Directors would like to thank the Suppliers and above all the Shareholders and valued Customers for their continued support and patronage.

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

Place : Chennai
Date : 19.05.2017

P.A.JOYKUTTY
Chairman & Managing Director

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

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

future plans of action

C. FOREIGN EXCHANGE EARNINGS AND OUTGO :

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

	Current Year	Previous Year
	(Rs. in Lakhs)	
Used	—	—
Earned	12.26	—

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

Place : Chennai
Date : 19.05.2017

P.A.JOYKUTTY
Chairman & Managing Director

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

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

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

1. Composition of the CSR Committee

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

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

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

4. Details of CSR spent during the financial year:

a) Prescribed CSR expenditure	NIL
b) Amount spent on CSR	NIL
c) Amount unspent, if any;	NIL

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

6. Responsibility Statement by the Corporate Responsibility Committee:

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

Chennai
May 19, 2017

P.A. Joy Kutty
Managing Director

N.Karuppiah
Chariman

CYBELE INDUSTRIES LIMITED

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2017

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

I. REGISTRATION AND OTHER DETAILS:

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

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

SL No	Name & Description of main products/services	NIC Code of the Product/ service	% to total turnover of the company
1	Manufacture of Cables and Wires	31300	80
2	Real Estate activities	45201	20

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

CYBELE INDUSTRIES LIMITED

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

(i) Category-wise Shareholding

	Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	Promoter									
1.	Indian									
a)	Individual /HUF	7746619	-	7746619	72.43	7746619	-	7746619	72.43	-
	Central Govt.	-	-	-	-	-	-	-	-	-
	State Govt.(s)	-	-	-	-	-	-	-	-	-
	Bodies Corp	-	-	-	-	-	-	-	-	-
	Banks /FI	-	-	-	-	-	-	-	-	-
	Any Other.....	-	-	-	-	-	-	-	-	-
	Sub Total (A)(1):-	7746619	-	7746619	72.43	7746619	-	7746619	72.43	-
	Foreign									
	NRIs –Individuals	-	-	-	-	-	-	-	-	-
	Other –Individuals	-	-	-	-	-	-	-	-	-
	Bodies Corp.	-	-	-	-	-	-	-	-	-
	Banks/FI	-	-	-	-	-	-	-	-	-
	Any Other	-	-	-	-	-	-	-	-	-
	Sub Total (A)(2):-									
	Total Shareholding of Promoter: (A)=(A)(1)+(A)(2)	7746619	-	7746619	72.43	7746619	-	7746619	72.43	-
	Public Shareholding									
	Institutions									
	Mutual Funds	-	-	-	-	-	-	-	-	-
	Banks/FI	-	-	-	-	-	-	-	-	-
	Central Govt.	-	-	-	-	-	-	-	-	-
	State Govt.(s)	-	-	-	-	-	-	-	-	-
	Venture Capital Funds	-	-	-	-	-	-	-	-	-
	Insurance Companies	-	-	-	-	-	-	-	-	-
	FII's	-	-	-	-	-	-	-	-	-
	Foreign VentureCapital Funds	-	-	-	-	-	-	-	-	-
	Others (specify)									
	Sub Total (B)(1):-	-	-	-	-	-	-	-	-	-

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	Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2.	Non –Institutions									
a)	Bodies Corp.	251547	3500	255047	2.38	243237	3500	246737	2.31	(0.07)
	i) Indian									
	ii) Overseas									
b)	Individuals									
	i) Individuals shareholders holding nominal share capital upto Rs. 1 lakh	621783	750500	1372283	12.83	621216	749100	1370316	12.81	(0.02)
	ii) Individual shareholder holding nominal share capital in excess of Rs. 1 lakh	365743	948500	1314243	12.29	375820	948500	1324320	12.38	0.09
c)	Others	-	-	-	-	-	-	-	-	-
	i) Non residents	3122	-	3122	0.03	2622	-	2622	0.02	(0.01)
	ii) HUF	4486	-	4486	0.04	5186	-	5186	0.05	0.01
	Sub Total (B)(2):-	1246681	1702500	2949181	27.57	1248081	1701100	2949181	27.57	-
	Total Public Shareholding (B)=(B)(1)+(B)(2):	1246681	1702500	2949181	27.57	1248081	1701100	2949181	27.57	-
C.	Shares held by custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
	Grant Total(A+B+C)	8993300	1702500	10695800	100	8994700	1701100	10695800	100	-

CYBELE INDUSTRIES LIMITED

II. Shareholding of Promoters

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

III. Change in Promoters Shareholding

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

CYBELE INDUSTRIES LIMITED

IV. Shareholding pattern of Top ten shareholders

Sl. No	Name of the Shareholder	Shareholding at the beginning of the year as on 01.4.2016		Change in shareholding during the year Shareholding at the end of the year as on 31.3.2017	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Alpha John	236200	2.21	236200	2.21
2	Mariamamma	236200	2.21	236200	2.21
3	Shweta Santhosh	189000	1.77	189000	1.77
4	Santhosh Varughese	189000	1.77	189000	1.77
5	Globe Fincan Ltd.	100855	0.94	100855	0.94
6	Anand Mohan	95829	0.89	90000	0.84
7	V.N. Capital Pvt. Ltd.	74920	0.70	74920	0.70
8	Suvetha	65000	0.61	65000	0.61
9	Rajeev Agarwal	52393	0.49	52393	0.49
10	M.G. Poduval	39528	0.37	39428	0.37

V. Shareholding of Directors & KMP

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

CYBELE INDUSTRIES LIMITED

VI. INDEBTEDNESS

(Rs. In Lakhs)

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loan sexcluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	345.57			345.57
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	345.57			345.57
Change in Indebtedness during the financial year				
Additions				
Reduction	3.84			3.84
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount	341.73			341.73
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	341.73			341.73

VII. REMUNERATION OF DIRECTOR AND KEY MANGERIAL PERSONNAL

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

(Rs. in Lakhs)

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

CYBELE INDUSTRIES LIMITED

A. Remuneration to other Directors

1. Independent Directors

(Rs. in Rupees)

Name of the Director	N. Karuppiah	Sunny Kutty George	George Baby George	Total
Fee for attending Board / committee meetings				
Commission				
Others, Please specify				
Total				

Remuneration to Key managerial Personnel

(Rs. in Lakhs)

Sl.No	Particulars of Remuneration	S. Bhaskar Chief Financial Officer	Total Amount
1.	Gross Salary a) Salary as per provisions contained in section 17(1) of the income-tax Act, 1961. Value of perquisites u/s 17(2) of the Income-tax Act 1961.	1.85	1.85
2.	Others- retirement benefit	-	-
	Total	1.85	1.85

VIII. Penalties / Punishment / Compounding of offences

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

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

Place : Chennai
Date : 19.05.2017

P.A. JOYKUTTY
Chairman & Managing Director

CYBELE INDUSTRIES LIMITED

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the Financial year ended 31st March, 2017

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

To the Members
Cybele Industries Limited
Chennai

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

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

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Cybele Industries Limited ("the Company") for the financial year ended on 31st March, 2017 according to the provisions as applicable to the Company during the period of audit:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (' SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 55A;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (' SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
 - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (vi) There are no laws/ Regulations (as amended from time to time), as informed and certified by the management of the Company which are specifically applicable to the Company based on their sector/industry.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with the BSE Limited.

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

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

- (a) The Securities and Exchange Board of India (Share Based employee Benefits) Regulations, 2014
- (b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009

CYBELE INDUSTRIES LIMITED

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

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

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

I further report that:

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

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

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

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

Place: Chennai
Date: 19.05.2017

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

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

CYBELE INDUSTRIES LIMITED

ANNEXURE-A

The Members
Cybele Industries Limited
Chennai

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

Place: Chennai
Date: 19.05.2017

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

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE

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

OPPORTUNITIES AND THREATS

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

RISK AND CONCERNS

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

OUTLOOK

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

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

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

FINANCIAL PERFORMANCE

The Company has incurred a loss of Rs.56.97 lakhs during the year. The Company is taking necessary steps to improve the performance of the company .

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT

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

REPORT ON CORPORATE GOVERNANCE (2016-17)

1. Company's Philosophy :

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

2. Board of Directors :

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

Number of Board Meetings held : 4

Dates on which held :28th May, 2016; 30th July, 2016; 12th November, 2016 and 28th January, 2017

3. Audit Committee :

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

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

4. Nomination & Remuneration Committee :

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

5. Stakeholders Relationship Committee:

The Board has constituted a Stakeholders Relationship Committee comprising of three Non-Executive

CYBELE INDUSTRIES LIMITED

Directors namely, Mr. N. Karupiah acting as Chairman, Mr. Sunny Kutty George and Mr. George Baby George are Members. as members to approve the Share Transfer, Transmission, Transposition of Name, Issue of Split / Duplicate Certificates and to review the status on redressal of Shareholder and Investor Complaints.

The Company has not received any complaints from the shareholders and all other requests / correspondence received from the shareholders were attended. There were no pending share transfer as on 31st March, 2017.

6. Annual / Extra Ordinary General Meetings :

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

Year	Date	Time	Venue	AGM/EGM
2013-14	27.09.2014	11.00 A.M.	138, Sidco Industrial Estate Ambattur, Chennai - 98	AGM
2014-15	30.09.2015	11.00 A.M.	-do-	AGM
2015-16	30.09.2016	10.00 A.M.	-do-	AGM

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

7. Disclosures

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

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

8. Means of Communication :

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

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

9. General shareholder Information

- (i) **Annual General Meeting** : Annual General Meeting is proposed to be held at Company's Registered Office at No. 138, Sidco Industrial Estate, Ambattur, Chennai-600 098 on Saturday the 30th September, 2017 at 10.00 A.M.
- (ii) **Financial Calendar** :
- Un audited Financial Results For the First Quarter : Second week of August
 - Un audited Financial Results For the Second Quarter : Last week of October
 - Un audited Financial Results For the Third Quarter : Last week of January
 - Audited Financial Results For the Fourth Quarter : Last week of May

CYBELE INDUSTRIES LIMITED

- (iii) **Annual General Meeting** : 3rd / 4th Week of September
- (iv) **Book Closure dates** : 27th September, 2017 to 30th September, 2017
(both days inclusive)
- (v) **Dividend payment date** : No dividend declared
- (vi) **Listing on Stock Exchanges** : BSE Ltd,(BSE)
- (vii) **Stock Code** : BSE - 531472
- (viii) **Market Price Data (High / Low during each month in last Financial Year)**

Month/Year 2016-17	BSE	
	High (Rs.)	Low (Rs.)
April 2016	-	-
May 2016	8.24	7.83
June 2016	8.00	7.60
July 2016	7.40	6.86
August 2016	7.40	7.04
September 2016	7.00	6.50
October 2016	6.70	5.07
November 2016	7.08	5.75
December 2016	7.00	5.40
January 2017	9.07	7.32
February 2017	8.64	6.92
March 2017	10.85	8.08

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

CYBELE INDUSTRIES LIMITED

(xi) Distribution of Shareholding as on 31st March, 2017

Category (Number of Shares)	No. of Share holders	Percentage	No. of Shares	Percentage
Upto 500	1865	73.69	423971	3.96
501- 1000	399	15.77	349333	3.27
1001- 2000	136	5.37	214105	2.00
2001- 3000	46	1.82	119859	1.12
3001- 4000	16	0.63	57069	0.53
4001 -5000	17	0.67	81749	0.77
5001-10000	21	0.83	162810	1.52
10001 & above	31	1.22	9286904	86.83
Total	2531	100.00	10695800	100.00

(xii) Shareholding Pattern as on 31st March, 2017

Category	No. of Equity Shares	% to Paid- up Capital
Promoter Group	7746619	72.43
Corporate Bodies	246737	2.31
Mutual Funds	—	—
Fin. Institutions/Banks	—	—
Non-Resident individuals	2622	0.02
General Public	2699822	25.24
Total	10695800	100.00

(xiii) Dematerialization of shares and Liquidity : The Shares of the Company are compulsorily traded in dematerialized form and are available for trading under both depository systems in India –NSDL (National Securities Depository Limited) and CDSL – (Central Depository Services (India) Limited). As on 31st March, 2017 89,94,700 Equity shares representing 84.10% of the paid- up equity share capital have been dematerialized.

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

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

(xiv) Plant Location

: No.138, Sidco Industrial Estate,
Ambattur, Chennai – 600 098.

CYBELE INDUSTRIES LIMITED

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

DECLARATION BY MANAGING DIRECTOR

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

Place : Chennai
Date : 19.05.2017

P.A. Joykutty
Managing Director

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE AUDITORS CERTIFICATE

To

THE MEMBERS OF M/S. CYBELE INDUSTRIES LIMITED.

We have examined the compliance of conditions of Corporate Governance by M/s. Cybele Industries Ltd, for the period ended on 31st March, 2017 as stipulated in

- * Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) for the period from April 1, 2016 to March 31, 2017 and
- * Regulation 17 to 27 (excluding Regulation 23(4) and clauses (b) to (i) of Regulations 46(2) and para C, D and E of Schedule V of the Listing Regulations for the period from April 1, 2016 to March 31, 2017.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the in Clause 49 of the Listing Agreement and regulations 17 to 27 and clauses (b) to (i) of Regulations 46(2) and para C, D and E of Schedule V of the Listing Regulations for the respective periods of applicability as specified during the year ended March 31, 2017.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we have to state that, based on the confirmation given by the Registrars and Transfer Agent of the Company, as on 31st March, 2017 there were no investor grievances remaining unattended.

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

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

Place : Chennai
Date : 19.05.2017

S. SRIKANTH
Partner
Membership No.: 26588

Auditor's Report

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

Report on Financial Statements:

We have audited the accompanying financial statements of **M/s. CYBELE INDUSTRIES LTD** which comprise the balance sheet as at 31.03.2017, the statement of profit and loss, and the cash flow statement for the year then ended and summary of significant accounting policies and other explanatory information.

Management's Responsibility for the financial statements:

The company's board of directors is responsible for the matters stated in section 134(5) of the Companies Act 2013 (the Act) with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India including the accounting standards specified under section 133 of the act as applicable. This responsibilities also includes maintenance of adequate accounting records in accordance with the provisions of the act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities, selection and applications of appropriate accounting policies, making judgments and estimates that are reasonable and prudent, and design, implementation and maintenance of adequate internal financial controls, that were operation effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material mis statement, whether due to fraud or error.

Auditor's Responsibility

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

We conduct our audit in accordance with the standards on auditing specified under section 143 (10) of the act those standards require that we comply with ethical requirement and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material mis statement

An audit involves performing procedures to obtain audit evidence about the amount and disclosures in the financial statements. The procedures selected depend on the auditor's judgments, including the assessment of the risks of materials misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose expressing an opinion on whether the company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the company's directors, as well as evaluating the overall presentation of the financial statements.

We believe that audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information's and according to the explanations given to us, the aforesaid financial statements, give the information's required by the act in the manor so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at 31.03.2017 and its profit and its cash flows for the year ended on that date.

Report on other legal and regulatory Requirements

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

CYBELE INDUSTRIES LIMITED

- d) In our opinion, the aforesaid financial statements comply with the Accounting standards specified under section 133 of the Act as applicable.
- e) On the basis of written representations received from the directors as on 31.03.2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31.03.2017 from being appointed as a director in terms of section 164 (2) of the act and
- f) With respect to the other matters to be included in the auditors report in accordance with rule 11 of the companies (audit and auditors) rule 2014, in our opinion and to the best of our information's and according to the explanations given to us:
- i) the companies dose not have any pending litigations which would impact its financial position
- ii) the company did not have any long term contract including derivatives contracts for which there were any material foreseeable losses
- iii) No amount is required to be transferred to the investor education and protection fund by the company
- As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure" a statement on the matters specified in paragraph 3 and 4 of the Order.

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

Place : Chennai
Date : 19.05.2017

S. SRIKANTH
Partner
Membership No.: 26588

Annexure to the Auditor's Report

The annexure referred to in Para 1 under the heading of "Report on other Legal and Regulatory Requirements" of our report to the members of the Company for the year ended 31st March, 2017.

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

CYBELE INDUSTRIES LIMITED

- National Company Law Tribunal or RBI or any court or any Other Tribunal on the Company.
- 6) We have broadly reviewed the cost records maintained by the Company specified by the Central Government under sub Section (1) of section 148 of the Companies Act, 2013 and are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have however not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- 7) a) According to the information and explanation given to us and on the basis of our examination of the records of the company, amount deducted/accrued in the books of accounts in respect of undisputed Statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Value Added Tax, Excise Duty, Cess and other material Statutory dues applicable have been regularly deposited with the appropriate authorities.
- b) According to the information and explanations given to us, no undisputed amounts payable in respect of income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty and Excise Duty, Value Added Tax, Cess and other material statutory dues were in arrears as at 31st March, 2017 for a period of more than six months from the date they became payable.
- c) According to the information and explanation given to us no amount is required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under.
- 8) The company does not have any accumulated losses at the end of the year and has incurred cash loss in this financial year but not in the immediately preceding financial year.
- 9) Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the company has not defaulted in repayment of dues to financial institutions and banks. The Company does not have any borrowings by way of debentures.
- 10) According to the information & explanation given to us, the Company has not given any guarantee for loans taken by others from banks and financial institutions.
- 11) The loans outstanding at the beginning of the year and those raised during the year have been applied for the purpose for which they were raised.
- 12) In our Opinion and according to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the year.

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

Place : Chennai
Date : 19.05.2017

S. SRIKANTH
Partner
Membership No.: 26588

CYBELE INDUSTRIES LIMITED

BALANCE SHEET AS AT 31 MARCH 2017

Rs. in Lakhs

Particulars	Note No.	For the yearended 2017	For the yearended 31st March 2016
ASSET			
Non Current assets			
(a) Property, Plant and Equipment	9	2,522.82	805.23
(b) Capital work in progress		-	-
(c) Investment Property		0.00	0.00
(d) Other Intangible assets		0.00	0.00
(e) Financial assets			
(i) Investments		-	-
(ii) Others		-	-
(f) Other non current assets	11	553.82	555.80
Sub total Non current assets		3,076.64	1361.03
Current Assets			
(a) Inventories	12	349.79	2,107.63
(b) Financial assets			
(i) Investments		-	-
(ii) Trade receivables	13	36.56	36.19
(iii) Cash and cash equivalents	14b	0.08	10.54
(iv) Bank balance other than (iii) above	14a	1.88	0.21
(v) Loans		0.00	0.00
(vi) Others		0.00	0.00
(c) Current tax assets net		0.00	0.00
(d) other current assets	15	22.10	62.68
Sub total Current assets		410.41	2217.25
Total- Assets		3,487.05	3,578.28
EQUITY AND LIABILITIES			
(a) Equity share capital	2	1,068.48	1,068.48
(b) Other equity	3	1509.66	1566.63
Sub total Equity		2,578.14	2,635.11
LIABILITIES			
Non current liabilities			
(a) Financial liabilities			
(i) Borrowings		-	-
(b) Provisions		-	-
(c) Defered tax liabilities net	4	18.35	18.35
(d) Other non current liabilities		-	-
Sub total- Non current liabilities		18.35	18.35
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	5	341.73	345.57
(ii) Trade payable	6	32.18	56.28
(b) other current liabilities	7	504.99	505.77
(c) Provisions	8	11.66	17.20
Sub total Current liabilities		890.56	924.82
Total Equity and Liabilities		3487.05	3578.28

See accompanying notes forming part of the financial statements

In terms of our report attached.

For Karpagam & Co.
Chartered Accountants

For and on behalf of the Board of Directors

S.Srikanth
Partner

P.A.JOYKUTTY
Chairman & Managing Director

THOMAS P JOY
Executive Director

G. BASKER
Chief Financial Officer

Place : Chennai
Date : 19-05-2017

CYBELE INDUSTRIES LIMITED

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

Rs. in Lakhs

Particulars	Note No.	For the year ended 31st March 2017	For the year ended 31st March 2016
A CONTINUING OPERATIONS			
1 (a) Revenue from operations	16	2,498.19	673.15
(b) Other operating income	17	1.91	-
Total income		2500.10	673.15
2 Expenses			
(a) Cost of materials consumed	18	2145.23	388.62
(b) Purchase of stock in trade		0.00	6.37
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	19	21.60	14.77
(d) Employee benefits expense	20	139.11	138.58
(e) Depreciation and amortisation expense	22	46.38	45.95
(f) Other expenses	23	162.06	135.78
Total expenses		2514.38	730.07
3 Profit / (Loss) before exceptional and extraordinary items and tax (1-2)		-14.28	-56.92
4 Other income		-	65.85
5 Profit / (Loss) from ordinary activities before finance cost and exceptional item(3+4)		-14.28	8.93
6 Finance cost	21	42.69	43.41
7 Profit / (Loss) from ordinary activities after finance cost but before exceptional item(5-6)		-56.97	-34.48
8 Exceptional item		0.00	0.00
9 Profit/Loss from ordinary activities before tax		-56.97	-34.48
10 Tax expenses			
(a) Current tax expense for current year		0.00	0.00
(b) Deferred tax		0.00	0.76
11 Net Profit / (Loss) from ordinary activities after tax (9-10)		-56.97	-35.24
12 Extraordinary item (net of tax expenses)		0.00	0.00
13 Net profit/loss for the period(11-12)		-56.97	-35.24
14 Other comprehensive income		0.00	0.00
15 Total comprehensive income for the period after tax		-56.97	-35.24
16 Paid up equity share capital (shares of Rs 10/- each)		1068.48	1068.48
17 Reserves excluding revaluation reserve		1566.63	1601.87
18 Earning per share basic & Diluted	27	-0.53	-0.33
See accompanying notes forming part of the financial statements			

In terms of our report attached.

For Karpagam & Co.
Chartered Accountants

For and on behalf of the Board of Directors

S.Srikanth
Partner

P.A.JOYKUTTY
Chairman & Managing Director

THOMAS P JOY
Executive Director

G. BASKER
Chief Financial Officer

Place : Chennai
Date :19-05-2017

CYBELE INDUSTRIES LIMITED

Cash Flow Statement for the year ended 31 March, 2017

Particulars	in Rs.	
	For the year ended 31 March, 2017	For the year ended 31 March, 2016
A. Cash flow from operating activities		
Net Profit / (Loss) before tax	-5,696,780	-3447462
<i>Add:</i>		
Depreciation	4,638,321	4,594,752
Finance costs	4,268,504	4341388
Adjustments for changes in working capital		
Inventories	175,783,954	-6621179
Trade receivables	(36,848)	5258558
Short-term loans and advances	4,058,168	1361862
Trade payables	(2,410,338)	237352
Other current liabilities	(78,149)	-10953154
Short-term provisions	(553,947)	-1804513
Net cash flow from / (used in) operating activities (A)	179972885	-7032396
B. Cash flow from investing activities		
Purchase of property, plant and equipment	-	-
Proceeds from sale of property, plant and equipment	(176,397,370)	-231078
Purchase long term investments	-	-
- Others	198,386	2498386
Proceeds from sale of long-term investments	-	-
Net cash flow from / (used in) investing activities (B)	-176198984	2267308
C. Cash flow from financing activities		
Proceeds from issue of equity shares	-	-
Proceeds from/(repayment) long term borrowings net	-	-
Proceeds from/(repayment) short term borrowings net	(384,138)	9489267
Finance cost	(4,268,504)	-4341388
Net cash flow from / (used in) financing activities (C)	(4,652,642)	5,147,879
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	-878741	382791
Cash and cash equivalents at the beginning of the year	1075139	692348
Cash and cash equivalents at the end of the year	196,398	1075139

See accompanying notes forming part of the financial statements

In terms of our report attached.

For Karpagam & Co.
Chartered Accountants

For and on behalf of the Board of Directors

S.Srikanth
Partner

P.A.JOYKUTTY
Chairman & Managing Director

THOMAS P JOY
Executive Director

G. BASKER
Chief Financial Officer

Place : Chennai
Date : 19-05-2017

1. SIGNIFICANT ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements:

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

1.2 Use of estimates:

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

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

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

1.3 Revenue Recognition:

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

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

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

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

1.4 Fixed Assets:

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

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

1.5 Depreciation and amortization:

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

1.6 Inventories:

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

1.7 Investments:

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

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

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

1.8 Employee Benefits:

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

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

1.9 Borrowing costs:

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

1.10 Taxation:

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

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

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

1.11 Cash and cash equivalents:

Cash and cash equivalents comprise cash and cash on deposit with banks. The company considers all

highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

1.12 Cash flow statement:

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

1.13 Provisions:

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

1.14 Segment Reporting:

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

1.15 Earnings per share:

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

CYBELE INDUSTRIES LIMITED

Note on Accounts	As at March 31st 2017	In Rs. As at March 31st 2016
2 SHARE CAPITAL		
Authorised		
11215500 equity shares of Rs.10/- each	112155000	112155000
Issued and subscribed		
10695800 equity shares of Rs.10/- each	106958000	106958000
Called and paid up		
For consideration other than cash		
576800 equity shares issued as bonus shares of Rs.10/- each for consideration other than cash out of the revaluation of the land	5768000	5768000
Issued to promoters of Asia Cables due to its merger as per BIFR order	56755000	56755000
For cash consideration		
4443500 shares of Rs.10/- each - 44435000		
Less allotment money due - 110000		
	44325000	44325000
Total	<u>106848000</u>	<u>106848000</u>
3 RESERVES AND SURPLUS		
Subsidy	195000	195000
General Reserve as per last balance sheet	156467941	159991546
General Reserve as per current balance sheet	-5696780	-3523605
	<u>150966161</u>	<u>156662941</u>
4 NON CURRENT LIABILITIES		
Deffered tax liability		
Impact of diffrences between tax depreciation and depreciation charged in the financial statements	1834633	1834633
5 CURRENT LIABILTIES		
Short term borrowings		
Working capital loan from bank	34172952	34557090
6 TRADES PAYABLE	3217917	5628255
Trade payables are dues in respect of purchases made/services received in the normal course of business		
7 OTHER CURRENT LIABILITIES		
Advanced recd. From customers	-	54970
outstanding liability	177381	-
Jhon mathew	200000	-
Supreme Allied Products	-	-
P.A.Joykutty	12429729	14118465
Rotomac Industries Madras	-	-
Annamma joy	-	-
Booking Advance for flats	23713375	22839581
Vijayshanthi builders ltd	11984745	11873592
Car Loan	1994232	1691003
	<u>50499462</u>	<u>50577611</u>

CYBELE INDUSTRIES LIMITED

	As at March 31st 2017	As at March 31st 2016
8 SHORT TERM PROVISIONS		In Rs.
Provision for income tax		
Provision for Sales tax, TDS	-	618733
Provision for wages and Salary, E.S.I, P.F	1165829	1101043
	1165829	1719776

9 NON CURRENT ASSETS

FIXED ASSETS STATEMENT AS ON 31st MARCH, 2017.

(Rs.)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Cost of Acquisition 01/04/2016	Additions	Deletions	Cost of Acquisition 31/03/2017	Rate	Depreciation as on 31/03/2016	Depreciation for the Year	Depreciation as on 31/03/2017	W.D.V as on 31/03/2016	W.D.V as on 31/03/2017
Agricultural land	0	175539319	0	175539319	0	0	0	0	0	175539319
Land	41287323	0	0	41287323	---	0	0	0	41287323	41287323
Building - Factory	20641122	0	0	20641122	3.17%	2645302	653636	3298938	17995820	17342184
Plant and Machinery	50468717	376500	0	50845217	6.33%	41644929	791510	42436439	8823788	8408778
Lab Equipments	283067	0	0	283067	9.50%	153041	15485	168526	130026	114541
Air Conditioners	1668519	0	0	1668519	9.50%	689751	136664	826415	978768	842104
Office Equipments	2266235	0	0	2266235	19.00%	2249591	0	2249591	16644	16644
Xerox Machine	142140	0	0	142140	19.00%	142140	0	142140	0	0
Furniture & Fittings	5284120	0	0	5284120	9.50%	2698428	385699	3084127	2585692	2199993
Motor Car (Vehicles)	25495629	0	0	25495629	11.88%	17012833	2472650	19485483	8482796	6010146
Motor Cycle	264230	0	0	264230	9.50%	148250	18575	166825	115980	97405
Tools & Dies	271450	0	0	271450	6.33%	271450	0	271450	0	0
Computers	2121459	220925	0	2342384	31.67%	2015252	122836	2138088	106207	204296
Software	0	260626	0	260626	15.83%	0	41266	41266	0	219360
Total	150194011	176397370	0	326591381		69670967	4638321	74309288	80523044	252282093
Previous Year	149962933	231078	0	150194011		65076215	4594752	69670967	84886718	80523044

	As at March 31st 2017	As at March 31st 2016
10 INTANGIBLE ASSET		
GOOD WILL	-	-
11 NON CURRENT INVESTMENT		
1.Rotomac Industries Madras	54880000	54880000
2.Technilek	-	700000
3.Investment in shares	501614	-
Total	55381614	55580000
12 CURRENT ASSETS		
INVENTORIES		
Land at Kandigai	22909506	24667482
Land for Real Estate	-	172569519
Raw Material	2763639	2060495
Finished goods	6313615	8399732
Work in process	1699858	1233278
Bought out goods	1292761	1832827
	34979379	210763333

CYBELE INDUSTRIES LIMITED

	As at March 31st 2017	In Rs. As at March 31st 2016
13 TRADE RECEIVABLES	3655778	3618930
14 CASH AND CASH EQUIVALENTS		
(a) Cash at Bank	188218	1053789
(b) Cash on Hand	8181	21350
	196399	1075139
15 SHORT TERM LOANS AND ADVANCES		
Deposits	388593	608914
Advance and Deposits	696234	5655547
Arjuna Reddy	-	-
Advance Tax IT	-	-
Input tax credit	1124865	3399
Excise duty	-	-
	2209692	6267860
16 INCOME FROM OPERATIONS		
Sales of cables	49248966	53300084
Income from real estate activities	199984338	11505338
sale of bought out goods	585148	2509721
Income from operations (net)	249818452	67315143
17 OTHER INCOME		
Discount received		
Agri income	191254	-
Bad debts recovery		
Dividend	-	42000
Interest received	-	33990
Insurance claim	-	6508677
	191254	6584667
18 COST OF MATERIALS CONSUMED		
Opening stock raw material	2060495	2144377
Add purchases	38323157	38970294
	40383652	41114671
Less excise and sales tax input credit		
Less closing stock raw material	2763639	2060495
Rawmaterial consumption A	37620013	39054176
opening stock-Land	197237001	189055402
Add purchases	2575600	8625800
	199812601	197681202
Less closing stock -Land	22909506	197237001
	176903095	444201
Total consumption B	176903095	444201
	214523108	39498377
	214523108	39498377

CYBELE INDUSTRIES LIMITED

	As at March 31st 2017	In Rs. As at March 31st 2016
19 CHANGES IN INVENTORIES		
Opening stock - work in process	1233278	2063425
- Finished goods	10232559	10878950
	<u>11465837</u>	<u>12942375</u>
Less closing stock - work in process	1699858	1233278
- finished goods	7606376	10232559
	<u>2159603</u>	<u>1476538</u>
20 EMPLOYEE BENEFIT EXPENSES		
Salary	11117591	11221815
Wages	473296	609234
Gratuity	169731	111867
Staff welfare	951189	722631
Contract labour wages	692599	845754
EPF Contribution	356629	231336
ESI Contribution	149726	115688
Exgratia		
	<u>13910761</u>	<u>13858325</u>
21 FINANCE COST		
Interest on car loan	207477	247791
CC Interest	4061027	3295059
Interest on loan	-	798538
	<u>4268504</u>	<u>4341388</u>
22 DEPRICIATION AND AMORTISATION EXPENSES		
DEPRICIATION	4638321	4594752
Goodwill Return off		
	<u>4638321</u>	<u>4594752</u>
23 OTHER EXPENSES		
Consumable stores	-	142147
Freight inwards	130340	89830
Labour Charges	-	10400
Wealth tax	-	59350
Electricity Charges	2550948	2551478
Machinery maintenance	444464	278092
Property tax	989722	369996
Audit fees	210000	160000
Books and periodicals	-	585
Computer maintenance	123670	59305
Despatch expenses		
Freight outwards	111894	267113
Fuel expenses	580902	609756
Handling expenses	-	8250
Income tax	-	760810
Inspection charges	203124	187881
Loading and unloading charges	84368	63481
legal exp	-	15000
Telephone charges	227430	224082

CYBELE INDUSTRIES LIMITED

	As at March 31st 2017	In Rs. As at March 31st 2016
Csr exp	-	576018
Advertisement	250117	204932
Bad debts	3987574	95698
Bank charges	45046	177757
leasing charges	-	350000
Commission	791000	14760
Donation	65000	50000
Electrical maintenance	268115	210195
Insurance	378259	-
Micelleneous expenses	-	6738
Office Maintenance	68382	92743
Postage and telegram	20060	19227
Printing and stationery	122081	161715
Professional fees	23500	26725
Rates and taxes	612214	334820
Loss on investments	700000	118729
Repairs and maintenance - building	529376	167056
Share maintenance expenses	377517	336000
Travelling and conveyance	1330232	920823
Vehicle maintenance	431587	326445
Rounding off.	-14	-147
Consultation charges	67594	53500
Discount allowed	532	640
Courier charges	22035	30974
Membership fees	48670	69220
Land development expenses	10150	3732054
Clearing Charges & Customs Duty	-	-
Excise Duty Paid	-	-
Ayudha Pooja Expenses	-	8714
software exp	35300	-
	16206189	13577892
24 EXCEPTIONAL ITEM		
25 CURRENT TAX		
26 DEFERRED TAX	76143	76143
27 Earning per share	-0.53	-0.33
28 Balances of the sundry debtors and sundry creditors are subject to confirmation.		

CYBELE INDUSTRIES LIMITED

	As at March 31st 2017	As at March 31st 2016
29 Related party disclosure		
There are no related party transactions during the year		
30 Remuneration to Directors	1560000	1560000
31 Auditors remuneration	160000	160000
32 The company operate in two segments namely. Cables and wires and property development		

In terms of our report attached.

For Karpagam & Co.
Chartered Accountants

For and on behalf of the Board of Directors

S.Srikanth
Partner

P.A.JOYKUTTY
Chairman & Managing Director

THOMAS P JOY
Executive Director

G. BASKER
Chief Financial Officer

Place : Chennai
Date :19-05-2017

CYBELE INDUSTRIES LIMITED

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

ATTENDANCE SLIP - AGM

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

Name of the attending member

Folio No. No. of Shares

DP Id* :

Client Id* :

*(Applicable to investors holding shares in electronic form)

Name of Proxy*

*(If proxy attends instead of member)

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

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

Date : Saturday, the 30th September, 2017

Time : 10.00 A.M.

REQUEST TO MEMBERS

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

Signature of Member / Proxy

-----Tear here-----

CYBELE INDUSTRIES LIMITED

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

PROXY FORM - AGM

Folio No.

DP Id* :

Client Id* :

*(Applicable to investors holding shares in electronic form)

I / We being a Member / Members

of Cybele Industries Limited hereby appoint

of in the district of or failing him

of in the district of as my / our proxy to attend and vote for the 30th September, 2017 at 10.00 a.m. and at any adjournment thereof.

Signed this day of 2017

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

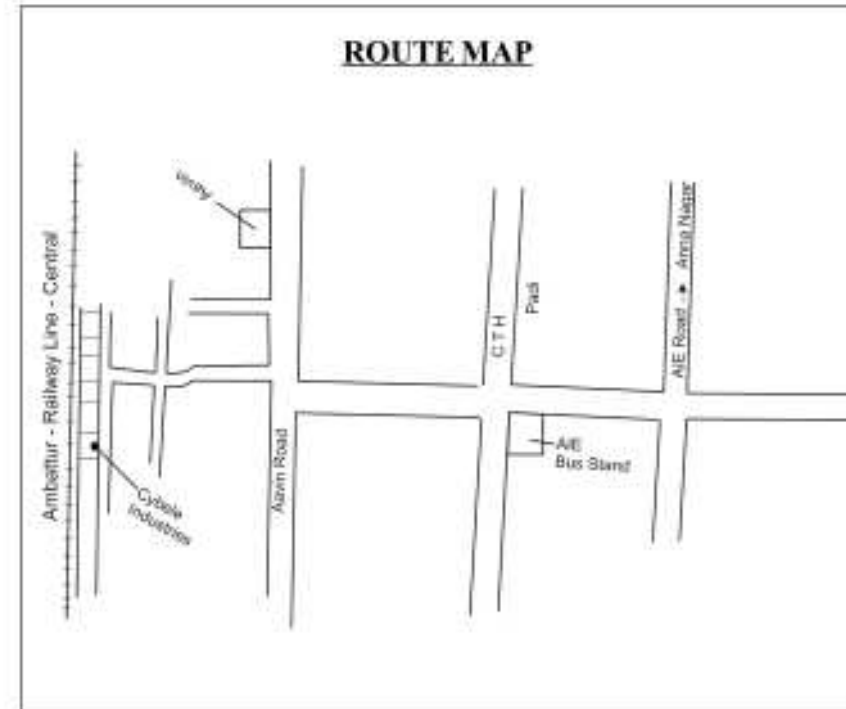
Affix Rs.1 Revenue Stamp

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

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

Book - Post
Printed Matter

To



If undelivered, Please return to :

CYBELE INDUSTRIES LIMITED

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