BANSWARA

Ref: BSL: SECL: 17

19th September, 2017

BSE Limited
Corporate Relationship Department,
1st Floor, New Trading Ring,
P.J. Tower, Dalal Street,
Fort, Mumbai-400001
Fax: 022-22723121/1278

National Stock Exchange of India Limited
Exchange Plaza. 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra(East), Mumbai-400051
Fax: 022-26598237/38

Security Code: 503722

Security ID: BANSWRAS

Dear Sir/Madam,

Sub : Annual Report for the financial year 2016-17

Pursuant to Regulation 34 (1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Report of 41st Annual General Meeting of the company which was held on 14th September, 2017, for the financial year 2016-17.

We request you to kindly take the same on record.

Thanking You,

Yours Faithfully
For BANSWARA SYNTEX LIMITED

(H.P. KHARWAL)
COMPANY SECRETARY

Encl: a/a

BANSWARA

BANSWARA SYNTEX LIMITED

41st ANNUAL REPORT



2016-17



41 *years in pursuit of excellence*

COMPANY INFORMATION

BOARD OF DIRECTORS

Shri R.L.Toshniwal, Chairman
Shri Ravindra Kumar Toshniwal, Managing Director
Shri Rakesh Mehra, Vice Chairman
Shri Shaleen Toshniwal, Jt. Managing Director
Shri P. Kumar
Shri D. P. Garg
Dr. S. B. Agarwal
Shri Vijay Kumar Agarwal
Shri Kamal Kishore Kacholia
Shri Vijay Mehta
Dr. Vaijayanti Ajit Pandit
Shri J.M. Mehta

EXECUTIVES

Shri S.S. Sajal, President
Shri J.K.Rathi, President (Commercial)
Smt. Kavita Soni, Sr. Vice President (HR & CSR)

CHIEF FINANCIAL OFFICER

Shri J. K. Jain

COMPANY SECRETARY

Shri H.P. Kharwal

AUDITORS

M/s Kalani & Company, Chartered Accountants
5th Floor, Mile Stone Building, Tonk Road,
JAIPUR –302 015 (Raj.)

BANKERS

Punjab National Bank
Union Bank of India
Bank of Baroda
Bank of India

REGISTRAR & SHARE TRANSFER AGENT

M/s. Computech Sharecap Ltd.
147, Mahatma Gandhi Road, Fort, MUMBAI-400 001.
Email:helpdesk@computechsharecap.in
Website:www.computechsharecap.in
Phone No. (022)-22635000, 22635001
Fax: (022)-22635005

OFFICES

REGISTERED OFFICE

Industrial Area, Dahod Road, Post Box No. 21
BANSWARA-327 001 (Raj.)
CIN:L24302RJ1976PLC001684
Email : hpkharwal@banswarasyntex.com
website : www.banswarasyntex.com
Phone No. (02962) 257676, 257679-681
Fax No. (02962) 240692

HEAD/MARKETING OFFICE

4th/5th Floor, Gopal Bhawan
199, Princess Street
MUMBAI-400 002

DELHI OFFICE

401, 4th Floor, 2E/23, Jhandewalan Extn.
NEW DELHI-110 055

JAIPUR OFFICE

Ankur Apartments, S-6, Jyoti Nagar Extension
JAIPUR-302 005 (Raj.)

PLANTS

Banswara Unit
(Spinning, Weaving & Finishing),
Industrial Area, Dahod Road
BANSWARA –327001 (Raj.)

Daman Unit (Garment)

1. 98/3,Village Kadaiya
   Nani Daman
   DAMAN –396 210 (U.T)

2. Survey No. 713/1 ,713/2 ,713/3 ,725/2 &
   725/1, Village Dabhel , Nani Daman,
   DAMAN –396 210 (U.T)

Surat Unit (Garment)
Plot No. 5-6, G.I.D.C., Apparel Park, SEZ Sachin
SURAT – 394 230 (GUJARAT)

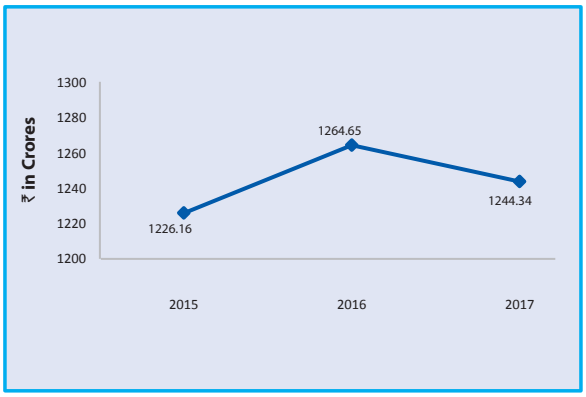
CONTENTS:	Page No.	CONTENTS:	Page No.
Notice	1	Consolidated Auditor's Report	90
Directors' Report	14	Consolidated Financial Statement	94
Corporate Governance Report	20	Route Map for AGM Venue	118
Management Discussion and Analysis Report	36	Green Intiative	121
Standalone Auditor's Report	58	ECS Mandate Form	122
Standalone Financial Statement	62	Attendance Slip	
		Proxy Form	

QUALITY POLICY

WE, BANSWARA SYNTEX LIMITED ,WISH TO BE WORLD CLASS IN THE MANUFACTURE OF YARN & FABRIC. OUR ENDEAVOR IS TO ANTICIPATE & EXCEED CUSTOMER SATISFACTION BY UNDERSTANDING CUSTOMER'S NEED AND EXPECTATION AND THUS, ENSURING QUALITY AND TIMELY DELIVERY BY:-

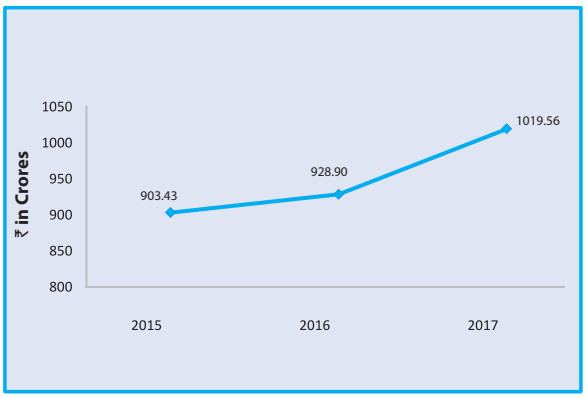
- BEING IN CLOSE CONTACT WITH CUSTOMERS AND GETTING THEIR FEED BACK.
- CONTINUOUS INNOVATION IN PRODUCT DEVELOPMENT.
- CONTINUAL IMPROVEMENT IN QMS & QUALITY THROUGH H.R.D., UPGRADATION OF PLANT & MACHINERY AND IMPROVEMENT IN METHODS OF WORK.
- PARTICIPATION OF MANAGEMENT AND ALL EMPLOYEES AS ONE TEAM.

Revenue From Operations (Net)



For the year ended March

Gross Fixed Assets

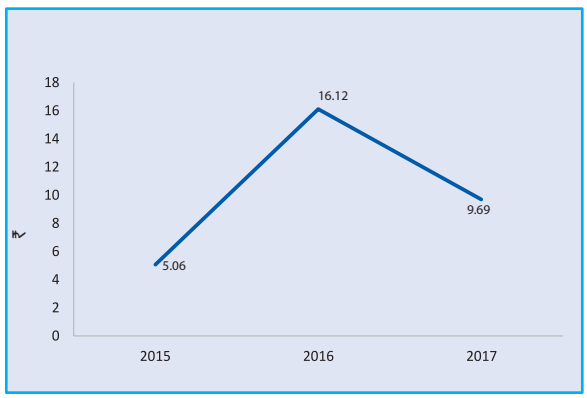


As at 31st March

KEY HIGHLIGHTS OF 2016-17

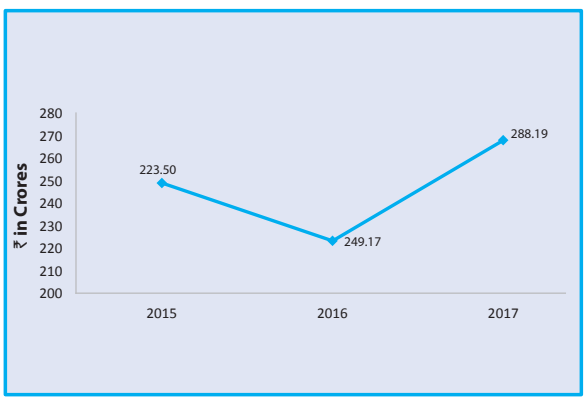
• Earning Per Share ₹ 9.69 • Book Value Per Share ₹ 156.69 • Dividend 10%	• Net Worth ₹ 268.19 Cr. • Net Worth and DTL ₹ 313 Cr.

Basic Earning Per Share



For the year ended March

Net Worth



As at 31st March

NOTICE

NOTICE is hereby given that 41st Annual General Meeting ("AGM") of the shareholders of Banswara Syntex Limited, will be held on Thursday, the 14th day of September, 2017 at 3.00 p.m. at its Registered Office at Industrial Area, Dahod Road, Post Box No. 21, Banswara - 327001(Raj.) to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt:
   - the audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2017 together with the reports of the Board of Directors and Auditors thereon, and
   - the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017 and auditos' report thereon.
2. To declare final dividend on Equity Shares for the financial year ended 31st March, 2017.
3. To appoint a Director in place of Shri R.L. Toshniwal (DIN: 00106933), who retires by rotation at this Annual General Meeting, and being eligible, offers himself for reappointment.
4. To appoint K.G. Somani & Co., New Delhi, as Statutory Auditors of the Company.

   To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 139,142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members of the Company be and is hereby accorded for appointment of M/s K.G. Somani & Co., Chartered Accountants (Registration No. 006591N), as Statutory Auditors of the Company in place of the retiring auditors M/s Kalani & Co., Chartered Accountants (Registration No. 000722C), to hold office from the conclusion of 41st AGM till the conclusion of 46th AGM (Subject to ratification of their appointment by the members at every Annual General Meeting held after this AGM) and that the Board of Directors of the Company, be and is hereby authorized to fix such remuneration as may be recommended by the Audit Committee, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the Board of Directors of the Company."

SPECIAL BUSINESS

5. **To ratify the payment of Remuneration to the Cost Auditors for the Financial Year 2017-18.**

   To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution :

   "RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the payment of the remuneration of ₹ 2,00,000/- (Rupees Two Lakhs only) plus applicable Service Tax and reimbursement of actual out of pocket expenses to M/s. K.G. Goyal & Company, Cost Accountants (Registration No.000017) who were appointed by the Board of Directors of the Company, as "Cost Auditors" to conduct the audit of the cost records maintained by the Company for Financial Year ending on 31st March, 2018, be and is hereby ratified.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. **To re-appoint Shri R.L. Toshniwal as Chairman and Whole Time Director**

   To consider and, if thought fit, to pass, the following Resolution as a Special Resolution:-

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Articles of Association of the Company and all other applicable rules, laws and acts (if any) and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals as may be applicable, the consent of the members of the Company, be and is hereby accorded for the re-appointment of Shri R.L. Toshniwal (DIN-00106933) as Chairman and Whole Time Director of the Company for a period of **3 years (Three Years) w.e.f. 1st January, 2018 to 31st December, 2020** on the terms and conditions including remuneration, as set out below, with liberty to the Board of Directors to alter and vary the terms and conditions of appointment and/ or remuneration as it may deem fit, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 and / or any statutory modification(s) or re-enactment(s) thereof:-

   (I) Basic Salary: ₹ 8,00,000/- per month, w.e.f. 1st January, 2018 which shall be increased every year on1st April, by ₹ 75,000/- in the scale of ₹ 8,00,000 - 75,000 – 9,50,000. The first increase in the above salary will be from 1st April, 2019.

   (II) Commission: 1% commission on the net profit of the Company, computed in the manner laid down in the Companies Act, 2013. This is also subject to the overall remuneration payable to all the Whole Time Executive Directors as prescribed under Section 197

of the Companies Act, 2013 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

(III) Perquisites and Benefits: In addition to above, the following perquisites not exceeding the overall ceiling as prescribed under Schedule V, annexed to the Companies Act, 2013, will be provided to Shri R.L. Toshniwal, Chairman:

CATEGORY (A)

a) Housing:

He will be paid 30% of his basic salary as House Rent Allowance per month.

b) Medical Reimbursement / Mediclaim Insurance:

Reimbursement of expenses, actually incurred, for Self and family; the total cost to the Company shall not exceed one month's salary per year or three months' salary in a period of 3 years. However, only those expenses will be reimbursed which have not been reimbursed in the mediclaim insurance policy, if any, taken by the Company from time to time.

c) Leave Travel Concession:

For self and family once in a year; the total cost to the Company shall not exceed one month's salary per year or three months' salary in a period of three years.

d) Club Fees

Fees of clubs payable subject to a maximum of two clubs except entrance and life membership fees.

e) Personal Accident Insurance:

Premium not to exceed ₹ 10,000/- per annum.

f) Servant allowance:

Not exceeding ₹ 60,000/- per annum.

CATEGORY (B)

In addition to the perquisites, Shri R.L. Toshniwal shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration mentioned above, as permissible by law.

a) Provident Fund / Superannuation Fund or Annuity Fund:

The Company's contribution to Provident Fund/ Superannuation Fund or Annuity Fund will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

b) Gratuity:

Gratuity payable shall not exceed half month's Basic Salary for each completed year of service.

c) Leave:

Leave and Leave Encashment as per the rules of the Company.

CATEGORY (C)

a) Conveyance

Free use of the Company's car along with the driver. Personal use of car shall be billed by the Company.

b) Telephone

Free telephone facility at residence. Personal long distance calls shall be billed by the Company.

c) Reimbursement of Expenses

Apart from the remuneration as aforesaid, Shri R.L. Toshniwal, Chairman shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.

d) Sitting Fee

No sitting fee shall be paid to Shri R.L. Toshniwal, Chairman, for attending the meetings of Board of Directors or any committee thereof.

e) He shall be liable to retire by rotation.

f) Where in any financial year, the Company has no profits or its profits are inadequate, the remuneration and benefits shall be paid to Shri R.L. Toshniwal, Chairman, subject to the applicable provisions of Schedule V to the said Act.

Other Terms & Conditions:

a) Shri R.L. Toshniwal will perform the duties and exercise the powers, which may be assigned to or vested in him by the Board of Directors of the Company from time to time.

b) Either party i.e. the Company and Shri R.L. Toshniwal, Chairman, may terminate the agreement by giving the other party three-months prior notice in writing to that effect.

c) If, at any time, Shri R.L. Toshniwal ceases to be Director of the Company for any reason whatsoever, he shall also cease to be the Chairman and Whole time Director of the Company.

RESOLVED FURTHER THAT when in any financial year, the Company has no profits or its profits are inadequate during the period of 3 years, the remuneration including the perquisites as aforesaid, in such case paid/payable to Shri R.L. Toshniwal shall be within the limits specified under section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

RESOLVED FURTHER THAT the aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof, for the time being in force, or otherwise as may be permissible under the Law.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the agreement between the Company and Shri R.L. Toshniwal, be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members for their approval.

RESOLVED FURTHER THAT the Board of Directors, Shri J.K. Jain, Chief Financial Officer and Shri H.P. Kharwal, Company Secretary, of the Company be and are hereby severally authorised to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

7. To re-appoint Shri Ravindra Kumar Toshniwal as Managing Director

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:-

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Articles of Association of the Company and all other applicable rules, laws and acts (if any) and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals as may be applicable, the consent of the members of the Company, be and is hereby accorded for the re-appointment of Shri Ravindra Kumar Toshniwal (DIN – 00106789) as Managing Director of the Company for a period of **3 Years (Three Years) w.e.f. 1st January, 2018 to 31st December, 2020** on the terms and conditions including remuneration, as set out below, with liberty to the Board of Directors to alter and vary the terms and conditions of appointment and/or remuneration as it may deem fit, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 and/or any statutory modification(s) or re-enactment(s) thereof:-

(I) Basic Salary: ₹ 6,75,000/- per month, w.e.f. 1st January, 2018 which shall be increased every year on 1st April, by ₹ 60,000/- in the scale of ₹ 6,75,000 – 60,000 – 7,95,000. The first increase in the above salary will be from 1st April, 2019.

(II) Commission: 1% commission on the net profit of the Company, computed in the manner laid down in the Companies Act, 2013. This is also subject to the overall remuneration payable to all the Whole Time Executive Directors as prescribed under Section 197 of the Companies Act, 2013 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force). The first such 1% commission of the net profit, will be paid to Shri R.L. Toshniwal, Chairman of the Company and thereafter balance available profit, will be equally distributed to Shri Ravindra Kumar Toshniwal, Managing Director, Shri Rakesh Mehra, Vice Chairman and Shri Shaleen Toshniwal, Jt. Managing Director of the Company, subject to maximum ceiling of 1% Commission to each one of them on net profit of the Company as above.

(III) Perquisites and Benefits: In addition to above, the following perquisites not exceeding the overall ceiling as prescribed under Schedule V, annexed to the Companies Act, 2013, will be provided to Shri Ravindra Kumar Toshniwal, Managing Director:

CATEGORY (A)

a) Housing:

He will be paid 30% of his basic salary as House Rent Allowance per month.

b) Medical Reimbursement / Mediclaim Insurance:

Reimbursement of expenses, actually incurred, for Self and family; the total cost to the Company shall not exceed one month's salary per year or three months' salary in a period of 3 years. However, only those expenses will be reimbursed which have not been reimbursed in the mediclaim insurance policy, if any, taken by the Company from time to time.

c) Leave Travel Concession:

For self and family once in a year; the total cost to the Company shall not exceed one month's salary per year or three months' salary in a period of three years.

d) Club Fees

Fees of clubs payable subject to a maximum of two clubs except entrance and life membership fees.

e) Personal Accident Insurance:

Premium not to exceed ₹ 10,000/- per annum.

f) Servant allowance:

Not exceeding ₹ 60,000/- per annum.

CATEGORY (B)

In addition to the perquisites, Shri Ravindra Kumar Toshniwal shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration mentioned above, as permissible by law.

a) Provident Fund / Superannuation Fund or Annuity Fund:

The Company's contribution to Provident Fund/ Superannuation Fund or Annuity Fund will not be

included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

b) Gratuity:

Gratuity payable shall not exceed half month's Basic Salary for each completed year of service.

c) Leave:

Leave and Leave Encashment as per the rules of the Company.

CATEGORY (C)

a) Conveyance

Free use of the Company's car along with the driver. Personal use of car shall be billed by the Company.

b) Telephone

Free telephone facility at residence. Personal long distance calls shall be billed by the Company.

c) Reimbursement of Expenses

Apart from the remuneration as aforesaid, Shri Ravindra Kumar Toshniwal, Managing Director shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.

d) Sitting Fee

No sitting fee shall be paid to Shri Ravindra Kumar Toshniwal, Managing Director, for attending the meetings of Board of Directors or any committee thereof.

e) He shall not be liable to retire by rotation.

f) Where in any financial year, the Company has no profits or its profits are inadequate, the remuneration and benefits shall be paid to Shri Ravindra Kumar Toshniwal, Managing Director, subject to the applicable provisions of Schedule V to the said Act.

Other Terms & Conditions:

a) Shri Ravindra Kumar Toshniwal will perform the duties and exercise the powers, which may be assigned to or vested in him by the Board of Directors of the Company from time to time.

b) Either party i.e. the Company and Shri Ravindra Kumar Toshniwal, Managing Director, may terminate the agreement by giving the other party three-months prior notice in writing to that effect.

c) If, at any time, Shri Ravindra Kumar Toshniwal ceases to be Director of the Company for any reason whatsoever, he shall also cease to be the Managing Director of the Company.

RESOLVED FURTHER THAT when in any financial year, the Company has no profits or its profits are inadequate during the period of 3 years, the remuneration including the perquisites as aforesaid, in such case paid/payable to Shri Ravindra Kumar Toshniwal shall be within the limits specified under section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

RESOLVED FURTHER THAT the aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof, for the time being in force, or otherwise as may be permissible under the Law.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the agreement between the Company and Shri Ravindra Kumar Toshniwal, be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members for their approval.

RESOLVED FURTHER THAT the Board of Directors, Shri J.K. Jain, Chief Financial Officer and Shri H.P. Kharwal, Company Secretary, of the Company be and are hereby severally authorised to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution"

8. To re-appoint Shri Rakesh Mehra as Vice Chairman and Whole time Director.

To consider and if thought fit, to pass, the following Resolution as a Special Resolution:-

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Articles of Association of the Company and all other applicable rules, laws and acts (if any) and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals as may be applicable, the consent of the members of the Company, be and is hereby accorded for the re-appointment of Shri Rakesh Mehra (DIN – 00467321) as Vice Chairman and Whole Time Director of the Company for a period of **3 Years (Three Years) w.e.f. 1st January, 2018 to 31st December, 2020** on the terms and conditions including remuneration, as set out below, with liberty to the Board of Directors to alter and vary the terms and conditions of appointment and/or remuneration as it may deem fit, subject to the same not exceeding the limits specified under Schedule V of the

Companies Act, 2013 and/or any statutory modification(s) or re-enactment(s) thereof:-

(I) Basic Salary: ₹ 6,75,000/- per month, w.e.f. 1st January, 2018 which shall be increased every year on1st April, by ₹ 60,000/- in the scale of ₹ 6,75,000 – 60,000 – 7,95,000. The first increase in the above salary will be from 1st April, 2019.

(II) Commission: 1% commission on the net profit of the Company, computed in the manner laid down in the Companies Act, 2013. This is also subject to the overall remuneration payable to all the Whole Time Executive Directors as prescribed under Section 197 of the Companies Act, 2013 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force). The first such 1% commission of the net profit, will be paid to Shri R.L. Toshniwal, Chairman of the Company and thereafter balance available profit, will be equally distributed to Shri Ravindra Kumar Toshniwal, Managing Director, Shri Rakesh Mehra, Vice Chairman and Shri Shaleen Toshniwal, Jt. Managing Director of the Company, subject to maximum ceiling of 1% Commission to each one of them on net profit of the Company as above.

(III) Perquisites and Benefits: In addition to above, the following perquisites not exceeding the overall ceiling as prescribed under Schedule V, annexed to the Companies Act, 2013, will be provided to Shri Rakesh Mehra, Vice Chairman :

CATEGORY (A)

a) Housing:

He will be paid 30% of his basic salary as House Rent Allowance per month.

b) Medical Reimbursement / Mediclaim Insurance:

Reimbursement of expenses, actually incurred, for Self and family; the total cost to the Company shall not exceed one month's salary per year or three months' salary in a period of 3 years. However, only those expenses will be reimbursed which have not been reimbursed in the mediclaim insurance policy, if any, taken by the Company from time to time.

c) Leave Travel Concession:

For self and family once in a year; the total cost to the Company shall not exceed one month's salary per year or three months' salary in a period of three years.

d) Club Fees

Fees of clubs payable subject to a maximum of two clubs except entrance and life membership fees.

e) Personal Accident Insurance:

Premium not to exceed ₹ 10,000/- per annum.

f) Servant allowance:

Not exceeding ₹ 60,000/- per annum.

CATEGORY (B)

In addition to the perquisites, Shri Rakesh Mehra Vice Chairman shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration mentioned above, as permissible by law.

a) Provident Fund / Superannuation Fund or Annuity Fund:

The Company's contribution to Provident Fund/ Superannuation Fund or Annuity Fund will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

b) Gratuity:

Gratuity payable shall not exceed half month's Basic Salary for each completed year of service.

c) Leave:

Leave and Leave Encashment as per the rules of the Company.

CATEGORY (C)

a) Conveyance

Free use of the Company's car along with the driver. Personal use of car shall be billed by the Company.

b) Telephone

Free telephone facility at residence. Personal long distance calls shall be billed by the Company.

c) Reimbursement of Expenses

Apart from the remuneration as aforesaid, Shri Rakesh Mehra, Vice Chairman, shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.

d) Sitting Fee

No sitting fee shall be paid to Shri Rakesh Mehra, Vice Chairman, for attending the meetings of Board of Directors or any committee thereof.

e) He shall be liable to retire by rotation.

f) Where in any financial year, the Company has no profits or its profits are inadequate, the remuneration and benefits shall be paid to Shri Rakesh Mehra, Vice Chairman, subject to the applicable provisions of Schedule V to the said Act.

Other Terms & Conditions:

a) Shri Rakesh Mehra will perform the duties and exercise the powers, which may be assigned to or vested in him by the Board of Directors of the Company from time to time.

b) Either party i.e. the Company and Shri Rakesh Mehra, Vice Chairman, may terminate the agreement by giving the other party three-months prior notice in writing to that effect.

c) If, at any time, Shri Rakesh Mehra ceases to be Director of the Company for any reason whatsoever, he shall also cease to be the Vice Chairman of the Company.

RESOLVED FURTHER THAT when in any financial year, the Company has no profits or its profits are inadequate during the period of 3 years, the remuneration including the perquisites as aforesaid, in such case paid/payable to Shri Rakesh Mehra shall be within the limits specified under section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

RESOLVED FURTHER THAT the aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof, for the time being in force, or otherwise as may be permissible under the Law.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the agreement between the Company and Shri Rakesh Mehra, be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members for their approval.

RESOLVED FURTHER THAT the Board of Directors, Shri J.K. Jain, Chief Financial Officer and Shri H.P. Kharwal, Company Secretary, of the Company be and are hereby severally authorised to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution"

9. To re-appoint Shri Shaleen Toshniwal as Jt. Managing Director.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:-

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Articles of Association of the Company and all other applicable rules, laws and acts (if any) and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals as may be applicable, the consent of the members of the Company, be and is hereby accorded for the re-appointment of Shri Shaleen Toshniwal (DIN – 00246432) as Jt. Managing Director of the Company for a period of **3 Years (Three Years) w.e.f. 1st January, 2018 to 31st December, 2020** on the terms and conditions including remuneration, as set out below, with liberty to the Board of Directors to alter and vary the terms and conditions of appointment and/or remuneration as it may deem fit, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 and/or any statutory modification(s) or re-enactment(s) thereof:-

(I) Basic Salary: ₹ 6,00,000/- per month, w.e.f. 1st January, 2018 which shall be increased every year on1st April, by ₹ 60,000/- in the scale of ₹ 6,00,000 – 60,000 – 7,20,000. The first increase in the above salary will be from 1st April,, 2019.

(II) Commission: 1% commission on the net profit of the Company, computed in the manner laid down in the Companies Act, 2013. This is also subject to the overall remuneration payable to all the Whole Time Executive Directors as prescribed under Section 197 of the Companies Act, 2013 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force). The first such 1% commission of the net profit, will be paid to Shri R.L. Toshniwal, Chairman of the Company and thereafter balance available profit, will be equally distributed to Shri Ravindra Kumar Toshniwal, Managing Director, Shri Rakesh Mehra, Vice Chairman and Shri Shaleen Toshniwal, Jt. Managing Director of the Company, subject to maximum ceiling of 1% Commission to each one of them on net profit of the Company as above.

(III) Perquisites and Benefits: In addition to above, the following perquisites not exceeding the overall ceiling as prescribed under Schedule V, annexed to the Companies Act, 2013, will be provided to Shri Shaleen Toshniwal, Jt. Managing Director:

CATEGORY (A)

a) Housing:

He will be paid 30% of his basic salary as House Rent Allowance per month.

b) Medical Reimbursement / Mediclaim Insurance:

Reimbursement of expenses, actually incurred, for Self and family; the total cost to the Company shall not exceed one month's salary per year or three months' salary in a period of 3 years. However, only those expenses will be reimbursed which have not been reimbursed in the mediclaim insurance policy, if any, taken by the Company from time to time.

c) Leave Travel Concession:

For self and family once in a year; the total cost to the Company shall not exceed one month's salary per year or three months' salary in a period of three years.

d) Club Fees

Fees of clubs payable subject to a maximum of two clubs except entrance and life membership fees.

e) Personal Accident Insurance:

Premium not to exceed ₹ 10,000/- per annum.

f) Servant allowance:

Not exceeding ₹ 60,000/- per annum.

CATEGORY (B)

In addition to the perquisites, Shri Shaleen Toshniwal shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration mentioned above, as permissible by law.

a) Provident Fund / Superannuation Fund or Annuity Fund:

The Company's contribution to Provident Fund/ Superannuation Fund or Annuity Fund will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

b) Gratuity: Gratuity payable shall not exceed half month's Basic Salary for each completed year of service.

c) Leave:

Leave and Leave Encashment as per the rules of the Company.

CATEGORY (C)

a) Conveyance

Free use of the Company's car along with the driver. Personal use of car shall be billed by the Company.

b) Telephone

Free telephone facility at residence. Personal long distance calls shall be billed by the Company.

c) Reimbursement of Expenses

Apart from the remuneration as aforesaid, Shri Shaleen Toshniwal, Jt. Managing Director shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.

d) Sitting Fee

No sitting fee shall be paid to Shri Shaleen Toshniwal, Jt. Managing Director, for attending the meetings of Board of Directors or any committee thereof.

e) He shall be liable to retire by rotation.

f) Where in any financial year, the Company has no profits or its profits are inadequate, the remuneration and benefits shall be paid to Shri Shaleen Toshniwal, Jt. Managing Director, subject to the applicable provisions of Schedule V to the said Act.

Other Terms & Conditions:

a) Shri Shaleen Toshniwal will perform the duties and exercise the powers, which may be assigned to or vested in him by the Board of Directors of the Company from time to time.

b) Either party i.e. the Company and Shri Shaleen Toshniwal, Jt. Managing Director, may terminate the agreement by giving the other party three-months prior notice in writing to that effect.

c) If, at any time, Shri Shaleen Toshniwal ceases to be Director of the Company for any reason whatsoever, he shall also cease to be the Jt. Managing Director of the Company.

RESOLVED FURTHER THAT when in any financial year, the Company has no profits or its profits are inadequate during the period of 3 years, the remuneration including the perquisites as aforesaid, in such case paid/payable to Shri Shaleen Toshniwal shall be within the limits specified under section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

RESOLVED FURTHER THAT the aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof, for the time being in force, or otherwise as may be permissible under the Law.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the agreement between the Company and Shri Shaleen Toshniwal, be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members for their approval.

RESOLVED FURTHER THAT the Board of Directors, Shri J.K. Jain, Chief Financial Officer and Shri H.P. Kharwal, Company Secretary, of the Company be and are hereby severally authorised to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

10. To appoint Shri J.M. Mehta as an Independent Director.

To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions (if any) of the Companies Act, 2013 ("the Act") and

the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the company be and is hereby accorded for appointment of Shri J.M. Mehta (DIN:00847311), who was appointed as an Additional Director in the Board meeting held on 27th October, 2016 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and being eligible and in respect of whom a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, along with the requisite amount of deposit, as an Independent Director of the Company, to hold office for 5 (five) consecutive years commencing from 27th October, 2016 and who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, things as may be necessary, expedient and desirable to give effect to this resolution."

Registered Office
Industrial Area, Dahod
Road Post Box No. 21
BANSWARA-327001 (Raj.)
Place: Mumbai
Date : 25th May, 2017

By order of the Board

Sd/-
(H.P. KHARWAL)
COMPANY SECRETARY

NOTES:

1. An Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the ensuing Annual General Meeting (hereinafter referred to as "Meeting" / "AGM") is appended hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

   The instrument appointing the Proxy, in order to be effective, should be duly stamped, filled, signed and must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.

   A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
3. A copy of Audited Financial Statements (standalone and consolidated) for the year ended 31st March, 2017 together with the Board's and Auditor's Report thereon are enclosed herewith.
4. Corporate Members intending to send their authorized representatives to attend the Meeting, pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Members are requested to bring their copies of the Annual Report to the meeting.
6. Members/Proxies/ Authorized representatives attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting's venue.
7. Non-Resident Indian Members are requested to inform Registrar and Share Transfer Agent of the Company in case of any change in their residential status on return to India for permanent settlement, particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
9. Members holding shares in physical form can avail the nomination facility as permitted under Section 72 of the Companies Act, 2013 by filing Form No. SH-13 with the Company's Registrar and Share Transfer Agents which will be made available on request;. Members holding shares in dematerialized form may contact their respective depository participants for recording nomination in respect of their equity shares.
10. Members are requested to send their demat/remat applications, request for share transfers, intimation of change of address and other correspondence to the Company's Registrar and Transfer Agent (RTA).
11. Computech Sharecap Limited, 147, Mahatma Gandhi Road, Fort, Mumbai - 400001 is the Registrar and Share Transfer Agents (RTA) for physical shares and is also the depository interface of the Company with both CDSL and NSDL.
12. The Register of Members and Shares Transfer Books of the Company shall remain closed from 8th September, 2017 to 14th September, 2017 (both days inclusive) in connection with the payment of dividend for the financial year 2016-17.

13. Shareholders are requested to immediately notify, to the Company, any change in their address.

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.

15. Members who hold shares in the physical form in the multiple folios in identical names or joint holdings in the same order of names are requested to send the Share Certificate to RTA, for consolidation into single folio.

16. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their E-mail address either with the Company or with the Depository Participant(s).

17. The shareholders, who have not converted their shares into demat form, are requested to do so, in their own interest.

18. Payment of dividend, upon declaration by the shareholders at the forthcoming Annual General Meeting, will be made on or after 18th September, 2017 as under:-

    a) To all those beneficial owners holding shares in electronic form, as per the beneficial ownership data as may be made available to the Company by National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Limited (CDSL) as on 7th September, 2017.

    b) To all those shareholders holding shares in physical form, after giving effect to all the valid share transfers lodged with the Company, before the closing hours on 7th September, 2017.

19. Members holding shares in physical form are advised to furnish, on or before 7th September, 2017, particulars of their bank account, if changed, to the Company to incorporate the same in the dividend warrants. In case of payments to the shareholders holding shares in dematerialized form, particulars of bank account registered with their depository participants will be considered by the Company to incorporate the same in the dividend warrants.

20. The Company has declared dividends for the years 2009-10 to 2015-16. It has also declared interim dividends for the years 2009-10 and 2010-11. The shareholders who have, so far, not encashed the dividend warrants for the year 2009-10 to 2015-16, are hereby informed to encash their dividend warrants by surrendering the same, in original, to the Company and getting demand drafts issued in lieu thereof/ get the same credited in their account by NEFT.

    As per the provisions of the Companies Act, 1956 and 2013 respectively, the unpaid dividend after the expiry of seven years from the date of declaration will be transferred to Investors' Education and Protection Fund (IEPF). Unpaid dividend for the year 2009-10 can be encashed till 14th August, 2017, thereafter the same will be transferred to the above fund. Please, therefore, encash the unclaimed dividend before its transferred to above fund.

    As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to an IEPF Demat Account.

    The Company has sent notices to all the members whose Dividends are lying unpaid/unclaimed against their names for seven consecutive years or more. Members are requested to claim the same on or before 14th August, 2017. In case the dividends are not claimed by the said date, necessary steps will be initiated by the Company to transfer shares held by the members to IEPF without further notice. Please note that no claim shall lie against the Company in respect of the shares so transferred to IEPF.

    In the event of transfer of shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF- 5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

21. The Company is providing facility of Electronic Clearing Services (ECS) for payment of dividend to shareholders residing in selected cities. Shareholders holding shares in physical form are requested to provide details of their bank accounts for availing ECS facility in the form being forwarded with the Annual Report. However, if the shares are held in dematerialized form, the ECS mandate has to be communicated to the respective Depository Participant (DP). Changes, if any, in the details furnished earlier may also be communicated to the Company or DP, as the case may be.

22. The documents referred to in the proposed resolutions are available for inspection by members at the Registered Office of the Company during working hours between 10.00 A.M. and 1.00 P.M. except on holidays up to the date of this AGM.

23. Queries, if any, on accounts and operations may please be sent to the Company at least 7 days in advance of the Annual General Meeting so that the answers can be made available at the meeting.

24. As required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief resume and the relevant details of the Director retiring by rotation and seeking re-appointment at the ensuing AGM and also other Director seeking reappointment as Independent Director are furnished in the Corporate Governance Report which forming part of the Annual Report.

25. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

26. The Notice of AGM along with the Annual Report for 2016-17 is being sent by electronic mode to those members whose e-mail address is registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail address, hard copies are being sent by the permitted mode.
27. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on 7th September, 2017.
28. CS Manoj Maheshwari, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the remote e-voting and polling process to be carried out at this AGM in a fair and transparent manner.
29. The Scrutinizer, after scrutinizing the votes cast at the meeting through polling paper and remote e-voting, will, not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company, www.banswarasyntex.com and on the website of CDSL, www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges.
30. E-voting Facility.

    The business may be transacted through e-voting Services provided by Central Depository Services Limited (CDSL).

    If you are holding shares in Demat form and had logged on to www.evotingindia.com and cast your vote earlier for EVSN of any Company, then your existing login id and password are to be used.

    The instructions for shareholders voting electronically are as under:

    (i) The voting period begins on 9 A.M. on 10th September, 2017 and ends at 5 P.M. on13th September, 2017. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 7th September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

    (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

    (iii) The shareholders should log on to the e-voting website www.evotingindia.com.

    (iv) Click on Shareholders.

    (v) Now enter your User ID

    a. For CDSL: 16 digits beneficiary ID,

    b. For NSDL: 8 Character DP ID followed by 8 Digits ClientID,

    c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

    (vi) Next enter the Image Verification as displayed and Click on Login.

    (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

    (viii) If you are a first time user, follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN *	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the code NPBSL alongwith the 5 digits of the sequence number mentioned on the attendance slip.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the Depository or Company, please enter the member ID / Folio No. in the Dividend Bank details field as mentioned in instruction (v).

    (ix) After entering these details appropriately, click on "SUBMIT" tab.

    (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

    (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

    (xii) Click on the EVSN for Banswara Syntex Ltd. on which you choose to vote.

    (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

    (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

    (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

    (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Note for Non – Individual Shareholders and Custodians Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

(a) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.

(b) The voting period begins at 9 A.M. on 10th September, 2017 and ends at 5 P.M. on 13th September, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 7th September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(xx) 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.

31. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is also offering remote e-voting facility to the Members to enable them to cast their votes electronically at the 41st Annual General Meeting (AGM) from a place other than the venue of the AGM . Please note that remote e-voting is optional and not mandatory.

32. The facility for voting through polling paper shall be made available at the AGM & members who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM.

33. The route map showing the direction to reach the venue of AGM is attached at the end of the Report/Notice of AGM.

34. The Company has designated two exclusive email IDs viz hpkharwal@banswarasyntex.com and helpdesk@computechsharecap.in to enable investors to register their complaints/ queries, if any.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 5

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s K.G. Goyal & Company (Registration No. 000017), to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2018.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Audit and Records) Rules 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought, by passing an Ordinary Resolution as set out in Item No. 5 of the Notice, for ratification of the remuneration of ₹ 2,00,000/- payable to the Cost Auditor for the financial year ending 31st March, 2018.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

ITEM NO. 6

Shri R.L. Toshniwal, aged 83 years, is the main promoter and currently Chairman of the Company. He is Masters in Textiles from Leeds University, UK and has 54 years' vast experience in textile industry. He joined the Company in 1976. He has been associated with a number of industries organizations since the beginning of his career. He is Ex-Chairman of Rajasthan Textile Mills Association, Ex-President of Indian Spinners Association and Ex-Chairman of the Synthetic & Rayon Textile Export Promotion Council (SRTEPC). Besides Banswara Syntex Ltd., he is member of the Board of Directors of another Company. Being an industrialist with high social obligations, he is associated with a number of charitable trusts also.

The Company is in textile sector and has been functioning for over forty (40) years. The financial performance of the Company has been satisfactory. The Company is not having any foreign collaboration. The remuneration proposed is as recommended by Nomination and Remuneration Committee and is appropriate considering the job profile and experience of the Chairman.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except Shri R.L. Toshniwal, being the appointee himself and Shri Ravindra Kumar Toshniwal, Shri Shaleen Toshniwal and Shri Rakesh Mehra, being the relatives of the appointee.

Your directors recommend the above Special Resolution for approval. This may also be treated as the Abstract of terms and memorandum under Section 190 of the Companies Act, 2013.

ITEM NO. 7

Shri Ravindra Kumar Toshniwal, aged 53 years, is a B.Tech (Chem.) from IIT, Mumbai. He has undergone OPM course of Harvard University, USA. He is having over 25 years' experience in textile industry. He is looking after overall activities of the Company. He has traveled extensively to Europe, USA and other developed countries to promote the products of the Company. He has attrected a number of reputed buyers from all over the world as a result by of which the exports of the Company have increased substantially over the last thirteen years.

The Company is in textile sector and has been functioning for over forty (40) years. The financial performance of the Company has been satisfactory. The Company is not having any foreign collaboration. The remuneration proposed is as recommended by Nomination and Remuneration Committee and is appropriate considering the job profile and experience of the Managing Director.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except Shri Ravindra Kumar Toshniwal, being the appointee himself and Shri R.L. Toshniwal, Shri Shaleen Toshniwal and Shri Rakesh Mehra, being relatives of the appointee.

Your directors recommend the above Special Resolution for approval. This may also be treated as the Abstract of terms and memorandum under Section 190 of the Companies Act, 2013.

ITEM NO. 8

Shri Rakesh Mehra, Aged 60 Years, is a Chartered Accountant having 29 Years experience in the Textile Industry. In past he has been the Chairman of SRTEPC. He was the Chief Executive of M/s. RR Toshniwal Enterprises before joining the Company. Shri Mehra looks after the entire Commercial and Financial activities of the Company besides export sales of yarn.

The Company is in textile sector and has been functioning for over forty (40) years. The financial performance of the Company has been satisfactory. The Company is not having any foreign collaboration. The remuneration proposed is as recommended by Nomination and Remuneration Committee and is appropriate considering the job profile and experience of the Vice Chairman.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except Shri Rakesh Mehra being the appointee himself and Shri R.L. Toshniwal, Shri Ravindra Kumar Toshniwal and Shri Shaleen Toshniwal, being relatives of the appointee.

Your directors recommend the above Special Resolution for approval. This may also be treated as the Abstract of terms and memorandum under Section 190 of the Companies Act, 2013.

ITEM NO. 9

Shri Shaleen Toshniwal, aged 40 years, is a Bachelor in Business Management from Bentley College, USA and has over 14 years' experience in the textile industry. He looks after all the five readymade garment units of the Company at Daman and Surat.

The Company is in textile sector and has been functioning for over forty (40) years. The financial performance of the Company has been satisfactory. The Company is not having any foreign collaboration. The remuneration proposed is as recommended by Nomination and Remuneration Committee and is appropriate considering the job profile and experience of the Jt. Managing Director.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except Shri Shaleen Toshniwal, being the appointee himself and Shri R.L. Toshniwal, Shri Ravindra Kumar Toshniwal and Shri Rakesh Mehra, being relatives of the appointee.

Your directors recommend the above resolution for approval. This may also be treated as the Abstract of terms and memorandum under Section 190 of the Companies Act, 2013.

ITEM NO. 10

Shri J.M. Mehta was appointed as an Additional Director of the Company w.e.f. 27th October, 2016 by the Board of Directors, as recommended by Nomination and Remuneration Committee, pursuant to the provisions of Section 161(1) of Companies Act, 2013 and the Articles of Association of the Company. In terms of the provisions of Section 161(1) of the Act, Shri J.M. Mehta would hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri J.M. Mehta for the office of Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Shri J.M. Mehta that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. He possesses requisite skills, experience and knowledge. In the opinion of the Board, he fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. A brief resume of Shri J.M. Mehta, and the other details as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Regulations & Disclosure Requirements) Regulations, 2015, are provided in the Corporate Governance Report, forming part of the Annual Report. Copy of the draft letter of appointment of Shri J.M. Mehta as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Save and except, Shri J.M. Mehta, being the appointee himself, none of the other Directors/ Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 10 of the Notice.

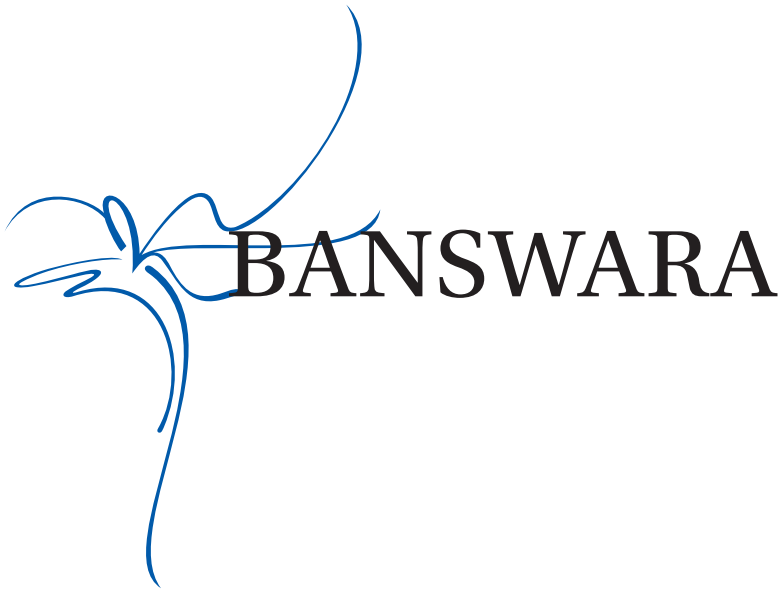
The Board recommends the Ordinary Resolution set out at Item No. 10 of the Notice for approval by the shareholders.

Registered Office
Industrial Area, Dahod Road,
Post Box No. 21,
BANSWARA-327001 (Raj.)

Place: Mumbai
Date : 25th May, 2017

By order of the Board

Sd/-
(H.P. KHARWAL)
COMPANY SECRETARY



Directors' Report

DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present the 41st Annual Report of the Company together with its Audited Accounts for the year ended 31st March, 2017.

Financial review	(₹ in Lakhs)	(₹ in Lakhs)
	Current year 2016-17	Previous year 2015-16
Gross Income	125449	127099
Net Income	124433	126465
Profit before interest, depreciation & tax	14359	17136
Profit before depreciation & tax	8056	10137
Less: Depreciation	5765	5754
Profit before tax	2291	4383
Tax Expenses	633	1663
Profit after Tax	1658	2720
Dividend on Equity Shares (for 2016-17 proposed)	171	339
Tax on Dividend	35	69
Earnings per share (₹) : Basic	9.69	16.12
Diluted	9.69	16.12

Operations & state of affairs

The production of yarn during 2016-17 has been 302 lakhs kgs. as against 321 lakhs kgs. during 2015-16, while the production of fabric was 342 lakhs mtrs. during 2016-17 as against 358 lakhs mtrs. during 2015-16. The garment production has increased by 11 % from 32.41 lakhs Pieces to 36.15 lakhs Pieces over the period.

Your Company's net income from operations during 2016-17 has been ₹1244 Crores as against ₹ 1265 Crores during 2015-16.

The profit before interest, depreciation and tax (PBIDT) during 2016-17 is ₹143 Crores as against ₹171 Crores during 2015-16. The profit before depreciation and tax (PBDT) has been ₹ 80 Crores as against ₹ 101 Crores during 2015-16. The post tax net profit of the Company during 2016-17 was at ₹17 Crores.

The fall in production as well as profit in the year as compared under report to previous year was mainly due to labour absenteeism on account of demonetization and other factors.

The basic and diluted EPS for the year 2016-17 is ₹ 9.69 as against ₹ 16.12 for the year 2015-16.

Your Company has charged depreciation on fixed assets as per the provisions of Schedule II of the Companies Act, 2013.

There has been no change in the nature of Company's business during the year as it remains in the business of manufacturing and marketing of the textile products.

Exports

During the year, the export turnover of the Company has been ₹ 568 Crores as against ₹ 580 Crores during 2015-16. The 46% share of export turnover in the net income for the year 2016-17, has been maintained at same level as previous year.

During the year under report, the Company's marketing as well as design and development teams continued to participate in the international trade fairs and meetings with the customers abroad for regular feedback of market trends, demand, etc. in the international market.

Dividend

Your Directors are pleased to recommend dividend of ₹ 1/- per equity share @ 10% (previous year ₹ 2/- per share) for the financial year 2016-17. The total dividend payout on equity shares for the year will absorb ₹ 1.71 Crores (previous year - ₹ 3.39 Crores) with outer of ₹ 0.35 Crore by way of tax on dividend (previous year - ₹ 0.69 Crore).

The dividend, when paid, will be charged to Profit & Loss account of financial year 2017-18 in compliance of amended provisions of AS 14.

The Company has transferred unclaimed dividend amount up to the year 2008-09 and interim dividend for 2009-10 to the Investor Education and Protection Fund (IEPF).

Increase in paid-up share capital

The Board of Directors, in its meeting held on 10th February, 2017, allotted 1,86,696 equity shares of ₹ 10/- each to the shareholders of Banswara Fabrics Limited in terms of Scheme of Amalgamation and arrangement between Banswara Global Limited and Banswara Fabrics Limited with the Company, as approved by Hon'ble High Court of Rajasthan at Jodhpur.

The paid up equity share capital of the Company has increased from ₹ 1692.93 lakhs as at 31st March, 2016 to ₹ 1711.60 lakhs, as at 31st March, 2017 due to allotment of these 1,86,696 equity shares.

Expansion, diversification and modernization

During the year, the Company invested ₹ 67 Crores for acquisition of fixed assets. As at 31st March, 2017, the capital-work-in progress stood at ₹ 4.00 Crores and advances to the capital goods' suppliers aggregated ₹ 3.44 Crores, as against ₹ 7.86 Crores and ₹ 3.04 Crores respectively at the beginning of the year.

The total production capacity of the Company as at 31st March, 2017 for yarn production is 157672 ring spindles including 21120 spindles for worsted yarn spinning, and 592 Air Jet spindles, 436 shuttle less looms, 34 Air Jet jacquard looms, 9 stenters with processing capacity of 5 million mtrs. per month and 3.81 lakhs pieces of garments per month.

Subsidiaries, Joint Ventures and Associates

In accordance with the General Circular issued by the Ministry of Corporate Affairs, Government of India, the Balance Sheet, Statement of Profit and Loss and other documents of Joint Venture Company are not being attached with the Annual Report of the Company. However, Pursuant to Section 129 of the Companies Act, 2013, the financial information of Treves Banswara Private Limited, the Joint Venture Company, is disclosed in the Annual Report in compliance with the said circular. During the financial year 2016-17, Banswara Global Limited, Subsidiary Company and Banswara Fabric Limited, Associate Company, merged with

Banswara Syntex Limited as per Scheme of Amalgamation approved by Hon'ble High Court of Rajasthan at Jodhpur. The Company will make available the Annual Financial Statements of the Joint Venture Company and the related detailed information to any member of the Company who requests for the same. The Annual Financial Statements of the Joint Venture Company will also be kept open for inspection at the Registered Office of the Company. The Consolidated Financial Statements for financial year ended 31st March, 2017 presented by the Company include the Financial Statements of its Associate Company and Subsidiary Company which have since been merged with the Company.

Pursuant to the first proviso to Section 129(3) of the Companies Act, 2013 and Rules 5 and 8(1) of the Companies (Accounts) Rules, 2014, the salient features of the financial statements, performance and financial position of the Joint Venture Company in Form AOC-1 is furnished as **Annexure - I** to this Report.

The Company has framed a policy for determining Material Subsidiaries, which has been uploaded on the Company's website- www.banswarasyntex.com

Subsidiary

Banswara Global Limited (BGL), a wholly owned Subsidiary Company of Banswara Syntex Limited has been amalgamated with Company by the order of Hon'ble High Court of Rajasthan with effect from 31st August, 2016.

Joint Venture

Your Company holds 50% of the paid up share capital of Joint Venture Company i.e. Treves Banswara Private Limited. The balance 50% of share capital is held by Treves Textiles & Seats Components, France.

During the financial year 2016-17, Treves Banswara Private Limited produced 3.36 Lakhs mtrs. of Laminated Fabric and 47,065 pcs. of Embossed Panels and Flex. Total turnover of this JV Company during financial year 2016-17 was ₹ 1145 Lakhs (previous year ₹ 1118 lakhs) with net profit of ₹ 28 lakhs as against a loss of ₹2.12 Lakhs in the previous year.

Associates

During the financial year 2016-17, the Associate Company i.e. Banswara Fabrics Limited, pursuant to Scheme of amalgamation and in terms of orders passed by Hon'ble High Court of Rajasthan at Jodhpur has been amalgamated with Banswara Syntex Limited.

Consolidated Financial Statements

In accordance with AS-21 on Consolidated Financial Statements read with AS-23 on Accounting for Investments in Associates and AS-27 on Financial Reporting of Interest in Joint Ventures and also as per Section 129 of the Companies Act, 2013, the audited Consolidated Financial Statements are furnished in the Annual Report.

Thermal Power Plant

Both units of Captive Thermal Power Plant (33 MW) are working satisfactorily. Your Company is meeting its requirements of coal from domestic sources as well from imports.

Finance

During the year 2016-17, the Company got disbursements of long term loan of ₹ 12.05 Crores from IDBI Bank and ₹ 33.97 Crores from Union Bank of India for acquisition of fixed assets and financing working capital requirements. The repayments of term loans made during the year aggregated ₹ 63.94 Crores.

The Company's bankers have been providing need-based working capital after the review of its requirements from time to time.

Contribution to Exchequer

During the year, your Company contributed ₹ 30.90 Crore to the Government Exchequer by way of Excise Duty, Service Tax, Value Added Tax (VAT), Income Tax, Dividend Distribution Tax and other payments.

Corporate Governance/Management Discussion & Analysis Report

As per the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted a Code of Conduct which is applicable to the members of the Board, Key Managerial Personnel (KMP) and Senior Management Staff. The Company fully complies with the Corporate Governance practices as enunciated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Corporate Governance Report and Management Discussion & Analysis Report are form part of this report annexed as **Annexure-II.**

Fixed Deposits

As per the provisions of the Companies Act, 2013, the Company accepts fixed deposits from members of the Company as approved by the shareholders in their meeting held on 27th August, 2016. During the year 2016-17 the Company accepted deposits of ₹ 469 lakhs and had such deposits aggregating ₹ 1607 lakhs as on 31st March, 2017. There has been no default in repayment of deposits or interest thereon and no deposit was unclaimed or matured but not paid as on 31st March, 2017. The Company has duly complied with the provisions of the Companies (Acceptance of Deposits) Rules, 2014.

Corporate Social Responsibility Initiatives

As a part of its initiatives under "Corporate Social Responsibility" (CSR), the Company has framed Corporate Social Responsibility Policy (CSR Policy) in terms of which, the Company has undertaken projects in the areas of environment, women and children empowerment, health care, etc. These projects are largely in accordance with Schedule VII of the Companies Act, 2013.

As required under Section 134 (3) (o) and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014, the Annual Report on CSR activities, forming part of the Directors' Report, is annexed as **Annexure III.**

Risk Management

The risk assessment and minimization procedures are in place and the Board is kept regularly informed about the business risks and the steps taken to mitigate the same.

Internal Control System and its adequacy

The Company has Internal Control System commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence of the audit, the Chief Internal Auditor reports to the Audit Committee of the Board.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with the operating systems, accounting procedures and policies at all locations of the Company. Based on the reports of the internal auditors, the process owners undertake corrective actions in their respective areas and thereby strengthen the controls. The report on major observation of internal auditors and action taken thereon is regularly reported to Audit Committee on a quarterly basis.

Vigil Mechanism/Whistle Blower Policy

The Company has adopted a Vigil Mechanism/Whistle Blower Policy to provide a vigil mechanism to its Directors and employees to report their concerns about unethical, behavior, actual or suspected trend to Company's Code of Conduct and during the year no such Whistle Blower event was reported. The details of the policy are explained in the Corporate Governance Report and also posted on website of the Company at www. banswarasyntex.com

Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has zero tolerance policy for sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder.

The Company has not received any complaint on sexual harassment of women at work place during the financial year 2016-17.

Directors and Key Managerial Personnel

During the financial year 2016-17, Shri A. N. Jariwala (DIN: 00024008), Director, resigned from the Board of Directors of the Company. His resignation was accepted by the Board in its Meeting held on 8th August, 2016. The Board wishes to place on record its deep appreciation for the contribution made by Shri A. N. Jariwala during his tenure as a member of the Board of Directors of the Company.

Shri J. M. Mehta (DIN: 00847311) was appointed as an additional Director by the Board of Directors of the Company, in their Meeting held on 27th October, 2016, to hold office till the conclusion of next Annual General Meeting. The Board recommended his appointment as an Independent Director.

Shri R. L. Toshniwal (DIN: 00106933), Chairman of the Company, is liable to retire by rotation pursuant to provisions of the Companies Act, 2013 and Articles of Association of the Company. He would retire by rotation at the ensuing AGM and, being eligible, offers himself for re-appointment. The Board has decided to re-appoint him and, accordingly, an agenda item has been proposed in the notice to the shareholders for their approval.

A brief resume and other information required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is included in the Corporate Governance Report at **Annexure II** of this Annual Report/ Notice of Annual General Meeting. The Board recommends his re-appointment.

Tenure of office of all four Whole Time Directors is expiring on 31st December, 2017. The Nomination and Remuneration Committee has recommended their re-appointment for a further period of 3 years up to 31st December, 2020. The Board has re-appointed all the four Whole Time Directors subject to approval of shareholders in its ensuing Annual General Meeting.

During the year there is change in post of Company Secretary, Shri HP Kharwal was appointed as Company Secretary on 10th February, 2017 and Shri JK Jain resigned from the post of Company Secretary due to his pre occupation and before this he was Chief Financial Officer and Company Secretary, Shri J.K. Jain will continue to work as Chief Financial Officer of the Company.

The Company has formulated a policy for performance evaluation of Independent Directors, Board, Committees and individual Directors including the Chairman and executive Directors.

Declaration of Independent Directors

All Independent Directors have furnished declarations to the effect that they meet the criteria of independence as laid down in Section 149 (6) of the Companies Act, 2013 and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Board Evaluation

Pursuant to the provisions of Section 134 of Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has adopted a formal mechanism for evaluating its own performance as well as that of its Committees and Individual Directors including the Chairman. The exercise was carried out through a structured evaluation process starting with a questionnaire sent to all Directors followed by discussions in specific manner covering various aspects such as composition of the Board and its Committees, effectiveness of the process, and actual functioning etc.

The performance of individual Directors was reviewed on the basis of criteria such as the contribution of the individual Director in the Board Meeting and Committee Meetings. Performance of non Independent Directors and the Board as a whole is evaluated, in a specifically convened meeting of Independent Directors followed by deliberation in Nomination and Remuneration Committee taking account the view of the Executive Directors.

Accordingly separate exercises were carried out to evaluate the performance of individual Directors including the Chairman and Whole Time Directors on specific parameters such as attendance, contribution, independent judgment, safeguarding the interest of minority shareholders etc, in the specifically convened meetings of Independent Directors and Nomination and Remuneration Committee before consideration by the Board.

The Directors expressed their satisfaction on its implementation of evaluation process.

Nomination and Remuneration Policy

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed a policy for appointment of Directors, Key Management personnel and Senior Management Staff as also on their remuneration. The Nomination and Remuneration Policy is stated in the Corporate Governance Report and also posted on the website of the Company at www.banswarasyntex.com.

Related party transactions

All related party transactions executed during the financial year 2016-17 were carried out on an Arm's Length basis and carried out in the ordinary course of business.

Details of all related party transactions are reported to the Audit Committee for scrutiny / review and to refer for approval of the Board. The particulars of the contracts or arrangements entered into with related parties referred to in sub section (1) of Section 188 of the Companies Act, 2013 are indicated in Form AOC-2 which forms part of this report as **Annexure IV.**

Board Meetings

Four meetings of the Board of Directors were held during the financial year i.e. on 23rd May, 2016, 8th August, 2016, 27th October, 2016 and 10th February, 2017. Frequency and quorum, etc. at these meetings were in conformity with the provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 1.

Directors' responsibility statement

As required under Section 134 (5) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed that:

(a) In the preparation of the annual accounts for the year ended 31st March, 2017, the applicable Accounting Standards have been followed and there are no material departures from the same. The Notes to the Accounts are self-explanatory.

(b) The Directors have selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2017 and of the profit of the Company for the year ended on that date.

(c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities.

(d) The Directors have prepared the annual accounts of the Company for the year ended 31st March, 2017 on a "going concern" basis.

(e) The Directors, have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and have been operating effectively.

(f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and have been operating effectively.

Audit Committee

In accordance with the requirement of Section 177 of the Companies Act, 2013 and provisions of Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has constituted the Audit Committee which comprises 4 (Four) Members viz. Shri P. Kumar (Chairman), Shri Kamal Kishore Kacholia, Dr. S.B. Agarwal, Independent Directors and Shri Ravindra Kumar Toshniwal, Managing Director.

The composition, role, functions and powers of the Audit Committee are in accordance with the applicable laws and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are furnished in Corporate Governance Report annexed hereto as Annexure II.

Auditors

Statutory Auditor

M/s Kalani & Co. Chartered Accountants, the statutory auditors of the Company, hold office till the conclusion of the 41st Annual General Meeting of the Company. Under Section 139 of the Companies Act, 2013 and the rules made there-under, it is mandatory to rotate the auditors on completion of the maximum term permitted under the said section. Based on the recommendation of the Audit Committee, the Board has proposed the appointment of M/s. K.G. Somani & Co., Chartered Accountants (Registration No.006591N) as the statutory auditors of the Company in place of M/s Kalani & Co. Chartered Accountants (Registration No.000722C), for a term of five consecutive years, from the conclusion of the 41st Annual General Meeting of the Company scheduled to be held on 14th September, 2017 till the conclusion of the 46th Annual General Meeting to be held in the year 2022, for approval of shareholders of the Company, The first year of Audit will be of the financial statements for the year ending 31st March, 2018, which will include the audit of the quarterly financial results for the year.

As required under the provisions of Section 139 of the Companies Act, 2013, the Company has obtained a written certificate from M/s K.G. Somani & Co. the Auditors, to the effect that they conform to the limits specified in the said Section and that they are not disqualified for appointment within the meaning of Section 141 of the said Act.

The Board of Directors recommends the appointment of M/s K.G. Somani & Co, Chartered Accountants as Statutory Auditors of the Company for the term of 5 years, subject to a yearly ratification of such appointment by shareholders at the Annual General Meetings."

Tax Auditor

As per the requirement of Section 44AB of the Income Tax Act, 1961, M/s Kalani & Company, Chartered Accountants (Registration No.000722C), Jaipur, had been appointed as Tax Auditors of the

Company for the financial year 2016-17. M/s Kalani & Company, Chartered Accountants (Registration No.000722C) has been re-appointed for the financial year 2017-18 and fixed their remuneration as per the recommendation of the Audit Committee.

Cost Auditor

The Company has re-appointed K.G. Goyal & Company, Cost Accountants (Registration No. 000017), Jaipur, as Cost Auditors of the Company for the financial year 2017-18. They have furnished a Certificate to the effect that their appointment, if made, would be in accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014.

As required under the Companies Act, 2013, a resolution seeking member's approval for the remuneration payable to the Cost Auditor forms part of the Notice convening the Annual General Meeting for their ratification.

Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014, the Company had appointed V.M. & Associates (FRN: P1984RJ039200) Jaipur, a firm of Company Secretaries in practice, to undertake the secretarial audit of the Company for the financial year ended 31st March, 2017. The report of the Secretarial Audit is annexed as **Annexure V**. As regards the auditors' observations, these are self explanatory and do not call for any comments except expense on CSR activities below the prescribed limit.

On the recommendation of the Audit Committee, the Board of Directors has re-appointed V.M. & Associates as Secretarial Auditors to carry out secretarial audit for the financial year 2017-18 also.

Auditors' report

As regards the Statutory Auditors' observations, the relevant Notes on Significant Accounting Policies, Notes on Accounts and, other disclosures are self-explanatory and therefore, do not call for any further comments, except in the matter of non payment of Custom Duty of ₹ 282.69 Lakhs for which the matter is under appeal before CESTAT, Ahmedabad and at High Court of Rajasthan at Jodhpur and non-payment of Income Tax of ₹ 589.36 Lakhs for which the matter is under appeal with CIT (Appeals), Udaipur. These liabilities will be met, if necessary, on final decision of the respective Appellate Authorities.

Particulars of loans given, investments made, guarantees given and security provided

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report.

Energy conservation, technology absorption & foreign exchange earnings and outgo

Information pursuant to the provisions of Section 134 (3) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in relation to conservation of energy consumption, technology absorption, foreign exchange earnings and outgo, is annexed and marked as **Annexure VI**, which forms part of this report.

Insurance

All the properties of the Company including buildings, plant and machinery and stocks have been adequately insured.

Dematerialization of shares

In pursuance of SEBI /Stock Exchange directions, your Company has offered demat option to its esteemed shareholders so as to enable them to trade the shares in the demat form. In response, 97.55% shares have been converted into demat form up to 31st March, 2017, The stock code number in NSDL and CDSL for equity shares of the Company is ISIN – INE 629 D01012.

Particulars of employees

During the year under report, the relations between the Company's management and staff/workers continued to remain cordial. The Directors place on record their deep appreciation of the devoted services of the workers, staff and executives.

The information pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, pertaining to the employees is annexed as **Annexure – VII.**

Further, pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the relevant statement is annexed as **Annexure – VIII.**

Significant and material orders passed by the Regulators or Courts

There have been no significant or material orders passed by the Regulators or Court/Tribunal, during the year under report that would impact the going concern status of the Company and its future operations.

Extract of annual return

An extract of Annual Return as on the financial year ended 31st March, 2017 as required under Section 92(3) of the Companies Act, 2013, in Form MGT 9 is annexed as **Annexure IX**

Acknowledgements

Your Directors wish to express their sincere appreciation for the guidance, co-operation and assistance extended to the Company by the financial institutions, banks, various Central & State Government Departments, Customers and Suppliers during the year under report. The Directors, particularly, wish to acknowledge and place on record the continuous support and guidance of all the shareholders and, more importantly, for the confidence reposed in the Company's management.

For and on behalf of the Board

R. L. TOSHNIWAL
CHAIRMAN
DIN: 00106933

Place: Mumbai
Date: 25th May, 2017

Annexure I to the Director's Report

FORM AOC – 1

(Pursuant to first proviso to sub section (3) of Section 129 read with rule 5 of Companies (Accounts) Rule, 2014) Statement containing salient features of the Financial Statements of the subsidiaries/associates companies/ joint ventures

Part "B" Associates and Joint Ventures

Statement pursuant to sub section (3) of Section 129 of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associate/ Joint Ventures	Treves Banswara Pvt. Ltd. (Joint Venture Company)
1. Latest Audited Balance Sheet date	31/03/2017
2. Date on which the Associate or Joint Venture was associated or acquired	20/01/2012
3. Shares of Associate/ Joint Ventures held by the Company on the year end in Numbers	36,00,000
Amount of Investment in Associates/ Joint Ventures	₹ 360 Lakhs
Extend of Holding %	50%
4. Description of how there is significant influence	N.A.
5. Reason why the associate/ Joint Venture is not consolidated	N.A.
6. Net worth attributable to shareholding as per latest Audited Balance Sheet	₹ (144.52) Lakhs
7. Profit/ Loss for the year	
i. Considered in Consolidation	₹ 14.04 Lakhs
ii. Not Considered in Consolidation	NIL

For and on behalf of the Board

For KALANI & COMPANY
Chartered Accountants
FRN - 000722C

S. P. JHANWAR
Partner
M.No.074414

Place : Mumbai
Dated: 25th May, 2017

R. L. Toshniwal
DIN : 00106933
Chairman

Rakesh Mehra
DIN : 00467321
Vice Chairman

P. Kumar
DIN : 00179074
Chairman (Audit Committee)

Ravindra Kumar Toshniwal
DIN : 00106789
Managing Director

Shaleen Toshniwal
DIN : 00246432
Jt. Managing Director

J. K. Jain
Chief Financial Officer

H. P. Kharwal
Company Secretary

Annexure - II to the Directors' Report

CORPORATE GOVERNANCE REPORT

"Corporate Governance" refers to the way a corporation is governed. It is the technique by which companies are directed and managed. The Corporate Governance structure specifies the distribution of the role and responsibilities of different participants, such as, the Board, Committees, Key Managerial Personnel (KMPs), senior management staff, shareholders and other stakeholders in the organization. It also spells out the rules and procedures for decision making pertaining to corporate affairs. The Company adheres to Good Corporate Governance practices and constantly endeavours to improve by adopting emerging best practices.

I. COMPANY'S PHILOSOPHY

Banswara Syntex Limited is committed to maintain high standards of Corporate Governance practices and adherence thereto, in letter and spirit, at all times, which goes beyond mere regulatory compliances. The Company is also committed to maintain the highest level of transparency, accountability and equity in all facets of its operations. It firmly believes that Corporate Governance is about the management and conduct of an organization based on ethical business principles and commitment to values and that the same is in force at all levels within the Company. The Corporate Governance model adopted by the Company consists of a set of rules and standards with the aim of establishing efficient and transparent operations, within the organization, to protect the rights and interests of the Company's shareholders and to enhance shareholders value while complying with the provisions of law in all dealings with Government, customers, suppliers, employees and other stakeholders. It is also intended to ensure attractive returns to all stakeholders of the business based on the premise that sound Corporate Governance is the pre -requisite to success, sustainable growth and long-term value creation.

The Company has complied with the provisions of the Code of Corporate Governance as per Regulation 27 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. A report on the implementation of the provisions of the Corporate Governance is furnished hereunder:

II. BOARD OF DIRECTORS

The Board of Directors of Banswara Syntex Limited is a balanced one with an optimum mix of Executive and Non-Executive Directors. The 12 member Board comprises four executive directors viz. the Chairman, Vice Chairman, Managing Director and Joint Managing Director, all from the promoter group, and eight Non-executive Independent Directors (NEIDs), including one woman director. Thus, Independent Directors constitute 2/3rd of the Board's strength. The NEIDs are eminent professionals with vast experience in business, industry, finance and public enterprises. The Independent Directors are not related to the promoter-directors and/or to each other. The Board provides leadership, strategic guidance, objective analysis and independent views to the Company's management while discharging its fiduciary responsibilities, thereby ensuring that the management adheres to high standards of ethics, transparency and accountability.

The Directors do not have any pecuniary relationship with the Company except to the extent of the following:

(a) Whole-Time Executive Directors (WTEDs)

Remuneration as per their terms of appointment and reimbursement of expenses actually incurred for the business of the Company, within the approved terms and conditions.

(b) Non-Executive Independent Directors (NEIDs)

Reimbursement of travelling and out-of-pocket expenses along-with payment of sitting fees for the Board /Committee meetings attended by them.

Number of Board Meetings

Four Board meetings were held during the year 2016-17 i.e. on 23rd May, 2016, 8th August, 2016, 27th October, 2016 and 10th February, 2017. Frequency of and quorum etc. at these meetings were in conformity with the provisions of the Companies Act, 2013, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard 1 issued by ICSI under Section 118 of Companies Act, 2013. All the Board members, KMPs and the senior management staff have affirmed compliance with the Code of Conduct during the year ended on 31st March, 2017.

A. Composition of the Board of Directors as on 31.03.2017 and attendance at the Board meetings during 2016-17:

Name of the Director	Attendance at last AGM	No. of Board meetings attended	Category of Director	No. of directorships in other Public Limited Companies	No. of other Board Committees of which Member / Chairperson	
					Member	Chairperson
Shri R. L. Toshniwal, (Chairman) DIN: 00106933	Yes	4	WTED	1	-	-
Shri Ravindra Kumar Toshniwal (M.D.) DIN: 00106789	No	4	MD/ WTED	1	1	-
Shri Rakesh Mehra (Vice Chairman) DIN: 00467321	Yes	4	WTED	1	1	-
Shri Shaleen Toshniwal (Joint M.D.) DIN: 00246432	No	3	WTED	-	1	-
Shri P. Kumar DIN: 00179074	Yes	4	NEID	1	0	3
Shri A.N. Jariwala*, DIN: 00024008	No	1	NEID	1	1	1
Shri Kamal Kishore Kacholia DIN: 00278897	No	4	NEID	1	2	-
Shri Vijay Mehta, DIN: 00057151	No	4	NEID	4	3	-
Shri. D.P. Garg, DIN: 00003068	Yes	4	NEID	1	-	-
Dr. S.B. Agarwal, DIN: 00524452	No	4	NEID	2	1	1
Shri Vijay Kumar Agarwal, DIN: 00108710	No	2	NEID	1	-	-
Dr. Vaijayanti Ajit Pandit, DIN:06742237	Yes	4	NEID- WD	9	2	1
Shri J M Mehta**DIN:00847311	No	2	NEID	1	1	-

WTED - Whole Time Executive Director, NEID- Non Executive Independent Director, WD-Woman Director, M.D.-Managing Director
*ceased on 08.08.2016
**appointed w.e.f. 27.10.2016

B. Board Procedure

The members of the Board are provided with the requisite information as per provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 well before the Board meetings.

The Board considers all the matters which are statutorily required to be considered by it. In addition, following issues are also discussed at the meetings of the Board:

- Annual operating and capital expenditure budgets and periodical review thereof.
- Investment/expansion/modernization/diversification plans of the Company.
- Overall strategy and business plans.
- Approval of quarterly/half-yearly/annual results (after review by Audit Committee)
- Compliance with statutory/regulatory requirements and review of major pending legal cases.
- Show cause, demand, prosecution and penalty notices which are materially important.
- Non-compliance of any regulatory, statutory or listing requirement and obligations to shareholders such as non-payment of dividend, delay in share transfer, etc.
- Sale of investments, subsidiaries and assets, of material nature, which are not in normal course of business.
- Foreign exchange exposure and risks.
- Major accounting practices, provisions and write-offs/write backs.
- Transactions pertaining to acquisition/disposal of fixed assets, intellectual property rights and related parties.
- Review of working of various Committees of the Board.
- Periodical review of various Policies and compliance thereof.
- Appointment of the Statutory and Internal Auditors
- Issues regarding mergers and amalgamations, joint ventures, collaborations, etc. with any other Company/entity.
- Significant labour problems, if any.
- General industrial environment and developments related to textile industry, in particular.

All the Directors, who are members/chairpersons of the various committees of listed companies, are within the limits prescribed under Regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Directors have intimated, from time to time, about their directorship/membership of committees in other companies.

Details of Shareholdings of Directors as on 31st March, 2017:-

Sr. No.	Name of Director	Number of shares
1.	Shri R.L. Toshniwal	36,965
2.	Shri Ravindra Kumar Toshniwal	22,48,267
3.	Shri Shaleen Toshniwal	21,18,180
4.	Shri Rakesh Mehra	6,061

C. Web-link where details of familiarisation programmes imparted to Independent Directors are disclosed. www.banswarasyntex.com/ financials/Fam_Prg_ID

III. COMMITTEES OF THE BOARD

Currently, there are four Committees of the Board viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee, appointed by the Board, which focus on specific areas and take informed decisions within their delegated authority. The Committees also make specific recommendations to the Board on various matters within their terms of reference from time-to-time. Matters requiring the Board's attention/approval are generally placed before the Board by the respective Committee's Chairman. The role and composition of these Committees, the number of meetings held during the financial year and the related attendance there-at are explained in the following paragraphs.

As the Risk Management Committee is required for only top 100 BSE listed companies, the Company's Board had dissolved the Risk Management Committee in May 2016. The Share Transfer Committee was dissolved in May, 2016 while the Evaluation Committee has been dissolved by Board in its meeting held on 25th May, 2017.

A. AUDIT COMMITTEE

OBJECTIVE:

The Audit Committee has been constituted as per Section 177 of the Companies Act, 2013, and the guidelines set out in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015. The management is responsible for the Company's internal controls and the financial reporting process while the statutory auditors are responsible for conducting independent audits of the Company's financial statements in accordance with the generally accepted Auditing Practices and for issuing reports based on such audits. The Audit Committee has been constituted to assist the Board in overseeing the quality and integrity of the accounting, auditing and reporting policies/practices of the Company and its compliance with the legal and regulatory requirements. The Committee, accordingly, monitors various issues which include accounting and financial reporting process of the Company, maintenance of adequate internal financial controls, audit of the Company's financial statements, the appointment, independence and performance of the statutory as also the internal auditors, secretarial auditors and the Company's risk management policies. The Committee reviews the pending litigation cases against the Company as well as show cause notices received from various authorities. The Audit Committee also reviews the periodic internal and statutory auditors' reports.

Minutes of meetings of the Audit Committee are circulated to members of the Committee for approval within the time limit prescribed under law and reported to the Board in the next meeting.

COMPOSITION:

The Audit Committee comprises One Chairperson and Three Members viz Shri Ravindra Kumar Toshniwal, Managing Director and three Independent Director viz: Shri P. Kumar (Chairman), Shri Kamal Kishore Kacholia and Dr. S.B. Agarwal as members.

MEETINGS

Four meetings of the Committee were held during the year 2016-17 i.e. on 23rd May, 2016, 8th August, 2016, 27th October, 2016 and 10th February, 2017.

The frequency of and quorum, etc. at these meetings were in conformity with the provisions of the Companies Act, 2013, Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard 1 issued by ICSI under Section 118 of Companies Act, 2013.

ATTENDANCE

The attendance of the members at these meetings were as under:

Name of the Member	Meetings held (No.)	Meetings attended (No.)
Shri P. Kumar	4	4
Shri Kamal Kishore Kacholia	4	4
Dr. S. B. Agarwal	4	4
Shri Ravindra Kumar Toshniwal	4	4

Members of the Audit Committee have requisite financial and management expertise and hold/have held senior positions in reputed organizations.

At the invitation of the Committee, the Whole-time Director-in-charge of finance function, Chief Financial Officer, Chief Internal Auditor and Company Secretary, who also acts as the Secretary to the Committee, attend the meetings along-with representatives of various departments to give answer/clarify the specific queries, points, if any, raised by Statutory Auditors at the meetings and generally assist the Committee in its deliberations.

ROLE OF AUDIT COMMITTEE

The role and terms of reference of the Audit Committee cover the matters specified under Regulation 18 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Section 177 of the Companies Act, 2013.

TERMS OF REFERENCE OF AUDIT COMMITTEE:-

Terms of reference of the Audit Committee, inter alia, include

i) Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company.

ii) Review and monitoring the Auditors' independence and performance as also the effectiveness of audit process.

iii) Recommend the payment to statutory auditors for any other services rendered by them;

iv) Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.

v) Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the Board for approval.

vi) Approval and for any subsequent modification of transactions of the Company with related parties.

vii) Scrutiny of inter-corporate loans and investments.

viii) Valuation of undertakings or assets of the Company, wherever necessary.

ix) Review and Evaluation of internal financial controls and risk management systems.

x) Monitoring the end use of funds raised through public offers and related matters.

The Audit Committee is authorised to call comments of the Auditors about the internal control system, the scope of the Audit, observations of Auditors and review of financial statements. It has the power to investigate into any matter covered by its terms of reference and/or, referred to it by the Board.

xi) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems including internal financial controls.

xii) Establish and implement the Vigil Mechanism for Directors and employees to report their genuine concerns.

xiii) Overseeing of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, adequate and credible;

xiv) Review the functioning of the Whistle Blower Mechanism;

xv) Approval of appointment of Key Management Personnel after assessing the qualifications, experience and background, etc. of the candidate;

xvi) Carrying out any other function as mentioned in the terms of reference of the audit committee.

B. NOMINATION AND REMUNERATION COMMITTEE

OBJECTIVE

The Nomination and Remuneration Committee has been constituted as per provisions of Section 178 of Companies Act, 2013, the rule framed there-under and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The functions of the Committee are as per the provisions of the Listing Regulations and Companies Act, 2013 besides others which may be delegated to it by the Board, The Committees' role is to recommend the appointment, remuneration, etc. of Directors, Key Managerial Personnel and Senior Management Staff, to fix the criteria for appointment of Directors, KMPs & Senior Management Staff and also to evaluate the performance.

COMPOSITION:

The "Nomination and Remuneration Committee" comprises three Non-Executive Independent Directors viz: Shri P. Kumar (Chairman), Shri D.P. Garg and Dr. Vaijayanti Ajit Pandit, as Members

MEETINGS

During the year 2016-17, one meeting of the Committee was held on 27th October, 2016.

ATTENDANCE

The attendance of the members at the meeting was as under:-

Name of Member	Meeting(s) held (No.)	Meeting(s) attended(No.)
Shri P. Kumar	1	1
Shri D.P. Garg	1	1
Dr. Vaijayanti Ajit Pandit	1	1

THE TERMS OF REFERENCE OF THE COMMITTEE ARE:-

1. To formulate the criteria for qualifications, positive attributes and independence for appoint as a Director/ KMP and to recommend to the Board a policy, relating to appointment as well as the remuneration for Directors, Key Management Personnel, Senior Management Staff and other employees.
2. To identify persons who are qualified to become Directors and also those who may be appointed at Senior Management level, in accordance with the criteria laid down and recommend their appointment to the Board besides recommending removal of any Director, KMP or Senior Management Staff after consideration of a specific complaint/recommendation/reference.
3. Formulation of the criteria for evaluation of performance of Independent Directors and the Board of Directors.

   The appointment as well as remuneration to be paid to the Executive/ Whole-time Directors is recommended by the Nomination and Remuneration Committee to the Board of Directors and shareholders of the Company for their approval.

Nomination and Remuneration Policy

The Board has formulated the remuneration policy as under:

a. Structure of Remuneration for the Whole Time Directors, Key Managerial Personnel and Senior Management Staff.

   The Whole Time Directors, Key Management Personnel and Senior Management Staff receive salary and other perquisites as approved by the competent authority. The Perquisites include other allowances and specified facilities. The total emoluments comprise fixed and variable components.

   The Company's policy is that the total fixed salary should be fair and reasonable after taking into account the following factors:

   - Overall position and envisaged role in the organization
   - The scope of duties and nature of responsibilities
   - The level of skills, knowledge and experience
   - Core performance requirements and expectations from the concerned individual
   - The Company's plans, projected performance and strategy for growth
   - Knowledge & experience of Legal and Industrial Obligations

b. Structure of Remuneration for Non-executive Directors

   Non Executive Directors are being paid sitting fees for attending meetings of the Board of Directors of the Company and Committees thereof, besides reimbursement of travelling, incidental and out of pocket expenses, actually incurred, for attending the above Board/ Committee meetings as well as General Meetings or other events if any, related to the Company's affairs.

   Any increase in the maximum aggregate remuneration payable to Whole Time and Non Executive Directors beyond limits permissible under the Companies Act, 2013 is subject to the approval of the Shareholders at the General Meeting by way of special resolution and/or the Central Government, as may be applicable.

c. Structure of Remuneration for Other Employees

   The power to decide structure of remuneration for other employees has been delegated to HR Department of the Company within the overall guidelines framed by the management.

DETAILS OF APPOINTMENTS AND REMUNERATION PAID TO DIRECTORS FOR THE YEAR 2016-17:

1) Appointment and the terms thereof, of Shri R.L. Toshniwal, Chairman, have been approved for 3 (three) years from 1st January, 2015 to 31st December, 2017 in the Annual General Meeting for F.Y. 2013-14 held on 22nd September, 2014.
2) Appointment and the terms thereof, of Shri Ravindra Kumar Toshniwal, Managing Director, have been approved for 3 (three) years from 1st January, 2015 to 31st December, 2017 in the Annual General Meeting for F.Y. 2013-14 held on 22nd September, 2014.
3) Appointment and the terms thereof, of Shri Rakesh Mehra, Vice-Chairman, have been approved for 3 (three) years from 1st January, 2015 to 31st December, 2017 in the Annual General Meeting for F.Y. 2013-14 held on 22nd September, 2014.

4) Appointment and the terms thereof, of Shri Shaleen Toshniwal, Joint Managing Director, have been approved for 3 (three) years from 1st January, 2015 to 31st December, 2017 in the Annual General Meeting for F.Y. 2013-14 held on 22nd September, 2014.

The Board of Directors has decided to reappoint all the four Whole-Time Directors for a further period of 3 years w.e.f. 1st January, 2018 on the recommendation of Nomination and Remuneration Committee and subject to the Member's approval being sought in the ensuing Annual General Meeting.

The remuneration to Executive/Whole-Time Directors is paid as determined/recommended by Nomination and Remuneration Committee to the Board of Directors and as finally approved by the Shareholders in their meeting held on 22nd September, 2014.

(i) Executive Directors

(₹ in Lakhs)

Sr. No.	Name of Director	Salary (₹)	Contribution to PF, Perquisites & other payments	Total (₹)
1.	Shri R.L. Toshniwal	79.20	34.62	113.82
2.	Shri Ravindra Kumar Toshniwal	69.00	35.67	104.67
3.	Shri Rakesh Mehra	69.00	35.62	104.62
4.	Shri Shaleen Toshniwal	61.80	31.11	92.91
	Total	**279.00**	**137.02**	**416.02**

(ii) Non-Executive Independent Directors

(₹ in Lakhs)

Sr. No.	Name of Director	Amount (₹)
1.	Shri P. Kumar	3.05
2.	Shri A.N. Jariwala*	0.30
3.	Shri Kamal Kishore Kacholia	2.70
4.	Shri Vijay Mehta	1.80
5.	Shri D.P. Garg	1.55
6.	Dr. S.B. Agarwal	2.70
7.	Shri Vijay Kumar Agarwal	0.60
8.	Dr. Vaijayanti Ajit Pandit	1.50
9.	Shri J.M. Mehta (w.e.f. 27.10.2016)	0.60

*ceased to be a director w.e.f 08.08.2016

C. STAKEHOLDERS RELATIONSHIP COMMITTEE

In compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 18 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has constituted the Stakeholders Relationship Committee.

The Committee is empowered to consider and resolve the grievances of security/stakeholders of the Company. The Chairperson of the Committee is required to attend general meetings of the Company.

COMPOSITION:

The Stakeholders Relationship Committee comprises 3 Non-Executive Independent Directors, viz. Shri P. Kumar (Chairman),

Shri Kamal Kishore Kacholia and Shri Vijay Mehta, as members

The Board has designated Shri H.P Kharwal, Company Secretary, as the Compliance Officer of the Company for the purpose of investors' complaints/grievances.

MEETINGS

During the year 2016-17, one meeting of the Committee was held on 23rd May, 2016, No complaint received from a shareholder/ investor during the year and position in respect thereof was reported to Board/Stock Exchanges as part of quarterly results.

DISPOSAL OF COMPLAINTS

The shareholders' complaints are being promptly attended to and disposed off well within one month of the receipt thereof and there is no complaint pending.

ATTENDANCE

The attendance of the members at the meeting was as under:-

Name of Member	Meeting(s) held (No.)	Meeting(s) attended (No.)
Shri P. Kumar, Chairman	1	1
Shri Kamal Kishore Kacholia	1	1
Shri Vijay Mehta	1	1

D. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The Board of Directors has constituted "Corporate Social Responsibility Committee" as required under Section 135 of the Companies Act, 2013. The Corporate Social Responsibility Committee comprises of Shri Vijay Mehta as Chairman, Shri Ravindra Kumar Toshniwal (Managing Director), Shri Rakesh Mehra (Vice Chairman) and Dr. S.B. Agarwal as members.

MEETINGS

During the year 2016-17, one meeting of Corporate Social Responsibility Committee was held on 23rd May, 2016.

ATTENDANCE

The attendance of the members at the meeting was as under:-

Name of Member	Meeting(s) held (No.)	Meeting(s)attended (No.)
Shri Vijay Mehta, Chairman	1	1
Shri Ravindra Kumar Toshniwal	1	1
Shri Rakesh Mehra	1	1
Dr. S.B Agarwal	1	1

E. EVALUATION COMMITTEE

COMPOSITION:

The Evaluation Committee comprised 5 (Five) Directors viz. Dr. S.B. Agarwal (NEID Committee's), Shri R.L. Toshniwal (Chairman), Shri Ravindra Kumar Toshniwal (Managing Director), Shri Rakesh Mehra (Vice Chairman) and Shri D. P. Garg, NEID as members and Dr. S.B. Agarwal headed the Committee.

MEETINGS

During the year 2016-17, no meeting of the Committee was held. The Board has since DISSOLVED the Evaluation Committee in its meeting held on 25th May, 2017.

F. SHARE TRANSFER COMMITTEE:

The Share Transfer Committee was constituted to look into the shareholders' requests for transfer/ transmission of shares held in physical form and matters related thereto.

The Committee's primarily focus was on:

- To scrutinize the share transfer application forms received by the Company and, if found in order in all respects, to register transfers of shares in the Register of Members of the Company,
- To register various documents as mentioned above in the Register of Documents maintained by the Company,
- To approve the issue of split share certificates and new share certificates in place of defaced, torn, damaged and soiled share certificates on receipt of proper applications and other required papers and documents from the shareholders,
- To sign the share certificates and to affix the Company's Common Seal on them in accordance with the provisions of the Companies Act, 2013, Companies (Share Capital and Debentures) Rules, 2014 and those of the Articles of Association of the Company, and
- To take all other consequential and incidental actions and measures.

COMPOSITION:

The Share Transfer Committee comprised 3 members, viz. Shri R.L. Toshniwal (Chairman), Shri P. Kumar and Shri D.P. Garg.

MEETINGS

During the year 2016-17, One (1) meeting of the Committee was held on 16th April, 2016 which was attended by all the three members.

ATTENDANCE

The attendance of the members at these meeting was as under:-

Name of Member	Meeting(s) held (No.)	Meeting(s)attended (No.)
Shri R. L. Toshniwal (Chairman)	1	1
Shri P. Kumar	1	1
Shri D. P. Garg	1	1

The Board of Directors, at their meeting held on 23rd May, 2016 decided to dissolve the Share Transfer Committee. Now, Computech Sharecap Ltd., Company's share transfer agent, has been authorised to handle this work.

G. MEETING OF INDEPENDENT DIRECTORS

As required under the provisions of Companies Act, 2013 and Regulation 27 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of Independent Directors of the Company was held on -25th May, 2017 wherein Independent Directors reviewed the performance of non independent Directors including chairman and the Board as a whole, taking into account the views of Executive Directors and non-executive Directors and assessed the adequacy quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

IV. ANNUAL GENERAL MEETINGS

Last 3 Annual General Meetings of the Company were held as under:

Financial Year	Date	Time	Venue
2013-14	22nd Sept., 2014	3.30 PM	Regd. Office: Indl. Area, Dahod Road, Banswara –327 001
2014-15	12th Sept., 2015	3.30 PM	Regd. Office: Indl. Area, Dahod Road, Banswara –327 001
2015-16	27th Aug., 2016	3.00 PM	Regd. Office: Indl. Area, Dahod Road, Banswara –327 001

Special Resolutions passed in the last 3 AGMs: The details of special resolutions passed at AGMs during last 3 years i.e. 2014, 2015 & 2016 are as under:-

Sr. No.	AGM held on	Special Resolution Passed
1.	22nd Sept. 2014	1. Re-appointment of Shri R.L. Toshniwal as Chairman. 2. Re-appointment of Shri Ravindra Kumar Toshniwal as Managing Director. 3. Re-appointment of Shri Rakesh Mehra as Vice-Chairman. 4. Re-appointment of Shri Shaleen Toshniwal as Jt. Managing Director. 5. Acceptance of Deposits from members and/or public under Sections 73 and 76 of the Companies Act, 2013.
2.	12th Sept. 2015	1. Acceptance of deposit from Members and public. 2. Related Party Transactions/Contract, with Banswara Global Limited. 3. Related Party Transactions/Contract, with Treves Banswara Pvt. Limited 4. Approval of the Related Party Transactions/Contract.
3.	27th August, 2016	1. Acceptance of deposit from Members and public. 2. Adoption of new Articles of Association of the Company.

V. POSTAL BALLOT

During the financial year 2016-17, there was no Resolution passed through Postal Ballot.

VI. DISCLOSURES

1. Disclosure on materially significant related party transactions that may have potential conflict with the interests of Company at large.

The Company has entered into certain transactions with its Promoters, Directors and the Management related parties in the ordinary course of business as approved by the shareholders; these transactions do not have any potential conflict with the interests of the Company at large. The Company has complied with the mandatory requirements of Listing Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 as also with the requirements of Accounting Standard and Companies Act, 2013.

2. Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchanges or The Securities and Exchange Board of India, or any other statutory authority, on any matter related with the capital market.

No penalties or strictures have been imposed on the Company by the Stock Exchanges or Securities and Exchange Board of India or any other statutory authority, on any matter related to the capital market, during the year.

3. Whistle Blower Policy.

In compliance of Section 177 of the Companies Act, 2013, the Company has formulated Vigil Mechanism/Whistle Blower Policy to develop a culture where-in it is possible for all employees to raise concern about any poor or unacceptable practice, to adhere to the highest standards of ethics, moral and legal and conduct of business operations. The vigil (Whistle Blower) Mechanism provides a channel to the employees and Directors to report to the management about unethical behavior, actual or suspected fraud or violation of the Code of Conduct or policy. The policy is also displayed on the Company's website. i.e. www.banswarasyntex.com

VII. MEANS OF COMMUNICATION

Quarterly Results: Quarterly and half yearly results, as approved by the Board of Directors, are submitted to the Stock Exchanges and published in Hindi & English newspapers viz: Rajasthan Patrika/Dainik Bhaskar and Business Standard.

News Releases: Information is released to the press at the time of declaration of financial results which are sent to BSE and NSE, where the shares of the Company are listed.

Media: Interviews of Chairman and/or Managing Director regarding working of the Company are conducted fairly regularly, by print as well as electronic media and published/broad cast/telecast at times.

Periodicals: Company's news and reports regarding its plans, activities, working results, etc. appear in financial papers, journals, etc. once in a while.

Annual Report: Annual Report containing, inter alia, Audited Financial Statements, Directors' Report, Reports on Corporate Governance, Management Discussion and Analysis and other information which form part of the Annual Report, is posted to all the shareholders of the Company.

Website: The Company has a website under the name www.banswarasyntex.com which contains information regarding the history of the Company, its shareholding pattern, investors' up-date, various policies, Institutional Investor con-call/Institutional analysis Meets, Investor Presentations, the Company's products, its achievements, various other important news and latest information related to the Company's activities, progress and current events.

VIII. GENERAL SHAREHOLDERS' INFORMATION

1. Annual General Meeting (to be held)

Date : 14th September, 2017
Time : 3.00 p.m.
Venue : Industrial Area, Dahod Road, Post Box No. 21, Banswara – 327 001 (Raj.)

2. Financial Year (Tentative Calendar of events)

Financial Year: April, 1, 2017 to March,31, 2018.

First Quarter Results & Limited Review	Within 75 days from the end of quarter.*
Second Quarter/Half Yearly Results & Limited Review	Within 75 days from the end of quarter.*
Third Quarter Results & Limited Review	Within 45 days from the end of quarter.
Audited Annual Results (2017-18)	Within 60 days from the end of year.

* In view of applicability of IND-AS, and under circular No. CIR/CFD/FCA/62/2016 Issued by the Securities and Exchange Board of India dated 5th July, 2016.

3 Dates of Book Closure

The register of members and share transfer books of the Company shall remain closed from 8th September, 2017 to 14th September, 2017 (both days inclusive).

4 Dividend Payment Date (Tentative)

Dividend for the year 2016-17, if approved by the shareholders, will be paid on or after 18th September, 2017.

5. Listing of Equity Shares on Stock Exchanges

The Company's Shares are listed on:

(i) BSE Limited, Mumbai
Floor 25, P.J. Towers, Dalal Street, Mumbai- 400 001

(ii) National Stock Exchange of India Ltd., Mumbai (NSE).
"Exchange Plaza", Bandra-Kurla Complex,
Bandra (E), Mumbai- 400 051

During the year, the Company has issued 186696 equity shares to the shareholder of the erstwhile Banswara Fabrics Limited (BFL) due to Amalgamation of BFL into Banswara Syntex limited by the order of Hon'ble High Court of Rajasthan, Jodhpur. Listing approval for the above issue of shares has been received from the Stock Exchanges.

The requisite listing fees for the year 2017-18 have been paid to both the Stock Exchanges.

6. Stock Code

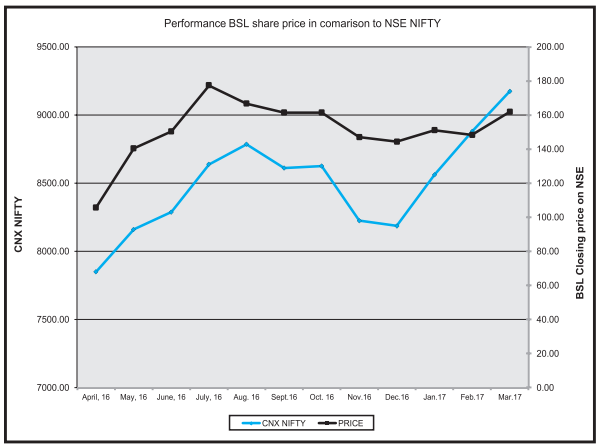
Number in NSDL and CDSL for equity shares - ISIN INE 629 D01012
BSE Limited, Mumbai - 503722
National Stock Exchange of India Ltd., Mumbai - BANSWRAS

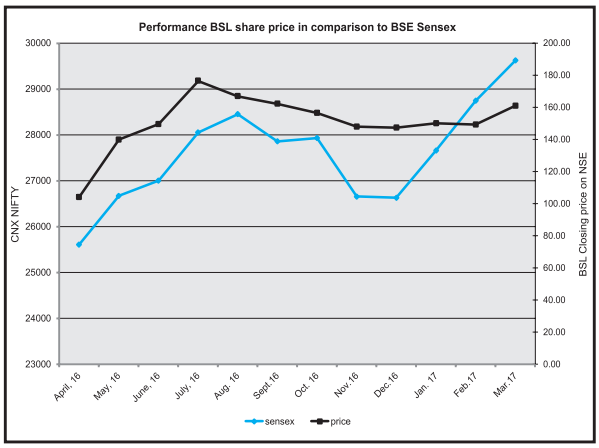
7. Stock Market Price Data

Monthly high/low market prices of the Company's equity shares traded on BSE Limited, Mumbai and National Stock Exchange of India Ltd., Mumbai, during the last financial year are as follows :-

Month	BSE LIMITED		NATIONAL STOCK EXCHANGE OF INDIA LTD.	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April, 2016	112.80	86.00	114.90	86.20
May, 2016	156.50	100.10	155.00	101.05
June, 2016	155.00	131.50	155.05	130.00
July, 2016	178.00	141.60	179.00	140.55
August, 2016	191.60	157.50	194.40	158.00
September, 2016	174.50	158.85	174.75	158.50
October, 2016	195.00	142.40	174.75	158.50
November, 2016	162.45	135.00	159.80	135.70
December, 2016	149.80	136.50	151.90	136.60
January, 2017	163.90	140.00	161.00	135.10
February, 2017	160.00	137.95	160.00	137.00
March, 2017	167.50	143.00	168.40	142.95

8. Performance of Company's Shares in comparison to BSE & NSE





9. Registrar & Share Transfer Agent

M/s. Computech Sharecap Limited
147, Mahatma Gandhi Road,
Fort, MUMBAI-400 001
Tel: 022-22635000-01,
Fax: 022-22635005
e-mail:helpdesk@computechsharecap.in
Website: www.computechsharecap.in

10. Share Transfers

Since the Company's shares are traded in the dematerialized form on the Stock Exchanges, bulk of the transfers take place in the electronic form only.

M/s. Computech Sharecap Limited, 147, Mahatma Gandhi Road, Fort, Mumbai-400 001, is RTA, for effecting transfers of shares held in both the demat as well as physical form. The Board of Directors in its meeting held on 12th February, 2015, has delegated powers of share transfer/transmission/split etc. to RTA which shall be periodically placed before Board for its approval in its every meeting. Physical transfers are effected within fifteen days. The Board has designated the Company Secretary as the Compliance Officer. The Company obtains, from a Company Secretary in practice, half-yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and files a copy of the certificate with the Stock Exchanges.

11. Distribution of shareholding

i. Shareholding Pattern as on 31st March, 2017

Sr. No	Category	Number of Shares held	Shareholding (%)
1.	Promoters & promoter group	10086501	58.93
2.	Mutual Funds	4775	0.03
3.	Banks, Financial Institutions, Insurance Companies (Central/ State Govt. Institutions, Non-Government Institutions)	3634	0.02
4.	Foreign Institutional Investors	808780	4.73
5.	Private Corporate Bodies	2726317	15.93
6.	Indian Public	3242815	18.94
7.	NRIs/OCBs /Foreign Nationals	243220	1.42
8.	Any other	-	-
	Grand Total	**17116042**	**100.00**

ii. Distribution of Shareholding as on 31st March, 2017

(a) Number-wise

Number of Shares	No. of Shareholders	Shareholders (%)	Number of share held	Voting Strength (%)
1 to 500	9528	90.07	922320	5.39
501 to 1000	471	4.45	360604	2.11
1001 to 2000	244	2.31	360473	2.10
2001 to 3000	104	0.98	263013	1.54
3001 to 4000	52	0.49	184115	1.08
4001 to 5000	43	0.41	196688	1.15
5001 to 10000	57	0.54	410041	2.39
10001 & above	80	0.76	14418788	84.24
Total	**10579**	**100.00**	**17116042**	**100.00**

(b) Category wise

Category	No. of shareholders	Shareholders (%)	Number of share held	Voting Strength (%)
Physical	5173	48.90	419639	2.45
Electronic	5406	51.10	16696403	97.55
Total	**10579**	**100.00**	**17116042**	**100.00**

12. Re-appointment of Directors

A. Executive Directors

The Nomination and Remuneration Committee and Board of Directors of the Company, at their meetings held on 25th May, 2017, have recommended the re-appointment of Shri R.L. Toshniwal as Chairman, Shri Ravindra Kumar Toshniwal as Managing Director, Shri Rakesh Mehra as Vice-Chairman and Shri Shaleen Toshniwal as Jt. Managing Director for a further period of 3 years from 1st January, 2018 to 31st December 2020. The Resolutions for re-appointment of these directors are being put up before the shareholders in the Annual General Meeting for their approval.

Brief particulars of Shri R.L.Toshniwal, Shri Ravindra Kumar Toshniwal, Shri Rakesh Mehra and Shri Shaleen Toshniwal are given below:-

Shri R.L. Toshniwal, aged 83 years, is the main promoter and currently Chairman of the Company. He is Masters in Textiles from Leeds University, UK. He has 54 years' vast experience of textile industry. He joined the Company in 1976. He has been associated with a number of business organizations since the beginning of his career. He is Ex-Chairman of Rajasthan Textile Mills Association, Ex-President of Indian Spinners Association and Ex-Chairman of the Synthetic & Rayon Textile Export Promotion Council (SRTEPC). Being an industrialist with high social obligations, he is associated with a number of charitable trusts also.

Name of Public Limited Companies in which Shri R.L. Toshniwal is Director:

Sr. No.	Name of the Company
1.	NIL

Name of Public Limited Companies in which Shri R.L. Toshniwal is Member/ Chairman of any Committee.

Sr. No.	Name of the Company
1.	NIL

Shri R.L.Toshniwal, Shri Ravindra Kumar Toshniwal, Shri Rakesh Mehra and Shri Shaleen Toshniwal are relatives among each other.

Shri Ravindra Kumar Toshniwal, aged 53 years, is a B.Tech (Chem.) from IIT, Mumbai. He has undergone OPM course of Harvard University, USA. He is having over 25 years' experience in textile industry. He is also looking after overall activities of the Company. He has traveled extensively to Europe, US and other developed countries to promote the products of the Company. He has associated a number of reputed buyers all over the world as a result of which the exports of the Company have increased substantially over the last thirteen years.

Sr. No.	Name of the Company
1.	NIL

Name of Public Limited Companies in which Shri Ravindra Kumar Toshiwal is Member/ Chairman of any Committee.

Sr. No.	Name of the Company
1.	NIL

Shri R.L.Toshniwal, Shri Ravindra Kumar Toshniwal, Shri Rakesh Mehra and Shri Shaleen Toshniwal are relatives among each other.

Shri Rakesh Mehra, Aged 60 Years, is a Chartered Accountant having 29 years experience in the Textile Industry. In the past, he has been the Chairman of SRTEPC. He was the Chief Executive of M/s. RR Toshniwal Enterprises before joining the Company. Shri Mehra looks after entire gamut of Commercial and Financial activities besides export Sales of Yarn.
Name of Public Limited Companies in which Shri Rakesh Mehra is Director:

Sr. No.	Name of the Company
1.	Excel Pack Ltd.

Name of Public Limited Companies in which Shri Rakesh Mehra is Member/Chairman of the Committee.

Sr. No.	Name of the Company
1.	NIL

Shri R.L.Toshniwal, Shri Ravindra Kumar Toshniwal, Shri Rakesh Mehra and Shri Shaleen Toshniwal are relatives among each other.

Shri Shaleen Toshniwal, aged 40 years, is a Bachelor in Business Management from Bentley College, USA, and has over 13 years' experience in the textile industry. He looks after all the readymade garment units of the Company at Daman and Surat.

Name of Public Limited Companies in which Shri Shaleen Toshniwal is Director:

Sr. No.	Name of the Company
1.	NIL

Name of Public Limited Companies in which Shri Shaleen Toshiwal is Member/ Chairman of any Committee.

Sr. No.	Name of the Company
1.	NIL

Shri R.L.Toshniwal, Shri Ravindra Kumar Toshniwal, Shri Rakesh Mehra and Shri Shaleen Toshniwal are relatives among each other.

Re-appointment of Director(s) retiring by rotation

The Board of Directors of the Company, at their meetings held on 25th May, 2017, have recommended the re-appointment of Shri R.L. Toshniwal, who is retiring by rotation as Director and is eligible for re-appointment. The Resolution for re-appointment of Shri R.L. Toshniwal is being put up before the shareholders in the ensuing Annual General Meeting for their approval.

Brief particulars of Shri R.L. Toshniwal are given in point No.12 (a) for re-appointment as chairman.

(B) Re-appointment of Non-Executive Independent Director

Shri J.M. Mehta was appointed as an additional Director of the Company, by Board in its Meeting held on 27th October, 2016, as per the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company. He shall hold office upto the date of the ensuing Annual General Meeting of the Company and is eligible for appointment as a Director. A proposal for his re-appointment as recommended by Nomination & Remuneration Committee is being placed before the ensuing Annual General Meeting for approval by the shareholders.

Brief particulars of the Shri J.M Mehta are given below:-.

Shri J.M. Mehta has career spanning over 41 years since 1971; he has been CEO, with total responsibility of a Company, reporting directly to Chairman. He has an Excellent track record in managing various types of companies like, Oil & Gas (Refinery), Textiles, Chemicals , Power , News Paper, etc.

Name of Public Limited Companies in which Shri J.M. Mehta is Director:

Sr. No.	Name of the Company
1.	Technocraft Industries Limited

Name of Public Limited Companies in which Shri J M Mehta is Member/ Chairman of any Committee.

Sr. No.	Name of the Company
1.	NIL

13. Relationship among Directors

Except as detailed below, other Directors do not have any relationship with each other.

Sr. No.	Name of Director	Relationship
1.	Shri R.L. Toshniwal (Chairman)	1. Shri Ravindra Kumar Toshniwal and Shri Shaleen Toshniwal- Sons 2. Shri Rakesh Mehra-Daughter's Husband
2.	Shri Ravindra Kumar Toshniwal (Managing Director)	1. Shri R. L. Toshniwal- Father 2. Shri Shaleen Toshniwal-Brother
3.	Shri Shaleen Toshniwal (Jt. Managing Director)	1. Shri R.L. Toshniwal- Father 2. Shri Ravindra Kumar Toshniwal-Brother

14. Dematerialization of shares and liquidity

The Company's shares are available for dematerialization on both the Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Shares of the Company are to be delivered compulsorily in the demat form on Stock Exchanges by all investors. Shares representing 97.55% of the Paid-up Capital have so far been dematerialized by Investors.

15. Outstanding GDRs / ADRs / Warrants and Convertible Instruments

As on the date, the Company has not issued any GDRs/ADRs/Warrants or any other instrument which is convertible into Equity Shares of the Company.

16. Plant Locations

1.	Banswara Syntex Ltd. Banswara Syntex Ltd. Unit – BTM Banswara Syntex Ltd. Unit - BFL Banswara Syntex Ltd. Unit – BJF Banswara Syntex Ltd. Unit – TPP	Industrial Area, Dahod Road Banswara-327 001 (Rajasthan)
2.	Banswara Syntex Limited Readymade Garment Unit - I "Banswara Garments" Readymade Garment Unit – II "Banswara Garments" Readymade Garment Unit – III "Banswara Garments"	98/3, Village Kadaiya Nani Daman Distt. DAMAN-396 210 (U.T.) Survey No.713/1, 713/2, 713/3, 725/2 and 725/1 Village Dabhel, Nani Daman Dist. Daman-396 210 (U.T.) Survey No.722/9 Village Dabhel, Nani Daman Dist. Daman-396 210 (U.T.)

	Readymade Garment Unit – IV "Banswara Garments"	Plot No.85/3, 85/4, and 86/2 Village Kadaiya, Daman Industrial Estate, Nani Daman DAMAN-396 210 (U.T.)
3.	Banswara Syntex Limited Banswara Apparel.	Plot No. 5 & 6, GIDC Apparel Park SEZ Sachin SURAT – 394 230 (Gujarat)

17. Registered Office

Industrial Area, Dahod Road, Post Box No. 21, BANSWARA-327 001 (Rajasthan)

18. Address for Correspondence

The Company has appointed M/s. Computech Sharecap Limited as Common Agency for share registry work both for electronic and physical mode of shares.

Shareholders can make correspondence at the following addresses for share transfer matters and other grievances, if any:-

(a) Mrs. G.K. Dadyburjor
M/s. Computech Sharecap Limited
147, Mahatma Gandhi Road
Fort, MUMBAI-400 001

(b) Registered Office:
Mr. H.P. Kharwal
Industrial Area, Dahod Road, Post Box No. 21
Banswara – 327 001 (Raj.)

19. Non-Mandatory Requirements under Regulation 33 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. **Shareholders' Rights:** The Quarterly Financial Results as per Listing Regulation 47 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are published in newspapers. The complete Annual Report is sent to every shareholder of the Company.
2. **Audit Qualifications:** The Company generally presents unqualified financial statements. As regards the Statutory Auditors' observations, the relevant Notes on Significant Accounting Policies, Notes on Accounts and other disclosures are self explanatory and therefore, do not call for any further comments, except in the matter of non payment of Custom Duty of ₹282.69 Lakhs for which the matter is under appeal before CESTAT, Ahmedabad and at Rajasthan High Court, Jodhpur and non payment of Income Tax of ₹589.36 Lakhs for which the matter is under appeal with CIT (Appeals), Udaipur. These liabilities will be met, if necessary, on final decision of the respective Appellate Authorities.
3. **Separate posts of Chairman and CEO:** The Company has appointed Shri R.L. Toshniwal as the Chairman and Shri Ravindra Kumar Toshniwal as the CEO of the Company.
4. **Reporting of Internal Auditor:** The Internal auditors of the Company are directly reporting to Chief Internal Auditor (CIA) and CIA is reporting to Audit Committee.

IX. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct to regulate, monitor and report trading by insiders under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. This Code of Conduct also includes code for practices and Procedures for fair disclosure of unpublished price sensitive information and has been made available on the Company's website at www.banswarasyntex.com.

For **BANSWARA SYNTEX LIMITED**

R.L. TOSHNIWAL
Chairman
DIN: 00106933

Place: Mumbai
Date: 25th May, 2017

CEO/ CFO CERTIFICATION

Certificate from CEO/ CFO for the Financial Year ended 31st March, 2017

We the undersigned, in our respective capacities as Chief Executive Officer & Managing Director, and Chief Financial Officer of Banswara Syntex Limited ("the Company") to the best of our knowledge and belief certify that:

1. We have reviewed the Financial Statements and the Cash Flow Statement for the year ended 31st March, 2017 and that to the best of our knowledge and belief, we state that;

a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading, and

b) these statements present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.

2. We further state that, to the best of our knowledge and belief, no transactions entered into by the Company during the year, are fraudulent, illegal or violative of the Company's Code of Conduct.

3. We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps that we have taken or propose to take to rectify these deficiencies.

4. We have indicated to the Auditors and the Audit Committee:

a) significant changes, if any, in internal control over financial reporting during the year;

b) significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

c) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system or financial reporting.

For **BANSWARA SYNTEX LIMITED**

RAVINDRA KUMAR TOSHNIWAL
(Chief Executive Officer & Managing Director)

For **BANSWARA SYNTEX LIMITED**

J.K. JAIN
(Chief Financial Officer)

Place: Mumbai
Date: 25th May, 2017

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

The Company has obtained a Certificate from Auditors regarding compliance of conditions of Corporate Governance as stipulated under Regulation 27 of The Securities and Exchange Borad of India (Listing Obligations and Disclosure Requirements). Regulations, 2015. The said Corporate Governance Certificate is annexed to this report.

For **BANSWARA SYNTEX LIMITED**

R.L. TOSHNIWAL
Chairman
DIN: 00106933

Place: Mumbai
Date: 25th May, 2017

DECLARATION FOR CODE OF CONDUCT

As provided under regulation 26 (3) of the Securities and Exchange Borad of India (Listing Obligations and Disclosure Requirements) Regulations 2015, all Board member, key managment personnel and serior managment staff have affirmed comliance with Banswara Syntex Limited code of conduct for the year ended March 31, 2017.

For **BANSWARA SYNTEX LIMITED**

RAVINDRA KUMAR TOSHNIWAL
Managing Director
DIN: 00106789

Place: Mumbai
Date: 25th May, 2017

CERTIFICATE

To the Members of Banswara Syntex Limited,
Banswara

We have examined the compliance of conditions of Corporate Governance by Banswara Syntex Limited for the year ended on 31st March, 2017 as stipulated in Regulation 27 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation thereof adopted by the Company for ensuring the compliance with the conditions of the 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 and the representations made by the Directors and the Management to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 27 of the above-mentioned The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We state that no investor's grievance is pending for a period exceeding one month against the Company as per the records maintained by the Stakeholders Relationship Committee.

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 **KALANI & COMPANY**
Chartered Accountants
FRN-000722C

S.P. JHANWAR
Partner
M. No.074414

Place: Mumbai
Date : 25th May, 2017

Annexure-II (Contd.) to Director Report

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INTRODUCTION

The Indian textile industry has significant role in the Indian economy. It brings in the net foreign exchange earnings and contribution to the GDP. The textiles sector is the second largest provider of employment after agriculture. Thus, the growth and all round development of this industry has a direct bearing on the improvement of India's economy and Textiles exports from India is expected to touch US$ 185 billion by the year 2024-25.

India is the one of the World's largest producers of textiles specially the yarns. The Indian Textiles Industry accounts for about 24% of the World's spindle capacity and 8% of Global rotor capacity. The potential size of the Indian textile and apparel Industry is expected to reach US$ 223 Billion by 2021.

RISK AND CONCERN

Management Discussion and Analysis mainly comprise the statements which may, inter alia, involve predictions based on perceptions and may, therefore, be prone to risks and uncertainties. It is the sum total of the Company's expectations, beliefs, estimates and projections which may be forward looking within the meaning of applicable laws and regulations. The actual results could differ materially from those expressed herein specifically or impliedly.

The important factors that could make a difference to the Company's operations include availability and cost of raw material, cyclical demand and pricing of the products, changes in Government regulations, tax regimes, economic developments within India and the countries in which the Company conducts business, India's Free Trade Agreements with other countries, prevailing exchange rate of INR against other currencies, availability of skilled and unskilled workforce and other incidental factors. The shareholders are cautioned to keep this in view in conjunction with the Company's financial statements.

CORE BUSINESS AND PRODUCTS

The core business of the Company is manufacturing and marketing of spun synthetic blended yarn, wool and wool mix yarn, spun synthetic and worsted fabrics, cotton & linen fabrics besides readymade garments. The Company also produces shirting and technical fabrics. Treves Banswara Private Limited, the Joint venture Company, is producing automotive fabrics. The Company perceives good scope for increase in demand, production and sale of its products.

OUTLOOK

Your Company's future growth is built on two parallel growth drivers viz., domestic consumption of fabrics & garments and large global opportunities in textiles & clothing.

For the FY 2017-18, the estimated total revenue of the Company is expected to be ₹1300 Crores, which is about 4.50% higher than the actual revenue for the year 2016-17. The Company is focused towards increase in sales of value-added products in yarn, fabric and readymade garments. As the Company increases its share of value added products, its EBIDTA margin is expected to improve.

On the whole the outlook for the Company continues to remain positive.

INDUSTRY STRUCTURE, ITS DEVELOPMENT

Under the Foreign Trade Policy 2015- 2020, the export obligation for domestic procurement of capital goods under EPCG has been reduced from 90% to 75%. The said Policy has also introduced a single Merchandise Exports from India Scheme (MEIS) as against 5 different schemes for rewarding merchandise exports with different kinds of scripts with varying conditions. This has simplified the procedure/documentation to get the export benefits quickly, which will promote textile exports from India.

During the year under review, the consumer demand continued to be sluggish across the textile and apparel sector, resulting in continuous pressure on sales and margins. The textile industry is labour intensive and as the Central Government's Scheme i.e. National Rural Employment Guarantee Scheme, has provided more opportunities for workers; The Textile Industry is facing labour shortage particularly since November, 2016. The availability of the requisite labour for running the plants has become very difficult.

The Government has proposed the implementation of Goods and Services Tax (GST) for textile industry also. The Tax rate under Goods and Services Tax (GST) is awaited.

A comparative position of the Company's manufacturing capacities in the last 2 financial years is as under.

Sr. No.	Particulars	Installed Capacity as at	
		31.03.17	31.03.16
1.	Spinning (spindles)		
	a) Synthetic Blended yarn	136552	130552
	b) Worsted Yarn	21120	21120
	c) Airjet Yarn	592	592
2.	Fibre,Yarn & wool Dyeing (MT/ Month)		
	a) Fibre	1050	1050
	b) Yarn	150	150
3.	Fabric Weaving (No. of Looms)		
	a) Fabric Weaving	436	368
	b) Jacquard and Jacquard Technical Fabrics	34	34
4.	Fabric Processing (Lakh Mtrs./month)	50	50
5.	Suitings		
	Trousers – Lines	22	23
	Pcs/month	336875	345000
	Jackets, weast coat, and Seat Cover-Lines	7	5
	(Pcs/month)	44375	37500
6.	Thermal Power Plant (MW) (Coal based)	33	33

During the year under review, the Company invested ₹ 67 crores (previous year - ₹ 30.29 crores) for modernization of its production capacities. The capital-work-in-progress at ₹ 4.00 crores (previous year ₹ 7.86 crores) with advances to capital goods' suppliers aggregating ₹ 3.44 crores (previous year ₹ 3.04 crores) at the end of the respective periods.

OPPORTUNITIES & THREATS:

The Company is consuming about 29% of its yarn production for its fabric manufacturing and about 20% of its fabric production for its garment conversion. The Company is looking for more avenues for forward integration and, as such, the availability of the material from the preceding stage is a big advantage. Your Company produces all types of yarns and fabrics i.e. polyester viscose lycra, dyed RFD, cotton piece dyed, linen, all wool and wool blends etc. Thus, your Company is a single source of supply for all these types of fabrics. It has flexibility to increase fabric production as per market demand. The Company has its own design studio and has developed world class range which is being displayed to the customers within and outside India. As there is variety of fabrics available in its product line, your Company anticipates deeper penetration in the domestic and international markets. We expect to increase the business with the new customers while retraining and strengthening the volumes with the existing clientele.

The Government of India has since announced the biggest tax reform in the country by implementing the Goods and Services Tax (GST). As ours is Composite Mill, we procure the fiber as raw material. The tax payment at the initial point of input will be lower in comparison to the others competitors in the non composite set up. This may create a competitive edge for the Company.

The world's largest retailers like Zara and H&H have increased their market presence in India. They have now opened their large size retail store in big cities. We are an existing supplier to these brands for their international supply; therefore they enter in India, our business with them for their India operation is likely to grow in big way.

The U.S.A. has recently announced that they are not going to be the part of proposed Agreement (TPP) wherein duty free import was permitted from certain countries. India was not a part of this Trans Pacific Partnership Agreement and therefore the other competing countries were expecting a competitive edge over India. Now, with this latest announcement by the new President of U.S.A. Indian Textile Industry is likely to get an advantage while exporting to as its U.S.A. have substantial export to U.S.A.

In view of implementation of the Goods and Services Tax (GST) in India, the overall last price of products will increase; further the textile industry mainly yarns and fabrics which was enjoying the benefit of No Duty will fall into the tax bracket. It will reduce the overall export incentives being given to the textiles. The Indian textile products will therefore become costlier in the Goods and Services Tax (GST) therefore regime.

SEGMENT-WISE PERFORMANCE

The Company is engaged in manufacture of Textile products having integrated working and captive power generation. For management purposes, the Company organized in to major operating activity of the textile products. The Company has no activity outside India except export of textile products manufactured in India. Thereby, there is no geographical segment and no segment-wise information is reported.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has well laid out policies and procedure for Internal Financial Controls and for ensuring orderly and efficient conduct of its business, including, the safeguarding of its assets, prevention and detection of frauds, errors and irregularities, the accuracy and completeness of the accounting records and timely preparation of reliable financial information.

All transactions are duly authorized, properly recorded and accurately reported. Internal control system consists of in-house audit team by headed by Chief Internal Auditor to carry out internal audits and create an in-built internal checking mechanism and covering all units and business operation within a specified time frame. In addition, the Company has also appointed independent Chartered Accountant firms to carry out internal audit regularly. The Company has Audit Committee of the Board, the composition and functions of which are furnished in the Corporate Governance Report as part of the Annual Report. The Company is also in the process of implementation of SAP which is a world proven system of accounting and controls.

The Audit Committee reviews the adequacy and effectiveness of Internal Financial Control Systems and provides guidance for further strengthening them.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The operating performance of the Company has been detailed in the first two paragraphs of the Directors' Report under the heads 'Financial Review' and 'Operations.' The profit before tax for the year 2016-17, at ₹ 22.91 crores, works out to 1.84% of sales as against ₹ 43.83 crores, i.e. 3.46% of sales in the previous Financial Year- 2015-16.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES AND INDUSTRIAL RELATIONS FRONTS,

The FY 2016-17 was a year for consolidation and improvement in the overall Human Resource development strategy of the Company.

Performance Planning was done using the new Human Resource Information System (HRIS) platform developed externally, for end to end tracking of all Human Resource activities across all locations and functionalities at Banswara Syntex Limited. Various training sessions were conducted to educate employees across all locations to use the HRIS system to its optimum effectiveness. Later in the year due to technical difficulties it was decided to move the HRIS data on to Google G-Suite, a cloud based Google product along with the email platform for improved collaborative decision making.

Another Performance Appraisal cycle was successfully completed across all locations and the annual increments were awarded based on performance differentiation. The Goal setting process though was not up to the mark which is set to be revamped for the FY17-18 using the G-Suite platform.

Various HR policies were reviewed in FY 16-17 post 5 years period since their deployment in FY 12-13. It was decided to revisit the overall TADA structure post Goods and Services Tax (GST) rollout considering their financial impact and the effect on the benefits being passed on to the employees.

Yet another year was completed under the 'National Skill Development Program (Integrated Skill Development Scheme)' of Ministry of Skill Development and Entrepreneurship of Government of India as Banswara Syntex is one of the registered 'Skill Development "Centers" at Banswara, Rajasthan. A total of about 481 workers were trained under the program over the FY 2016-17. The IR situation was good and there was industrial peace.

Budgeting exercise for the sales targets for FY 2017-18 was initiated in December 2016. HR acted as a consolidator for information under the guidance from the CFO's & MD's offices for the budgeting exercise. The exercise was focused on developing a further robust sales & marketing strategy keeping in view the overall changes in the business environment globally.

Garments Unit Surat had a change in the leadership during the year under report. Various processes were reviewed and HR initiatives were undertaken, in order to reinvigorate unit Surat under this changed leadership.

We have co-covered all employees with employee – employer contributory insurance policies with. Group Personal Accidental Insurance (GPA) for all locations and Mediclaim Insurance (GMC) for the employees at Daman (No ESIC) and Mumbai (COLI). It is planned to include other units in subsequent years.

Various other HR initiatives were undertaken, from time to time, to maintain healthy working environment for all employees at Banswara, Daman, Surat and Mumbai. Banswara Syntex Limited remains an equal opportunity employer. To safeguard its female employees, it has all its Anti Sexual Harassment committees actively working as per the statute. No such incident has been reported till date and all steps are being taken to ensure the status quo in future.

No. of people employed across Banswara Syntex group is as below:

Banswara	Staff	1260	Surat	Staff	153
	Workers	8900		Workers	1820
	Sub Total	10160		Sub Total	1973
Daman	Staff	220	Mumbai	Staff	156
	Workers	2700		Workers	-
	Sub Total	2920		Sub Total	156

Staff	**1789**
Workers	**13420**
Total	**15209**

For and on behalf of the Board

R.L. TOSHNIWAL
Chairman
DIN: 00106933

Place: Mumbai
Date: 25th May, 2017

Annexure-III to the Directors' Report

REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FINANCIAL YEAR 2016-17

1. The Company's Board of Directors approved CSR Policy in its meeting held on 27.5.2015.
2. Considering the significance of a CSR program and the critical role that it plays in business strategy, the Company's CSR policy is based on:
   - Fitment with business objectives of the Company.
   - Emphasis on commitment to CSR
   - Involve external unbiased agencies
   - Encourage employees and consumers with words of mouth
   - Select social initiatives with high issue support
3. The Company's focus on the following strategic areas:
   - Environmental Green Cover/Waste Management & Recycling
   - Women & Child Empowerment by Skill Development through Vocational Training
   - Preventive Health Care
   - Senior Citizen Welfare

   Web-link - http://banswarasyntex.com/financials/CSR_POLICY.pdf
4. The Composition of the CSR Committee.

The composition of CSR Committee constituted by Board of Directors is as under:-

1 Shri Vijay Mehta, Chairman
2. Shri Ravindra Kumar Toshniwal, Member
3. Shri Rakesh Mehra, Member
4. Dr. S.B. Agarwal, Member
5. Company's obligation under CSR during 2016-17

   a. Average net profit of the company for last three financial years (PBT) : ₹ 3544.39 lakhs

   b. Prescribed CSR Expenditure (two percent of the average amount as in above) : ₹ 70.89 lakhs

   c. Details of CSR spent during the financial year :

      (i) Total amount to be spent for the financial year: : ₹ 47.59 lakhs

      (ii) Amount unspent, if any : ₹ 23.30 lakhs

      (iii) Manner in which the amount spent during the financial year is detailed below :

(1) Sr. no.	(2) CSR Project or activity identified	(3) Sector in which the project is covered	(4) Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	(5) Amount outlay(budget) project or programs- wise (₹ in Lakhs)	(6) Amount spent on the projects or programs Sub- heads (1) Direct expenditure on projects or programs (2) Over – heads (₹ in Lakhs)	(7) Cumulative expenditure up to the reporting period	(8) Amount spent Direct or through implementing agency
1.	Training to promote rural sports, nationally recognised sports, Paralympics sports and Olympic sports	Rural Sports (Social)	Banswara, Rajasthan	-	1.85	-	Direct

(1) Sr. no.	(2) CSR Project or activity identified	(3) Sector in which the project is covered	(4) Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	(5) Amount outlay(budget) project or programs- wise (₹ in Lakhs)	(6) Amount spent on the projects or programs Sub- heads (1) Direct expenditure on projects or programs (2) Over – heads (₹ in Lakhs)	(7) Cumulative expenditure up to the reporting period	(8) Amount spent Direct or through implementing agency
2.	Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;	Economic	------- do------	-	5.50	-	Direct
3.	Plantation in the forest surrounding Banswara	Environmental	------- do------	5.00	15.15	-	------- do------
4.	Build Public Toilets & Making available safe drinking water	------- do------	------- do------	5.00	9.10	-	------- do------
5.	Set up a Re-cycling facility for Solid Waste in the Banswara District	------- do------	------- do------	5.00	2.14	-	------- do------
6.	Set up a Public Garden with a 500 Mtrs. Circular Walking path near the Crematorium on Dahod Road/ Crematoruim & Nathelav lake bund's beautification project	------- do------	------- do------	12.00	13.85	-	------- do------
7.	Others	-	-	15.00	-	-	------- do------
	Total			**42.00**	**47.59**		

6. Reason for shortfall in C.S.R. expenses budgeted. - The proposed plan included a project which shall continue for more than 3 years. It involves less expenses in the initial years but will increase with the progress of the project, the amount short spent during the year shall be spent in the following years.

CERTIFICATE

We, Vijay Mehta, Chairman of CSR Committee on behalf of CSR Committee, and Ravindra Kumar Toshniwal, Chief Executive officer of the Company, certify that the implementation and monitoring of CSR Policy, is in the compliance with CSR objectives and Policy of the company.

RAVINDRA KUMAR TOSHNIWAL
(Chief Executive Officer)

VIJAY MEHTA
(Chairman CSR Committee)

Annexure-IV to the Directors' Report

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain Arm's Length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis: NIL

(a) Name(s) of the related party and nature of relationship:
(b) Nature of contracts/arrangements/transactions:
(c) Duration of the contracts / arrangements/transactions:
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:
(e) Justification for entering into such contracts or arrangements or transactions
(f) Date(s) of approval by the Board:
(g) Amount paid as advances, if any:
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188:

2. Details of material contracts or arrangement or transactions at arm's length basis:

(₹. in crores)

Name of related party and Nature of Relationship :	Nature of Contract/ arrangements/ transactions	Duration of the Contract/ arrangements/ transactions	Monetary Value Of Contract/ arrangements/ transactions	Salient terms of the Contract/ arrangements/ transactions
M/s. Treves Banswara Private Limited (Joint Venture Company)	Sale, purchase, job work or supply of any goods or materials Availing or rendering of any services	Three Years From 01.04.2016 to 31.03.2019	80.00	Arm's Length Basis/ Prevailing Market Price

(1) Date(s) of approval by the Board: 23rd May, 2016

(2) Amount paid as advances, if any: Nil

For and on behalf of the Board

R.L. TOSHNIWAL
Chairman
DIN: 00106933

Place: Mumbai
Date: 25th May, 2017

Annexure V to the Directors' Report

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st March, 2017
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Banswara Syntex Limited
Industrial Area, Dahod Road,
Banswara – 327001 (Rajasthan).

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Banswara Syntex Ltd (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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017 according to the provisions of:

((i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable to the Company during the Audit Period)**

(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, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable to the Company during the Audit Period)**

(d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the Audit Period)**

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period)**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit Period)** and

(i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

(vi) As confirmed by the management, there are no sector specific laws that are applicable specifically to the company.

We 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 BSE Ltd. and National Stock Exchange of India Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above ***except expense on CSR activities below the prescribed limit.***

We further report that

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

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance. Further, independent director(s) were present at Board Meetings which were called at shorter notice to transact business which were considered urgent by the management in compliance of Section 173(3) of the Act. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

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

We further report that during the audit period the company has received order dated 11th August, 2016 of Hon'ble High Court of Rajasthan for amalgamation of Banswara Global Limited and Banswara Fabrics Limited with the Company.

For **V.M. & Associates**
Company Secretaries
(ICSI Unique Code P1984RJ039200)

CS Manoj Maheshwari
Partner
FCS 3355
C P No. : 1971

Place: Jaipur
Date: 25th May, 2017

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.

'Annexure A'

To,
The Members
Banswara Syntex Limited
Industrial Area, Dahod Road,
Banswara – 327001 (Rajasthan).

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. 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 test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **V.M. & Associates**
Company Secretaries
(ICSI Unique Code P1984RJ039200)

CS Manoj Maheshwari
Partner
FCS 3355
C P No. : 1971

Place: Jaipur
Date: 25th May, 2017

Annexure- VI to the Directors' Report

Particulars of technology absorption and foreign exchange earnings and outgo, as per section 134(3) (m) of the Companies Act, 2013 and the rules made therein and forming part of the Directors' Report for the year ended 31st March, 2017.

A) Conservation of Energy

(i) Energy Conservation measures taken-

a. Energy Conservation measures taken Year (2016-17)

1. Replaced 45 nos., 7.5 K. W energy efficient motor in carding.
2. Replaced 17397 nos., 36 Watt Fluorescent Conventional tube light by 19 Watt LED tube lights in all mill's production area.
3. Installed 152 nos. VFD (in different capacity) in H-Plants, thermal power plant, BTM and Effluent treatment plant.
4. Replaced 5 No. of 37 K. W, IE3 motor in TFO section.

b. Measures to be taken in Year (2017-18)

1. To replace 29 No, 5.5kw motor with 7.5kw energy efficient IE3 motor in carding.
2. To replace the 26 no normal motors with energy efficient motors from 18.5kw to 22kw capacity in RF section.
3. Reuse of hot & condensate water by laying SS pipe line in process house.
4. To install 12VFD at scouring machine pumps.3

(ii) The Steps taken by the Company for utilising alternate Sources of energy-

We are having co-generation thermal power plant to meet the power requirement.

(iii) The Capital investment on energy conservation equipment

For the year 2017-18, total expenditure for energy saving equipment is about ₹ 278.48 Lakhs.

B) TECHNOLOGY ABSORPTION 2016-17

(i) The efforts made by the Company towards technology absorption during the year under review are:

- Reached at a level of smooth working in spinning with lustrous appearance of yarn by making changes in process of fibre dyeing.
- In spinning production & power monitoring system has been introduced.

Contemporary Collection

- Sognare: Banswara Syntex Limited has opened a new door in Indian market by launching their product for OTC sale with brand name Sognare.
- Delave: A premium Linen range with delightful colours made with dyed yarns has been served in to domestic market and ready to launch in export market.
- Rich Blacks with Stretch: Created a good demand in "Deepest black fabric" with extra ordinary comfort in bi-stretch fabric and exporting with gigantic quantum.
- Defining milling in P/V/W fabric: A big advancement in milling with milling effect in fabric made from polyester/viscose/ wool with good performance results in pilling.

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

- Banswara Syntex Limited aims to serve entire world and keep themselves at top position in export of synthetic yarn and fabric and for that the company has again been awarded for best exporter award.
- For serving premium products to the customer, Banswara Syntex Limited is committed to bring versatility in their product for that increased business in raised fabrics made with fibre dyed synthetic and their blend and yarn dyed cotton and its blends.
- Becoming an effective supplier for government orders so getting L-1 position for production of goods in many orders.

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year. - Not applicable

(iv) The expenditure incurred on Research and Development.

a) Capital expenditure ₹ 6.21 lakhs.

b) Recurring Normal running expenditure ₹ 112.98 lakhs.

c) Total ₹ 1119.19 lakhs.

d) Total R & D expenditure as percentage of total turnover is less than 1%.

C) Foreign Exchange Earnings and Outgo

During the year, foreign exchange outgo was ₹ 85.86 Crores (which includes import of capital goods, stores & spares, coal, raw materials, consumables, payment of consultancy, dividend and travelling expenses etc.) while foreign exchange earned was ₹ 513 Crores. The details have been given under item numbers 38 to 40 of Notes to Financial Statements.

For and on behalf of the Board

R.L. TOSHNIWAL
Chairman
DIN: 00106933

Place: Mumbai
Date: 25th May, 2017

Annexure – VII to the Directors' Report

Disclosure as per Rule 5(1) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel Rules, 2014)

1. The ratio of the remuneration of each director and key managerial personnel to the median remuneration of the employees of the Company for the financial year:

Sr. No.	Name of the Director and KMPs	Remuneration FY 16-17 (₹ in Lakhs)	Ratio
1	R.L. Toshniwal	113.82	83.81:1
2	Ravindra Kumar Toshniwal	104.67	77.07:1
3	Rakesh Mehra	104.62	77.04:1
4	Shaleen Toshniwal	92.91	68.41:1
5	J.K. Jain (Chief Financial Officer)	43.51	32.04:1
6	H P Kharwal (Company Secretary)	1.04	0.77:1

2. The percentage increase/ (decrease) in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:-

Sh. R.L. Toshniwal (Chairman): (26.61%)

Sh. Ravindra Kumar Toshniwal (Managing Director and Chief Executive Officer): (15.49%)

Sh. Rakesh Mehra (Vice Chairman): (13.49%)

Sh. Shaleen Toshniwal (Joint Managing Director): (17.25%)

Sh. J.K. Jain (Chief Financial Officer): 13.72%

Sh. H.P. Kharwal (Company Secretary): NA, (Appointed during the year)

3. The percentage increase in the median remuneration of employees in the financial year –Median 0.69%

4. The number of permanent employees on the rolls of company – 15,623

5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration – Average increase in the remuneration of all employees excluding KMPs: 0.69%

– Average increase in the remuneration of KMPs: (30.27%)

Justification: Employees salary increases are decided based on the individual performance, inflation, prevailing industry trends and benchmarks.

6. Affirmation that the remuneration is as per the remuneration policy of the Company - Yes.

For **BANSWARA SYNTEX LIMITED**

Place: Mumbai
Date: 25th May, 2017

R.L. TOSHNIWAL
(Chairman)
DIN: 00106933

Annexure VIII to the Directors' Report

Statement of Particulars of Employees pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(2) of (Appointment and Remuneration of Managerial Personnel) Rules, 2014

A person employed throughout the Financial Year and paid ₹ 8.50 Lakhs per month and 102 Lakhs per Annum.

S. No.	Name of Employee	Designation	Remuneration (₹ in Lakhs)	Qualification Experience	Experience (Years)	Commencement of Employment	No. of Shares Held	Whether Permanent / Contractual	Age (Years)	Last Employed		
										Organisation	Post Held	Duration (Years)
1.	R.L. TOSHNIWAL	CHAIRMAN	113.82	M. Tech. (UK)	54	01/08/1977	36965	Permanent	83	ORIENTAL CARPETS MFG. (INDIA) LTD.	CHIEF EXECUTIVE	6
2.	RAKESH MEHRA	VICE CHAIRMAN	104.62	F.C.A.	29	01/10/1993	6,061	Permanent	60	R.R. TOSHNIWAL ENTERPRISES	CHIEF EXECUTIVE	5
3.	RAVINDRA KUMAR TOSHNIWAL	MANAGING DIRECTOR	104.67	B.Tech. (IIT-B)	25	01/08/1987	22,48,267	Permanent	53	-	-	-

Note

1. Shri R.L Toshniwal, Shri Ravindra Kumar Toshniwal and Shri Rakesh Mehra are relatives to each other.
2. Shri Ravindra Kumar Toshniwal is holding more than 2% of paid up capital of the Company i.e. 13.13%.

For and on behalf of Board

Place: Mumbai
Date: 25th May, 2017

R.L. Toshniwal
Chairman
DIN: 00106933

Annexure IX to the Directors' Report

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 Companies (Management & Administration) Rules, 2014.]

I. REGISTRATION & OTHER DETAILS:

i) CIN	:	L24302RJ1976PLC001684
ii) Registration Date	:	5th May, 1976
iii) Name of the Company	:	**BANSWARA SYNTEX LIMITED**
iv) Category/Sub-category of the Company	:	Public Limited Company
v) Address of the Registered office & contact details"	:	Industrial Area, Dahod Road, Post Box No. 21, Banswara - 327001, Rajasthan, India
vi) Whether listed company	:	Yes
vii) Name , Address & Contact details of the Registrar and Transfer Agent, if any.	:	**M/s Computech Sharecap Limited,** 147, Mahatma Gandhi Road, Fort, Mumbai - 400001. E-mail : helpdesk@computechsharecap.in Phone No. 022-22635000"

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name & Description of main products/services	"NIC Code of the Product /service"	"% to total turnover of the company"
1.	Yarn	13114	41%
2.	Fabrics	13134	40%
3.	Garment	14101	16%

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

Sr. No.	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE"	% OF SHARES HELD	APPLICABLE SECTION
1.	Banswara Global Limited * Navagaon Road, Industrial Area, Banswara - 327001	U18101RJ2005PLC021321	SUBSIDIARY	100%	2(87)
2.	Banswara Fabrics Limited * Industrial Area, Dahod Road, Banswara -327001	L17124RJ1980PLC002005	ASSOCIATE	39.13%	2(6)
3.	Treves Banswara Pvt. Ltd Navagaon Road, Industrial Area, Banswara -327001	U17290RJ2012PTC037666	"JOINT VENTURE (ASSOCIATE)"	50%	2(6)

* During the year above Banswara Global Limited and Banswara Fabrics Limited have been amalgmated with Company by virtue of Scheme of Amalgamation as sanctioned by Hon'ble High Court of Rajasthan at Jodhpur with effect from 31st August, 2016.

IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	8585332	0	8585332	50.71	8622582	0	8622582	50.38	0.43
b) Central Govt. or State Govt."	-								
c) Bodies Corporates	1319919	0	1319919	7.80	1363919	0	1363919	7.97	3.33
d) Bank/FI									
e) Any other									
SUB TOTAL:(A) (1)	**9905251**	**0**	**9905251**	**58.51**	**9986501**	**0**	**9986501**	**58.35**	**0.82**
(2) Foreign									
a) NRI- Individuals	100000	0	100000	0.59	100000	0	100000	0.58	0.00
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other…	-	-	-	-	-	-	-	-	-
SUB TOTAL (A) (2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)"	**10005251**	**0**	**10005251**	**59.10**	**10086501**	**0**	**10086501**	**58.93**	**0.81**
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds		4775	4775	0.03	0	4775	4775	0.03	0.00
b) Banks/FI	100	470	570	0.00	3164	470	3634	0.02	537.54
C) Central govt	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIS	2108581	0	2108581	12.46	808780	0	808780	4.73	-61.64
h) "Foreign Venture Capital Funds"	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(1):	**2108681**	**5245**	**2113926**	**12.49**	**811944**	**5245**	**817189**	**4.77**	**-61.34**
(2) Non Institutions									
a) Bodies corporates i) Indian ii) Overseas	1817818	7067	1824885	10.78	2719250	10212	2729462	15.95	49.57
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakhs	2568808	295635	2864443	16.92	2039684	475432	2515116	14.70	-12.20
ii) Individuals shareholders holding nominal share capital in excess of ₹. 1 lakhs	120841	-	120841	0.71	967774	-	967774	5.65	700
c) Others (specify) NRI	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(2):	**4507467**	**302702**	**4810169**	**28.41**	**5726708**	**485644**	**6212352**	**36.30**	**29.15**
Total Public Shareholding (B)= (B)(1)+(B)(2)	**6616148**	**307947**	**6924095**	**40.90**	**6538652**	**490889**	**7029541**	**41.07**	**1.52**
C. "Shares held by Custodian for GDRs & ADRs"	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	**16621399**	**307947**	**16929346**	**100.00**	**16625153**	**490889**	**17116042**	**100**	**1.10**

(ii) Share Holding Of Promoters

Sr. No.	Promoters Name	Shareholding at the begginning 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 encum-bered to total shares	
1.	Smt. Kavita Soni	595075	3.52	-	595075	3.48	-	0.00
2.	Smt. Navnita Mehra	595638	3.52	-	595638	3.48	-	0.00
3.	Smt. Prem Toshniwal	891449	5.27	-	896359	5.24	-	0.55
4.	Smt. Radhika Toshniwal	1178542	6.96	-	1182482	6.91	-	0.33
5.	Shri Rakesh Mehra	6061	0.04	-	6061	0.04	-	0.00
6.	Shri R.L. Toshniwal	27765	0.16	-	36965	0.22	-	33.14
7.	Shri Ravindra Kumar Toshniwal	2231447	13.18	-	2248267	13.14	-	0.75
8.	Shri Shaleen Toshniwal	2118180	12.51	-	2118180	12.38	-	0.00
9.	Smt. Sonal Toshniwal	841175	4.97	-	843555	4.93	-	0.28
10.	Shri Dhruv Ravindra Toshniwal	100000	0.59	-	100000	0.58	-	0.00
11.	Shri Udit Ravindra Toshniwal	100000	0.59	-	100000	0.58	-	0.00
12.	Lawson Trading Co. Pvt. Ltd.	397018	2.35	-	405018	2.37	-	2.02
13.	Moonfine Trading Co. Pvt. Ltd.	182500	1.08	-	194500	1.14	-	6.58
14.	Niral Trading Pvt. Ltd.	549665	3.25	-	561665	3.28	-	2.18
15.	Speedshore Trading Co. Pvt. Ltd.	190736	1.13	-	202736	1.18	-	6.29
	Total	**10005251**	**59.10**	**-**	**10086501**	**58.93**	**-**	**0.81**

(iii) Change In Promoters' Shareholding (Please specify, if there is no change)

Sr. No.	Promoter's Name	Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/de-crease (e.g. allotment/transfer/bonus/sweat equity etc.)	No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	**Shri R.L. Toshniwal**				
	At the beginning of the year 01-04-2016	27765	0.16		
	Shares allotted to BFL's Shareholders on 10th February, 2017, (Increase)	9200	0.05	36965	0.22
	At the end of the year 31-03-2017			36965	0.22
2.	**Smt. Radhika Toshniwal**				
	At the beginning of the year 01-04-2016	1178542	6.96		
	Shares allotted to BFL's Shareholders on 10th February, 2017, (Increase)	3940	0.02	1182482	6.91
	At the end of the year 31-03-2017			1182482	6.91
3.	**Shri Ravindra Kumar Toshniwal**				
	At the beginning of the year 01-04-2016	2231447	13.18		
	Shares allotted to BFL's Shareholders on 10th February, 2017, (Increase)	6820	0.04	2238267	13.08
	Purchase from market	10000	0.06	2248267	13.14
	At the end of the year 31-03-2017			2248267	13.14
4.	**Smt. Prem Toshniwal**				
	At the beginning of the year 01-04-2016	891449	5.27		
	Shares allotted to BFL's Shareholders on 10th February, 2017, (Increase)	4910	0.03	896359	5.24
	At the end of the year 31-03-2017			896359	5.24
5.	**Smt. Sonal Toshniwal**				
	At the beginning of the year 01-04-2016	841175	4.97		
	Shares allotted to BFL's Shareholders on 10th February, 2017, (Increase)	2380	0.01	843555	4.93
	At the end of the year 31-03-2017			843555	4.93

Sr. No.	Promoter's Name	Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
	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.)	No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
6.	**Niral Trading Pvt. Ltd.**				
	At the beginning of the year 01-04-2016	549665	3.25		
	Shares allotted to BFL's Shareholders on 10th February, 2017, (Increase)	12000	0.07	561665	3.28
	At the end of the year 31-03-2017			561665	3.28
7.	**Lawson Trading Company Pvt. Ltd.**				
	At the beginning of the year 01-04-2016	397018	2.35		
	Shares allotted to BFL's Shareholders on 10th February, 2017, (Increase)	8000	0.07	405018	2.37
	At the end of the year 31-03-2017			405018	2.37
8.	**Moonfine Trading Company Pvt. Ltd.**				
	At the beginning of the year 01-04-2016	182500	1.08		
	Shares allotted to BFL's Shareholders on 10th February, 2017, (Increase)	12000	0.07	194500	1.14
	At the end of the year 31-03-2017			194500	1.14
9.	**Speedshore Trading Company Pvt. Ltd.**				
	At the beginning of the year 01-04-2016	190736	1.13		
	Shares allotted to BFL's Shareholders on 10th February, 2017, (Increase)	12000	0.07	202736	1.18
	At the end of the year 31-03-2017			202736	1.18
10.	**Smt. Kavita Soni (No Change)**	595075	3.52	595075	3.48
11.	**Smt. Navnita Mehra (No Change)**	595638	3.52	595638	3.48
12.	**Shri Dhruv Ravindra Toshniwal (No Change)**	100000	0.59	100000	0.58
13.	**Shri Udit Ravindra Toshniwal (No Change)**	100000	0.59	100000	0.58
14.	**Shri Shaleen Toshniwal (No Change)**	2118180	12.51	2118180	12.38
15.	**Shri Rakesh Mehra (No Change)**	6061	0.04	6061	0.04

(iv) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Date wise increase/decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer/bonus/sweat equity etc)		Shareholding at the Beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	KOTAK MAHINDRA (INTERNATIONAL) LIMITED					
	At the beginning of the Year 01.04.2016					
	Acquisition of Shares 15-04-2016	1289556			1289556	7.53
	At the end of the year 31.03.2017				**1289556**	**7.53**
2.	ELARA INDIA OPPORTUNITIES FUND LIMITED (No Change)		658780	3.85	658780	3.85
3.	INDUS KAMDHENU FUND LIMITED (No change)		600000	3.51	600000	3.51
4.	MEFCOM CAPITAL MARKETS LIMITED					
	At the beginning of the Year 01.04.2016		**568000**	**3.36**		
	Disposal of Shares 13-05-2016	41237			526763	3.08
	Acquisition of Shares 20-05-2016	237			527000	3.08
	Disposal of Shares 27-05-2016	5000			522000	3.05
	Disposal of Shares 03-06-2016	2500			519500	3.04
	Disposal of Shares 08-07-2016	1700			517800	3.03
	Disposal of Shares 15-07-2016	800			517000	3.02
	Disposal of Shares 29-07-2016	4000			513000	3.00
	Acquisition of Shares 05-08-2016	4000			517000	3.02
	Disposal of Shares 06-01-2017	500			516500	3.02
	Disposal of Shares 03-02-2017	1500			515000	3.01
	Disposal of Shares 17-03-2017	4000			511000	2.99
	Disposal of Shares 24-03-2017	20700			490300	2.86
	At the end of the year 31.03.2017				**490300**	**2.86**
5.	SUCHITA BHANDARI **(No Change)**		173762	1.03	173762	1.02

Sr. No.	Date wise increase/decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer/bonus/sweat equity etc)		Shareholding at the Beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
6.	NOMURA SINGAPORE LIMITED **At the beginning of the Year 01.04.2016** Acquisition of Shares 24-06-2016 **At the end of the year 31.03.2017**	 150000 	 0 	 0 	 150000 **150000**	 0.88 **0.88**
7.	SHEKHAWATI SYNTEX PRIVATE LIMITED **(No Change)**		75000	0.44	75000	0.44
8.	DOLLY KHANNA **At the beginning of the Year 01.04.2016** Acquisition of Shares 29-07-2016 Acquisition of Shares 12-08-2016 Acquisition of Shares 12-08-2016 Acquisition of Shares 14-10-2016 Acquisition of Shares 21-10-2016 Acquisition of Shares 28-10-2016 Disposal of Shares 04-11-2016 Disposal of Shares 11-11-2016 Disposal of Shares 18-11-2016 Disposal of Shares 25-11-2016 Acquisition of Shares 30-12-2016 Acquisition of Shares 06-01-2017 Acquisition of Shares 13-01-2017 Disposal of Shares 17-02-2017 Acquisition of Shares 31-03-2017 **At the end of the year 31.03.2017**	 11168 3800 1650 41021 9200 4500 5300 3960 4500 2000 2000 9700 3000 2800 4479 	0	0	 11168 14968 16618 57639 66839 71339 66039 62079 57579 55579 57579 67279 70279 67479 71958 71958	 0.07 0.09 0.10 0.34 0.39 0.42 0.39 0.36 0.34 0.32 0.34 0.39 0.41 0.39 0.42 0.42
9.	RAVIKANT SHARMA (HUF) (No Change)		50296	0.30	50296	0.29
10	URMILA JHUNJHUNWALA (No Change)		40500	0.24	40500	0.24

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Date wise increase/decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer/bonus/sweat equity etc)	Shareholding at the Beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
1.	**Shri R.L. Toshniwal** At the beginning of the year 01-04-2016 Shares allotted to BFL's Shareholders on 10th February, 2017, (Increase) At the end of the year 31-03-2017	 27765 9200 	 0.16 0.05 	 36965 36965	 0.22 0.22
2.	**Shri Ravindra Kumar Toshniwal** At the beginning of the year 01-04-2016 Shares allotted to BFL's Shareholders on 10th February, 2017, (Increase) Purchase from market At the end of the year 31-03-2017	 2231447 6820 10000 	 13.18 0.04 0.06 	 2238267 2248267 2248267	 13.08 13.14 13.14
3.	**Shri Shaleen Toshniwal** At the beginning of the year 01-04-2016 At the end of the year 31-03-2017	 2118180 	 12.51 	 2118180	 12.38
4.	**Shri Rakesh Mehra** At the beginning of the year 01-04-2016 At the end of the year 31-03-2017	 6061 	 0.04 	 6061	 0.04
5.	**Shri JK Jain** At the beginning of the year 01-04-2016 Shares allotted to BFL's Shareholders on 10th February, 2017, (Increase) At the end of the year 31-03-2017	 100 	 0.00 	 80 180	 0.00 0.00

VI. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (₹ in Lakhs)

Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
i) Principal Amount	26953.61			28128.61
ii) Interest due but not paid	145.62		1175	145.62
iii) Interest accrued but not due	10.7			10.7
Total (i+ii+iii)	27109.93	0	1175	28284.93
Change in Indebtedness during the financial year				
Additions	4601.84	0	469	5070.84
Reduction	(6394.25)		(37)	(6431.25)
Net Change	(1792.41)	0	432	1360.41
Indebtedness at the end of the financial year				
i) Principal Amount	25161.2		1607	26768.20
ii) Interest due but not paid	93.15			93.15
iii) Interest accrued but not due	1.86			1.86
Total (i+ii+iii)	25256.21	0	1607	26863.21

VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (₹ in Lakhs)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				
		Shri RL Toshniwal (CM)	Shri Ravindra Kumar Toshniwal (MD)	Shri Rakesh Mehra (VCM)	Shri Shaleen Toshniwal (J.M.D.)	Total Amount
1.	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	79.20	77.28	77.28	69.22	302.98
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	34.62	27.39	27.34	23.69	113.04
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-	-
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission - as % of profit - others, specify…	-	-	-	-	-
5.	Others, please specify	-	-	-	-	-
	Total (A)	**113.82**	**104.67**	**104.62**	**92.91**	**416.02**

B. Remuneration to other directors: (₹ in Lakhs)

Sr. No.	Particulars of Remuneration	Name of Directors									Total
		Shri Kamal Kishore Kacholia	Shri P. Kumar	Shri D. P. Garg	Shri Vijay Mehta	Dr. S.B. Agarwal	Shri Vijay Kumar Agarwal	Dr. Vaijayanti Ajit Pandit	Shri J. M. Mehta	Shri A.N. Jariwala	
1.	Independent Directors • Fee for attending board committee meetings • Commission • Others, please specify	2.70	3.05	1.55	1.80	2.70	0.60	1.50	0.60	0.30	14.80
	Total (1)	2.70	3.05	1.55	1.80	2.70	0.60	1.50	0.60	0.30	14.80
2.	Other Non-Executive Directors • Fee for attending board committee meetings • Commission • Others, please specify	-	-	-	-	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-	-	-	-	-
	Total (B)=(1+2)	2.70	3.05	1.55	1.80	2.70	0.60	1.50	0.60	0.30	14.80
	Total Managerial Remuneration	2.70	3.05	1.55	1.80	2.70	0.60	1.50	0.60	0.30	14.80
	Overall Ceiling as per the Act	-	-	-	-	-	-	-	-	-	-

C. Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD (₹ in Lakhs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		Chief Financial Officer	Company Secretary	Total
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) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	43.51	1.04	44.55
2.	Stock Option	-		-
3.	Sweat Equity	-		-
4.	Commission - as % of profit - others, specify…	-		
5.	Others, please specify	-		
	Total	**43.51**	**1.04**	**44.55**

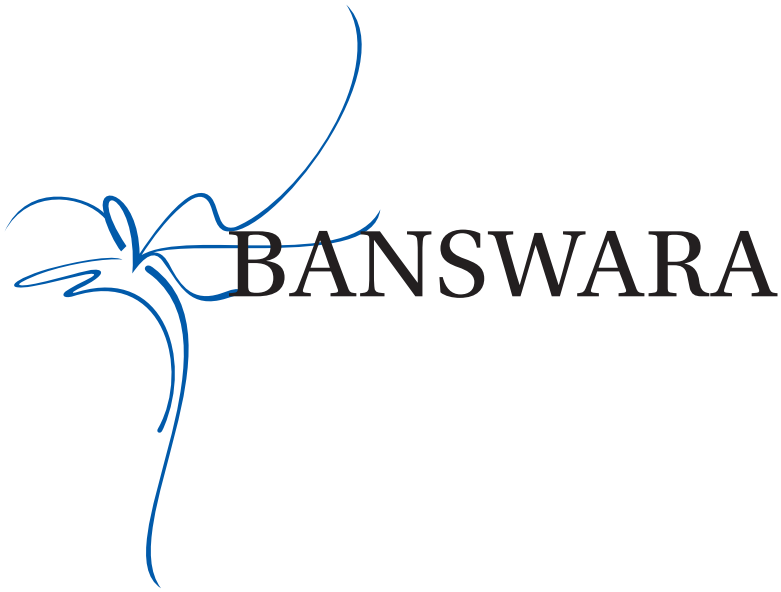
VIII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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		Not Applicable			
Penalty					
Punishment					
Compounding					
B. DIRECTORS		Not Applicable			
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT		Not Applicable			
Penalty					
Punishment					
Compounding					

FOR AND ON BEHALF OF THE BOARD

R.L. TOSHNIWAL
CHAIRMAN
DIN:00106933

Place : Mumbai
Date : 25th May, 2017



Standalone Financial Statements

INDEPENDENT AUDITORS' REPORT

To

The Members of

BANSWARA SYNTEX LIMITED

Report on the standalone financial statements

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

Management's responsibility for the standalone financial statements

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

Auditors' responsibility

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

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

(a) In the case of Balance Sheet, of the state of affairs of the Company as at 31st March, 2017;

(b) In the case of Statement of Profit and Loss, of the profit for the year ended on that date; and

(c) In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

Emphasis of Matters

We Draw attention to the Note No 43 of Financial statements regarding decision of Hon'ble High Court of Rajasthan vide its order dated 11th August, 2016. Where in scheme of amalgamation between Banswara Fabrics Limited and Banswara Global Limited with Banswara Syntex Limited, was approved with effect from 1st April, 2015. All the transactions of erstwhile Banswara Fabrics Limited and Banswara Global Limited from 1st April, 2016, have been merged while preparing the financial statements of the Company for the year ended 31st March, 2017. However no effect/ adjustment has been done in the previous year figures due which previous year figures are not comparable with Current Year figures.

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Government of India in terms of sub-section (11) of Section 143 of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure 1 a statement on the matters specified in the paragraphs 3 and 4 of the said Order.
2. As required by Section 143 (3) of the Act, we report that:
   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure 2.

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

a. The Company has disclosed the impact of pending litigations on its financial position in its financial statements. Refer Note 21 to the financial statements;

b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

c. There are no amounts, which are required to be transferred, to the Investor Education and Protection Fund by the Company

d. The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management – Refer Note 18 to the financial statements

For KALANI & COMPANY
Chartered Accountants
FRN- 000722C

Place of Signature: Mumbai
Dated: 25-05-2017

S.P. JHANWAR
Partner
M. No.074414

ANNEXURE 1 TO THE INDEPENDENT AUDITORS' REPORT

Referred to in our report of even date to the members of BANSWARA SYNTEX LIMITED on the accounts for the year ended 31st March, 2017

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

(b) The fixed assets have been physically verified by the management at reasonable intervals. As informed to us no material discrepancies were noticed on such verification.

(c) Based on our verification and according to information and explanations given to us, the title deeds of immovable properties are held in the name of the company.

(ii) Physical verification of inventory has been conducted at reasonable intervals by the management and no material discrepancies were noticed.

(iii) The Company has not granted any loans, secured or unsecured to any companies, firms, limited liability partnership or other parties covered in register maintained under Section 189 of the Companies Act, 2013.

(iv) The company has not granted any loan or given any guarantee or provided any security to any party covered under section 185 and 186 of the Companies Act, 2013. In respect of investments made company has complied with the provisions of section 186 of the Companies Act, 2013

(v) The company has accepted deposits and complied with directives issued by the Reserve Bank of India and the provisions of the Companies Act, 2013 and the rules framed there under. No order has been passed with respect to Section 73 to 76, by the company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal

(vi) We have broadly reviewed the accounts and records maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 read with Companies (Cost Records & Audit) Rules, 2014 and we are of the opinion that prime facie the prescribed accounts and records have been made and maintained We have not, however, made detailed examination of the records with a view to determine whether they are accurate and complete

(vii) (a) Undisputed statutory dues including provident fund, employees state insurance, income tax, sales-tax, wealth tax, service tax, custom duty, excise duty, value added tax, cess and other statutory dues have generally been regularly deposited with the appropriate authorities and there are no undisputed dues outstanding as on 31st March,2017 for the period of more than six months from the date they became payable..

(b) According to the information and explanations given to us, there are no material dues of Income Tax, Sales tax, Service Tax, duty of customs, duty of excise and Value Added Tax which have not been deposited with appropriate authorities on account of any dispute except as reported under:

Nature of Statute	Nature of Dues	Gross Demand	Amount paid	Period to which the amount relates	Forum where dispute is pending
Income Tax Act 1961	Income Tax	11,67,62,387/-	5,78,25,662	2014-15	CIT (Appeals), Udaipur
Custom Act 1962	Custom Duty	20,000/-	Nil	2012	CESTAT, Ahmad-abad
Custom Act 1962	Custom Duty	2,82,48,641	Nil	2013	Rajasthan High Court, Jodhpur

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to a financial institution or bank. There are no dues to Government or debenture holders.

(ix) The Company has not raised any money by way of Initial public offer or further public offer. According to the information and explanations given to us, the money raised by the Company by way of term loans have been applied for the purpose for which they were obtained .

(x) According to the information and explanations given to us and as represented by the Management and based on our examination of the books and records of the Company and in accordance with generally accepted auditing practices in India, we have been informed that no case of frauds has been committed on or by the Company or by its officers or employees during the year.

(xi) Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.

(xii) The provisions of clause 3 (xii) of the Order, for Nidhi Company, are not applicable to the Company.

(xiii) The Company has complied with the provisions of Section 177 and 188 of the Companies Act, 2013 with respect to all. transactions with the related parties, wherever applicable. Details of the transactions with the related parties have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xv) The Company has not entered into any non-cash transactions with the directors or persons connected with him as covered under Section 192 of the Companies Act, 2013.

(xvi) According to information and explanations given to us, the Company is not required to be registered u/s 45-IA of Reserve Bank of India Act, 1934. Accordingly, provision of clause 3(xvi) of the Order is not applicable to the Company.

For KALANI & COMPANY
Chartered Accountants
FRN- 000722C

Place of Signature: Mumbai
Dated: 25.05.2017

S.P. JHANWAR
Partner
M. No.074414

ANNEXURE 2 TO THE AUDITORS' REPORT

Referred to in our report of even date to the members of BANSWARA SYNTEX LIMITED on the accounts for the year ended 31st March,2017

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

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

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

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

For KALANI & COMPANY
Chartered Accountants
FRN- 000722C

Place of Signature: Mumbai
Dated: 25.05.2017

S.P. JHANWAR
Partner
M. No.074414

BALANCE SHEET
AS AT 31ST MARCH, 2017

(₹ in Lakhs)

PARTICULARS	Note No.	As at 31st March, 2017		As at 31st March, 2016	
EQUITY AND LIABILITIES					
Shareholders' Funds					
(a) Share Capital	2	1,711.60		1,692.93	
(b) Reserves & Surplus	3	25,107.86	26,819.46	23,224.78	24,917.71
Non Current Liabilities					
(a) Long Term Borrowings	4	19,877.15		21,658.81	
(b) Deferred Tax Liabilities (Net)	5	4,473.11		4,669.79	
(c) Long Term Provisions	6	954.36	25,304.62	930.75	27,259.35
Current Liabilities					
(a) Short Term Borrowings	7	27,624.27		28,048.90	
(b) Trade payables	8	16,111.61		12,729.70	
(c) Other Current Liabilities	9	9,419.15		8,553.16	
(d) Short Term Provisions	10	626.22	53,781.25	2,557.06	51,888.82
			105,905.33		104,065.88
ASSETS					
Non-Current Assets					
(a) Property Plant & Equipment	11	48,629.71		47,334.23	
(b) Capital work-in-progress	12	397.09		786.28	
(c) Intangible Assets under Development		202.00		-	
(d) Non-current investments	13	368.33		1,855.63	
(e) Long-term Loans and Advances	14	649.09		636.52	
(f) Other non-current assets	15	44.34		880.50	
			50,290.56		51,493.16
Current Assets					
(a) Inventories	16	32,915.78		29,015.98	
(b) Trade Receivables	17	15,731.46		16,177.18	
(c) Cash and Cash Equivalents	18	1,979.02		2,084.99	
(d) Short Term Loans and Advances	19	3,065.33		2,480.79	
(e) Other Current Assets	20	1,923.18	55,614.77	2,813.78	52,572.72
			105,905.33		104,065.88

Significant Accounting Policies, Notes on accounts and other disclosures from Note no. 1 to 45 forming part of these financial statements.

In terms of our Audit Report of even date:

For KALANI & COMPANY
Chartered Accountants
FRN - 000722C

S. P. JHANWAR
Partner
M.No.074414

Place : Mumbai
Dated: 25th May, 2017

R. L. Toshniwal
DIN : 00106933
Chairman

Rakesh Mehra
DIN : 00467321
Vice Chairman

P. Kumar
DIN : 00179074
Chairman (Audit Committee)

Ravindra Kumar Toshniwal
DIN : 00106789
Managing Director

Shaleen Toshniwal
DIN : 00246432
Jt. Managing Director

J. K. Jain
Chief Financial Officer

H. P. Kharwal
Company Secretary

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

(₹ in Lakhs)

PARTICULARS	Note No.	For the year ended 31st March, 2017		For the year ended 31st March, 2016	
Revenue From Operations	23				
Sale of Products & Services (Gross)		**120,648.35**		122,670.05	
Other Operating Revenue		**4,800.93**		4,429.26	
		125,449.28		127,099.31	
Less : Excise Duty		**1,016.49**		634.06	
I. Revenue From Operations (Net)	24		**124,432.79**		**126,465.25**
II. Other Income			**1,180.12**		**1,091.98**
III. Total Revenue			**125,612.91**		**127,557.23**
IV. Expenses :					
Cost Of Materials Consumed	25	**59,945.03**		60,016.97	
Changes In Inventories Of Finished Goods, Work-In-Progress and Stock-In Trade	26	**(1,017.37)**		1,142.08	
Manufacturing Expenses	27	**21,261.17**		21,161.25	
Employee Benefits Expenses	28	**21,823.09**		19,568.78	
Finance Costs	29	**6,302.82**		6,999.03	
Depreciation And Amortization Expenses	30	**5,764.71**		5,754.20	
Other Expenses	31	**9,242.30**		8,532.04	
Total Expenses			**123,321.75**		**123,174.35**
V. Profit before tax (III-IV)			**2,291.16**		**4,382.88**
VI. Tax Expense :					
(1) Current Tax		**758.00**		1,917.00	
(2) Deferred Tax		**(137.05)**		511.08	
(3) MAT Credit Entitlement				(764.87)	
(4) Tax adjustment of earlier years		**12.31**		-	
			633.26		**1,663.21**
VII. Profit for the year (V-VI)			**1,657.90**		**2,719.67**
VIII. Earnings per equity share (in ₹)	32				
(1) Basic			**9.69**		**16.12**
(2) Diluted			**9.69**		**16.12**

Significant Accounting Policies, Notes on accounts and other disclosures from Note no. 1 to 45 forming part of these financial statements.

In terms of our Audit Report of even date:

For KALANI & COMPANY
Chartered Accountants
FRN - 000722C

S. P. JHANWAR
Partner
M.No.074414

Place : Mumbai
Dated: 25th May, 2017

R. L. Toshniwal
DIN : 00106933
Chairman

Rakesh Mehra
DIN : 00467321
Vice Chairman

P. Kumar
DIN : 00179074
Chairman (Audit Committee)

Ravindra Kumar Toshniwal
DIN : 00106789
Managing Director

Shaleen Toshniwal
DIN : 00246432
Jt. Managing Director

J. K. Jain
Chief Financial Officer

H. P. Kharwal
Company Secretary

Cash Flow Statement for the year ended 31st March, 2017

(₹ in Lakhs)

PARTICULARS	2016-17		2015-16	
A) Cash Flow From Operating Activities				
Net Profit After tax as per Statement of Profit and Loss		**1,657.90**		2,719.67
Adjustment for				
Provision for Taxation and Deferred Tax liabilities		**633.26**		1,663.21
Net profit before tax and after extra ordinary items		**2,291.16**		4,382.88
Adjusted for				
Depreciation	**5,764.71**		5,754.20	
Loss/(Profit) on Sale of fixed assets (net)	**111.33**		(44.94)	
Interest paid	**6,302.82**		6,999.03	
Rent received	**(25.15)**		(7.19)	
Dividend received	**(0.20)**		(3.61)	
Extra ordinary Items	**-**	**12,153.51**	-	12,697.49
Operating profit before working capital changes		**14,444.67**		17,080.37
Adjusted for				
Increase in trade & other receivable	**1,476.04**		(1,795.09)	
Increase in inventories	**(3,899.80)**		3,867.35	
Increase/(-)Decrease in trade payable and others	**3,315.72**	**891.96**	(957.18)	1,115.08
Cash generated from operations		**15,336.63**		18,195.45
Net Tax Inflow / (-)Outflow		**1,033.32**		795.15
Net cash from operating activities (A)		**14,303.31**		17,400.30
B) Cash Flow From Investing Activities				
Increase(-)/Decrease (+) in capital work-in-progress		**349.64**		97.16
Purchase of fixed assets (net of Capital Subsidy)		**(6,531.98)**		(2,931.85)
Intangible Assets Under Development		**(202.00)**		-
Sale (+)/Purchase (-) of investment		**4.29**		(104.20)
Sale of Fixed assets		**439.05**		129.05
Rent received		**25.15**		7.19
Dividend received		**0.20**		3.61
Net cash used in investing activities (B)		**(5,915.65)**		(2,799.04)
C) Cash Flow From Financing Activities				
Proceeds from issue of Share Capital		**18.67**		159.47
Proceeds from long term borrowings		**4,601.84**		1,061.64
Repayment of long term borrowings		**(6,394.26)**		(6,349.73)
Interest paid		**(6,319.73)**		(6,996.56)
Increase /(Decrease) in bank borrowings		**(424.63)**		(2,269.41)
Proceeds from unsecured loans		**448.00**		578.00
Repayment of unsecured loans		**(16.00)**		(25.00)
Dividend and tax thereon Paid		**(407.52)**		(198.63)
Net cash from financing activities (C)		**(8,493.63)**		(14,040.22)
Net Increase/ (Decrease) in cash and cash equivalents (A+B+C)		**(105.97)**		561.04
Opening balance of cash and cash equivalents		**2,084.99**		1,523.95
Closing balance of cash and cash equivalents		**1,979.02**		2,084.99

In terms of our Audit Report of even date:

For KALANI & COMPANY
Chartered Accountants
FRN - 000722C

S. P. JHANWAR
Partner
M.No.074414

Place : Mumbai
Dated: 25th May, 2017

R. L. Toshniwal
DIN : 00106933
Chairman

Rakesh Mehra
DIN : 00467321
Vice Chairman

P. Kumar
DIN : 00179074
Chairman (Audit Committee)

Ravindra Kumar Toshniwal
DIN : 00106789
Managing Director

Shaleen Toshniwal
DIN : 00246432
Jt. Managing Director

J. K. Jain
Chief Financial Officer

H. P. Kharwal
Company Secretary

SIGNIFICANT ACCOUNTING POLICIES, NOTES ON ACCOUNTS AND OTHER DISCLOSURES

NOTE NO. 1 SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Preparation of Financial Statements/Use of Estimates

(i) These financial statements have been prepared in compliance with the Generally Accepted Accounting Principles in India including the Accounting Standards notified under the applicable provisions of the Companies Act, 2013. The Financial Statements are prepared on accrual basis under the historical cost convention except certain revalued assets and are presented in Indian Rupees, rounded off to the nearest rupees in Lakhs.

(il) The preparation of financial statements requires judgments, estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

B. Valuation of Inventories (AS-2)

Inventories are valued at lower of cost and net realisable value. Cost is measured on First In First Out basis.

C. Cash Flow (AS-3)

Cash Flow Statement has been prepared adopting the 'Indirect method' as prescribed under Para 18 of the Accounting Standard – 3 on 'Cash Flow Statement'.

D. Revenue Recognition (AS-9)

Revenue is recognized only when risks and rewards incidental to ownership are transferred to customer, it can be reliably measured and it is reasonable to expect ultimate collection.

i) Sale of product is inclusive of excise duty, refund and other related realization but exclusive of value added tax charged.

ii) Income from Job work is accounted for on delivery of finished goods inclusive of excise duty, wherever applicable.

iii) Dividend Income is recognized when right to receive payment is established.

iv) Export Benefits are accounted for in the year of export at net market realizable value.

E. Property Plant & Equipment (AS-10)

Value of gross block of fixed assets represents cost of acquisition, net of eligible CENVAT Credit but inclusive of non-refundable taxes & duties, expenditure on installations, attributable pre-operative expenses including borrowing cost and other identifiable directly attributable expenses to bring the assets to its working condition for its intended use less accumulated depreciation and impairment loss, if any.

Items of spare parts, stand-by equipment and servicing equipment which meet the definition of Property, Plant and Equipment are capitalized. Other spare parts are carried as inventory and recognized in the statement of profit and loss on consumption.

However, value of gross block of fixed assets acquired upto 31.03.1985 has been stated at revalued amount as on 31.03.1986.

F. Foreign Currency Transactions (AS-11)

i) Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing on the date of the transactions.

ii) Monetary items denominated in foreign currency at the year end and not covered by forward exchange contracts are translated at year end rates and those covered by forward contracts are translated at the rate prevailing on the date of transactions as increased or decreased by the proportionate difference between the forward rate and exchange rate on the date of transactions, such difference having been recognized over the life of the contract. Foreign exchange financial instruments in hand, at the year end, are valued at mark to market, recognized loss, if any, adopting principle of prudence.

iii) Non-Monetary foreign currency items are carried at cost.

iv) Any income or expense on account of exchange difference, either on settlement or on translation, is recognized in the Statement of profit and loss.

G. Accounting for Investments (AS-13)

Long term Investments are carried at cost whereas current investments are carried at lower of cost and net realisable value. In case of long term investments, other than temporary diminution in the value of investment, is provided for.

H. Employees' Benefits (AS-15)

i) Short-term employee benefits are recognized as an expense at undiscounted amount in the Statement of profit and loss for the year in which the related service is rendered.

ii) Post-Employment benefits : These comprise of defined contribution plans (Provident Fund) and defined benefits plans (Gratuity and Leave Encashment) retirement and other long term employee benefits which are recognized as expense in the Statement of profit and loss for the year in which the employee has rendered services. The expense is recognized at the present value of the amount payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of retirement and other long term benefits are charged to the Statement of profit and loss.

I. Borrowing Costs (AS-16)

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

J. Taxes on Income (AS-22)

Current tax is determined as the amount of tax payable to the Taxation Authorities in respect of taxable income for the year. Deferred tax is recognized, subject to consideration of prudence, in respect of deferred tax assets on timing differences, being difference between taxable income and accounting income that originate in one year and are capable of reversal in one or more subsequent years. In respect of unabsorbed depreciation / carry forward of losses under the tax laws, deferred tax assets are recognized only to the extent that there is virtual certainty that future taxable income will be available against which such deferred tax assets can be realized.

K. Provision for Doubtful Debts

15% is being provided every year on amount due over a period of 6 months.

L. Impairment (AS-28)

An asset is treated as impaired if its carrying amount exceeds its recoverable value. An impairment loss is recognized in the statement of profit and loss in the year of its identification. Such loss recognized in earlier period is reversed/ updated if there is change in estimate of the recoverable amount.

M. Provisions, Contingent Liabilities and Contingent Assets

Provision is recognised in the books of account when there is a present obligation as a result of past event(s) and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

N. Except where stated, accounting policies are consistent with the generally accepted accounting principles and have been consistently applied.

NOTE NO. '2' SHARE CAPITAL

(₹ in Lakhs)

	As at 31st March, 2017		As at 31st March, 2016	
Authorized				
6,08,50,000 Equity Shares of ₹ 10/- each		**6,085.00**		4,500.00
(Previous Year 4,50,00,000 Equity Shares of ₹ 10/- each)				
5,00,000 3% Redeemable Preference Shares of ₹ 100/- each		**500.00**		500.00
(Previous Year 5,00,000 3% Redeembale Preference Share of ₹ 100/- each)				
3,00,000 3% Redeemable Cumulative Preference Shares of ₹ 100/-		**300.00**		-
each (Previous Year Nil 3% Redeembale Cumulative Preference		**6,885.00**		5,000.00
Share of ₹ 100/- each)				
Issued				
1,71,43,057 Equity Shares of ₹10/- each		**1,714.31**		1,695.64
(Previous Year 1,69,56,361 Equity Shares of ₹ 10/- each)				
		1,714.31		1,695.64
Subscribed and fully Paid				
1,71,16,042 Equity Shares of ₹10/- each		**1,711.60**		1,692.93
(Previous Year 1,69,29,346 Equity Shares of ₹ 10/- each)				
		1,711.60		1,692.93

2.1 Reconciliation of Number of Shares Outstanding

Shares (In Nos.)

Particulars	As at 31.03.2017		As at 31.03.2016	
	Equity	Preference	Equity	Preference
At the beginning of the year	16,929,346	-	16,446,361	-
Issued During the year	186,696	-	510,000	-
Redeemed during the year	-	-	-	-
Forfeited during the year	-	-	27,015	-
At the end of the year	17,116,042	-	16,929,346	-

2.2 - The Board of Directors in its meeting held on 10th February, 2017 has issued 186,696 Equity Shares to the shareholders of Banswara Fabrics Limited being the transferor Company in the scheme of amalgamation.

2.2 Rights, preferences and restrictions to the shareholders

2.2.2 Equity Shares :-

All equity shareholders are having right to get dividend in proportion to paid up value of the each equity share as and when declared.

No member shall be entitled to exercise any voting rights either personally or by proxy at any meeting of the company in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the company has, and has exercised, any right of lien.

2.3 Details of Shareholder's holding more than 5% of each class of shares issued by the Company -

Name of shareholder	As at 31.03.2017		As at 31.03.2016	
	No. of Shares	% of Shares	No. of Shares	% of Shares
Equity Shares				
Shri Ravindra Kumar Toshniwal	2,248,267	**13.14%**	2,231,447	13.18%
Shri Shaleen Toshniwal	2,118,180	**12.38%**	2,118,180	12.51%
Smt. Radhika Toshniwal	1,182,482	**6.91%**	1,178,542	6.96%
Smt. Prem Toshniwal	896,359	**5.24%**	891,449	5.27%
Macquarie Bank Limited	-	-	1,299,801	7.68%
Kotak Mahindra (International) Limited	1,289,556	**7.53%**	-	-

2.4 The Company has forfeited Nil (Previous year 27,015) number of partly paid up equity shares as was approved by the board of directors in its meeting held on 27th May, 2015. The amount originally paid up was ₹ 1.35 Lakhs which has been transferred to Capital Reserve. (Refer Note no. 3)

NOTE NO. '3' RESERVES AND SURPLUS

(₹ in Lakhs)

Particulars	As at 31st March, 2017		As at 31st March, 2016	
Capital Reserve				
Opening Balance	1,163.23		1,064.81	
Add : Balance of shares foreited (Refer Note no 2.4)	-		1.35	
Add : Transferred from Banswara Fabrics Limited under scheme of Amalgamation	14.42			
Add : Capital Subsidy Received (Refer Note no. 3.1)	162.15	**1,339.80**	97.07	1,163.23
Capital Redemption Reserve				
Opening Balance	173.00		173.00	
Add: Fresh Creation (Redemption of Preference Shares)	-	**173.00**	-	173.00
Securities Premium Account				
Opening balance	2,959.00		2,797.76	
Add : Received During the year	-	**2,959.00**	161.24	2,959.00
General Reserve				
Opening Balance	15,134.17		14,134.17	
Add : Transferred from Banswara Fabrics Limited under scheme of Amalgamation	2.93		-	
Add: Transfer from Surplus	500.00	**15,637.10**	1,000.00	15,134.17
Surplus				
Opening Balance	3,795.38		2,483.80	
Add : Profit Due to Amalgamation with Banswara Global Limited and Banswara Fabrics Limited	45.68		-	
Add : Profit for the year	1,657.90		2,719.67	
	5,498.96		5,203.47	
Less : Allocation and Appropriations				
Dividend paid on Preference Shares (Previous Year)	-		0.60	
Tax on Dividend on Preference Shares (Previous Year)	-		0.12	
Dividend on Equity Shares*	-		(0.12)	
Tax on Equity Shares Dividend*	-		(0.03)	
Proposed Dividend on Equity Shares	-		338.59	
Tax on Proposed Equity Shares Dividend	-		68.93	
Transfer to General Reserve	500.00		1,000.00	
	500.00		1,408.09	
		4,998.96		3,795.38
		25,107.86		23,224.78

*Reversal of previous year provision on partly paid up shares which have been forfeited during the year.

Note 3.1. Capital Subsidy received under scheme of TUFS on purchase of capital items subject to fulfilling the conditions prescribed in the scheme.

Note 3.2 Dividend on preference shares for the year 2014-15 was declared in AGM held on 12.09.2015 (for the period up to 12.05.2014, since the preference shares were redeemed on 13.05.2014)

NOTE NO. '4' LONG TERM BORROWINGS

(₹ in Lakhs)

Particulars	As at 31st March, 2017		As at 31st March, 2016	
Term Loans (Secured)				
From Financial Institutions and Banks				
IDBI BANK LIMITED				
Term Loan - II				
Repayable in 30 variable quarterly installments	493.58		547.58	
Term Loan - III				
Repayable in 30 variable quarterly installments	307.98		341.68	
Term Loan - IV				
Repayable in 30 variable quarterly installments	734.42		814.74	
Term Loan - V				
Repayable in 30 variable quarterly installments	1,226.87		450.00	
Term Loan - VI				
Repayable in 32 variable quarterly installments	428.50	3,191.35		2,154.00
EXPORT IMPORT BANK OF INDIA				
Term Loan - I	1,485.00		1,740.00	
Repayable in 23 variable quarterly installments				
Term Loan - II	2,015.00		2,325.00	
Repayable in 24 variable quarterly installments				
Term Loan - IV	-		230.28	
Repayable in 8 variable quarterly installments				
Term Loan - V	-		320.00	
Repayable in 8 variable quarterly installments				
Term Loan - VI	1,500.00		2,312.50	
Repayable in 13 variable quarterly installments				
Term Loan - VII	1,581.82		1,933.33	
Repayable in 26 variable quarterly installments				
		6,581.82		8,861.11
BANK OF BARODA				
Term Loan - I	510.00		790.00	
Repayable in 16 variable quarterly installments				
Term Loan - II	100.00		500.00	
Repayable in 9 variable quarterly installments				
Term Loan - III	3,080.00		3,520.00	
Repayable in 27 variable quarterly installments				
Term Loan - IV	1,562.00		1,694.00	
Repayable in 32 variable quarterly installments				
Working Capital Term Loan	175.00		245.00	
Repayable in 9 equal half yearly installments		5,427.00		6,749.00
PUNJAB NATIONAL BANK				
Term Loan - I	125.84		638.28	
Repayable in 9 variable quarterly installments				
Term Loan - II	38.95		198.95	
Repayable in 9 variable quarterly installments				
Term Loan - III	950.00		1,000.00	
Repayable in 32 variable quarterly installments				
Term Loan - IV	625.00		1,062.50	
Repayable in 13 variable quarterly installments				
Working Capital Term Loan	840.00		1,260.00	
Repayable in 8 equal half yearly monthly installments		2,579.79		4,159.73
BANK OF INDIA				
Term Loan - II	388.71		513.71	
Repayable in 16 variable quarterly installments		388.71		513.71
UNION BANK OF INDIA				
Term Loan - II	1,176.00		1,456.00	
Repayable in 20 variable quarterly installments				
Term Loan - III	2,000.00		1,570.06	

Particulars	As at 31st March, 2017		As at 31st March, 2016	
Repayable in 32 variable quarterly installments				
Term Loan - IV	1,156.55		-	
Repayable in 32 variable quarterly installments				
Term Loan - V	409.98		-	
Repayable in 32 variable quarterly installments				
Corporate Term Loan	1,400.00		-	
Repayable in 10 fixed half yearly installments				
Working Capital Term Loan	350.00		490.00	
Repayable in 9 equal half yearly installments		6,492.53		3,516.06
AXIS BANK LIMITED				
Term Loan - I	500.00		1,000.00	
Repayable in 12 variable quarterly installments		**500.00**		**1,000.00**
Sub-Total (A)		**25,161.20**		**26,953.61**
Less : Current Maturities				
IDBI Bank Ltd.	218.80		168.00	
Export-Import Bank of India	2,039.02		2,279.30	
Bank of Baroda	1,099.00		1,322.00	
Punjab National Bank	1,177.23		1,587.50	
Bank of India	200.00		125.00	
Union Bank of India	850.00		420.00	
Axis Bank Limited	500.00		500.00	
Sub-Total (B)		**6,084.05**		**6,401.80**
TOTAL (I) (A-B)		**19,077.15**		**20,551.81**
Fixed Deposits (Unsecured)				
From Directors	55.00		55.00	
From Others	1,552.00		1,120.00	
Includes ₹ 258.00 Lakhs (Previous years ₹ 209.00 Lakhs) from related parties	1,607.00		1,175.00	
Less : Current Maturities	807.00		68.00	
TOTAL (II)		**800.00**		**1,107.00**
		19,877.15		**21,658.81**

4.1 Securities/ Guarantees

For Term Loans from Financial Institutions and Banks:

BANSWARA SYNTEX LIMITED

Term Loans from Financial Institutions and Banks are secured by a joint equitable mortgage and/or hypothecation charges ranking pari-passu on immovable/movable properties, present and future of the Company subject to prior charges in favour of the Bankers on specified movable properties created and/or to be created for working capital facilities and Term Loans of ₹ 3,191.35 Lakhs (Previous Year ₹ 2,154 Lakhs) are also secured by second charge on current assets.

Term Loans from Financial Institutions and Banks are guaranteed by Shri R.L. Toshniwal, Chairman and Shri Ravindra Kumar Toshniwal, Managing Director in their personal capacities other than Export-Import Bank of India and IDBI Bank Ltd. Term Loans outstanding of ₹ 3,081.82 Lakhs (Previous Year 4,796.11 Lakhs) from Export-Import Bank of India, Term Loans outstanding of ₹ 840 Lakhs (Previous Year ₹ 1,260 Lakhs) from Punjab National Bank of India, ₹ 350 Lakhs from Union Bank of India (Previous Year ₹ 490 Lakhs) and ₹ 175 Lakhs from Bank of Baroda (Previous Year ₹ 245 Lakhs) are guaranteed by both.

For Fixed deposits

Fixed Deposits accepted by the Company are in accordance with the provisions of section 73(2)(a) and section 76 of the Companies Act, 2013 and rule 4(1) and 4(2) of the Companies (Acceptance of Deposits) Rules, 2014 are unsecured. Fixed Deposits are repayable within 1 to 3 years depending upon the terms of deposits. s.

NOTE NO. '5' DEFERRED TAX LIABILITIES (Net)

Considering accounting procedure prescribed by the Accounting Standard 22 "Taxes on Income", the following amounts have been worked out and provided in books:

Major components of deferred tax balances (₹ in Lakhs)

Particulars	As at 31st March, 2017		As at 31st March, 2016	
Deferred Tax Liabilities				
i) Difference between accounting and tax depreciation (cumulative)		5,933.03		6,067.16
TOTAL		**5,933.03**		**6,067.16**
Deferred Tax Assets				
i) Accumulated unabsorbed depreciation	-		-	
ii) Provision for doubtful debts (to date)	484.37		388.73	
iii) Disallowances under section 43B for non payment of expenses	512.95		588.73	
iv) Employee Benefits	462.60		419.91	
TOTAL (i to iv)		**1,459.92**		**1,397.37**
Net Deferred Tax Liabilities		**4,473.11**		**4,669.79**

Movement of Deferred Tax Liabilities (₹ in Lakhs)

Particulars	Opening Balance as at 1st April, 2016	Adjusted (Refer Note Below)	Net Balance	Closing Balance as at 31st March,2017	Deferred Tax Income/ (Expenses) Chagred during the year
Deferred Tax Liabilities	4,669.79	59.63	4,610.16	4,473.11	137.05

Note : Effect of Amalgmation of Banswara Global Limited and Banswara Fabrics Limited with Banswara Syntex Limited

NOTE NO. '6' LONG TERM PROVISIONS

(₹ in Lakhs)

Particulars	As at 31st March, 2017		As at 31st March, 2016	
Provisions for Employee benefits				
-Gratuity	1,038.55		967.72	
Less : Short Term	267.21	771.34	209.32	758.40
-Leave Encashment	298.14		245.60	
Less : Short Term	115.12	183.02	73.25	172.35
		954.36		**930.75**

NOTE NO. '7' SHORT TERM BORROWINGS

(₹ in Lakhs)

Particulars	As at 31st March, 2017		As at 31st March, 2016	
Loans Repayable on Demand (Cash credits and packing credits) From Banks (Secured)				
Punjab National Bank	17,253.05		14,817.15	
Union Bank of India	5,792.05		6,039.30	
Bank of Baroda	1,885.86		3,910.73	
Bank of India	2,693.31		3,281.72	
		27,624.27		28,048.90
		27,624.27		**28,048.90**

7.1 Securities and Guarantees

Loans repayable on demand from banks are secured by way of hypothecation (Floating charges) of Raw material, Dyes-Chemicals, Packing Materials, Stores & Spares, Stock-in-process, Finished goods, Book debts, Export Incentives and second charge on all the Fixed Assets of the Company and also guaranteed by Shri R.L. Toshniwal, Chairman and Shri Ravindra Kumar Toshniwal, Managing Director in their personal capacities.

NOTE NO. '8' TRADE PAYABLES

(₹ in Lakhs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Micro, Small & Medium Enterprises@	8.75	22.60
Others	16,102.86	12,707.10
	16,111.61	**12,729.70**

@ To the extent information received for status under the Micro, Small and Medium Enterprises Development Act, 2006.

8.1 Details of Dues to Micro Enterprises and Small Enterprises

(₹ in Lakhs)

Particulars	31st March, 2017	31st March, 2016
The principal amount remaining unpaid to any supplier as at the end of the accounting year (No amount is due for more than 45 days)	8.75	22.60
The amount of interest paid by the buyer in terms of Section 16 of the Micro Small and Medium Enterprise Development Act, 2006, along with the amounts of the payment made to the supplier beyond appointed day during the accounting year.	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of the accounting year.	Nil	Nil
The amount of further interest remaining due and payable even in the succeeding years. Until such date when the interest dues as above are actually paid to the small enterprise for the purpose of Disallowance as a deductible expenditure under Section 23 of the Micro Small and Medium Enterprise Development Act, 2006.	Nil	Nil

NOTE NO. '9' OTHER CURRENT LIABILITIES

(₹ in Lakhs)

Particulars	As at 31st March, 2017		As at 31st March, 2016	
A. Current Maturities of Long Term Borrowings				
Term Loans (Secured)	6,084.06		6,401.80	
Fixed Deposit (Unsecured)	807.00		68.00	
		6,891.06		**6,469.80**
B. Interest Accrued But Not Due On Borrowings		**1.86**		**10.70**
C. Interest Accrued And Due On Borrowings		**191.93**		**200.00**
D. Other Payables				
Unclaimed Dividend	36.48		30.64	
Securities Deposits	94.84		51.40	
Statutory Liabilities	212.50		233.97	
Other Liabilities	1,990.48		1,556.65	
		2,334.30		**1,872.66**
		9,419.15		**8,553.16**

NOTE NO. '10' SHORT TERM PROVISIONS

(₹ in Lakhs)

Particulars	As at 31st March, 2017		As at 31st March, 2016	
A. Provisions for Employee benefits				
-For Gratuity	267.21		209.32	
-For Leave Encashment	115.12	382.33	73.25	282.57
B. Provision for Others				
Proposed Dividend				
On Equity Shares	-		338.59	
On Preference Shares	-	-	-	**338.59**
Tax on Dividend				
Tax On Divided (Equity Share)	-		68.93	
Tax On Dividend On Preference Share	-	-	-	**68.93**
For Entry Tax (Net of payment)		**7.23**		**445.39**
For Taxation				
For Income Tax	1,084.92		2,216.73	
Less : Advance Tax and TDS (As per Contra)	848.26		795.15	
		236.66		**1,421.58**
		626.22		2,557.06

10.1 Special Leave Petition (SLP) was filed before Hon'ble Supreme Court in respect of demand raised under "The Rajasthan Tax on Entry of Goods into Local Area Act,1999". During the current year Hon'ble Supreme Court has passed the final order dated 11th November, 2016 accordingly outstanding balance as at 31st March,2016 and thereafter has been paid during the year.

10.2 Accounting Standard: -29 "Provisions, Contingent Liabilities and Contingent Assets": Movement in Provisions: (₹ in Lakhs)

Nature of Provisions	Provision outstanding at the beginning of the year	Provision made during the year	Provision utilized during the year	Provision reversed during the year	Provision outstanding at the end of the year
Gratuity	967.72	451.80	380.97	-	1,038.55
Leave Encashment	245.60	76.35	23.81	-	298.14
Proposed Dividend	338.59	-	338.59	-	-
Tax on Proposed Dividend	68.93	-	68.93	-	-
Taxation	2,216.73	758.00	1,889.81	-	1,084.92
Entry Tax	445.39	-	438.16	-	7.23

NOTE NO. '11' PROPERTY, PLANT & EQUIPMENT

(₹ in Lakhs)

DESCRIPTION OF ASSETS	GROSS BLOCK					DEPRECIATION & AMORTIZATION					NET BLOCK	
	As at 01.04.2016	Adjustment Due to Merger	Additions during the year	Disposals/ Adjustment	As at 31.03.2017	As at 01.04.2016	Adjustment Due to Merger	For the Year	Deductions/ Adjustments	Up to 31.03.2017	As at 31.03.2017	As at 31.03.2016
TANGIBLE ASSETS												
Lease Hold Land	367.62	51.06	-	-	418.68	52.55	8.57	7.05	-	68.18	350.50	315.07
Free Hold Land	310.01	-	-	-	310.01	-	-	-	-	-	310.01	310.01
Buildings & Road	15,677.23	734.50	694.24	324.01	16,781.96	3,543.56	184.10	452.62	31.91	4,148.37	12,633.59	12,133.67
Plant & Equipment	70,183.67	3293.33	5,190.69	826.92	77,840.78	37,589.41	3,023.58	4,804.47	601.24	44,816.23	33,024.55	32,594.26
Building Machinery	1.38	-	-	-	1.38	1.31	-	-	-	1.31	0.07	0.07
Electric & Water Supply Installation	2,094.02	111.15	309.18	-	2,514.35	1,271.23	86.67	159.22	-	1,517.12	997.23	822.79
Furniture & Fixtures	1,266.53	67.74	69.87	21.17	1,382.97	838.21	42.88	98.38	12.22	967.24	415.73	428.32
Office Equipments	1,121.65	23.14	106.63	0.63	1,250.80	858.82	20.00	108.07	0.51	986.37	264.43	262.83
Vehicles	776.74	10.06	156.31	52.79	890.31	309.52	8.72	89.96	29.24	378.96	511.35	467.21
Capital Spares	-	-	167.20	-	167.20	-	-	44.94	-	44.94	122.25	-
TOTAL	**91,798.85**	**4,290.97**	**6,694.13**	**1,225.51**	**101,558.44**	**44,464.61**	**3,374.53**	**5,764.71**	**675.13**	**52,928.72**	**48,629.71**	**47,334.23**
Previous Year	89,154.42	-	3,028.92	384.49	91,798.85	39,010.78	-	5,754.20	300.37	44,464.61	47,334.23	-

"11.1. Buildings & Road includes ₹ 331.31 Lakhs paid for acquiring 657 equity shares of M/s Rastogi Estate & Construction Co. (Pvt.) Ltd. attached with right of ownership and possession of office building at Mumbai.

11.2. Depreciation has been charged on Straight Line Method (SLM) based on useful life of the assets as mentioned in Schedule II of the Companies Act, 2013, except in case of Plant & machinery where the useful life has been taken as ascertained by the Independent Chartered Engineer and technical experts of the Company. The useful life of the Plant & Machinery so ascertained is ranging from 10 to 18 years on triple shift basis as against the life of 15 years given in Part C of Schedule II of the Companies Act, 2013. Further, considering materiality of assets costing less than ₹ 5,000 are fully depreciated in the year of purchase/acquisition. The Company provide pro-rata depreciation from/to the date on which asset is acquired or put to use/ disposed off as appropriate.

11.3. Lease hold lands are amortised over the period of lease."

11.1.1 Accounting Standard 16 - "Borrowing Cost"

In terms of Accounting Policy No. 1(J) borrowing cost of ₹ NIL Lakhs (Previous year ₹ NIL Lakhs) have formed part of cost of relevant tangible assets.

NOTE NO. '12' CAPITAL WORK IN PROGRESS (₹ in Lakhs)

DESCRIPTION OF ASSETS	As at 01.04.2016	Additions during the year	Capitalize during the year	As at 31.03.2017
Capital Work In Progress for				
- Buildings & Road	155.79	656.62	694.24	118.17
- Plant & Equipment	630.49	4,834.13	5,190.69	273.93
- Water & Electric Installation	-	314.17	309.18	4.99
TOTAL	**786.28**	**5,804.92**	**6,194.11**	**397.09**
Previous Year	1,003.60	2,491.26	2,708.57	786.28

NOTE NO. '13' NON-CURRENT INVESTMENT (AT COST) (₹ in Lakhs)

Particulars	As at 31st March, 2017		As at 31st March, 2016	
Long Term				
I. Trade				
Unquoted				
Investment in Associate Company (Refer Note 14.1)				
Nil Equity Shares of ₹ 10/- each of Banswara Fabrics Limited (Previous year 3,00,000 Equity Shares)		-		30.00
Government & other securities				
National Savings Certificate (Deposited with State and Central Govt. Authorities)		**0.13**		0.13
Investment in Subsidiary Company				
Nil Equity Shares of ₹ 10/- each of Banswara Global Limited. (Wholly owned subsidiary) (Previous year 1,24,00,000 Equity Shares)		-		1,453.01
Investment in Joint Venture Company				
36,00,000 Equity Shares of ₹ 10 each of Treves Banswara Pvt. Ltd. (Previous year 36,00,000 Equity Shares)		**360.00**		360.00
Sub Total (I)		**360.13**		1,843.14
II. Other				
A) Quoted				
In Equity Shares				
10,114 Equity Shares of ₹ 10/- each of Union Bank of India (Previous year 10,114 Equity Shares)		**3.04**		3.04

Particulars	As at 31st March, 2017		As at 31st March, 2016	
B) Unquoted				
Shares in Cooperative Bank				
500 Equity Shares of ₹ 10/- each of New Indian Cooperative Bank Ltd. (Previous year 500 Equity Shares)		**0.05**		0.05
Ask Investment Manager Pvt. Ltd. (Real Estate Special Opportunities Portfolio - 1)		**5.11**		9.40
Sub Total (II)		**8.20**		12.49
Total (I + II)		**368.33**		1,855.63
Investments aggregate value of Quoted Investment				
Book Value		**3.04**		3.04
Market Value		**18.87**		13.23

NOTE NO. '14' LONG TERM LOANS AND ADVANCES (₹ in Lakhs)

Particulars	As at 31st March, 2017		As at 31st March, 2016	
Unsecured, Considered good				
(a) Capital Advances		344.48		304.92
(b) Security Deposits		304.61		331.60
		649.09		**636.52**

NOTE NO. '15' OTHER NON CURRENT ASSETS (₹ in Lakhs)

Particulars	As at 31st March, 2017		As at 31st March, 2016	
Unsecured, Considered good				
MAT Credit Entitlement	**-**		831.77	
Prepaid Expenses	**44.34**		48.73	
		44.34		880.50
		44.34		880.50

15.1 Credit in respect of Minimum Alternative Tax under Income Tax Act 1961 (MAT Credit Entitlement) is recognized in accordance with Guidance Note issued by the Council of the Institute of Chartered Accountants of India.

NOTE NO. '16' INVENTORIES (₹ in Lakhs)

Particulars	As at 31st March, 2017		As at 31st March, 2016	
(At lower of Cost and Net Realizable Value)				
Raw Materials	**12,137.74**		9,523.87	
Raw Materials in Transit	**367.91**	**12,505.65**	259.63	9,783.50
Works-in-Progress		**6,069.49**		5,954.34
Finished goods				
Yarn	**4,430.69**		3,445.85	
Yarn in transit	**80.24**		219.35	
Cloth (Processed)	**5,511.30**		5,873.16	
Cloth (Grey and Processed) in transit	**716.31**		507.57	
Garment	**1,623.62**		1,445.12	
Garment in transit	**13.84**	**12,376.00**	0.91	11,491.96
Stores & Spares		**1,906.27**		1,745.99
Waste		**58.37**		40.19
		32,915.78		29,015.98

16.1 Inventories include stocks lying with third parties ₹ 261.16 Lakhs (Previous Year ₹ 956.82 Lakhs)

NOTE NO. '17' TRADE RECEIVABLES

(₹ in Lakhs)

Particulars	As at 31st March, 2017		As at 31st March, 2016	
(Unsecured)				
Outstanding exceeding six months				
Considered Good	**764.46**		473.49	
Considered Doubtful	**1,399.58**		1,123.23	
	2,164.04		1,596.72	
Less: Provision for Doubtful Debts	**1,399.58**		1,123.23	
		764.46		473.49
Other Debts				
Considered Good		**14,967.00**		15,703.69
		15,731.46		16,177.18

NOTE NO. '18' CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	As at 31st March, 2017		As at 31st March, 2016	
A. Balances with Banks				
-Current Account	**795.50**		779.02	
-Other Bank Balances	**-**		179.65	
-Bank Deposits	**1,158.42**	**1,953.92**	1,100.29	2,058.96
B. Cash On Hand		**25.10**		26.03
		1,979.02		2,084.99

Details of Specified Bank Notes (SBN) held and transacted during the period from Nov 08,2016 to Dec 30, 2016 as provided in the table below :

(₹ in Lakhs)

Particulars	Specified Bank Notes (SBNs)	Other Denomination Notes	Total
Closing Cash in hand 08th November, 2016	**178.05**	**23.19**	**201.24**
(+) Permitted Receipts	-	146.23	146.23
(-) Permitted Payments	-	143.36	143.36
(-) Amount deposited in the Bank	178.05	2.31	180.36
Closing Cash in hand 30th December, 2016	**-**	**23.75**	**23.75**

Balances with banks in unclaimed dividend accounts	36.47	30.64
Deposit accounts with more than 12 months maturities	493.23	271.53
Deposits with banks pledged with banks against guarantees, Letter of credits etc.	754.63	541.17

Cash and Cash equivalent includes restricted cash and bank balance of ₹ 791.10 Lakhs (Previous Year ₹ 571.81 Lakhs). The restrictions are primarily on account of cash and bank balances held as margin money deposits against guarantees, Letter of Credits and unclaimed dividends.

Deposits maintained by the Company with Banks comprise of time deposits, which can be withdrawn by the Company at any point of time without prior notice with reduced rate of interest.

NOTE NO. '19' SHORT TERM LOANS AND ADVANCES

(₹ in Lakhs)

Particulars	As at 31st March, 2017		As at 31st March, 2016	
Unsecured, Considered good				
Advances recoverable in cash or kind		**2,003.58**		1,519.68
Loans & Advances to Employees		**152.41**		130.75
Prepaid Expenses		**141.19**		239.13
Income Tax Refundable		**398.32**		429.90
Service Tax Under Protest		**41.94**		-
Income Tax Under Protest		**327.89**		161.33
Advance Income Tax and Tax deducted at source	**848.26**	**-**	795.15	-
Less: Provision for Taxation (as per contra)	**848.26**		795.15	
Unsecured, Considered Doubtful				
Duty Refundable (AED)	**29.57**		29.57	
Less : Provision	**29.57**	**-**	29.57	-
		3,065.33		2,480.79

NOTE NO. '20' OTHER CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at 31st March, 2017		As at 31st March, 2016	
FPS/FMS Entitlement				
Other Export Receivables		**28.80**		70.78
Considered Good	**1,311.06**		1,303.27	
Considered Doubtful	**-**		-	
	1,311.06		1,303.27	
Less : Provision	**-**	**1,311.06**	-	1,303.27
Claim Receivable under TUFS		**402.69**		1,224.30
Other Claim Receivables		**180.63**		215.43
		1,923.18		2,813.78

NOTE NO. '21' Contingent liabilities

1. Contingent liabilities not provided for in respect of: -

(₹ in Lakhs)

Sr. No	Particulars	As at 31st March, 2017	As at 31st March, 2016
a.	Bills discounted/Purchased with banks remaining outstanding		
	(i) Against foreign LC	3,222.00	3,766.25
	(ii) Others	1,517.81	2,083.88
b.	Letter of Credit established with banks :-		
	(i) Revenue account	144.03	40.14
	(ii) Capital account	167.44	1,279.47
c.	Guarantees given by the bank on behalf of the Company for which FD ₹ 38.59 Lakhs (₹ 105.01 Lakhs) pledged with them.	338.56	925.10
d.	Claims against the Company not acknowledged as debt: -	1,490.63	1,044.31
	(a) Under Tax Laws [payment made under protest ₹ 327.89 Lakhs (previous year ₹ 161.33 Lakhs)]		
	(b) On Revenue account [paid under protest ₹ 11 Lakhs (previous year ₹ 11 Lakhs)]	31.91	31.48

There is no reimbursement possible on account of contingent liabilities.

NOTE NO. '22' Capital Commitments

Estimated amount of contracts remaining to be executed on Capital account is ₹ 30.57 Lakhs (₹ 109.18 Lakhs) and export obligation against EPCG licenses is ₹ 5,768.00 Lakhs (previous year ₹ 1,546.27 Lakhs).

NOTE NO. '23' REVENUE FROM OPERATIONS

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2017		For the year ended 31st March, 2016	
(a) Sale of products				
Yarn	**46,969.40**		50,643.26	
Cloth	**47,051.63**		48,472.91	
Garment	**23,381.93**		19,764.26	
Waste	**294.25**		373.85	
Fibre	**119.22**		460.05	
Scrap	**397.04**	**118,213.47**	424.20	120,138.53
(b) Sale of services				
Income from Job Work		**2,434.88**		2,531.52
Sale of Products & Services (Gross)		**120,648.35**		122,670.05
(c) Other Operating Revenue				
Export Benefits:				
- Duty Draw Back / Other Benefits	**4,800.93**		4,429.26	
		4,800.93		4,429.26
		125,449.28		127,099.31
Less : Excise Duty		**1,016.49**		634.06
		124,432.79		126,465.25

NOTE NO. '24' OTHER INCOME

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2017		For the year ended 31st March, 2016	
Interest Income		**345.38**		362.27
Rental Income		**25.15**		7.19
Dividend Income		**0.20**		3.61
Profit on Sale of Tangible Assets		**41.09**		60.17
Exchange Rate Fluctuation		**693.98**		487.79
Liabilities no more Payable		**-**		1.89
Other Non Operating Income		**74.32**		169.06
		1,180.12		1,091.98

NOTE NO. '25' COST OF MATERIALS CONSUMED

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2017		For the year ended 31st March, 2016	
Raw Material Consumed				
Opening stock	**9,783.50**		12,078.80	
Add : Purchases	**55,489.68**		49,210.50	
	65,273.18		61,289.30	
Less : Closing stock	**12,505.65**		9,783.50	
		52,767.53		51,505.80
Dyes & Chemicals Consumed		**5,069.76**		**4,928.43**
Purchase : Cloth	**1,795.70**		1,143.91	
Yarn	**312.04**		2,438.83	
		2,107.74		3,582.74
		59,945.03		60,016.97
Detail of the Raw Material Consumed under broad heads				
Fibre		**41,401.05**		43,390.29
Yarn		**5,594.04**		3,988.72
Cloth		**5,772.44**		4,126.79
		52,767.53		51,505.80

NOTE NO. '26' CHANGES IN INVENTORIES

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2017		For the year ended 31st March, 2016	
A. Finished Goods				
Opening Stock				
Yarn	**3,665.20**		5,065.69	
Cloth	**6,380.73**		6,419.29	
Garment	**1,446.03**		1,096.78	
	11,491.96		12,581.76	
Closing Stock				
Yarn	**4,510.93**		3,665.20	
Cloth	**6,227.61**		6,380.73	
Garment	**1,637.46**		1,446.03	
	12,376.00	(884.04)	11,491.96	1,089.80
B. Work-in Progress				
Opening Stock				
Yarn	**1,698.89**		1,946.07	
Cloth	**3,459.37**		3,483.67	
Garment	**796.08**		549.62	
	5,954.34		5,979.36	
Closing Stock				
Yarn	**2,032.39**		1,698.89	
Cloth	**3,319.50**		3,459.37	
Garment	**717.60**		796.08	
	6,069.49	(115.15)	5,954.34	25.02
C. Waste				
Opening Stock	**40.19**		67.45	
Closing Stock	**58.37**		40.19	
		(18.18)		27.26
		(1,017.37)		1,142.08

NOTE NO. '27'MANUFACTURING EXPENSES

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2017		For the year ended 31st March, 2016	
Stores & Spare Parts Consumed		**4,364.88**		4,276.48
Packing Material Consumed		**2,118.69**		2,085.66
Power		**831.72**		951.67
Fuels		**9,683.91**		9,416.69
Job Charges		**2,292.74**		2,676.67
Repairs to : Plant & Machinery	**1,161.77**		1,146.72	
Building	**542.60**		421.31	
Others	**259.09**	**1,963.46**	180.13	1,748.16
Excise Duty*		**5.77**		5.92
		21,261.17		21,161.25

NOTE NO. '28' EMPLOYEE BENEFITS EXPENSES

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2017		For the year ended 31st March, 2016	
Salaries, Wages, Allowance, Bonus etc.		**19,371.16**		17,378.20
Contribution to Provident & Other Funds		**1,784.14**		1,620.80
Workmen & Staff Welfare Expenses		**667.79**		569.78
		21,823.09		19,568.78

28.1 Accounting Standard: 15 "Employee Benefits", the disclosures of Employee benefits as defined in the accounting standard are given below:

"1. Defined Contribution Plan

Employer's contribution to provident fund paid ₹ 1,251.25 Lakhs (Previous year ₹ 1,139.46 Lakhs) has been recognized as expense for the year."

"2. Defined Benefit Plan

Present value of gratuity and long earned leave obligation is determined based on actuarial valuation using the projected unit credit method which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. Short term earned leave encashed during the year charged to Statement of Profit & Loss.

3. Changes in present value of obligations

Particulars	Gratuity As At		Leave Encashment As At	
	31.03.2017	31.03.2016	31.03.2017	31.03.2016
I. Assumptions				
Mortality	IALM (2006-08) Ult.	IALM (2006-08) Ult.	IALM (2006-08) Ult.	IALM (2006-08) Ult.
Discount Rate	7.44%	8.00%	7.44%	8.00%
Rate of increase in compensation	4.00%	4.00%	4.00%	4.00%
Rate of return (expected) on plan assets	8.75%	8.75%	-	-
Withdrawal rates	"Upto Age 45 (2%) 46 & above (1%)"	"Upto Age 45 (2%) 46 & above (1%)"	"Upto Age 45 (2%) 46 & above (1%)"	"Upto Age 45 (2%) 46 & above (1%)"
Expected average remaining service (years)	31.05	30.92	36.51	36.13

II. Changes in Present Value of Obligations (PVO)				
PVO at beginning of period	1,589.40	1,480.95	245.60	231.44
Interest Cost	116.76	108.03	18.70	17.10
Current Service Cost	361.86	293.34	110.65	95.00
Benefits paid	(259.79)	(209.58)	(23.82)	(27.08)
Actuarial (gain)/loss on obligation	25.04	(83.34)	(52.99)	(70.86)
PVO at end of period	1,833.26	1,589.40	298.13	245.60

III. Changes in fair valur of plan assets				
Fair Value of Plan Assets at beginning of period	621.69	394.59	-	-
Adjustment to Opening Plan Assets	-	-	-	-
Expected Return on Plan Assets	59.70	42.86	-	-
Contributions	380.96	400.09	23.82	27.08
Benefit Paid	(259.79)	(209.58)	(23.82)	(27.08)
Actuarial gain/(loss) on plan assets	(7.84)	(6.28)	-	-
Fair Value of Plan Assets at end of period#	794.71	621.69	-	-

IV. Fair Value of Plan Assets#				
Fair Value of Plan Assets at beginning of period	621.69	394.59	-	-
Adjustment to Opening Plan Assets	-	-	-	-
Actual Return on Plan Asset	51.86	36.59	-	-
Contributions	380.96	400.09	23.82	27.08
Benefit Paid	(259.79)	(209.58)	(23.82)	(27.08)
Fair Value of Plan Assets at end of period#	794.71	621.69	-	-
Funded Status	(1,038.55)	(967.72)	(298.13)	(245.60)
Excess of actual over estimated return on Plan Assets	(7.84)	(6.28)	-	-

V. Actuarial Gain/(Loss) Recognized				
Actuarial Gain/(Loss) for the period (Obligation)	(25.04)	83.34	52.99	70.86
Actuarial Gain/(Loss) for the period (Plan Assets)	(7.84)	(6.28)	-	-
Total Gain/(Loss) for the period	(32.88)	77.06	52.99	70.86
Actuarial Gain/(Loss) recognized for the period	(32.88)	77.06	52.99	70.86
Unrecognized Actuarial Gain/(Loss) at end of period	-	-	-	-

VI. Amounts to be recognized in the Balance Sheet and statement of profit & loss account				
PVO at end of period	1,833.26	1,589.40	298.13	245.60
Fair Value of Plan Assets at end of period	794.71	621.69	-	-
Funded Status	(1,038.55)	(967.72)	(298.13)	(245.60)
Unrecognized Actuarial Gain/(Loss)	-	-	-	-
Net Asset/(Liability) recognized in the balance sheet	(1,038.55)	(967.72)	(298.13)	(245.60)

VII. Expense recognized in the Statement of Profit and Loss				
Current Service Cost	361.86	293.34	110.65	95.00
Interest Cost	116.76	108.03	18.70	17.10
Expected Return on Plan Assets	(59.70)	(42.86)	-	-
Net Actuarial (Gain)/Loss recognized for the period	32.88	(77.06)	(52.99)	(70.86)
Expense recognized in the statement of P&L A/C	451.80	281.45	76.35	41.25

VIII. Movements in the liability recognized in Balance Sheet				
Opening Net Liability	967.72	1,086.35	245.60	231.44
Expenses as above	451.80	281.45	76.35	41.25
Benefits paid	(380.96)	(400.09)	(23.82)	(27.08)
Closing Net Liability	1,038.55	967.72	298.13	245.60

IX. Experience Analysis - Liabilities				
Actuarial (Gain)/Loss due to change in bases	110.02	172.93	11.15	(2.64)
Experience (Gain) / Loss due to Change in Experience	(84.98)	(256.27)	(64.15)	(68.22)
Total	25.04	(83.34)	(52.99)	(70.86)
Experience Anyalisis - Plan Assets				
Experience (Gain) / Loss due to Change in Plan Assets	7.84	6.28	-	-

#Represents amount invested with L.I.C./Trust Fund.

NOTE NO. '29' FINANCE COST

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2017		For the year ended 31st March, 2016	
Interest Expense*		**5,297.86**		6094.92
Other Borrowing Cost		**1,004.96**		904.11
		6,302.82		6999.03

* Net of subsidy of ₹ 683.63 Lakhs (Previous Year ₹ 821.80 Lakhs) under Technology Upgradation Fund Scheme.

NOTE NO. '30' DEPRECIATION AND AMORTISATION EXPENSES

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2017		For the year ended 31st March, 2016	
Leasehold Land Written Off	**7.05**		6.40	
Depreciation	**5,757.66**		5,747.80	
		5,764.71		5,754.20
		5,764.71		5,754.20

NOTE NO. '31' OTHER EXPENSES

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2017		For the year ended 31st March, 2016	
Administrative Expenses				
Rent	**127.84**		124.54	
Rates and Taxes	**632.58**		496.86	
Insurance Charges	**62.26**		82.89	
Payment to Auditors				
As Auditors -Fees	**18.64**		11.25	
-Expenses	**2.87**		2.92	
In other capacity				
-Tax Audit Fees	**2.64**		2.25	
-Certification	**7.38**		15.56	
-Taxation Matters	**4.72**		-	
-Other Services	**-**		-	
Director's Sitting Fees	**16.83**		17.15	
Travelling Expenses	**168.55**		149.88	
Director's Travelling Expenses	**13.28**		10.51	
Foreign Travelling Expenses	**273.10**		265.45	
Communication Expenses	**207.35**		185.23	
Legal & Professional Expenses	**186.91**		274.26	
Charity & Donation	**16.56**		21.03	
Loss on forward exchange contracts	**5.12**		7.20	
Loss On Sale of Tangible Assets	**148.45**		9.55	
Expenses on Corporate Social Responsibility (CSR)	**47.59**		35.11	
Conveyance Expenses	**132.39**		111.13	
Business Promotion Expenses	**96.78**		105.20	
Computer Charges	**113.45**		147.60	
Conveyance Reimbursement Expense	**59.65**		51.76	
Vehicles Maintenance	**83.99**		87.19	
Water & Electricity Charges	**37.68**		48.60	
Printing & Stationery	**115.48**		103.97	
Miscellaneous Expenses	**360.08**		355.42	
		2,942.17		2,722.51
Selling Expenses				
Commission to Selling Agents	**1,777.73**		1,789.56	
Brokerage and Discounts	**384.64**		311.81	
Freight, Octori and Forwarding Charges	**3,146.98**		2,750.06	
Claims	**463.48**		525.79	
Advertisements	**12.79**		17.19	
Provision for Doubtful Debts	**352.50**		254.49	
Others	**162.01**		160.63	
		6,300.13		5,809.53
		9,242.30		8,532.04

NOTE NO. '32' EARNINGS PER SHARE

(₹ in Lakhs)

Particulars		For the year ended 31st March, 2017	For the year ended 31st March, 2016
a) Amount used as the numerator profit after tax, dividend on preference shares and tax thereon	₹ In Lakhs	**1,657.90**	2,719.67
b) Weighted average number of equity shares used as the denominator in computing basic earning per share.	Nos.	**17,116,042**	16,876,395
Add: Potential no. of equity shares that could arise on conversion of warrants into equity shares.	Nos.	**-**	-
Weighted average number of shares used in computing Diluted Earning per Share	Nos.	**17,116,042**	16,876,395
c) Nominal value per share	₹	**10.00**	10.00
d) Earnings Per Share:			
- Basic	₹	**9.69**	16.12
- Diluted	₹	**9.69**	16.12

Note No. '33' Accounting Standard 17 - "Segment Reporting"

The Company is engaged in production of textile products having integrated working and captive power generation. For management purpose, Company is organized into major operating activity of the textile products. The Company has no activity outside India except export of textile products manufactured in India. Thereby, no geographical segment and no segment wise information is reported.

Note No. '34' Accounting Standard 18 - "Related Party Disclosure"

The group has identified all the related parties as per details given below:

1. Relationship:

a) Joint Venture concerns

Treves Banswara Private Limited

b) Key Management Personnel :

Shri R.L.Toshniwal
Shri Ravindra Kumar Toshniwal
Shri Rakesh Mehra
Shri Shaleen Toshniwal
Shri J.K. Jain
Shri H.P. Kharwal (w.e.f. 10th February, 2017)

c) Enterprises where Key Management Personnel has control /interest:

Dhruv Impex
Mehra International
Lawson Trading Co. Pvt. Ltd.
Niral Trading Pvt. Ltd.
Moonfine Trading Co. Pvt. Ltd.
Speed Shore Trading Co. Pvt. Ltd.
Toshniwal Trust
Lawson Corporation
RR Toshniwal Enterprises
Excel Pack Limited
The Synthetic and Rayon Textiles Export Promotion Council
Shaleen Synthetics

d) Relative of Key Management Personnel where transactions have taken place :

Shri Rameshwar Lal Ravindra Kr Toshniwal HUF
Shri Ravindra Kumar Toshniwal HUF
Shri Dhruv Toshniwal
Shri Udit Toshniwal
Smt. Prem Toshniwal
Smt. Navneeta Mehra
Smt. Radhika Toshniwal
Smt. Sonal Toshniwal

Smt. Kavita Soni
Ms. Diya Toshniwal
Smt. Sushila Devi Jain
Smt. Anita Jain
Shri Garvit Jain
Shri J.K. Jain HUF

Note: Related party relationship is as identified by the Company and relied upon by the Auditors.

2. Transactions carried out with related parties referred in 1 above, in ordinary course of business: (₹ in lakhs)

payment of expenses	Related Parties							
	Referred in 1(a) above		Referred in 1(b) above		Referred in 1 (c) above		Referred in 1 (d) above	
	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
SALES								
Cloth	**842.50**	755.67	-	-	-	-	-	-
Yarn	**-**	3.50	-	-	-	-	-	-
Fiber	**2.89**	-	-	-	-	-	-	-
Store	**4.88**	3.06	-	-	-	-	-	-
PURCHASE								
Cloth	**-**	314.87	-	-	-	-	-	-
Store	**1.92**	-	-		-	-	-	
Yarn	**-**	-	-	-	-	0.09	-	-
Machine	**-**	0.23	-	-	-	-	-	-
Other	**-**	0.17	-	-	-	-	-	-
JOB CHARGES								
Weaving	**0.71**	889.16	-	-	-	-	-	-
Job Stiching	**21.46**	-	-	-	-	-	-	-
EXPENSES								
Rent	**-**	12.30	0.69	-	-	-	0.05	
Remuneration	**-**	-	416.03	512.17	-	-	-	
Interest	**-**	-	6.33	6.33	-	-	27.08	18.26
Salary	**-**	-	44.55	38.26	-	-	47.05	41.92
Stipend	**-**	-	-	-	-	-	4.50	1.50
Sitting Fees	**-**	-	0.69	-	-	-	0.05	-
INCOME								
Rent	**5.28**	0.31	-	-	-	-	-	-
Job Charges	**-**	1.07	-	-	-	-	-	-
Supervision Charges	**12.00**	13.67	-	-	-	-	-	-
Other	**91.23**	-	-	-	-	-	-	-
FINANCE								
Fixed Deposit Accepted	**-**	-	-	-	-	-	49.00	108.00
Fixed Deposit Repayment	**-**	-	-	-	-	-	-	10.00
OUTSTANDING								
Fixed Deposits Payable	**-**	-	55.00	55.00	-	-	258.00	209.00
Amount Receivable	**251.16**	169.70	-	-	-	-	-	-
Property Deposit Payable	**0.80**	-	-	-	-		-	-
Amount Payable	**-**	429.48	-	-	-	-	-	-
Capital Contribution	**360.00**	1,843.01	-	-	-	-	-	-

In respect of the outstanding balance recoverable from related parties as at 31st March,2017, no provision for doubtful debts is required to be made. During the year, there were no amounts written off or written back from such parties.

Note No. '35' Financial and Derivative Instruments

The Company has entered into following foreign exchange financial instruments :

a) The company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments on forecasted transactions as approved by the Board of Directors. The company does not use forward contracts for speculation purpose.

Outstanding forward exchange financial instruments entered into by the company for hedging of export/import transaction:

As at	No of Contracts	US Dollar Equivalent (In Lakhs)	INR Equivalent (In Lakhs)
31.03.2017	16	89.76	5,820.22
31.03.2016	16	91.01	6,337.31

b) Foreign Currency exposure that are not hedged by financial instruments or forward contracts as at 31st March, 2017 amounts to US Dollar 288.75 Lakhs equivalent to ₹ 18,723.16 Lakhs (Previous year US Dollar 328.91 Lakhs equivalent to ₹ 21,684.89 Lakhs)

Note No. '36' Accounting Standard 27 – "Financial Report of interest in Joint Venture"

a) The Company has a joint venture agreement with Treves S.A.S. France and has 50% ownership interest in the jointly controlled entity "Treves Banswara Private Limited".

The above Joint Venture Company is incorporated in India. The Company's share of assets and liabilities as on 31st March, 2017 and income and expenses for the year ended on that date in respect of joint venture entity as per audited Financial Statements is given below: (₹ in lakhs)

Particulars	31.03.2017	31.03.2016
Assets		
Non Current Assets	112.88	118.13
Current Assets	438.06	312.01
Total (A)	550.94	430.14
Liabilities		
Shareholders' Funds	215.48	201.44
Non Current Liabilities	7.36	5.49
Current Liabilities	328.10	223.21
Total (B)	550.94	430.14
Contingent Liability	Nil	Nil
Capital Commitments	Nil	Nil
Incomes	744.48	561.12
Expenditures	730.44	562.18

Note No. '37' Accounting Standard: - 28 "Impairment of Assets":

The Company assessed potential generation of economic benefits from its business units and is of the view that assets employed in continuing businesses are capable of generating adequate returns over their useful lives in the usual course of business, there is no indication to the contrary and accordingly, the management is of the view that no impairment provision is called for in the books of account.

Note No. '38' Value of Imports on CIF basis: - (₹ in lakhs)

Particulars	2016-17	2015-16
(i) Raw Material	3,335.19	2,972.36
(ii) Dyes & Chemicals	19.79	19.27
(iii) Components & Spare Parts	1,393.85	1,328.73
(iv) Capital goods	1,913.88	172.92

Note No. '39' Value of Raw Materials, Components & Spare parts consumed:-

Particulars	(₹ In Lakhs)		Percentage (%)	
(a) Raw Materials	2016-17	2015-16	2016-17	2015-16
(i) Imported	3,358.88	4,923.72	6.37	9.56
(ii) Indigenous	49,408.65	46,582.08	93.63	90.44
	52,767.53	**51,505.80**	**100.00**	**100.00**
(b) Components & Spare Parts				
(i) Imported	1,695.95	1,256.22	38.85	29.37
(ii) Indigenous	2,668.93	3,020.26	61.15	70.63
	4,364.88	**4,276.48**	**100.00**	**100.00**
(c) Dyes & Chemicals: -				
(i) Imported	36.71	68.79	0.72	1.39
(ii) Indigenous	5,033.05	4,859.64	99.28	98.61
	5,069.76	**4,928.43**	**100.00**	**100.00**

(d) Expenses in foreign currency (in respect of): -	
(i) Professional & Consultancy Charges	₹ **16.52 Lakhs** (Previous Year ₹ 39.61 Lakhs)
(ii) Others	₹ **1,906.67 Lakhs** (Previous Year ₹ 2,162.19 Lakhs)
(e) Earning in Foreign Currency (in respect of): -	
Exports of goods on FOB basis	₹ **49,182.54** Lakhs (Previous Year ₹ 50,926.21 Lakhs)
Other Realization	₹ **2,117.17** Lakhs (Previous Year ₹ 1,945.28 Lakhs)

Note No. '40' Details Regarding remittance of Dividend in Foreign Currency:-

Particulars	Current Year	Previous Year
	31st March, 2017	31st March, 2016
Total No. of Non-resident shareholders		
Equity Shares	4	4
Preference Shares	-	1
Amount of Dividend remitted in Foreign Currency (In ₹)		
-Final Dividend (2014-15)		
On 11,740 equity Shares	-	11,740
-Final Dividend (2014-15)		
On 173,000 Preference Shares	-	59,721
-Final Dividend (2015-16)		
On 11,740 equity Shares	23,480	-

Note No. '41' All assets and liabilities are presented as Current or Non-current as per the criteria set out in the Schedule III of the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization, the Company has ascertained its operating cycle less than 12 months, accordingly, 12 months period has been considered for the purpose of Current/Non-current classification of assets and liabilities.

Note No. '42' The Company has adopted a system of obtaining periodical confirmation of balances from banks and other parties. There are no unconfirmed balances in respect of any bank account, borrowing from Banks, NBFC's etc. So far as the loans and advances, trade payables, trade receivables and other assets and liabilities are concerned, the balance confirmation letter with the negative assertion, are being send to concerned parties as referred in the Standard on Auditing (SA) 505 Revised "External Confirmation". The company has received replies from various parties confirming the balances. Certain outstanding balances got automatically confirmed on receipt/ remittance of payments from/to the parties in subsequent period.

Note No. '43' Hon'ble High Court of Rajasthan vide its order dated 11th August, 2016 approved the scheme of amalgamation of Banswara Fabrics Limited and Banswara Global Limited with Banswara Syntex Limited, with effect from 1st April, 2015. All the transaction of erstwhile Banswara Fabrics Limited and Banswara Global Limited from 1st April, 2016, have been merged while preparing the results of the Company for the Year ended 31st March, 2017. However no effect/adjustment has been done in the previous year figures due which these are not comparable with Current Year figures.

Note No.'44' The Board of Directors has recommended a dividend of ₹ 1/- per equity share of ₹ 10 each for the year ended 31st March,2017, subject to the approval of the shareholders.

Note No. '45' The previous year figures have been regrouped/ reclassified wherever it found necessary to correspond with the current year's classification/disclosure. Accordingly, amounts and other disclosures for the preceding year are included as an integral part of the current year's financial statements and are to be read in relation to the amounts and other disclosures relating to current year.

In terms of our Audit Report of even date:

For KALANI & COMPANY
Chartered Accountants
FRN - 000722C

S. P. JHANWAR
Partner
M.No.074414

Place : Mumbai
Dated: 25th May, 2017

R. L. Toshniwal
DIN : 00106933
Chairman

Rakesh Mehra
DIN : 00467321
Vice Chairman

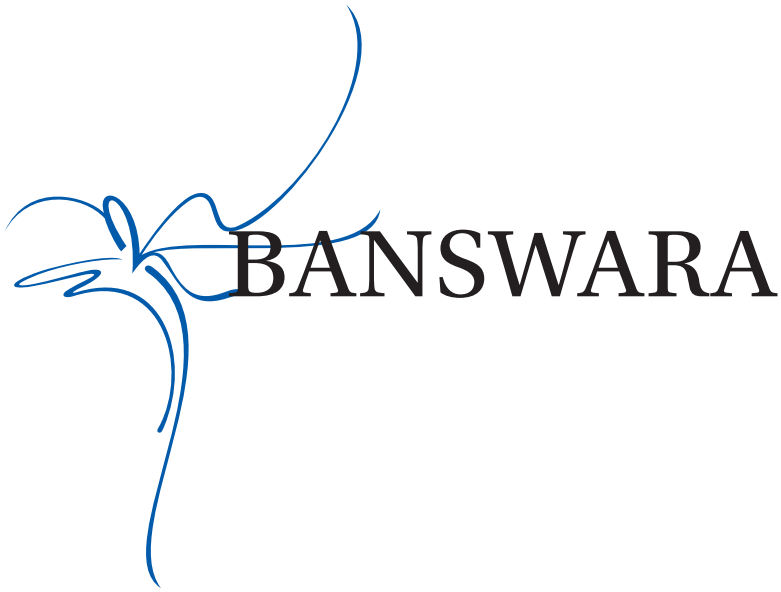
P. Kumar
DIN : 00179074
Chairman (Audit Committee)

Ravindra Kumar Toshniwal
DIN : 00106789
Managing Director

Shaleen Toshniwal
DIN : 00246432
Jt. Managing Director

J. K. Jain
Chief Financial Officer

H. P. Kharwal
Company Secretary



Consolidated Financial Statements

INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To

The Members of

BANSWARA SYNTEX LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of BANSWARA SYNTEX LIMITED ("the Holding Company") and jointly controlled entity, comprising of the Consolidated Balance Sheet as at 31 March, 2017, the Consolidated Statement of Profit and loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

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

Auditors' Responsibility

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

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

Emphasis of Matters

We Draw attention to the Note No 40 of Financial statements regarding decision of Hon'ble High Court of Rajasthan vide its order dated 11th August, 2016. Where in scheme of amalgamation between Banswara Fabrics Limited and Banswara Global Limited with Banswara Syntex Limited, was approved with effect from 1st April, 2015. All the transactions of erstwhile Banswara Fabrics Limited and Banswara Global Limited from 1st April, 2016, have been merged while preparing the financial statements of the Company for the year ended 31st March, 2017. However no effect/ adjustment has been done in the previous year figures due which previous year figures are not comparable with Current Year figures.

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

As required by sub-section 3 of Section 143 of the Act, we report, to the extent applicable, that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

(b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.

(c) The consolidated balance sheet, the consolidated statement of profit and loss, and the consolidated cash flow statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

(d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2017 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its subsidiary companies incorporated in India, none of the Directors of the Group companies incorporated in India is disqualified as on 31st March, 2017 from being appointed as a Director of that company in terms of sub-section 2 of Section 164 of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in **"Annexure A"**; and

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group. Refer Note 22 to the consolidated financial statements;

ii. The Company has made Provision in the consolidated financial statements where ever required, as under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivatives contracts that relate to the Group and jointly controlled entity

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and subsidiary companies incorporated in India.

iv. The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management – Refer Note 19 to the consolidated financial statements;

For **KALANI & COMPANY**
Chartered Accountants
FRN- 000722C

[S.P. JHANWAR]
Partner
M. No.074414

Place of Signature: Mumbai
Dated: 25.05.2017

Annexure - A to the Auditors' Report

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March,2017, we have audited the internal financial controls over financial reporting of BANSWARA SYNTEX LIMITED ("the Holding Company") and its jointly controlled entity company which is companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Holding Company and its jointly controlled entity, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over

financial reporting were operating effectively as at 31st March, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

Other Matters

Our aforesaid reports under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to one jointly controlled company which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated India.

For **KALANI & COMPANY**
Chartered Accountants
FRN- 000722C

[S.P. JHANWAR]
Partner
M. No.074414

Place of Signature: Mumbai
Dated: 25.05.2017

CONSOLIDATED BALANCE SHEET

AS AT 31ST MARCH, 2017 (₹ in Lakhs)

PARTICULARS	Note No.	As at 31st March, 2017		As at 31st March, 2016	
EQUITY AND LIABILITIES					
Shareholders' Funds					
Share Capital	3	**1,711.60**		1,692.93	
Reserves & Surplus	4	**24,963.35**	**26,674.95**	23,134.02	24,826.95
Non Current Liabilities					
(a) Long Term Borrowings	5	**19,877.15**		21,658.81	
(b) Deferred Tax Liabilities (Net)	6	**4,473.11**		4,615.48	
(c) Long Term Provisions	7	**961.72**	**25,311.98**	953.49	27,227.78
Current Liabilities					
(a) Short Term Borrowings	8	**27,624.27**		28,048.90	
(b) Trade payables	9	**16,213.25**		12,610.07	
(c) Other Current Liabilities	10	**9,645.90**		8,759.00	
(d) Short Term Provisions	11	**626.87**	**54,110.29**	2,587.51	52,005.48
			106,097.22		104,060.21
ASSETS					
Non-Current Assets					
(a) Property Plant & Equipment					
(b) Intangible assets	12	**48,739.79**		48,354.43	
(c) Capital work-in-progress	12	**0.14**		1.29	
(d) Goodwill on Consolidation	13	**397.53**		786.28	
(e) Intangible Assets under Development		**-**		136.63	
(f) Non-current investments	14	**202.00**		-	
(g) Long-term Loans and Advances	15	**8.33**		99.66	
(h) Other non-current assets	16	**649.09**	**50,043.45**	638.28	50,967.67
		46.57		951.10	
Current Assets					
(a) Inventories	17	**32,995.45**		29,090.65	
(b) Trade Receivables	18	**16,012.02**		16,397.38	
(c) Cash and Cash Equivalents	19	**2,049.00**		2,200.35	
(d) Short Term Loans and Advances	20	**3,074.12**		2,581.23	
(e) Other Current Assets	21	**1,923.18**	**56,053.77**	2,822.93	53,092.54
			106,097.22		104,060.21

Significant Accounting Policies, Notes on accounts and other disclosures from Note no. 1 to 42 forming part of these financial statements.

In terms of our Audit Report of even date:

For KALANI & COMPANY
Chartered Accountants
FRN - 000722C

S. P. JHANWAR
Partner
M.No.074414

Place : Mumbai
Dated: 25th May, 2017

R. L. Toshniwal
DIN : 00106933
Chairman

Rakesh Mehra
DIN : 00467321
Vice Chairman

P. Kumar
DIN : 00179074
Chairman (Audit Committee)

Ravindra Kumar Toshniwal
DIN : 00106789
Managing Director

Shaleen Toshniwal
DIN : 00246432
Jt. Managing Director

J. K. Jain
Chief Financial Officer

H. P. Kharwal
Company Secretary

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

(₹ in Lakhs)

PARTICULARS	Note No.	For the year ended 31st March, 2017		For the year ended 31st March, 2016	
Revenue From Operations	24				
Sale of Products & Services (Gross)		**121,451.25**		123,275.46	
Other Operating Revenue		**4,801.10**		4,460.19	
		126,252.35		127,735.65	
Less : Excise Duty		**1,097.02**		711.64	
I. Revenue From Operations (Net)			**125,155.33**		127,024.01
II. Other Income	25		**1,202.07**		1,124.29
III. Total Revenue			**126,357.40**		128,148.30
IV. Expenses :					
Cost Of Materials Consumed	26	**60,491.24**		60,438.23	
Purchase of Stock in Trade	27	**-**		1.82	
Changes In Inventories Of Finished Goods, Work-In-Progress and Stock-In Trade	28	**(1,006.21)**		1,129.21	
Manufacturing Expenses	29	**21,278.55**		20,605.04	
Employee Benefits Expenses	30	**21,892.02**		19,901.88	
Finance Costs	31	**6,302.82**		7,003.98	
Depreciation And Amortization Expenses	32	**5,776.70**		6,071.22	
Other Expenses	33	**9,324.92**		8,611.50	
Total Expenses			**124,060.04**		123,762.88
V. Profit before tax (III-IV)			**2,297.36**		4,385.42
VI. Tax Expense :					
(1) Current Tax		**758.00**		1,968.49	
(2) Deferred Tax		**(137.05)**		457.44	
(3) MAT Credit Entitlement		**-**		(764.87)	
(4) Tax adjustment of earlier years		**12.31**		3.28	
			633.26		1,664.34
VII. Profit for the year (before adjustment for Minority Interest) (V-VI)			**1,664.10**		2,721.08
Add. Share of (Profit) / Loss transferred (to) / from Minority Interest			**-**		-
VIII. Net Profit for the year (after adjustment for Minority Interest)			**1,664.10**		2,721.08
VIII. Earnings per equity share (in ₹)	34				
(1) Basic			**9.72**		16.12
(2) Diluted			**9.72**		16.12

Significant Accounting Policies, Notes on accounts and other disclosures from Note no. 1 to 42 forming part of these financial statements.

In terms of our Audit Report of even date:

For KALANI & COMPANY
Chartered Accountants
FRN - 000722C

S. P. JHANWAR
Partner
M.No.074414

Place : Mumbai
Dated: 25th May, 2017

R. L. Toshniwal
DIN : 00106933
Chairman

Rakesh Mehra
DIN : 00467321
Vice Chairman

P. Kumar
DIN : 00179074
Chairman (Audit Committee)

Ravindra Kumar Toshniwal
DIN : 00106789
Managing Director

Shaleen Toshniwal
DIN : 00246432
Jt. Managing Director

J. K. Jain
Chief Financial Officer

H. P. Kharwal
Company Secretary

Cash Flow Statement for the year ended 31st March, 2017

(₹ in Lakhs)

PARTICULARS	2016-17		2015-16	
A) Cash Flow From Operating Activities				
Net Profit After tax as per Statement of Profit and Loss		**1,664.10**		2,721.08
Adjustment for				
Provision for Taxation and Deferred Tax liabilities		**633.26**		1,664.34
Net profit before tax and after extra ordinary items		**2,297.36**		4,385.42
Adjusted for				
Depreciation	**5,776.70**		6,071.22	
Loss/(Profit) on Sale of fixed assets (net)	**107.38**		(60.17)	
Interest paid	**6,302.82**		7,003.98	
Rent received	**(25.15)**		(10.97)	
Dividend received	**(0.20)**		(3.61)	
	-	**12,161.55**	-	13,000.45
Operating profit before working capital changes		**14,458.91**		17,385.87
Adjusted for				
Increase in trade & other receivable	**1,410.43**		(2,075.74)	
Increase in inventories	**(3,904.80)**		3,859.67	
Increase/(-)Decrease in trade payable	**3,301.90**	**807.53**	(1,042.27)	741.66
Cash generated from operations		**15,266.44**		18,127.53
Net Tax Inflow / (-)Outflow		**1,033.32**		819.67
Net cash from operating activities (A)		**14,233.12**		17,307.86
B) Cash Flow From Investing Activities				
Increase(-)/Decrease (+) in capital work-in-progress		**388.76**		217.31
Purchase of fixed assets (net of Capital Subsidy)		**(6,550.43)**		(2,943.25)
Intangible Assets Under Development		**(202.00)**		-
Sale (+)/Purchase (-) of investment		**4.29**		(7.92)
Sale of Fixed assets		**443.19**		144.91
Rent received		**25.15**		10.97
Dividend received		**0.20**		3.61
Net cash used in investing activities (B)		**(5,890.84)**		(2,574.38)
C) Cash Flow From Financing Activities				
Proceeds from issue of Share Capital & Application Money		**18.67**		159.47
Proceeds from long term borrowings		**4,601.84**		1,061.64
Repayment of long term borrowings		**(6,394.26)**		(6,580.95)
Interest paid		**(6,319.73)**		(7,001.51)
Increase /(Decrease) in bank borrowings		**(424.63)**		(2,269.41)
Proceeds from unsecured loans		**448.00**		578.00
Repayment of unsecured loans		**(16.00)**		(25.00)
Dividend and tax thereon Paid		**(407.52)**		(198.33)
Net cash from financing activities (C)		**(8,493.63)**		(14,276.09)
Net Increase/ (Decrease) in cash and cash equivalents (A+B+C)		**(151.35)**		457.40
Opening balance of cash and cash equivalents		**2,200.35**		1,742.95
Closing balance of cash and cash equivalents		**2,049.00**		2,200.35

In terms of our Audit Report of even date:

For KALANI & COMPANY
Chartered Accountants
FRN - 000722C

S. P. JHANWAR
Partner
M.No.074414

Place : Mumbai
Dated: 25th May, 2017

R. L. Toshniwal
DIN : 00106933
Chairman

Rakesh Mehra
DIN : 00467321
Vice Chairman

P. Kumar
DIN : 00179074
Chairman (Audit Committee)

Ravindra Kumar Toshniwal
DIN : 00106789
Managing Director

Shaleen Toshniwal
DIN : 00246432
Jt. Managing Director

J. K. Jain
Chief Financial Officer

H. P. Kharwal
Company Secretary

SIGNIFICANT ACCOUNTING POLICIES, NOTES ON ACCOUNTS AND OTHER DISCLOSURES

Note No. 1. Principles of Consolidation

1. The consolidated financial statements relates to Banswara Syntex Limited and Joint Ventures. The Consolidated Financial Statements have been prepared on the following basis:
   a. Interest in joint ventures has been accounted by using the proportionate consolidation method as per Accounting Standard 27 "Financial Reporting of Interest in Joint Ventures".
   b. The Group accounts for its share in change in the net assets of the associates, post-acquisition, after eliminating unrealized profit and losses resulting from transaction between the group and its associates to the extent of its shares, through its statement of profit and loss to the extent such change is attributable to the associate's profit or loss through its reserves for the balance based on available information.
   f. As far as possible, the Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other event in similar circumstances and are presented in the same manner as the Companies separate financial statements.
2. Investments other than in subsidiaries and associates have been accounted as per Accounting Standard 13 on "Accounting for Investments"
3. The joint venture entity alongwith Banswara Syntex Limited, the parent, constitute the Group considered in the preparation of these Consodliated Financial Statements are:

Name of the Entity	Status	Country of Incorporation	% Shareholding
Treves Banswara Privated Limited	Joint Venture	India	50%

Note No. 2. SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Preparation of Financial Statements/Use of Estimates

(i) These financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India including the Accounting Standards notified under the applicable provisions of the Companies Act, 2013. The Financial Statements are prepared on accrual basis under the historical cost convention except certain revalued assets and are presented in Indian Rupees rounded off to the nearest rupees in lakhs.

(ii) The preparation of financial statements requires judgments estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

B. Valuation of Inventories (AS-2)

Inventories are valued at lower of cost and net realisable value. Cost is measured on First In First Out basis.

C. Cash Flow (AS-3)

Cash Flow Statement has been prepared adopting the 'Indirect method' as prescribed under Para 18 of the Accounting Standard – 3 on 'Cash Flow Statement'.

D. Revenue Recognition(AS-9)

Revenue is recognized only when risks and rewards incidental to ownership are transferred to customer, it can be reliably measured and it is reasonable to expect ultimate collection.

i) Sale of product is inclusive of excise duty, refund and other related realization but exclusive of value added tax charged.
ii) Income from Job work is accounted for on delivery of finished goods inclusive of excise duty, wherever applicable.
iii) Dividend Income is recognized when right to receive payment is established.
iv) Export Benefits are accounted for in the year of export at net market realizable value.

E. Property Plant & Equipment (AS-10)

Value of gross block of fixed assets represent cost of acquisition, net of eligible CENVAT Credit but inclusive of non-refundable taxes & duties, expenditure on installations, attributable pre-operative expenses including borrowing cost and other identifiable directly attributable expenses to bringing the assets to its working condition for its intended use less accumulated depreciation and impairment loss, if any. Items of spare parts, stand-by equipment and servicing equipment which meet the definition of Property, Plant and Equipment are capitalized. Other spare parts are carried as inventory and recognized in the statement of profit and loss on consumption.

However value of gross block of fixed assets acquired upto 31.03.1985 has been stated at revalued amount as on 31.03.1986.

F. Foreign Currency Transactions (AS-11)

i) Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing on the day of the transactions.

ii) Monetary items denominated in foreign currency at the year end and not covered by forward exchange contracts are translated at year end rates and those covered by forward contracts are translated at the rate ruling at the date of transactions as increased or decreased by the proportionate difference between the forward rate and exchange rate on the date of transactions such difference having been recognized over the life of the contract. Foreign exchange financial instruments in hand at the year end are valued at mark to market, recognized loss, if any, adopting principle of prudence.

"iii) Non-Monetary foreign currency items are carried at cost.

iv) Any income or expenses on account of exchange difference either on settlement or on translation is recognized in the Statement of profit and loss."

G. Accounting for Investments (AS-13)

Long term Investments are carried at cost. whereas, current investments are carried at lower of cost and net realisable value. In case of long term investments, other than temporary diminution in the value of investment is provided for.

H. Employees' Benefits (AS-15)

i) Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of profit and loss for the year in which the related service is rendered.

ii) Post-Employment benefits : These comprises of defined contribution plans (Provident Fund) and defined benefits plans (Gratuity and Leave Encashment) retirement and other long term employee benefits are recognized as an expense in the Statement of profit and loss for the year in which the employee has rendered services. The expense is recognized at the present value of the amount payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of retirement and other long term benefits are charged to the Statement of profit and loss.

I. Borrowing Costs (AS-16)

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

J. Taxes on Income (AS-22)

Current tax is determined as the amount of tax payable to the Taxation Authorities in respect of taxable income for the year.

Deferred tax is recognized, subject to consideration of prudence, in respect of deferred tax assets, on timing differences being difference between taxable income and accounting income that originate in one year and are capable of reversal in one or more subsequent years.

In respect of unabsorbed depreciation / carry forward of losses under the tax laws, deferred tax assets are recognized only to the extent that there is virtual certainty that future taxable income will be available against which such deferred tax assets can be realized.

K. Provision for Doubtful Debts

15% is being provided each year on amount due over a period of 6 months.

L. Impairment (AS-28)

An asset is treated as impaired if its carrying amount exceeds its recoverable value. An impairment loss is recognized in statement of profit and loss in the year of its identification. Such loss recognized in earlier period is reversed/ updated, if there is change in estimates of the recoverable amount.

M. Provisions, Contingent Liabilities and Contingent Assets

Provision is recognised in the books of account when there is a present obligation as a result of past event(s) and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

N. Except where stated, accounting policies are consistent with the generally accepted accounting principles and have been consistently applied.

NOTE NO. '3' SHARE CAPITAL

(₹ in Lakhs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Authorized		
6,08,50,000 Equity Shares of ₹10/- each	**6,085.00**	4,500.00
(Previous Year 4,50,00,000 Equity Shares of ₹ 10/- each)		
5,00,000 3% Redeemable Preference Shares of ₹100/- each	**500.00**	500.00
(Previous Year 5,00,000 3% Redeembale Preference Share of ₹ 100/- each)		
3,00,000 3% Redeemable Cumulative Preference Shares of ₹100/- each (Previous Year Nil 3% Redeembale Cumulative Preference Share of ₹ 100/- each)	**300.00**	-
	6,885.00	5,000.00
Issued	**1,714.31**	1,695.64
1,71,43,057 Equity Shares of ₹10/- each		
(Previous Year 1,69,56,361 Equity Shares of ₹ 10/- each)	**1,714.31**	1,695.64
Subscribed and fully Paid	**1,711.60**	1,692.93
1,71,16,042 Equity Shares of ₹10/- each		
(Previous Year 1,69,29,346 Equity Shares of ₹ 10/- each)	**1,711.60**	1,692.93

3.1 " Reconciliation of No. of Shares Outstanding

Shares (In Nos.)

Particulars	As at 31.03.2017		As at 31.03.2016	
	Equity	Preference	Equity	Preference
At the beginning of the year	**16,929,346**	**-**	16,446,361	-
Issued During the year	**186,696**	**-**	510,000	-
Redeemed during the year	**-**	**-**	-	-
Forfeited during the year	**-**	**-**	27,015	-
At the end of the year	**17,116,042**	**-**	16,929,346	-
3.2 - The Board of Directors in its meeting held on 10th February, 2017 has issued 186,696 Equity Shares to the shareholders of Banswara Fabrics Limited being the transferor Company in the scheme of amalgamation.				

3.2.1 Rights, preferences and restrictions to the shareholders

3.2.2 Equity Shares :-

all equity shareholders are having right to get dividend in proportion to paid up value of the each equity share as and when declared.

No member shall be entitled to exercise any voting rights either personally or by proxy at any meeting of the company in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the company has, and has exercised, any right of lien.

3.3 - Details of Shareholder's holding more than 5% of each class of shares issued by the Company -

Name of shareholder	As at 31.03.2017		As at 31.03.2016	
	No. of Share	% of Shares	No. of Share	% of Shares
Equity Shares				
Shri Ravindra Kumar Toshniwal	**2,248,267**	**13.14%**	2,231,447	13.18%
Shri Shaleen Toshniwal	**2,118,180**	**12.38%**	2,118,180	12.51%
Smt. Radhika Toshniwal	**1,182,482**	**6.91%**	1,178,542	6.96%
Smt. Prem Toshniwal	**896,359**	**5.24%**	891,449	5.27%
Macquarie Bank Limited	**-**	**-**	1,299,801	7.68%
Kotak Mahindra (International) Limited	**1,289,556**	**7.53%**	-	-

3.4 The Company has forfeited Nil (Previous year 27,015) number of partly paid up equity shares as was approved by the board of directors in its meeting held on 27th May, 2015. The amount originally paid up was ₹ 1.35 Lakhs which has been transferred to Capital Reserve. (Refer Note no. 4)

NOTE NO. '4' RESERVES AND SURPLUS

(₹ in Lakhs)

Particulars	As at 31st March, 2017		As at 31st March, 2016	
Capital Reserve				
Opening Balance	**1,163.23**		1,064.81	
Add : Balance of shares foreited (Refer Note no 3.4)	**-**		1.35	
Add : Transferred from Banswara Fabrics Limited under scheme of Amalgamation	**14.42**			
Add : Capital Subsidy Received (Refer Note no. 4.1)	**162.15**	**1,339.80**	97.07	1,163.23
Capital Redemption Reserve				
Opening Balance	**173.00**		173.00	
Add: Fresh Creation (Redemption of Preference Shares)	**-**	**173.00**	-	173.00
Securities Premium Account				
Opening balance	**2,959.00**		2,797.76	
Add : Received During the year	**-**	**2,959.00**	161.24	2,959.00
General Reserve				
Opening Balance	**15,134.17**		14,134.17	
Add : Transferred from Banswara Fabrics Limited under scheme of Amalgamation	**2.93**		-	
Add: Transfer from Surplus	**500.00**	**15,637.10**	1,000.00	15,134.17
Surplus				
Opening Balance	**3,704.62**		2,387.90	
Less : Share of Profit/(Loss) of Banswara Fabrics Limited (upto 31st March, 2016) already considered in opening Surplus	**(59.95)**		-	
Add : Profit Due to Amalgamation with Banswara Global Limited and Banswara Fabrics Limited	**45.68**		-	
	3,690.35		2,387.90	
Add : Profit for the year	**1,664.10**		2,721.08	
Add: Share of Banswara Fabrics Limited			3.72	
	5,354.45		5,112.71	
Less : Allocation and Appropriations				
Dividend paid on Preference Shares (Previous Year)	**-**		0.60	
Tax on Dividend on Preference Shares (Previous Year)	**-**		0.12	
Dividend on Equity Shares*	**-**		(0.12)	
Tax on Equity Shares Dividend*	**-**		(0.03)	
Proposed Dividend on Equity Shares	**-**		338.59	
Tax on Proposed Equity Shares Dividend	**-**		68.93	
Previous year dividend & tax thereon	**500.00**		1,000.00	
Transfer to General Reserve	**-**		-	
Transfer to Capital Redemption Reserve	**500.00**		1,408.09	
		4,854.45		3,704.62
		24,963.35		23,134.02

*Reversal of previous year provision on partly paid up shares which have been forfeited during the year.

Note 4.1. Capital Subsidy received under scheme of TUFS on purchase of capital items subject to fulfilling the conditions prescribed in the scheme."

NOTE NO. 5 LONG TERM BORROWINGS

(₹ in Lakhs)

Particulars	As at 31st March, 2017		As at 31st March, 2016	
Term Loans (Secured)				
From Financial Institutions and Banks				
IDBI BANK LIMITED				
Term Loan - II	**493.58**		547.58	
Repayable in 30 variable quarterly installments				
Term Loan - III	**307.98**		341.68	
Repayable in 30 variable quarterly installments				
Term Loan - IV	**734.42**		814.74	
Repayable in 30 variable quarterly installments				
Term Loan - V	**1,226.87**		450.00	
Repayable in 30 variable quarterly installments				
Term Loan - VI	**428.50**		-	
Repayable in 32 variable quarterly installments		**3,191.35**		2,154.00
EXPORT IMPORT BANK OF INDIA				
Term Loan - I	**1,485.00**		1,740.00	
Repayable in 23 variable quarterly installments				
Term Loan - II	**2,015.00**		2,325.00	
Repayable in 24 variable quarterly installments				
Term Loan - IV	**-**		230.28	
Repayable in 8 variable quarterly installments				
Term Loan - V	**-**		320.00	
Repayable in 8 variable quarterly installments				
Term Loan - VI	**1,500.00**		2,312.50	
Repayable in 13 variable quarterly installments				
Term Loan - VII	**1,581.82**		1,933.33	
Repayable in 26 variable quarterly installments		**6,581.82**		8,861.11
BANK OF BARODA				
Term Loan - I	**510.00**		790.00	
Repayable in 16 variable quarterly installments				
Term Loan - II	**100.00**		500.00	
Repayable in 9 variable quarterly installments				
Term Loan - III	**3,080.00**		3,520.00	
Repayable in 27 variable quarterly installments				
Term Loan - IV	**1,562.00**		1,694.00	
Repayable in 32 variable quarterly installments				
Working Capital Term Loan	**175.00**		245.00	
Repayable in 9 equal half yearly installments		**5,427.00**		6,749.00
PUNJAB NATIONAL BANK				
Term Loan - I	**125.84**		638.28	
Repayable in 9 variable quarterly installments				
Term Loan - II	**38.95**		198.95	
Repayable in 9 variable quarterly installments				
Term Loan - III	**950.00**		1,000.00	
Repayable in 32 variable quarterly installments				
Term Loan - IV	**625.00**		1,062.50	
Repayable in 13 variable quarterly installments				
Working Capital Term Loan	**840.00**		1,260.00	
Repayable in 8 equal half yearly monthly installments				
BANK OF INDIA		**2,579.79**		4,159.73
Term Loan - II	**388.71**		513.71	
Repayable in 16 variable quarterly installments		**388.71**		513.71
UNION BANK OF INDIA				
Term Loan - II	**1,176.00**		1,456.00	
Repayable in 20 variable quarterly installments				
Term Loan - III	**2,000.00**		1,570.06	
Repayable in 32 variable quarterly installments				

Particulars	As at 31st March, 2017		As at 31st March, 2016	
Term Loan - IV	1,156.55		-	
Repayable in 32 variable quarterly installments				
Term Loan - V	409.98		-	
Repayable in 32 variable quarterly installments				
Corporate Term Loan	1,400.00		-	
Repayable in 10 fixed half yearly installments				
Working Capital Term Loan	350.00		490.00	
Repayable in 9 equal half yearly installments				
		6,492.53		3,516.06
AXIS BANK LIMITED				
Term Loan - I	500.00		1,000.00	
Repayable in 12 variable quarterly installments		500.00		1,000.00
TOTAL (A)		25,161.20		26,953.61
Less : Current Maturities				
IDBI Bank Ltd.	218.80		168.00	
Export-Import Bank of India	2,039.02		2,279.30	
Bank of Baroda	1,099.00		1,322.00	
Punjab National Bank	1,177.23		1,587.50	
Bank of India	200.00		125.00	
Union Bank of India	850.00		420.00	
Axis Bank Limited	500.00		500.00	
Sub-Total (B)		6,084.05		6,401.80
TOTAL (I) (A-B)		19,077.15		20,551.81
Fixed Deposits (Unsecured)				
From Directors	55.00		55.00	
From Others	1,552.00		1,120.00	
Includes ₹ 258.00 Lakhs (Previous years				
₹ 209.00 Lakhs) from related parties	1,607.00		1,175.00	
Less : Current Maturities	807.00		68.00	
TOTAL (II)		800.00		1,107.00
		19,877.15		21,658.81

5.1 Securities/ Guarantees

For Term Loans from Financial Institutions and Banks:

"BANSWARA SYNTEX LIMITED

For Term LoanTerm Loans from Financial Institutions and Banks are secured by a joint equitable mortgage and/or hypothecation charges ranking pari-passu on immovable/movable properties, present and future of the Company subject to prior charges in favour of the Bankers on specified movable properties created and/or to be created for working capital facilities, and Term Loans of ₹ 1920.00 Lakhs are also secured by second charge on current assets."

Term Loans from Financial Institutions and Banks are secured by a joint equitable mortgage and/or hypothecation charges ranking pari-passu on immovable/movable properties, present and future of the Company subject to prior charges in favour of the Bankers on specified movable properties created and/or to be created for working capital facilities and Term Loans of ₹ 3,191.35 Lakhs (Previous Year ₹ 2,154 Lakhs) are also secured by second charge on current assets.

Term Loans from Financial Institutions and Banks are guaranteed by Shri R.L. Toshniwal, Chairman and Shri Ravindra Kumar Toshniwal, Managing Director in their personal capacities other than Export-Import Bank of India and IDBI Bank Ltd. Term Loans outstanding of ₹ 3,081.82 Lakhs (Previous Year ₹ 4,796.11 Lakhs) from Export-Import Bank of India, Term Loans outstanding of ₹ 840 Lakhs (Previous Year ₹ 1,260 Lakhs) from Punjab National Bank of India, ₹ 350 Lakhs from Union Bank of India (Previous Year ₹ 490 Lakhs) and ₹ 175 Lakhs from Bank of Baroda (Previous Year ₹ 245 Lakhs) are guaranteed by both.

For Fixed deposits

Fixed Deposits accepted by the Company are in accordance with the provisions of section 73(2)(a) and section 76 of the Companies Act, 2013 and rule 4(1) and 4(2) of the Companies (Acceptance of Deposits) Rules, 2014 are unsecured. Fixed Deposits are repayable within 1 to 3 years depending upon the terms of deposits.

NOTE NO. '6' DEFERRED TAX LIABILITIES (Net)

Major components of deferred tax balances

(₹ in Lakhs)

Particulars	As at 31st March, 2017		As at 31st March, 2016	
Deferred Tax Liabilities				
i) Difference between accounting and tax depreciation (cumulative)		5,933.03		6,023.51
TOTAL		5,933.03		6,023.51
Deferred Tax Assets				
i) Accumulated unabsorbed depreciation	-		-	
ii) Provision for doubtful debts (to date)	484.37		388.73	
iii) Disallowances under section 43B for non payment of expenses	512.95		599.40	
iv) Employee Benefits	462.60		419.90	
TOTAL (i to iv)		1,459.92		1408.03
Net Deferred Tax Liabilities		4,473.11		4,615.48

Movement of Deferred Tax Liabilities

(₹ in Lakhs)

Particulars	Opening Balance as at 1st April, 2016	Adjusted (Refer Note Below)	Net Balance	Opening Balance as at 1st April, 2016 Closing Balance as at 31st March, 2017	Deferred Tax Income/ (Expenses) Charged during the year
Deferred Tax Liabilities	4,615.48	5.32	4,610.16	4,473.11	137.05
Note : Effect of Amalgamation of Banswara Fabrics Limited with Banswara Syntex Limited					

NOTE NO. '7' LONG TERM PROVISIONS

(₹ in Lakhs)

Particulars	As at 31st March, 2017		As at 31st March, 2016	
Provisions for Employee benefits				
-Gratuity	1,042.86		986.44	
Less : Short Term	267.35	775.51	210.15	776.29
-Leave Encashment	301.83		253.18	
Less : Short Term	115.63	186.20	75.98	177.20
		961.72		953.49

NOTE NO. '8' SHORT TERM BORROWINGS

(₹ in Lakhs)

Particulars	As at 31st March, 2017		As at 31st March, 2016	
Loans Repayable on Demand				
(Cash credits and packing credits)				
From Banks (Secured)				
Punjab National Bank	17,253.05		14,817.15	
Union Bank of India	5,792.05		6,039.30	
Bank of Baroda	1,885.86		3,910.73	
Bank of India	2,693.31		3,281.72	
		27,624.27		28,048.90
		27,624.27		28,048.90

8.1 Securities and Guarantees

Loans repayable on demand from banks are secured by way of hypothecation (Floating charges) of Raw material, Dyes-Chemicals, Packing Materials, Stores & Spares, Stock-in-process, Finished goods, Book debts, Export Incentives and second charge on all the Fixed Assets of the Company and also guaranteed by Shri R.L. Toshniwal, Chairman and Shri Ravindra Kumar Toshniwal, Managing Director in their personal capacities.

NOTE NO. '9' TRADE PAYABLES

(₹ in Lakhs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Micro, Small & Medium Enterprises@	8.75	22.60
Others	16,204.50	12,587.47
	16,213.25	12,610.07

@ To the extent information received for status under the Micro, Small and Medium Enterprises Development Act, 2006.

9.1 Details of Dues to Micro Enterprises and Small Enterprises

(₹ in Lakhs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
The principal amount remaining unpaid to any supplier as at the end of the accounting year (No amount is due for more than 45 days).	**8.75**	22.60
The amount of interest paid by the buyer in terms of Section 16 of the Micro Small and Medium Enterprise Development Act, 2006, along with the amounts of the payment made to the supplier beyond appointed day during the accounting year.	**Nil**	Nil
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	**Nil**	Nil
The amount of interest accrued and remaining unpaid at the end of the accounting year.	**Nil**	Nil
The amount of further interest remaining due and payable even in the succeeding years. Until such date when the interest dues as above are actually paid to the small enterprise for the purpose of Disallowance as a deductible expenditure under Section 23 of the Micro Small and Medium Enterprise Development Act, 2006.	**Nil**	Nil

NOTE NO. '10' OTHER CURRENT LIABILITIES

(₹ in Lakhs)

Particulars	As at 31st March, 2017		As at 31st March, 2016	
A. Current Maturities of Long Term Borrowings				
Term Loans (Secured)	**6,084.06**		6,401.80	
Fixed Deposit (Unsecured)	**807.00**		68.00	
		6,891.06		6,469.80
B. Interest Accrued But Not Due On Borrowings		**1.86**		10.70
C. Interest Accrued And Due On Borrowings		**191.93**		200.00
D. Other Payables				
Unclaimed Dividend	**36.48**		30.64	
Securities Deposits	**94.84**		52.20	
Statutory Liabilities	**224.31**		246.57	
Other Liabilities	**2,205.42**		1,749.09	
		2,561.05		2,078.50
		9,645.90		8,759.00

NOTE NO. '11' SHORT TERM PROVISIONS

(₹ in Lakhs)

Particulars	As at 31st March, 2017		As at 31st March, 2016	
A. Provisions for Employee benefits				
-For Gratuity	**267.35**		210.15	
-For Leave Encashment	**115.63**	**382.98**	75.98	286.13
B. Provision for Others				
Proposed Dividend				
On Equity Shares	-		338.59	
On Preference Shares	-	-	-	338.59
Tax on Dividend				
Tax On Divided (Equity Share)	-		68.93	
Tax On Dividend On Preference Share	-	-	-	68.93
For Entry Tax (Net of payment)		**7.23**		445.39
For Taxation				
For Income Tax	**1,084.92**		2,243.62	
Less : Advance Tax and TDS (As per Contra)	**848.26**		795.15	
		236.66		1,448.47
		626.87		2,587.51

11.1 Special Leave Petition (SLP) was filed before Hon'ble Supreme Court in respect of demand raised under "The Rajasthan Tax on Entry of Goods into Local Area Act,1999". During the current year Hon'ble Supreme Court has passed the final order dated 11th November, 2016 accordingly outstanding balance as at 31st March, 2016 and thereafter has been paid during the year.

11.2 Accounting Standard: -29 "Provisions, Contingent Liabilities and Contingent Assets": Movement in Provisions: (₹ in Lakhs)

Nature of Provisions	Provision outstanding at the beginning of the year	Provision made during the year	Provision utilized during the year	Provision reversed during the year	Provision outstanding at the end of the year
Gratuity	986.44	455.00	398.58	-	1,042.86
Leave Encashment	253.18	79.58	30.93	-	301.83
Proposed Dividend	338.59	-	338.59	-	-
Tax on Proposed Dividend	68.93	-	68.93	-	-
Taxation	2,243.62	-	1,158.70	-	1,084.92
Entry Tax	445.39	-	438.16	-	7.23

NOTE NO. '12' PROPERTY, PLANT AND EQUIPMENTS

(₹ in Lakhs)

DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION & AMORTIZATION				NET BLOCK	
	As at 01.04.2016	Additions during the year	Disposals/ Adjustment	As at 31.03.2017	As at 01.04.2016	For the Year	Deductions/ Adjustments	Up to 31.03.2017	As at 31.03.2017	As at 31.03.2016
TANGIBLE ASSETS										
Lease Hold Land	424.93	0.33	-	**425.26**	63.82	7.64	-	**71.46**	**353.80**	361.11
Free Hold Land	310.01	-	-	**310.01**	-	-	-	**-**	**310.01**	310.01
Buildings & Road	16,413.55	692.42	324.01	**16,781.97**	3,727.67	452.62	31.91	**4,148.37**	**12,633.59**	12,685.88
Plant & Equipment	73,569.61	5203.75	826.92	**77,946.44**	40,615.74	4,813.07	601.24	**44,827.57**	**33,118.87**	32,953.87
Building Machinery	1.38	-	-	**1.38**	1.31	-	-	**1.31**	**0.07**	0.07
Electric & Water Supply Installation	2,211.56	309.87	-	**2,521.43**	1,359.83	159.95	-	**1,519.78**	**1,001.64**	851.73
Furniture & Fixtures	1,339.54	69.90	21.17	**1,388.27**	882.43	98.89	12.22	**969.10**	**419.17**	457.11
Office Equipments	1,145.86	111.08	0.63	**1,256.31**	881.55	108.84	0.51	**989.88**	**266.44**	264.31
Vehicles	792.93	158.03	53.05	**897.91**	322.59	90.70	29.32	**383.97**	**513.94**	470.34
Capital Spares	-	167.20	-	**167.20**		44.94	-	**44.94**	**122.25**	-
INTANGIBLE ASSETS										
Software	2.78		-	**2.78**	2.59	0.05	-	**2.64**	**0.14**	0.19
TOTAL	**96,212.15**	**6,712.58**	**1,225.78**	**101,698.95**	**47,857.53**	**5,776.70**	**675.21**	**52,959.02**	**48,739.93**	**48,354.62**
Previous Year	93,560.17	3040.32	385.57	**96,214.92**	42,088.79	6,071.22	300.83	**47,859.18**	**48,355.74**	

12.1 Buildings & Road includes ₹ 331.31 Lakhs paid for acquiring 657 equity shares of M/s Rastogi Estate & Construction Co. (Pvt.) Ltd. attached with right of ownership and possession of office building at Mumbai.

12.2 Depreciation has been charged on Straight Line Method (SLM) based on useful life of the assets as mentioned in Schedule II of the Companies Act, 2013, except in case of Plant & machinery where the useful life has been taken as ascertained by the Independent Chartered Engineer and technical experts of the Company. The useful life of the Plant & Machinery so ascertained is ranging from 10 to 18 years on triple shift basis as against the life of 15 years given in Part C of Schedule II of the Companies Act, 2013. Further, considering materiality of assets costing less than ₹ 5,000 are fully depreciated in the year of purchase/acquisition. The Company provide pro-rata depreciation from/to the date on which asset is acquired or put to use/ disposed off as appropriate.

12.3 Lease hold lands are amortised over the period of lease."

12.4 Accounting Standard 16 - "Borrowing Cost"

In terms of Accounting Policy No. 1(J) borrowing cost of ₹ NIL Lakhs (Previous year ₹ Nil Lakhs) have formed part of cost of relevant tangible assets.

NOTE NO. '13' CAPITAL WORK IN PROGRESS (₹ in Lakhs)

DESCRIPTION OF ASSETS	As at 01.04.2016	Additions during the year	Capitalize during the year	As at 31.03.2017
Capital Work In Progress for				
- Buildings & Road	157.13	656.62	694.24	119.51
- Plant & Equipment	629.15	4,834.57	5,190.69	273.02
- Water & Electric Installation	-	314.17	309.18	4.99
TOTAL	**786.28**	**5,805.36**	**6,194.12**	**397.52**
Previous Year	1,003.59	2,491.26	2,708.57	786.28

NOTE NO. '14' NON-CURRENT INVESTMENT (AT COST) (₹ in Lakhs)

Particulars	As at 31st March, 2017		As at 31st March, 2016	
Long Term				
I. Trade				
Unquoted				
Investment in Associate Company (Valued at net equity method with reference to note no. 1(f)				
Nil Equity Shares of ₹ 10/- each of Banswara Fabrics Ltd. (Previous year 3,00,000 Equity Shares)		-		87.04
Government & other securities				
National Savings Certificate (Deposited with State and Central Govt. Authorities)		**0.13**		0.13
Sub Total (I)		**0.13**		87.17
II. Other				
A) Quoted				
In Equity Shares				
10,114 Equity Shares of ₹ 10/- each of Union Bank of India (Previous year 10,114 Equity Shares)		**3.04**		3.04
B) Unquoted				
Shares in Cooperative Bank				
500 Equity Shares of ₹ 10/- each of New Indian Cooperative Bank Ltd. (Previous year 500 Equity Shares)		**0.05**		0.05
Ask Investment Manager Pvt. Ltd. (Real Estate Special Opportunities Portfolio - 1)		**5.11**		9.40
Sub Total (II)		**8.20**		12.49
Total (I + II)		**8.33**		99.66
Investments aggregate value of Quoted Investment				
Book Value		**3.04**		3.04
Market Value		**18.87**		13.23

NOTE NO. '15' LONG TERM LOANS AND ADVANCES

(₹ in Lakhs)

Particulars	As at 31st March, 2017		As at 31st March, 2016	
Unsecured, Considered good				
(a) Capital Advances		344.48		304.92
(b) Security Deposits		304.61		333.36
		649.09		**638.28**

NOTE NO. '16' OTHER NON CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at 31st March, 2017		As at 31st March, 2016	
Unsecured, Considered good				
MAT Credit Entitlement	**-**		831.77	
CENVAT Receivable	**-**		70.22	
Loan to Staff	**0.03**		-	
Advance Tax and Tax Deducted at Source	**0.64**		0.22	
Preliminary expenses written off	**1.55**		0.15	
Prepaid Expenses	**44.35**		48.73	
		46.57		951.10
		46.57		951.10

16.1 Credit in respect of Minimum Alternative Tax under Income Tax Act 1961 (MAT Credit Entitlement) is recognized in accordance with Guidance Note issued by the Council of the Institute of Chartered Accountants of India.

16.2 Subsidy received from governments has been treated as capital receipt. This has reduced tax on income, resulting in increase of MAT Credit Entitlement amounting to ₹ 764.87 Lakhs recognized during the year.

NOTE NO. '17' INVENTORIES

(₹in Lakhs)

Particulars	As at 31st March, 2017		As at 31st March, 2016	
(At lower of Cost and Net Realizable Value)				
Raw Materials	**12,177.99**		9,539.16	
Raw Materials in Transit	**367.91**	**12,545.90**	259.63	9,798.79
Works-in-Progress		**6,069.49**		5,954.34
Finished goods				
Yarn	**4,430.69**		3,445.85	
Yarn in transit	**80.24**		219.35	
Cloth (Grey)	**-**		-	
Cloth (Processed)	**5,511.30**		5,879.99	
Laminated Fabrics, Cut panel and Embossed Panel	**36.50**		39.82	
Cloth (Grey and Processed) in transit	**716.31**		507.57	
Garment	**1,623.62**		1,445.12	
Garment in transit	**13.84**	**12,412.50**	0.91	**11,538.61**
Stores & Spares		**1,909.19**		1,757.71
Waste		**58.37**		41.20
		32,995.45		29,090.65

17.1 Inventories include stocks lying with third parties ₹ 261.16 Lakhs (Previous Year ₹ 956.82 Lakhs)

NOTE NO. '18' TRADE RECEIVABLES

(₹ in Lakhs)

Particulars	As at 31st March, 2017		As at 31st March, 2016	
(Unsecured)				
Outstanding exceeding six months				
Considered Good	**783.79**		477.46	
Considered Doubtful	**1399.58**		1123.23	
	2183.37		1600.69	
Less: Provision for Doubtful Debts	**1399.58**		1123.23	
		783.79		477.46
Other Debts				
Considered Good		**15228.23**		15919.92
		16,012.02		16397.38

NOTE NO. '19' CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	As at 31st March, 2017		As at 31st March, 2016	
A. Balances with Banks				
-Current Account	**844.44**		842.00	
-Other Bank Balances	**0.00**		179.65	
-Bank Deposits	**1179.42**		1151.57	
		2023.86		2173.22
B. Cash On Hand		**25.14**		27.13
		2049.00		2200.35

Details of Specified Bank Notes(SBN) held and transacted during the period from Nov 08,2016 to Dec 30, 2016 as provided in the table below :

(₹ in Lakhs)

	Specified Bank Notes (SBNs)	Other Denomination Notes	Total
Closing Cash in hand 08th November, 2016	**178.05**	**23.36**	201.58
(+) Permitted Receipts	-	146.77	147.31
(-) Permitted Payments	-	143.84	144.32
(-) Amount deposited in the Bank	178.05	2.31	180.36
Closing Cash in hand 30th December, 2016	**-**	**23.98**	**24.21**

Balances with banks in unclaimed dividend accounts	36.47	30.64
Deposit accounts with more than 12 months maturities	493.23	273.26
Deposits with banks pledged with banks against guarantees, Letter of credits etc.	754.63	577.16

Cash and Cash equivalent includes restricted cash and bank balance of ₹ 791.10 Lakhs (Previous Year ₹ 607.80 Lakhs). The restrictions are primarily on account of cash and bank balances held as margin money deposits against guarantees, Letter of Credits and unclaimed dividends.

Deposits maintained by the Company with Banks comprise of time deposits, which can be withdrawn by the Company at any point of time without prior notice with reduced rate of interest.

NOTE NO. '20' SHORT TERM LOANS AND ADVANCES

(₹ in Lakhs)

Particulars	As at 31st March, 2017		As at 31st March, 2016	
Unsecured, Considered good				
Advances recoverable in cash or kind		**2,008.18**		1,562.92
Loans & Advances to Employees		**152.41**		130.98
Security Deposits		**-**		0.13
Prepaid Expenses		**145.38**		246.56
Service Tax Under Protest		**41.94**		-
Income Tax Refundable		**398.32**		479.31
FBT Refundable		**-**		-
Income Tax Under Protest		**327.89**		161.33
Advance Income Tax and Tax deducted at source	**848.26**		795.15	-
Less: Provision for Taxation (as per contra)	**848.26**	**-**	795.15	
Unsecured, Considered Doubtful				
Duty Refundable (AED)	**29.57**		29.57	
Less : Provision	**29.57**	**-**	29.57	-
		3,074.12		2,581.23

NOTE NO. '21' OTHER CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at 31st March, 2017		As at 31st March, 2016	
Duty Entitlement Pass Book		**28.80**		70.78
Other Export Receivables				
Considered Good	**1,311.06**		1,303.27	
Considered Doubtful	**-**		-	
	1,311.06		1,303.27	
Less : Provision	**-**	**1,311.06**	-	1,303.27
Claim Receivable under TUFS		**402.69**		1,233.45
Other Claim Receivables		**180.63**		215.43
Preliminary Expenses to the extent not amortised		**-**		-
		1,923.18		2,822.93

NOTE NO. '22' Contingent liabilities

1. Contingent liabilities not provided for in respect of: -

	Particulars	As at 31st March, 2017	As at 31st March, 2016
a	Bills discounted with banks remaining outstanding		
	(i) Against foreign LC	**3,222.00**	3,766.25
	(ii) Others	**1,517.81**	2,083.88
b	Letter of Credit established with banks :-		
	(i) Revenue account	**144.03**	40.14
	(ii) Capital account	**167.44**	1,279.47
c	Guarantees given by the bank on behalf of the Company for which FDRs ₹ 38.59 Lakhs (₹ 105.01 Lakhs) pledged with them.	**338.56**	925.10
	Claims against the Company not acknowledged as debt: -	**1,490.63**	1,067.52
	(a) Under Tax Laws [payment made under protest ₹ 327.89 Lakhs (previous year ₹ 161.33 Lakhs)]		
	(b) On Revenue account [paid under protest ₹ 11 Lakhs (previous year ₹ 11 Lakhs)]	**31.91**	31.48

There is no reimbursement possible on account of contingent liabilities.

NOTE NO. '23' Capital Commitments

Estimated amount of contracts remaining to be executed on Capital account is ₹ 30.57 Lakhs (₹ 109.18 Lakhs) and export obligation against EPCG licenses is ₹ 5,768.00 Lakhs (previous year ₹ 1,546.27 Lakhs).

NOTE NO. '24' REVENUE FROM OPERATIONS

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2017		For the year ended 31st March, 2016	
(a) Sale of products				
Yarn	**46,969.40**		50,643.26	
Laminated Fabric & Cut Panel	**501.78**		412.67	
Cloth	**47,350.16**		48,665.19	
Garment	**23,381.93**		19,764.26	
Waste	**294.25**		373.85	
Fibre	**119.22**		460.05	
Scrap	**399.54**	**119,016.28**	424.66	120,743.94
(b) Sale of services				
Income from Job Work		**2,434.97**		2,531.52
Sale of Products & Services (Gross)		**121,451.25**		123,275.46
(c) Other Operating Revenue				
Export Benefits:	**-**		30.93	
- Claim	**4,801.10**		4,429.26	
- Duty Draw Back / Other Benefits		**4,801.10**		
		126,252.35		127,735.65
Less : Excise Duty		**1,097.02**		711.64
		125,155.33		127,024.01

NOTE NO. '25' OTHER INCOME

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2017		For the year ended 31st March, 2016	
Interest Income		**348.61**		365.99
Rental Income		**25.15**		10.97
Dividend Income		**0.20**		3.61
Sample Development Income		**0.87**		-
Profit on Sale of Tangible Assets		**41.09**		60.17
Liabilities no more Payable		**8.81**		1.89
Exchange Rate Fluctuation		**693.98**		487.79
Other Non Operating Income		**83.36**		193.87
		1,202.07		1,124.29

NOTE NO. '26' COST OF MATERIALS CONSUMED

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2017		For the year ended 31st March, 2016	
Raw Material Consumed				
Opening stock	**9,798.79**		12,089.89	
Add :Purchases	**56,060.85**		49,635.96	
	65,859.64		61,725.85	
Less : Closing stock	**12,545.90**		9,798.79	
		53,313.74		51,927.06
Dyes & Chemicals Consumed		**5,069.76**		4,928.43
Purchase : Cloth	**1,795.70**		1,143.91	
Yarn	**312.04**		2,438.83	
		2,107.74		3,582.74
		60,491.24		60,438.23

NOTE NO. '27' PURCHASE OF STOCK IN TRADE

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2017		For the year ended 31st March, 2016	
Raw Material Consumed		-		1.82
Opening stock		-		1.82

NOTE NO. '28' CHANGES IN INVENTORIES

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2017		For the year ended 31st March, 2016	
A. Finished Goods				
Opening Stock				
Yarn	**3,665.20**		5,065.69	
Laminated Fabric, Cut panel etc	**39.82**		26.94	
Cloth	**6,387.56**		6,426.12	
Garment	**1,446.03**		1,096.78	
	11,538.61		12,615.53	
Closing Stock				
Yarn	**4,510.93**		3,665.20	
Laminated Fabric, Cut panel etc	**36.50**		39.82	
Cloth	**6,227.61**		6,387.56	
Garment	**1,637.46**		1,446.03	
	12,412.50	**(873.88)**	11,538.61	1,076.93
B. Work-in Progress				
Opening Stock				
Yarn	**1,698.89**		1,946.07	
Cloth	**3,459.37**		3,483.67	
Garment	**796.08**		549.62	
	5,954.34		5,979.36	
Closing Stock				
Yarn	**2,032.39**		1,698.89	
Cloth	**3,319.50**		3,459.37	
Garment	**717.60**		796.08	
	6,069.49	**(115.15)**	5,954.34	25.02
C. Waste				
Opening Stock	**41.20**		68.46	
	-		-	
Closing Stock	**58.37**		41.20	
		(17.17)		27.26
		(1,006.21)		1,129.21

NOTE NO. '29' MANUFACTURING EXPENSES

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2017		For the year ended 31st March, 2016	
Stores & Spare Parts Consumed		**4,366.13**		4,430.81
Packing Material Consumed		**2,118.69**		2,088.96
Power		**834.18**		953.11
Fuels		**9,683.91**		9,416.69
Job Charges		**2,305.80**		1,948.22
Repairs to : Plant & Machinery	**1,162.10**		1,153.50	
Building	**542.60**		422.71	
Others	**259.38**	**1,964.08**	185.12	1,761.33
Excise Duty*		**5.77**		5.92
		21,278.55		20,605.04

* Excise duty on increase of stock or any amount not recoverable on sales.

NOTE NO. '30' EMPLOYEE BENEFITS EXPENSES

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2017		For the year ended 31st March, 2016	
Salaries, Wages, Allowance, Bonus etc.		**19,440.09**		17,665.95
Contribution to Provident & Other Funds		**1,784.14**		1,649.44
Workmen & Staff Welfare Expenses		**667.79**		586.49
		21,892.02		19,901.88

NOTE NO. '31' FINANCE COST

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2017		For the year ended 31st March, 2016	
Interest Expense*		**5,297.86**		6,099.75
Other Borrowing Cost		**1,004.96**		904.23
		6,302.82		7,003.98

* Net of subsidy of ₹ 683.63 Lakhs (Previous Year ₹ 821.80 Lakhs) under Technology Upgradation Fund Scheme.

NOTE NO. '32' DEPRECIATION AND AMORTISATION EXPENSES

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2017		For the year ended 31st March, 2016	
Leasehold Land Written Off	**7.05**		6.40	
Depreciation	**5,769.65**		6,064.82	
		5,776.70		6,071.22
		5,776.70		6,071.22

NOTE NO. '33' OTHER EXPENSES

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2017		For the year ended 31st March, 2016	
Administrative Expenses				
Rent	**131.98**		116.47	
Rates and Taxes	**634.34**		498.25	
Insurance Charges	**62.86**		86.23	
Payment to Auditors				
As Auditors -Fees	**20.27**		14.48	
-Expenses	**2.97**		3.17	
In other capacity				
-Tax Audit Fees	**2.64**		2.66	
-Certification	**7.38**		15.56	
-Taxation Matters	**4.72**		-	
-Other Services	**-**		-	
Director's Sitting Fees	**16.83**		17.15	
Travelling Expenses	**168.55**		156.46	
Director's Travelling Expenses	**13.28**		10.51	
Foreign Travelling Expenses	**273.10**		265.45	
Communication Expenses	**207.35**		185.23	
Legal & Professional Expenses	**197.88**		282.40	
Charity & Donation	**16.56**		21.03	
Loss on forward exchange contracts	**5.12**		7.20	
Loss On Sale of Tangible Assets	**148.47**		9.55	

Particulars	For the year ended 31st March, 2017		For the year ended 31st March, 2016	
Royalty & Cess	**19.62**		14.32	
Expenses on Corporate Social Responsibility (CSR)	**47.59**		35.11	
Conveyance Expenses	**132.39**		111.13	
Business Promotion Expenses	**96.78**		105.20	
Computer Charges	**113.45**		147.60	
Conveyance Reimbursement Expense	**59.65**		51.76	
Vehicles Maintenance	**83.99**		87.19	
Water & Electricity Charges	**37.68**		48.60	
Printing & Stationery	**115.48**		103.97	
Miscellaneous Expenses	**360.08**		389.26	
		2,980.99		2,785.93
Selling Expenses				
Commission to Selling Agents	**1,777.73**		1,789.56	
Brokerage and Discounts	**384.64**		311.81	
Freight, Octori and Forwarding Charges	**3,160.72**		2,766.15	
Claims	**463.48**		525.79	
Advertisements	**12.79**		17.19	
Provision for Doubtful Debts	**352.50**		254.49	
Others	**192.07**		160.58	
		6,343.93		5,825.57
		9,324.92		8,611.50

NOTE NO. '34' EARNINGS PER SHARE

(₹ in Lakhs)

Particulars		For the year ended 31st March, 2017	For the year ended 31st March, 2016
a) Amount used as the numerator profit after tax, dividend on preference shares and tax thereon	₹ In lacs	**1,664.10**	2721.08
b) Weighted average number of equity shares used as the denominator in computing basic earning per share.	Nos.	**17,116,042**	1,68,76,395
Add: Potential no. of equity shares that could arise on conversion of warrants into equity shares.	Nos.	**-**	-
Weighted average number of shares used in computing Diluted Earning per Share	Nos.	**17,116,042**	16,876,395
c) Nominal value per share	₹	**10.00**	10.00
d) Earnings Per Share:			
- Basic	₹	**9.72**	16.12
- Diluted	₹	**9.72**	16.12

Note No. '35' Accounting Standard 17 - "Segment Reporting"

The Group is engaged in production of textile products having integrated working and captive power generation. For management purposes, Group is organized into major operating activity of the textile products. The group has no activity outside India except export of textile products manufactured in India. Thereby no geographical segment and no segment wise information are reported.

Note No. '36' Accounting Standard 18 - "Related Party Disclosure"

The group has identified all the related parties as per details given below:

1. Relationship:

a) Joint Venture concerns

Treves Banswara Private Limited

b) Key Management Personnel :

Shri R.L.Toshniwal
Shri Ravindra Kumar Toshniwal
Shri Rakesh Mehra
Shri Shaleen Toshniwal
Shri J.K. Jain
Shri H.P. Kharwal (w.e.f. 10th February, 2017)

c) Enterprises where Key Management Personnel has control /interest:

Dhruv Impex
Mehra International
Lawson Trading Co. Pvt. Ltd.
Niral Trading Pvt. Ltd.
Shaleen Syntex Ltd.
Moonfine Trading Co. Pvt. Ltd.
Speed Shore Trading Co. Pvt. Ltd.
Toshniwal Trust
Lawson Corporation
RR Toshniwal Enterprises
Excel Pack Limited
Shaleen Synthetics

d) Relative of Key Management Personnel where transactions have taken place :

Shri Rameshwar Lal Ravindra Kr Toshniwal HUF
Shri Ravindra Kumar Toshniwal HUF
Shri Dhruv Toshniwal
Shri Udit Toshniwal
Smt. Prem Toshniwal
Smt. Navneeta Mehra
Smt. Radhika Toshniwal
Smt. Sonal Toshniwal
Smt. Kavita Soni
Ms. Diya Toshniwal
Smt. Sushila Devi Jain
Smt. Anita Jain
Shri Garvit Jain
Shri J.K. Jain HUF

Note: Related party relationship is as identified by the Company and relied upon by the Auditors.

2. Transactions carried out with related parties referred in 1 above, in ordinary course of business: (₹ in Lakhs)

Nature of transaction	Related Parties							
	Referred in 1(a) above		Referred in 1(b) above		Referred in 1 (c) above		Referred in 1 (d) above	
	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
SALES								
Cloth	-	755.67	-	-	-	-	-	-
Yarn	-	3.50	-	-	-	-	-	-
Fiber	-	-	-	-	-	-	-	-
Store	-	3.06	-	-	-	-	-	-
PURCHASE								
Cloth	-	314.87	-	-	-	-	-	-
Store		-						
Yarn	-	0.23	-	-	-	0.09	-	-
Machine	-	-	-	-	-	-	-	-
Other	-	0.17	-	-	-	-	-	-
JOB CHARGES								
Weaving	-	-	-	-	-	-	-	-
Job Stiching	-	-	-	-	-	-	-	-
EXPENSES								
Rent	-	-	-	-	-	-	-	-
Remuneration	-	-	416.03	512.17	-	-	-	-
Interest	-	-	6.33	6.33	-	-	27.08	18.26
Salary	-	-	44.55	38.26	-	-	47.05	41.92
Stipend	-	-	-	-	-	-	4.50	1.50
Sitting Fees			0.69	-			0.05	
INCOME								
Rent	-	0.31	-	-	-	-	-	-
Job Charges	-	1.07	-	-	-	-	-	-
Supervision Charges	-	13.67	-	-	-	-	-	-
Other	-	-	-	-	-	-	-	-
FINANCE								
Fixed Deposit Accepted	-	-	-	-	-	-	49.00	108.00
Fixed Deposit Repayment	-	-	-	-	-	-	-	10.00
OUTSTANDING								
Fixed Deposits Payable	-	-	55.00	55.00	-	-	258.00	209.00
Amount Receivable	-	169.70	-	-	-	-	-	-
Property Deposit Payable	-	182.60	-	-	-	-	-	
Amount Payable	-	-	-	-	-	-	-	-
Capital Contribution	-	30.00	-	-	-	-	-	-

IIn respect of the outstanding balance recoverable from related parties as at 31st March,2017, no provision for doubtful debts is required to be made. During the year, there were no amounts written off or written back from such parties.

Note No. '37' Financial and Derivative Instruments

Group has entered into following foreign exchange financial instruments

a) The group uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments on forecasted transactions as approved by the Board of Directors. The group does not use forward contracts for speculation purpose.

Outstanding forward exchange financial instruments entered into by the company for hedging of export/import transaction:

As at	No of Contracts	US Dollar Equivalent (In Lacs)	INR Equivalent (In Lacs)
31.03.2017	16	89.76	5,820.22
31.03.2016	16	91.01	6,337.31

b) Foreign Currency exposure that are not hedged by financial instruments or forward contracts as at 31st March, 2017 amounts to US Dollar 288.75 Lakhs equivalent to ₹ 18,723.16 Lakhs (Previous year US Dollar 328.91 Lakhs equivalent to ₹ 21,684.89 Lakhs)

Note No. '38' Accounting Standard: - 28 "Impairment of Assets":

The Group assessed potential generation of economic benefits from its business units and is of the view that assets employed in continuing businesses are capable of generating adequate returns over their useful lives in the usual course of business, there is no indication to the contrary and accordingly the management is of the view that no impairment provision is called for in the books of account.

Note No. '39' The Company adopted a system of obtaining periodical confirmation of balances from banks and other parties. There are no unconfirmed balances in respect of any bank account, borrowing from Banks, NBFC's etc. So far as the loans and advances, trade payables, trade receivables and other assets and liabilities are concerned, the balance confirmation letter with the negative assertion, are being send to concerned parties as referred in the Standard on Auditing (SA) 505 Revised "External Confirmation". The company has received replies from various parties confirming the balances. Certain outstanding balances got automatically confirmed on receipt/ remittance of payments from/to the parties in subsequent period.

Note No. '40' Hon'ble High Court of Rajasthan vide its order dated 11th August, 2016 approved the scheme of amalgamation of Banswara Fabrics Limited and Banswara Global Limited with Banswara Syntex Limited, with effect from 1st April, 2015. All the transaction of erstwhile Banswara Fabrics Limited and Banswara Global Limited from 1st April, 2016, have been merged while preparing the results of the Company for the Year ended 31st March, 2017. However no effect/adjustment has been done in the previous year figures due which these are not comparable with Current Year figures.

Note No. '41' The Board of Directors has recommended a dividend of ₹ 1/- per equity share of ₹ 10 each for the year ended 31st March, 2017, subject to the approval of the shareholders.

Note No. '42' All assets and liabilities are presented as Current or Non-current as per the criteria set out in the Schedule III of the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization, the Group has ascertained its operating cycle less than 12 months, accordingly 12 months period has been considered for the purpose of Current/ Non current classification of assets and liabilities.

In terms of our Audit Report of even date:

For KALANI & COMPANY
Chartered Accountants
FRN - 000722C

S. P. JHANWAR
Partner
M.No.074414

Place : Mumbai
Dated: 25th May, 2017

R. L. Toshniwal
DIN : 00106933
Chairman

Rakesh Mehra
DIN : 00467321
Vice Chairman

P. Kumar
DIN : 00179074
Chairman (Audit Committee)

Ravindra Kumar Toshniwal
DIN : 00106789
Managing Director

Shaleen Toshniwal
DIN : 00246432
Jt. Managing Director

J. K. Jain
Chief Financial Officer

H. P. Kharwal
Company Secretary

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

General Information :

1. The Consolidated Financial Statements present the consolidated Accounts of Banswara Syntex Limited with its following Subsidiary, Joint Venture and its Associates:

Name	Country of Incorporation	Proportion of Ownership of Interest	
		As on 31st March, 2017	As on 31st March, 2016
A. Subsidiary Banswara Global Limited	India	-	100%
B. "Joint Ventures and Jointly controlled entity" Treves Banswara Private Limited	India	50%	50%
C. "Associates and their Subsidiary and Joint Venture: (Effective Holdings)" **Banswara Fabrics Limited**	India	-	39.13%

2. Disclosures mandated by Schedule III of the Companies Act 2013, by way of additional information

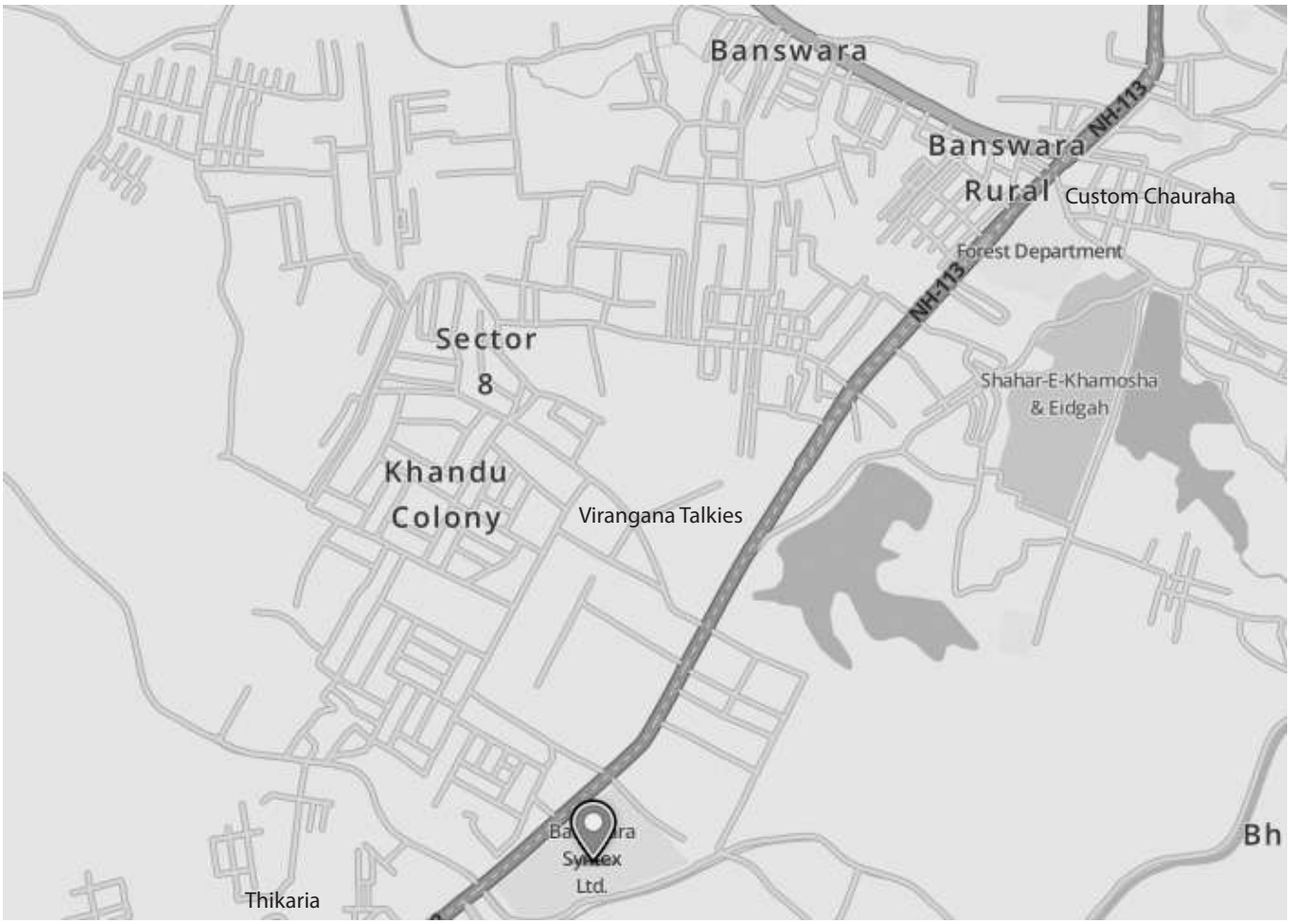
Name of the Entities		Net Assets i.e. total assets minus total liabilities		Share in profit / (loss)	
		As a % of consolidated net assets	Amount (₹ in Lakhs)	As a % of consolidated Profit	Amount (₹ in Lakhs)
Parent: Banswara Syntex Limited	India	101%	26,819.46	100%	1,657.90
Subsidiary: Banswara Global Limited	India	0%	-	0%	-
Joint Venture: Treves Banswara Private Limited	India	1%	215.49	1%	14.04
Sub Total:			27,034.95		1,671.94
Inter- Company Elimination & Consolidation Adjustments		1%	360.00	0%	7.84
Grand Total:-			26,674.95		1,664.10
Minority Interest In subsidiary			Nil		Nil
Share of Profit in Associate			Nil		Nil

3 Significant Accounting Policies and Notes to these Consolidated Financial Statements are intended to serve as a means of informative disclosure and a guide to better understand the consolidated position of the Companies. Recognising this purpose, the company has disclosed only such Policies and Notes from the individual financial statements, which fairly present the needed disclosures.

Route Map for the AGM Venue:

Venue:
Banswara Syntex Limited
Industrial Area, Dahod Road, Post Box No. 21, Banswara – 327 001 (Raj.)

Date & Time:
Thursday, September 14, 2017 at 3.00 p.m.



NOTES

NOTES

BANSWARA SYNTEX LIMITED

Regd. Office : Industrial Area, Dahod Road, Post Box No. 21, Banswara – 327 001 (Raj.)
CIN:L24302RJ1976PLC001684

Dear Shareholders,

RE: Green Initiative in Corporate Governance: Go Paperless

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allowing paperless compliances by Companies through electronic mode. Companies are now permitted to send various notices /documents to its shareholders through electronic mode to the registered e-mail addresses of shareholders.

This move by the Ministry is welcome since it will benefit the society at large through reduction in paper consumption and contribution towards a Greener Environment. It will also ensure prompt receipt of communication and avoid loss in postal transit.

Keeping in view the underlying theme and the circular issued by MCA, we propose to send all documents to be sent to Shareholders like General Meeting Notices (including AGM), Audited Financial Statements, Directors' Report, Auditors' Report, etc. henceforth to the shareholders in electronic form, to the e-mail address provided by them and made available to us by the Depositories. Please note that these documents will also be available on the Company's website www.banswarasyntex.com for download by the shareholders. The physical copies of the Annual Report will also be available at our Registered Office in Banswara (Rajasthan) for inspection during office hours.

In case you desire to receive the above mentioned documents in electronic mode, you are requested to send this form duly completed in all respects to the registered office of the Company for registering your e-mail address. Please note that you will be entitled to be furnished free of cost, with a copy of the Balance Sheet of the Company and all other documents required by law to be attached thereto including the Statement of Profit & Loss Account and Auditors' Report, upon receipt of a requisition from you, any time, as a member of the Company.

We are sure, that as a responsible citizen, you will whole-heartedly support this initiative and will co-operate with the Company in implementing the same.

For Banswara Syntex Limited

H. P. Kharwal
Company Secretary

FORM FOR REGISTERING E-MAIL ID IN RECORDS OF THE COMPANY

Registered Folio No.	
Name(s) of Member(s): (including joint holders, if any, in block letters)	
Registered address of the sole/first named Member	
No. of shares held	
E-mail ID	

* applicable to investor's holding shares in physical mode only.

BANSWARA SYNTEX LIMITED

Regd. Office : Industrial Area, Dahod Road, Post Box No. 21, Banswara – 327 001 (Raj.)
CIN:L24302RJ1976PLC001684

Dear Shareholders,

SEBI, vide its letter No.DCC/FITTCIR-3/2001 dated 15th October 2001, has advised that all companies should mandatory use Electronic Clearing Services (ECS) facility for distributing dividends or other cash benefits to the investors wherever available. In the absence of availability of ECS facility, the companies may use warrants for distributing the Dividends.

Currently, ECS facility is available at locations specified by RBI. We request all the shareholders to give their bank details so that all future Dividend payments can be remitted through ECS In case of shareholders staying at locations not currently covered by ECS, the bank account details will be used for suffixing along with the name of the shareholder on the dividend warrants issued in future.

For Banswara Syntex Limited

H. P. Kharwal
Company Secretary

ECS MANDATE FORM

(For use by Shareholders holding Shares in physical mode only)

Banswara Syntex Limited.
Industrial Area, Dahod Road
BANSWARA-327 001 (RAJ.),
Dear Sirs,
Change in mode of payments to Electronic Clearing Services (ECS)
I hereby consent to have the amount of Dividend on my equity shares credited through the Electronic Clearing System (Credit Clearing) [ECS]. The particulars are:

1. Folio No. : _____
   [Folio No. given in equity share certificate(s)]
2. Member's Name: Mr./Ms. : _____
3. Member's address : _____
4. Particulars of the Bank A/C :
   * Bank name : _____
   * Branch name : _____
   * Mention the 9-digit code number of the bank and branch appearing on the MICR cheque issued by the bank
   : _____
   (Please attach a photocopy of a cheque or a blank cancelled cheque issued by your bank for verifyingthe accuracy of the code number)
   * Account type (please) ❑ Savings ❑ Current ❑ Cash Credit
   * Account number (as appearing on the cheque book) : _____

   I hereby declare that the particulars given above are correct and complete. If the transaction is delayed or not effected at all for reasons of incomplete or incorrect information for any reasons, I would not hold the Company responsible. I also undertake to advise changes, if any, in the particulars of my account to facilitate updation of records for purposes of credit of Dividend amount through ECS.

Signature of the first named/sole Member

Note:

1. Please complete the form and send it to the Company if you are holding share certificate(s) in physical form.
2. IN CASE YOUR SHARES ARE IN DEMATERIALIZED FORM, INFORM/UPDATE YOUR INFORMATION DIRECTLY WITH THE DEPOSITORY PARTICIPANT (DP) WITH WHOM YOU ARE MAINTAINING DEMAT ACCOUNT AND NOT TO THE COMPANY.
3. In case of more than one Folio please complete the details on separate sheets.
4. Payment through ECS is subject to the rules and regulations of the Scheme of ECS of the Reserve Bank of India from time to time.

Place :
Date :

BANSWARA

BANSWARA SYNTEX LIMITED

Regd. Office : Industrial Area, Dahod Road, Post Box No. 21, Banswara – 327 001 (Raj.)

CIN:L24302RJ1976PLC001684

ATTENDANCE SLIP

41st Annual General Meeting

Regd. Folio No./DP ID & Client ID No.	
No. of Shares	

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

I hereby record my presence at the Annual General Meeting of the Company at 3.00 P.M. on Thursday, the 14th September, 2017 at the Company's Registered Office.

Member's/Proxy's name in BLOCK Letters

Member's/Proxy's Signature

Note :

Please fill in this attendance slip and hand it over at the ENTRANCE .

Members are requested to bring their copy of Annual Report to the meeting.

Please read the instructions printed under the note no. 30 to the Notice of the 41st Annual General Meeting. The e-voting will commence on 9.00 a.m. on September 10, 2017 and end at 5.00 p.m. on September 13, 2017 (i.e. e-voting shall remain open for maximum 4 days only). Thereafter, the voting module shall be disabled by CDSL.

BANSWARA

BANSWARA SYNTEX LIMITED

Registered Office: Industrial Area, Dahod Road, Post Box No. 21, Banswara – 327 001 (Raj.)
CIN:L24302RJ1976PLC001684

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]
CIN: L24302RJ1976PLC001684
Name of the company : **Banswara Syntex Limited**
Registered Office : Industrial Area, Dahod Road, Post Box No. 21, Banswara – 327 001 (Raj.)

Name of the member(s) ..... E-mail ID : .....
Registered address : .....
Folio No. / Client ID : ..... DP ID : .....

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

1. Name :..... E-mail ID :.....
   Address :.....
   ..... Signature : ..... or failing him
2. Name :..... E-mail ID :.....
   Address :.....
   ..... Signature : ..... or failing him
3. Name :..... E-mail ID :.....
   Address :.....
   ..... Signature : .....

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at Company's Registered Office at 3.00 P.M. on Thursday, the 14th September, 2017 and at any adjournment thereof.

Signed this day _____ of_____2017

Signature_____

Affix Revenue Stamp

Note:
This form in order to be effective should be duly filled and signed across stamp and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.





REGISTERED OFFICE

Industrial Area, Dahod Road, Post Box No. 21, Banswara - 327 001 (Rajasthan)

Tel : +91 2962 257676,679-681

Website: www.banswarasyntex.com; Email: info@banswarasyntex.com

CIN:L24302RJ1976PLC001684