EUROTEX INDUSTRIES AND EXPORTS LIMITED

Registered Office: 1110, Raheja Chambers, 11th Floor, 213, Nariman Point, Mumbai - 400 021
Phone: (022) 66301400 E-mail: eurotex@eurotexgroup.com Website: www.eurotexgroup.com
CIN: L70200MH1987PLC042598

26th September, 2017

1) The Secretary
Bombay Stock Exchange Limited
1st Floor, New Trading Ring,
Rotunda Building, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai – 400 001.
Stock Code: 521014 **(BY HAND DELIVERY)**

2) The Secretary
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (East), Mumbai – 400 051.
Stock Code: EUROTEXIND **(BY BLUE DART COURIER)**

Dear Sir / Madam,

SUB: 31ST ANNUAL REPORT FOR THE FINANCIAL YEAR 2016-17.

As required by Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith 31st Annual Report of our Company for the financial year 2016-17.

This is for your kind information and records.

Thanking you,

Yours faithfully,
For **EUROTEX INDUSTRIES AND EXPORTS LIMITED**

EUROTEX INDUSTRIES & EXPORTS LIMITED MUMBAI

RAHUL RAWAT
COMPANY SECRETARY

Encl: As above

31ST

ANNUAL REPORT
2016 - 2017

EUROTEX

EUROTEX INDUSTRIES AND EXPORTS LIMITED

THIRTY-FIRST
ANNUAL REPORT
2016-2017

EUROTEX INDUSTRIES AND EXPORTS LIMITED

An ISO 9001 and Oko-Tex Standard 100 Certificate Holder

SA 8000 Certified Company

BOARD OF DIRECTORS

Shri Krishan Kumar Patodia	*Chairman and Managing Director*
Shri Hariprasad Siotia	
Shri Gopal Patodia	
Shri Narayan Patodia	*Managing Director*
Shri Rajiv Patodia	*Executive Director and CFO*
Shri V. K. Gupta	
Shri D. K. Patel	
Shri M. L. Bagaria	
Shri P. P. Dundh	
Smt. Hema Thakur	

COMPANY SECRETARY

Shri Rahul Rawat

BANKERS

STATE BANK OF INDIA
BANK OF INDIA
IDBI BANK LIMITED

AUDITORS

LODHA & COMPANY
Chartered Accountants
Mumbai

REGISTERED AND HEAD OFFICE

1110, Raheja Chambers, 11th Floor,
213, Nariman Point, Mumbai - 400 021.

MILLS

E-23 & E-1, MIDC, Gokul Shirgaon,
Kolhapur - 416 234.
Maharashtra.

SHARE TRANSFER AGENTS

DATAMATICS FINANCIAL SERVICES LIMITED
Plot No.B-5, Part B, Cross Lane, MIDC,
Marol, Andheri (East), Mumbai - 400 093.
Tel.: 022-66712156 E-mail: investorsqry@dfssl.com

EUROTEX INDUSTRIES AND EXPORTS LIMITED

Registered Office: 1110, Raheja Chambers, 11th Floor,
213, Nariman Point, Mumbai - 400 021.
CIN : L70200MH1987PLC042598

NOTICE CONVENING ANNUAL GENERAL MEETING

NOTICE is hereby given that the 31st Annual General Meeting of the Shareholders of **EUROTEX INDUSTRIES AND EXPORTS LIMITED** will be held at Ramada Powai Hotel and Convention Centre, Saki Vihar Road, before Nitie, Powai, Mumbai - 400 087 on Saturday, the 23rd September, 2017 at 9:00 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements for the financial year ended 31st March, 2017 and the Reports of the Directors and Auditors thereon.

2. To appoint a Director in place of Shri Gopal Patodia (DIN: 00014247) who retires by rotation and, being eligible, offers himself for re-appointment.

3. To appoint M/s. SVP & Associates, Chartered Accountants (Firm's Reg. No. 003838N), and in this regard to consider and if thought fit, to pass with or without modification(s) the following Resolution as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. SVP & Associates, Chartered Accountants (Reg. No. 003838N), be and are hereby appointed as Statutory Auditors of the Company [in place of M/s. Lodha & Co., Chartered Accountants (Reg. No. 301051E), whose tenure will conclude at the ensuing Annual General Meeting] to hold office from the conclusion of 31st Annual General Meeting of the Company till the conclusion of 36th Annual General Meeting subject to ratification of their re-appointment at each intervening Annual General Meeting at such remuneration as shall be fixed by the Board of Directors of the Company in consultation with the Statutory Auditors of the Company."

SPECIAL BUSINESS

4. To ratify the remuneration of M/s. A. G. Anikhindi & Co., Cost Accountants, for the financial year ending 31st March, 2018 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. A. G. Anikhindi & Co., Cost Accountants, appointed on recommendation of the Audit Committee by the Board of Directors of the Company as Cost Auditors to conduct the audit of the Cost Records of the Company for the financial year ending 31st March, 2018, at the remuneration of Rs. 1,00,000/- (Rupees One Lakh Only) plus applicable taxes, be and is hereby ratified and confirmed.

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

By Order of the Board

Rahul Rawat
Company Secretary
M.No. A27891

Place: Mumbai
Date : 20th May, 2017

NOTES:

1. **A Member entitled to attend and vote at the Annual General Meeting (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 should, however, be deposited at the Registered Office of the Company not less than forty-eight 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.
2. Corporate members intending to send their authorised representatives to attend the Meeting 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.
3. A Statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
5. 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.
6. The Company has notified closure of Register of Members and Share Transfer Books from 14th September, 2017 to 23rd September, 2017 (both days inclusive).
7. Members holding shares in electronic form are requested to intimate immediately any change in their Address or Bank mandates to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form are requested to advise any change in their Address or Bank mandates immediately to the Company / Datamatics Financial Services Limited.
8. The Company has deposited the amount of unclaimed/ unpaid dividends in terms of provision of Section 205 C of the Companies Act, 1956 from time to time on due dates into the Investor Education and Protection Fund.
9. The Company is not required to transfer any shares with Investor Education and Protection Fund Authority in terms of sub-section (6) of Section 124 of Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017.
10. The Members who are holding shares in Physical form are requested to send their Specimen Signature duly attested by Bank to the Company's Registrar Datamatics Financial Services Limited.
11. A Route Map showing directions to reach the Venue of the 31st Annual General Meeting is given at the end as per the requirement of Secretarial Standards-2 on "General Meeting".
12. Members who wish to obtain information concerning the Annual Report of the Company may send their queries at least 7 days before the date of Meeting, to the Company at the Corporate Office of the Company.
13. 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 their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company / Datamatics Financial Services Limited.
14. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Datamatics Financial Services Limited, for consolidation into a single folio.
16. Details of the Director retiring by rotation and seeking re-appointment [in pursuance to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]:

Name of Director	**Shri Gopal Patodia**
Date of Birth	12.12.1946
Date of Appointment	16.02.1987
Qualification	B. Sc., B. Tech (Chemical)
Expertise in Specific funtional area and years	45 years of experience in managing Textile Industry and Marketing. He has vast experience in cotton and yarn trading.
List of other Directorship held	PBM Polytex Limited Patodia Syntex Limited Patodia Company Private Limited Shashank Investments Private Limited Trikon Investments Private Limited Veepee Intrades Private Limited
Chairman/Member of the Committees of the Board of Directors of the Company	None.
Chairman/Member of the Committee(s) of Board of Directors of other Companies in which he is a Director	Member of Stakeholders Relationship Committee & Corporate Social Responsibility Committee of PBM Polytex Limited
Shareholding in the Company	195 Equity Shares

17. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company has provided e-voting facility for members to cast their vote electronically from the place other than Annual General Meeting ("remote e-voting").

18. The instructions for Members for voting electronically are as under:

INSTRUCTIONS FOR E-VOTING

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members the facility to exercise their right to vote by electronic means and the business may be transacted through e-Voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

The Company has approached CDSL for providing e-Voting services through their e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-Voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting can be downloaded from the Company website i.e. www.eurotexgroup.com

The e-Voting period commences on 20th September, 2017 (9:00 A.M.) and ends on 22nd September, 2017 (5:00 P.M.). During this period shareholders' of the Company, may cast their vote electronically. The e-Voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the Paid up Equity Share Capital of the Company as on the cut-off date of 16th September, 2017. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. 16th September, 2017, may obtain the login ID and password by sending a request at companysecretary@eurotexgroup.com

The facility for voting through Polling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-Voting shall be able to exercise their right at the meeting through Ballot Paper.

PROCEDURE FOR REMOTE E-VOTING

(i) The voting period begins on 20th September, 2017 (9:00 A.M.) and ends on 22nd September, 2017 (5:00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 16th September, 2017, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.

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

(iii) Click on "Shareholders" tab.

(iv) Now Enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

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

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

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

	For Members holding shares in Demat Form and Physical Form
PAN	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 first two letters of their name and the 8 digits of the sequence number (which is printed on the Address Slip) in the PAN field. ● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DIVIDEND BANK DETAILS OR DATE OF BIRTH (DOB)	Enter the Dividend Bank Details or Date of Birth (dd/mm/yyyy 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 Number in the Dividend Bank details field as mentioned in instruction (iv).

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

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

(x) For Members holding shares in physical form, the details can be used as printed on the Address Slip for e-Voting on the Resolutions contained in this Notice.

(xi) Click on the EVSN for the Eurotex Industries and Exports Limited on which you choose to vote.

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

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

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

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

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

(xvii) 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.

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

(xix) Note for Non-Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to https://www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.

(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.

19. The result of the electronic voting shall be declared after the Annual General Meeting. The result along with the Scrutinizer's report shall also be placed on the website of the Company.

20. Members may also note that the Notice of 31st Annual General Meeting and the Annual Report for the Financial Year 2016-17 will also be available on the Company's website www.eurotexgroup.com

21. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

Place: Mumbai
Date : 20th May, 2017

By Order of the Board

Registered Office :
1110, Raheja Chambers, 11th Floor,
213, Nariman Point, Mumbai - 400 021.

Rahul Rawat
Company Secretary
M.No. A27891

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Anikhindi and Co., as Cost Auditor 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 Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be determined by the shareholders of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No.4 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending 31st March, 2018.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution as set out at Item No.4 of the Notice.

The Board recommends the Ordinary Resolution set out in Item No.4 of the Notice for approval of the shareholders.

By Order of the Board

Place: Mumbai
Date : 20th May, 2017

Registered Office :
1110, Raheja Chambers, 11th Floor,
213, Nariman Point, Mumbai - 400 021.

Rahul Rawat
Company Secretary
M.No. A27891

DIRECTORS' REPORT

Dear Shareholders,

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

	2016-17 (₹ in lakhs)	2015-16 (₹ in lakhs)
FINANCIAL RESULTS		
Profit before Finance Cost, Depreciation, Tax	**(134.65)**	572.11
Less: Finance Costs	**669.26**	698.62
Profit/(Loss) before Depreciation	**(803.91)**	(126.51)
Less: Depreciation	**419.73**	445.05
	(1223.64)	(571.56)
Less: Provision for Income Tax	**–**	–
Less: Prior Years' Tax Expense (Net)	**–**	0.59
Add: Deferred Tax Assets	**18.99**	34.01
Profit/(Loss) for the year	**(1204.65)**	(538.14)
Balance brought forward from previous year	**634.40**	1,172.54
Balance Carried to Balance Sheet	**(570.25)**	634.40

PERFORMANCE REVIEW

During the year revenue from the operations of the Company is Rs.187.89 Crores as compared to Rs.233.92 Crores in the previous year. The operating loss of the Company is Rs.1.35 Crores as against operating profit of Rs.5.72 Crores in the previous year. The loss after finance cost and depreciation is Rs.12.24 Crores as against the loss of Rs.5.72 Crores in the previous year.

The fall in revenue from operations is mainly due to lock out / strike in the mills from 2nd May, 2016 to 9th September, 2016.

DIVIDEND

The Board has decided not to recommend any dividend for the financial year 2016-17.

SHARE CAPITAL

The paid up Equity Share Capital as on 31st March, 2017 was Rs.8,74,98,650.

During the year under review, the Company has issued 50,00,000 6% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs.10 each to M/s. PBM Polytex Limited on Private Placement basis.

MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY

No material changes and commitments affecting the Financial Position of the Company which have occurred between the end of the Financial Year of the Company to which the Financial Statement relate and the date of this report.

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

In accordance with the provisions of Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, required information relating to the Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo is given in "Annexure A" to the Directors' Report.

DIRECTORS

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Shri Gopal Patodia (DIN: 00014247) retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. Accordingly, his re-appointment forms part of the Notice of the ensuing Annual General Meeting.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of Independence as prescribed under the sub-section (7) of Section 149 of the Companies Act, 2013.

DIRECTORS' RESPONSIBILITY STATEMENT

As required by Section 134 (3) (c) of the Companies Act, 2013, your Board of Directors hereby state:

(a) that in the preparation of the Annual Accounts for the year ended 31st March, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

(b) that such accounting policies as mentioned in the Notes to the Financial Statements have been selected and applied them consistently and 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 & Loss of the Company for the year ended on that date;

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

(d) that the annual accounts have been prepared on a going concern basis;

(e) that Directors have laid down Internal Financial Controls to be followed by the Company and such Internal Financial Controls are adequate and operating effectively;

(f) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an Annual Performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its various Committees.

Pursuant to Regulation 25(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate exercise was carried out by Independent Directors at their separate meeting to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders etc.

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

BOARD MEETINGS

During the year, five Board Meetings were convened and held, the details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Company's policy on Directors' Appointment and Remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section(3) of Section 178 is annexed hereto and forms a part of this report.

AUDITORS

Statutory Auditors

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 made thereunder the term of office of M/s. Lodha & Co., Chartered Accountants, as the Statutory Auditors of the Company will conclude from the close of ensuing Annual General Meeting of the Company.

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

Subject to the approval of the Shareholders, the Board of Directors of the Company has recommended the appointment of M/s. SVP & Associates, Chartered Accountants (Firm's Reg. No. 003838N) as the Statutory Auditors of the Company pursuant to Section 139 of the Companies Act, 2013.

Accordingly, the Board recommends the resolution in relation to appointment of Statutory Auditors, for the approval by the shareholders of the Company.

Cost Auditors

As per the requirement of Central Government and pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your Company has been carrying out audit of Cost Records relating to Textile.

The Board of Directors, on the recommendation of the Audit Committee, has appointed M/s. A. G. Anikhindi & Co., Cost Accountants, as Cost Auditor to audit the Cost Accounts of the Company for the financial year 2017-18.

As required under the Companies Act, 2013, a resolution seeking shareholders' 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 Managerial Personnel) Rules, 2014, the Board has appointed M/s. S. K. Jain & Co., Practising Company Secretaries, to conduct Secretarial Audit of the Company for the financial year 2017-18.

AUDITORS AND REPORTS

The matters related to Auditors and their Reports are as under:

1. **Report of Statutory Auditor:**

   The Report given by the Statutory Auditors for the Financial Statements for the year ended 31st March, 2017 read with explanatory notes thereon do not



call for any explanation or comments from the Board under Section 134 (3) of the Companies Act, 2013.

2. Report of Secretarial Auditor:

M/s. S. K. Jain & Co., Practicing Company Secretaries, was appointed to conduct Secretarial Audit of the Company for the financial year 2016-17 as required under Section 204 of the Companies Act, 2013 and the Rules thereunder. The Secretarial Audit Report for the financial year 2016-17 forms part of the Annual Report as "Annexure B" to the Boards Report. The said report does not contain any observation or qualification requiring explanation or comments from the Board under Section 134 (3) of the Companies Act, 2013.

CORPORATE GOVERNANCE

The Company has complied with all the mandatory requirements of Corporate Governance, as stipulated in Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A seperate report on Corporate Governance and a Certificate from M/s. Lodha & Co., Statutory Auditors, regarding compliance with the conditions of Corporate Governance is given in a separate section and forms part of the Annual Report.

AUDIT COMMITTEE

The Board has well-qualified Audit Committee with majority of Independent Directors including Chairman. They possess sound knowledge on Accounts, Audit, Finance, Taxation, Internal Controls etc. The details of the Composition of the Audit Committee are given in the Corporate Governance Report.

The Company Secretary of the Company acts as Secretary of the Committee.

During the year, there are no instances where the Board had not accepted the recommendations of the Audit Committee.

NOMINATION & REMUNERATION COMMITTEE & POLICY

The Company has duly constituted Nomination & Remuneration Committee to align with the requirements prescribed under the provisions of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The details of the Composition of the Nomination & Remuneration Committee are given in the Corporate Governance Report.

The Board has framed a policy for selection and appointment of Directors, Senior Management and their Remuneration. The policy provides for determining qualifications, positive attributes and independence of a Director.

RISK MANAGEMENT

The Company has laid down the procedures to inform the Board about the risk assessment and minimization procedures and the Board has formulated Risk Management policy to ensure that the Board, its Audit Committee and its Executive Management should collectively identify the risks impacting the Company's business and document their process of risk identification and risk minimization as a part of a Risk Management policy/strategy.

The common risks inter alia are: Regulations, Credit Risk, Foreign Exchange and Interest Risk, Competition, Business Risk, Technology Obsolescence, Investments, Retention of Talent and Expansion of Facilities etc. Business Risk, inter-alia, further includes financial risk, political risk, legal risk, etc. The Board reviews the risk trend, exposure and potential impact analysis and prepares risk mitigation plans, if necessary.

Further, in accordance with the Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Risk Management Committee has also been formed which also oversees the Risk Management of the Company.

The details of the Composition of the Risk Mnagement Committee are given in the Corporate Governance Report.

CORPORATE SOCIAL RESPONSIBILITY(CSR)

The Company is not required to contribute towards CSR under Section 135 of the Companies Act, 2013 read with Rules thereunder.

The Board of Directors of your Company, however, has constituted a CSR Committee. The details of the Composition of the Corporate Social Responsibility Committee are given in the Corporate Governance Report.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations.

Based on the report of Internal Audit function, corrective action are undertaken in the respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

In line with the best Corporate Governance practices, Company has put in place a system through which the Directors and Employees may report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct & Ethics without fear of reprisal. The Employees and Directors may report to the Compliance Officer and have direct access to the Chairman of the Audit Committee. The Whistle Blower Policy is hosted on the website of the Company.

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

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013. All woman employees (permanent, contractual, temporary and trainee) are covered under this Policy.

The following is a summary of Sexual Harassment complaints received and disposed off during the year:

a) No. of Complaints received: Nil

b) No. of Complaints disposed off: Nil

DISCLOSURE UNDER SECTION 197 (12) OF THE COMPANIES ACT, 2013

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

a. Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year:

Name of Director	Ratio to Median Remuneration
Shri K. K. Patodia	28.44
Shri Narayan Patodia	13.98
Shri Rajiv Patodia	13.81

b. Percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary in financial year:

Name of Person	Designation	% increase in remuneration in financial year
Shri K. K. Patodia	Chairman and MD	-
Shri Narayan Patodia	Managing Director	-
Shri Rajiv Patodia	Executive Director and CFO	-
Shri Rahul Rawat	Company Secretary	-

c. Percentage increase in the median remuneration of employees in the financial year:

1.01%

d. The number of permanent employees on the rolls of the Company:

1049 employees

e. 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:

The average annual increase was around **1.90%**. However, during the course of the year, the total increase is approximately **(0.72)%**, after accounting for promotions and other event based compensation revisions.

Increase in the managerial remuneration for the year was **NIL**.

f. Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company affirms remuneration is as per the remuneration policy of the Company.

A statement comprising the names of top 10 employees in terms of remuneration drawn and every person employed throughout the year, who were in receipt of remuneration in terms of Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed herewith as "Annexure C" and forms an integral part of this Report.

The above Annexure is not being sent along with this Annual Report to the Members of the Company in line with the provision of Section 136 of the Companies Act, 2013. The aforesaid Annexure is available for inspection by Shareholders at the Registered Office of the Company, 21 days before and up to the date of the ensuing Annual General Meeting during the business hours (working days) of the Company.

None of the employees listed in the said Annexure is a relative of any Director of the Company. None of the employees hold (by himself or along with his/her spouse and dependent children) more than two percent of the equity shares of the Company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

During the year under review, the Company has not given any loans and guarantees. Details of Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

RELATED PARTY TRANSACTIONS

All Related Party Transactions that were entered into during the Financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant Related Party Transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large and hence, enclosing of Form AOC-2 is not required. All Related Party Transactions are placed before the Audit Committee as well as the Board for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of a foreseen and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted are audited and a statement giving details of all Related Party Transactions is placed before the Audit Committee and the Board of Directors for their approval on a quarterly basis. The Company has developed a Related Party Transactions Policy for the purpose of identification and monitoring of such transactions.

The policy on Related Party Transactions as approved by the Board is available on the Company's website at www.eurotexgroup.com.

MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to Regulation 34 (2) (e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion & Analysis Report for the year under review is given under a separate section and forms part of the Annual Report.

PUBLIC DEPOSITS

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the requirement for furnishing of details of deposits which are not in compliance with the Chapter V of the Act is not applicable.

EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of Section 134 (3) (a) of the Companies Act, 2013, Extract of the Annual Return for the financial year ended 31st March, 2017 made under the provisions of Section 92 (3) of the Companies Act, 2013 in Form MGT - 9 is annexed herewith as "Annexure D".

ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation and thankful acknowledgement for valuable assistance the Company received from all Customers, Agents, Suppliers, Investors and Lending Bankers.

On behalf of the Board

K. K. PATODIA
Chairman
and Managing Director

Place : Mumbai
Date : 20th May, 2017

EUROTEX
INDUSTRIES AND EXPORTS
LIMITED

ANNEXURE "A" TO THE DIRECTORS' REPORT

PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO REQUIRED UNDER THE COMPANIES (ACCOUNTS) RULES, 2014.

(A) CONSERVATION OF ENERGY:

(a) Energy Conservation Measures Taken:

During the year, the Company has taken the following measures for Energy Conservation:

1. Installed energy saving 18W LED tube lights in place of 28/36W tube lights inside the Plant.
2. Installed Energy efficiency water pumps for Luwa Humidification Plant.
3. Replaced old screw element of ZR Compressor by new Atlas Copco latest Srew Element for increased efficiency & Power Savings.
4. Installed Energy saving 14/20W LED street light fittings in place of 70W.
5. Attended and rectified the air leakages in Compressed air line to reduce power consumption.

(b) Steps taken for utilizing alternate source of energy:

We have Captive Power Plants which runs on furnace oil as alternate power source and same is run during power failure from MSEDCL to run the spinning plants. Also Company avail alternate power whenever required from Open Market through Open Access power purchase.

(c) Capital investment on energy conservation equipments:

1. Installed Energy Saving 18W LED tube lights Rs.2.04 Lakhs.
2. Installed Energy efficiency water pump Rs.1.20 Lakhs.
3. Replaced latest Atlas Copco screw element of ZR Compressor for increased efficiency by spending Rs.11.32 Lakhs.
4. Installed Energy saving 14/20W LED street light fittings Rs.29 Lakh.

(B) TECHNOLOGY ABSORPTION:

(a) The efforts made towards Technology Absorption:

None

(b) The benefits derived like product improvement, cost reduction, product development or import substitution:

Not Applicable

(c) In case of imported technology (imported during the last three years):

The Company has not utilised any imported technology.

(d) The expenditure incurred on Research and Development:

Nil

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO:

(a) Total Foreign Exchange used and earned:

(Rs. in Lakhs)

i) CIF Value of Imports	**937.84**
ii) Expenditure in Foreign Currency	**266.67**
iii) Foreign Exchange Earned	**13,333.54**

On behalf of the Board

K. K. PATODIA
Chairman and Managing Director

Place : Mumbai
Date : 20th May, 2017

ANNEXURE "B" TO THE DIRECTORS' REPORT

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE YEAR ENDED 31ST MARCH, 2017

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

EUROTEX INDUSTRIES AND EXPORTS LIMITED

1110, Raheja Chambers, 11th Floor,

213, Nariman Point,

Mumbai - 400 021.

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

Based on my verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on **31st March, 2017** complied with the statutory provisions listed hereunder and also that the Company has proper Board-Processes and Compliance-Mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company as given in **'Annexure I'** 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 period under Audit)

   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 (Issue of Capital and Disclosure Requirements) Regulations, 2009;

   c) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. Now known as SEBI (Share based Employees Benefits) Regulation, 2014; **(The Company has not introduced any such scheme);**

   d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(The**

Company has not issued any Debt Securities during the financial year under review);

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

f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(The Company has not delisted/propose to delist its Equity Shares from any Stock Exchange during the financial year under review);**

g) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998; **(The Company has not bought back / propose to buy-back any of its securities during the financial year under review)** and

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

vi Other laws specifically applicable to the Company is:

(i) Essential Commodities Act, 1955 and

(ii) Standards of Weights and Measures Act, 1976.

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

i. Secretarial Standards issued by The Institute of Company Secretaries of India (w.e.f. 1st July, 2015).

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

I further Report that The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was no change in composition of the Board of Directors during the period under review.

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

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

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliances with the applicable Laws, Rules, Regulations and Guidelines.

I have relied on the representation made by the Company, its officers and Reports of the Statutory Auditors for systems and mechanism framed by the Company for Compliances under other Acts, Laws and Regulations applicable to the Company as Listed in **'Annexure II'.**

In case of Direct and Indirect Tax Laws like Income Tax Act, 1961, Service Tax Act, Central Excise Act and Rules including CENVAT Rules & Custom Acts, I have relied on the Reports given by the Statutory Auditors of the Company.

I further report that during the audit period,the Company has not undertaken event/action having a major bearing on the Company's affairs in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards etc. referred to above.

I further report that during the audit period the Company has the following specific events:

1. During the year under Report the Company has obtained consent of the Members of the Company through Postal Ballot by way of Special Resolution for issue of 6% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs.10 each.
2. The Company has lifted Lock-out at its Kolhapur Mill starting from 10th September, 2016 vide notice dated 9th September, 2016.
3. The Company has passed Circular Resolution for GST Registration and Reduction in Contract Demand at Kolhapur Mills dated 21st November, 2016.

The details of Registered and Corporate Office and location of the Plants of **M/s. Eurotex Industries and Exports Limited** are given in **'Annexure-III'.**

For **S. K. Jain & Co.**

Place: Mumbai
Date : 27th April, 2017

(Dr. S. K. Jain)
Practicing
Company Secretary
FCS : 1473
COP : 3076

Note: This report should be read with my letter of even date which is annexed as Annexure I, II & III and forms an integral part of this report.

ANNEXURE - I

List of documents verified

1. Memorandum & Articles of Association of the Company.
2. Annual Report for the financial year ended 31st March, 2016.
3. Minutes of the Meetings of the Board of Directors, Independant Directors, Audit Committee, Nomination & Remuneration Committee, Stakeholder Relationship Committee and Allotment Committee along with Attendance Register held during the Financial Year under Report.
4. Minutes of General Body Meetings held during the Financial Year under Report.
5. All Statutory Registers.
6. Agenda papers submitted to all the Directors / Members for the Board Meetings and Committee Meetings.
7. Declarations received from the Directors of the Company pursuant to the provisions of Section 184 of the Companies Act, 2013 and attachments thereto during the financial year under report.
8. E- forms filed by the Company, from time to time, under applicable provisions of the Companies Act, 2013 and attachments thereof during the financial year under report.

ANNEXURE - II

List of applicable Laws to the Company

i. Factories Act, 1948 read with the Maharashtra Factories Rules, 1963;
ii. Industrial Dispute Act, 1947 and the rules made thereunder;
iii. Payment of Bonus Act, 1965 and the rules made thereunder;
iv. Payment of Gratuity Act, 1972 and the rules made thereunder;
v. Payment of Wages Act, 1936 and the rules made thereunder;
vi. The Minimum Wages Act, 1948 and the rules made thereunder;
vii. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made thereunder;
viii. Maternity Benefits Act, 1961 and the rules made thereunder;
ix. Bombay Industrial Relation Act, 1946 and the rules made thereunder;
x. Professional Tax Act, 1975 and Rules;
xi. The Contract Labour (R & A) Act, 1970 and the rules made thereunder;
xii. The Employment Exchange Act, 1959 and the rules made thereunder;
xiii. Equal Remuneration Act, 1976
xiv. Workmen's Compensation Act, 1923 and the rules made thereunder;
xv. Apprentices Act, 1961.
xvi. Employees State Insurance Act, 1947.
xvii. Employees Provident Fund and Misc. Provision Act, 1952 and the Rules made thereunder;
xviii. The Bombay Shops and Establishment Act, 1948.
xix. Value Added Tax and Rules.
xx. Tax on Professions, Trades, Callings and Employments Act and Rules.

ANNEXURE - III

Registered Office:
1110, Raheja Chambers,
11th Floor, 213, Nariman Point,
Mumbai - 400021.
Maharashtra.

Corporate Office:
Raheja Chambers, 12th Floor,
213, Nariman Point,
Mumbai - 400021.
Maharashtra.
Tel.: 91-22-22041408
91-22-66301400
Fax: 91-22-22044139
91-22-22873774

Mills:
E-23 & E-1, MIDC,
Gokul Shirgaon,
Kolhapur - 416234.
Maharashtra.

For **S. K. Jain & Co.**

(Dr. S. K. Jain)
Practicing
Company Secretary
FCS : 1473
COP : 3076

Place: Mumbai
Date : 27th April, 2017

ANNEXURE "D" TO THE DIRECTORS' REPORT

FORM NO. MGT - 9

EXTRACT OF ANNUAL RETURN

As on the Financial Year ended 31st March, 2017

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	:	L70200MH1987PLC042598
Registration Date	:	16/02/1987
Name of the Company	:	Eurotex Industries and Exports Limited
Category / Sub-Category of the Company	:	Company Limited by Shares / Non-Govt. Company
Address of the Registered Office and Contact Details	:	1110, Raheja Chambers, 11th Floor, 213, Nariman Point, Mumbai – 400 021. Tel No.: 022-22041408
Whether Listed Company	:	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	:	Datamatics Financial Services Limited Plot No. B-5, Part B, Cross Lane, MIDC, Marol, Andheri (East), Mumbai – 400 093. Tel No.: 022-66712156

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 and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
1	Cotton Yarn	13111	93.18

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Not Applicable

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

(i) CATEGORY-WISE SHARE HOLDING:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	174935	-	174935	1.9993	174935	-	174935	1.9993	-

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	
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	6036692	-	6036692	68.9918	6036692	-	6036692	68.9918	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	**6211627**	**-**	**6211627**	**70.9911**	**6211627**	**-**	**6211627**	**70.9911**	**-**
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A) = (A) (1)+(A)(2)	**6211627**	**-**	**6211627**	**70.9911**	**6211627**	**-**	**6211627**	**70.9911**	**-**
B. Public Share Holding									
1. Institutions									
a) Mutual Funds	-	7850	7850	0.0897	-	7850	7850	0.0897	-
b) Banks / FI	100	1080	1180	0.0135	100	1080	1180	0.0135	-
c) Central Govt	44650	-	44650	0.5103	44650	-	44650	0.5103	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	**44750**	**8930**	**53680**	**0.6135**	**44750**	**8930**	**53680**	**0.6135**	**-**
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	180620	11644	192264	2.1974	255826	11367	267193	3.0537	0.8563

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	
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual Shareholders holding nominal share capital upto Rs. 1 lakh	1268957	415046	1684003	19.2460	1257207	404692	1661899	18.9934	(0.2526)
ii) Individual Shareholders holding nominal share capital in excess of Rs. 1 lakh	547010	-	547010	6.2516	494922	-	494922	5.6563	(0.5953)
c) Non Residents									
i) NRI Rep	58400	808	59208	0.6767	57613	808	58421	0.6677	(0.0090)
ii) NRI Non-Rep	2073	-	2073	0.0237	2123	-	2123	0.0243	0.0006
iii) Foreign Bodies	-	-	-	-	-	-	-	-	-
iv) NRI/OCBs	-	-	-	-	-	-	-	-	-
v) Foreign Bodies	-	-	-	-	-	-	-	-	-
vi) Foreign National	-	-	-	-	-	-	-	-	-
vii) Any Other	-	-	-	-	-	-	-	-	-
Sub-Total (B)(2):	**2057060**	**427498**	**2484558**	**28.3954**	**2067691**	**416867**	**2484558**	**28.3954**	**-**
Total Public Shareholding(B)=(B)(1)+(B)(2)	**2101810**	**436428**	**2538238**	**29.0089**	**2112441**	**425797**	**2538238**	**29.0089**	**-**
C. SHARES HELD BY CUSTODIAN FOR GDRS & ADRS	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Grand Total (A+B+C)	**8313437**	**436428**	**8749865**	**100**	**8324068**	**425797**	**8749865**	**100**	**-**

(ii) SHARE HOLDING OF PROMOTERS:

Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in Shareholding during the year
	No. of Shares	% of Total Shares of the Company	% of Shares Pledged/Encumbered to total Shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged/Encumbered to total Shares	
Patodia Syntex Ltd.	3794812	43.3699	-	3794812	43.3699	-	-
PBM Polytex Ltd.	2231980	25.5087	-	2231980	25.5087	-	-

Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in Shareholding during the year
	No. of Shares	% of Total shares of the Company	% of Shares Pledged/Encumbered to total Shares	No. of Shares	% of Total shares of the Company	% of Shares Pledged/Encumbered to total Shares	
Rajiv Agencies Pvt. Ltd.	7200	0.0823	-	7200	0.0823	-	-
Thrust Invst. & Mgmt. Cons. Pvt. Ltd.	2700	0.0309	-	2700	0.0309	-	-
Krishan Kumar Patodia	58242	0.6656	-	58242	0.6656	-	-
Hari Prasad Siotia	42218	0.4825	-	42218	0.4825	-	-
Gopal Patodia	195	0.0022	-	195	0.0022	-	-
Madhu Patodia	180	0.0021	-	180	0.0021	-	-
Narayan Patodia	36000	0.4114	-	36000	0.4114	-	-
Rajiv Patodia	19300	0.2206	-	19300	0.2206	-	-
Shailja Patodia	8800	0.1006	-	8800	0.1006	-	-
Ritvika Patodia	5000	0.0571	-	5000	0.0571	-	-
Vedika Patodia	5000	0.0571	-	5000	0.0571	-	-
Total	**6211627**	**70.9910**	**-**	**6211627**	**70.9910**	**-**	**-**

(iii) CHANGE IN PROMOTERS' SHARE HOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE):

There is no change in the Promoters' Shareholding

(iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRs AND ADRs):

Sr. No.	Shareholder's Name	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.	**Santosh Sitaram Goenka**				
	At the beginning of the year	164760	1.8830	164760	1.8830
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc):	-4333 (29.07.2016)	-0.0495	160427	1.8335
		-30 (05.08.2016)	-0.0003	160397	1.8331
		-2899 (20.01.2017)	-0.0331	157498	1.8000
	At the end of the year	157498	1.8000	157498	1.8000
2.	**Supriya Santosh Goenka**				
	At the beginning of the year	50646	0.5788	50646	0.5788

Sr. No.	Shareholder's Name	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
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc):	-1007 (29.07.2016)	0.0115	49639	0.5673
	At the end of the year	49639	0.5673	49639	0.5673
3.	**Madan Bhagchand Melwani**				
	At the beginning of the year	50454	0.5766	50454	0.5766
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc):	-	-	-	-
	At the end of the year	50454	0.5766	50454	0.5766
4.	**United India Insurance Co. Ltd.**				
	At the beginning of the year	44650	0.5102	44650	0.5102
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc):	-	-	-	-
	At the end of the year	44650	0.5102	44650	0.5102
5.	**Pushpak Steel Industries Ltd.**				
	At the beginning of the year	41400	0.4731	41400	0.4731
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc):	-	-	-	-
	At the end of the year	41400	0.4731	41400	0.4731
6.	**Sangeetha S.**				
	At the beginning of the year	41290	0.4719	41290	0.4719

Sr. No.	Shareholder's Name	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
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc):	2604 (17.05.2016)	0.0298	43894	0.5017
		-43894 (14.10.2016)	-0.5017	0	0.000
	At the end of the year	0	0.0000	0	0.0000
7.	**Sunita Santosh Goenka**				
	At the beginning of the year	36921	0.4068	36921	0.4068
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc):	-3719 (16.12.2016)	-0.0425	33202	0.3794
	At the end of the year	33202	0.3794	33202	0.3794
8.	**Raviraj Developers Limited**				
	At the beginning of the year	29164	0.3333	29164	0.3333
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc):	658 (29.04.2016)	0.0075	29822	0.3408
		5234 (15.07.2016)	0.0598	35056	0.4006
		851 (02.09.2016)	0.0097	35907	0.4104
		-50 (24.03.2017)	-0.0006	35857	0.4098
	At the end of the year	35857	0.4098	35857	0.4098
9.	**Savita Dilip Lunkad**				
	At the beginning of the year	29100	0.3326	29100	0.3326
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc):	-	-	-	-
	At the end of the year	29100	0.3326	29100	0.3326

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
10.	**Ravinder Kumar Suri**				
	At the beginning of the year	25502	0.2915	25502	0.2915
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc):	-393 (08.04.2016)	-0.0045	25109	0.2870
		-801 (29.04.2016)	-0.0092	24308	0.2778
		55 (06.05.2016)	0.0006	24363	0.2784
		420 (27.05.2016)	0.0048	24783	0.2832
		-3235 (15.07.2016)	-0.0370	21548	0.2463
		290 (22.07.2016)	0.0033	21838	0.2496
		-40 (28.10.2016)	-0.0005	21798	0.2491
		-456 (11.11.2016)	-0.0052	21342	0.2439
		-3690 (16.12.2016)	-0.0422	17652	0.2017
		86 (23.12.2016)	0.0010	17738	0.2027
		-550 (06.01.2017)	-0.0063	17188	0.1964
		159 (13.01.2017)	0.0018	17347	0.1983
		-6227 (20.01.2017)	-0.0712	11120	0.1271
		-3470 (27.01.2017)	-0.0397	7650	0.0874
		1024 (03.02.2017)	0.0117	8674	0.0991
		-163 (10.02.2017)	-0.0019	8511	0.0973
		-998 (24.02.2017)	-0.0114	7513	0.0859
		-500 (24.03.2017)	-0.0057	7013	0.0801
		-1844 (31.03.2017)	-0.0211	5169	0.0591

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the end of the year	5169	0.0591	5169	0.0591
11.	**Akash Haresh Kumar Jain**				
	At the beginning of the year	23000	0.2629	23000	0.2629
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc):	–	–	–	–
	At the end of the year	23000	0.2629	23000	0.2629
12.	**Subramanian P.**				
	At the beginning of the year	0	0.0000	0	0.0000
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc):	46894 (14.10.2016)	0.5359	46894	0.5359
	At the end of the year	46894	0.5359	46894	0.5359
13.	**JM Financial Services Limited**				
	At the beginning of the year	0	0	0	0
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc):	6371 (20.01.2017) 6689 (27.01.2017) 6000 (10.02.2017) -5331 (17.02.2017) 24743 (31.03.2017)	0.0728 0.0764 0.0686 -0.0609 0.2828	6371 13060 19060 13729 38472	0.0728 0.1493 0.2178 0.1569 0.4397
	At the end of the year	38472	0.4397	38472	0.4397

(v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sr. No.	Shareholder's Name	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.	**Krishan Kumar Patodia**				
	At the beginning of the year	58242	0.6656	58242	0.6656
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	-	-
	At the end of the year	58242	0.6656	58242	0.6656
2.	**Hari Prasad Siotia**				
	At the beginning of the year	42218	0.4825	42218	0.4825
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	-	-
	At the end of the year	42218	0.4825	42218	0.4825
3.	**Gopal Patodia**				
	At the beginning of the year	195	0.0022	195	0.0022
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	-	-
	At the end of the year	195	0.0022	195	0.0022
4.	**Narayan Patodia**				
	At the beginning of the year	36000	0.4114	36000	0.4114
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	-	-
	At the end of the year	36000	0.4114	36000	0.4114

Sr. No.	Shareholder's Name	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
5.	**Rajiv Patodia**				
	At the beginning of the year	19300	0.2206	19300	0.2206
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	-	-
	At the end of the year	19300	0.2206	19300	0.2206
6.	**V. K. Gupta**				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	-	-
	At the end of the year	-	-	-	-
7.	**D. K. Patel**				
	At the beginning of the year	10	0.0001	10	0.0001
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	-	-
	At the end of the year	10	0.0001	10	0.0001
8.	**P. P. Dundh**				
	At the beginning of the year	1000	0.0114	1000	0.0114
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	-	-
	At the end of the year	1000	0.0114	1000	0.0114

Sr. No.	Shareholder's Name	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
9.	**M. L. Bagaria**				
	At the beginning of the year	5	0.0000	5	0.0000
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	-	-
	At the end of the year	5	0.0000	5	0.0000
10.	**Hema Thakur**				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	-	-
	At the end of the year	-	-	-	-
11.	**Rahul Rawat**				
	At the beginning of the year	1	0.0000	1	0.0000
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	-	-
	At the end of the year	1	0.0000	1	0.0000

V. INDEBTEDNESS

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

(₹ in Lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount				
Term Loans	680.94	-	-	680.94
Vehicle Loans	23.26	-	-	23.26
Working Capital Facilities	3472.77	-	-	3472.77
Unsecured Loans	-	3.00	-	3.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	8.31	-	-	8.31
Total (i+ii+iii)	**4185.28**	**3.00**	**-**	**4188.28**
Change in Indebtedness during the financial year				
Addition				
Term Loans	-	-	-	-
Vehicle Loans	-	-	-	-
Working Capital Facilities	204.09	-	-	204.09
Unsecured Loans	-	300.00	-	300.00
Interest accrued but not due	7.66	12.05	-	19.71
Reduction				
Term Loans	420.94	-	-	420.94
Vehicle Loans	10.82	-	-	10.82
Working Capital Facilities	-	-	-	-
Unsecured Loans	-	100.00	-	100.00
Interest accrued but not due	8.31	-	-	8.31
Net Change	**(228.32)**	**212.05**	**-**	**(16.27)**
Indebtedness at the end of the financial year				
i) Principal Amount				
Term Loans	260.00	-	-	260.00
Vehicle Loans	12.44	-	-	12.44
Working Capital Facilities	3676.86	-	-	3676.86
Unsecured Loans	-	203.00	-	203.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	7.66	12.05	-	19.71
Total (i+ii+iii)	**3956.96**	**215.05**	**-**	**4172.01**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(₹ in Lakhs)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		Shri K. K. Patodia	Shri Narayan Patodia	Shri Rajiv Patodia	
1.	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	21.00	15.00	9.00	45.00
	(b) Value of Perquisites u/s 17(2) of the Income Tax Act, 1961	25.59	7.90	13.63	47.12
	(c) Profits in lieu of Salary under Section 17(3) of the Income Tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission-as % of profit-others, specify	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total (A)	**46.59**	**22.90**	**22.63**	**92.12**
Ceiling as per the Act					

B. Remuneration to other Directors:

(₹ in Lakhs)

Sr. No.	Particulars of Remuneration	Name of Directors					Total Amount
		Shri V. K. Gupta	Shri D. K. Patel	Shri P. P. Dundh	Shri M. L. Bagaria	Smt. Hema Thakur	
1.	Independent Directors Fee for attending Board / Committee Meetings	0.42	0.35	0.49	0.70	0.28	2.24
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (1)	**0.42**	**0.35**	**0.49**	**0.70**	**0.28**	**2.24**

B. Remuneration to other Directors: *(Contd.)*

(₹ in Lakhs)

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Shri H. P. Siotia	Shri Gopal Patodia		
2.	Other Non-Executive Directors				
	Fee for attending Board / Committee Meetings	0.70	0.07		0.77
	Commission	-	-		-
	Others, please specify	-	-		-
	Total (2)	**0.70**	**0.07**		**0.77**
	Total (B)=(1+2)				**3.01**
	Total Managerial Remuneration				**95.13**
	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			Total Amount
		CEO	Company Secretary	CFO	
1.	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	-	6.04	-	6.04
	(b) Value of Perquisites u/s 17(2) of the Income Tax Act, 1961	-	0.90	-	0.90
	(c) Profits in lieu of Salary under Section 17(3) of the Income Tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission-as % of profit-others, specify	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total	**-**	**6.94**	**-**	**6.94**

Ceiling as per the Act

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES (Under the Companies Act):

None

On behalf of the Board

K. K. PATODIA
Chairman
and Managing Director

Place: Mumbai
Date : 20th May, 2017

EUROTEX INDUSTRIES AND EXPORTS LIMITED

Declaration regarding Compliance with the Code of Conduct and Ethics Policy of the Company by Board Members and Senior Management Personnel in accordance with Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is to confirm that the Company has adopted Code of Conduct and Ethics Policy for the Board of Directors and Associates of the Company, which is available at website - www.eurotexgroup.com

I declare that the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct and Ethics policy of the Company.

K. K. PATODIA
Chairman
and Managing Director

Place : Mumbai
Date : 20th May, 2017

CHIEF EXECUTIVE OFFICER'S CERTIFICATION

To,
The Board of Directors
Eurotex Industries and Exports Limited

I, the undersigned, in my capacity as the Chief Executive Officer of Eurotex Industries and Exports Limited ("the Company"), to the best of my knowledge and belief certify that:

(a) I have reviewed financial statements and cash flow statement for the year ended 31st March, 2017 and to the best of my knowledge and belief, state that:

  (i) these statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;

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

(b) I further state that, to the best of my knowledge and belief, there are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct as adopted by the Company.

(c) I am responsible for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.

(d) I have indicated, based on my most recent evaluation, wherever applicable, to the Auditors and Audit Committee:

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

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

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

K. K. PATODIA
Chairman
and Managing Director

Place : Mumbai
Date : 20th May, 2017

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

a) Industry Structure and Development:

The Company is having cotton yarn spinning and knitted fabrics manufacturing unit. Textile is the oldest and most important industry with a high employment potential. The textile industry provides jobs for semi-skilled and unskilled labourers, women in particular, on a large scale in the country.

Eurotex has a state of art modern spinning mills manufacturing and exporting cotton yarn all over the world.

b) Opportunities and Threats:

In the post quota regime, the Indian textile exporters have got very good opportunity for increasing their export of cotton yarn and value added products. Due to very good demand from domestic export oriented garment manufacturers, the cotton yarn manufacturers have got good opportunities in local markets also.

At the same time the Indian textile industry is facing threat from other textile exporting countries due to high power cost, cost of raw materials and rigid labour laws of our country.

c) Segment or Product-wise Performance:

The Company operates primarily in one business segment viz cotton yarn and knitted fabric and has its production facilities and assets located in India. Hence segment-wise or product-wise performance is not given.

d) Outlook, Risks and Concern:

The Company has invested substantially in modernization and upgradation of its production facilities and the Company is poised to take maximum advantage of demand in quality goods in post quota regime.

The Exchange Rate Fluctuations, Power Cost increase due to increase in oil prices and state grid power rates are the risks and the matters of concern and may adversely affect its profitability.

e) Internal Control Systems and their Adequacy:

The Company has got adequate internal control system commensurate with its size of all departments.

f) Financial Performance with respect to Operational Performance:

The financial and operational performance are already elaborated in the Directors' Report.

g) Development in Human Resources / Industrial Relations Front:

There was a lock out / strike in the Company's Mills at Kolhapur from 2nd May, 2016 to 9th September, 2016. However, the lock out was lifted and strike was called off and the MIlls started functioning normally w.e.f. 12th September, 2016.

h) Cautionary Statement:

The Statements in the Report may be forward looking within the meaning of applicable laws or regulations. These Statements are made on certain assumptions and expectations of future events. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in government regulations, tax regimes, economic developments within India and the Countries in which the Company conducts business and other incidental factors.

The Company and its Directors assume no responsibility in respect of the forward looking statements herein which may undergo changes in the future on the basis of subsequent developments, information or events.

K. K. PATODIA
Chairman and Managing Director

Place : Mumbai
Date : 20th May, 2017

APPOINTMENT POLICY

THE APPOINTMENT POLICY FOR INDEPENDENT DIRECTORS, KEY MANAGERIAL PERSONNEL & SENIOR EXECUTIVES WILL BE AS UNDER:

(A) Independent Directors:

Independent Directors will be appointed based on the criteria mentioned under Section 149(6) of the Companies Act, 2013 and in accordance with other applicable provisions of the Companies Act, 2013 and Rules made thereunder and as per the Regulations of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

(B) Key Managerial Personnel (KMP):

KMP will be appointed by the Resolution of the Board of Directors of the Company, based on qualifications, experience and exposure in the prescribed field. Removal of the KMP will also be done by the Resolution of Board of Directors of the Company. Appointment / Removal will be in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder and as per the Regulations of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

(C) Senior Executives:

Senior Executive will be appointed by the Chairman and the Managing Director and/or Executive Director of the Company based on their qualifications, experience and exposure. Removal of the Senior Executives will also be by Chairman, Managing Director and / or Executive Director. Further, appointment and removal will be noted by the Board as required under Clause 8(3) of Companies (Meeting of Board and its Powers) Rules, 2014.

For and on behalf of the Board

K. K. PATODIA
Chairman and Managing Director

Place : Mumbai
Date : 20th May, 2017

EUROTEX INDUSTRIES AND EXPORTS LIMITED

CORPORATE GOVERNANCE REPORT

1. PHILOSOPHY OF THE COMPANY ON THE CODE OF CORPORATE GOVERNANCE

The Company believes in highest standards of Corporate Governance and has put in place the systems to comply with all the rules, regulations and requirements mentioned in Regulations 17 to 27 of the SEBI (Listing Obligations and Disclosure Requirements), 2015. For us effective Corporate Governance is about commitment to values and ethical business conduct which alone can guarantee business success in the long run.

We understand that Corporate Governance is a continuous journey and not a destination. The Company endeavors to achieve transparency, accountability, integrity and responsibility and continues to focus on good Corporate Governance.

Corporate Ethics:

The Company adheres to highest standards of business ethics, compliance with statutory and legal requirements and commitment to transparency in business dealings.

a. Code of Conduct for Board Members and Senior Management:

The Board of Directors has adopted the Code of Conduct for its Members and Senior Management. The Board highlights Corporate Governance as the cornerstone for the sustained management performance, for serving all the stakeholders and for instilling pride in its business dealings.

The Code is applicable to all the Directors and specified Senior Management Executives. The Code impresses upon the Directors and Senior Management Executives to uphold the interest of the Company and its Stakeholders and endeavors to fulfill the fiduciary obligation towards them. The Code also mandates that Directors and Senior Management Executives would uphold highest standard of integrity, honesty, ethical conduct and fairness in their dealings and shall exercise utmost good faith, due care and integrity in performing their duties. The Code of Conduct is hosted on Company's website at www.eurotexgroup.com

b. Code of Conduct for prevention of Insider Trading:

The Company has adopted a Code of Conduct for prevention of insider trading for its Directors, Key Managerial Personnel & Designated Employees. The Code lays down the guidelines and procedures to be followed, disclosures to be made while dealing with the shares of the Company. The Company Secretary has been appointed as the Compliance officer, and is responsible for adherence to the Code. The Code of Conduct for prevention of Insider Trading is also available on the website of the Company.

2. BOARD OF DIRECTORS

The business of the Company is managed by the Board of Directors. The Board formulates the strategy, regularly reviews the performance of the Company and ensures that the previously agreed objectives are met on a consistent basis. The Managing Directors and Executive Director manage the day to day operations of the Company.

The Board of Directors comprises of three Executive Directors and seven Non-Executive Directors. Five of the Directors are Independent Directors.

Name of the Director	***Position***
Executive	
Shri Krishan Kumar Patodia	*Chairman and Managing Director*
Shri Narayan Patodia	*Managing Director*
Shri Rajiv Patodia	*Executive Director and CFO*
Non Executive	
Shri H. P. Siotia	
Shri Gopal Patodia	
Non-Executive & Independent	
Shri D. K. Patel	
Shri V. K. Gupta	
Shri P. P. Dundh	
Shri M. L. Bagaria	
Smt. Hema Thakur	

Total No. of Directors = 10

A. Board Procedure

Board members are given appropriate documents and information in advance of each Board and Committee Meeting to enable the Board to discharge its responsibilities effectively by taking well informed decisions. To enable the Board to discharge its responsibilities effectively, the Managing Director reviews Company's overall performance. The functions performed by the Board includes, in addition to the legal matters compulsorily required to be performed by it, review of:

- Strategy and Business plan
- Annual operating and capital expenditure budgets
- Investment and exposure limits
- Compliance with statutory/regulatory requirements and review of major legal issues
- Approval of quarterly/annual results
- Review of the minutes of the Board Meeting, Audit Committee Meeting, Stakeholders Relationship Committee Meeting, Nomination & Remuneration Committee Meeting and Allotment Committee Meeting.
- Matters relating to Foreign Exchange Exposure.

B. Board Meetings and Attendance

During the financial year 2016-17, Five Board Meetings were held on 21st May, 2016, 13th August, 2016, 1st October, 2016, 12th November, 2016 & 11th February, 2017. Details of attendance at the Board Meeting, Directorship in other Companies and Membership in Committees thereof of each Director are as follows:

Name of the Directors	Attendance at the Board Meeting	Attendance at last AGM	Directorship of other Companies	Committee Memberships *Member	Committee Memberships Chairman
Shri K. K. Patodia Chairman & Managing Director	5	No	10	1	1
Shri H. P. Siotia	5	Yes	6	2	1
Shri Gopal Patodia	1	No	7	2	–
Shri Narayan Patodia Managing Director	2	No	5	–	–
Shri Rajiv Patodia Executive Director	5	Yes	5	–	–
Shri V. K. Gupta	3	No	–	–	–
Shri D. K. Patel	4	Yes	8	–	–
Shri P. P. Dundh	4	No	2	–	–
Shri M. L. Bagaria	5	No	2	–	–
Smt. Hema Thakur	4	Yes	2	1	1

3. AUDIT COMMITTEE

The Board of Directors has formed an Audit Committee which has the following roles:

a. To investigate into any matter referred to it by the Board and for that purpose to have full access to the information contained in the records of the Company and external professional advice, if necessary.

b. To oversee the Company's Financial Reporting process and the disclosure of its financial statement to ensure that the financial statement is correct, sufficient and credible.
c. To recommend the appointment, remuneration and terms of appointment of statutory auditors, fixation of audit fees and also approval for payment of any other services.
d. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
e. Reviewing with the Management the annual financial statements and auditor's report thereon before submission to the Board for approval.
f. Reviewing with the Management the quarterly financial statements before submission to the Board.
g. Review and monitor the auditor's independence and performance, and effectiveness of audit process.
h. Scrutiny of inter-corporate loans and investments.
i. To review the functioning of the Whistle Blower mechanism.
j. Reviewing with the Management, external and internal auditors, the adequacy of internal control systems.
k. Reviewing the Company's Financial and Risk Management policies.
l. To look into the reasons for substantial defaults in the payment to the Depositors, Debenture holders, Shareholders (in case of non-payment of declared dividends) and Creditors.
m. Reviewing of all Related Party Transactions.

MEMBERS: Shri V. K. Gupta, Shri H. P. Siotia, Shri M. L. Bagaria and Shri P. P. Dundh

CHAIRMAN: Shri V. K. Gupta

The Company Secretary acts as the Secretary to the Committee. The Statutory Auditors, Internal Auditors, Secretarial Auditors and Cost Auditors attend the Audit Committee Meeting by invitation.

Amongst the Board of Directors, three Independent Directors are members of Audit Committee Meeting. The Committee has members with sound knowledge of finance, accounting and law. The Committee deals with all matters of financial reporting, internal controls, risk management, related party transactions etc. The power and role of Audit Committee is as per regulations set out in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It meets at least four times in a year and reviews the quarterly and annual financial statements before they are submitted to the Board. The Committee monitors any proposed change in accounting policy, accounting implications of major transactions, etc. The committee also closely reviews the adequacy of internal controls, formulates and monitors the annual audit plan.

Four Audit Committee Meetings were held during the financial year 2016-17. These meetings were held on 21st May, 2016, 13th August, 2016, 12th November, 2016 and 11th February, 2017.

The attendance at the meeting is as under:

Name of the Member	No. of Meetings Attended
Shri V. K. Gupta	3
Shri H. P. Siotia	4
Shri M. L. Bagaria	4
Shri P. P. Dundh	3

4. NOMINATION & REMUNERATION COMMITTEE

MEMBERS : Shri M. L. Bagaria, Shri H. P. Siotia, Shri D. K. Patel and Shri P. P. Dundh.

CHAIRMAN : Shri M. L. Bagaria

During the financial year 2016-17, one Nomination & Remuneration Committee Meeting was held on 21st May, 2016. The Company Secretary acts as the Secretary to the Committee. Details of attendance at the Nomination & Remuneration Committee are as follow:

Name of the Member	No. of Meeting Attended
Shri H. P. Siotia	1
Shri P. P. Dundh	–
Shri M. L. Bagaria	1
Shri D. K. Patel	1

(A) Brief about Remuneration Policy :

Your Company has formulated a policy on Nomination & Remuneration of Directors and Key Managerial Personnel and the major points relating to Remuneration Policy are as under:

(a) Remuneration structure of Independent & Executive Directors:
1. Independent Directors receive remuneration by way of sitting fees for attending Board Meetings and Board Committee Meetings.
2. The remuneration / compensation / commission etc. to be paid to Managing Directors / Executive Director shall be as per their terms of appointment, subject to the terms and conditions under the Companies Act, 2013 and Rules made thereunder or any other enactment for the time being in force and by the approval of the shareholders.

(b) Remuneration structure of Key Managerial Personnel (KMP):
1. The remuneration of KMP shall be approved by Nomination & Remuneration Committee.
2. The compensation of a KMP is done keeping in consideration the prevailing market value of the resources, criticality of role and internal parity.
3. The remuneration structure to KMPs may include a variable performance linked component.

The remuneration of Directors is disclosed under point no. 4(C) of this report.

(B) Remuneration paid to Non-Executive Directors for the year ended 31st March, 2017 :

The Non-Executive Directors have been paid sitting fees for attending Board/Committee Meetings, at the rate of Rs.7000/- per meeting. No sitting fee is paid for attending Stakeholders Relationship Committee Meeting.

The details of fees paid for attending Board Meeting, Audit Committee Meeting and Nomination & Remuneration Committee Meeting for the year ended 31st March, 2017 to the Directors are as follows:

(Amount in Rs.)

Sr. No.	Name of the Director	Board Meeting	Audit Committee Meeting	Nomination & Remuneration Committee Meeting
1	Shri H. P. Siotia	35,000/-	28,000/-	7,000/-
2	Shri Gopal Patodia	7,000/-	–	–
3	Shri D. K. Patel	28,000/-	–	7,000/-
4	Shri V. K. Gupta	21,000/-	21,000/-	–
5	Shri P. P. Dundh	28,000/-	21,000/-	–
6	Shri M. L. Bagaria	35,000/-	28,000/-	7,000/-
7	Smt. Hema Thakur	28,000/-	–	–

(c) Remuneration paid to Executive Directors for the year ended 31st March, 2017 :

Name	Shri K. K. Patodia Chairman and Managing Director	Shri Narayan Patodia Managing Director	Shri Rajiv Patodia Executive Director and CFO
Salary (Rs.)	21,00,000	15,00,000	9,00,000
Others (Rs.)	25,58,742	7,89,779	13,63,380
Appointment valid upto	20/05/2018	20/05/2018	20/05/2018
Stock Option Details	NIL	NIL	NIL

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

Members : Shri K. K. Patodia, Shri H. P. Siotia, Shri Narayan Patodia and Shri Rajiv Patodia.

Chairman: Shri H. P. Siotia.

The Company Secretary acts as the Secretary to the Committee.

The functions of the Committee include redressal of investors' grievance pertaining to:

- Transfer/Transmission of shares.
- Issue of duplicate share certificates.
- Review of shares dematerialised.
- Dividend
- All other matters relating to shareholders

During the year 2016-17, four meetings were held on 20th May, 2016, 12th August, 2016, 11th November, 2016 and 10th February, 2017.

Total number of service requests, enquiries, queries received during the year were fifty nine and all of them were resolved.

Total number of investor complaints received during the year were four.

SEBI by its circular has mandated all the Listed Companies to get their SCORES Registration done. Accordingly, the Company has obtained the same. However, no complaints have been received during the year.

Total number of meetings attended by members:

Name of the Member	No. of Meetings Attended
Shri K. K. Patodia	4
Shri H. P. Siotia	4
Shri Narayan Patodia	1
Shri Rajiv Patodia	4

6. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The Corporate Social Responsibility Committee of the Board comprises of Shri K. K. Patodia, Shri Rajiv Patodia and Shri P. P. Dundh.

7. GENERAL BODY MEETINGS

Details of Annual General Meetings held during the last three years:

Year	AGM/ EGM	Location	Date/ Time	Special Resolution Passed
2016	AGM	"The Residence" An Apartment Hotel Saki Vihar Road, Before Nitie, Powai, Mumbai-400 087	16.09.16 9:00 AM	No Special Resolution was passed in the Meeting.
2015	AGM	"The Residence" An Apartment Hotel Saki Vihar Road, Before Nitie, Powai, Mumbai-400 087	12.09.15 9:00 AM	No Special Resolution was passed in the Meeting.
2014	AGM	"The Residence" An Apartment Hotel Saki Vihar Road, Before Nitie, Powai, Mumbai-400 087	06.09.14 9:30 AM	No Special Resolution was passed in the Meeting.

Special Resolution passed through Postal Ballot :

a) During the year, the members have approved the following matter by passing a Special Resolution through Postal Ballot Notice dt. 01st October, 2016:

1. Issue of 6% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs.10 each.

Resolution Required:					**Special Resolution**			
Whether promoter / promoter groups are interested in the agenda / resolution					**Yes**			
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of votes polled on outstanding shares (3)=[(2)/(1)] *100**	**No. of votes - in favour (4)**	**No. of votes - against (5)**	**% of votes in favour on votes polled (6)=[(4)/(2)] *100**	**% of votes against on votes polled (7)=[(5)/(2)] *100**
Promoter and Promoter Group	E-Voting		77042	1.2403	77042	0	100	0
	Postal Ballot	6211627	3837210	61.7746	3837210	0	100	0
	Total	**6211627**	**3837210**	**63.0149**	**3914252**	**0**	**100**	**0**
Public- Institutions	E-Voting		0	0	0	0	0	0
	Postal Ballot	53680	0	0	0	0	0	0
	Total	**53680**	**0**	**0**	**0**	**0**	**0**	**0**
Public - Non Institutions	E-Voting		1255	0.0505	376	879	29.9602	70.0398
	Postal Ballot	2484558	5962	0.2400	5962	0	100	0
	Total	**2484558**	**7217**	**0.2905**	**6338**	**879**	**87.8204**	**12.1796**
Total		**8749865**	**3921469**	**44.8175**	**3920590**	**879**	**99.9776**	**0.0224**

b) Person who conducted the Postal Ballot Exercise:

Dr. S. K. Jain, Practicing Company Secretary, 13/16, Kapadia Chambers, Ground Floor, 599, J.S.S. Road, Chira Bazar, Mumbai – 400 002.

(c) Procedure for Postal Ballot:

The procedure for Postal Ballot is as per the provisions contained in this behalf in the Companies Act, 2013 and Rules made thereunder namely the Companies (Management and Administration) Rules, 2014.

8. MEETING OF INDEPENDENT DIRECTORS

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Directors of the Company was held on 11th February, 2017 to review the performance of Non-Independent Directors, Chairman and the Board as a whole. The Independent Directors also reviewed the quality, quantity and timeliness of the flow of information between the Management and the Board and it's Committees which is necessary to effectively and reasonably perform and discharge their duties.

9. DISCLOSURES

(a) There are no materially significant related party transactions i.e. transactions material in nature, with its Promoters, the Directors, or the Management having potential conflict with the interest of Company at large.

(b) There has not been any non-compliance by the Company and no penalties or strictures imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority, or any matter related to Capital Markets, during the last three years.

(c) The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has a Vigil Mechanism and a Whistle Blower Policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. Employees may also report to the Chairman of the Audit Committee of any unethical behaviour. During the year under review no employee was denied access to Audit Committee.

(d) Compliance with the Listing Regulations:

The Company is in Compliance with all the mandatory requirements stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

10. MEANS OF COMMUNICATION

The Company generally publishes the quarterly, half yearly, nine months and annual audited financial results in FREE PRESS JOURNAL (National) and NAV SHAKTI (Regional - Marathi) newspapers.

The Company's website (www.eurotexgroup.com) contains a separate dedicated section 'Investor Information' which contains relevant information for shareholders. Furher, the Annual Report and Financials are also available on the website of the Company.

All periodical compliance like Announcements, Shareholding Pattern, Corporate Governance Report, Book Closure Dates, etc. are electronically filed in NSE and BSE through 'NSE NEAPS' and 'BSE LISTING CENTRE'.

All material information about the Company is promptly reported to Stock Exchanges where the Company's shares are listed and released to the press.

11. SHAREHOLDERS' INFORMATION

1. Annual General Meeting:
   - Day, Date and Time : Saturday, 23rd September, 2017 at 9:00 a.m.
   - Venue : Ramada Powai Hotel and Convention Centre Saki Vihar Road, Before Nitie, Powai, Mumbai – 400 087.

2. Financial Calendar (tentative)

Annual General Meeting:	23rd September, 2017
Results for quarter ending 30th June, 2017:	Second week of August, 2017
Results for quarter ending 30th September, 2017:	Second week of November, 2017
Results for quarter ending 31st December, 2017:	Second week of February, 2018
Results for year ending 31st March, 2018:	Last week of May, 2018

3. Book closure Date : 14th September, 2017 to 23rd September, 2017 (Both days inclusive)

4. Registered Office : **EUROTEX INDUSTRIES AND EXPORTS LTD.** 1110, Raheja Chambers, 11th Flr., 213, Nariman Point, Mumbai-400 021.

5. Listing Details of Equity Shares :
   a) Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001.
   b) National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai-400 051.

Listing fees for the Financial Year 2017-18 has been paid to the Stock Exchanges where the shares of the Company are listed.

6. Stock Code: 1) 521014 at Bombay Stock Exchange Ltd.
   2) EUROTEXIND at National Stock Exchange of India Ltd.

7. Depositories for Equity Shares:

National Securities Depository Ltd.	:	ISIN
Central Depository Services (India) Ltd.	:	INE022C01012

8. Stock Performance

Stock price Data:

Bombay Stock Exchange Ltd. (BSE) (in Rs.)

Year	High	Low
April, 2016	31.45	23.00
May, 2016	29.40	23.30
June, 2016	33.00	23.85
July, 2016	32.30	24.40
August, 2016	30.50	24.15
September, 2016	28.70	24.70
October, 2016	33.50	25.90
November, 2016	31.60	26.00
December, 2016	40.05	25.30
January, 2017	38.60	26.95
February, 2017	35.30	28.40
March, 2017	37.00	28.65

National Stock Exchange of India Ltd. (NSE) (in Rs.)

Year	High	Low
April, 2016	29.90	22.05
May, 2016	29.25	21.25
June, 2016	28.80	23.05
July, 2016	33.00	23.50
August, 2016	30.25	23.65
September, 2016	30.00	24.00
October, 2016	32.80	25.35
November, 2016	32.50	24.00
December, 2016	39.80	25.00
January, 2017	38.00	26.05
February, 2017	37.50	28.75
March, 2017	37.45	28.20

9. Comparison of share prices with broad based index like BSE SENSEX: Since the company is in the Textile Industry which does not have proper representation in the BSE SENSEX, the comparison of share prices with BSE SENSEX movement is not given.

10. Registrars & Transfer Agents: Datamatics Financial Services Ltd.
Plot No.B-5, Part B, Cross Lane,
MIDC, Marol, Andheri (East),
Mumbai - 400 093
Phone No.: 022 - 66712156
Fax No.: 022 - 66712161

11. Share Transfer System:

Shares sent for transfer in physical form are registered by Registrars and Share Transfer Agents within 15 days of receipt of the documents, if found in order. Shares under objection are returned within two weeks. All requests for dematerialisation of shares are processed and the confirmation is given to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) within 15 days.

12. Distribution of Shareholding as on 31st March, 2017:

No. of Equity Shares	No. of Shareholders	No. of Shares held	% of Share holding
Upto 500	6,227	8,13,192	9.30
501 to 1000	310	2,50,234	2.86
1001 to 2000	139	2,12,577	2.43
2001 to 3000	51	1,28,719	1.47
3001 to 4000	25	86,839	0.99
4001 to 5000	22	1,00,878	1.15
5001 to 10,000	29	2,21,117	2.53
10,001 to 50,000	26	6,43,323	7.35
50,001 and above	6	62,92,986	71.92
Total	**6835**	**87,49,865**	**100.00**

13. Dematerialisation of shares and liquidity:
95.13% of total Equity Capital is held in dematerialised form with NSDL and CDSL as on 31st March, 2017. Trading in Equity Shares of the Company is permitted only in dematerialised form w.e.f. 28th April, 2001 as per notification issued by Securities and Exchange Board of India (SEBI).

14. Plant Locations : Plot E-23 and E-1, MIDC,
Gokul Shirgaon, Taluka - Karveer,
Kolhapur-416 234, Maharashtra.

15. Address for Correspondence : Eurotex Industries and Exports Ltd.
1110, Raheja Chambers, 11th Flr.,
213, Nariman Point,
Mumbai-400 021
Phone : 022-22041408
Fax : 022-22044139
Email: eurotex@eurotexgroup.com

16. Compliance Officer : Rahul Rawat
Company Secretary
1110, Raheja Chambers, 11th Flr.,
213, Nariman Point,
Mumbai-400 021
Phone : 022-22041408
Fax : 022-22044139

For and on behalf of the Board of Directors

K. K. Patodia
Chairman
and Managing Director

Place : Mumbai
Date : 20th May, 2017

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
M/s. Eurotex Industries and Exports Ltd.

We have examined the compliance of conditions of Corporate Governance by Eurotex Industries and Exports Limited ('the Company'), for the year ended 31st March, 2017 as stipulated in Regulations 17-27 and Clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for the year 1st April, 2016 to 31st March, 2017.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in above mentioned Listing Regulations, as applicable.

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

For LODHA & CO
Chartered Accountants

(R. P. BARADIYA)
Partner
(M. No. 44101)
Firm Regn. No. 301051E

Place : Mumbai
Date : 20th May, 2017

INDEPENDENT AUDITOR'S REPORT

TO
THE MEMBERS OF
EUROTEX INDUSTRIES AND EXPORTS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **EUROTEX INDUSTRIES AND EXPORTS 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 Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This resposibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements 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, relevent 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 financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards required 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 judgement, 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 financial statements.

Opinion

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
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 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 B".

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

I The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note No. 27(1) to the financial statements.

II The Company did not have material foreseeable losses on long term contracts including derivative contracts.

III There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

IV The Company has disclosed the holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 in aforesaid financial statements - Refer Note 27 (16) to the financial statements and the same was in accordance with the books of accounts maintained by the Company.

For **LODHA & CO.**
Chartered Accountants

(R. P. BARADIYA)
Partner
(M. No. 44101)
Firm Regn. No. 301051E

Place : Mumbai
Date : 20th May, 2017

"ANNEXURE A"

ANNEXURE REFERRED TO IN PARAGRAPH "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT TO THE MEMBERS OF EUROTEX INDUSTRIES AND EXPORTS LIMITED FOR THE YEAR ENDED 31ST MARCH, 2017

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we state that:

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

b) The fixed assets have been verified in accordance with a phased program designed to cover all assets once in three years. The frequency of verification is considered reasonable, having regard to the size of the Company and nature of its fixed assets. Pursuant to the program, physical verification of fixed assets has been carried out during the year and no material discrepancies were noticed on such verification.

c) Based on the information and explanations given to us, the title deeds of immovable properties are held in the name of the Company.

2. The inventory has been physically verified by the management at reasonable intervals during the year. The procedures of physical verification of the inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business. As per the information and explanations given to us, discrepancies noticed on physical verification between the physical stocks and book records were not material considering the operations of the Company and have been properly dealt with in the books of account.

3. The Company has not granted any loans, secured or unsecured to Companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of Clause 3(iii) of the Order are not applicable to the Company.

4. The Company has not granted any loans, guarantees and security to parties covered in Section 185 of the Act. The provisions of Section 186 of the Act have been complied in respect of investments.

5. No deposits within the meaning of directives issued by RBI (Reserve Bank of India) and Sections 73 to 76 or any other relevant provisions of the Act and Rules framed thereunder have been accepted by the Company.

6. On the basis of records produced, we are of the opinion that prima facie, the cost records and accounts prescribed by the Central Government under Section 148(1) of the Act have been maintained. However, we are not required to and thus have not carried out any detailed examination of such accounts and records, with a view to ascertain whether these are accurate and complete.

7. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employee's State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other statutory dues applicable to the Company with appropriate authorities. No undisputed amount payable in respect of the aforesaid statutory dues were outstanding as at the last day of the financial year for a period of more than six months from the date they became payable.

   (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no dues of Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax which have not been deposited on account of any dispute except those mentioned in the table below:

Name of the Statute	Nature of Dues	Period to which it relates	Amount in Rs.	Forum where dispute is Pending
The Custom Act, 1962	Cenvat Duty & Penalty	2006-07	1,31,07,968	Custom, Excise and Service Tax Appellate Tribunal (CESTAT) Mumbai
The Central Excise Act, 1944	Excise Duty & Penalty	2005-06	13,39,07,368	Custom, Excise and Service Tax Appellate Tribunal (CESTAT) Mumbai
The Bombay Sales Tax Act, 1959/ Central Sales Tax Act, 1956	Sales Tax	2006-07	1,13,28,290	Maharashtra Sales Tax Tribunal Mumbai.
		2007-08	39,70,230	Joint Commissi Commissionar of Sales Tax (Appeal) Kolhapur.
The Income Tax Act, 1961	Income Tax	2013-14	1,33,81,890	CIT(A) Mumbai
		2014-15	2,29,915	CIT(A) Mumbai

8. The Company has not defaulted in repayment of loans or borrowings to banks during the year. The Company has not taken any loans or borrowings from financial institutions, government and debenture holder during the year.

9. The Company has not raised any money by way of public issue or further public offer during the year or in the recent past. Based on the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.

10. During the course of our examination of the books and records of the Company, carried out in accordance with the Generally Accepted Auditing

Practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud by or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of such cases by the management.

11. Managerial Remuneration has been paid or provided during the year in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Act.
12. In our opinion, the Company is not a Nidhi Company. Therfore, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
13. During the course of our examination of the books and records of the Company, carried out in accordance with the Generally Accepted Auditing Practices in India and according to the information and explanations given to us, all transactions with the related party are in compliance with section 177 and 188 of the Act and the details have been disclosed as required by the applicable Accounting Standard in Note no. 27(10) to the Financial Statements.
14. During the year the Company has issued 6% non-cumulative, non-convertible redeemable preference shares at par on private placement basis to PBM Polytex Limited (a related party) to meet working capital need of the company and the requirement of Section 42 of the act has been complied with. The amount so raised has been used for the above mentioned purpose.
15. Based on the information and explanations given to us, the Company has not entered into any non-cash transactions prescribed under Section 192 of the Act with Directors or persons connected with them during the year. Therefore, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
16. In our opinion, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Therefore, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For **LODHA & CO.**
Chartered Accountants

(R. P. BARADIYA)
Partner
(M. No. 44101)
Firm Regn. No. 301051E

Place : Mumbai
Date : 20th May, 2017

"ANNEXURE B"

Report on the Internal Financial Controls under Clause (i) of the Sub-Section 3 of Section 143 of the Act.

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

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India(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 Act.

Auditors Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance

Note") and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act 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 controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining and 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 procedure selected depends on the auditor's judgement, including the assessment of the risk of the 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 authorization 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 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 March 31, 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 Institute of Chartered Accountants of India".

For **LODHA & CO.**
Chartered Accountants

(R. P. BARADIYA)
Partner
(M. No. 44101)
Firm Regn. No. 301051E

Place : Mumbai
Date : 20th May, 2017

EUROTEX INDUSTRIES AND EXPORTS LIMITED

BALANCE SHEET

As at 31st March, 2017

	Note No.	**As at 31st March, 2017**	As at 31st March, 2016
		Amount in ₹	Amount in ₹
I EQUITY AND LIABILITIES			
1 SHAREHOLDERS' FUNDS			
(a) Share Capital	1	**13,74,01,835**	8,74,01,835
(b) Reserves and Surplus	2	**38,22,38,605**	50,27,03,470
		51,96,40,440	59,01,05,305
2 NON-CURRENT LIABILITIES			
(a) Long Term Borrowings	3	**1,97,66,072**	2,75,44,923
(b) Deferred Tax Liabilities (Net)	27(5)	**11,81,73,225**	12,00,72,114
3 CURRENT LIABILITIES			
(a) Short-Term Borrowings	4	**38,76,86,338**	34,72,76,532
(b) Trade payables	5	**34,15,12,658**	19,52,06,134
(c) Other Current Liabilities	6	**15,76,95,031**	9,36,11,554
(d) Short-Term Provisions	7	**2,48,80,606**	2,55,14,746
TOTAL		**1,56,93,54,370**	1,39,93,31,308
II ASSETS			
1 NON-CURRENT ASSETS			
(a) Fixed Assets:	8		
(i) Tangible Assets		**65,40,03,841**	69,29,29,755
(ii) Capital Work-in-Progress		**5,23,183**	5,18,409
(b) Non-Current Investments	9	**3,18,26,600**	3,18.26,600
(c) Long-Term Loans and Advances	10	**53,58,518**	49,36,313
(d) Other Non-Current Assets	11	**8,01,94,260**	8,43,24,415
2 CURRENT ASSETS			
(a) Inventories	12	**61,86,09,548**	43,54,05,736
(b) Trade Receivables	13	**12,94,51,247**	9,07,88,934
(c) Cash and Bank Balances	14	**83,36,604**	99,52,715
(d) Short-Term Loans and Advances	15	**1,29,01,776**	55,86,970
(e) Other Current Assets	16	**2,81,48,793**	4,30,61,461
TOTAL		**1,56,93,54,370**	1,39,93,31,308
SIGNIFICANT ACCOUNTING POLICIES AND OTHER NOTES TO FINANCIAL STATEMENTS	26 & 27		

Notes referred to above form an integral part of the Financial Statements

As per our attached report of even date
For LODHA & COMPANY
Chartered Accountants

(R. P. BARADIYA)
Partner
(M. No. 44101)
(Firm Reg. No. 301051E)

RAHUL RAWAT
Company Secretary

Mumbai, 20th May, 2017

K. K. PATODIA	***DIN: 00027335***	*Chairman and Managing Director*
RAJIV PATODIA	***DIN: 00026711***	*Executive Director & CFO*
H. P. SIOTIA	***DIN: 00015103***	*Director*
V. K. GUPTA	***DIN: 00021560***	*Director*
D. K. PATEL	***DIN: 00013150***	*Director*
M. L. BAGARIA	***DIN: 01213323***	*Director*
P. P. DUNDH	***DIN: 00023482***	*Director*
HEMA THAKUR	***DIN: 01363454***	*Director*

Mumbai, 20th May, 2017

PROFIT AND LOSS STATEMENT

For the year ended 31st March, 2017

		Note No.	For the Year ended 31st March, 2017	For the Year ended 31st March, 2016
			Amount in ₹	Amount in ₹
I	**REVENUE FROM OPERATIONS**	17	**1,87,89,40,217**	2,33,92,05,257
II	**OTHER INCOME**	18	**1,21,36,005**	1,30,10,999
III	**TOTAL REVENUE (I + II)**		**1,89,10,76,222**	2,35,22,16,256
IV	**EXPENSES :**			
	Cost of Materials Consumed	19	**74,92,68,551**	1,08,48,13,650
	Purchase of Stock-in-Trade	20	**72,69,47,901**	43,57,27,493
	Manufacturing and Operating Costs	21	**19,88,74,548**	31,51,42,205
	Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	22	**(7,40,20,600)**	4,62,12,713
	Employee Benefits Expense	23	**16,76,29,718**	24,19,60,681
	Finance Costs	24	**6,69,25,878**	6,98,62,845
	Depreciation and Amortisation Expense	08	**4,19,73,266**	4,45,05,240
	Other Expenses	25	**13,58,40,714**	17,11,47,147
	TOTAL EXPENSES		**2,01,34,39,976**	2,40,93,71,974
V	**PROFIT / (LOSS) FOR THE YEAR BEFORE TAX**		**(12,23,63,754)**	(5,71,55,718)
	Tax Expenses:			
	Deferred Tax		**(18,98,889)**	(34,01,432)
	Prior Years' Tax Adjustments		**–**	59,236
	Net Tax Expenses		**(18,98,889)**	(33,42,196)
VI	**PROFIT / (LOSS) FOR THE YEAR AFTER TAX**		**(12,04,64,865)**	(5,38,13,522)
VII	**Earnings per Share (of the face value of Rs.10 per equity share)**			
	Basic and Diluted earnings per share		**(13.77)**	(6.15)

SIGNIFICANT ACCOUNTING POLICIES AND OTHER NOTES TO FINANCIAL STATEMENTS — 26 & 27

Notes referred to above form an integral part of the Financial Statements

As per our attached report of even date
For LODHA & COMPANY
Chartered Accountants

(R. P. BARADIYA)
Partner
(M. No. 44101)
(Firm Reg. No. 301051E)

RAHUL RAWAT
Company Secretary

Mumbai, 20th May, 2017

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RAJIV PATODIA	***DIN: 00026711***	*Executive Director & CFO*
H. P. SIOTIA	***DIN: 00015103***	*Director*
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D. K. PATEL	***DIN: 00013150***	*Director*
M. L. BAGARIA	***DIN: 01213323***	*Director*
P. P. DUNDH	***DIN: 00023482***	*Director*
HEMA THAKUR	***DIN: 01363454***	*Director*

Mumbai, 20th May, 2017

CASH FLOW STATEMENT

For the year ended 31st March, 2017

(Amount in ₹)

		For the Year ended on 31st March, 2017	For the Year ended on 31st March, 2016
A.	**CASH FLOW FROM OPERATING ACTIVITIES :**		
	Net Profit/(Loss) before Tax	**(12,23,63,754)**	(5,71,55,718)
	Adjustments for:		
	- Depreciation	**4,19,73,266**	4,45,05,240
	- Interest and Other Borrowing Costs (Net)	**6,69,25,878**	6,98,62,845
	- (Profit)/Loss on disposal of Fixed Assets	**4,222**	(400)
	- Dividend Received	**(47,47,041)**	(95,02,122)
	Operating Profit before working capital changes	**(1,82,07,429)**	4,77,09,845
	Adjustments for:		
	- Decrease/(Increase) in Trade and other receivables	**(2,00,82,693)**	5,59,65,094
	- Decrease/(Increase) in Inventories	**(18,32,03,812)**	17,47,05,255
	- Increase/(Decrease) inTrade and other payables	**24,51,52,384**	(4,13,95,476)
	Cash generated from operations	**2,36,58,450**	23,69,84,718
	Direct Taxes paid	**(4,22,205)**	5,12,073
	NET CASH FROM OPERATING ACTIVITIES	**2,32,36,245**	23,74,96,791
B.	**CASH FLOW FROM INVESTING ACTIVITIES:**		
	- Purchase of Fixed Assets	**(30,63,411)**	(67,51,087)
	- Disposal of Fixed Assets	**7,063**	400
	- Interest Received	**39,21,001**	37,03,728
	- Dividend Received	**47,47,041**	95,02,122
	NET CASH (USED IN)/FROM INVESTING ACTIVITIES	**56,11,694**	64,55,163
C.	**CASH FLOW FROM FINANCING ACTIVITIES :**		
	- Preference Shares Issued	**5,00,00,000**	–
	- (Repayment) of Long-Term Borrowings (Net)	**(4,31,75,374)**	(7,09,61,351)
	- (Repayment)/Proceeds of Short-Term Borrowings (Net)	**4,04,09,806**	(9,85,47,089)
	- Interest and Other Borrowing Costs	**(7,08,46,879)**	(7,35,66,573)
	NET CASH (USED IN)/FROM FINANCING ACTIVITIES	**(2,36,12,447)**	(24,30,75,013)
	NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	**52,35,492**	8,76,941
	Cash and cash equivalents (Opening)	**29,13,866**	20,36,925
	Cash and cash equivalents (Closing)	**81,49,358**	29,13,866

Note:

Previous year's figures have been regrouped / rearranged wherever necessary.

SIGNIFICANT ACCOUNTING POLICIES AND
OTHER NOTES TO FINANCIAL STATEMENTS 26 & 27

Notes referred to above form an integral part of the Financial Statements

As per our attached report of even date
For LODHA & COMPANY
Chartered Accountants

(R. P. BARADIYA)
Partner
(M. No. 44101)
(Firm Reg. No. 301051E)

RAHUL RAWAT
Company Secretary

Mumbai, 20th May, 2017

K. K. PATODIA	***DIN: 00027335***	*Chairman and Managing Director*
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P. P. DUNDH	***DIN: 00023482***	*Director*
HEMA THAKUR	***DIN: 01363454***	*Director*

Mumbai, 20th May, 2017

NOTES TO FINANCIAL STATEMENTS

Forming Part of the Balance Sheet as at 31st March, 2017

	As at 31st March, 2017 (Amount in ₹)	As at 31st March, 2016 (Amount in ₹)

SHAREHOLDERS' FUNDS:

NOTE - 1

SHARE CAPITAL

Share Capital	**As at 31st March, 2017**		As at 31st March, 2016	
	Number	**₹**	Number	₹
Authorised :				
Equity Shares of ₹10 each	**1,00,00,000**	**10,00,00,000**	1,00,00,000	10,00,00,000
Preference Shares of ₹10 each	**3,00,00,000**	**30,00,00,000**	3,00,00,000	30,00,00,000
	4,00,00,000	**40,00,00,000**	4,00,00,000	40,00,00,000
Issued, Subscribed and Paid-up :				
Equity Shares of ₹10 each	**87,49,865**	**8,74,98,650**	87,49,865	8,74,98,650
Less : Allotment money receivable (Other than from Directors)		**96.815**		96.815
Equity Shares of ₹10 each (Paid up)	**87,49,865**	**8,74,01,835**	87,49,865	8,74,01,835
Preference Shares of ₹10 each	**50,00,000**	**5,00,00,000**	–	–
	1,37,49,865	**13,74,01,835**	87,49,865	8,74,01,835

Right of Equity Shareholders:

Company has only one class of equity shares of par value ₹10. The holder of this equity share is entitled to one vote per share. In the event of liquidation of the Company, the holder of equity share will be entitled to receive any of the remaining assets of the Company after distribution of the preferential payments. However, no such preferential amounts exist currently. The distribution will be in proportion to the nos. of equity shares held by the shareholders.

Right of Preference Shareholders:

The Preference Shares shall be redeemed at par at the expiry of 10th year from the date of allotment. The Company shall have right to exercise call option. The payment of dividend on such shares shall be on Non-cumulative Basis and are non convertable into equity or any other security. In case the dividend on such shares remains unpaid for a period of 2 years or more, the shareholder of such shares shall have a right to vote on all resolutions placed before the Company.

Reconciliation of Equity Shares outstanding at the beginning and at the end of the year:

Particulars	**As at 31st March, 2017**		As at 31st March, 2016	
	Number	**₹**	Number	₹
Shares outstanding at the beginning of the year	**87,49,865**	**8,74,98,650**	87,49,865	8,74,98,650
Shares issued during the year	–	–	–	–
Shares bought back during the year	–	–	–	–
Shares outstanding at the end of the year	**87,49,865**	**8,74,98,650**	87,49,865	8,74,98,650

Reconciliation of Preference Shares outstanding at the beginning and at the end of the year:

Particulars	**As at 31st March, 2017**		As at 31st March, 2016	
	Number	**₹**	Number	₹
Shares outstanding at the beginning of the year	–	–	–	–
Shares issued during the year	**50,00,000**	**5,00,00,000**	–	–
Shares bought back during the year	–	–	–	–
Shares outstanding at the end of the year	**50,00,000**	**5,00,00,000**	–	–

NOTES TO FINANCIAL STATEMENTS

Forming Part of the Balance Sheet as at 31st March, 2017

Shareholders holding more than 5% Shareholding of Equity Shares:

	As at 31st March, 2017		As at 31st March, 2016	
Name of Shareholder	**No. of Shares held**	**% of Holding**	No. of Shares held	% of Holding
Patodia Syntex Limited	**37,94,812**	**43.37**	37,94,812	43.37
PBM Polytex Limited	**22,31,980**	**25.51**	22,31,980	25.51

Shareholders holding more than 5% Shareholding of Preference Shares:

	As at 31st March, 2017		As at 31st March, 2016	
Name of Shareholder	**No. of Shares held**	**% of Holding**	No. of Shares held	% of Holding
PBM Polytex Limited	**50,00,000**	**100.00**	–	–

Note: During previous five years, the Company has not issued bonus shares/bought back shares/issued shares for consideration other than cash.

NOTE - 2

RESERVES AND SURPLUS	**As at 31st March, 2017 Amount in ₹**	As at 31st March, 2016 Amount in ₹
a) Capital Reserve (Special Capital Incentive) As per last Balance Sheet	**40,00,000**	40,00,000
b) Capital Redemption Reserve As per last Balance Sheet	**32,75,10,000**	32,75,10,000
c) Securities Premium Account As per last Balance Sheet	**10,05,06,675**	10,05,06,675
d) Revaluation Reserve As per last Balance Sheet	**72,46,255**	72,46,255
e) Surplus		
Opening Balance	**6,34,40,540**	11,72,54,062
Add: Profit/(Loss) for the year	**(12,04,64,865)**	(5,38,13,522)
Balance Available for Appropriations	**(5,70,24,325)**	6,34,40,540
	38,22,38,605	50,27,03,470

NOTE - 3

LONG TERM BORROWINGS		
a) Secured Loans:		
i) Term Loan from Banks	**1,88,00,000**	2,60,00,000
ii) Vehicle Loan from a Bank and a Financial Institution	**6,66,072**	12,44,923
	1,94,66,072	2,72,44,923
b) Unsecured Loans:		
Promoter's Contribution	**3,00,000**	3,00,000
Notes:	**1,97,66,072**	2,75,44,923

1) Term Loans at (a) (i) above are secured by way of first pari-passu mortgage created on immovable properties of the Company, situated at MIDC, Gokul Shirgaon, Kolhapur and other movable assets both present and future and second pari-passu charge created on inventories and book debts both present and future and some immovable properties of the Company at Kolhapur.
2) Loans in (a)(ii) above are secured by way of hypothecation of Vehicles purchased there against.
3) Maturity Profile and Rate of interest on Loans are set out below:

	Maturity Profile			
	2016-17	**2017-18**	**2018-19**	**2019-21**
Term Loans - From Banks:				
Interest Rate @ 3.50% above Base rate	2,16,48,881	–	–	–
Interest Rate @ 4.15% above Base rate	48,00,000	72,00,000	72,00,000	1,16,00,000
Interest Rate @ 1.25% below BPLR	1,56,44,617	–	–	–
Total	4,20,93,498	72,00,000	72,00,000	1,16,00,000
Vehicle Loans from a Bank & Finanacial Institution	10,81,279	5,78,254	6,02,137	63,935
Grand Total	4,31,74,777	77,78,254	78,02,137	1,16,63,935

NOTES TO FINANCIAL STATEMENTS

Forming Part of the Balance Sheet as at 31st March, 2017

	As at 31st March, 2017 Amount in ₹	As at 31st March, 2016 Amount in ₹
CURRENT LIABILITIES:		
NOTE - 4		
SHORT TERM BORROWINGS		
Secured		
Working Capital Facilities from Banks	**36,76,86,338**	34,72,76,532
Unsecured Loans		
Temporary Loan from Patodia Syntex Limited	**2,00,00,000**	–
	38,76,86,338	34,72,76,532

Notes:
Working Capital Facilities and non-fund limits of Rs.10 Lakhs (Previous Year Rs.165 Lakhs) are secured by way of hypothecation of, both present and future, inventories and book debts as well as by way of first pari-passu mortgage created on some immovable properties at Kolhapur and second pari-passu charge created on immovable properties of the Company situated at MIDC, Gokul Shirgaon, Kolhapur and other movable assets both present and future.

The above Working Capital Facilities carrying interest @ 9.75% p.a. to 14.85% p.a. (Previous Year 9.70% p.a. to 14.40% p.a.)

NOTE - 5		
TRADE PAYABLES		
a) Total outstanding dues of micro enterprises and small enterprises: *	**28,29,885**	11,60,875
b) Total outstanding dues of creditors other than micro enterprises and small enterprises:		
i) Trade Payables for Goods and Services	**27,25,54,113**	14,57,05,573
ii) Others	**6,61,28,660**	4,83,39,686
	34,15,12,658	19,52,06,134
* **Refer Note 27(14) of Notes to Accounts**		
NOTE - 6		
OTHER CURRENT LIABILITIES		
a) Current Maturities of Long-Term Debts (Secured - Refer Note No. 3)	**77,78,254**	4,31,74,777
b) Unclaimed Dividend	**1,37,246**	1,39,849
c) Interest accrued but not due on loans	**19,70,933**	8,31,421
d) Advance received from Customers	**14,00,60,049**	4,38,22,148
e) Payable towards Capital Expenditure	**2,26,826**	3,18,281
f) Statutory Dues Payable	**65,06,708**	45,50,368
g) Others	**10,15,015**	7,74,710
	15,76,95,031	9,36,11,554
NOTE - 7		
SHORT TERM PROVISIONS		
a) Provision for Employees Benefits:		
i) Leave Entitlement	**79,40,916**	1,09,60,732
ii) Gratuity	**1,69,39,690**	1,45,54,014
	2,48,80,606	2,55,14,746

NOTES TO FINANCIAL STATEMENTS

Forming Part of the Balance Sheet as at 31st March, 2017

NOTE - 8

FIXED ASSETS

(Amount in ₹)

PARTICULARS	GROSS BLOCK (At Book Value)				DEPRECIATION/AMORTISATION				NET BLOCK
	As at 01.04.2016	Add./Adj during the year	Ded./Adj during the year	As at 31.03.2017	Upto 31.03.2016	Add./Adj during the year	Ded./Adj during the year	Upto 31.03.2017	As at 31.03.2017
1	2	3	4	5	6	7	8	9	10
(1) Tangible Assets:									
Land : Freehold	1,00,14,931	–	–	1,00,14,931	–	–	–	–	1,00,14,931
Land : Leasehold	2,00,67,012	–	–	2,00,67,012	27,55,051	2,09,294	–	29,64,345	1,71,02,667
Buildings	46,14,17,838	2,68,312	–	46,16,86,150	21,10,13,214	1,29,01,413	–	22,39,14,627	23,77,71,523
Plant & Equipment	1,59,69,58,363	–	10,720	1,59,69,47,643	1,20,25,31,592	2,42,01,420	10,714	1,22,67,22,298	37,02,25,345
Furniture & Fittings	2,96,36,443	17,89,923	23,798	3,14,02,568	2,71,22,981	8,04,892	12,519	2,79,15,354	34,87,214
Electrical Installations	11,73,28,897	5,72,341	–	11,79,01,238	10,70,37,890	22,16,182	–	10,92,54,072	86,47,166
Office Equipment	1,94,62,963	4,28,061	–	1,98,91,024	1,79,10,611	5,85,809	–	1,84,96,420	13,94,604
Vehicles	1,52,14,509	–	28,895	1,51,85,614	87,99,862	10,54,256	28,895	98,25,223	53,60,391
Total of Tangible Assets	2,27,01,00,956	30,58,637	63,413	2,27,30,96,180	1,57,71,71,201	4,19,73,266	52,128	1,61,90,92,339	65,40,03,841
(2) Capital Work-in-Progress for Tangible Assets: Building under Construction									5,23,183

(Amount in ₹)

PARTICULARS	GROSS BLOCK (At Book Value)				DEPRECIATION/AMORTISATION				NET BLOCK
	As at 01.04.2015	Add./Adj during the year	Ded./Adj during the year	As at 31.03.2016	Upto 31.03.2015	Add./Adj during the year	Ded./Adj during the year	Upto 31.03.2016	As at 31.03.2016
1	2	3	4	5	6	7	8	9	10
(1) Tangible Assets:									
Land : Freehold	1,00,14,931	–	–	1,00,14,931	–	–	–	–	1,00,14,931
Land : Leasehold	2,00,67,012	–	–	2,00,67,012	25,45,757	2,09,294	–	27,55,051	1,73,11,961
Buildings	45,96,04,372	18,13,466	–	46,14,17,838	19,81,11,667	1,29,01,547	–	21,10,13,214	25,04,04,624
Plant & Equipment	1,59,43,39,956	26,18,407	–	1,59,69,58,363	1,17,78,62,989	2,46,68,603	–	1,20,25,31,592	39,44,26,771
Furniture & Fittings	2,94,24,700	2,11,743	–	2,96,36,443	2,60,82,436	10,40,545	–	2,71,22,981	25,13,462
Electrical Installations	11,55,38,472	17,90,425	–	11,73,28,897	10,31,07,334	39,30,556	–	10,70,37,890	1,02,91,007
Office Equipment	1,91,40,288	3,22,675	–	1,94,62,963	1,72,12,690	6,97,921	–	1,79,10,611	15,52,352
Vehicles	1,52,15,919	–	1,410	1,52,14,509	77,44,498	10,56,774	1,410	87,99,862	64,14,647
Total of Tangible Assets	2,26,33,45,650	67,56,716	1,410	2,27,01,00,956	1,53,26,67,371	4,45,05,240	1,410	1,57,71,71,201	69,29,29,755
(2) Capital Work-in-Progress for Tangible Assets: Building under Construction									5,18,409

Notes:

a) Leases in respect of land acquired from time to time are for 95 years commencing from the year 1989 to year 2006.

b) Leasehold Land and Buildings include ₹ 6,77,766 (Previous Year ₹ 6,77,766) and ₹ 11,08,380 (Previous Year ₹ 11,08,380) respectively being cost of premises in a Co-operative Society held in the name of Managing Director on behalf of the Company.

c) Buildings include ₹ 500 (Previous Year ₹ 500) being the value of 10 Shares in a Co-operative Society.

NOTES TO FINANCIAL STATEMENTS

Forming Part of the Balance Sheet as at 31st March, 2017

	As at 31st March, 2017 Amount in ₹	As at 31st March, 2016 Amount in ₹
NOTE - 9		
NON-CURRENT INVESTMENTS: INVESTMENTS (LONG TERM-QUOTED)		
a) **Trade: Quoted**		
15,82,347 Equity Shares of ₹ 10 each fully paid up in PBM Polytex Limited. (Extent of Holding - 19.46%)	**3,09,55,600**	3,09,55,600
b) **Non-Trade: Quoted**		
10,720 Equity Shares of ₹ 10 each fully paid up in IDBI Limited. (Extent of Holding - N.A.)	**8,71,000**	8,71,000
Aggregate cost of quoted investments	**3,18,26,600**	3,18,26,600
Note: Aggregate Market value of quoted investments ₹ 13,83,11,026; (Previous Year ₹ 11,14,30,213)		
NOTE - 10		
LONG-TERM LOANS AND ADVANCES		
(Unsecured, Considered good) :		
a) Capital Advances	**20,19,864**	20,19,864
b) Advance Tax / Tax Deducted at Source (Net of Provisions for Taxation ₹ 5,80,14,930; Previous Year ₹ 5,80,14,930)	**13,88,654**	9,66,449
c) Balance with Government Department	**19,50,000**	19,50,000
	53,58,518	49,36,313
NOTE - 11		
OTHER NON-CURRENT ASSETS		
a) Security Deposits	**3,71,45,249**	3,70,89,985
b) Load Factor Incentives / Other Refund Receivable	**1,78,06,295**	1,78,06,295
c) MVAT / CST Refund Receivable	**2,52,42,716**	2,94,28,135
	8,01,94,260	8,43,24,415
CURRENT ASSETS:		
NOTE - 12		
INVENTORIES*		
(As taken, valued and certified by the management)		
a) Raw Materials	**32,39,37,279**	20,72,14,083
b) Stock-in-Process	**3,86,76,692**	4,12,79,907
c) Finished Goods (Including finished Goods-in-transit for exports ₹ 5,42,86,519; Previous Year ₹ 3,70,68,397)	**20,55,09,957**	13,91,41,466
d) Stores, Spares and Fuel	**2,21,04,816**	2,99,01,443
e) Packing Materials	**45,21,108**	42,64,465
f) Waste (including Finished Goods-in-Transit for Exports ₹ 26,26,050, Previous Year ₹ 26,83,791)	**2,15,11,390**	1,12,56,066
g) Freehold Land (Transferred from Fixed Assets in the year 2014-15)	**23,48,306**	23,48,306
	61,86,09,548	43,54,05,736

* **Valuation of Inventories : Refer Note 26 (7) of Significant Accounting Policies**

NOTES TO FINANCIAL STATEMENTS

Forming Part of the Balance Sheet as at 31st March, 2017

	As at 31st March, 2017 Amount in ₹	As at 31st March, 2016 Amount in ₹
NOTE - 13		
TRADE RECEIVABLES		
(Secured, Considered Good)		
(i) Debts Outstanding for a period exceeding six months from the date they are due for payment	**–**	–
(ii) Others - Outstanding for the period less than six months from the date they are due for payment	**4,92,88,176**	7,44,80,587
(Unsecured, Considered Good)		
(i) Debts Outstanding for a period exceeding six months from the date they are due for payment	**–**	–
(ii) Others - Outstanding for the period less than six months from the date they are due for payment	**8,01,63,071**	1,63,08,347
	12,94,51,247	9,07,88,934
NOTE - 14		
CASH AND BANK BALANCES		
a) Cash and Cash Equivalents:		
i) Cash on hand	**4,15,813**	1,42,356
ii) Balances with Scheduled Banks in Current Account	**77,33,545**	27,71,510
	81,49,358	29,13,866
b) Other Bank Balances :		
i) Unpaid Dividend Account	**1,37,246**	1,39,849
ii) Fixed Deposits with Banks	**50,000**	68,99,000
	1,87,246	70,38,849
	83,36,604	99,52,715
Note: Fixed Deposits kept with banks as collateral security against their term loans		
NOTE - 15		
SHORT-TERM LOANS AND ADVANCES		
(Unsecured and Considered good)		
a) Advances to Suppliers	**1,23,52,328**	47,11,940
b) Balance to Employees	**5,45,206**	8,70,788
c) Balance with Government Authorities	**4,242**	4,242
	1,29,01,776	55,86,970
NOTE - 16		
OTHER CURRENT ASSETS		
a) Export Incentive Receivable	**46,24,960**	83,72,360
b) MVAT Refund Receivable	**54,94,414**	26,57,095
c) Interest Rebate Receivable	**45,03,799**	1,54,35,012
d) Interest and Other Income Receivable	**37,92,565**	47,06,498
e) Cenvat Credit Refund Receivable	**23,38,722**	31,60,772
f) Prepaid Expenses	**73,94,333**	87,29,724
	2,81,48,793	4,30,61,461

NOTES TO FINANCIAL STATEMENTS

Forming Part of the Profit and Loss Statement for the year ended 31st March, 2017

	For the year ended 31st March, 2017 Amount in ₹	For the year ended 31st March, 2016 Amount in ₹
NOTE - 17		
REVENUE FROM OPERATIONS		
1. Sale of Products		
a) Manufactured Goods	**1,06,94,08,497**	1,79,15,66,036
Less: Excise Duty on Domestic Sales	**33,387**	65,069
	1,06,93,75,110	1,79,15,00,967
b) Traded Goods	**74,22,03,559**	48,62,41,645
Total Sales	**1,81,15,78,669**	2,27,77,42,612
2. Sale of Services		
Job Work Processing Charges Received	**16,33,712**	13,30,317
3. Other Operating Revenue		
a) Export Incentives	**4,00,51,058**	5,33,40,440
b) Foreign Exchange Gain on Export Bills & Forward Contracts	**2,50,53,091**	51,38,752
c) Cash Discount Received	**77,756**	3,28,929
d) Sale of Scrap	**5,51,043**	13,43,763
Other Operating Revenue	**6,57,32,948**	6,01,51,884
Less: Excise Duty on Scrap Sales	**5,112**	19,556
Net Other Operating Revenue	**6,57,27,836**	6,01,32,328
Revenue from Operations	**1,87,89,40,217**	2,33,92,05,257
Manufactured Goods:		
Yarn	**95,17,47,904**	1,59,76,93,552
Knitted Fabric	**2,45,09,777**	3,78,33,816
Cotton Waste	**9,31,50,816**	15,60,38,668
Total Manufactured Goods	**1,06,94,08,497**	1,79,15,66,036
Traded Goods:		
Yarn	**73,78,10,133**	42,93,26,180
Cotton	**–**	5,69,15,465
Knitted Fabric	**30,81,037**	–
Cotton Waste	**13,12,389**	–
Total Traded Goods	**74,22,03,559**	48,62,41,645
NOTE - 18		
OTHER INCOME		
a) Dividend on Long Term Trade Investments	**47,47,041**	95,02,122
b) Rent / Lease Charges Received	**16,12,157**	11,12,000
c) Premium Income on Import License	**–**	2,22,419
d) Misc Income (MVAT Refund Received)	**3,08,858**	––
e) Excess Provisions Written Back	**54,72,171**	21,74,058
f) Profit / (Loss) on disposal of Fixed Assets	**(4,222)**	400
	1,21,36,005	1,30,10,999

NOTES TO FINANCIAL STATEMENTS

Forming Part of the Profit and Loss Statement for the year ended 31st March, 2017

		For the year ended 31st March, 2017	For the year ended 31st March, 2016
	Amount in ₹	**Amount in ₹**	Amount in ₹
NOTE - 19			
COST OF MATERIALS CONSUMED			
Raw Materials Consumed			
Opening Stock	**20,72,14,083**		33,56,69,000
Add: Purchases	**89,30,92,163**		97,53,19,025
	1,10,03,06,246		1,31,09,88,025
Less: Sales	**2,71,00,416**		1,89,60,292
Less: Closing Stock	**32,39,37,279**		20,72,14,083
		74,92,68,551	1,08,48,13,650
Raw Materials:			
a) Cotton		**73,49,26,459**	1,02,24,69,481
b) Yarn		**1,43,42,092**	6,23,44,169
		74,92,68,551	1,08,48,13,650
NOTE - 20			
PURCHASE OF STOCK-IN-TRADE			
a) Yarn		**72,38,17,929**	39,21,31,875
b) Cotton		**–**	4,23,91,450
c) Knitted Fabric		**31,29,972**	–
d) Cotton Waste		**–**	12,04,168
		72,69,47,901	43,57,27,493
NOTE - 21			
MANUFACTURING AND OPERATING COSTS			
Stores and Spares Consumed		**2,45,,51,348**	2,97,24,058
Packing Materials Consumed		**1,71,51,431**	2,94,01,361
Power and Fuel		**15,07,10,811**	24,92,08,827
Repairs and Maintenance:			
a) Plant and Machinery	**26,72,200**		40,23,242
b) Buildings	**37,88,758**		27,84,717
		64,60,958	68,07,959
		19,88,74,548	31,51,42,205
NOTE - 22			
CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE			
Stock as at Commencement:			
a) Finished Goods	**13,91,41,466**		17,19,64,212
b) Stock-in-Process	**4,12,79,907**		4,30,69,374
c) Waste	**1,12,56,066**		2,28,56,566
		19,16,77,439	23,78,90,152
Less: Stocks as at close:			
a) Finished Goods	**20,55,09,957**		13,91,41,466
b) Stock-in-Process	**3,86,76,692**		4,12,79,907
c) Waste	**2,15,11,390**		1,12,56,066
		26,56,98,039	19,16,77,439
		(7,40,20,600)	4,62,12,713

NOTES TO FINANCIAL STATEMENTS

Forming Part of the Profit and Loss Statement for the year ended 31st March, 2017

		For the year ended 31st March, 2017	For the year ended 31st March, 2016
	Amount in ₹	**Amount in ₹**	Amount in ₹
NOTE - 23			
EMPLOYEES BENEFITS EXPENSE			
a) Salary, Wages and Bonus		**14,98,83,519**	21,65,17,578
b) Contribution to Provident and other Funds		**1,48,40,885**	2,20,22,107
c) Welfare expenses		**29,05,314**	34,20,996
		16,76,29,718	24,19,60,681
NOTE - 24			
FINANCE COSTS			
a) Interest:			
on Term Loans	**1,60,70,475**		1,07,59,282
On Working Capital Loans	**3,34,32,622**		3,60,58,753
On Export Bills Discounted	**1,19,40,352**		1,84,23,724
Interest on Loans & Others	**6,14,43,449**		6,52,41,759
Less: Interest Received	**(39,21,001)**		(37,03,728)
		5,75,22,448	6,15,38,031
b) Borrowing Costs:			
Interest Others		**52,64,417**	33,99,128
Other Borrowing Costs		**41,39,013**	49,25,686
		6,69,25,878	6,98,62,845
NOTE - 25			
OTHER EXPENSES			
Rent		**19,56,000**	22,86,050
Insurance		**59,04,021**	85,84,757
Rates and Taxes		**17,99,521**	13,76,816
Travelling and Conveyance		**61,35,275**	90,38,141
Communication Charges		**21,53,533**	22,46,270
Brokerage and Commission on Sales		**2,44,56,440**	2,87,17,647
Freight and Forwarding		**5,01,18,771**	6,82,21,519
Bank Charges		**75,27,332**	74,07,488
Directors' Sitting Fees		**3,61,865**	3,26,083
Legal and Professional Charges		**1,05,11,548**	81,40,954
Repairs and Maintenance: Others		**9,97,852**	12,64,944
Foreign Exchange Loss - (Others)		**93,264**	55,74,014
Auditors Remuneration*		**3,75,000**	4,86,375
Miscellaneous Expenses		**2,34,50,292**	2,74,76,089
		13,58,40,714	17,11,47,147
* Auditors Remuneration (Including Service Tax):			
i) Statutory Auditor's Remuneration:			
Audit Fees		**2,31,000**	2,29,000
Tax Audit Fees		**57,750**	57,250
Certification Fees		**86,250**	85,625
		3,75,000	3,71,875
ii) Cost Auditor's Remuneration:			
Cost Audit Fees		**–**	1,14,500
		–	1,14,500
Total Remuneration		**3,75,000**	4,86,375

NOTES

Forming Part of the Financial Statements for the year ended 31st March, 2017

NOTE - 26

SIGNIFICANT ACCOUNTING POLICIES :

1. **Basis of Accounting:**

   The financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles ("GAAP") under the historical cost convention (except for certain revalued fixed assets) on the accounting principles of a going concern and the Company follows mercantile system of accounting and recognizes income and expenditure on accrual basis except those with significant uncertainties. GAAP comprises mandatory accounting standards issued by the Institute of Chartered Accountants of India ("ICAI"), the provisions of the Companies Act, 2013 and guidelines issued by the Securities and Exchange Board of India. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in accounting policy hitherto in use.

2. **Revenue Recognition:**

   Sale is recognised on the basis of date of dispatch / Bill of lading and as and when significant risks and rewards of ownership are transferred to the customers. Sales include excise duty and freight, wherever applicable. Claims and Rebates are excluded therefrom.

3. **Use of Estimates:**

   The presentation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP),requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the disclosure of contingent liabilities on the date of financial statements. Actual results may differ from these estimates. Any revision to accounting estimates is recognised prospectively.

4. **Fixed Assets:**

   a) Buildings, Plant and Machinery and Electrical Installations acquired up to 31st March, 1993 were revalued on 1st April, 1993 and are stated at updated book value less depreciation. Other assets are stated at cost less accumulated depreciation.

   b) Expenditure during construction period is included under Capital Work-in-Progress and the same is allocated to the respective Fixed Assets on the completion of its construction.

5. **Depreciation /Amortisation and Impairment Loss:**

   a) Depreciation on Fixed Assets is provided on prorata basis on Straight Line Method (S. L. M.) over the useful life as prescribed in Part C of Schedule II of the Companies Act, 2013.

   b) Depreciation on the amounts' capitalised during the year on account of foreign exchange fluctuation is provided prospectively over the residual life of the assets.

   c) Leasehold premium is being amortised over the remaining period of lease after the commencement of production.

   d) The Company assesses at each Balance Sheet date whether there is any indication that any asset may be impaired. If any such indication exists, the carrying value of such assets is reduced to its recoverable amount and the impairment loss is charged to Statement of Profit & Loss. If at the Balance Sheet date there is any indication that a previously assessed impairment loss no longer exists, then such loss is reversed and the asset is restated to that effect.

6. **Investments:**

   Long-Term Investments are carried at cost and provision is made to recognize any decline, other than temporary, in the value of such Investments.

7. **Valuation of Inventories:**

   a) Inventories are valued at the lower of the cost and net realisable value.

NOTES

Forming Part of the Financial Statements for the year ended 31st March, 2017

NOTE - 26 *(contd.)*

SIGNIFICANT ACCOUNTING POLICIES

b) Cost of raw materials is determined on specific identification basis.

c) Cost of stores, spares, packing materials and fuel is determined on weighted average basis.

d) Finished goods and work-in-progress include conversion and other costs incurred in bringing the inventories to their present location and condition.

8. **Employee benefits:**

Employee Benefits in the form of Provident Fund is a defined contribution scheme and the contributions are charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective trusts.

Gratuity liability under the Payment of Gratuity Act, 1972 is a defined benefit obligation and is provided for on the basis of the actuarial valuation made at the end of each financial year.

Short term compensated absences are provided for based on estimates. Long term compensated absences are provided for based on actuarial valuation.

Actuarial gains/losses are immediately taken to the Statement of Profit and Loss and are not deferred.

9. **Transaction of Foreign Currency Items:**

Transaction in Foreign Currency is recorded at the rate of exchange in force at the date of transaction. Foreign Currency assets and liabilities are stated at the rate of exchange prevailing at the year end and resultant gains / losses are recognised in the Statement of Profit and Loss. Premium / Discount in respect of forward foreign exchange contracts is recognised over the life of the contracts.

10. **Government Grants:**

Capital grants relating to specific assets are reduced from the gross value of the Fixed Assets and Capital grants for Project Capital Subsidy are credited to Capital Reserve. Other revenue grants are credited to the Statement of Profit and Loss or deducted from the related expenses.

11. **Borrowing Costs:**

Interest and other costs in connection with the borrowing of the funds to the extent related/attributed to the acquisition/construction of qualifying fixed assets are capitalised up to the date when such assets are ready for its intended use and other borrowing costs are charged to the Statement of Profit and Loss.

12. **Taxation:**

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

The deferred tax for timing differences between the book and tax profits for the year is accounted for using the tax rates and laws that have been enacted or substantively enacted as of the Balance Sheet date. Deferred tax assets arising from timing differences are recognised to the extent there is reasonable/virtual certainty that these would be realised in future and are reviewed for the appropriateness of their respective carrying values at each Balance Sheet date.

13. **Provisions, Contingent Liabilities and Contingent Assets:**

A provision is made based on a reliable estimate when it is probable that an outflow of resources embodying economic benefits will be required to settle an obligation.

Contingent Liabilities in respect of show cause notices received are considered only when they are converted into demands. Contingent Liabilities under various fiscal laws include those in respect of which the Company/ Department is in appeal. Contingent liabilities are disclosed by way of notes to accounts.

Contingent assets are not recognised or disclosed in the financial statement.

NOTES

Forming Part of the Financial Statements for the year ended 31st March, 2017

	As at 31st March, 2017 Amount in ₹	As at 31st March, 2016 Amount in ₹
NOTE - 27		

OTHER NOTES TO FINANCIAL STATEMENTS

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

a) Amount outstanding in respect of Bills discounted under Export Letter of Credit (Since realised ₹9,54,98,136; Previous Year ₹9,30,13,600)	**15,10,04,704**	18,06,85,646

b) Disputed Statutory claims / levies, including, those pending in court and other claims not acknowledged as debts (excluding interest where not ascertained / demanded) in respect of:

Amount in ₹

Sr. No.	Particulars	Current Year	Previous Year
a	Sales Tax	2,87,70,167	4,08,43,694
b	Income Tax	35,65,491	37,87,149
c	Excise Duty	13,58,57,368	13,91,32,035
d	Custom Duty	1,31,07,968	1,31,07,968

2. "The Company's pending litigations comprise of claims against the Company and proceedings pending with Tax and other Authorities. The Company has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required and disclosed the contingent liabilities, wherever applicable, in its financial statements. The Company does not reasonably expect the outcome of these proceedings to have a material impact on its financial statements."

3 Commitments:

a) Estimated amount of contracts remaining to be executed on Capital Account and not provided for (Net of advances of ₹ 20,19,864; Previous Year ₹ 20,19,864)	**1,81,78,776**	1,81,78,776

b) Forex Derivative Instruments:

Details of foreign currency balances hedged:

Particulars	Foreign Currency Denomination	Current Year Foreign Currency	Current Year Amount in ₹	Previous Year Foreign Currency	Previous Year Amount in ₹
i) Assets (Existing Trade Receivables)	USD	7,60,620	4,92,88,176	11,23,557	7,44,80,587
ii) Against Future Trade Receivables	USD	37,36,880	24,21,49,824	32,86,401	21,78,55,518

c) Other Significant Commitments: Nil

4. a) The Company's case in the matter of Electricity Charges wrongly claimed by Maharashtra State Electricity Distribution Company Ltd. (MSEDCL) from November, 1998 to June, 2008 has been decided in favour of the Company by Maharastra Electricity Regulatory Commission (MERC) and Appellate Tribunal, New Delhi. However, MSEDCL has filed an appeal before the Supreme Court which is pending.

NOTES

Forming Part of the Financial Statements for the year ended 31st March, 2017

		As at 31st March, 2017 Amount in ₹	As at 31st March, 2016 Amount in ₹
NOTE - 27 *(contd.)*			
	b) Similarly the High Court of Mumbai has in the matter of Electricity duty on Captive Power Generation has decided in Company's favour and the Government has filed an appeal before the Supreme Court which is pending.		
	c) The Management foresees only a remote possibility of an outflow of/adjustments to the resources embodying economic benefits, in view of the expert legal opinion in the aforesaid matters obtained by the Company.		
5.	Deferred Tax Liability / (Assets) at the year end comprises of timing differences on account of :		
	Depreciation	**12,84,74,207**	13,11,81,247
	Expenditure / Provisions allowable	**(1,03,00,982)**	(1,11,09,133)
	Net Deferred Tax Liability	**11,81,73,225**	12,00,72,114
6.	a) In the opinion of Board, the assets other than Fixed Assets and non-current Investments have a value on realisation in the ordinary course of business, atleast equal to the amount at which they are stated in the Balance Sheet. The provision for depreciation and other known liabilities is adequate and not in excess of what is required.		
	b) The account of certain Bank Accounts, Trade Receivables, Loans and Advances given / received and Trade Payables are, however, subject to formal confirmations and reconciliations, if any. The management, however, is confident that the impact whereof for the year on the financial statements will not be material.		
7.	Buildings, Plant & Machinery and Electrical Installations were revalued as on 1st April, 1993 on the basis of reports of approved valuer on market value / replacement cost basis using standard indices after considering the obsolescence and age of individual assets. The revalued amounts (Net of withdrawals) remaining substituted for the historical cost in the gross block of fixed assets at the close of the year are :		
	Buildings	**7,63,85,599**	7,63,85,599
	Plant & Machinery	**7,38,68,606**	7,38,68,606
	Electrical Installations	**1,27,53,181**	1,27,53,181
8.	a) Foreign Exchange difference (net) in respect of Foreign Exchange contracts to be credited/(debited) to subsequent year's Statement of Profit and Loss.	**23,95,263**	44,74,147

b) Details of foreign currency balances not hedged:

Particulars	Foreign Currency Denomination	Current Year Foreign Currency	Current Year Indian Rupees	Previous Year Foreign Currency	Previous Year Indian Rupees
Payable to Suppliers	USD	14,77,880	9,62,50,748	20,10,933	13,34,65,600

NOTES

Forming Part of the Financial Statements for the year ended 31st March, 2017

NOTE - 27 *(contd.)*

9. Employee Benefits:
Defined Benefit Plans as per actuarial valuations as on 31.03.2017
Details of Gratuity plan are as follows:

	Description	Amount in ₹	Amount in ₹
1.	**Reconciliation of opening and closing balances of obligation**		
	a. Obligation as at 01.04.2016	**7,50,45,313**	6,77,96,083
	b. Current Service Cost	**54,60,863**	52,41,221
	c. Interest Cost	**59,48,930**	52,76,292
	d. Actuarial (Gain) / Loss	**(5,30,587)**	(17,62,318)
	e. Benefits Paid	**(13,67,375)**	(15,05,965)
	f. Obligation as at 31.03.2017	**8,45,57,144**	7,50,45,313
2.	**Change in Plan Assets (Reconciliation of opening and closing balances)**		
	a. Fair Value of plan assets as at 01.04.2016	**6,04,91,299**	6,06,15,567
	b. Actual Company Contributions	**–**	–
	c. Expected return on plan assets	**47,84,800**	47,89,000
	d. Benefits Paid	**(13,67,375)**	(15,05,965)
	e. Actuarial Gain / (Loss)	**37,08,730**	(34,07,303)
	f. Fair Value of plan assets as at 31.03.2017	**6,76,17,454**	6,04,91,299
3.	**Reconciliation of fair value of assets and obligations**		
	a. Present value of obligation as at 31.03.2017	**8,45,57,144**	7,50,45,313
	b. Fair Value of plan assets as on 31.03.2017	**6,76,17,454**	6,04,91,299
	c. Net liability recognized in the Balance Sheet	**1,69,39,690**	1,45,54,014
4.	**Expense recognized in the period**		
	a. Current service cost	**54,60,863**	52,41,221
	b. Interest cost	**59,48,930**	52,76,292
	c. Expected return on plan assets	**(47,84,800)**	(47,89,000)
	d. Actuarial (Gain) / Loss	**(42,39,317)**	16,44,985
	e. Expense recognized till 31.03.2017	**23,85,676**	73,73,498
5.	**Investment Details**		
	The full amount has been invested in cash accumulation scheme of Insurer Managed Funds		
6.	**Assumptions**	**31/03/2017**	31/03/2016
	a. Discount rate (per annum)	**7.40%**	8.00%
	b. Estimated rate of return on plan assets (per annum)	**8.00%**	8.00%
	c. Rate of escalation in salary (per annum)	**5.00%**	5.00%
7.	**Plan Assets**		
	BSL Group Secure Fund Plan I	**4,00,84,825**	3,66,19,907
	BSL Group Stable Fund Plan I	**2,75,32,630**	2,38,71,392

NOTES

Forming Part of the Financial Statements for the year ended 31st March, 2017

NOTE - 27 *(contd.)*

10. Related Party disclosures pursuant to Accounting Standard '18':

1. Name of the Parties:

(i) Key Management Personnel:
Shri Krishan Kumar Patodia (Chairman and Managing Director)
Shri Narayan Patodia (Managing Director)
Shri Rajiv Patodia (Executive Director & CFO)
Shri Rahul Rawat (Company Secretary)

(ii) Other Related Parties (Associates), where transactions have taken place during the year:
PBM Polytex Limited
Patodia Syntex Limited
Murarilal Mahendra Kumar
Paramount Cotton Co.

2. Transactions with Related Parties : (Amount in ₹)

Sr. No.	NAME OF PARTIES	2016-17	2015-16
1	**REMUNERATION TO KEY MANAGERIAL PERSONNEL:**		
	Shri Krishan Kumar Patodia	**46,58,742**	51,71,744
	Shri Narayan Patodia	**22,89,779**	25,06,202
	Shri Rajiv Patodia	**22,63,380**	25,19,926
	Shri Rahul Rawat	**6,93,988**	6,90,860
2	**OTHER RELATED PARTIES (ASSOCIATES):**		
	PURCHASE OF GOODS & MATERIAL		
	PBM Polytex Ltd.	**–**	12,04,168
	SALE OF GOODS AND MATERIAL		
	PBM Polytex Ltd.	**2,38,29,429**	4,91,873
	DIVIDEND INCOME ON SHARES		
	PBM Polytex Ltd.	**47,47,041**	94,94,082
	RENT RECEIVED		
	PBM Polytex Ltd.	**1,80,000**	1,80,000
	RENT PAID		
	Patodia Syntex Ltd.	**3,36,000**	3,36,000
	Murarilal Mahendra Kumar	**90,000**	90,000
	INTEREST PAID ON SHORT TERM UNSECURED LOAN		
	Patodia Syntex Ltd.	**14,17,534**	–
	CHARGES FOR USE OF OFFICE PREMISES (RENT)		
	Murarilal Mahendra Kumar	**3,90,000**	3,90,000
	Paramount Cotton Company	**3,00,000**	3,00,000
	REIMBURSEMENT OF ELECTRICITY & OFFICE MAINTENANCE EXPENSES		
	Murarilal Mahendra Kumar	**5,65,048**	6,12,217
	Paramount Cotton Company	**1,51,967**	1,62,365
	Patodia Syntex Ltd.	**46,815**	–
	ELECTRICITY & MAINTENANCE CHARGES RECEIVED		
	PBM Polytex Ltd.	**46,771**	–
	JOB WORK PROCESSING CHARGES RECEIVED		
	Patodia Syntex Ltd.	**2,876**	–
	PRESSING CHARGES PAID		
	Patodia Syntex Ltd.	**27,36,533**	48,69,714
	ISSUE OF SHARE CAPITAL		
	PBM Polytex Ltd. (6% Non-Cumulative Non-Convertible Redeemable Preference Shares)	**5,00,00,000**	–

NOTES

Forming Part of the Financial Statements for the year ended 31st March, 2017

NOTE - 27 *(contd.)*

(Amount in ₹)

Sr. No	CLOSING BALANCE OF RELATED PARTIES	2016-17	2015-16
	PAYABLE		
	PBM Polytex Ltd.	–	12,04,168
	Patodia Syntex Ltd.	–	2,05,183
	Patodia Syntex Ltd. (Promoter's Contribution)	**3,00,000**	3,00,000
	Patodia Syntex Ltd. (Temporary Unsecured Loan including Interest)	**2,12,05,260**	–
	INVESTMENT		
	PBM Polytex Ltd.	**3,09,55,600**	3,09,55,600

Note: 1. Related party relationship is as identified by the Company and relied upon by the Auditors.
2. No amounts in respect of related parties have been written off/written back during the year, nor any provision has been made for doubtful debts/receivables.

11. In terms of Accounting Standard 17, the Company operates primarily only in one business segment Viz. Cotton yarn and has its production facilites and all other assets located in India. Sales comprises exports sales of ₹ 1,36,03,46,803 (Previous year ₹ 1,76,53,87,356) and Domestic sales of ₹ 45,12,31,866 (Previous year ₹ 51,23,55,256).

12. Earnings per share (EPS) is calculated as under:

Basic and Diluted EPS after Taxation	**As at 31st March, 2017**	As at 31st March, 2016
	Amount in ₹	Amount in ₹
Numerator:		
Net Profit after Taxation as disclosed in the Statement of Profit & Loss	**(12,04,64,865)**	(5,38,13,522)
Denominator:		
Average No. of Equity Shares outstanding during the year	**87,49,865**	87,49,865
Earnings Per Share (EPS)	**(13.77)**	(6.15)
Nominal value per Equity Share	**10**	10

13. **Additional Information pursuant to Schedule III to the Companies Act, 2013:**

	2016 - 17			2015 - 16		
a) Consumption of Raw Materials	**Percentage**	**Kgs.**	**Amount in ₹**	Percentage	Kgs.	Amount in ₹
(Indigenous)						
Cotton	**84.75**	**53,42,980**	**63,50,39,261**	83.68	92,43,385	90,77,39,422
Cotton Yarn	**1.91**	**38,659**	**1,43,42,092**	5.75	2,19,421	6,23,44,169
(Imported)						
Cotton	**13.34**	**7,59,635**	**9,98,87,198**	10.57	9,43,304	11,47,30,059
	100.00	**61,41,274**	**74,92,68,551**	100.00	1,04,06,110	1,08,48,13,650
b) Stores, Spares and Packing Material Consumed:						
Imported	**16.78**		**69,96,401**	9.72		57,49,607
Indigenous	**83.22**		**3,47,06,378**	90.28		5,33,75,812
	100.00		**4,17,02,779**	100.00		5,91,25,419
c) Value of Imports Calculated on CIF basis :						
Raw Materials			**9,21,02,537**			17,39,64,189
Components and spare parts			**16,81,319**			65,58,668
			9,37,83,856			18,05,22,857

NOTES

Forming Part of the Financial Statements for the year ended 31st March, 2017

NOTE - 27 *(contd.)*

		2016 - 17	2015 - 16
		Amount in ₹	Amount in ₹
d)	Earnings in Foreign Exchange :		
	F.O.B. value of goods exported	**1,33,33,54,085**	1,73,04,54,330
e)	Expenditure in Foreign Currency :		
	Commission	**2,18,47,669**	2,47,98,878
	Interest	**–**	16,117
	Others	**48,19,545**	56,31,491
		2,66,67,214	3,04,46,486

14. Disclosure in accordance with Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006:

(Amount in ₹)

Sr.No.	Particulars	**2016-17**	2015-16
a)	Principal amount remaining unpaid (not overdue)	**28,29,885**	11,60,875
b)	Interest paid in terms of Section 16	**–**	–
c)	Interest due and payable for the period of delay in payment	**–**	–
d)	Interest accrued and remaining unpaid	**–**	–
e)	Interest due and payable even in succeeding years	**–**	–

The Company has compiled the above information based on verbal/written confirmations from suppliers.

15. Due to continuous go slow and unfair labour practices adopted by the workers and union, the Company had declared lock out w.e.f. 2nd May, 2016 at its plant situated in E-23, MIDC, Gokul Shirgaon, Kolhapur. The production activity was also totally stopped in plant E-1, MIDC, Gokul Shirgaon, Kolhapur, due to illegal strike, as informed by the management, resorted by the workers and union from 2nd May, 2016 to 11th September, 2016. The Company had lifted lock out in plant E-23 w.e.f. 10th September, 2016. Simultaneously, the workers and union also called off their illegal strike, as informed by the management, from 12th September, 2016 in plant E-1. Both the plants, had commenced manufacturing operations w.e.f. 12th September, 2016. Accordingly, these Financial Statements have been prepared on a Going Concern basis.

16. Details of Specified Bank Notes (SBN) held and transacted during the period 08/11/2016 to 30/12/2016 as follows:

Particulars	SBNs ₹	Other Denomination Notes ₹
Closing Cash in hand as on 08.11.2016	16,29,000	23,67,512
(+) Permitted receipts	-	N. A.
(-) Permitted Payments	-	N. A.
(-) Amount deposited in Banks	16,29,000	N. A.
Closing Cash in hand as on 30.12.2016	-	N. A.

17. Previous years' figures have been regrouped / rearranged wherever necessary to conform with current year's presentation.

Signatures to Notes '1' to '27'

K. K. PATODIA	***DIN: 00027335***	*Chairman and Managing Director*
RAJIV PATODIA	***DIN: 00026711***	*Executive Director & CFO*
H. P. SIOTIA	***DIN: 00015103***	*Director*
V. K. GUPTA	***DIN: 00021560***	*Director*
D. K. PATEL	***DIN: 00013150***	*Director*
M. L. BAGARIA	***DIN: 01213323***	*Director*
P. P. DUNDH	***DIN: 00023482***	*Director*
HEMA THAKUR	***DIN: 01363454***	*Director*

RAHUL RAWAT
Company Secretary

Mumbai, 20th May, 2017

Mumbai, 20th May, 2017

ROAD MAP TO AGM VENUE :

RAMADA POWAI HOTEL
AND CONVENTION CENTRE
SAKI VIHAR ROAD, BEFORE NITIE, POWAI,
MUMBAI - 400 087.



EUROTEX INDUSTRIES AND EXPORTS LIMITED

Registered Office : 1110, Raheja Chambers, 11th Floor, 213, Nariman Point, Mumbai – 400021
Tel : 91 22 6630 1400 Fax : 91 22 2204 4139 E-mail : eurotex@eurotexgroup.com
Website : www.eurotexgroup.com **CIN : L70200MH1987PLC042598**

31ST ANNUAL GENERAL MEETING

ATTENDANCE SLIP

DATE	VENUE	TIME
SATURDAY, 23RD SEPTEMBER, 2017	RAMADA POWAI HOTEL & CONVENTION CENTRE SAKI VIHAR ROAD, BEFORE NITIE, POWAI, MUMBAI - 400 087.	9:00 A.M.

Folio No. / Client ID :

DP ID No. :

Name & Address of the Member(s) :
(IN BLOCK LETTERS)

I certify that I am a Member / Proxy for the Member holding.....Shares

Name of the Proxy
(IN BLOCK LETTERS)

Signature of Member / Proxy

Notes:

1. Shareholder / Proxy are requested to bring the Attendance Slips with them, duly completed when they come to the meeting and deposit at the entry gate of the hall, affixing their signatures on them.
2. Duplicate Admission Slip will not be issued at the venue.

EUROTEX INDUSTRIES AND EXPORTS LIMITED

Registered Office : 1110, Raheja Chambers, 11th Floor, 213, Nariman Point, Mumbai – 400021
Tel : 91 22 6630 1400 Fax : 91 22 2204 4139 E-mail : eurotex@eurotexgroup.com
Website : www.eurotexgroup.com **CIN : L70200MH1987PLC042598**

31ST ANNUAL GENERAL MEETING

PROXY FORM

Form No. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name(s) of Member(s) (Including Joint Holders, if any (IN BLOCK LETTERS) :

Registered Address of the Sole / First Named Member :

E-mail ID :

Folio No. / Client ID :

DP ID No. :

I/We, being the member(s) of .....shares of Eurotex Industries and Exports Limited, hereby appoint :

1. Name:.....

Address.....

.....

E-mail ID.....Signature.....,or failing him

2. Name:.....

Address.....

.....

E-mail ID.....Signature.....,or failing him

3. Name:.....

Address.....

.....

E-mail ID.....Signature.....,or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company, to be held on the 23rd day of September, 2017 at 9:00 a.m. at Ramada Powai Hotel & Convention Centre, Saki Vihar Road, before Nitie, Powai, Mumbai - 400 087 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution Number	Description
Ordinary Business	
1.	Consider and adopt Financial Statements for the financial year ended 31st March, 2017, and the Reports of the Directors and Auditors thereon.
2.	Re-appointment of Director in place of Shri Gopal Patodia (DIN: 00014247) who retires by rotation and offers himself for re-appointment.
3.	Appointment of M/s. SVP & Associates, Chartered Accountants as Auditors (in place of M/s. Lodha & Co., Chartered Accountants whose tenure will conclude at this Annual General Meeting) to hold office from the conclusion of this Annual General Meeting till the conclusion of the 36th Annual General Meeting.
Special Business	
4.	To ratify the remuneration of M/s. A.G. Anikhindi & Co., Cost Auditor for the financial year ending 31st March, 2018.

Affix Re.1/- Revenue Stamp

Signed this …..... day of ……..... 2017.

Signature of the Shareholder(s) ……

Signature of the Proxy holder(s) ……

Notes:

1. **This form of proxy in order to be effective should be duly completed and deposited at Raheja Chambers, 12th Floor, 213, Nariman Point, Mumbai - 400 021, not less than 48 hours before the commencement of the Meeting i.e. by 9:00 a.m. on 21st September, 2017.**
2. **A Proxy need not be a member of the Company.**
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes. When a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy will stand automatically revoked.
5. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
6. This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
7. This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
8. Undated proxy form will not be considered valid.
9. If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.

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INTENTIONALLY LEFT BLANK FOR NOTES

BY COURIER

If Undelivered, Please Return to:

EUROTEX INDUSTRIES AND EXPORTS LTD.
Raheja Chambers, 12th Floor,
213, Nariman Point, Mumbai - 400 021.