# 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**

**29th September, 2018**

**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**

**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**

**Dear Sir / Madam,**

**SUB: 32ND ANNUAL REPORT FOR THE FINANCIAL YEAR 2017-18.**

As required by Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith 32nd Annual Report of our Company for the financial year 2017-18.

This is for your kind information and records.

Thanking you,

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

EUROTEX INDUSTRIES AND EXPORTS LIMITED MUMBAI

**RAHUL RAWAT**
**COMPANY SECRETARY**

Encl: As above

# 32ND ANNUAL REPORT 2017 - 2018




# EUROTEX INDUSTRIES AND EXPORTS LIMITED




# AWARD AND RECOGNITION



सत्यमेव जयते

GOVERNMENT OF MAHARASHTRA

# CERTIFICATE OF EXPORT

## RECOGNITION

*Awarded to*

**Eurotex Industries & Exports Ltd. (Kolhapur)**

*in appreciation of their export achievement in respect of the following product group*

**TEXTILES (LSI)**

*for the year 2015-16*

**Dr. Harshadeep Kamble (I.A.S.)**

***Development Commissioner (Industries) & Export Commissioner***
***Directorate of Industries***
***Government of Maharashtra***

# AWARD AND RECOGNITION

# 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** | |

**EUROTEX INDUSTRIES AND EXPORTS LIMITED**

## COMPANY SECRETARY

**Shri Rahul Rawat**

## BANKERS

**STATE BANK OF INDIA**
**BANK OF INDIA**
**IDBI BANK LIMITED**

## AUDITORS

**SVP & ASSOCIATES**
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.

Plot No. T-4, MIDC, Kagal Hatkanangale,
Kolhapur - 416 234.
Maharashtra.

## SHARE TRANSFER AGENTS

**DATAMATICS BUSINESS SOLUTIONS 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 32nd 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 29th September, 2018 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, 2018 and the Reports of the Directors and Auditors thereon.

2. To appoint a Director in place of Shri Hari Prasad Siotia (DIN: 00015103) who retires by rotation and, being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

3. To approve the remuneration of M/s. A. G. Anikhindi & Co., Cost Accountants, for the financial year ending 31st March, 2019 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolutions 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 under Section 148 of the Companies Act, 2013, to conduct the audit of the Cost Records of the Company for the financial year ending 31st March, 2019, at the remuneration of Rs. 1,00,000/- (Rupees One Lakh Only) plus applicable taxes, be and is hereby approved.

   **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. 27891**

Place: Mumbai
Date : 26th May, 2018

## 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 19th September, 2018 to 29th September, 2018 (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 Business Solutions Limited.
8. The Company has transferred the amount of unpaid or unclaimed dividends in terms of provision of Section 205C of the Companies Act, 1956, from time to time on due dates, to 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 the 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 Business Solutions Limited.
11. A Route Map showing directions to reach the Venue of the 32nd Annual General Meeting is given at the end.
12. Members who wish to obtain information concerning the 32nd Annual Report of the Company may send their queries at least 7 (Seven) days before the date of Meeting, to 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 Business Solutions 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 Business Solutions 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 Hari Prasad Siotia** |
|---|---|
| Date of Birth | 3rd May, 1934 |
| Date of Appointment | 16.02.1987 |
| Qualification | B. Com |
| Expertise in Specific funtional area and years | More than 5 decades of rich experience in the field of cotton and yarn trading and manufacturing activities of cotton spinning. |
| List of other Directorship held | PBM Polytex Limited<br>Patodia Syntex Limited<br>Shree Janardana Mills Limited<br>Eurospin Industries Limited<br>Mercury Gems Private Limited<br>Eurotex Niggeler Kupfer Industries Private Limited |
| Chairman/Member of the Committees of the Board of Directors of the Company | Chairman of Stakeholders Relationship Committee<br>Member of Audit Committee &<br>Nomination & Remuneration Committee |
| Chairman/Member of of the Committee(s) of Board of Directors of other Companies in which he is a Director | Chairman of Stakeholders Relationship Committee of PBM Polytex Limited<br>Member of Audit Committee & Nomination & Remuneration Committee of PBM Polytex Limited |
| Shareholding in the Company | 42218 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 Resolutions 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 26th September, 2018 (9:00 A.M.) and ends on 28th September, 2018 (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 22nd September, 2018. 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. 22nd September, 2018, 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 Polling Paper.

# PROCEDURE FOR REMOTE E-VOTING

(i) The voting period begins on 26th September, 2018 (9:00 A.M.) and ends on 28th September, 2018 (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. 22nd September, 2018, 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<br>(Applicable for both Demat Shareholders as well as Physical Shareholders)·<br>● 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.<br>● 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.<br>● 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. The Board will appoint an Independent Scrutinizer to scrutinize the Voting and Remote e-Voting process in a fair and transparent manner.

20. Members may also note that the Notice of 32nd Annual General Meeting and the Annual Report for the financial year 2017-18 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**.

By Order of the Board

Place: Mumbai
Date : 26th May, 2018

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

**Rahul Rawat**
Company Secretary
**M.No. 27891**

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

### ITEM NO. 3

The Board, on the recommendation of the Audit Committee, has approved the appointment 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, 2019.

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.3 of the Notice for approval of the remuneration payable to the Cost Auditor for the financial year ending 31st March, 2019.

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.3 of the Notice.

The Board recommends the Ordinary Resolution set out in Item No.3 of the Notice for approval of the shareholders.

By Order of the Board

Place: Mumbai
Date : 26th May, 2018

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

**Rahul Rawat**
Company Secretary
**M.No. 27891**

# DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present their 32nd Annual Report on the affairs of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2018.

| | **2017-18 (₹ in lakhs)** | 2016-17 (₹ in lakhs) |
|---|---|---|
| **FINANCIAL RESULTS** | | |
| Profit before Finance Cost, Depreciation, Tax | **(409.88)** | (102.96) |
| Finance Costs | **719.82** | 678.78 |
| Profit/(Loss) before Depreciation | **(1,129.70)** | (781.74) |
| Depreciation | **398.46** | 419.73 |
| | **(1,528.16)** | (1,201.47) |
| Provision for Income Tax | **–** | – |
| Prior Years' Tax Expense (Net) | **10.76** | – |
| Deferred Tax Assets | **100.21** | 33.46 |
| Profit/(Loss) for the year | **(1,417.19)** | (1,168.01) |
| Balance brought forward from previous year | **(533.61)** | 634.40 |
| **Balance Carried to Balance Sheet** | **(1,950.80)** | (533.61) |

## PERFORMANCE REVIEW

During the year revenue from the operations of the Company is Rs.25,205.16 Lakhs as compared to Rs.18,862.91 Lakhs in the previous year. The operating loss of the Company is Rs.409.88 Lakhs as against operating loss of Rs.102.96 Lakhs in the previous year. The loss after finance cost and depreciation is Rs.1,528.16 Lakhs as against the loss of Rs.1,201.47 Lakhs in the previous year.

## AWARD

The Directors are pleased to inform you that the Company received during the year, First Award for the Best Export Performance for the year 2015-16 in Textiles (LSI) from Government of Maharashtra.

## DIVIDEND

The Board has decided not to recommend any dividend for the financial year 2017-18.

## SHARE CAPITAL

The paid up Equity Share Capital as on 31st March, 2018 was Rs.8,74,98,650.

## 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 Hari Prasad Siotia (DIN: 00015103) 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, 2018, 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, 2018 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, four 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

The Statutory Auditors M/s. SVP & Associates, Chartered Accountants (Firm's Reg. No. 003838N), were appointed as the Statutory Auditors for a term of five years commencing from 31st Annual General Meeting of the Company till the conclusion of 36th Annual General Meeting of the Company. The first proviso to Section 139 of the Companies Act, 2013, which mandated the ratification of the appointment of Statutory Auditors at every subsequent Annual General Meeting, has been omitted by the Companies (Amendment) Act, 2017 and the same was notified vide notification dated 7th May, 2018. Hence, ratification of the appointment of Statutory Auditors is not placed to the shareholders.

### 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 2018-19.

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 approval.

### 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 2018-19.

## 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, 2018 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 2017-18 as required under Section 204 of the Companies Act, 2013 and the Rules thereunder. The Secretarial Audit Report for the financial year 2017-18 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. SVP & Associates, 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 Section 178 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.

## 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 i.e. www.eurotexgroup.com

## 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 | 31.57 |
| Shri Narayan Patodia | 16.14 |
| Shri Rajiv Patodia | 14.03 |

**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:**

1.27%

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

1000 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 **1.59%** in the salaries of employees.

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 Deposits) 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, 2018 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 Employees, Customers, Agents, Suppliers, Investors and Lending Bankers.

On behalf of the Board

**K. K. PATODIA**
*Chairman*
*and Managing Director*

Place : Mumbai
Date : 26th May, 2018

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. Installation of 18W LED tubes inside the departments.
2. Optimizing utilization of OHTC on Ring frames by installing new PLC.
3. Humidification Plants - Air volume optimized.
4. Optimizing suction pressure in VXL of cards LC 300 A V3.
5. Use of cogged V belts in speed frames and TFO machines.
6. Optimizing cop content in Ring frames.
7. Noil waste suction pressure for combers in plant 2 is optimized.
8. Installation of LED tubes inside the Utility area in P2 24 tubes.

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

We have Captive Power Plant 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. Installation of 18W LED tubes inside the departments: Rs.7.00 Lakhs.
2. Installation of LED tubes inside the Utility area in P2 24 tubes: Rs.0.13 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 | **1130.89** |
| ii) Expenditure in Foreign Currency | **213.75** |
| iii) Foreign Exchange Earned | **13,048.42** |

On behalf of the Board

**K. K. PATODIA**
*Chairman*
*and Managing Director*

Place : Mumbai
Date : 26th May, 2018

# ANNEXURE "B" TO THE DIRECTORS' REPORT

## FORM NO. MR-3

## SECRETARIAL AUDIT REPORT

### FOR THE YEAR ENDED 31ST MARCH, 2018

[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, 2018** 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, 2018** 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; 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).

ii. The Listing Agreement entered into by the Company with National Stock Exchange of India Ltd. (NSE) and Bombay Stock Exchange Limited (BSE) read with the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 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, Goods and Service Tax Act and Custom Act, 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 the Company has obtained consent of the Members of the Company through Postal Ballot by way of Special Resolution for Re-appointment of Shri Krishan Kumar Patodia as Managing Directors and Rajiv Patodia as Whole Time Director of the Company.

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.**

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

Place: Mumbai
Date : 26th May, 2018

# ANNEXURE - I

**List of documents verified**

1. Memorandum & Articles of Association of the Company.
2. Annual Report for the financial year ended 31st March, 2017.
3. Minutes of the Meetings of the Board of Directors, Independant Directors, Audit Committee and 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.

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

T-4, MIDC, Kagal Hatkanangale,
Kolhapur - 416234. Maharashtra.

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

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

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

Place: Mumbai
Date : 26th May, 2018

# ANNEXURE "D" TO THE DIRECTORS' REPORT

**FORM NO. MGT - 9**

## EXTRACT OF ANNUAL RETURN

**As on the Financial Year ended 31st March, 2018**

[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 Business Solutions Limited<br>Plot No. B-5, Part B, Cross Lane, MIDC,<br>Marol, Andheri (East), Mumbai – 400 093.<br>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 (Manufacturing) | 13111 | 67.27 |
| 2 | Cotton Yarn (Trading Division) | 13111 | 22.17 |

## 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 | 255826 | 11367 | 267193 | 3.0537 | 487014 | 11367 | 498381 | 5.6959 | 2.6422 |

| *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 | 1257207 | 404692 | 1661899 | 18.9934 | 1138438 | 389930 | 1528368 | 17.4673 | (1.5261) |
| ii) Individual Shareholders holding nominal share capital in excess of Rs. 1 lakh | 494922 | - | 494922 | 5.6563 | 447184 | - | 447184 | 5.1108 | (0.5455) |
| **c) Non Residents** | | | | | | | | | |
| i) NRI Rep | 57613 | 808 | 58421 | 0.6677 | 9149 | 808 | 9957 | 0.1138 | (0.5539) |
| ii) NRI Non-Rep | 2123 | - | 2123 | 0.0243 | 668 | - | 668 | 0.0076 | (0.0167) |
| iii) Foreign Bodies | - | - | - | - | - | - | - | - | - |
| iv) NRI/OCBs | - | - | - | - | - | - | - | - | - |
| v) Foreign Bodies | - | - | - | - | - | - | - | - | - |
| vi) Foreign Nationals | - | - | - | - | - | - | - | - | - |
| vii) Any Other | - | - | - | - | - | - | - | - | - |
| **Sub-Total (B)(2):** | **2067691** | **416867** | **2484558** | **28.3954** | **2082453** | **402105** | **2484558** | **28.3954** | **-** |
| **Total Public Shareholding(B)= (B)(1)+(B)(2)** | **2112441** | **425797** | **2538238** | **29.0089** | **2127203** | **411035** | **2538238** | **29.0089** | **-** |
| **C. SHARES HELD BY CUSTODIAN FOR GDRS & ADRS** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** |
| **Grand Total (A+B+C)** | **8324068** | **425797** | **8749865** | **100** | **8338830** | **411035** | **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 | 157498 | 1.8000 | 157498 | 1.8000 |
| | Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc): | -6000 (21.04.2017) | -0.0686 | 151498 | 1.7314 |
| | | -11598 (28.04.2017) | -0.1326 | 139900 | 1.5989 |
| | | -5000 (05.05.2017) | -0.0571 | 134900 | 1.5417 |
| | | -5000 (12.05.2017) | -0.0571 | 129900 | 1.4846 |
| | | -8148 (16.06.2017) | -0.0931 | 121752 | 1.3915 |
| | | -3850 (01.09.2017) | -0.0440 | 117902 | 1.3475 |

| 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 |
| | | 1275 (24.11.2017) | 0.0146 | 119177 | 1.3620 |
| | | 678 (15.12.2017) | 0.0077 | 119855 | 1.3698 |
| | | -152 (09.03.2018) | -0.0017 | 119703 | 1.3681 |
| | | -1999 (23.03.2018) | -0.0228 | 117704 | 1.3452 |
| | At the end of the year | 0 | 0.0000 | 117704 | 1.3452 |
| **2.** | **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): | -6624 (26.05.2017) | -0.0757 | 43830 | 0.5009 |
| | | -40990 (01.12.2017) | -0.4685 | 2840 | 0.0325 |
| | At the end of the year | 0 | 0.0000 | 2840 | 0.0325 |
| **3.** | **Supriya Punit Agarwal** | | | | |
| | At the beginning of the year | 49639 | 0.5673 | 49639 | 0.5673 |
| | 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 | 0 | 0.0000 | 49639 | 0.5673 |
| **4.** | **Subramanian P.** | | | | |
| | At the beginning of the year | 46894 | 0.5359 | 46894 | 0.5359 |
| | 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 | 0 | 0.0000 | 46894 | 0.5359 |

| 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.** | **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 | 0 | 0.0000 | 44650 | 0.5102 |
| **6.** | **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 | 0 | 0.0000 | 41400 | 0.4731 |
| **7.** | **J. M. Financial Services Limited** | | | | |
| | At the beginning of the year | 58814 | 0.6721 | 58814 | 0.6721 |
| | Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc): | 17928 (07.04.2017)<br>-10465 (14.04.2017)<br>-26318 21.04.2017)<br>-13287 (28.04.2017)<br>924 (05.05.2017)<br>-138 (12.05.2017)<br>18815 (19.05.2017)<br>74433 (26.05.2017) | 0.2048<br>-0.1196<br>-0.3008<br>-0.1519<br>0.0106<br>-0.0016<br>0.2150<br>0.8507 | 76742<br>66277<br>39959<br>26672<br>27596<br>27458<br>46273<br>120706 | 0.8769<br>0.7575<br>0.4567<br>0.3048<br>0.3154<br>0.3138<br>0.5288<br>1.3795 |

| 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 |
| | | 6154 (02.06.2017) | 0.0703 | 126860 | 1.4499 |
| | | -3104 (09.06.2017) | -0.0355 | 123756 | 1.4144 |
| | | 21004 (16.06.2017) | 0.2400 | 144760 | 1.6544 |
| | | -23278 (23.06.2017) | -0.2660 | 121482 | 1.3884 |
| | | -11568 (30.06.2017) | -0.1322 | 109914 | 1.2562 |
| | | -8288 (07.07.2017) | -0.0947 | 101626 | 1.1615 |
| | | -2 (14.07.2017) | 0.0000 | 101624 | 1.1614 |
| | | -2279 (28.07.2017) | -0.0260 | 99345 | 1.1354 |
| | | 15371 (04.08.2017) | 0.1757 | 114716 | 1.3111 |
| | | 5094 (11.08.2017) | 0.0582 | 119810 | 1.3693 |
| | | -2410 (18.08.2017) | -0.0275 | 117400 | 1.3417 |
| | | 3080 (25.08.2017) | 0.0352 | 120480 | 1.3769 |
| | | -1186 (01.09.2017) | -0.0136 | 119294 | 1.3634 |
| | | 32449 (08.09.2017) | 0.3709 | 151743 | 1.7342 |
| | | 3087 (13.09.2017) | 0.0353 | 154830 | 1.7695 |
| | | -4558 (22.09.2017) | -0.0521 | 150272 | 1.7174 |
| | | 1623 (29.09.2017) | 0.0185 | 151895 | 1.7360 |
| | | 903 (06.10.2017) | 0.0103 | 152798 | 1.7463 |
| | | 13647 (13.10.2017) | 0.1560 | 166445 | 1.9023 |
| | | 517 (20.10.2017) | 0.0059 | 166962 | 1.9082 |
| | | 3481 (27.10.2017) | 0.0398 | 170443 | 1.9480 |
| | | 1433 (31.10.2017) | 0.0164 | 171876 | 1.9643 |

| 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 |
| | | 1961 (03.11.2017) | 0.0224 | 173837 | 1.9867 |
| | | -4405 (10.11.2017) | -0.0503 | 169432 | 1.9364 |
| | | -6116 (17.11.2017) | -0.0699 | 163316 | 1.8665 |
| | | -2500 (24.11.2017) | -0.0286 | 160816 | 1.8379 |
| | | -3147 (01.12.2017) | -0.0360 | 157669 | 1.8010 |
| | | -3916 (15.12.2017) | -0.0448 | 153753 | 1.7572 |
| | | -1084 (05.01.2018) | 0.0124 | 152669 | 1.7448 |
| | | 1639 (12.01.2018) | 0.0187 | 154308 | 1.7635 |
| | | -1639 (19.01.2018) | -0.0187 | 152669 | 1.7448 |
| | | 1500 (09.02.2018) | 0.0171 | 154169 | 1.7620 |
| | | -1500 (02.03.2018) | -0.0171 | 152669 | 1.7448 |
| | | 1500 (09.03.2018) | 0.0171 | 154169 | 1.7620 |
| | | -147387 (16.03.2018) | -1.6844 | 6782 | 0.0775 |
| | | 1120 (23.03.2018) | 0.0128 | 7902 | 0.0903 |
| | | 43988 (30.03.2018) | 0.5027 | 51890 | 0.5930 |
| | | -4000 (31.03.2018) | -0.0457 | 47890 | 0.5473 |
| | At the end of the year | 0 | 0.0000 | 47890 | 0.5473 |
| **8.** | **Raviraj Developers Limited** | | | | |
| | At the beginning of the year | 35857 | 0.4098 | 35857 | 0.4098 |
| | Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc): | 7899 (21.04.2017) | 0.0903 | 43756 | 0.5001 |
| | | 4786 (28.04.2017) | 0.0547 | 48542 | 0.5548 |
| | | 5382 (05.05.2017) | 0.0615 | 53924 | 0.6163 |

| 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 |
| | | -702 (12.05.2017) | -0.0080 | 53222 | 0.6083 |
| | | 2958 (19.05.2017) | 0.0338 | 56180 | 0.6421 |
| | | 4570 (26.05.2017) | 0.0522 | 60750 | 0.6943 |
| | | 484 (02.06.2017) | 0.0055 | 61234 | 0.6998 |
| | | 17439 (09.06.2017) | 0.1993 | 78673 | 0.8991 |
| | | 3452 (09.06.2017) | 0.0395 | 82125 | 0.9386 |
| | | 11568 (30.06.2017) | 0.1322 | 93693 | 1.0708 |
| | | 8290 (07.07.2017) | 0.0947 | 101983 | 1.1655 |
| | | 2 (14.07.2017) | 0.0000 | 101985 | 1.1656 |
| | | 2410 (18.08.2017) | 0.0275 | 104395 | 1.1931 |
| | | 1333 (25.08.2017) | 0.0152 | 105728 | 1.2083 |
| | | 3080 (01.09.2017) | 0.0352 | 108808 | 1.2435 |
| | | 200 (13.09.2017) | 0.0023 | 109008 | 1.2458 |
| | | 609 (13.10.2017) | 0.0070 | 109617 | 1.2528 |
| | | 2564 (20.10.2017) | 0.0293 | 112181 | 1.2821 |
| | | 1639 (31.10.2017) | 0.0187 | 113820 | 1.3008 |
| | | 1552 (10.11.2017) | 0.0177 | 115372 | 1.3186 |
| | | 8047 (17.11.2017) | 0.0920 | 123419 | 1.4105 |

| 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 |
| | | 5000 (15.12.2017) | 0.0571 | 128419 | 1.4677 |
| | | 1084 (05.01.2018) | 0.0124 | 129503 | 1.4801 |
| | | 6369 (12.01.2018) | 0.0728 | 135872 | 1.5528 |
| | At the end of the year | 0 | 0.0000 | 135872 | 1.5528 |
| **9.** | **Sunita Santosh Goenka** | | | | |
| | At the beginning of the year | 33202 | 0.3794 | 33202 | 0.3794 |
| | 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 | 0 | 0.0000 | 33202 | 0.3794 |
| **10.** | **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 | 0 | 0.0000 | 29100 | 0.3326 |
| **11.** | **Enrich Consulting Private Limited** | | | | |
| | 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): | 80000 (23.03.2018) | 0.9143 | 80000 | 0.9143 |
| | At the end of the year | 0 | 0.0000 | 80000 | 0.9143 |

| 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 |
| **12.** | **Sambhu Contractors Private Limited** | | | | |
| | 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): | 45292 (30.03.2018) | 0.5176 | 45292 | 0.5176 |
| | At the end of the year | 0 | 0.0000 | 45292 | 0.5176 |
| **13.** | **Atrun Fiscal Private Limited** | | | | |
| | At the beginning of the year | 3835 | 0.044 | 3835 | 0.044 |
| | Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc): | 625 (07.04.2017)<br>4099 (14.04.2017)<br>3448 (21.04.2017)<br>5395 (05.05.2017)<br>7119 (12.05.2017)<br>1050 (16.06.2017)<br>199 (27.10.2017)<br>5880 (10.11.2017)<br>1000 (24.11.2017)<br>1639 (19.01.2018) | 0.0071<br>0.0468<br>0.0394<br>0.0617<br>0.0814<br>0.0120<br>0.0023<br>0.0672<br>0.0114<br>0.0187 | 4460<br>8559<br>12007<br>17402<br>24521<br>25571<br>25770<br>31650<br>32650<br>34289 | 0.0510<br>0.0978<br>0.1372<br>0.1989<br>0.2802<br>0.2922<br>0.2945<br>0.3617<br>0.3731<br>0.3919 |
| | At the end of the year | 0 | 0.0000 | 34289 | 0.3919 |

**(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 | 0 | 0.0000 | 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 | 0 | 0.0000 | 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 | 0 | 0.0000 | 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 | 0 | 0.0000 | 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 | 0 | 0.0000 | 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 | 0 | 0.0000 | 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 | 0 | 0.0000 | 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 | 0 | 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 | 0 | 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 | Unsecured Loans NCNCR Pref. Shares | Deposits | Total Indebtedness |
|---|---|---|---|---|---|
| Indebtedness at the beginning 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 | 500.00 | - | 703.00 |
| ii) Interest due but not paid | - | - | - | - | - |
| iii) Interest accrued but not due | 7.66 | 12.05 | 9.54 | - | 29.25 |
| **Total (i+ii+iii)** | **3656.96** | **215.05** | **509.54** | **-** | **4681.55** |
| Change in Indebtedness during the financial year | | | | | |
| **Addition** | | | | | |
| Term Loans | - | - | - | - | - |
| Vehicle Loans | - | - | - | - | - |
| Working Capital Facilities | 681.97 | - | - | - | 681.97 |
| Unsecured Loans | - | - | - | - | - |
| Interest accrued but not due | 23.42 | 11.35 | 29.99 | - | 64.76 |
| **Reduction** | | | | | |
| Term Loans | 72.00 | - | - | - | 72.00 |
| Vehicle Loans | 5.78 | - | - | - | 5.78 |
| Working Capital Facilities | - | - | - | - | - |
| Unsecured Loans | - | - | - | - | - |
| Interest accrued but not due | 7.66 | - | - | - | 7.66 |
| **Net Change** | **619.95** | **11.35** | **29.99** | **-** | **661.29** |
| Indebtedness at the end of the financial year | | | | | |
| i) Principal Amount | | | | | |
| Term Loans | 188.00 | - | - | - | 188.00 |
| Vehicle Loans | 6.66 | - | - | - | 6.66 |
| Working Capital Facilities | 4358.83 | - | - | - | 4358.83 |
| Unsecured Loans | - | 203.00 | 500.00 | - | 703.00 |
| ii) Interest due but not paid | - | - | - | - | - |
| iii) Interest accrued but not due | 23.42 | 23.40 | 39.53 | - | 86.35 |
| **Total (i+ii+iii)** | **4576.91** | **226.40** | **539.53** | **-** | **5342.84** |

## 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 | 31.37 | 11.78 | 14.28 | 57.43 |
| | (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)** | **52.37** | **26.78** | **23.28** | **102.43** |

**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** |

**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 | - | 5.92 | - | 5.92 |
| | (b) Value of Perquisites u/s 17(2) of the Income Tax Act, 1961 | - | 1.13 | - | 1.13 |
| | (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** | **-** | **7.05** | **-** | **7.05** |

## 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 : 26th May, 2018

**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 : 26th May, 2018

## 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, 2018 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 : 26th May, 2018

## 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 performances are already elaborated in the Directors' Report.

**g) Development in Human Resources / Industrial Relations Front:**

The Company continued its endeavor in maintaining peace and harmony at all levels of employment in the organization in the year under review.

**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 : 26th May, 2018

## 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, Rules made thereunder and Listing Agreements entered with Stock Exchanges.

**(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, Rules made thereunder and Listing Agreements entered with Stock Exchanges.

**(C) Senior Executives:**

Senior Executives 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 : 26th May, 2018

# 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) Regulations, 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 corner stone 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 posted at 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, two Non-Executive Directors and five Independent Directors.

| **Name of the Director** | ***Position*** |
|---|---|
| **Executive Directors** | |
| Shri Krishan Kumar Patodia | *Chairman and Managing Director* |
| Shri Narayan Patodia | *Managing Director* |
| Shri Rajiv Patodia | *Executive Director and CFO* |
| **Non Executive Directors** | |
| Shri H. P. Siotia | |
| Shri Gopal Patodia | |
| **Independent Directors** | |
| 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 and Nomination & Remuneration Committee Meeting.
- Matters relating to Foreign Exchange Exposure.

### B. Board Meetings and Attendance

During the financial year 2017-18, four Board Meetings were

held on 20th May, 2017, 12th August, 2017, 9th December, 2017 & 10th February, 2018. 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 | Chairman |
|---|---|---|---|---|---|
| Shri K. K. Patodia Chairman & Managing Director | 4 | No | 10 | 2 | 1 |
| Shri H. P. Siotia | 4 | Yes | 6 | 3 | 1 |
| Shri Gopal Patodia | 1 | No | 7 | 2 | – |
| Shri Narayan Patodia Managing Director | 2 | No | 5 | – | – |
| Shri Rajiv Patodia Executive Director | 3 | Yes | 6 | – | – |
| Shri V. K. Gupta | 3 | Yes | – | – | – |
| Shri D. K. Patel | 3 | Yes | 7 | 12 | 8 |
| Shri P. P. Dundh | 4 | No | 2 | – | – |
| Shri M. L. Bagaria | 4 | No | 2 | – | – |
| Smt. Hema Thakur | 4 | Yes | 2 | 3 | 1 |

No. of Shares held by Non-Executive Directors:

- Shri H. P. Siotia - 42,218 Shares
- Shri Gopal Patodia - 195 Shares

### 3. AUDIT COMMITTEE

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

**CHAIRMAN: Shri V. K. Gupta**

The terms of reference of Audit Committee inter alia are as follows:

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.

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 2017-18. These meetings were held on 20th May, 2017, 12th August, 2017, 9th December, 2017 and 10th February, 2018.

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 | 4 |

**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**

The terms of reference of Nomination and Remuneration Committee inter alia are as follows:

a. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and Other Employees;

b. Formulation of criteria for evaluation of Directors and the Board;

c. Devising a policy on Board diversity;

d. Identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down and recommend to the Board their appointment and removal. The Company shall disclose the remuneration policy and the evaluation criteria in the Annual Report.

During the financial year 2017-18, two Nomination & Remuneration Committee Meeting were held on 20th May, 2017 and 9th December, 2017. The Company Secretary acts as the Secretary to the Committee. Details of attendance at the Nomination & Remuneration Committee are as follows:

| Name of the Member | No. of Meeting Attended |
|---|---|
| Shri M. L. Bagaria | 2 |
| Shri H. P. Siotia | 2 |
| Shri P. P. Dundh | 2 |
| 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 Executive & Independent 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)Sitting Fees paid to Non-Executive & Independent Directors for the year ended 31st March, 2018:**

The Non-Executive & Independent 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, 2018 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 | 28,000/- | 28,000/- | 14,000/- |
| 2. | Shri Gopal Patodia | 7,000/- | – | – |
| 3. | Shri D. K. Patel | 21,000/- | – | 7,000/- |
| 4. | Shri V. K. Gupta | 21,000/- | 21,000/- | – |
| 5. | Shri P. P. Dundh | 28,000/- | 28,000/- | 14,000/- |
| 6. | Shri M. L. Bagaria | 28,000/- | 28,000/- | 14,000/- |
| 7. | Smt. Hema Thakur | 28,000/- | – | – |

**(c) Remuneration paid to Executive Directors for the year ended 31st March, 2018 :**

| 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.) | 31,37,974 | 11,78,240 | 14,27,520 |
| Appointment valid upto | 20/05/2021 | 20/05/2021 | 20/05/2021 |
| Stock Option Details | – | – | – |

**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 2017-18, four meetings were held on 19th May, 2017, 11th August, 2017, 8th December, 2017 and 9th February, 2018.

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

Total number of investor complaints received and resolved during the year is One.

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 |
|---|---|---|---|---|
| 2017 | AGM | "The Residence" An Apartment Hotel Saki Vihar Road, Before Nitie, Powai, Mumbai-400 087 | 23.09.17 9:00 AM | No Special Resolution was passed in the Meeting. |
| 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. |

## Special Resolution passed through Postal Ballot:

a) During the year, the members have approved the following matters by passing a Special Resolutions through Postal Ballot Notice dt. 09th December, 2017:

1. To Re-appoint Shri Krishan Kumar Patodia as Managing Director of the Company for a period of 3 Years w.e.f. 21st May, 2018.

| **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 | 6211627 | 18800 | 0.3027 | 18800 | 0 | 100 | 0 |
| | Postal Ballot | | 6026792 | 97.0244 | 6026792 | 0 | 100 | 0 |
| | **Total** | **6211627** | **6045592** | **97.3270** | **6045592** | **0** | **100** | **0** |
| Public- Institutions | E-Voting | 53680 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Total** | **53680** | **0** | **0** | **0** | **0** | **0** | **0** |
| Public - Non Institutions | E-Voting | 2484558 | 2020 | 0.0813 | 1140 | 880 | 56.4356 | 43.5644 |
| | Postal Ballot | | 15816 | 0.6366 | 13745 | 2071 | 86.9057 | 13.0943 |
| | **Total** | **2484558** | **17836** | **0.7179** | **14885** | **2951** | **83.4548** | **16.5452** |
| **Total** | | **8749865** | **6063428** | **69.2974** | **6060477** | **2951** | **99.9513** | **0.0487** |

2. To Re-appoint Shri Narayan Patodia as Managing Director of the Company for a period of 3 Years w.e.f. 21st May, 2018.

| **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 | | 18800 | 0.3027 | 18800 | 0 | 100 | 0 |
| | Postal Ballot | 6211627 | 6026792 | 97.0244 | 6026792 | 0 | 100 | 0 |
| | **Total** | **6211627** | **6045592** | **97.3270** | **6045592** | **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 | | 2020 | 0.0813 | 1140 | 880 | 56.4356 | 43.5644 |
| | Postal Ballot | 2484558 | 15816 | 0.6366 | 13745 | 2071 | 86.9057 | 13.0943 |
| | **Total** | **2484558** | **17836** | **0.7179** | **14885** | **2951** | **83.4548** | **16.5452** |
| **Total** | | **8749865** | **6063428** | **69.2974** | **6060477** | **2951** | **99.9513** | **0.0487** |

3. To Re-appoint Shri Rajiv Patodia as Executive Director of the Company for a period of 3 Years w.e.f. 21st May, 2018.

| **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 | | 18800 | 0.3027 | 18800 | 0 | 100 | 0 |
| | Postal Ballot | 6211627 | 6026792 | 97.0244 | 6026792 | 0 | 100 | 0 |
| | **Total** | **6211627** | **6045592** | **97.3270** | **6045592** | **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 | | 2020 | 0.0813 | 1140 | 880 | 56.4356 | 43.5644 |
| | Postal Ballot | 2484558 | 15816 | 0.6366 | 13745 | 2071 | 86.9057 | 13.0943 |
| | **Total** | **2484558** | **17836** | **0.7179** | **14885** | **2951** | **83.4548** | **16.5452** |
| **Total** | | **8749865** | **6063428** | **69.2974** | **6060477** | **2951** | **99.9513** | **0.0487** |

b) Person who conducted the Postal Ballot Exercise: Dr. S. K. Jain, Practicing Company Secretary, 11, Friends Union Premises Co-operative Society Ltd., 2nd Floor, 227, P. D'Mello Road, Beside Manama Hotel, Mumbai - 400 001.

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 10th February, 2018 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. 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.

## 10. SHAREHOLDERS' INFORMATION

1. Annual General Meeting:
   - Day, Date and Time : Saturday, 29th September, 2018 at 9:00 a.m.
   - Venue : 'The Residence' An Apartment Hotel Saki Vihar Road, Before Nitie, Powai, Mumbai - 400 087.

2. Financial Calendar (tentative)

| | |
|---|---|
| Annual General Meeting: | 29th September, 2018 |
| Results for quarter ending 30th June, 2018: | Second week of August, 2018 |
| Results for quarter ending 30th September, 2018: | Second week of November, 2018 |
| Results for quarter ending 31st December, 2018: | Second week of February, 2019 |
| Results for year ending 31st March, 2019: | Last week of May, 2019 |

3. Book closure Date : 19th September, 2018 to 29th September, 2018 (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 2018-19 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, 2017 | 46.35 | 33.90 |
| May, 2017 | 49.90 | 39.35 |
| June, 2017 | 49.00 | 36.80 |
| July, 2017 | 51.00 | 38.75 |
| August, 2017 | 45.85 | 31.85 |
| September, 2017 | 40.80 | 31.45 |
| October, 2017 | 41.70 | 34.05 |
| November, 2017 | 42.80 | 36.15 |
| December, 2017 | 39.50 | 33.00 |
| January, 2018 | 40.85 | 31.40 |
| February, 2018 | 41.20 | 31.20 |
| March, 2018 | 41.85 | 31.05 |

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

| Year | High | Low |
|---|---|---|
| April, 2017 | 43.50 | 33.20 |
| May, 2017 | 49.55 | 39.00 |
| June, 2017 | 47.95 | 38.00 |
| July, 2017 | 44.95 | 35.00 |
| August, 2017 | 43.90 | 35.25 |
| September, 2017 | 40.95 | 33.80 |
| October, 2017 | 40.75 | 33.40 |
| November, 2017 | 43.45 | 35.40 |
| December, 2017 | 39.85 | 33.00 |
| January, 2018 | 41.25 | 33.25 |
| February, 2018 | 39.75 | 31.15 |
| March, 2018 | 37.60 | 31.05 |

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 Business Solutions 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, 2018:

| No. of Equity Shares | No. of Shareholders | No. of Shares held | % of Share holding |
|---|---|---|---|
| Upto 500 | 5,994 | 7,60,593 | 8.69 |
| 501 to 1000 | 274 | 2,180,604 | 2.50 |
| 1001 to 2000 | 131 | 1,99,208 | 2.28 |
| 2001 to 3000 | 47 | 1,18,924 | 1.36 |
| 3001 to 4000 | 20 | 71,883 | 0.82 |
| 4001 to 5000 | 16 | 74,241 | 0.85 |
| 5001 to 10,000 | 30 | 2,18,738 | 2.50 |
| 10,001 to 50,000 | 26 | 6,69,064 | 7.65 |
| 50,001 and above | 7 | 64,18,610 | 73.36 |
| **Total** | **6545** | **87,49,865** | **100.00** |

13. Dematerialisation of shares and liquidity:
95.30% of total Equity Capital is held in dematerialised form with NSDL and CDSL as on 31st March, 2018.

14. Plant Locations : Plot E-23 and E-1, MIDC, Gokul Shirgaon, Taluka - Karveer, Kolhapur-416 234, Maharashtra. Plot T-4, MIDC, Kagal Hatkanangale 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

**11. OTHER 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.

(e) The Company has no subsidiary and hence there is no policy for deciding the 'Material Subsidiary'.

(f) The Company has not adopted any of the non-mandatory requirements given in the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

**12.** The Company has complied with with all the mandatory requirements as specified in sub para (2) to (10) of Part C of Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in the Corporate Governance report, to the extent applicable.

**13.** The Company has not adopted any of the non-mandatory requirements given in the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

For and on behalf of the Board of Directors

**K. K. PATODIA**
*Chairman and Managing Director*

Place : Mumbai
Date : 26th May, 2018

## AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

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

1. This certificate is issued in accordance with our engagement letter dated 25th September, 2017
2. This certificate contains details of compliance of conditions of Corporate Governance by EUROTEX INDUSTRIES & EXPORTS LIMITED ('the Company') for the year ended 31st March, 2018 as stipulated in Regulations 17-27, Clause (b) to (i)of Regulation 46 (2) to the extent applicable and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and pursuant to the Listing Agreement of the Company with Stock Exchanges.

**Management's Responsibility for compliance with the conditions of Listing Regulations**

3. The compliance with the terms and conditions contained in the Corporate Governance is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents.

**Auditor's Responsibility**

4. 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.
5. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31st March, 2018.
6. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India ("ICAI''). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC), Quality Control for firms that perform audits and reviews of historical financial information, and other assurance and related services engagements.

**Opinion**

8. In our opinion, and to the best of our information and according to explanations given to us, we certify that the Company has complied in all material respects with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Restriction on Use**

10. The certificate is addressed to and provided to the Members of the Company solely for the purpose to enable the Company to comply with requirement of aforesaid Regulations, and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

**For SVP & ASSOCIATES**
Chartered Accountants

**(YOGESH KUMAR SINGHANIA)**
*Partner*
*(M. No. 111473)*
*Firm Regn. No. 003838N*

Place : Mumbai
Date : 26th May, 2018

**EUROTEX INDUSTRIES AND EXPORTS LIMITED**

# INDEPENDENT AUDITOR'S REPORT

TO

THE MEMBERS OF

EUROTEX INDUSTRIES AND EXPORTS LIMITED

**Report on the Ind AS Financial Statements**

We have audited the accompanying Ind AS financial statements of **EUROTEX INDUSTRIES AND EXPORTS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

**Management's Responsibility for the Ind AS 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 Ind AS financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act and relevant rules thereunder. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS 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 Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS 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 Ind AS 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 Ind AS 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 Ind AS financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS 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 including the Ind AS, of the financial position of the Company as at 31st March, 2018 and its losses (including other comprehensive income), its cash flows and changes in equity for the year ended on that date.

**Other Matters**

Opening balances have been considered based on the audited financial statements prepared under previous Generally Accepted Accounting Practices (Previous GAAP) issued by the predecessor auditors whose un-qualified audit report dated 20th May, 2017 have been furnished to us. The differences arising from transition from previous GAAP to Ind AS have been derived from such audited financial statements.

**Report on Other Legal and Regulatory Requirements**

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 statement on the matters specified in paragraph 3 and 4 of the Order.

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 Ind AS Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid Ind AS financial statements comply with the Ind AS specified under Section 133 of the Act.

(e) On the basis of the written representations received from the directors as on 31st March, 2018 and

taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 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". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

(g) With respect to other matter to be included in the Auditor's Report in accordance with the 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 Ind AS financial statements - Refer Note No. 32.1

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

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

For **SVP & Associates**
Chartered Accountants
Firm Regn. No. 003838N

**(YOGESH KUMAR SINGHANIA)**
*Partner*
*(M. No. 111473)*

Place : Mumbai
Date : 26th May, 2018

# "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, 2018**

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 property, plant and equipment (fixed assets).

   b) The Company has a regular programme of physical verification of its property, plant and equipment (fixed assets) by which all assets are verified over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain property, plant and equipment (fixed assets) were physically verified by the management during the year. According to the information and explanations given to us, 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. As per the information and explanations given to us, discrepancies noticed on physical verification between the physical stocks and book records were not material.

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. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under Section 148(1) (d) of the Act, and are of the opinion that, prima facie, the prescribed accounts and cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

7. (a) According to the information and explanations given to us and on the basis of our examination of the records, the Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax,

sales-tax, goods and service 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 amounts 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, goods and service 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:

(₹ in Lakhs)

| 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 | 131.08 | Custom, Excise and Service Tax Appellate Tribunal (CESTAT) Mumbai |
| The Bombay Sales Tax Act, 1959/ Central Sales Tax Act, 1956 | Sales Tax | 2005-06<br>2006-07<br>2007-08 | 184.38<br>113.28<br>39.70 | Maharashtra Sales Tax Tribunal Mumbai. |

8. The Company has not defaulted in repayment of loans or borrowing to banks during the year. The Company has not taken any loans or borrowings from financial institution, 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, 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 case by the management.

11. According to the information and explanations given to us and based on our examination of the records, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Act.

12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, 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 Ind AS(Refer Note no. 32.5 to the standalone Ind AS Financial Statements).

14. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions of clause 3(xiv) of the Order are not applicable to the Company.

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.

16. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For **SVP & Associates**
Chartered Accountants
Firm Regn. No. 003838N

**(YOGESH KUMAR SINGHANIA)**
*Partner*
*(M. No. 111473)*

Place : Mumbai
Date : 26th May, 2018

# "ANNEXURE B"

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

We have audited the internal financial controls over financial reporting of EUROTEX INDUSTRIES AND EXPORTS LIMITED ("the Company") as of 31st March, 2018 in conjunction with our audit of the Ind AS 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 issued by ICAI and 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 an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

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

**Meaning of Internal Financial Controls Over Financial Reporting**

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

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

**Opinion**

In our opinion, the Company has broadly in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For **SVP & Associates**
Chartered Accountants
Firm Regn. No. 003838N

**(YOGESH KUMAR SINGHANIA)**
*Partner*
*(M. No. 111473)*

Place : Mumbai
Date : 26th May, 2018

**EUROTEX INDUSTRIES AND EXPORTS LIMITED**

# BALANCE SHEET

**As at 31st March, 2018**

| | Note No. | **As at 31st March, 2018** | As at 31st March, 2017 | As at 1st April, 2016 |
|---|---|---|---|---|
| | | **(₹ in Lakhs)** | (₹ in Lakhs) | (₹ in Lakhs) |
| **I ASSETS** | | | | |
| **1 NON-CURRENT ASSETS** | | | | |
| (a) Property, Plant and Equipment | 1 | **6,130.71** | 6,540.04 | 6,929.30 |
| (b) Capital Work-in-Progress | 2 | **0.46** | 5.23 | 5.18 |
| (c) Financial Assets | | | | |
| (i) Investments | 3 | **1,321.89** | 1,383.11 | 1,114.30 |
| (ii) Deposits | 4 | **368.03** | 371.45 | 370.90 |
| (d) Income Tax Assets (Net) | 5 | **19.35** | 13.89 | 9.66 |
| (e) Other Non-Current Assets | 6 | **440.28** | 470.19 | 512.05 |
| Total Non-Current Assets | | **8,280.72** | 8,783.91 | 8,941.39 |
| **2 CURRENT ASSETS** | | | | |
| (a) Inventories | 7 | **5,484.98** | 6,186.10 | 4,354.06 |
| (b) Financial Assets | | | | |
| (i) Trade Receivables | 8 | **1,082.22** | 1,294.51 | 907.89 |
| (ii) Cash and Cash Equivalents | 9 | **122.51** | 81.49 | 29.14 |
| (iii) Bank Balances other than (ii) above | 10 | **20.34** | 1.87 | 70.39 |
| (iv) Other Financial Assets | 11 | **24.38** | 111.44 | 47.06 |
| (c) Other Current Assets | 12 | **398.45** | 372.58 | 439.42 |
| Total Current Assets | | **7132.88** | 8,047.99 | 5,847.96 |
| **TOTAL ASSETS** | | **15,413.60** | 16,831.90 | 14,789.35 |
| **II EQUITY AND LIABILITIES** | | | | |
| **1 EQUITY** | | | | |
| (a) Equity Share Capital | 13 | **874.02** | 874.02 | 874.02 |
| (b) Other Equity | 14 | **3,285.67** | 4,734.10 | 5,660.77 |
| Total Equity | | **4,159.69** | 5,608.12 | 6,534.79 |
| **2 LIABILITY** | | | | |
| **NON-CURRENT LIABILITIES** | | | | |
| (a) Financial Liabilities | | | | |
| (i) Borrowings | 15 | **619.64** | 697.66 | 275.45 |
| (b) Deferred Tax Liabilities (Net) | 34(c) | **1,295.41** | 1,398.84 | 1,363.02 |
| Total Non-Current Liabilities | | **1,915.05** | 2,096.50 | 1,638.47 |
| **3 CURRENT LIABILITIES** | | | | |
| (a) Financial Liabilities | | | | |
| (i) Borrowings | 16 | **4,558.83** | 3,876.86 | 3,472.77 |
| (ii) Trade Payables | 17 | **3,050.39** | 3,415.12 | 1,952.06 |
| (iii) Other Financial Liabilities | 18 | **200.90** | 120.82 | 452.39 |
| (b) Other Current Liabilities | 20 | **1,221.86** | 1,465.67 | 483.72 |
| (c) Provisions | 19 | **306.88** | 248.81 | 255.15 |
| Total Current Liabilities | | **9,338.86** | 9,127.28 | 6,616.09 |
| **TOTAL EQUITY AND LIABILITIES** | | **15,413.60** | 16,831.90 | 14,789.35 |
| SIGNIFICANT ACCOUNTING POLICIES AND OTHER NOTES TO FINANCIAL STATEMENTS | 1 to 42 | | | |

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

As per our attached report of even date
**For SVP & ASSOCIATES**
*Chartered Accountants*

**(YOGESH KUMAR SINGHANIA)**
*Partner*
*(M. No. 111473)*
*(Firm Reg. No. 003838N)*

**RAHUL RAWAT**
*Company Secretary*

Mumbai, 26th May, 2018

| | | |
|---|---|---|
| **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, 26th May, 2018

# STATEMENT OF PROFIT AND LOSS

**For the year ended 31st March, 2018**

| | | Note No. | For the Year ended 31st March, 2018 (₹ in Lakhs) | For the Year ended 31st March, 2017 (₹ in Lakhs) |
|---|---|---|---|---|
| **I** | **REVENUE FROM OPERATIONS** | 21 | **25,205.16** | 18,862.91 |
| **II** | **OTHER INCOME** | 22 | **113.72** | 121.36 |
| **III** | **TOTAL INCOME** | | **25,318.88** | 18,984.27 |
| **IV** | **EXPENSES :** | | | |
| | Cost of Materials Consumed | 23 | **12,969.22** | 7,492.68 |
| | Purchase of Stock-in-Trade | 24 | **5,108.70** | 7,269.48 |
| | Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade | 25 | **638.41** | (740.21) |
| | Employee Benefits Expense | 26 | **2,350.53** | 1,718.11 |
| | Power and Fuel | 27 | **2,488.90** | 1,507.11 |
| | Finance Costs | 28 | **719.82** | 678.78 |
| | Depreciation and Amortisation Expense | 01 | **398.46** | 419.73 |
| | Other Expenses | 29 | **2,173.00** | 1,840.06 |
| | **TOTAL EXPENSES** | | **26,847.04** | 20,185.74 |
| **V** | **LOSS FOR THE YEAR BEFORE TAX** | | **(1,528.16)** | (1,201.47) |
| | **Tax Expenses:** | | | |
| | Deferred Tax charged / (credit) | | **(100.21)** | (33.46) |
| | Prior Years' Tax Adjustments | | **(10.76)** | – |
| | **Total Tax Expenses** | | **(110.97)** | (33.46) |
| **VI** | **LOSS FOR THE YEAR** | | **(1,417.19)** | (1,168.01) |
| **VII** | **OTHER COMPREHENSIVE INCOME** | | | |
| | (i) Items that will not be reclassified to Profit or Loss | | | |
| | (a) Remeasurement of the net defined benefit liabilities | | **26.76** | 41.81 |
| | (b) Equity Instruments fair valued through other comprehensive income | | **(61.22)** | 268.81 |
| | (ii) Income Tax relating to items that will not be reclassified to profit or loss | | **3.22** | (69.28) |
| | **TOTAL COMPREHENSIVE INCOME FOR THE YEAR** | | **(1,448.43)** | (926.67) |
| **VII** | **Earnings Per Share (face value of Rs.10 per equity share)** | | | |
| | **Basic and Diluted Earnings Per Share (Rs.)** | | **(16.20)** | (13.35) |

SIGNIFICANT ACCOUNTING POLICIES AND OTHER NOTES TO FINANCIAL STATEMENTS — 1 to 42

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

As per our attached report of even date
**For SVP & ASSOCIATES**
*Chartered Accountants*

**(YOGESH KUMAR SINGHANIA)**
*Partner*
*(M. No. 111473)*
*(Firm Reg. No. 003838N)*

**RAHUL RAWAT**
*Company Secretary*

Mumbai, 26th May, 2018

| | | |
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| **HEMA THAKUR** | ***DIN: 01363454*** | *Director* |

Mumbai, 26th May, 2018

**EUROTEX INDUSTRIES AND EXPORTS LIMITED**

# STATEMENT OF CASH FLOWS

**For the year ended 31st March, 2018**

(₹ in Lakhs)

| | | For the Year ended on 31st March, 2018 | For the Year ended on 31st March, 2017 |
|---|---|---|---|
| A. | **CASH FLOW FROM OPERATING ACTIVITIES :** | | |
| | Loss before Tax | **(1,528.16)** | (1,201.47) |
| | **Adjustments for:** | | |
| | - Depreciation and amortization Expense | **398.46** | 419.73 |
| | - Finance Costs | **721.14** | 708.45 |
| | - Interest Earned | **(31.32)** | (39.21) |
| | - Provisions no longer required written back | **(1.79)** | (54.72) |
| | - Loss on sale of Property, Plant and Equipment | **11.65** | 0.04 |
| | - Dividend earned | **(47.47)** | (47.47) |
| | - Remeasurement of the net defined benefit liabilities / (assets) | **26.76** | 41.81 |
| | **Operating Profit before working capital changes** | **(450.73)** | (172.84) |
| | **Adjustments for:** | | |
| | - Decrease/(Increase) in Trade and other receivables | **288.33** | (274.33) |
| | - Decrease/(Increase) in Inventories | **701.12** | (1,832.04) |
| | - Increase/(Decrease) inTrade and other payables | **(496.60)** | 2,150.37 |
| | Cash generated from operations | **42.12** | (128.84) |
| | Direct Taxes paid | **(5.46)** | (4.22) |
| | **NET CASH GENERATED FROM/(USED IN) OPERATING ACTIVITIES** | **36.66** | (133.06) |
| B. | **CASH FLOW FROM INVESTING ACTIVITIES:** | | |
| | - Purchase of property, plant and equipment | **(20.80)** | (30.64) |
| | -Sale of property, plant and equipment | **36.44** | 0.11 |
| | - Interest Received | **31.32** | 39.21 |
| | - Dividend Received | **47.47** | 47.47 |
| | **NET CASH GENERATED FROM INVESTING ACTIVITIES** | **94.43** | 56.15 |
| C. | **CASH FLOW FROM FINANCING ACTIVITIES :** | | |
| | - Preference Shares Issued | **–** | 500.00 |
| | - (Repayment) of Long-Term Borrowings (Net) | **(78.02)** | (77.79) |
| | - (Repayment)/Proceeds of Short-Term Borrowings (Net) | **681.97** | 404.10 |
| | - Finance costs paid | **(694.02)** | (697.05) |
| | **NET CASH GENERATED FROM/(USED IN) FINANCING ACTIVITIES** | **(90.07)** | 129.26 |
| | **NET INCREASE IN CASH AND CASH EQUIVALENTS** | **41.02** | 52.35 |
| | Cash and cash equivalents at the beginning of the year | **81.49** | 29.14 |
| | Cash and cash equivalents at the end of the year | **122.51** | 81.49 |

Notes referred to above form an integral part of the financial statements

As per our attached report of even date
**For SVP & ASSOCIATES**
*Chartered Accountants*

**(YOGESH KUMAR SINGHANIA)**
*Partner*
*(M. No. 111473)*
*(Firm Reg. No. 003838N)*

**RAHUL RAWAT**
*Company Secretary*

Mumbai, 26th May, 2018

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| **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, 26th May, 2018

# STATEMENT OF CHANGES IN EQUITY

**For the year ended 31st March, 2018**

**A) Equity Share Capital** (₹ in Lakhs)

| | |
|---|---|
| **Balanace as at 1st April, 2016** | **874.02** |
| Changes in Share Capital during the year | - |
| **Balance as at 31st March, 2017** | **874.02** |
| Changes in Share Capital during the year | - |
| **Balance as at 31st March, 2018** | **874.02** |

**B) Other Equity** (₹ in Lakhs)

| Particulars | Reserves and Surplus | | | | | Items of Other Comprehensive Income | | |
|---|---|---|---|---|---|---|---|---|
| | Capital Reduction Reserve | Capital Reserve | Securities Premium Reserve | Revaluation Reserve | Retained Earnings | Fair valuation of Equity Instruments | Actuarial Gains / Losses | Total |
| **Balance as at 1st April, 2016** | **3,275.10** | **40.00** | **1,005.07** | **72..46** | **634.40** | **633.74** | **-** | **5,660.77** |
| Profit for the year | - | - | - | - | (1,168.01) | - | - | (1,168.01) |
| Other Comprehensive Income for the year (Net of Tax) | - | - | - | - | - | 214.00 | 27.34 | 241.34 |
| **Total Comprehensive Income for the year** | **-** | **-** | **-** | **-** | **(1,168.01)** | **214.00** | **27.34** | **(926.67)** |
| **Balance as at 31st March, 2017** | **3,275.10** | **40.00** | **1,005.07** | **72..46** | **(533.61)** | **847.74** | **27.34** | **4,734.10** |
| **Profit for the year** | **-** | **-** | **-** | **-** | **(1,417.19)** | **-** | **-** | **(1,417.19)** |
| Other Comprehensive Income for the year (Net of Tax) | - | - | - | - | - | (48.74) | 17.50 | (31.24) |
| **Total Comprehensive Income for the year** | **-** | **-** | **-** | **-** | **(1,417.19)** | **(48.74)** | **17.50** | **(1,448.43)** |
| **Balance as at 31st March, 2018** | **3,275.10** | **40.00** | **1,005.07** | **72..46** | **(1,950.80)** | **799.00** | **44.84** | **3,285.67** |

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

As per our attached report of even date
**For SVP & ASSOCIATES**
*Chartered Accountants*

**(YOGESH KUMAR SINGHANIA)**
*Partner*
*(M. No. 111473)*
*(Firm Reg. No. 003838N)*

**RAHUL RAWAT**
*Company Secretary*

Mumbai, 26th May, 2018

| | | |
|---|---|---|
| **K. K. PATODIA** | ***DIN: 00027335*** | *Chairman and Managing Director* |
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| **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, 26th May, 2018

# NOTES TO FINANCIAL STATEMENTS
**Forming Part of the Balance Sheet as at 31st March, 2018**

## FINANCIAL ASSETS:
## NOTE - 1
## PROPERTY, PLANT AND EQUIPMENT

(₹ in Lakhs)

| | Description of Assets | Land | | Buildings | Plant & Equipment | Furniture & Fixtures | Vehicles | Office Equipments | Total |
|---|---|---|---|---|---|---|---|---|---|
| | | Freehold | Leasehold | | | | | | |
| I. | **Deemed carrying cost as at 01.04.2016** | **100.15** | **173.12** | **2,504.05** | **4,047.18** | **25.13** | **64.15** | **15.52** | **6,929.30** |
| | Additions | – | – | 2..68 | – | 5.72 | 4.28 | 17.90 | 30.58 |
| | Deductions / Adjustments | – | – | – | – | – | – | 0.11 | 0.11 |
| | **Balance as at 31.03.2017** | **100.15** | **173.12** | **2,506.73** | **4,047.18** | **30.85** | **68.43** | **33.31** | **6,959.77** |
| | Depreciation charged for the year | – | 2.09 | 129.01 | 252.56 | 22.16 | 5.86 | 8.05 | 419.73 |
| | **Balance as at 31.03.2017** | **–** | **2.09** | **129.01** | **252.56** | **22.16** | **5.86** | **8.05** | **419.73** |
| | **Net carrying value** | | | | | | | | |
| | Balance as at 31.03.2017 | 100.15 | 171.03 | 2,377.72 | 3,794.62 | 8.69 | 62.57 | 25.26 | 6,540.04 |
| | Balance as at 01.04.2016 | 100.15 | 173.12 | 2,504.05 | 4,047.18 | 25.13 | 64.15 | 15.52 | 6,929.30 |
| | **Balance as at 01.04.2017** | **100.15** | **171.03** | **2,377.72** | **3,794.62** | **8.69** | **62.57** | **25.26** | **6,540.04** |
| | Additions | – | – | 10.67 | 11.55 | 0.92 | – | 2.43 | 25.57 |
| | Other Deductions / Adjustments | 21.73 | – | – | 14.71 | – | – | – | 36.44 |
| | Balance as at 31.03.2018 | 78.42 | 171.03 | 2,388.39 | 3,791.46 | 9.61 | 62.57 | 27.69 | 6,529.17 |
| II. | **Accumulated depreciation Balance as at 01.04.2017** | **–** | **2.09** | **129.01** | **252.56** | **22.16** | **5.86** | **8.05** | **419.73** |
| | Depreciation charged for the year | – | 2.09 | 129.28 | 248.52 | 4.20 | 9.74 | 4.63 | 398.46 |
| | **Balance as at 31.03.2018** | **–** | **4.18** | **258.29** | **501.08** | **26.36** | **15.60** | **12.68** | **818.19** |
| III | **Net carrying value (I-II)** | | | | | | | | |
| | Balance as at 31.03.2018 | 78.42 | 168.94 | 2,259.11 | 3,542.94 | 5.41 | 52.83 | 23.06 | 6,130.71 |
| | Balance as at 31.03.2017 | 100.15 | 171.03 | 2,377.72 | 3,794.62 | 8.69 | 62.57 | 25.26 | 6,540.04 |

a) The Company has availed the deemed cost exemption in relation to other intangible assets on the date of transition and hence the net block carrying amount has been considered as the gross block carrying amount on that date. Refer note below for the gross block value and the accumulated depreciation on 1st April, 2016 under the previous GAAP.

b) Leasehold Land acquired from time to time are for 95 years commencing from the year 1989 to year 2006.

c) Leasehold Land and Building include Rs.6.78 Lakhs (As at 31st March, 2017 - Rs.6.78 Lakhs; As at 31st March, 2016 - Rs.6.78 Lakhs)and Rs.11.08 Lakhs (As at 31st March, 2017 Rs.11.08 Lakhs; As at 31st March, 2016 Rs.11.08 Lakhs) respectively being cost of premises in a Co-operative Society held in the name of Managing Director on behalf of the Company.

d) Buildings include Rs.0.00 Lakhs* (As at 31st March, 2017 - 0.00 Lakhs*; As at 31st March, 2016 - 0.00 Lakhs*) being the value of 10 Shares in a Co-operative Society.

e) Refer note 15 and 16 for property, plant and equipment mortgaged as collateral security against bank borrowings.
*Below the rounding off norms adopted by the Company.

Deemed cost as at 1st April, 2016.

(₹ in Lakhs)

| Particulars | Land | | Buildings | Plant & Equipment | Furniture & Fixtures | Vehicles | Office Equipments | Total |
|---|---|---|---|---|---|---|---|---|
| | Freehold | Leasehold | | | | | | |
| Gross Block as on 1st April, 2016 | 100.15 | 200.67 | 4,614.18 | 17,142.87 | 296.36 | 152.15 | 194.63 | 22,701.01 |
| Accumulated depreciation till 1st April, 2016 | – | 27.55 | 2,110.13 | 13,095.69 | 271.23 | 88.00 | 179.11 | 15,771.71 |
| Deemed Cost as at 1st April, 2016 | 100.15 | 173.12 | 2,504.05 | 4,047.18 | 25.13 | 64.15 | 15.52 | 6,929.30 |

| | **As at 31st March, 2018 (₹ in Lakhs)** | As at 31st March, 2017 (₹ in Lakhs) | As at 1st April, 2016 (₹ in Lakhs) |
|---|---|---|---|
| **NOTE - 2** | | | |
| **CAPITAL WORK-IN-PROGRESS** | | | |
| **Capital work-in-progress** | | | |
| Building under construction | **0.46** | 5.23 | 5.18 |
| | **0.46** | 5.23 | 5.18 |

# NOTES TO FINANCIAL STATEMENTS

**Forming Part of the Balance Sheet as at 31st March, 2018**

| | As at 31st March, 2018 (₹ in Lakhs) | As at 31st March, 2017 (₹ in Lakhs) | As at 1st April, 2016 (₹ in Lakhs) |
|---|---|---|---|
| **FINANCIAL ASSETS:** | | | |
| **NOTE - 3** | | | |
| **INVESTMENTS (Quoted, non trade & fully paid-up)** | | | |
| Investments in Equity Instruments | | | |
| Fair valued through other comprehensive income | | | |
| PBM Polytex Limited of Rs.10 each | | | |
| 15,82,347 Equity Shares (as at 31st March, 2017 | | | |
| 15,82,347 and 1st April, 2016 - 15,82,347) | **1,314.14** | 1,375.06 | 1,105.59 |
| IDBI Limited of Rs.10 each | | | |
| 10,720 Equity Shares (as at 31st March, 2017 | | | |
| 10,720 and 1st April, 2016 - 10,720) | **7.75** | 8.05 | 8.71 |
| | **1,321.89** | 1,383.11 | 1,114.30 |
| Aggregate market value of quoted investments | **1,321.89** | 1,383.11 | 1,114.30 |
| Aggregate carrying value of quoted investments | **1,321.89** | 1,383.11 | 1,114.30 |
| **NOTE - 4** | | | |
| **DEPOSITS** | | | |
| Unsecured, considered good | | | |
| Security Deposits | | | |
| MSEB Deposits | **349.85** | 349.85 | 349.85 |
| MIDC Water Deposits | **11.01** | 11.01 | 11.43 |
| Other Deposits | **7.17** | 10.59 | 9.62 |
| | **368.03** | 371.45 | 370.90 |
| **NOTE - 5** | | | |
| **INCOME TAX ASSETS (NET)** | | | |
| Advance Tax / Tax Deducted at Source (Net of Provisions for Taxation Rs.499.47 Lakhs; As at 31st March, 2017 - Rs. 580.15 Lakhs; As at 1st April, 2016 - Rs. 580.15 Lakhs) | **19.35** | 13.89 | 9.66 |
| | **19.35** | 13.89 | 9.66 |
| **NOTE - 6** | | | |
| **OTHER NON-CURRENT ASSETS** | | | |
| Unsecured, considered good | | | |
| a) Capital Advances | **20.20** | 20.20 | 20.20 |
| b) Balance with Central Excise Department | **19.50** | 19.50 | 19.50 |
| c) Load Factor Incentives receivable | **178.06** | 178.06 | 178.06 |
| d) MVAT/CST refund receivable | **222.52** | 252.43 | 294.29 |
| | **440.28** | 470.19 | 512.05 |
| **NOTE - 7** | | | |
| **INVENTORIES** | | | |
| a) Raw Materials | **3,224.63** | 3,239.37 | 2,072.14 |
| b) Work-in-process | **404.77** | 386.77 | 412.80 |

# NOTES TO FINANCIAL STATEMENTS

**Forming Part of the Balance Sheet as at 31st March, 2018**

| | **As at 31st March, 2018 (₹ in Lakhs)** | As at 31st March, 2017 (₹ in Lakhs) | As at 1st April, 2016 (₹ in Lakhs) |
|---|---|---|---|
| c) Finished Goods (Including goods-in-transit of Rs.179.07 Lakhs (As at 31st March, 2017-Rs.542.86 Lakhs & as at 1st April, 2016 - Rs. 370.68 Lakhs) | **1,535.82** | 2,055.10 | 1,391.41 |
| d) Stores, Spares and Fuel | **161.41** | 221.05 | 299.01 |
| e) Packing materials | **35.16** | 45.21 | 42.64 |
| f) Cotton Waste (Including goods-in-transit of Rs.20.77 Lakhs (as at 31st March, 2017 - Rs.26.26 Lakhs & as at 1st April, 2016 - Rs.26.84 Lakhs) | **77.98** | 215.11 | 112.56 |
| g) Freehold Land (Refer Note 41) | **45.21** | 23.49 | 23.50 |
| | **5,484.98** | 6,186.10 | 4,354.06 |

1. Refer Note No. 31.8 for mode of valuation and accounting policy followed.
2. Inventories written down to net Realisble value by Rs. 39.07 Lakhs (as at 31st March, 2017 - Rs. 38.60 Lakhs; as at 1st April, 2016 - Rs. 16.60 Lakhs) based on management inventory policy-non & slow moving inventory. The same has been recognised as an expense during the year and included in "changes in Inventories of finished goods, work-in-progress and stock-in-trade" in statement of profit and loss.
3. Refer note no. 15 for inventories hypothecated as primary security against certain bank borrowings.

## NOTE - 8
## TRADE RECEIVABLES

| | | | |
|---|---|---|---|
| Secured, considered good | **558.28** | 492.88 | 744.81 |
| Unsecured, considered good | **523.94** | 801.63 | 163.08 |
| | **1,082.22** | 1,294.51 | 907.89 |

1. Trade receivables are secured by letter of credit received from foreign customers.
2. Refer note no.15 for trade receivables charged against bank borrowings.
3. Refer note no. 36 for credit terms, ageing analysis and other relevant details related to trade receivables.

## NOTE - 9
## CASH AND CASH EQUIVALENTS

| | | | |
|---|---|---|---|
| Balances with Bank | | | |
| a) Balances in Current Accounts | **118.85** | 77.34 | 27.72 |
| b) Cash on hand | **3.66** | 4.15 | 1.42 |
| | **122.51** | 81.49 | 29.14 |

## NOTE - 10
## BANK BALANCES OTHER THAN ABOVE

| | | | |
|---|---|---|---|
| Balances with Banks | | | |
| a) In Deposit Accounts (Refer note 15) | **18.97** | 0.50 | 68.99 |
| b) In Divident Accounts | **1.37** | 1.37 | 1.40 |
| | **20.34** | 1.87 | 70.39 |

# NOTES TO FINANCIAL STATEMENTS

**Forming Part of the Balance Sheet as at 31st March, 2018**

| | As at 31st March, 2018 (₹ in Lakhs) | As at 31st March, 2017 (₹ in Lakhs) | As at 1st April, 2016 (₹ in Lakhs) |
|---|---|---|---|
| **NOTE - 11** | | | |
| **OTHER FINANCIAL ASSETS** | | | |
| Interest Receivable | **24.38** | 27.69 | 25.08 |
| Derivative assets (Fair valuation of forward contracts) | **–** | 83.75 | 21.98 |
| | **24.38** | 111.44 | 47.06 |
| **NOTE - 12** | | | |
| **OTHER CURRENT ASSETS** | | | |
| Unsecured, considered good | | | |
| a) Advances given to - | | | |
| Suppliers | **29.13** | 104.57 | 32.19 |
| Employees | **6.58** | 5.45 | 8.71 |
| Others | **20.01** | 18.96 | 14.93 |
| b) Prepayments | **70.04** | 73.94 | 87.30 |
| c) Balance with Government authorities | **–** | 0.04 | 0.04 |
| d) Export incentive Receivable | **9.74** | 46.25 | 83.72 |
| e) MVAT Refund Receivable | **37.35** | 54.94 | 26.57 |
| f) Interest Rebate Receivable | **34.50** | 45.04 | 154.35 |
| g) Cenvat Credit / IGST Refund Receivable | **129.21** | 23.39 | 31.61 |
| h) GST Input Credit Receivable | **61.89** | – | – |
| | **398.45** | 372.58 | 439.42 |

**NOTE - 13**

**SHARE CAPITAL**

| Share Capital | As at 31st March, 2018 Number | ₹ in Lakhs | As at 31st March, 2017 Number | ₹ in Lakhs | As at 1st April, 2016 Number | ₹ in Lakhs |
|---|---|---|---|---|---|---|
| **Authorised:** | | | | | | |
| **Equity Shares of Rs.10 each** | **1,00,00,000** | **1,000.00** | **1,00,00,000** | **1,000.00** | **1,00,00,000** | **1,000.00** |
| **Preference Shares of Rs.10 each** | **3,00,00,000** | **3,000.00** | **3,00,00,000** | **3,000.00** | **3,00,00,000** | **3,000.00** |
| **Issued, Subscribed and Paid up:** | | **4,000.00** | | **4,000.00** | | **4,000.00** |
| **Equity Shares of Rs.10 each** | **87,49,865** | **874.99** | **87,49,865** | **874.99** | **87,49,865** | **874.99** |
| **Less: Allotment money receivable (Other than from directors)** | | **0.97** | | **0.97** | | **0.97** |
| **Equity Shares of Rs.10/- each (Fully Paid up)** | **87,49,865** | **874.02** | **87,49,865** | **874.02** | **87,49,865** | **874.02** |
| **Preference Shares of Rs.10/- each (Fully Paid up)** | **–** | **–** | **–** | **–** | **–** | **–** |
| | **87,49,865** | **874.02** | **87,49,865** | **874.02** | **87,49,865** | **874.02** |

**a) Right of Equity Shareholders:**
The Company has only one class of equity shares of par value Rs.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. The distribution will be in proportion to the nos. of equity shares held by the shareholders.

**b) 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 convertible 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.

# NOTES TO FINANCIAL STATEMENTS

**Forming Part of the Balance Sheet as at 31st March, 2018**

As per Ind AS 32, Financial Instruments Non-Cumulative and Non-Convertible Preference Shares are classified as financial liabilities if principal amount is redeemable. Accordingly, 50,00,000 Non-Cumulative and Non-Convrtible Preference Shares (Previous Year - 50,00,000 Preference Shares) having face value of Rs.10 each fully paid up are classified as financial liabilities and thus included in borrowings and 6% interest (dividend) provided thereof.

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

| Particulars | As at 31st March, 2018 Number | Rs. | As at 31st March, 2017 Number | Rs. | As at 1st April, 2016 Number | Rs. |
|---|---|---|---|---|---|---|
| Shares outstanding at the beginning of the year | **87,49,865** | **8,74,98,650** | 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 | 87,49,865 | 8,74,98,650 |
| Reconciliation of Preference Shares outstanding at the beginning and at the end of the year: | | | | | | |
| Shares outstanding at the beginning of the year | **50,00,000** | **5,00,00,000** | – | – | – | – |
| Shares issued during the year | **–** | **–** | 50,00,000 | 5,00,00,000 | – | – |
| Shares bought back during the year | **–** | **–** | – | – | – | – |
| Shares outstanding at the end ofthe year | **50,00,000** | **5,00,00,000** | 50,00,000 | 5,00,00,000 | – | – |
| Shareholders holding more than 5% Shareholding of Equity Shares: | | | | | | |
| **Name of Shareholder** | **No. of Shares held** | **% of Holding** | 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 | 37,94,812 | 43.37 |
| PBM Polytex Limited | **22,31,980** | **25.51** | 22,31,980 | 25.51 | 22,31,980 | 25.51 |
| Shareholders holding more than 5% Shareholding of Preference Shares: | | | | | | |
| PBM Polytex Limited | **50,00,000** | **100.00** | 50,00,000 | 100.00 | – | – |

Note: The Company has not issued any shares by way of bonus or for consideration other than cash and has not bought back any shares during the period of five years immediately preceding the reporting date.

| **NOTE - 14 OTHER EQUITY** | **As at 31st March, 2018 (₹ in Lakhs)** | As at 31st March, 2017 (₹ in Lakhs) | As at 1st April, 2016 (₹ in Lakhs) |
|---|---|---|---|
| a) Capital Redemption Reserve (Created on redemption of Preference Shares) | **3,275.10** | 3,275.10 | 3,275.10 |
| b) Capital Reserve (Created on receipt of special capital incentive) | **40.00** | 40.00 | 40.00 |
| c) Securities Premium Reserve (Created on right issue of shares) | **1,005.07** | 1,005.07 | 1,005.07 |
| d) Revaluation Reserve (Created on revaluation of Property, Plant & Equipment) | **72.46** | 72.46 | 72.46 |
| e) Retained Earnings | | | |
| Opening Balance | **(533.61)** | 634.40 | 1,172.54 |
| Add: Loss for the year | **(1,417.19)** | (1,168.01) | (538.14) |
| Balance Available for Appropriations | **(1,950.80)** | (533.61) | 634.40 |
| f) Other Comprehensive Income | | | |
| Opening Balance | **875.08** | 633.74 | – |
| Add: Acturial Gain/(Loss) on defined benefit liabilities/(assets) (Net of Tax) | **17.50** | 27.34 | – |
| Add: Fair value Gain/(Loss) on Investment (Net of Tax) | **(48.74)** | 214.00 | 633.74 |
| | **843.84** | 875.08 | 633.74 |
| | **3,285.67** | 4,734.10 | 5,660.77 |

# NOTES TO FINANCIAL STATEMENTS

**Forming Part of the Balance Sheet as at 31st March, 2018**

| | **As at 31st March, 2018 (₹ in Lakhs)** | As at 31st March, 2017 (₹ in Lakhs) | As at 1st April, 2016 (₹ in Lakhs) |
|---|---|---|---|
| **NOTE - 15** | | | |
| **BORROWINGS** | | | |
| a) Secured Loans: | | | |
| i) Term Loans | | | |
| From Banks | **116.00** | 188.00 | 260.00 |
| ii) Vehicle Loans | | | |
| From a Bank | **0.64** | 6.66 | 12.45 |
| | **116.64** | 194.66 | 272.45 |
| b) Unsecured Loans: | | | |
| i) Interest free Loan from a related party repayable in FY 2019-20 | | | |
| Promoter's Contribution | **3.00** | 3.00 | 3.00 |
| ii) Non Cumulative, Non Convertible Preference Shares [Refer note 13(b)] | **500.00** | 500.00 | 0.00 |
| | **619.64** | 697.66 | 275.45 |

Notes:

1) Term Loans from banks 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 acquired against the same.

Maturity Profile and Rate of Interest on Loans are set out below:

| Particulars | Maturity Profile | | | | |
|---|---|---|---|---|---|
| | 2017-18 | 2018-19 | 2019-20 | 2020-21 | Total |
| Term Loans - From Banks | 72.00 | 72.00 | 72.00 | 44.00 | 260.00 |
| Interest Rate @ 4.15% above Base Rate (As at 31st March, 2017 and as at 1st April 2016 @ 4.15% above base rate.) | | | | | |
| Total - - - | 72.00 | 72.00 | 72.00 | 44.00 | 260.00 |
| Vehicle Loan - From a Bank | 5.78 | 6.02 | 0.64 | – | 12.44 |
| Interest Rate @10.50% above base rate (As at 31st March, 2017 and as at 1st April 2016 @10.50% above base rate) | | | | | |
| Grand Total | 77.78 | 78.02 | 72.64 | 44.00 | 272.44 |

| | | | |
|---|---|---|---|
| **BORROWINGS:** | | | |
| **NOTE - 16** | | | |
| a) Secured Loans: | | | |
| Working Capital Loans | **4,358.83** | 3,676.86 | 3,472.77 |
| | **4,358.83** | 3,676.86 | 3,472.77 |

# NOTES TO FINANCIAL STATEMENTS

**Forming Part of the Balance Sheet as at 31st March, 2018**

| | As at 31st March, 2018 (₹ in Lakhs) | As at 31st March, 2017 (₹ in Lakhs) | As at 1st April, 2016 (₹ in Lakhs) |
|---|---|---|---|
| b) Unsecured Loans: | | | |
| Temporary Loan from a Related Party | **200.00** | 200.00 | – |
| | **200.00** | 200.00 | – |
| | **4,558.83** | 3,876.86 | 3,472.77 |

Notes:

1) Working Capital Facilities of Rs. 6050 Lakhs (As at 31st March 2017 Rs. 6050 Lakhs; as at 1st April, 2016 Rs.6850 Lakhs) are secured by way of hypothication 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 carries interest @ 9.45% p.a. to 16.05% p.a. (As at 31st March, 2017 - 9.75% p.a. to 14.85% p. a.; As at 1st April, 2016 - 9.70% p.a. to 14.40% p.a.)

2) Unsecured loan from a related party carries interest at 13% p.a. and repayable on demand (As at 31st March, 2017 - 13% p.a.)

## NOTE - 17
## TRADE PAYABLE

| | | | |
|---|---|---|---|
| a) Due to Micro, Small and Medium Enterprises | **28.02** | 28.30 | 11.61 |
| b) Due to Others | **3,022.37** | 3,386.82 | 1,940.45 |
| | **3,050.39** | 3,415.12 | 1,952.06 |

Refer not no. 32.10 for disclosure under Micro, Small and Medium Enterprise Developement Act,

## NOTE - 18
## OTHER FINANCIAL LIABILITIES

| | | | |
|---|---|---|---|
| a) Current Maturities of Long-Term Debts (Refer Note No. 15) | **78.02** | 77.78 | 431.75 |
| b) Unpaid Dividend* | **1.37** | 1.37 | 1.40 |
| c) Interest accrued but not due on loans | **46.82** | 19.71 | 8.31 |
| d) Payable towards Capital Expenditure | **0.75** | 2.27 | 3.18 |
| e) Security Deposit Received | **34.41** | 10.16 | 7.75 |
| f) Interest Payable on Non Cumulative Preference Shares** | **39.53** | 9.53 | – |
| | **200.90** | 120.82 | 452.39 |

* There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of Companies Act, 2013 as at the year end.

** Refer note no. 13(b)

## NOTE - 19
## PROVISIONS

| | | | |
|---|---|---|---|
| Provision for Employee Benefits: | | | |
| (i) Compensated absences | **97.28** | 79.41 | 109.61 |
| (ii) Gratuity | **209.60** | 169.40 | 145.54 |
| | **306.88** | 248.81 | 255.15 |

## NOTE - 20
## OTHER CURRENT LIABILITIES

| | | | |
|---|---|---|---|
| a) Advance received from Customers | **1,167.38** | 1,400.60 | 438.22 |
| b) Statutory Dues Payable | **54.48** | 65.07 | 45.50 |
| | **1,221.86** | 1,465.67 | 483.72 |

# NOTES TO FINANCIAL STATEMENTS

**Forming Part of the Statement of Profit and Loss for the year ended 31st March, 2018**

| | For the year ended 31st March, 2018 (₹ in Lakhs) | For the year ended 31st March, 2017 (₹ in Lakhs) |
|---|---|---|
| **NOTE - 21** | | |
| **REVENUE FROM OPERATIONS** | | |
| **Sale of Products** | | |
| a) Manufactured Goods | **19,364.29** | 10,694.08 |
| Less: Excise Duty on Domestic Sales | **0.17** | 0.33 |
| | **19,364.12** | 10,693.75 |
| b) Traded Goods | **5,516.03** | 7,422.03 |
| | **24,880.15** | 18,115.78 |
| **Sale of Services** | | |
| Job Work Processing Charges | **8.66** | 16.34 |
| **Other Operating Revenue** | | |
| a) Export Incentives | **219.02** | 400.51 |
| b) Sale of Scrap | **14.10** | 5.51 |
| c) Others | **83.29** | 324.82 |
| | **316.41** | 730.84 |
| Less: Excise duty on Scrap Sales | **0.06** | 0.05 |
| | **316.35** | 730.79 |
| **Revenue from Operations** | **25,205.16** | 18,862.91 |
| **Manufactured Goods:** | | |
| Yarn | **16,735.75** | 9,517.48 |
| Knitted Fabric | **452.96** | 245.10 |
| Cotton waste | **2,175.58** | 931.50 |
| **Total Manufactured Goods** | **19,364.29** | 10,694.08 |
| **Traded Goods:** | | |
| Yarn | **5,516.03** | 7,378.10 |
| Knitted Fabric | **–** | 30.81 |
| Cotton waste | **–** | 13.12 |
| Total Traded goods | **5,516.03** | 7,422.03 |
| **NOTE - 22** | | |
| **OTHER INCOME** | | |
| a) Dividend Income on non current Investments | **47.47** | 47.47 |
| b) Rent Received / Lease Charges Received | **61.41** | 16.12 |
| c) Provisions no longer required written back | **1.79** | 54.72 |
| d) Miscellaneous Income | **3.05** | 3.05 |
| | **113.72** | 121.36 |

# NOTES TO FINANCIAL STATEMENTS

**Forming Part of the Statement of Profit and Loss for the year ended 31st March, 2018**

| | For the year ended 31st March, 2018 (₹ in Lakhs) | For the year ended 31st March, 2017 (₹ in Lakhs) |
|---|---|---|
| **NOTE - 23** | | |
| **COST OF MATERIALS CONSUMED** | | |
| Raw Materials Consumed | | |
| Opening Stock | **3,239.37** | 2,072.14 |
| Add: Purchases | **13,005.49** | 8,930.92 |
| | **16,244.86** | 11,003.06 |
| Less: Sales | **51.01** | 271.01 |
| Less: Closing Stock | **3,224.63** | 3,239.37 |
| | **12,969.22** | 7,492.68 |
| Raw Materials: | | |
| a) Cotton | **12,753.83** | 7,349.26 |
| b) Yarn | **215.39** | 143.42 |
| | **12,969.22** | 7,492.68 |
| **NOTE - 24** | | |
| **PURCHASE OF STOCK-IN-TRADE** | | |
| a) Yarn | **5,108.70** | 7,238.18 |
| b) Knitted Fabric | **–** | 31.30 |
| | **5,108.70** | 7,269.48 |
| **NOTE - 25** | | |
| **CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE** | | |
| Opening Balances | | |
| a) Finished Goods | **2,055.10** | 1,391.41 |
| b) Work-in-Progress | **386.77** | 412.80 |
| c) Waste | **215.11** | 112.56 |
| | **2,656.98** | 1,916.77 |
| Less: Closing Balances | | |
| a) Finished Goods | **1,535.82** | 2,055.10 |
| b) Work-in-Progress | **404.77** | 386.77 |
| c) Waste | **77.98** | 215.11 |
| | **2,018.57** | 2,656.98 |
| | **638.41** | (740.21) |
| **NOTE - 26** | | |
| **EMPLOYEES BENEFITS EXPENSE** | | |
| a) Salary and Wages | **2,056.31** | 1,498.84 |
| b) Contribution to Provident and other Funds | **258.33** | 190.22 |
| c) Staff Welfare expenses | **35.89** | 29.05 |
| | **2,350.53** | 1,718.11 |

# NOTES TO FINANCIAL STATEMENTS

**Forming Part of the Statement of Profit and Loss for the year ended 31st March, 2018**

| | For the year ended 31st March, 2018 (₹ in Lakhs) | For the year ended 31st March, 2017 (₹ in Lakhs) |
|---|---|---|
| **NOTE - 27** | | |
| **POWER AND FUEL** | | |
| POWER: | | |
| Electricity duty on CPP | **0.10** | 0.64 |
| Electricity Charges | **2,482.98** | 1,500.25 |
| FUEL: | | |
| Opening Stock of Fuel | **18.46** | 24.38 |
| Add: Purchases of Fuel | **2.93** | 0.30 |
| | **21.39** | 24.68 |
| Less: Closing Stock of Fuel | **(15.57)** | (18.46) |
| Fuel Consumed | **5.82** | 6.22 |
| | **2,488.90** | 1,507.11 |
| **NOTE - 28** | | |
| **FINANCE COSTS** | | |
| a) Interest Expense: | | |
| - Term Loans | **36.59** | 160.71 |
| - Working Capital Loans | **459.48** | 334.33 |
| - Export Bills Discounted | **71.24** | 119.40 |
| - Suppliers | **121.81** | 52.54 |
| | **689.12** | 666.98 |
| Less: Interest Received | **31.32** | 39.21 |
| | **657.80** | 627.77 |
| b) Other Borrowing Costs: | | |
| c) Interest on Non Convertible, Non Cumulative | **32.02** | 41.48 |
| Preference Shares | **30.00** | 9.53 |
| | **719.82** | 678.78 |
| **NOTE - 29** | | |
| **OTHER EXPENSES** | | |
| Stores and Spares Consumed | **314.19** | 245.51 |
| Packing Materials Consumed | **256.14** | 171.51 |
| Rent | **16.33** | 19.56 |
| Insurance | **67.06** | 59.04 |
| Rates and Taxes (Other than taxes on Income) | **14.75** | 18.00 |
| Repairs and maintenance: | | |
| Plant and Machinery | **53.57** | 26.72 |
| Buildings | **46.66** | 37.90 |
| Others | **12.54** | 9.98 |
| Travelling and Conveyance | **70.01** | 61.35 |
| Communication Charges | **19.05** | 21.54 |
| Brokerage and Commission on Sales | **242.29** | 244.56 |
| Freight and Forwarding | **630.03** | 501.19 |
| Bank Charges | **58.94** | 75.27 |
| Directors' Sitting Fees | **3.30** | 3.62 |
| Legal and Other Professional Charges | **73.95** | 105.12 |
| Foreign Exchange Loss | **6.59** | 0.93 |
| Auditors Remuneration (Refer note no. 32.7) | **4.25** | 3,75 |
| Miscellaneous Expenses | **283.35** | 234.51 |
| | **2,173.00** | 1,840.06 |

# NOTES

**Forming Part of the Financial Statements for the year ended 31st March, 2018**

## NOTE - 30

### CORPORATE INFORMATION:

Eurotex Industries And Exports Limited ('The Company') is a public limited company domiciled in India. Its shares are listed on BSE Limited (Bombay Stock Exchange) and NSE Limited (National Stock Exchange). The Company is primarily engaged in the business of manufacturing of cotton yarn & knitted fabric.

## NOTE - 31

### SIGNIFICANT ACCOUNTING POLICIES:

**1. Basis of Preparation of Financial Statements:**

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('the Act') read with Rule 4 of the Companies (Indian Accounting Standards) Rules, 2015 and other related provisions of the Act.

The figures for the previous year ended March 31, 2017 and opening Balance Sheet as on April 1, 2016 have also been reinstated by the management as per the requirements of Ind AS. These financial statements are the first financial statements of the Company under Ind AS. Refer note 44 for an explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and Cash Flows. The accounting policies are applied consistently to all the periods presented in the financial statements, including the preparation of the opening Ind AS Balance Sheet as at April 1, 2016 being the date of transition to Ind AS.

The financial statements of the Company are prepared on the accrual basis of accounting and Historical cost convention except for the following material items that have been measured at fair value as required by the relevant Ind AS:

(i) Certain financial assets and liabilities are measured at Fair Value (Refer Note no. 31.6)

(ii) Defined benefit employee plan (Refer Note no. 31.12)

All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

**2. Use of Estimates and judgments:**

The preparation of the financial statements requires the Management to make, judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates. The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the management and are based on historical experience and various other assumptions and factors (including expectations of future events) that the management believes to be reasonable under the existing circumstances. Actual results may differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

**Critical accounting judgements and key source of estimation uncertainty:**

The Company is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. The estimates and underlying assumptions are reviewed on an on-going basis.

(a) Recognition and measurement of defined benefit obligations, key actuarial assumptions - Refer Note no 33.

(b) Estimation of current tax expenses and payable - Refer Note no 34.

**3. Property, Plant and Equipment (PPE):**

Property, plant and equipment (PPE) are capitalized on the day they are ready for use and are stated at cost less accumalated depreciation. The Company had applied for the one time transition exemption of considering the carrying cost on the transition date i.e. April 1, 2016 as the deemed cost under IND AS. Hence, regarded thereafter as historical cost.

# NOTES

**Forming Part of the Financial Statements for the year ended 31st March, 2018**

## NOTE - 31 *(contd.)*

### SIGNIFICANT ACCOUNTING POLICIES

Freehold land is carried at cost and is not depreciated. The cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable costs of bringing the asset to its working condition for its ready intended use and estimated costs of dismantling and removing the item and restoring the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. Subsequent costs are included in the assets carrying amount or recognized as a separate asset, as appropriate only if it is probable that the future economic benefits associated with the item will flow to the Company and that the cost of the item can be reliably measured.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

Assets which are not ready for their intended use are disclosed under Capital Work-in-Progress.

**4. Intangible assets:**

Intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

**5. Depreciation and Amortization:**

**(a) Property, Plant and Equipment (PPE):**

Depreciation is provided on a pro-rata basis on the straight line method based on estimated useful life prescribed under Schedule II of the Act.

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

**(b) Intangible assets:**

Software is amortized over a period of 3 years

**6. Financial Instruments:**

**Financial assets - Initial recognition:**

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instruments. On initial recognition, a financial asset is recognised at fair value, in case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the Statement of Profit and Loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

**Subsequent measurement:**

Financial assets are subsequently classified as measured at:

- amortised cost
- fair value through profit & loss (FVTPL)
- fair value through other comprehensive income (FVTOCI)

The above classification is being determined considering the:

(a) the entity's business model for managing the financial assets and

(b) the contractual cash flow characteristics of the financial assets.

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Company changes its business model for managing financial assets.

**(i) Measured at amortised cost:**

Financial assets are subsequently measured at amortised cost, if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified date to cash flows that are solely payments of principal and interest on the principal amount outstanding.

# NOTES

**Forming Part of the Financial Statements for the year ended 31st March, 2018**

## NOTE - 31 *(contd.)*

### SIGNIFICANT ACCOUNTING POLICIES

**(ii) Measured at Fair Value through Other Comprehensive Income (FVTOCI):**

Financial assets are measured at FVTOCI, if these financial assets are held within a business model whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss

**(iii) Measured at Fair Value through Profit or Loss (FVTPL):**

Financial assets other than equity instrument are measured at FVTPL unless it is measured at amortised cost or at FVTOCI on initial recognition. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised in the Statement of Profit and Loss.

**Impairment:**

The Company recognises a loss allowance for Expected Credit Losses (ECL) on financial assets that are measured at amortised cost and at FVOCI. The credit loss is difference between all contractual cash flows that are due to an entity in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate. This is assessed on an individual or collective basis after considering all reasonable and supportable including that which is forward looking.

The Company's trade receivables or contract revenue receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall, being simplified approach for recognition of impairment loss allowance.

Under simplified approach, the Company does not track changes in credit risk. Rather it recognizes impairment loss allowance based on the lifetime ECL at each reporting date right from its initial recognition. The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For financial assets other than trade receivables, the Company recognises 12–months expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. If, in a subsequent period, credit quality of the instrument improves such that there is no longer significant increase in credit risks since initial recognition, then the Company reverts to recognizing impairment loss allowance basedon 12 months ECL. The impairment losses and reversals are recognised in Statement of Profit and Loss. For financial assets measured at FVTPL, there is no requirement of impairment testing.

**Derecognition:**

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers rights to receive cash flows from an asset, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

**Financial Liabilities:**

**Initial Recognition and Measurement:**

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial liabilities are initially recognised at fair value net of transaction costs for all financial liabilities not carried at fair value through profit or loss.

# NOTES

**Forming Part of the Financial Statements for the year ended 31st March, 2018**

## NOTE - 31 *(contd.)*

### SIGNIFICANT ACCOUNTING POLICIES

The Company's financial liabilities includes trade and other payables, loans and borrowings including bank overdrafts.

**Subsequent Measurement:**

Financial liabilities measured at amortised cost are subsequently measured at using EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

**Loans & Borrowings:**

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using EIR method. Gains and losses are recognized in profit & loss when the liabilities are derecognized as well as through EIR amortization process.

**Financial Guarantee Contracts:**

Financial guarantee contracts issued by the Company are those contracts that requires a payment to be made or to reimburse the holder for a loss it incurs because the specified debtors fails to make payment when due in accordance with the term of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee.

**De-recognition:**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

**Derivative Financial Instruments:**

The Company uses derivative financial instruments, such as forward foreign exchange contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value, with changes in fair value recognised in Statement of Profit and Loss.

**Offsetting of Financial Instruments:**

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

**7. Fair Value Measurement:**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

# NOTES

**Forming Part of the Financial Statements for the year ended 31st March, 2018**

## NOTE - 31 *(contd.)*

### SIGNIFICANT ACCOUNTING POLICIES

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above

**8. Inventory:**

Inventories includes Raw Material, Work-in-Progress, Finished Goods, Stores & Spares, Packing Materials and are valued at the lower of the cost and net realisable value.

**Raw Materials and Packing Materials:**

Raw Material – Cost include cost of purchases and other costs incurred in bringing the inventories to their present location and condition. Cost of raw materials is determined on specific identification basis. Cost of stores, spares, packing materials and fuel is determined on weighted average basis.

**Work-in-Progress and Finished Goods:**

Cost includes cost of direct material, labor, other direct cost and a proportion of fixed manufacturing overheads allocated based on the normal operating capacity but excluding borrowing costs.

**Traded Goods:**

Stock in trade are valued at lower of cost and net realizable value.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and the estimated costs necessary to make the sale. Adequate allowance is made for obsolete and slow moving items.

**9. Cash and Cash Equivalents:**

Cash and Cash equivalents include cash and cheque in hand, bank balances, demand deposits with banks and other short-term highly liquid investments that are readily convertible to known amounts of cash & which are subject to an insignificant risk of changes in value where original maturity is three months or less.

**10. Foreign Currency Transactions:**

**a) Initial Recognition:**

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss of the year.

**b) Measurement of Foreign Currency Items at the Balance Sheet Date:**

Foreign currency monetary items of the Company are restated at the closing exchange rates. Non monetary items are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these transactions are charged to the Statement of Profit and Loss.

**11. Sale of Goods:**

Revenue from sale of goods is recognised when all the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract, there is no continuing managerial involvement with the goods and the amount of revenue can be measured reliably.

Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as sales tax, value added tax, goods and service tax etc.

**Interest:**

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable and based on Effective interest rate method.

# NOTES

**Forming Part of the Financial Statements for the year ended 31st March, 2018**

## NOTE - 31 *(contd.)*

### SIGNIFICANT ACCOUNTING POLICIES

**Dividend:**

Dividend Income is recognized when right to receive the same is established.

**12. Employee Benefits:**

The Company has provided following post-employment plans:

(a) Defined benefit plans such a gratuity and

(b) Defined contribution plans such as Provident fund and Superannuation fund

**a) Defined benefit plan:**

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of defined benefit obligations at the end of the reporting period less fair value of plan assets. The defined benefit obligations is calculated annually by actuaries through actuarial valuation using the projected unit credit method.

The Company recognises the following changes in the net defined benefit obligation as an expense in the Statement of Profit and loss:

(a) Service costs comprising current service costs, past-service costs, gains and losses on curtailment and non-routine settlements; and

(b) Net interest expense or income.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and fair value of plan assets. This cost is included in employee benefit expenses in the Statement of the Profit & Loss.

Re-measurement comprising of actuarial gains and losses arising from

(a) Re-measurement of Actuarial(gains)/losses

(b) Return on plan assets, excluding amount recognized in effect of asset ceiling

(c) Re-measurement arising because of change in effect of asset ceiling are recognised in the period in which they occur directly in Other comprehensive income. Re-measurement are not reclassified to Profit or Loss in subsequent periods.

Ind AS 19 requires the exercise of judgment in relation to various assumptions including future pay rises, inflation and discount rates and employee and pensioner demographics. The Company determines the assumptions in conjunction with its actuaries, and believes these assumptions to be in line with best practice, but the application of different assumptions could have a significant effect on the amounts reflected in the income statement, other comprehensive income and balance sheet. There may be also interdependency between some of the assumptions.

**b) Defined-contribution plan:**

Under defined contribution plans, provident fund, the Company pays pre-defined amounts to separate funds and does not have any legal or informal obligation to pay additional sums. Defined Contribution plan comprise of contributions to the Employees' Provident Fund with the Government, Superannuation Fund and certain state plans. The Company's payments to the defined contribution plans are recognised as expenses during the period in which the employees perform the services that the payment covers.

**c) Other employee benefits:**

(a) Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the obligation as at the Balance Sheet date determined based on an actuarial valuation.

(b) Undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the period when the employee renders the related services.

**13. Taxes on Income:**

Income tax comprises current and deferred tax. Income tax expense is recognized in the Statement of Profit and Loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

Current tax is based on taxable profit for the year. Taxable profit is different from accounting profit due to temporary

# NOTES

**Forming Part of the Financial Statements for the year ended 31st March, 2018**

## NOTE - 31 *(contd.)*

### SIGNIFICANT ACCOUNTING POLICIES

differences between accounting and tax treatments, and due to items that are never taxable or tax deductible. Tax provisions are included in current liabilities. Interest and penalties on tax liabilities are provided for in the tax charge. The Company offsets, the current tax assets and liabilities (on a year on year basis) where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis or to realise the assets and liabilities on net basis.

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements. Deferred income tax asset are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred tax assets are not recognised where it is more likely than not that the assets will not be realised in the future.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Minimum Alternative Tax ('MAT') credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income-tax during the specified period. The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income-tax during the specified period.

**14. Borrowing Cost:**

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalized as a part of Cost of that assets, during the period till all the activities necessary to prepare the Qualifying assets for its intended use or sale are complete during the period of time that is required to complete and prepare the assets for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are recognized as an expense in the period in which they are incurred.

**15. Earnings Per Share:**

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

**16. Leases:**

**Where the Company is Lessee:**

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on accrual basis as per the terms of agreements entered with the counter parties.

**Where the Company is Lessor:**

Leases in which the Company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in property, plant and equipment. The Company recognizes lease rentals from the property leased out, on accrual basis as per the terms of agreements entered with the counter parties. Costs, including depreciation, are recognized as an expense in the Statement of Profit and Loss.

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

A provision is recognised if, as a result of a past event, the group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract.

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources or an obligation for which the future outcome cannot be ascertained with reasonable certainty. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are neither recognized nor disclosed in financial statements.

# NOTES

**Forming Part of the Financial Statements for the year ended 31st March, 2018**

## NOTE - 32

### OTHER NOTES TO FINANCIAL STATEMENTS

| | As at 31st March, 2018 ₹ in Lakhs | As at 31st March, 2017 ₹ in Lakhs | As at 1st April, 2016 ₹ in Lakhs |
|---|---|---|---|
| 32.1 **Contingent Liabilities:** | | | |
| a) Amount outstanding in respect of Bills discounted under Export Letter of Credit (Since realised Rs.483.08 Lakhs; as at 31st March, 2017 - Rs. 954.98 Lakhs; As at 1st April, 2016) | **483.08** | 1,510.05 | 1,806.86 |
| 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: | | | |
| (i) Sales Tax | **472.08** | 287.70 | 408.44 |
| (ii) Income Tax | - | 35.65 | 37.87 |
| (iii) Excise Duty | - | 1,358.57 | 1,391.32 |
| (iv) Customs Duty | **131.08** | 131.08 | 131.08 |
| 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. | | | |
| 32.2 **Commitments:** | | | |
| Estimated amount of contracts remaing to be executed on capital account and not provided for (Net of advances of Rs.20.20 Lakhs; As at 31st March, 2017 Rs.20.20 Lakhs; As at 1st April 2016 - Rs.20.20 Lakhs) | **181.79** | 181.79 | 181.79 |

32.3 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 Maharashtra Electricity Regulatory Commission (MERC) and Appellate Tribunal, New Delhi. However, MSEDCL has filed an appeal before the Supreme Court which is pending.

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.

32.4 a) In the opinion of Board, the assets other than Property, Plant and Equipment and Non-Current Investments have a value on realization in the ordinary course of business, at least 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) Certain financial assets and financial liabilities are 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.

# NOTES

**Forming Part of the Financial Statements for the year ended 31st March, 2018**

## NOTE - 32 *(Contd.)*

**32.5 Related Party disclosures pursuant to Ind AS 24:**

**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 Company

| Sr. No. | TRANSACTIONS WITH RELATED PARTIES | For the year ended 31st March, 2018 | For the year ended 31st March, 2017 |
|---|---|---|---|
| | | ₹ in Lakhs | ₹ in Lakhs |
| 2. | **REMUNERATION PAID TO KEY MANAGEMENT PERSONNEL (KMP) AND RELATIVES** | | |
| | Short-term benefits | 93.25 | 85.26 |
| | Post-emloyment Benefits | 16.24 | 13.68 |
| 3. | **OTHER RELATED PARTIES (ASSOCIATES)** | | |
| | **PURCHASE OF GOODS & MATERIAL** | | |
| | PBM Polytex Ltd. | **0.05** | – |
| | **SALE OF GOODS AND MATERIAL** | | |
| | PBM Polytex Ltd. | **0.03** | 238.29 |
| | Patodia Syntex Ltd. | **0.17** | – |
| | **DIVIDEND INCOME ON SHARES** | | |
| | PBM Polytex Ltd. | **47.47** | 47.47 |
| | **RENT RECEIVED** | | |
| | PBM Polytex Ltd. | **1.80** | 1.80 |
| | **RENT PAID** | | |
| | Patodia Syntex Ltd. | **3.36** | 3.36 |
| | Murarilal Mahendra Kumar | **0.90** | 0.90 |
| | **INTEREST ON SHORT TERM UNSECURED LOAN** | | |
| | Patodia Syntex Ltd. | **26.00** | 14.18 |
| | **CHARGES FOR USE OF OFFICE PREMISES (RENT)** | | |
| | Murarilal Mahendra Kumar | **3.90** | 3.90 |
| | Paramount Cotton Company | **3.00** | 3.00 |
| | **REIMBURSEMENT OF ELECTRICITY & OFFICE MAINTENANCE EXPENSES** | | |
| | Murarilal Mahendra Kumar | **6.14** | 5.65 |
| | Paramount Cotton Company | **1.35** | 1.52 |
| | Patodia Syntex Ltd. | **1.01** | 0.47 |
| | **ELECTRICITY & MAINTENANCE CHARGES RECEIVED** | | |
| | PBM Polytex Ltd. | **–** | 0.47 |
| | **JOB WORK PROCESSING CHARGES RECEIVED** | | |
| | Patodia Syntex Ltd. | **–** | 0.03 |
| | **PRESSING CHARGES PAID** | | |
| | Patodia Syntex Ltd. | **46.53** | 27.37 |

# NOTES

**Forming Part of the Financial Statements for the year ended 31st March, 2018**

**NOTE - 32** *(Contd.)*

| | As at 31st March, 2018 ₹ in Lakhs | As at 31st March, 2017 ₹ in Lakhs |
|---|---|---|
| **CLOSING BALANCES OF RELATED PARTIES** | | |
| PBM Polytex Ltd. (NET) | **0.01** | – |
| Patodia Syntex Ltd. | **4.49** | – |
| Patodia Syntex Ltd. (Promoter's Contribution) | **3.00** | 3.00 |
| Patodia Syntex Ltd. (Temporary Unsecured Loan including Interest) | **235.45** | 212.05 |
| **INVESTMENT (at cost)** | | |
| PBM Polytex Ltd. | **309.56** | 309.56 |
| **6% NON CUMULATIVE NON CONVERTIBLE REDEEMABLE PREFERENCE SHARES** | | |
| PBM Polytex Ltd. | **500.00** | 500.00 |

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.
3. All related party transactions entered during the year were in ordinary course of the business and are on arm's length basis.
4. Related party transactions have been disclosed on basis of value of transactions in terms of the respective contracts.

32.6 The Company's Board of Directors consisting of Managing Director together with the Chief Financial Officer has been identified as the Chief Operating Decision Maker (CODM) as defined under Ind AS 108 "Operating Segments". The CODM evaluates the Company's performance and allocates the resources based on an analysis of various performance indicators. The Company operates primarily only in one business segment Viz. Cotton yarn and has its production facilities and all other assets located in India. Sales comprises Exports Sales of Rs.13,361.14 Lakhs (Previous year Rs 13,603.47 Lakhs) and Domestic Sales of Rs.11,519.01 Lakhs (Previous year Rs.4,512.32 Lakhs).

**32.7 Auditors' Remuneration (Excluding Tax):**

| | | |
|---|---|---|
| Audit Fees | **3.50** | 3.00 |
| Limited Review | **0.75** | 0.75 |

**32.8 Earnings per Share (EPS) is calculated as under:**

**Basic and Diluted EPS after Taxation**

| | | |
|---|---|---|
| Net Profit after taxation as disclosed in the Statement of Profit and Loss | **(1,417.19)** | (1,168.01) |
| Weighted average number of equity shares outstanding during the year | **87,49,865** | 87,49,865 |
| Earnings per Share (EPS) | **(16.20)** | (13.35) |
| Nominal value per equity share | **10** | 10 |

32.9 Post the applicability of the Goods and Service Tax (GST) with effect from 1st July, 2017, revenue from operations are disclosed net of GST, whereas Excise Duty formed part of expenses in previous year. Accordingly, the revenue from operations and expenses for the year are not comparable with the previous year.

# NOTES

**Forming Part of the Financial Statements for the year ended 31st March, 2018**

## NOTE - 32 *(Contd.)*

**32.10 Disclosure under MSMED Act, 2006:**

The details of amounts outstanding to Micro, Small and Medium Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), based on the available information with the Company are as under:

| Sr. No. | Particulars | As at 31st March, 2018 ₹ in Lakhs | As at 31st March, 2017 ₹ in Lakhs | As at 1st April, 2016 ₹ in Lakhs |
|---|---|---|---|---|
| (a) | Principal amount outstanding | **28.02** | 28.30 | 11.61 |
| (b) | Principal amount due and remaining unpaid | – | – | – |
| (c) | Interest due on (2) above and the unpaid interest | – | – | – |
| (d) | Interest paid on all delayed payments under the MSMED Act | – | – | – |
| (e) | Payment made beyond the appointed day during the year | – | – | – |
| (f) | Interest due and payable for the period of delay other than (4) above | – | – | – |
| (g) | Interest accrued and remaining unpaid | – | – | – |
| (h) | Amount of further interest remaining due and payable in succeeding years | – | – | – |

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

## NOTE - 33
## DISCLOSURE PURSUANT TO IND AS-19
## "EMPLOYEE BENEFITS"

**i) Gratuity:** In accordance with the applicable laws, the Company provides for gratuity, a defined benefit retirement plan ("The Gratuity Plan") covering eligible employees. The Gratuity Plan provides for a lump sum payment to vested employees on retirement (subject to completion of five years of continuous employment), death, incapacitation or termination of employment that are based on last drawn salary and tenure of employment. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation on the reporting date and the Company makes annual contribution to the gratuity fund administered by Birla Sunlife Insurance Company Limited under Group Gratuity Scheme.

The disclosure in respect of the defined Gratuity Plan are given below:

(₹ in Lakhs)

| **A. Balance Sheet:** | **Defined benefit plans** | | |
|---|---|---|---|
| | **As at 31st March, 2018** | As at 31st March, 2017 | As at 1st April, 2016 |
| Present value of plan liabilities | **907.82** | 845.57 | 750.45 |
| Fair value of plan assets | **698.22** | 676.17 | 604.91 |
| **Asset/(Liability) recognised** | **209.60** | 169.40 | 145.54 |

# NOTES

**Forming Part of the Financial Statements for the year ended 31st March, 2018**

## NOTE - 33 *(contd.)*

**SIGNIFICANT ACCOUNTING POLICIES**

**B. Movements in Plan Assets and Plan Liabilities:**

(₹ in Lakhs)

| | **Present value of obligations** | Fair Value of Plan assets |
|---|---|---|
| **As at 1st April 2017** | **845.57** | 676.17 |
| Current service cost | **56.98** | – |
| Past service cost | **–** | – |
| Interest Cost | **61.58** | – |
| Adjustment to opening fair value of plan asset | **–** | 1.45 |
| Return on plan assets excluding amounts included in net finance income/cost | **–** | (2.82) |
| Actuarial (gain)/loss arising from changes in demographic assumptions | **–** | – |
| Actuarial (gain)/loss arising from changes in financial assumptions | **9.36** | – |
| Actuarial (gain)/loss arising from experience adjustments | **(38.94)** | 50.14 |
| Employer contributions | **–** | – |
| Benefit payments | **(26.73)** | (26.73) |
| **As at 31st March 2018** | **907.82** | 698.22 |

| | **Present value of obligations** | Fair Value of Plan assets |
|---|---|---|
| **As at 1st April 2016** | **750.45** | 604.91 |
| Current service cost | **54.61** | – |
| Past service cost | **–** | – |
| Interest Cost | **59.49** | – |
| Adjustment to opening fair value of plan asset | **–** | 0.03 |
| Return on plan assets excluding amounts included in net finance income/cost | **–** | 36.51 |
| Actuarial (gain)/loss arising from changes in demographic assumptions | **–** | – |
| Actuarial (gain)/loss arising from changes in financial assumptions | **52.39** | – |
| Actuarial (gain)/loss arising from experience adjustments | **(57.70)** | 48.39 |
| Employer contributions | **–** | – |
| Benefit payments | **(13.67)** | (13.67) |
| **As at 31st March 2017** | **845.57** | 676.17 |

**C. Statement of Profit and Loss:**

(₹ in Lakhs)

| | **As at 31st March, 2018** | As at 31st March, 2017 |
|---|---|---|
| **Employee Benefit Expenses:** | | |
| Current service cost | **54.61** | 56.98 |
| Interest cost/(income) | **11.09** | 11.44 |
| **Total amount recognised in Statement of profit & loss** | **65.70** | 68.42 |
| **Remeasurement of the net defined benefit liability:** | | |
| Return on plan assets excluding amounts included in net finance income/(cost) | **2.82** | (36.51) |
| Actuarial gains/(losses) arising from changes in demographic assumptions | **–** | – |
| Actuarial gains/(losses) arising from changes in financial assumptions | **9.36** | 52.40 |
| Experience gains/(losses) | **(38.94)** | (57.70) |
| **Total amount recognised in Other Comprehensive Income** | **(26.76)** | (41.81) |

# NOTES

**Forming Part of the Financial Statements for the year ended 31st March, 2018**

## NOTE - 33 *(contd.)*

### SIGNIFICANT ACCOUNTING POLICIES

**D. Assumptions:**

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

The significant actuarial assumptions were as follows:

(₹ in Lakhs)

| | **As at 31st March, 2018** | As at 31st March, 2017 | As at 1st April, 2016 |
|---|---|---|---|
| **Financial Assumptions** | | | |
| Discount rate | **7.30%** | 7.40% | 8.00% |
| Salary Escalation Rate: | | | |
| Management Employees | **5.00%** | 5.00% | 5.00% |
| Non-management Employees | **5.00%** | 5.00% | 5.00% |
| **Demographic Assumptions** | | | |
| Mortality in Service: Indian Assured Lives Mortality (2006-08) Mortality Rate | | | |
| Attrition Rate | **45 & Above 1%** | 45 & Above 1% | 45 & Above 1% |
| Retirement Age | **60 & 70 Years** | 60 & 70 Years | 60 & 70 Years |
| Adjusted Average Future Servies | **13.60** | 14.37 | 18.48 |

**E. Sensitivity:**

The sensitivity of the overall plan liabilities to changes in the weighted key assumptions are:

(₹ in Lakhs)

| | | **Impact on defind benefit obligation** | |
|---|---|---|---|
| | **Change in Assumption** | Increase in Assumption | Decrease in Assumption |
| Discount Rate | **1.00%** | 820.25 | 1,009.81 |
| Salary Escalation Rate | **1.00%** | 1,010.14 | 818.58 |

The sensitivity analysis above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period and may not be representative of the actual change. It is based on a change in the key assumptions.

**F. The defined benefit obligations shall mature after year end 31st March, 2018 as follows:**

(₹ in Lakhs)

| **Year ending 31st March, 2018** | **Defined Benefit Obligation** |
|---|---|
| 2019 | 78.07 |
| 2020 | 39.12 |
| 2021 | 27.39 |
| 2022 | 61.75 |
| 2023 | 42.64 |
| Thereafter | 427.75 |

**ii) Compensated Absences:** The Company permits encashment of compensated absence accumulated by their employees on retirement, separation and during. The disclosure in respect of the defined Compensated Absensces are given below:

(₹ in Lakhs)

| **Particulars** | **As at 31st March, 2018** | **As at 31st March, 2017** | **As at 1st April, 2016** |
|---|---|---|---|
| Expenses recognised in Statement of - | | | |
| Profit and Loss | **41.06** | (14.93) | 32.97 |
| Balance Sheet Liability | **97.28** | 79.41 | 109.61 |

# NOTES

**Forming Part of the Financial Statements for the year ended 31st March, 2018**

## NOTE - 34

### INCOME TAXES

**(a) Tax expense recognised in the Statement of profit and loss:**

(₹ in Lakhs)

| | Year ended 31st March, 2018 | Year ended 31st March, 2017 |
|---|---|---|
| **Current tax** | | |
| Current year | – | – |
| Adjustments for prior periods | **(10.76)** | – |
| **Total current tax** | **(10.76)** | – |
| **Deferred tax** | | |
| Relating to origination and reversal of temporary difference | **(100.21)** | (33.46) |
| **Total deferred income tax expense/(credit)** | **(100.21)** | (33.46) |
| **Total income tax expense/(credit)** | **(110.97)** | (33.46) |

The current tax has not been provided as the company has been incurring losses as per tax.

A reconciliation between the statutory income tax rate applicable to the Company and the effective income tax rate of the Company is as follows:

**(b) Reconciliation of effective tax rate**

| | | |
|---|---|---|
| Profit /(loss) before taxation | **(1,528.16)** | (1,201.47) |
| Enacted income tax rate in India | **30.90%** | 30.90% |
| Tax at the enacted income tax rate | **(472.20)** | (371.25) |
| Effect of: | | |
| Non recognition of deferred tax on unabsorbed depreciation, brought forward losses and other timing differences* | **361.23** | 337.79 |
| Tax expense / (credit) | **(110.97)** | (33.46) |

(₹ in Lakhs)

| | As at 31st March, 2018 | As at 31st March, 2017 | As at 1st April, 2016 |
|---|---|---|---|
| Unrecognised tax losses | **1,224.82** | 101.92 | – |

*Considering the probability of availability of future taxable profits in the period in which tax losses expire, deferred tax assets have not been recognised in respect of tax lossed carried forward by the Company

(c) The movement in deferred tax assets and liabilities during the year ended 31st March, 2017 and 31st March, 2018:

(₹ in Lakhs)

| Deferred tax assets/(liabilities) | As at 1st April, 2016 | Credit/(Charge) in Statement of Profit and Loss | As at 31st March, 2017 | Credit/(Charge) in Statement of Profit and Loss | As at 31st March, 2018 |
|---|---|---|---|---|---|
| Property, plant and equipment | (1,311.81) | (27.07) | (1,338.88) | 61.54 | (1,277.34) |
| Expenses allowed on payment basis | 111.09 | 8.08 | 119.17 | 29.41 | 148.58 |
| Fair valuation gains/ (losses) | (162.30) | (16.83) | (179.13) | 12.48 | (166.65) |
| | (1,363.02) | (35.82) | (1,398.84) | 103.43 | (1,295.41) |

# NOTES

**Forming Part of the Financial Statements for the year ended 31st March, 2018**

## NOTE - 35

### FINANCIAL INSTRUMENTS

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

1.Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.

2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

**The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:**

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.
Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.
Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

**The carrying amounts and fair values of financial instruments by category are as follows:**

(₹ in Lakhs)

| | FVOCI | FVTPL | Amortised Cost | Total Fair Value | Carrying Amount |
|---|---|---|---|---|---|
| **1st April, 2016** | | | | | |
| Investments | 1,114.30 | – | – | 1,114.30 | 1,114.30 |
| Deposits | – | – | 370.90 | 370.90 | 370.90 |
| Trade receivables | – | – | 907.89 | 907.89 | 907.89 |
| Cash and Bank Balances | – | – | 99.53 | 99.53 | 99.53 |
| Others financial assets | – | – | 47.06 | 47.06 | 47.06 |
| **Total Financial Assets** | **1,114.30** | **–** | **1,425.38** | **2,539.68** | **2,539.68** |
| **Financial Liabilities** | | | | | |
| Borrowings (including current maturity of long term debt) | – | – | 4,179.96 | 4,179.96 | 4,179.96 |
| Trade payables | – | – | 1,952.06 | 1,952.06 | 1,952.06 |
| Others financial liabilities | – | – | 20.64 | 20.64 | 20.64 |
| **Total Financial Liabilities** | **–** | **–** | **6,152.66** | **6,152.66** | **6,152.66** |
| **31st March, 2017** | | | | | |
| **Financial Assets** | | | | | |
| Investments | 1,383.11 | – | – | 1,383.11 | 1,383.11 |
| Deposits | – | – | 371.45 | 371.45 | 371.45 |
| Trade receivables | – | – | 1,294.51 | 1,294.51 | 1,294.51 |
| Cash and cash equivalents | – | – | 83.36 | 83.36 | 83.36 |
| Others financial assets | – | – | 111.43 | 111.43 | 111.43 |
| **Total Financial Assets** | **1,383.11** | **–** | **1,860.75** | **3,243.86** | **3,243.86** |
| **Financial Liabilities** | | | | | |
| Borrowings (including current maturity of long term debt) | – | – | 4,652.30 | 4,652.30 | 4,652.30 |
| Trade payables | – | – | 3,415.12 | 3,415.12 | 3,415.12 |
| Others financial liabilities | – | – | 43.04 | 43.04 | 43.04 |
| **Total Financial Liabilities** | **–** | **–** | **8,110.46** | **8,110.46** | **8,110.46** |

# NOTES

**Forming Part of the Financial Statements for the year ended 31st March, 2018**

## NOTE - 35 *(contd.)*

**FINANCIAL INSTRUMENTS**

(₹ in Lakhs)

| | FVOCI | FVTPL | Amortised Cost | Total Fair Value | Carrying Amount |
|---|---|---|---|---|---|
| **31st March, 2018** | | | | | |
| **Financial Assets** | | | | | |
| Investments | 1,321.89 | – | – | 1,321.89 | 1,321.89 |
| Deposits | - | - | 368.03 | 368.03 | 368.03 |
| Trade receivables | - | - | 1,082.22 | 1,082.22 | 1,082.22 |
| Cash and cash equivalents | - | - | 142.85 | 142.85 | 142.85 |
| Others financial assets | - | - | 24.38 | 24.38 | 24.38 |
| **Total Financial Assets** | **1,321.89** | **-** | **1,617.48** | **2,939.37** | **2,939.37** |
| **Financial Liabilities** | | | | | |
| Borrowings (including current maturity of long term debt) | - | - | 5,256.49 | 5,256.49 | 5,256.49 |
| Trade payables | - | - | 3,050.39 | 3,050.39 | 3,050.39 |
| Others financial liabilities | - | - | 122.88 | 122.88 | 122.88 |
| **Total Financial Liabilities** | **-** | **-** | **8,429.76** | **8,429.76** | **8,429.76** |

**Fair Value Estimation**

For financial instruments measured at fair value in the Balance Sheet, a three level fair value hierarchy is used that reflects the significance of inputs used in the measurements. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

The categories used are as follows:

- Level 1: quoted prices for identical instruments
- Level 2: directly or indirectly observable market inputs, other than Level 1 inputs; and
- Level 3: inputs which are not based on observable market data.

For assets and liabilities which are carried at fair value, the classification of fair value calculations by category is summarised below:

(Rs. in Lakhs)

| | Level 1 | Level 2 | Level 3 |
|---|---|---|---|
| **1st April, 2016** | | | |
| Assets at fair value | 1,114.30 | - | - |
| Liabilities at fair value | - | - | - |
| **31st March, 2017** | | | |
| Assets at fair value | 1,383.11 | - | - |
| Liabilities at fair value | - | - | - |
| **31st March, 2018** | | | |
| Assets at fair value | 1,321.89 | - | - |
| Liabilities at fair value | - | - | - |

There were no significant changes in classification and no significant movements between the fair value hierarchy classifications of financial assets and financial liabilities during the years.

# NOTES

**Forming Part of the Financial Statements for the year ended 31st March, 2018**

## NOTE - 36

### FINANCIAL RISK FACTORS

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The purpose of these financial liabilities is to finance the Company's operations and to provide to support its operations. The Company's principal financial assets, trade and other receivables and cash and cash equivalents that derive directly from its operations.

The Company's activities exposes it to Liquidity Risk, Market Risk and Credit Risk. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised as below

**(a) Liquidity Risk:**

The risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk management implies maintenance sufficient cash including availability of funding through an adequate amount of committed credit facilities to meet the obligations as and when due.

The Company manages its liquidity risk by ensuring as far as possible that it will have sufficient liquidity to meet its short term and long term liabilities as and when due. Anticipated future cash flows, undrawn committed credit facilities are expected to be sufficient to meet the liquidity requirements.

**(i) Financing Arrangements:**

The Company has access to the following undrawn borrowing facilities as at the end of the reporting period:

| | **As at 31st March, 2018 ₹ in Lakhs** | As at 31st March, 2017 ₹ in Lakhs | As at 1st April, 2016 ₹ in Lakhs |
|---|---|---|---|
| **Secured working capital credit facility from Banks** | **1,691.17** | 2,373.14 | 3,377.23 |

**(ii) The following is the contractual maturities of the financial liabilities:**

| | **Carrying Amount ₹ in Lakhs** | 1 - 12 Months ₹ in Lakhs | More than 12 Months ₹ in Lakhs |
|---|---|---|---|
| **As at 1st April, 2016** | | | |
| **Non-derivative Liabilities** | | | |
| Borrowings (Including current maturity of Long term debt) | 4,179.96 | 3,904.51 | 275.45 |
| Trade Payables | 1,952.06 | 1,952.06 | - |
| Other Financial Liabilities (Movable) | 20.64 | 20.64 | - |
| **As at 31st March, 2017** | | | |
| **Non-derivative Liabilities** | | | |
| Borrowings (Including current maturity of Long term debt) | 4,652.30 | 3,954.65 | 697.66 |
| Trade Payables | 3,415.12 | 3,415.12 | - |
| Other Financial Liabilities (Movable) | 43.04 | 43.04 | - |
| **As at 31st March, 2018** | | | |
| **Non-derivative Liabilities** | | | |
| Borrowings (Including current maturity of Long term debt) | 5,256.49 | 4,636.85 | 619.64 |
| Trade Payables | 3,050.39 | 3,050.39 | - |
| Other Financial Liabilities (Movable) | 122.88 | 122.88 | - |

# NOTES

**Forming Part of the Financial Statements for the year ended 31st March, 2018**

## NOTE - 36 *(contd.)*

### FINANCIAL RISK FACTORS

**(b) Market Risk:**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loans and borrowings.

**(i) Foreign currency risk**

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company has foreign currency trade payables and receivables and is therefore exposed to foreign exchange risk. The exchange rates have been volatile in the recent years and may continue to be volatile in the future. Hence the operating results and financials of the Company may be impacted due to volatility of the rupee against foreign currencies. The Company is not significantly exposed to foreign currency risk due to thier limited transaction in the foreign currency.

| | **As at 31st March, 2018** | | As at 31st March, 2017 | |
|---|---|---|---|---|
| **Foreign Currency Exposure** | **In Foreign Currency** | **₹ in Lakhs** | In Foreign Currency | ₹ in Lakhs |
| **Receivable** | | | | |
| In USD | **859,360.62** | **558.28** | 760,620.00 | 492.88 |
| **Payable** | | | | |
| In USD | **2,465,629.00** | **1,603.77** | 1,477,880.00 | 962.51 |

| | **31st March, 2018** | | 31st March, 2017 | |
|---|---|---|---|---|
| | 1% Increase | 1% Decrease | 1% Increase | 1% Decrease |
| Increase / Decrease in loss | **10.45** | **(10.45)** | 4.70 | (4.70) |

**(ii) Interest rate risk**

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. The Company's long term borrowings have fixed rate of interest and are carried at amortised costs. The interest rate risk exposure is mainly from changes in fixed and floating interest rates. The interest rate are disclosed in the respective notes to the financial statement of the Company. The following table analyse the breakdown of the financial assets and liabilities by type of interest rate:

| | **As at 31st March, 2018 ₹ in Lakhs** | As at 31st March, 2017 ₹ in Lakhs | As at 1st April, 2016 ₹ in Lakhs |
|---|---|---|---|
| Borrowings bearing fixed rate of interest | **894.66** | 972.44 | 704.20 |
| Borrowings bearing variable rate of interest | **4,358.83** | 3,676.86 | 3,472.77 |
| | **5,253.49** | 4,649.30 | 4,176.97 |

**Interest rate sensitivity**

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

| | | | |
|---|---|---|---|
| Increase in basis points (%) | **0.50** | 0.50 | 0.50 |
| Effect on profit before tax | **(26.27)** | (23.25) | (20.88) |
| Decrease in basis points (%) | **0.50** | 0.50 | 0.50 |
| Effect on profit before tax | **26.27** | 23.25 | 20.88 |

# NOTES

**Forming Part of the Financial Statements for the year ended 31st March, 2018**

## NOTE - 36 *(contd.)*

### FINANCIAL RISK FACTORS

**(c) Credit Risk:**

Credit risk is the risk of financial loss to the Company if a customer or counter-party fails to meet its contractual obligations. The Company is exposed to credit risks from its operating activities, primarily trade receivables, cash and cash equivalents, deposits with banks and other financial instruments.To manage the credit risk from trade receivables, the Company periodically assess financial reliability of customers, taking into account the financial condtion, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly. The Company considers the probablity of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

**Trade and other receivables**

The Company considers the probability of default upon initial recognition of assets and whether there has been a significant increase in credit risks on an ongoing basis throughout each reporting period. The average credit period allowed to the customers is in the range of 30-90 days.

To assess whether there is a significant change increase in credit risk the Company compares the risks of default occurring on the assets as at the reporting date with the risk of default as at the date of initial recognition. It considers the reasonable and supportive forward looking information such as:

(i) Actual or expected significant adverse changes in business.
(ii) Actual or expected significant changes in the operating results of the counterparty.
(iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations
(iv) Significant increase in credit risk on other financial instruments of same counterparty

**Ageing of the accounts receivables**

| | **As at 31st March, 2018 ₹ in Lakhs** | As at 31st March, 2017 ₹ in Lakhs | As at 1st April, 2016 ₹ in Lakhs |
|---|---|---|---|
| 0-3 months | **1,080.45** | 1,294.49 | 907.59 |
| 3-6 months | **1.77** | 0.02 | 0.30 |
| | **1,082.22** | 1,294.51 | 907.89 |

The average credit period for domestic debtors ranges within 0-30 days and for export debtors ranges within 10-90 days.

## NOTE 37
## CAPITAL RISK MANAGEMENT

**(a) Capital Risk Management:**

The Company's objectives when managing capital are to:

(i) safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and

(ii) maintain an optimal capital structure to reduce the cost of capital

In order to maintain or adjust the capital structure, the Company may issue new shares, adjust the amount of dividends paid to shareholders etc.

The Company monitors capital using a gearing ratio being a ratio of net debt as a percentage of total capital.

# NOTES

**Forming Part of the Financial Statements for the year ended 31st March, 2018**

## NOTE - 37 *(contd.)*

### CAPITAL RISK MANAGEMENT

| | As at 31st March, 2018 ₹ in Lakhs | As at 31st March, 2017 ₹ in Lakhs | As at 1st April, 2016 ₹ in Lakhs |
|---|---|---|---|
| Total equity attributable to equity shareholders of the Company | **4,159.69** | 5,608.12 | 6,534.79 |
| Net debt (Total borrowings less cash and cash equivalents) | **5,303.30** | 4,672.02 | 4,188.27 |
| **Total Capital (Borrowings and Equity)** | **9,462.99** | 10,280.14 | 10,723.06 |
| **Gearing ratio** | **0.56** | 0.45 | 0.39 |

**(b) Assets pledged as security**

The carrying amounts of assets pledged as security for current and non-current borrowings are:

| | | | |
|---|---|---|---|
| **First charge** | | | |
| Property, plant and equipment* | | | |
| Immovable | **2,506.45** | 2,648.90 | 2,777.32 |
| Movable | **3,624.26** | 3,891.14 | 4,151.98 |
| **Second charge** | | | |
| Trade receivables | **1,082.22** | 1,294.51 | 907.89 |
| Inventories | **5,484.98** | 6,186.10 | 4,354.06 |

*Represents net book value.

**(c) Dividends**

The Company follows the policy of Dividend for every financial year as may be decided by Board considering financial performance of the company and other internal and external factors enumerated in the Company dividend policy. The Company has not proposed/declared dividend for current financial year as well as in the previous financial year.

**(d) Net debt reconciliation**

| | | | |
|---|---|---|---|
| Non-current borrowings (including current maturities) | **697.66** | 775.44 | 707.20 |
| Current borrowings | **4,558.83** | 3,876.86 | 3,472.77 |
| Interest payable/ (receivable) | **46.82** | 19.71 | 8.31 |
| **Net Debt.** | **5,303.30** | **4,672.02** | **4,188.28** |

| | Non-current Borrowings | Current Borrowings | Interest Payable/ (Receivable) | Total |
|---|---|---|---|---|
| **Net debt as at 1st April, 2017** | **775.44** | **3,876.86** | **19.71** | **4,672.02** |
| Cash flows | (77.78) | 681.97 | – | 604.19 |
| Finance costs | – | – | 721.14 | 721.14 |
| Interests paid | – | – | (694.02) | (694.02) |
| **Net debts as at 31st March, 2018** | **697.66** | **4,558.83** | **46.82** | **5,303.30** |

# NOTES

**Forming Part of the Financial Statements for the year ended 31st March, 2018**

## NOTE - 38

### FIRST TIME ADOPTION OF IND AS

The accounting policies set out in Note 1, have been applied in preparing the financial statements from the year ended 31st March, 2018, the comparative information presented in these financial statements for the year ended 31st March, 2017 and in the preparation of an opening Ind AS Balance Sheet at 1st April, 2016 (the Company's date of transition). In preparing its opening Ind AS Balance Sheet, the Company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP or Indian GAAP). An explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows is set out in the following tables and notes.

**Exemptions and exceptions availed**

**A. Ind AS optional exemptions**

**Deemed Costs**

The Company on first time adoption of Ind AS, has elected to continue with the carrying value for all of its property, plant & equipment and other intangible assets as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed costs as at the date of transition.

**B. Ind AS mandatory exemptions**

**(i) Estimates**

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies).

Ind AS estimates as at 1st April, 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP.

**(ii) Classification and measurement of financial assets**

Ind AS 101 requires an entity to assess classification and measurement of financial assets (investment in debt instruments) on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

**(iii)De-recognition of financial assets and financial liabilities**

The Company has elected to apply derecognition requirements for financial assets and financial liabilities in Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS.

**C. Transition to Ind AS - Reconciliations**

The following reconciliations provide a quantification of the effect of significant differences arising from the transition from previous GAAP to Ind AS in accordance with Ind AS 101:

(i) Reconciliation of Balance Sheet as at 1st April, 2016 (Transition date)

(ii) A. Reconciliation of Balance Sheet as at 31st March, 2017

B. Reconciliation of total comprehensive income for the year ended 31st March, 2017

(iii) Reconciliation of Equity as at 1st April, 2016 and 31st March, 2017

(iv) Impact on Cash Flow Statement for the period ended 31st March, 2017

The presentation requirements under previous GAAP differs from Ind AS and hence Previous GAAP information has been regrouped for ease of reconciliation with Ind AS. The regrouped previous GAAP information is derived from the Financial Statements of the Company prepared in accordance with previous GAAP.

# NOTES

**Forming Part of the Financial Statements for the year ended 31st March, 2018**

## NOTE - 38 *(contd.)*

### FIRST TIME ADOPTION OF IND AS

**(i) Reconciliation of Balance Sheet as at 1st April, 2016:**

(₹ in Lakhs)

| Assets | Notes | Previuos GAAP | Ind AS adjustments | Ind AS |
|---|---|---|---|---|
| **Non-Current Assets** | | | | |
| Property, Plant and Equipment | | 6,929.30 | – | 6,929.30 |
| Capital work-in-progress | | 5.18 | – | 5.18 |
| **Financial Assets** | | | | |
| - Investments | **(iv)** | 318.26 | 796.04 | 1,114.30 |
| - Loans | | 370.90 | – | 370.90 |
| Income Tax assets (net) | | 9.66 | – | 9.66 |
| Other non-current assets | | 512.05 | – | 512.05 |
| **Total Non-Current Assets** | | **8,145.35** | **796.04** | **8,941.39** |
| **Current Assets** | | | | |
| Inventories | | 4,354.06 | – | 4,354.06 |
| **Financial Assets** | | | | |
| - Trade receivables | | 907.89 | – | 907.89 |
| - Cash and cash equivalents | | 29.14 | – | 29.14 |
| - Bank balances other than above | | 70.39 | – | 70.39 |
| - Other financial assets | | 47.06 | – | 47.06 |
| Other current assets | | 439.42 | – | 439.42 |
| **Total Current Assets** | | **5,847.96** | – | **5,847.96** |
| **TOTAL ASSETS** | | **13,993.31** | **796.04** | **14,789.35** |
| **Equity and Liabilities** | | | | |
| **Equity** | | | | |
| Equity Share Capital | | 874.02 | – | 874.02 |
| Other Equity | **38C(iii)** | 5,027.03 | 633.74 | 5,660.77 |
| **Total Equity** | | **5,901.05** | **633.74** | **6,534.79** |
| **Non-Current Liabilities** | | | | |
| **Financial Liabilities** | | | | |
| - Borrowings | | 275.45 | – | 275.45 |
| Deferred Tax Liabilities (Net) | **(i)** | 1,200.72 | 162.30 | 1,363.02 |
| **Total Non-Current Liabilities** | | **1,476.17** | **162.30** | **1,638.47** |
| **Current Liabilities** | | | | |
| **Financial Liabilities** | | | | |
| - Borrowings | | 3,472.77 | – | 3,472.77 |
| - Trade payables | | 1,952.06 | – | 1,952.06 |
| - Other financial liabilities | | 452.39 | – | 452.39 |
| Other current liabilities | | 483.72 | – | 483.72 |
| Provisions | | 255.15 | – | 255.15 |
| **Total Current Liabilities** | | **6,616.09** | – | **6,616.09** |
| **TOTAL EQUITY AND LIABILITIES** | | **13,993.31** | **796.04** | **14,789.35** |

* Reclassifications from previous GAAP to conform to Ind AS presentation requirements for the purposes of this note.

# NOTES

**Forming Part of the Financial Statements for the year ended 31st March, 2018**

## NOTE - 38 *(contd.)*

### FIRST TIME ADOPTION OF IND AS

**(ii) A. Reconciliation of Balance Sheet as at 31st March, 2017**

(₹ in Lakhs)

| | Notes | Previuos GAAP | Ind AS adjustments | Ind AS |
|---|---|---|---|---|
| **Assets** | | | | |
| **Non-Current Assets** | | | | |
| Property, plant and equipment | | 6,540.04 | - | 6,540.04 |
| Capital work-in-progress | | 5.23 | - | 5.23 |
| **Financial Assets** | | | | |
| - Investments | **(iv)** | 318.27 | 1,064.84 | 1,383.11 |
| - Loans | | 371.45 | - | 371.45 |
| Income Tax assets (net) | | 13.89 | - | 13.89 |
| Other non-current assets | | 470.19 | - | 470.19 |
| **Total Non-Current Assets** | | **7,719.07** | **1,064.84** | **8,783.91** |
| **Current Assets** | | | | |
| Inventories | | 6,186.10 | - | 6,186.10 |
| **Financial Assets** | | | | |
| - Trade receivables | | 1,294.51 | - | 1,294.51 |
| - Cash and cash equivalents | | 81.49 | - | 81.49 |
| - Bank balances other than above | | 1.87 | - | 1.87 |
| - Other financial assets | **(iii)** | 37.93 | 73.51 | 111.44 |
| Other current assets | | 372.58 | - | 372.58 |
| **Total Current Assets** | | **7,974.48** | **73.51** | **8,047.99** |
| **TOTAL ASSETS** | | **15,693.55** | **1,138.35** | **16,831.90** |
| **Equity and Liabilities** | | | | |
| **Equity** | | | | |
| Equity Share Capital | | 874.02 | - | 874.02 |
| Other equity | **38C(iii)** | 3,822.38 | 911.72 | 4,734.10 |
| **Total Equity** | | **4,696.40** | **911.72** | **5,608.12** |
| **Non-Current Liabilities** | | | | |
| **Financial Liabilities** | | | | |
| - Borrowings | | 697.66 | - | 697.66 |
| Deferred tax liabilities (Net) | **(i)** | 1,181.73 | 217.11 | 1,398.84 |
| **Total Non-Current Liabilities** | | **1,879.39** | **217.11** | **2,096.50** |
| **Current Liabilities** | | | | |
| **Financial Liabilities** | | | | |
| - Borrowings | | 3,876.86 | - | 3,876.86 |
| - Trade payables | | 3,415.12 | - | 3,415.12 |
| - Other financial liabilities | **(iii)** | 111.30 | 9.52 | 120.82 |
| Provisions | | 248.81 | - | 248.81 |
| Other current liabilities | | 1,465.67 | - | 1,465.67 |
| **Total Current Liabilities** | | **9,117.76** | **9.52** | **9,127.28** |
| **TOTAL EQUITY AND LIABILITIES** | | **15,693.55** | **1,138.35** | **16,831.90** |

* Reclassifications from previous GAAP to conform to Ind AS presentation requirements for the purposes of this note.

# NOTES

**Forming Part of the Financial Statements for the year ended 31st March, 2018**

## NOTE - 38 *(contd.)*

**FIRST TIME ADOPTION OF IND AS**

**(ii) B. Reconciliation of Statement of total comprehensive income for the year ended 31st March, 2017**

(₹ in Lakhs)

| | Notes | Previuos GAAP | Ind AS adjustments | Ind AS |
|---|---|---|---|---|
| Revenue from operations | (iii) | 18,789.40 | 73.51 | 18,862.91 |
| Other income | | 121.36 | – | 121.36 |
| **Total income** | | **18,910.76** | **73.51** | **18,984.27** |
| **Expenses** | | | | |
| Cost of materials consumed | | 7,492.68 | – | 7,492.68 |
| Purchases of traded goods | | 7,269.48 | – | 7,269.48 |
| Changes in inventories of finished goods, work-in progress and stock-in-trade | | (740.21) | – | (740.21) |
| Employee benefits expense | (ii) | 1,676.30 | 41.81 | 1,718.11 |
| Power and fuel | | 1,507.11 | – | 1,507.11 |
| Finance costs | (iii) | 669.26 | 9.52 | 678.78 |
| Depreciation and amortisation expense | | 419.73 | – | 419.73 |
| Other expenses | | 1,840.06 | – | 1,840.06 |
| **Total expenses** | | **20,134.41** | **51.33** | **20,185.74** |
| **Profit before tax** | | **(1,223.65)** | **22.18** | **(1,201.47)** |
| **Tax expense** | | | | |
| Deferred tax | (i) | (18.99) | (14.47) | (33.46) |
| **Profit for the year (A)** | | **(1,204.66)** | **36.65** | **(1,168.01)** |
| **Other comprehensive income** | | | | |
| ***Items that will not be reclassified to profit or loss*** | | | | |
| Remeasurement of the net defined benefit liabilities/ (assets) | (ii) | – | 41.81 | 41.81 |
| Equity instruments through other comprehensive income | | – | 268.81 | 268.81 |
| Income tax relating to items that will not be reclassified to profit or loss | | – | (69.28) | (69.68) |
| **Other comprehensive income for the year** | | – | **241.34** | **241.34** |
| **Total comprehensive income for the year** | | **(1,204.66)** | **277.99** | **(926.67)** |

**iii. Reconciliation of Equity as at 1st April, 2016 and 31st March, 2017**

(₹ in Lakhs)

| | As at 31st March, 2017 | As at 1st April, 2016 |
|---|---|---|
| Total Equity (Shareholder's funds) under previous GAAP | 4,696.40 | 5,901.05 |
| Net Gain on financial assets/liabilities fair valued through Statement of Profit and Loss | 73.51 | – |
| Recognition of Interest on non convertible, non cumulative preference shares | (9.52) | – |
| Net Gain on financial assets fair valued through Other Comprehensive Income (Net of deferred tax) | 847.73 | 633.73 |
| **Total equity under Ind AS** | **5,608.12** | **6,534.79** |

**iv. Impact on Cash Flow Statement for the period ended 31st March, 2017**

No material impact on Statement of Cash Flow.

# NOTES

**Forming Part of the Financial Statements for the year ended 31st March, 2018**

## NOTE - 38 *(contd.)*

### FIRST TIME ADOPTION OF IND AS

**Notes to First-time adoption:**

**(i) Deferred taxes:**

Under previous GAAP, deferred taxes were recognised based on profit and loss approach i.e. tax impact on difference between the accounting income and taxable income. Under Ind AS, deferred tax is being recognised by following Balance Sheet approach i.e. tax impact on temporary difference between the carrying value of asset and liabilities in the books and their respective tax base. Also, deferred tax has been recognised on the adjustments made on transition to Ind AS. Deferred tax asset has been recognised to the extent Company has reasonable certainty over future taxable profits as against virtual certainity under the previous GAAP.

**(ii) Other Comprehensive Income:**

Under Ind AS, all items of income and expense recognised during the year should be included in profit or loss for the year, unless a standard requires or permits otherwise. Items of income and expense that are not recognised in profit or loss are shown in the Statement of Profit and Loss as "other comprehensive income". OCI for the Company includes re-measurement of defined benefit plans of Rs 27.34 lakhs net of taxes. The concept of other comprehensive income did not exist under previous GAAP.

**(iii) Financial Liabilities:**

Borrowings and other financial liabilities which were recognised at historical cost under previous GAAP have been recognised at amortised cost under IND AS with the difference been adjusted to opening retained earnings.

**(iv) Fair valuation of investments:**

Under previous GAAP, investment in equity instruments were classified into long term and current investments. Long term investments were carried at cost less provision other than temporary in nature. Under Ind AS, these investments are require to be measured at fair value either through OCI (FVTOCI) or through Profit & Loss (FVTPL). The company has opted to fair value these investments through other comprehensive income for Debt and equity Instruments.

## NOTE - 39

### RECENT ACCOUNTING PRONOUNCEMENTS:

**a) Ind AS 115 - Revenue from Contracts with Customers:**

On March 28, 2018, Ministry of Corporate Affairs ("MCA") has notified the Ind AS 115, Revenue from Contract with Customers effective from April 1, 2018. The core principle of the new standard is that an entity should recognize revenue when (or as) the entity satisfies a performance obligation by transferring a promised goods or service (i.e an asset) to a customer. An asset is transferred when (or as) the customer obtains control of that asset. Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers.

Control of an asset refers to the ability to direct the use of, and obtain substantially all of the remaining benefits from, the asset. Control includes the ability to prevent other entities from directing the use of, and obtaining the benefits from, an asset.

**b) Ind AS 21 - Foreign currency transactions and advance consideration:**

On March 28, 2018, Ministry of Corporate Affairs ("MCA") has notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 effective from April 1, 2018 containing Appendix B to Ind AS 21, Foreign currency transactions and advance consideration which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency.

**c) Ind AS 12 - Income Taxes:**

Amendments to Ind AS 12, Income Taxes clarifying the requirements for recognising deferred tax assets on unrealised losses. The amendments clarify the accounting for deferred tax where an asset is measured at fair value and that fair value is below the asset's tax base. They also clarify certain other aspects of accounting for deferred tax assets. These amendments only clarify the existence of guidance of Ind AS 12 and do not change the underlying principles for recognition of deferred tax asset.

**The management is yet to assess the impact of the aforesaid amendments on the Company's financial information.**

# NOTES

**Forming Part of the Financial Statements for the year ended 31st March, 2018**

**NOTE - 40**

Due to continuous go slow & unfair labour practices adopted by the workers & 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 resorted by workers & union from 2nd May, 2016 to 11th September, 2016 as informed by the management. The Company had lifted lock-out in plant E-23 w.e.f. 10th September, 2016. Simultaneously, the workers & union also called of 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. The negotiations' are going on with union and are in final stage to execute the long term settlement with union.

**NOTE - 41**

The Company is developing land at Uchagaon, Kolhapur bearing R.S.No.364/2, R.S.No.363/2A (Old R.S. No 363/2) and R.S.No.365/B1 (Old R.S. No.365/B) at Euro Palace, Uchagaon, Kolhapur, admeasuring about 2300 Sq.Mtrs, 800 Sq.Mtrs. and 710 Sq.Mtrs. respectively. The Company has passed resolution at Board meeting held on 8th November, 2014 and 12th August, 2017 respectively to enter into Development Agreement with M/s Randive Builders & Developers and give necessary Power of Attorney for above specified land parcels to them. The development agreement has been executed on 20th December, 2014 & 14th March, 2018 respectively. Accordingly, land parcels of 3810 Sq. Mtrs. have been converted into Stock-in-Trade from Property, Plant and Equipment at acquisition price of Rs 23.48 lakhs in August, 2014 and Rs.21.73 lakhs in September, 2017 respectively. The construction activity is going on and project is likely to be completed by March, 2019.

**NOTE - 42**

The financial statements were approved for issue by the Board of Directors on May 26, 2018.

Signatures to Notes '1' to '42'

| | | |
|---|---|---|
| **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, 26th May, 2018

Mumbai, 26th May, 2018

# 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**

## 32ND ANNUAL GENERAL MEETING

### ATTENDANCE SLIP

| DATE | VENUE | TIME |
|---|---|---|
| SATURDAY, 29TH SEPTEMBER, 2018 | 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**

## 32ND 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 32nd Annual General Meeting of the Company, to be held on the 29th day of September, 2018 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, 2018, and the Reports of the Directors and Auditors thereon. |
| 2. | Re-appointment of Director in place of Shri Hari Prasad Siotia (DIN: 00015103) who retires by rotation and offers himself for re-appointment. |
| **Special Business** | |
| 3. | To approve the remuneration of M/s. A.G. Anikhindi & Co., Cost Auditor for the financial year ending 31st March, 2019. |

Signed this ..... day of ..... 2018.

Signature of the Shareholder(s) .....

Signature of the Proxy holder(s) .....

Affix Re.1/- Revenue Stamp

## 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 27th September, 2018.**
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.

**BY COURIER**

*If Undelivered, Please Return to:*

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